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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 separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation FALCON FOUNDATION, INC.		A Employer identification number 27-1262865
Number and street (or P O box number if mail is not delivered to street address) 400 WEST MAIN STREET	Room/suite	B Telephone number (see instructions) (201) 847-9014
City or town, state or province, country, and ZIP or foreign postal code WYCKOFF, NJ 07481		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
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 <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 21,253,600.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	353.	353.		ATCH 1
4 Dividends and interest from securities	17,382.	17,382.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-530,168.			
b Gross sales price for all assets on line 6a	-530,168.			
7 Capital gain net income (from Part IV, line 2)				
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) ATCH 3	3,108,497.	3,114,011.		
12 Total. Add lines 1 through 11	2,596,064.	3,131,746.		
13 Compensation of officers, directors, trustees, etc	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 ATCH 4	10,973.	10,973.		
18 Taxes (attach schedule) (see instructions) ATCH 5	4,254.	4,254.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	30,832.	30,507.		325.
24 Total operating and administrative expenses. Add lines 13 through 23	46,059.	45,734.		325.
25 Contributions, gifts, grants paid	1,352,188.			1,352,188.
26 Total expenses and disbursements. Add lines 24 and 25	1,398,247.	45,734.		1,352,513.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,197,817.			
b Net investment income (if negative, enter -0-)		3,086,012.		
c Adjusted net income (if negative, enter -0-)				

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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				
	2	Savings and temporary cash investments	484,272.	31,759.	31,759.	
	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				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 7	19,747,983.	21,221,841.	21,221,841.	
	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)	20,232,255.	21,253,600.	21,253,600.		
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	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, . . . ▶ <input checked="" type="checkbox"/>					
	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	20,232,255.	21,253,600.			
30	Total net assets or fund balances (see instructions)	20,232,255.	21,253,600.			
31	Total liabilities and net assets/fund balances (see instructions)	20,232,255.	21,253,600.			

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	20,232,255.
2	Enter amount from Part I, line 27a	2	1,197,817.
3	Other increases not included in line 2 (itemize) ▶ ATCH 8	3	-176,472.
4	Add lines 1, 2, and 3	4	21,253,600.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,253,600.

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 PART IV SCHEDULE				
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)	
a				
b				
c				
d				
e				
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		
a				
b				
c				
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	-530,168.
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) (see instructions) If (loss), enter -0- in Part I, line 8			{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	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 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	1,153,997.	20,551,780.	0.056151
2011	849,380.	22,578,248.	0.037619
2010	278,675.	13,125,453.	0.021232
2009			
2008			

2 Total of line 1, column (d)	2	0.115002
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	0.038334
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	20,824,533.
5 Multiply line 4 by line 3	5	798,288.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	30,860.
7 Add lines 5 and 6	7	829,148.
8 Enter qualifying distributions from Part XII, line 4 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	8	1,352,513.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total tax due is 3,550.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include 'Did the foundation attempt to influence any national, state, or local legislation?' and 'Did the foundation have at least \$5,000 in assets?'. Includes Yes/No columns.

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 JANICE BRENNAN Telephone no 201-847-9014
Located at 400 WEST MAIN STREET WYCKOFF, NJ ZIP+4 07481
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
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 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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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)? 1b X
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 X 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) 2b N/A
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 X 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 N/A
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

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)? (see instructions) 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)? Yes No
 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? 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? Yes No
 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? Yes No

	5b	N/A
	6b	X
	7b	N/A

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
ATCH 9		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

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		0

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

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

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	
b	Average of monthly cash balances	1b	134,152.
c	Fair market value of all other assets (see instructions)	1c	21,007,506.
d	Total (add lines 1a, b, and c)	1d	21,141,658.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	21,141,658.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	317,125.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,824,533.
6	Minimum investment return. Enter 5% of line 5	6	1,041,227.

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	1,041,227.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	30,860.
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	30,860.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,010,367.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,010,367.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,010,367.

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	1,352,513.
b	Program-related investments - total from Part IX-B	1b	
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	1,352,513.
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)	5	30,860.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,321,653.

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				1,010,367.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			228,513.	
b Total for prior years 20 11 ,20 10 ,20 09				
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 ▶ \$ 1,352,513.				
a Applied to 2012, but not more than line 2a			228,513.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				1,010,367.
e Remaining amount distributed out of corpus	113,633.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	113,633.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	113,633.			
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	113,633.			

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

NOT APPLICABLE

- 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
- 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		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a 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)(ii)					
(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).)
N/A
- 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
N/A
- 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:
N/A
- b The form in which applications should be submitted and information and materials they should include
N/A
- c Any submission deadlines.
N/A
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
N/A

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)				
<p>a Paid during the year</p> <p>ATCH 10</p>				
Total				▶ 3a 1,352,188.
<p>b Approved for future payment</p>				
Total				▶ 3b

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash... (2) Other assets... b Other transactions: (1) Sales of assets... (2) Purchases of assets... (3) Rental of facilities... (4) Reimbursement arrangements... (5) Loans or loan guarantees... (6) Performance of services... c Sharing of facilities... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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... [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here [Signature] 11/15/14 Trustee [Signature] Date Title May the IRS discuss this return with the preparer shown below (see instructions)? [] Yes [X] No

Paid Preparer Use Only Prnt/Type preparer's name ANGELA M. MOORE Preparer's signature Angela M Moore Date 10/31/14 Check [] if self-employed PTIN P00244342 Firm's name ERNST & YOUNG U.S. LLP Firm's address 111 MONUMENT CIRCLE, SUITE 4000 INDIANAPOLIS, IN 46204 Phone no 317-681-7000 Firm's EIN 34-6565596

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
-549,779.		FALCON FAMILY, LP NET CAPITAL LOSS					VAR -549,779.	VAR
19,611.		LONE PEAK PARTNERS FUND, LP NET CAP GAIN					VAR 19,611.	VAR
TOTAL GAIN (LOSS)							<u>-530,168.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
-FALCON FAMILY, LP - US GOVT INT.	129.	129.
-LONE PEAK PARTNERS FD, LP- US GOVT INT.	224.	224.
TOTAL	<u>353.</u>	<u>353.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
-FALCON FAMILY, LP - INTEREST INCOME	9,183.	9,183.
-FALCON FAMILY, LP - DIVIDEND INCOME	822.	822.
-LONE PEAK PARTNERS FUND, LP - INTEREST	3,832.	3,832.
-LONE PEAK PARTNERS FUND, LP - DIVIDENDS	3,545.	3,545.
TOTAL	<u>17,382.</u>	<u>17,382.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-FALCON FAMILY, LP - ORDINARY BUS. INC.	3,945,808.	3,951,737.
-FALCON FAMILY, LP - OTHER ORDINARY BUSINESS INCOME	-1,083,846.	-1,083,846.
-FALCON FAMILY, LP - SECTION 1256 INCOME	42,459.	42,459.
-FALCON FAMILY, LP - SECTION 1231 LOSS	-219.	-219.
-FALCON FAMILY, LP - IRC SEC 988 INCOME	192,157.	192,157.
-LONE PEAK PARTNERS FUND, LP - ORDINARY BUSINESS INCOME	-16.	-16.
-LONE PEAK PARTNERS FUND, LP - OTHER ORDINARY INCOME	-450.	-865.
-LONE PEAK PARTNERS FUND, LP - SECTION 1256 INCOME	1,736.	1,736.
-LONE PEAK PARTNERS FUND, LP - OTHER PORTFOLIO INCOME	71.	71.
-LONE PEAK PARTNERS FUND, LP - IRC SECTION 988 INCOME (LOSS)	10,797.	10,797.
TOTALS	<u>3,108,497.</u>	<u>3,114,011.</u>

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
-FALCON FAMILY, LP - INVEST. INTEREST EXPENSE	1,574.	1,574.
-LONE PEAK PARTNERS FUND - INVEST. INTEREST EXPENSE	9,399.	9,399.
TOTALS	<u>10,973.</u>	<u>10,973.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
-FALCON FAMILY, LP - FOREIGN TAXES	4,045.	4,045.
-LONE PEAK PARTNERS FUND, LP - FOREIGN TAXES	209.	209.
TOTALS	<u>4,254.</u>	<u>4,254.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
-FALCON FAMILY, LP - 2% PORTFOLIO DEDUCTIONS	14,973.	14,973.	
-FALCON FAMILY, LP - OTHER DED	3,197.	3,197.	
-LONE PEAK PARTNERS FUND, LP-- OTHER DEDUCTIONS	3,017.	3,017.	
-LONE PEAK PARTNERS FUND, LP-- 2% PORTFOLIO DEDUCTIONS	8,326.	8,326.	
-LONE PEAK PARTNERS FUND, LP - OTHER TRADE OR BUS. EXP.	994.	994.	210.
-BANK FEES	210.		115.
-MISC EXPENSES	115.		
TOTALS	<u>30,832.</u>	<u>30,507.</u>	<u>325.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
-INVESTMENT IN PARTNERSHIP - FALCON FAMILY, LP	16,705,867.	16,705,867.
-INVESTMENT IN PARTNERSHIP - LONE PEAK PARTNERS FUND, LP	1,090,753.	1,090,753.
-INVESTMENT IN OFFSHORE FUND - EAGLEVALE PARTNERS OFF. FD	1,006,121.	1,006,121.
-INVESTMENT IN OFFSHORE FUND - THS KINGSWAY FUND - FRONTIER CONSUMER	1,007,500.	1,007,500.
-ARMINIUS REAL ESTATE OPPORT.	1,411,600.	1,411,600.
TOTALS	<u>21,221,841.</u>	<u>21,221,841.</u>

ATTACHMENT 8FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
-FALCON FAMILY, LP - UNREALIZED LOSS ON INVESTMENTS	-276,498.
-LONE PEAK PARTNERS FUND, LP - UNREALIZED GAIN ON INVESTMENTS	67,563.
- EAGLEVALE PARTNERS OFFSHORE UNREALIZED GAIN ON INVESTMENTS	24,963.
- THS KINGSWAY FUND UNREALIZED GAIN ON INVESTMENTS	7,500.
TOTAL	<u>-176,472.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JAMES LEITNER 400 WEST MAIN STREET WYCKOFF, NJ 07481	TRUSTEE, CHAIRMAN & PRESIDENT	0	0	0
WALTER LEITNER 400 WEST MAIN STREET WYCKOFF, NJ 07481	TRUSTEE	0	0	0
JANICE BRENNAN 400 WEST MAIN STREET WYCKOFF, NJ 07481	TRUSTEE, SECRETARY & TREASURER	0	0	0
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FORDHAM LAW SCHOOL 140 WEST 62ND STREET NEW YORK, NY 10023	NONE PC	ACADEMIC CONTRIBUTION	205,000
MONTCLAIR KIMBERLY ACADEMY 201 VALLEY ROAD MONTCLAIR, NJ 07042	NONE PC	ACADEMIC CONTRIBUTION	185,000
PRINCETON UNIVERSITY 701 CARNEGIE CENTER PRINCETON, NJ 08540	NONE PC	ACADEMIC CONTRIBUTION	182,688
YALE UNIVERSITY PO BOX 208239 NEW HAVEN, CT 06520	NONE PC	ACADEMIC CONTRIBUTION	222,500
PARTNERS FOR WOMEN AND JUSTICE, INC 60 SOUTH FULLERTON AVE MONTCLAIR, NJ 07042	NONE PC	GENERAL CONTRIBUTION	5,000
HUMAN RIGHTS FIRST 333 SEVENTH AVENUE NEW YORK, NY 10001	NONE PC	GENERAL CONTRIBUTION	12,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MONTCLAIR STATE UNIVERSITY FOUNDATION ONE NORMAL AVE MONTCLAIR, NJ 07043	NONE PC	ACADEMIC CONTRIBUTION	10,000
AFRICAN PEOPLE & WILDLIFE FUND, INC PO BOX 624 BERNARDSVILLE, NJ 07924	NONE PC	GENERAL CONTRIBUTION	50,000
METROPOLITAN YMCA OF THE ORANGES 139 E MCCLELLAN AVENUE LIVINGSTON, NJ 07039	NONE PC	GENERAL CONTRIBUTION	4,200
HOMECORP USA 110 COLLEGE STREET ATHENS, AL 35611	NONE PC	GENERAL CONTRIBUTION	10,000
AMERICAN BELARUSSIAN RELIEF ORGANIZATION 786 ELLIOT BRIDGE ROAD FAYETTEVILLE, NC 28311	NONE PC	GENERAL CONTRIBUTION	3,000
AMERICAN CIVIL LIBERTIES UNION FOUNDATION, INC 125 BROAD ST NEW YORK, NY 10004	NONE PC	GENERAL CONTRIBUTION	200,000

FORM 950PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LAWYERS WITHOUT BORDERS 750 MAIN STREET HARTFORD, CT 06103	NONE PC	GENERAL CONTRIBUTION	44,000
AMERICAN ACADEMY IN ROME 7 EAST 60 STREET NEW YORK, NY 10022	NONE PC	GENERAL CONTRIBUTION	16,800
CENTER FOR FOOD ACTION 192 WEST DENAREST AVENUE ENGLEWOOD, NJ 07631	NONE PC	GENERAL CONTRIBUTION	2,000.
COLUMBIA UNIVERSITY 622 WEST 113TH STREET NEW YORK, NY 10025	NONE PC	ACADEMIC CONTRIBUTION	500
FORUM ON LAW, CULTURE & SOCIETY 140 WEST 62ND ST NEW YORK, NY 10023	NONE PC	GENERAL CONTRIBUTION	25,000
FRIENDS OF HONG KONG CHARITIES, INC 21/F SUNSHINE PLAZA 353 LOCKHART RD 19801 WANCHAI HONG KONG, SAR	NONE PC	GENERAL CONTRIBUTION	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GREEN BELT MOVEMENT 165 COURT STREET, #175 BROOKLYN, NY 11201	GENERAL CONTRIBUTION	2,000
JAZZ HOUSE KIDS 347 BLOOMFIELD AVENUE, LOWER LEVEL MONTCLAIR, NJ 07042	GENERAL CONTRIBUTION	1,000
MONTCLAIR ART MUSEUM 3 SOUTH MOUNTAIN AVENUE MONTCLAIR, NJ 07042	GENERAL CONTRIBUTION	85,000.
MONTCLAIR HISTORICAL SOCIETY 108 ORANGE ROAD MONTCLAIR, NJ 07042	GENERAL CONTRIBUTION	1,000.
MONTCLAIR STATE UNIVERSITY 1 NORMAL AVENUE MONTCLAIR, NJ 07043	ACADEMIC CONTRIBUTION	10,000
PEN AMERICAN CENTER 588 BROADWAY, SUITE 303 NEW YORK, NY 10012	GENERAL CONTRIBUTION	5,000

FORM 990, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE HUMAN NEEDS FOOD PANTRY 201 VALLEY ROAD MONTCLAIR, NJ 07042	NONE PC	GENERAL CONTRIBUTION	32,000
TONI'S KITCHEN 73 SO FULLERTON AVE MONTCLAIR, NJ 07042	NONE PC	GENERAL CONTRIBUTION	1,000
UNIVERSITY OF TENNESSEE KNOXVILLE, TN 37996	NONE PC	ACADEMIC CONTRIBUTION	5,000
WOMEN'S CAMPAIGN INTERNATIONAL 3701 CHESTNUT STREET, 6TH FLOOR PHILADELPHIA, PA 19104	NONE PC	GENERAL CONTRIBUTION	10,000
YMCA OF MONTCLAIR 25 PARK STREET MONTCLAIR, NJ 07042	NONE PC	GENERAL CONTRIBUTION	1,000
NATIONAL MS SOCIETY 246 MONMOUTH ROAD OAKHURST, NJ 07755	NONE PC	GENERAL CONTRIBUTION	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BRONX RIVER ALLIANCE ONE BRONX RIVER PARKWAY BRONX, NY 10462	NONE PC	GENERAL CONTRIBUTION	500
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET NW ATLANTA, GA 30303	NONE PC	GENERAL CONTRIBUTION	1,000
BEAT THE STREETS WRESTLING, INC 145 THOMPSON STREET NEW YORK, NY 10012	NONE PC	GENERAL CONTRIBUTION	5,000
PAN-MASS CHALLENGE 77 4TH AVENUE NEEDHAM, MA 02494	NONE PC	GENERAL CONTRIBUTION	500
BELIEVBIG ORG 14030 WOODENS LANE REISTERSTOWN, MD 21136	NONE PC	GENERAL CONTRIBUTION	1,000
GOOD GRIEF INC 38 ELM STREET MORRISTOWN, NJ 07960	NONE PC	GENERAL CONTRIBUTION	500

FORM 990DPF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BEREAVEMENT CENTER OF WESTCHESTER 670 WHITE PLAINS ROAD, SUITE 213 SCARSDALE, NY 10583	NONE PC	GENERAL CONTRIBUTION	500
DZI FOUNDATION PO BOX 632 RIDGWAY, CO 81432	NONE PC	GENERAL CONTRIBUTION	1,000
HAYMAKERS FOR HOPE 43 WOODRIDGE ROAD WELLESLEY, MA 02482	NONE PC	GENERAL CONTRIBUTION	500
<u>TOTAL CONTRIBUTIONS PAID</u>			<u>1,352,188</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
FALCON FAMILY, LP - ORDINARY BUSINESS INCOME	525990	-5,929.	01	3,951,737.	
FALCON FAMILY, LP - OTHER ORDINARY BUSINESS INCOME			01	-1,083,846.	
FALCON FAMILY, LP - SECTION 1256 INCOME			18	42,459.	
FALCON FAMILY, LP - SECTION 1231 LOSS			18	-219.	
FALCON FAMILY, LP - IRC SEC 988 INCOME			18	192,157.	
LONE PEAK PARTNERS FUND, LP - ORDINARY BUS. INC.			01	-16.	
LONE PEAK PARTNERS, LP - OTHER ORDINARY INCOME	525990	415.	01	-865.	
LONE PEAK PARTNERS, LP - SECTION 1256 INCOME			18	1,736.	
LONE PEAK PARTNERS, LP - OTHER PORTFOLIO INCOME			01	71.	
LONE PEAK PARTNERS FUND, LP - IRC SECTION 988 INC.			18	10,797.	

TOTALS

-5,514.

3,114,011.