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Form 990-PF

Return of Private Foundation

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

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

2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation BARBARA & GARY BRANDT FAMILY FOUNDATION		A Employer identification number 26-1396548
Number and street (or P O box number if mail is not delivered to street address) CITRIN COOPerman 529 FIFTH AVE		Room/suite
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10017		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,070,184		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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) (see instructions))		(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 (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	18,011	18,011		
	4 Dividends and interest from securities.	87,640	87,640		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	304,427			
	b Gross sales price for all assets on line 6a 2,889,340				
	7 Capital gain net income (from Part IV, line 2)		304,420		
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	410,078	410,071		
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 (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,329	2,971		250
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	65,843	53,626		12,217
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	71,172	56,597		12,467
	25 Contributions, gifts, grants paid.	156,575			156,575
	26 Total expenses and disbursements. Add lines 24 and 25	227,747	56,597		169,042
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	182,331			
	b Net investment income (if negative, enter -0-)		353,474		
	c Adjusted net income (if negative, enter -0-)				

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		9,280	-3,298	-3,298
	2 Savings and temporary cash investments		135,013	149,597	149,597
	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 (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	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 (attach schedule)		81,729	28,446	32,034
	b Investments—corporate stock (attach schedule)		2,161,794	2,818,389	3,423,995
	c Investments—corporate bonds (attach schedule)		373,142	206,857	212,909
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		477,320	217,619	254,947
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		3,238,278	3,417,610	4,070,184
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 (attach schedule)				
	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 ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		0	0	
	29 Retained earnings, accumulated income, endowment, or other funds		3,238,278	3,417,610	
	30 Total net assets or fund balances (see page 17 of the instructions)		3,238,278	3,417,610	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		3,238,278	3,417,610	

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	3,238,278
2	Enter amount from Part I, line 27a	2	182,331
3	Other increases not included in line 2 (itemize) ►	3	647
4	Add lines 1, 2, and 3	4	3,421,256
5	Decreases not included in line 2 (itemize) ►	5	3,646
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,417,610

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.)
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1a See Additional Data Table			
b			
c			
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)
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a See Additional Data Table			
b			
c			
d			
e			

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

(i) FMV 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))
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	2 304,420 3

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 page 18 of 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	172,217	3,528,345	0.048810
2011	159,918	3,478,998	0.045967
2010	143,229	3,360,382	0.042623
2009	310,817	3,052,704	0.101817
2008	137,220	2,187,535	0.062728

2 Total of line 1, column (d).	2 0.301945
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 0.060389
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4 3,824,519
5 Multiply line 4 by line 3.	5 230,959
6 Enter 1% of net investment income (1% of Part I, line 27b).	6 3,535
7 Add lines 5 and 6.	7 234,494
8 Enter qualifying distributions from Part XII, line 4.	8 169,042

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	7,069
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	7,069
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	7,069
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,600
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	5,600
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	22
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,491
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>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.</i>		
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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? <i>If "No," attach explanation.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ► N/A

14	The books are in care of ► CITRIN COOPERMAN CO LLP Located at ► 529 FIFTH AVENUE NEW YORK NY	Telephone no ► (212) 697-1000 ZIP +4 ► 10017
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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
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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	Yes	No
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See 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

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 20 of the instructions)?		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	No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
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)		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 ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	No
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	No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		5b	
c	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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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 (see instructions).**

(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
BARBARA BRANDT 3 MITTMAN ROAD RYE, NY 10580	TRUSTEE AS NEEDED 0 00	0	0	0
GARY BRANDT 3 MITTMAN ROAD RYE, NY 10580	TRUSTEE AS NEEDED 0 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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

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

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

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

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 <hr/>	
2 <hr/>	
3 <hr/>	
4 <hr/>	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	

All other program-related investments See page 24 of the instructions

3 _____

Total. Add lines 1 through 3

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	3,729,660
b	Average of monthly cash balances.	1b	153,100
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,882,760
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	3,882,760
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	58,241
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,824,519
6	Minimum investment return. Enter 5% of line 5.	6	191,226

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	191,226
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	7,069
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,069
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	184,157
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	184,157
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	184,157

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	169,042
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	169,042
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
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 (see instructions).	6	169,042
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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

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				184,157
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			165,333	
b Total for prior years 20____, 20____, 20____		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 ► \$ _____ 169,042				
a Applied to 2012, but not more than line 2a			165,333	
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.			3,709	
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 instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				180,448
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	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)

1a 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. <input type="text"/>
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. <input type="text"/>
b 85% of line 2a. <input type="text"/>
c Qualifying distributions from Part XII, line 4 for each year listed. <input type="text"/>
d Amounts included in line 2c not used directly for active conduct of exempt activities. <input type="text"/>
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. <input type="text"/>
3 Complete 3a, b, or c for the alternative test relied upon
a "Assets" alternative test—enter
(1) Value of all assets. <input type="text"/>
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). <input type="text"/>
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. <input type="text"/>
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). <input type="text"/>
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III). <input type="text"/>
(3) Largest amount of support from an exempt organization <input type="text"/>
(4) Gross investment income <input type="text"/>

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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 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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	156,575
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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						
4 Dividends and interest from securities.				14	18,011	
5 Net rental income or (loss) from real estate				14	87,640	
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						
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).				7	410,071	
13 Total. Add line 12, columns (b), (d), and (e).						410,078

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SEE SCH I	P		
SEE SCH I	P		
SEE SCH II	P		
SEE SCH II	P		
SEE SCH III	P		
SEE SCH III	P		
SEE SCH IV	P		
SEE SCH IV	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
180,981		162,836	18,145
348,250		259,807	88,443
899,058		849,774	49,284
277,981		184,931	93,050
113,506		97,929	15,577
219,989		184,885	35,104
327,705		335,307	-7,602
520,292		509,451	10,841
1,578			1,578

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			18,145
			88,443
			49,284
			93,050
			15,577
			35,104
			-7,602
			10,841
			1,578

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
AMERICAN BALLET THEATRE FOUNDATION 890 BROADWAY NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
AMERICAN DANCE MACHINE 21ST CENTURY FDN 175 EIGHTH AVENUE NEW YORK, NY 10011	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500
AMERICAN HEART ASSOCIATION 122 E 42ND ST 18 NEW YORK, NY 10168	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250
ASPCA 424 E 92ND ST NEW YORK, NY 101286804	NONE	PUBLIC CHARITY	GENERAL SUPPORT	6,250
BALLET THEATRE FOUNDATION 890 BROADWAY 3RD FLOOR NEW YORK NY NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,500
BIRTHRIGHT ISRAEL FOUNDATION 33E 33RD ST 7TH FL NEW YORK, NY 10016	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500
BRUCE MUSEUM 1 MUSEUM DR GREENWICH, NY 06830	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,600
CENTRAL PARK CONSERVANCY 14 E 60TH ST NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
COLUMBIA UNIVERSITY 116TH ST BROADWAY NEW YORK, NY 10027	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
THE CONGREGATION C/O CITRIN COOPERMANN COMPANY LLP 529 FIFTH AVENUE NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL SUPPORT	7,000
CITY CENTER 131 W 55TH ST NEW YORK, NY 10019	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEW YORK NY 10001-5004 NEW YORK, NY 100015004	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
FISHER HOUSE FOUNDATION INC 111 ROCKVILLE PIKE SUITE 420 ROCKVILLE, MD 20850	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
FOLDS OF HONOR FOUNDATION 5800 N PATRIOT DRIVE OWASSO, OK 74055	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,400
GOTHAM ARTS EX C/O CITRIN COOPERMANN COMPANY LLP 529 FIFTH AVENUE NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL SUPPORT	300
Total			► 3a	156,575

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
GUGGENHEIM MUSEUM 1071 FIFTH AVENUE NEW YORK, NY 10128	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
JESSICA LANG DANCE 2728 THOMSON AVE UNIT 252 LONG ISLAND CIT NEW YORK, NY 11101	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
JOYCE THEATRE FOUNDATION 175 EIGHTH AVENUE NEW YORK, NY 10011	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
JUILLIARD SCHOOL 60 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PUBLIC CHARITY	GENERAL SUPPORT	21,800
KEIGWIN & COMP 246 W 38TH ST 8R NEW YORK, NY 10018	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200
LEAVE OUT VIOLENCE 240 WEST 35TH STREET SUITE 200 NEW YORK NY NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL SUPPORT	300
LOVE US C/O CITRIN COOPERMAN COMPANY LLP 529 FIFTH AVENUE NEW YORK NY NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500
NEW YORK LIVE ARTS 219 W 19TH STREET NEW YORK, NY 10011	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250
PET RESCUE PO BOX 393 LARCHMONT, NY 10538	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
PRINCESS GRACE FOUNDATION 150 EAST 58TH STREET 25TH FLOOR NEW YORK, NY 10155	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,525
PURCHASE FIRE DEPT 614 ANDERSON HILL RD PURCHASE, NY 10577	NONE	PUBLIC CHARITY	GENERAL SUPPORT	400
TRISKELION ARTS 118 N 11TH ST BROOKLYN, NY 11249	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200
UCLA FOUNDATION 10920 WILSHIRE BOULEVARD SUITE 900 LOS ANGELES, CA 09874	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
UJA FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
USA CARES PO BOX 759 RADCLIFF KY 40159 RADCLIFF, KY 40159	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
Total				156,575
			► 3a	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX NEW YORK, NY 10460	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,250
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD STE 300 JACKSONVILLE, FL 32256	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
YOUTH AMERICA GRAND PRIX 304 PARK AVENUE SOUTH STE 1004 NEW YORK, NY 10010	NONE	PUBLIC CHARITY	GENERAL SUPPORT	30,000
MISCELLANEOUS ORGANIZATION C/O CITRIN COOPerman COMPANY LLP 529 FIFTH AVENUE NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL SUPPORT	850
Total			► 3a	156,575

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: BARBARA & GARY BRANDT FAMILY FOUNDATION

EIN: 26-1396548

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
O'CONNOR FUND - SEC 1231		PURCHASED						0	7	

TY 2013 Investments Corporate Bonds Schedule

Name: BARBARA & GARY BRANDT FAMILY FOUNDATION

EIN: 26-1396548

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ARCELORMITTAL NTS	25,001	26,813
CREDIT SUISSE NY BRH NTS	30,614	33,806
GOLDMAN SACHS GR INC	50,027	50,076
LEGGETT & PLATT INC	10,170	10,483
MARKET VECTORS HIGH YIELD MUNI ETF	30,186	28,967
MARRILL LYNCH & CO.	20,375	23,094
MORGAN STANLEY B/E	15,129	16,370
PIMCO HIGH INCOME FUND	25,355	23,300

**TY 2013 Investments Corporate
Stock Schedule**

Name: BARBARA & GARY BRANDT FAMILY FOUNDATION
EIN: 26-1396548

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABERDEEN ASSET MGMT PLC	5,074	7,585
ACE LTD CHF	8,294	10,974
ACTELION LTD	3,578	5,815
ADT CORP COM	6,878	6,556
AFLAC INC	8,325	10,621
AIA GROUP LTD SPON ADR	6,967	11,324
AIR LIQUIDE ADR	9,901	12,001
ALTRIA GROUP INC	19,817	21,268
AMAZON.COM	10,898	14,755
AMER ELECTRIC POWER CO	3,724	4,534
AMER EXPRESS CO	7,941	13,156
AMERICAN INTL GROUP	16,918	19,654
ANADARKO PETROLEUM	8,507	8,249
ANHEUSER BUSCH	7,470	12,030
ANTERO RESOURCES CORP	10,483	11,927
APPLE INC.	34,987	93,129
ASML HLDG NV GDR	31,531	34,201
ASSOCIATED BRITISH FOOD PLC	4,045	8,376
AT&T	8,668	9,177
AVALONBAY COMMUNITIES INC.	7,644	6,857
B/E AEROSPACE INC	14,876	17,928
BANGKOK BANK PUB CO LTD	5,439	6,061
BANK OF AMER CORP	18,511	18,528
BARCLAYS PLC	11,419	12,111
BAYER AG	6,465	11,786
BELLE INTL HLDGS LTD. ADR	6,893	5,119
BIOGEN IDEC INV	26,832	45,291
BOEING COMPANY	8,516	14,604
BRENNTAG AG	6,550	9,435
BRITISH AMERICAN TOBACCO	7,085	11,172

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CAMERON INTL CORP	8,220	9,049
CANADIAN PAC RAILWAY LTD	24,508	28,902
CATERPILLAR INC	9,331	10,080
CBRE CLARION GL REAL ESTATE	64,787	57,602
CBS CORP NEW CL	24,188	34,675
CELGENE CORP	31,581	36,666
CENTRICA PLC NEW	7,927	9,017
CF INDUSTRIES HOLDING INC	6,928	8,156
CHEVRON CORP	19,323	22,734
CITIGROUP INC.	56,533	69,775
COACH INC	4,318	4,378
COMCAST CORP NEW CL A	28,127	35,544
COMPAGNIE FIN. RICHEMONT	10,202	10,030
CONOCOPHILLIPS	12,742	16,108
CONTINENTAL RES. INC	14,588	14,740
CORNING INC	7,288	8,233
COVIDIEN PLC	4,978	7,832
CUMMINS INC	23,232	26,361
CVS CAREMARK CORP	11,036	18,608
DELTA AIR LINES INC	8,104	9,285
DEUTSCHE BANK AG	8,679	8,828
DEXUS PPTY GR	7,179	6,760
DISCOVERY FIN SERVICES	10,908	13,876
DNB ASA SPON ADR	6,261	9,010
DOLLAR GERN CORP	3,733	4,464
DON QUIJOTE CO LTD.	7,564	14,572
EATON VANCE GLOBAL DIV INCOME FUND	24,647	26,400
EATON CORP	3,719	5,481
EDISON INTL	6,448	6,158
EMC CORP MASS	12,244	12,198

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EMPIRE STATE REALTY TR	14,197	15,300
ENERGY DEV CORP.	9,720	7,720
EOG RESOURCES INC	6,862	10,070
EXELON CORP	10,208	4,766
FACEBOOK INC	25,822	30,931
FAMILYMART CO LTD	5,295	6,699
FANUC CORP ADR	6,934	8,415
FIBRA UNO ADMIN	4,853	4,943
FIDELITY ADCISORY STRATEGIC DIC & INCOME FUND	46,996	47,517
FLEETCOR TECH INC	3,790	5,390
FREEPORT MCMORAN COPPER & GOLD	6,687	6,114
FRESENIUS MEDICAL CARE AG	7,408	7,899
GAP INC	18,524	18,407
GENERAL ELE CO.	13,504	19,985
GERRY WEBER INTL	4,850	7,494
GILEAD SCIENCES INC	41,505	79,681
GLAXO SMITHKLINE	11,025	14,095
GOLDMAN SACHS BK UT	25,003	25,029
GOLDMAN SACHS GROUP	8,085	11,345
GOOGLE INC	92,360	178,193
GREEN MTN COFFEE ROASTER INC	13,819	14,050
GRUPO FIN SANTANDER MAXICO	5,077	5,047
HONEYWELL INTL INC	6,203	9,777
IMAGINATION TECH GR	6,487	2,704
INTEL CORP	9,064	9,837
INTERCONTINENTAL EXCHANGE GR	12,802	15,744
INVESCO LTD	10,836	11,794
ISHARES EMERGING MARKETS LOCAL	59,450	54,434
ISHARES JP MORGAN	61,167	54,080
JAPAN TOBACCO INC	15,801	16,450

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JARDINE MATHESON HD	5,698	8,661
JOHNSON CONTROLS INC	5,446	9,850
JP MORGAN CHASE	32,149	48,012
KIMCO REALTY CORP	22,663	19,056
KIRIN HOLDINGS LTD SPON ADR	6,902	7,099
KRAFT FOODS INC	3,167	4,528
LEG IMMOBILIEN AG	6,524	7,075
LIBERTY GLOBAL INC	17,099	22,072
LIBERTY MEDIA CORP	16,218	15,946
LINKEDIN CORP	23,312	22,984
LIXIL GR CORP	7,758	10,908
LOREAL CO	3,947	6,432
LORILLARD INC	13,220	15,204
LULUEMON ATHLETICA INC	23,570	20,956
LYONDELLBASELL IND.	9,277	15,735
MACY'S INC	7,330	10,360
MAKITA CORP.	6,816	8,480
MAN WAH HOLDINGS LTD	6,862	6,886
MARATHON OIL CORP	13,708	14,508
MERCK & CO. INC NEW COM	13,640	17,067
METLIFE FLOATER	76,347	63,150
METLIFE INC.	13,710	15,098
MINDARY MEDICAL INTL	4,963	5,781
MITSUBISHI UFJ FINANCIALGR	13,085	12,939
MOHAWK IND INC	5,305	5,509
MONSANTO CO NEW	34,006	49,767
MORGAN STANLEY	15,764	19,631
NCR CORP NEW	7,418	7,153
NESTLE SA	20,256	25,904
NEXTERA ENERGY INC.	8,799	11,644

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NISSAN MTR LTD	8,970	7,594
NOKIA CORP SPONS ADR	6,488	6,910
NOMURA HOLDINGS	6,113	11,841
NOVARTIS AG	11,585	16,398
OCCIDENTAL PETROLEUM	20,308	21,112
OLD MUTUAL PLC	10,057	10,566
PANERA BREAD COMP CL A	4,919	5,654
PEMBINA PIPELINE CORP. (FKA - PROVIDENT ENERGY TRUST UNIT)	34,944	29,946
PERNOD RICARD SA	10,533	9,883
PFIZER	16,731	23,340
PHILLIPINE LONG DISTANCE TEL	6,116	5,347
PHILLIPS 66	12,038	21,365
PIMCO 0.5 HIGH YIELD BOND	116,060	116,996
PNC FINANCIAL SERVICES	6,858	8,611
PRICELINE.COM INC	24,331	33,710
PRUDENTIAL PLC	10,671	16,965
PUBLIC STORAGE REIT	9,737	9,483
QUALCOMM INC	10,039	11,212
RAYNOLDS AMERN INC	5,708	5,649
REGIONS FIN. CORP.	6,530	10,236
ROCHE HOLDING	21,795	32,011
ROYAL DUTCH SHELL PLC	16,513	17,960
RS FLOTING RATE FUND	61,467	61,631
SALES FORCE COM INC	16,721	17,606
SANOR SPON ADR	23,899	26,761
SAP AG SPON	8,916	9,498
SCHLUMBERGER LTD	38,144	45,506
SEMPRA ENERGY	7,026	11,759
SHIRE PLC SPON ADR	6,894	9,043
SHWERWIN WILLIAMS CO.	30,168	31,012

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SIMON PPTY GR	9,540	9,130
SPYGLASS RES CORP	6,636	545
SSE PLC SPON ADR	6,765	6,760
STANDARD CHARTERED PLC	10,538	9,618
STARBUCKS CORP	8,543	11,131
STARWOOD HOTELS & RESORTS WORLDWIDE	27,923	35,037
STRYKER CORP	8,514	9,918
SUN ART RETAIL GROUP LTD	5,737	6,145
SUNTORY BEVARAGE & FOOD	7,851	7,638
SUNTRUST BANK INC	9,491	10,749
SYNGENTA AG	8,712	11,511
TELIASONERA AB ADR	5,608	6,755
TEVA PHARMA. IND LTD	9,113	8,136
TEXAS INSTRUMENTS	24,597	27,005
THERMO FISHER SCIENTIFIC	5,725	11,803
TJX COS INC NEW	16,729	25,110
TOPOCON CORP	6,162	8,850
TOTAL SA FRANCE SPON ADR	15,947	18,932
TOYOTA MOTOR CORP	14,777	22,921
TRAVELERS COS.	7,632	11,861
TWITTER INC	4,270	6,047
TWO HARBORS INVT CORP	12,372	8,352
UNION PACIFIC CORP.	30,132	37,128
UNITED TECHNOLOGIES CORP.	8,909	11,949
VERIZON COMMUNICATION INC	7,377	7,420
VISA INC CL A	30,026	47,654
VODAFONE GR	17,592	20,009
VOLKSWAGEN A G SPON	6,378	7,220
WALT DISNEY CO	37,139	49,278
WELLS FARGO & CO. NEW	15,854	25,696

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WOLSELEY PLC	8,314	10,834
WOLTERS KLUWER NV	10,641	12,696
WYNN RESORTS LTD	19,031	29,520
ZURICH FINANCIAL SERVICES	10,683	12,981

TY 2013 Investments Government Obligations Schedule

Name: BARBARA & GARY BRANDT FAMILY FOUNDATION

EIN: 26-1396548

US Government Securities - End of

Year Book Value: 28,446

US Government Securities - End of

Year Fair Market Value: 32,034

State & Local Government

Securities - End of Year Book

Value: 0

State & Local Government

Securities - End of Year Fair

Market Value: 0

TY 2013 Investments - Other Schedule**Name:** BARBARA & GARY BRANDT FAMILY FOUNDATION**EIN:** 26-1396548

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ISHARE MSCI JAPAN ETF	AT COST	15,917	16,509
ISHARES BARCLAYS TIPS BOND FUND	AT COST	100,952	103,306
O'CONNOR FUND OF FUNDS	AT COST	100,750	135,132

TY 2013 Other Decreases Schedule

Name: BARBARA & GARY BRANDT FAMILY FOUNDATION**EIN:** 26-1396548

Description	Amount
DISALLOWED LOSS DUE TO WASH SALES RULE	3,646

TY 2013 Other Expenses Schedule

Name: BARBARA & GARY BRANDT FAMILY FOUNDATION

EIN: 26-1396548

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	34,958	34,958		0
PROFESSIONAL FEES	24,725	12,508		12,217
SUPPLIES	12	12		0
MISC EXP	135	135		0
O'CONNOR FUND - MISC DED	6,013	6,013		0

TY 2013 Other Increases Schedule

Name: BARBARA & GARY BRANDT FAMILY FOUNDATION

EIN: 26-1396548

Description	Amount
TAX EXEMPT INTEREST INCOME AND OTHER ADJ.	647

TY 2013 Taxes Schedule

Name: BARBARA & GARY BRANDT FAMILY FOUNDATION**EIN:** 26-1396548

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	2,971	2,971		0
NYS FILING FEE	250	0		250
EXCISE TAX	2,108	0		0

TY 2013 IRS Payment

Name: BARBARA & GARY BRANDT FAMILY FOUNDATION

EIN: 26-1396548

Routing Transit Number: 021000089

Bank Account Number: 9939249731

Type of Account: Checking

**Payment Amount in Dollars and
Cents:** 1,491

Requested Payment Date: 2014-11-17

**Taxpayer's Daytime Phone
Number:** (212) 697-1000