Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www irs gov/form990pf*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: PHILIP & MYN ROOTBERG FOUNDATION

A Employer identification number: 23-7169351

Number and street (or P O box number if mail is not delivered to street address): 225 W. WACKER DRIVE

Room/suite: 2500

B Telephone number: (312) 602-6800

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60606

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 1,286,877.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

	Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,034.	2,034.		STATEMENT 1
	4 Dividends and interest from securities	26,184.	26,184.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	25,280.			
	b Gross sales price for all assets on line 6a 225,399.				
	7 Capital gain net income (from Part IV, line 2)		25,280.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	53,498.	53,498.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	4,552.	2,276.		2,276.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	1,881.	203.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	11,234.	11,209.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	17,667.	13,688.		2,301.
	25 Contributions, gifts, grants paid	53,639.			53,639.
	26 **Total expenses and disbursements.** Add lines 24 and 25	71,306.	13,688.		55,940.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<17,808.>			
	b **Net investment income** (if negative, enter -0-)		39,810.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	2,102.	1,009.	1,009.
	2	Savings and temporary cash investments	34,664.	13,797.	13,797.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 6	9,718.	9,718.	11,022.
	b	Investments - corporate stock STMT 7	201,991.	206,797.	323,101.
	c	Investments - corporate bonds STMT 8	30,246.	20,079.	21,911.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	786,516.	796,029.	916,037.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,065,237.	1,047,429.	1,286,877.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	1,065,237.	1,047,429.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	1,065,237.	1,047,429.	
	31	**Total liabilities and net assets/fund balances**	1,065,237.	1,047,429.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,065,237.
2	Enter amount from Part I, line 27a	2	<17,808.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,047,429.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,047,429.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHMENT	P		
b	SEE ATTACHMENT	P		
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	53,956.		53,348.	608.
b	159,967.		146,771.	13,196.
c	11,476.			11,476.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				608.
b				13,196.
c				11,476.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	25,280.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	33,128.	1,152,132.	.028754
2011	24,640.	1,142,788.	.021561
2010	37,859.	1,190,663.	.031797
2009	60,005.	1,336,630.	.044893
2008	16,526.	800,186.	.020653

2 Total of line 1, column (d)	2	.147658
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.029532
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,232,252.
5 Multiply line 4 by line 3	5	36,391.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	398.
7 Add lines 5 and 6	7	36,789.
8 Enter qualifying distributions from Part XII, line 4	8	55,940.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	398.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	398.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	398.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,680.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	1,680.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,282.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 400. **Refunded** ▶		11	882.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RUTH ROOTBERG Telephone no. ▶ (312) 602-6800

Located at ▶ 478 OLD FARM ROAD, AMHERST, MA ZIP+4 ▶ 01002

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RUTH E. ROOTBERG 225 W. WACKER DRIVE CHICAGO, IL 60606	PRESIDENT/DIRECTOR/TREASUR 0.50	0.	0.	0.
SUSAN R. SHAPIRO 225 W. WACKER DRIVE CHICAGO, IL 60606	SECRETARY/DIRECTOR 0.50	0.	0.	0.
LESLIE R. WILDER 225 W. WACKER DRIVE CHICAGO, IL 60606	VICE PRESIDENT/DIRECTOR 0.50	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	1,222,666.
b	Average of monthly cash balances			1b	28,351.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,251,017.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	1,251,017.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	18,765.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	1,232,252.
6	**Minimum investment return.** Enter 5% of line 5			6	61,613.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	61,613.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	398.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	398.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	61,215.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	61,215.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	61,215.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	55,940.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	55,940.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	398.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	55,542.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				61,215.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			53,639.	
b Total for prior years: ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 55,940.				
a Applied to 2012, but not more than line 2a			53,639.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				2,301.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				58,914.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET, 18TH FLOOR NEW YORK, NY 10004	N/A	PUBLIC	GENERAL FUNDING	500.
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY, OK 73123	N/A	PUBLIC	GENERAL FUNDING	5,000.
AMERICAN HUMANE ASSOCIATION 1400 16TH STREE NW, SUITE 360 WASHINGTON, DC 20036	N/A	PUBLIC	GENERAL FUNDING	400.
AMERICAN RED CROSS 2025 E. STREET, NW WASHINGTON, DC 20006	N/A	PUBLIC	GENERAL FUNDINGS	500.
ATLANTIC THEATER COMPANY 76 NINTH AVENUE, SUITE 537 NEW YORK, NY 10011	N/A	PUBLIC	GENERAL FUNDING	200.
Total SEE CONTINUATION SHEET(S)			▶ 3a	53,639.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

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10-10-13

Form **990-PF** (2013)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,034.	
4 Dividends and interest from securities			14	26,184.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	25,280.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		53,498.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 53,498.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

▶ Ruth E. Rootberg | June 9, 2014 | ▶ President + Treasurer

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
STANTON N. DERDIGER	Stanton Derdiger	6/4/14		P00006907

Firm's name ▶ CBIZ MHM, LLC

Firm's EIN ▶ 34-1853929

Firm's address ▶ 225 WEST WACKER DR., STE. 2500
CHICAGO, IL 60606

Phone no 312-602-6800

Part XV **Supplementary Information**

3 **Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AUTISM SPEAKS 1060 STATE ROUD, 2ND FLOOR PRINCETON, NJ 08540	N/A	PUBLIC	GENERAL FUNDINGS	413.
CHICAGO SYMPHONY ORCHESTRA 220 S. MICHIGAN AVENUE CHICAGO, IL 60604	N/A	PUBLIC	GENERAL FUNDING	213.
FELDENKRAIS EDUCATIONAL FOUNDATION OF NORTH AMERICA 5436 N. ALBINA AVENUE PORTLAND, OR 97217	N/A	PUBLIC	GENERAL FUNDING	400.
GOODMAN THEATRE 170 N. DEARBORN CHICAGO, IL 60601	N/A	PUBLIC	GENERAL FUNDING	250.
HARTSBROOK SCHOOL 193 BAY ROAD HADLEY, MA 01035	N/A	PUBLIC	GENERAL FUNDING	8,000.
JEWISH UNITED FUND 30 S. WELLS STREET CHICAGO, IL 60606	N/A	PUBLIC	GENERAL FUNDING	12,000.
LYRIC OPERA OF CHICAGO 20 N. WACKER DRIVE CHICAGO, IL 60606	N/A	PUBLIC	GENERAL FUNDING	250.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 733 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10017	N/A	PUBLIC	GENERAL FUNDING	400.
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	N/A	PUBLIC	GENERAL FUNDING	400.
NEW YORK PUBLIC MEDIA 825 EIGHTH AVENUE, 14TH FLOOR NEW YORK, NY 10019	N/A	PUBLIC	GENERAL FUNDING	1,000.
Total from continuation sheets				47,039.

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05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW YORK PUBLIC RADIO 160 VARICK STREET NEW YORK, NY 10013	N/A	PUBLIC	GENERAL FUNDING	1,000.
ONE VOICE 1228 15TH STREET, SUITE C SANTA MONICAO, CA 90404	N/A	PUBLIC	GENERAL FUNDING	6,600.
SEAN CASEY ANIMAL RESCUE 153 EAST 3RD STREET BROOKLYN, NY 11218	N/A	PUBLIC	GENERAL FUNDING	200.
SMILE TRAIN 41 MADISON AVENUE, 28TH FLOOR NEW YORK, NY 10010	N/A	PUBLIC	GENERAL FUNDING	3,000.
ST ANN'S WAREHOUSE 55 WASHINGTON ST, SUITE 458 BROOKLYN, NY 11201	N/A	PUBLIC	GENERAL FUNDING	300.
TEHIYAH DAY SCHOOL 2603 TASSAJARA AVENUE EL CERRITO, CA 94530	N/A	PUBLIC	GENERAL FUNDING	1,000.
TEMPLE AKIBA 5249 S. SEPULVEDA BLVD CULVER CITY, CA 90230	N/A	PUBLIC	GENERAL FUNDING	5,613.
TEMPLE SHALOM 3480 N. LAKE SHORE DRIVE CHICAGO, IL 60657	N/A	PUBLIC	GENERAL FUNDING	2,000.
TUFTS UNIVERSITY PO BOX 3306 BOSTON, MA 02241	N/A	PUBLIC	GENERAL FUNDING	1,500.
UNIVERSITY OF CHICAGO 1427 EAST 60TH STREET, SUITE 120 CHICAGO, IL 60637	N/A	PUBLIC	GENERAL FUNDING	2,500.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ROPES & GRAY	1,965.	1,965.	
STATE OF ISREAL	69.	69.	
TOTAL TO PART I, LINE 3	2,034.	2,034.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROPES & GRAY	37,660.	11,476.	26,184.	26,184.	
TO PART I, LINE 4	37,660.	11,476.	26,184.	26,184.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,552.	2,276.		2,276.
TO FORM 990-PF, PG 1, LN 16B	4,552.	2,276.		2,276.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	203.	203.		0.
FEDERAL TAXES	1,678.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,881.	203.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL REPORT	15.	0.		15.
ASSET MANAGEMENT FEES	11,209.	11,209.		0.
SECRETARY OF STATE	10.	0.		10.
TO FORM 990-PF, PG 1, LN 23	11,234.	11,209.		25.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	X		9,718.	11,022.
TOTAL U.S. GOVERNMENT OBLIGATIONS			9,718.	11,022.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			9,718.	11,022.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	206,797.	323,101.
TOTAL TO FORM 990-PF, PART II, LINE 10B	206,797.	323,101.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	20,079.	21,911.
TOTAL TO FORM 990-PF, PART II, LINE 10C	20,079.	21,911.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	COST	796,029.	916,037.
TOTAL TO FORM 990-PF, PART II, LINE 13		796,029.	916,037.

PHILIP AND MYN ROOTBERG FOUNDATION
BALANCE SHEET ATTACHMENT
12/31/13
FEIN: 23-7169351

	1/1/2013		12/31/2013		
NAME OF SECURITY	**SHARES**	**BASIS**	**SHARES**	**BASIS**	**FMV**
Line 10A - US & State Government Obligations					
US Treasury Note - 3 875% 5/15/2018	10,000 00	9,718 02	10,000 00	9,718 02	11,022
Total Line 10A		**9,718.02**		**9,718.02**	**11,022**
Line 10B - Corporate Stock					
3M Co	29 00	2,618.21	45 00	4,143.58	6,311
Ace Limited	55 00	2,819 47	55 00	2,819 47	5,694
Air Products & Chemicals Inc	43 00	2,654 82	43 00	2,654 82	4,807
Amgen Inc	36 00	2,510 58	36 00	2,510 58	4,107
Anadarko Pete Corp	-	-	41 00	3,287 64	3,252
Apple Inc	3 00	1,940 22	10 00	5,378 59	5,610
AT&T Inc	193.00	4,860 97	178 00	6,677 71	6,258
Automatic Data Processing Inc	84 00	3,057 10	77 00	2,802 34	6,222
BHP Billiton	52 00	3,611 92	-	-	-
Blackrock Inc Class A	14 00	2,504 64	17 00	3,342 93	5,380
Boeing Co	61 00	4,387 29	68 00	4,949.65	9,281
Bristol Myers Squibb Co	165 00	5,434 85	164 00	5,401 88	8,717
Chevron Corp	100 00	7,184 91	102 00	7,430 03	12,741
Chubb Corp	57 00	2,899 97	57.00	2,899 97	5,508
Cisco Systems Inc	291 00	4,965 96	289 00	4,929 42	6,482
Deere & Co	-	-	31.00	2,760 14	2,831
Disney Walt Co New	76.00	2,890.17	76.00	2,890 17	5,806
Dow Chemical Co	-	-	108 00	3,609.45	4,795
EMC Corp Mass	100 00	1,207.81	100 00	1,207 81	2,515
Emerson Elec Co	102 00	3,700 03	110 00	4,220 11	7,720
EOG Res Inc	12 00	1,246 44	18 00	2,004 30	3,021
Exxon Mobil	109 00	8,084 11	98 00	7,204 77	9,918
General Electric Co	305 00	6,033 88	330 00	6,691 65	9,250
General Mls Inc	123 00	3,976 59	-	-	-
International Business Machines Corp	31 00	3,145 26	18 00	1,826 28	3,376
iShares DJ US Medical Device ETF	48 00	1,983 36	48 00	1,983 36	4,455
Johnson & Johnson	58 00	3,545 08	72 00	4,557 78	6,594
JP Morgan Chase & Co	168 00	6,675 75	185 00	7,608 37	10,819
Kraft Foods Group Inc	57 00	2,552 48	99 00	4,808 04	5,337
Lilly Eli & Co	152 00	5,401.87	152 00	5,401 87	7,752
Lowes Cos Inc	193 00	4,061 65	193 00	4,061 65	9,563
McDonalds Corp	40 00	2,651 88	51 00	3,694 65	4,949
Merck & Co Inc	150 00	4,973 36	169 00	5,894 74	8,458
Microsoft Corp	256 00	6,947 53	256 00	6,947 53	9,577
National Grid PLC	90 00	4,607 62	102 00	5,309 38	6,663
Nextera Energy Inc	82 00	1,702 36	82 00	1,702 36	7,021
Oracle Corp	197 00	3,671 65	196 00	3,653 01	7,499
Pepsico Inc	101.00	5,640 60	92 00	5,041 74	7,630
Petroleo Brasileiro	169 00	6,046 79	-	-	-
Pfizer	283 00	4,822 95	257 00	4,738 71	7,872
PNC Financial Services Group	91 00	5,675 58	100 00	6,320 45	7,758
Procter & Gamble Co	104 00	5,690 87	104 00	5,690 87	8,467
Qualcomm Inc	36.00	2,244 73	36 00	2,244 73	2,673
Schlumberger Ltd	37 00	1,998 00	64 00	4,165 56	5,767
SPDR S&P Biotech ETF	34 00	1,568 52	35 00	1,669 49	4,557
Suncor Energy	108 00	3,499 68	88 00	2,694 47	3,084
Texas Instruments Inc	134 00	2,368 72	134 00	2,368 72	5,884
Unilever	110 00	3,145 64	-	-	-
United Parcel Service-Class B	58 00	4,336 51	58 00	4,376 39	6,095
United Technologies Corp	72 00	3,849 60	72 00	3,849 60	8,194
US Bancorp	147 00	3,840 75	-	-	-

PHILIP AND MYN ROOTBERG FOUNDATION
BALANCE SHEET ATTACHMENT
12/31/13
FEIN: 23-7169351

	1/1/2013		12/31/2013		
NAME OF SECURITY	**SHARES**	**BASIS**	**SHARES**	**BASIS**	**FMV**
Verizon	134.00	4,019.09	122 00	3,344 15	5,995
Walgreen Co	131 00	4,389 45	126 00	4,216 40	7,237
Wal Mart Stores Inc	56 00	3,020 71	58 00	3,182 85	4,564
Wells Fargo & Co	200 00	5,658 79	199 00	5,626 34	9,035
Zoetis Inc			-	-	-
Total Line 10B		**201,990.93**		**206,796.50**	**323,101**
Line 10C - Corporate Bonds					
General Electric Cap Corp	10,000 00	10,167 49	-	-	-
Wells Fargo Bank NA	10,000 00	10,064 42	10,000 00	10,064 42	10,449
Wells Fargo Company Bond	10,000 00	10,014 40	10,000 00	10,014 40	11,462
Total Line 10C		**30,246.31**		**20,078.82**	**21,911**
Line 13 - Other Investments					
Artisan Intl Value Fund	1,921 839	35,011 04	1,743 419	33,393 32	64,106
Artisan Small Cap Value Fund	1,983 472	23,521 83	2,216 614	27,644 12	41,783
Diamond Hill	1,914 417	31,205 00	-	-	-
Dodge & Cox International Stock Fund	1,688 462	59,546.75	1,523 638	53,555 40	65,577
Dreyfus Emerging Markets Debt Local Currency Fund	1,157 202	15,734.43	1,307 386	17,774 42	18,133
Driehaus Emerging Markets Growth Fund	2,005 819	60,314.72	2,766 907	85,055 79	90,007
Harbor Bond Fund	11,971 639	150,061 35	11,373 210	142,239 88	135,910
Harding Loevner Intl Equity Port	3,669 324	54,306.00	3,574 654	52,904 88	64,451
Neuberger Berman Core Bond Fund	13,932.926	135,677 84	13,300 493	128,841 24	136,330
Neuberger Berman High Income Bond Fund	7,371 987	60,855 52	3,868 471	29,119.52	36,286
Neuberger & Berman Equity Income Fund	3,850 892	32,428 24	4,159 599	36,059 84	50,165
Pimco Commodity RR Strat - Ins	6,760 113	33,804 15	-	-	-
Pioneer Oak Small Cap Growth Fund	970 824	28,341 90	1,029 303	30,573 95	41,162
Ridgeworth Seix Floating Rate High Income Fund	-	-	3,910.665	35,430 62	35,431
Vanguard Fixed Income Short/Intermediate Invesmnt Grade Fund	3,438 946	35,758 05	8,716 129	92,271 37	93,263
Vanguard Small-Cap Index Fund	849 256	28,535 00	877 037	29,681 24	41,650
State of Israel Bonds 7th Dev. Reg Sav 04/01/14	1,000 000	1,414.41	1,000 000	1,483 00	1,783
Total Line 13		**786,516.23**		**796,028.59**	**916,037**
Grand Total		**1,028,471.49**		**1,032,621.93**	**1,272,071**

PHILIP AND MYN ROOTBERG FOUNDATION
CAPITAL GAINS AND LOSSES
12/31/13
FEIN: 23-7169351

	DATE ACQUIRED	DATE SOLD	SHARES	PROCEEDS	COST	GAIN (LOSS)
Short Term Covered						
3M Co	4/18/2013	4/19/2013	2 00	211 53	210 10	1 43
Ace Limited	4/18/2013	4/19/2013	2.00	178.14	176 88	1 26
Air Products & Chemicals Inc	4/18/2013	4/19/2013	2.00	171 02	169.98	1.04
Apple Inc	9/17/2012	4/18/2013	1 00	393 35	698 54	(305 19)
Apple Inc	9/17/2012	Wash Sale Disallowed			(305 19)	305 19
Apple Inc	Var ST	6/10/2013	2 00	876 50	1,318.02	(441 52)
Apple Inc	Var ST	Wash Sale Disallowed			(441.52)	441 52
Artisan Intl Value Fund	12/19/2012	5/30/2013	8 950	302.87	272 97	29 90
Artisan Small Cap Value Fund	5/30/2013	9/6/2013	119 818	2,099 21	2,077 65	21.56
Automatic Data Processing Inc	4/18/2013	4/19/2013	4.00	260 99	258 80	2 19
Blackrock Inc Class A	4/18/2013	6/10/2013	1 00	281 51	245 51	36 00
Boeing Co	7/19/2013	10/28/2013	3 00	389.00	320 46	68.54
Bristol Myers Squibb Co	Var ST	4/19/2013	6 00	246.83	236.02	10 81
Chevron Corp	4/18/2013	4/19/2013	4.00	464 31	462 88	1 43
Chubb Corp	4/18/2013	4/19/2013	2 00	175 91	173 84	2.07
Cisco Systems Inc	4/18/2013	4/19/2013	10 00	204 62	205 40	(0.78)
Disney Walt Co New	4/18/2013	4/19/2013	3.00	184 23	179 91	4 32
General Electric Co	4/18/13	4/19/2013	10 00	217 60	227.50	(9 90)
General Mls Inc	4/18/2013	4/19/2013	4 00	201.11	199 28	1 83
General Mls Inc	7/19/2013	9/11/2013	14.00	684.31	723 80	(39 49)
International Business Machines Corp	4/18/2013	4/19/2013	1 00	190 02	207 86	(17 84)
Johnson & Johnson	4/18/2013	4/19/2013	3 00	253 13	249 96	3.17
Kraft Foods Group Inc	7/15/2013	7/19/2013	13 0000	748 13	748 82	(0.69)
Kraft Foods Group Inc	7/15/2013	Wash Sale Disallowed			(0 69)	0 69
Lilly Eli & Co	4/18/2013	4/19/2013	7.00	400 88	394 10	6 78
Lowes Cos Inc	4/18/2013	4/19/2013	7 00	266.97	261.31	5 66
McDonalds Corp	Var ST	4/19/2013	3 00	299.06	298 79	0 27
Merck & Co Inc	Var ST	4/19/2013	6.00	284 27	271 35	12.92
Microsoft Corp	4/18/2013	4/19/2013	9.00	268 37	258 82	9.55
National Grid PLC	4/18/2013	4/19/2013	4.00	241 94	241 84	0.10
Neuberger Berman Hi In B-Ins	Var ST	5/30/2013	2,035 044	19,617 83	19,157 27	460.56
Nextera Energy Inc	4/18/2013	4/19/2013	3 00	239.93	236 48	3 45
Oracle Corp	4/18/2013	4/19/2013	7 00	226 79	224 91	1 88
Pepsico Inc	Var ST	9/6/2013	9 00	714 23	740 25	(26 02)
Pfizer	4/18/2013	4/19/2013	9 00	278 91	275 40	3.51
Pfizer	7/11/2013	9/10/2013	31 00	882 56	894 24	(11 68)
Pimco Commodity RR Strat - Ins	Var ST	11/26/2013	1,356 244	7,567 84	8,234 83	(666 99)
Pioneer Oak Small Cap Growth Fund	5/30/2013	9/6/2013	153 729	5,863 22	5,282 13	581 09
PNC Financial Services Group	9/17/2012	4/19/2013	4 00	260.75	262 43	(1 68)
PNC Financial Services Group	9/17/2012	Wash Sale Disallowed			(1 68)	1 68
Procter & Gamble Co	4/18/2013	4/19/2013	3 00	244 73	240 15	4 58
Ridgeworth Seix Floating Rate High Income Fund	5/30/2013	9/6/2013	141 247	1,271.22	1,279 70	(8 48)
Texas Instruments Inc	4/18/2013	4/19/2013	5 00	171 50	169 75	1 75
United Parcel Service-Class B	4/18/2013	4/19/2013	2 00	166.04	164 90	1 14
United Technologies Corp	4/18/2013	4/19/2013	2 00	186 46	183 40	3 06
Vanguard Small-Cap Index Fund	5/30/2013	9/6/2013	67 064	2,854 92	2,767 05	87 87
Wal Mart Stores Inc	11/28/2012	1/4/2013	8.00	552 54	564 64	(12 10)
Wells Fargo & Co	4/18/2013	4/19/2013	7 00	256 54	254 17	2 37
Zoetis Inc	7/1/2013	7/11/2013	68 00	2,103 69	2,074 63	29.06
Total Short Term Covered				**53,955.51**	**53,347.64**	**607.87**

PHILIP AND MYN ROOTBERG FOUNDATION
CAPITAL GAINS AND LOSSES
12/31/13
FEIN: 23-7169351

	DATE ACQUIRED	DATE SOLD	SHARES	PROCEEDS	COST	GAIN (LOSS)
Long Term Covered						
Boeing Co	5/11/2011	7/15/2013	4.00	422.27	315.96	106.31
Exxon Mobil	1/27/2011	4/17/2013	3.00	258.44	239.82	18.62
Exxon Mobil	1/27/2011	4/18/2013	8.00	695.02	639.52	55.50
General Electric Co	1/27/2011	4/19/2013	1.00	21.76	20.31	1.45
Harding Loevner Intl Equity Port	5/1/2012	9/6/2013	94.670	1,569.63	1,401.12	168.51
Neuberger Berman Core Bond Fund	5/1/2012	9/6/2013	632.433	6,406.55	6,836.60	(430.05)
Petroleo Brasileiro	1/27/2011	1/30/2013	169.00	3,129.51	6,046.79	(2,917.28)
Pfizer	5/9/2012	7/1/2013	22.00	610.67	495.87	114.80
Pimco Commodity RR Strat - Ins	6/28/2012	11/26/2013	1,119.548	6,247.08	6,930.00	(682.92)
Suncor Energy	Var LT	11/4/2013	20.00	703.39	805.21	(101.82)
United Parcel Service-Class B	1/12/2012	7/15/2013	3.00	256.55	224.30	32.25
US Bancorp	1/27/2011	3/4/2013	7.00	239.54	188.58	50.96
Walgreen Co	2/14/2012	4/19/2013	5.00	247.59	173.05	74.54
Wells Fargo & Co	1/27/2011	4/19/2013	1.00	36.65	32.45	4.20
Total Long Term Covered				**20,844.65**	**24,349.58**	**(3,504.93)**
Long Term Non-Covered						
Artisan Intl Value Fund	5/14/2009	5/30/2013	101.104	3,421.36	1,836.05	1,585.31
Artisan Intl Value Fund	5/14/2009	9/6/2013	167.725	6,023.00	3,045.89	2,977.11
AT&T Inc	5/14/2009	1/15/2013	15.00	505.79	377.80	127.99
AT&T Inc	5/14/2009	4/18/2013	167.00	6,303.59	4,206.12	2,097.47
Automatic Data Processing Inc	5/14/2009	12/5/2013	7.00	550.26	254.76	295.50
BHP Billiton	10/8/2009	3/20/2013	52.00	3,637.80	3,611.92	25.88
Cisco Systems Inc	5/14/2009	4/19/2013	2.00	40.92	36.54	4.38
Diamond Hill	11/22/2011	5/30/2013	1,914.417	40,145.32	31,205.00	8,940.32
Dodge & Cox International Stock Fund	1/24/2011	5/30/2013	102.974	3,959.35	3,743.10	216.25
Dodge & Cox International Stock Fund	1/24/2011	9/6/2013	61.850	2,415.24	2,248.25	166.99
General Electric Cap Corp	6/3/2008	9/20/2013	10,000.00	10,000.00	10,167.49	(167.49)
General Mls Inc	10/8/2009	1/4/2013	12.00	501.01	387.96	113.05
General Mls Inc	10/8/2009	4/19/2013	1.00	50.28	32.33	17.95
General Mls Inc	10/8/2009	7/12/2013	15.00	765.11	484.95	280.16
General Mls Inc	10/8/2009	7/15/2013	14.00	716.65	452.62	264.03
General Mls Inc	10/8/2009	9/23/2013	16.00	778.40	517.28	261.12
General Mls Inc	10/8/2009	9/30/2013	65.00	3,109.89	2,101.45	1,008.44
Harbor Bond Fund	9/24/2010	9/6/2013	598.429	7,103.35	7,821.47	(718.12)
International Business Machines Corp	5/14/2009	10/18/2013	4.00	694.47	405.84	288.63
International Business Machines Corp	5/14/2009	10/23/2013	9.00	1,582.90	913.14	669.76
Neuberger Berman High Income Bond Fund	Var LT	5/30/2013	1,564.042	15,077.37	13,475.17	1,602.20
Oracle Corp	5/14/2009	4/19/2013	1.00	32.40	18.64	13.76
Pepsico Inc	3/19/2010	4/17/2013	8.00	631.91	532.32	99.59
Pepsico Inc	3/19/2010	9/6/2013	1.00	79.36	66.54	12.82
Pfizer	Var LT	7/1/2013	46.00	1,276.86	799.91	476.95
Pimco Commodity RR Strat - Ins	Var LT	11/26/2013	3,666.209	20,457.44	26,542.15	(6,084.71)
Unilever	10/8/2009	1/4/2013	14.00	538.56	406.53	132.03
Unilever	10/8/2009	1/8/2013	26.00	991.91	754.99	236.92
Unilever	Var LT	1/9/2013	70.00	2,657.74	1,984.12	673.62
US Bancorp	3/19/2010	3/4/2013	8.00	273.76	208.70	65.06
US Bancorp	3/19/2010	5/2/2013	132.00	4,295.60	3,443.47	852.13
Verizon	5/14/2009	1/15/2013	12.00	504.81	339.10	165.71
Total Long Term Non-Covered				**139,122.41**	**122,421.60**	**16,700.81**
Total Long Term				**159,967.06**	**146,771.18**	**13,195.88**

Form **8868**
(Rev January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at** *www irs gov/form8868*

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
PHILIP & MYN ROOTBERG FOUNDATION

Employer identification number (EIN) or
23-7169351

Number, street, and room or suite no. If a P.O. box, see instructions.
225 W. WACKER DRIVE, NO. 2500

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
CHICAGO, IL 60606

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ RUTH ROOTBERG
  478 OLD FARM ROAD - AMHERST, MA 01002
  Telephone No ▶ (312) 602-6800 Fax No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ ☒ calendar year 2013 or

▶ ☐ tax year beginning __________, and ending __________

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 398.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 1,680.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2014)

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12-31-13