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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.**2013**

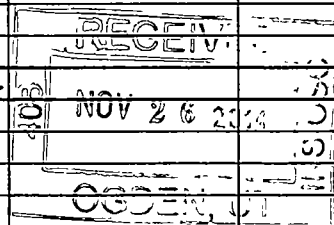
Open to Public Inspection

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

Name of foundation THE BADER FAMILY FOUNDATION		A Employer identification number 27-6359747						
Number and street (or P.O. box number if mail is not delivered to street address) C/O FLSV LLP 1475 FRANKLIN AVENUE		B Telephone number (see instructions) (516) 874-8800						
City or town, state or province, country, and ZIP or foreign postal code GARDEN CITY, NY 11530		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/> Final return</td><td><input type="checkbox"/> Amended return</td></tr> <tr><td><input type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr> </table>		<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 type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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 type="checkbox"/> Address change	<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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 53,521,846.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)								

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	703.			ATCH 1
4 Dividends and interest from securities	2,115,337.			ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,984,097.			
b Gross sales price for all assets on line 6a	22,633,144.			
7 Capital gain net income (from Part IV, line 2)		5,984,097.		
8 Net short-term capital gain				
9 Income modifications				
10 a 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	26,795.			
12 Total. Add lines 1 through 11	8,126,932.	5,984,097.		
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) ATCH 4	47,400.			
c Other professional fees (attach schedule)				
17 Interest ATCH 5	86.			
18 Taxes (attach schedule) (see instructions) ATCH 6	125,514.	514.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	106,241.			
24 Total operating and administrative expenses. Add lines 13 through 23	279,241.	514.		
25 Contributions, gifts, grants paid	2,010,000.			2,010,000.
26 Total expenses and disbursements. Add lines 24 and 25	2,289,241.	514.	0	2,010,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	5,837,691.			
b Net investment income (if negative, enter -0-)		5,983,583.		
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	2,591,374.	7,085,619.	7,085,619.
	2 Savings and temporary cash investments	205.	4,283,381.	4,283,381.
	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) ATCH 8	37,641,476.	37,931,872.	42,152,846.
	c Investments - corporate bonds (attach schedule)			
	Liabilities	11 Investments - land, buildings, and equipment, basis		
Less: accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
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)		40,233,055.	49,300,872.	53,521,846.
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, . . . ▶ <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	40,233,055.	49,300,872.	
30 Total net assets or fund balances (see instructions)	40,233,055.	49,300,872.		
31 Total liabilities and net assets/fund balances (see instructions)	40,233,055.	49,300,872.		

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	40,233,055.
2 Enter amount from Part I, line 27a	2	5,837,691.
3 Other increases not included in line 2 (itemize) ▶ ATCH 9	3	3,230,126.
4 Add lines 1, 2, and 3	4	49,300,872.
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	49,300,872.

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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) 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****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**

5,984,097.

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**3**

0

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	688,372.	40,997,248.	0.016791
2011	320,965.	20,101,517.	0.015967
2010	814,007.	12,381,918.	0.065742
2009			
2008			

2 Total of line 1, column (d)**2**

0.098500

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**

0.032833

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5**4**

50,749,869.

5 Multiply line 4 by line 3**5**

1,666,270.

6 Enter 1% of net investment income (1% of Part I, line 27b)**6**

59,836.

7 Add lines 5 and 6**7**

1,726,106.

8 Enter qualifying distributions from Part XII, line 4**8**

2,010,000.

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 <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b.		1	59,836.
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	
3 Add lines 1 and 2.		3	59,836.
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	59,836.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013.	6a	57,637.	
b Exempt foreign organizations - tax withheld at source.	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c	150,000.	
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	207,637.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	27.	
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	147,774.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 147,774. Refunded <input type="checkbox"/>	11		

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?		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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers. <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____		
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.		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.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX, _____		
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.	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.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. ATCH 10	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)? (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

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? ☐ 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

6b

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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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 (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 11		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 ☐

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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	17,428,451.
b	Average of monthly cash balances	1b	5,323,613.
c	Fair market value of all other assets (see instructions)	1c	28,770,646.
d	Total (add lines 1a, b, and c)	1d	51,522,710.
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	51,522,710.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	772,841.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,749,869.
6	Minimum investment return. Enter 5% of line 5	6	2,537,493.

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	2,537,493.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	59,836.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	59,836.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,477,657.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,477,657.
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	2,477,657.

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	2,010,000.
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	2,010,000.
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	59,836.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,950,164.

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				2,477,657.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,799,696.	
b Total for prior years: 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
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: ► \$ <u>2,010,000.</u>				
a Applied to 2012, but not more than line 2a			1,799,696.	
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				210,304.
e Remaining amount distributed out of corpus				
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				
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				2,267,353.
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	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				

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NOT APPLICABLE

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4942(i)(3) or		4942(i)(5)
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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.)**

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 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:

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Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 ATCH 14				
Total			▶ 3a	2,010,000.
b Approved for future payment				
Total			▶ 3b	

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

- | | | Yes | No |
|----------|--|--------------|----|
| 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? | | |
| 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. | | |

[illegible]

- 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

**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.

LARS BADER *Lars Bader*
Signature of officer or trustee

11/13/2014
Date

TRUSTEE
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
GREGG MARTORELLA

Preparer's signature

Date

4	Check self-err
---	----------------

PTIN	
------	--

P00439763

Firm's name ▶ FRANKEL LOUGHRAN STARR & VALLONE

Firm's EIN ▶ 13-3850905

Firm's address ► 1475 FRANKLIN AVENUE
GARDEN CITY, NY

11530

Phone no. 516-874-8800

Form 990-PF (2013)

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)	
99,519.		SEE ATTACHED HSBC STMT ACCT# 3DJ-214253 PROPERTY TYPE: SECURITIES 97,669.				P	VARIOUS 1,850.	VARIOUS
555,022.		SEE ATTACHED HSBC STMT ACCT# 3DJ-214253 PROPERTY TYPE: SECURITIES 886,393.				P	VARIOUS -331,371.	VARIOUS
4,330,695.		SEE ATTACHED AUERBACH GRAYSON STMT ACCT# PROPERTY TYPE: SECURITIES 3,637,721.				P	VARIOUS 692,974.	VARIOUS
2,337,822.		SEE ATTACHED AUERBACH GRAYSON STMT ACCT# PROPERTY TYPE: SECURITIES 1,907,121.				P	VARIOUS 430,701.	VARIOUS
771,187.		SEE ATTACHED AUERBACH GRAYSON STMT ACCT# PROPERTY TYPE: SECURITIES 771,187.				P	VARIOUS	VARIOUS
46,360.		625,257 SHS TREN PROPERTY TYPE: SECURITIES 60,470.				P	VARIOUS -14,110.	VARIOUS
570,112.		6,112,577 SHS TREN PROPERTY TYPE: SECURITIES 591,157.				P	VARIOUS -21,045.	VARIOUS
11,255.		300,000 SHS ATMO PROPERTY TYPE: SECURITIES 23,181.				P	VARIOUS -11,926.	VARIOUS
9,604,316.		4,104.49 SHS LSV SPECIAL OPPORTUNITIES F PROPERTY TYPE: SECURITIES 6,401,432.				P	VARIOUS 3,202,884.	VARIOUS
143,953.		150.6828 SHS GOLDENTREE MULTISTRATEGY CL PROPERTY TYPE: SECURITIES 124,960.				P	12/01/2011 18,993.	07/01/2013
70,966.		62.2383 SHS LONGACRESPV III, LTD. PROPERTY TYPE: SECURITIES 25,995.				P	5/1/12 44,971.	VARIOUS
451,915.		304.6932 SHS GEM REALTY SECURITIES, LTD. PROPERTY TYPE: SECURITIES 139,233.				P	VARIOUS 312,682.	7/1/13

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)	
467,508.		4,341.47 SHS OPTIMA DISCRETIONARY FUND PROPERTY TYPE: SECURITIES 235,627.				P	VARIOUS 231,881.	VARIOUS
		DISPOSITION OF WORLDVIEW PARTNERSHIP IN PROPERTY TYPE: SECURITIES 4,597.				P	-4,597.	
195,612.		THRU WORLDVIEW SPECIAL SITUATIONS FUND L PROPERTY TYPE: SECURITIES				P	09/16/2013 195,612.	10/11/2013
43,812.		66.878 SHS LYXOR PREMIUM FUND PROPERTY TYPE: SECURITIES 17,214.				P	VARIOUS 26,598.	VARIOUS
621,564.		66.4818 SHS RAMIUS MULTI STRATEGY FUND PROPERTY TYPE: SECURITIES 549,025.				P	VARIOUS 72,539.	9/30/13
9,894.		65.786 SHS SAIL PACIFIC EXPLORER FUND PROPERTY TYPE: SECURITIES 750.				P	VARIOUS 9,144.	VARIOUS
474,949.		THRU T ASIA L HOLDINGS, LTD. PROPERTY TYPE: SECURITIES				P	VARIOUS 474,949.	VARIOUS
441,622.		2,420.2052 SHS CHEYNE SPECIAL SITUATIONS PROPERTY TYPE: SECURITIES 187,485.				P	254,137.	
784,169.		1,062,345 SHS AURORA RUSSIA LTD PROPERTY TYPE: SECURITIES 516,385.				P	VARIOUS 267,784.	VARIOUS
		AGAMAS CONTINUUM FUND PROPERTY TYPE: SECURITIES 9,522.				P	VARIOUS -9,522.	VARIOUS
115,154.		300,000 SHS VINALAND PROPERTY TYPE: SECURITIES 123,369.				P	10/14/2013 -8,215.	10/31/2013
208,438.		566.3794 SHS DRAWBRIDGE GM 20% INC. PROPERTY TYPE: SECURITIES 143,544.				P	VARIOUS 64,894.	VARIOUS

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)	
53,404.		123.5357 SHS DRAWBRIDGE GM 25% INC. PROPERTY TYPE: SECURITIES 49,714.				P	VARIOUS 3,690.	VARIOUS
131,773.		12.4552 SHS ECOFIN GLOBAL UTILITIES PROPERTY TYPE: SECURITIES 112,983.				P	18,790.	
43,338.		38.6895 SHS LONGACRESPV I, LTD. PROPERTY TYPE: SECURITIES 15,150.				P	VARIOUS 28,188.	VARIOUS
27,679.		23.7986 SHS LONGACRESPV III, LTD. PROPERTY TYPE: SECURITIES 9,940.				P	05/01/2012 17,739.	07/31/2012
21,106.		18.4459 SHS LONGACRESPV I, LTD. PROPERTY TYPE: SECURITIES 7,223.				P	05/01/2012 13,883.	07/31/2012
TOTAL GAIN(LOSS)							<u>5,984,097.</u>	



HSBC Securities (USA) Inc.
452 Fifth Avenue
New York, NY 10018
800-662-3343

Brokerage

Account Statement

Schedule of Realized Gains and Losses Year-to-Date

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Short Term							
09/26/13	08/23/13*	SELL	BRITISH POUND STERL	62,500.000	97,668.75	99,518.75	1,850.00
		First In First Out	Security Identifier: G8P999997				
Total Short Term					\$97,668.75	\$99,518.75	\$1,850.00
Long Term							
01/16/13	06/24/11	SELL	FRONTIER MINING LTD YG368211093	410,000.000	22,389.13	18,453.39	-3,935.74
		First In First Out	Security Identifier: FMGCF				
01/28/13	02/09/09*	SELL	VINALAND LTD SHS ISI 1016	120,000.000	52,237.80	56,133.00	3,895.20
		First In First Out	Security Identifier: VNLD				
01/28/13	02/19/09*	SELL	VINALAND LTD SHS ISI 1016	180,000.000	73,629.05	84,199.50	10,570.45
		First In First Out	Security Identifier: VNLD				
01/31/13	02/19/09*	SELL	VINALAND LTD SHS ISI 1016	20,000.000	8,181.01	9,306.00	1,124.99
		First In First Out	Security Identifier: VNLD				
01/31/13	04/03/09*	SELL	VINALAND LTD SHS ISI 1016	30,000.000	11,262.18	13,959.00	2,696.82
		First In First Out	Security Identifier: VNLD				
02/01/13	04/03/09*	SELL	VINALAND LTD SHS ISI 1016	95,000.000	35,663.58	43,733.25	8,069.67
		First In First Out	Security Identifier: VNLD				
02/01/13	05/08/09*	SELL	VINALAND LTD SHS ISI 1016	55,000.000	29,997.07	25,319.25	-4,677.82
		First In First Out	Security Identifier: VNLD				



Account Number: 4G0-040015

Recipient's Identification
Number: 27-6359747

Recipient's Name and Address:

BADER FAMILY FOUNDATION
LARS BADER TRUSTEE

2013

YOUR TAX INFORMATION STATEMENT
As of 01/27/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715

(For individuals report details on Form 1040 Schedule B, line 16, 2, 8b or 9)

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium
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Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b)

Description (Box 8): ARC CAPITAL HLDGS LT D SHS ISIN#KYG0450H1 002 CUSIP: G0450H100

SELL	FIRST IN FIRST OUT	300,000	08/31/2012	02/11/2013	199,200.75	124,686.75	
SELL	FIRST IN FIRST OUT	150,000	08/31/2012	03/27/2013	101,847.00	62,343.38	
TENDER	FIRST IN FIRST OUT	50,000	08/31/2012	04/30/2013	46,000.00	20,781.12	
TENDER	FIRST IN FIRST OUT	286,136	09/04/2012	04/30/2013	263,245.12	118,923.84	
SALE DATE TOTAL		336,136	VARIOUS	04/30/2013	309,245.12	139,704.96	

Account Number: 4G0-040015

Recipient's Identification
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LARS BADER TRUSTEE

2013

YOUR TAX INFORMATION STATEMENT

As of 01/27/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)

(For individuals report details on Form 1040 Schedule B (line 1b, 2, 8b or 9))

Disposition Transaction	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium
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Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b) (continued)

Description (Box 8): ARC CAPITAL HLDGS LT D SHS ISIN#KYG0450H1 002

CUSIP: G0450H100 (continued)

SECURITY TOTAL 610,292.87 326,735.09

Description (Box 8): DWS VIETNAM FUND LTD SHS ISIN#KYG2886W10 78

CUSIP: G2886W107

SELL	FIRST IN FIRST OUT	07/18/2012	06/28/2013	197,203.75	128,406.30	
SELL	FIRST IN FIRST OUT	10/22/2012	06/28/2013	197,203.75	105,210.00	
SELL	FIRST IN FIRST OUT	12/19/2012	06/28/2013	157,763.00	88,176.00	
SALE DATE TOTAL		VARIOUS	06/28/2013	552,170.50	321,792.30	
SELL	FIRST IN FIRST OUT	12/19/2012	07/02/2013	39,690.32	22,044.00	
SELL	FIRST IN FIRST OUT	12/27/2012	07/02/2013	297,677.41	176,602.50	
SELL	FIRST IN FIRST OUT	01/08/2013	07/02/2013	198,451.61	121,492.50	
SELL	FIRST IN FIRST OUT	01/11/2013	07/02/2013	198,451.60	125,250.00	
SALE DATE TOTAL		VARIOUS	07/02/2013	734,270.94	445,389.00	
SECURITY TOTAL				1,286,441.44	767,181.30	

Description (Box 8): RENFIN LIMITED SHS I SIN#VGG749801061

CUSIP: G74980106

SELL	FIRST IN FIRST OUT	07/23/2013	11/07/2013	1,131,300.50	1,239,356.25	
SELL	FIRST IN FIRST OUT	07/23/2013	12/13/2013	543,682.25	619,678.12	
SECURITY TOTAL				1,674,982.75	1,859,034.37	

Account Number: 4G0-040015

Recipient's Identification
Number: 27-6359747

Recipient's Name and Address:

BADER FAMILY FOUNDATION
LARS BADER TRUSTEE

2013

YOUR TAX INFORMATION STATEMENT

As of 01/27/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b, or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium
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Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b) (continued)

Description (Box 8): TERRA CATALYST FUND SHS ISIN#KYG8761F101 9 CUSIP: G8761F101

REDEMPTION	FIRST IN FIRST OUT	70,000	11/27/2012	01/08/2013	56,283.50	51,739.94	
REDEMPTION	FIRST IN FIRST OUT	380,000	12/07/2012	01/08/2013	305,539.00	306,873.18	
REDEMPTION	VERSUS PURCHASE	120,000	12/07/2012	01/08/2013	96,486.00	96,907.32	
SALE DATE TOTAL		570,000	VARIOUS	01/08/2013	458,308.50	455,520.44	

Description (Box 8): ELANA AGRICUL LAND O PP FUND REIT ORDINARY Y SHARES ISIN#BG1100 CUSIP: X1R7BN105

SELL	FIRST IN FIRST OUT	41,000	05/11/2012	03/12/2013	64,814.83	48,736.40	
SELL	FIRST IN FIRST OUT	20,199	05/14/2012	03/12/2013	31,931.58	23,777.42	
SELL	FIRST IN FIRST OUT	5,830	05/15/2012	03/12/2013	9,216.35	6,874.28	
SELL	FIRST IN FIRST OUT	83,166	06/06/2012	03/12/2013	131,472.93	100,171.82	
SELL	FIRST IN FIRST OUT	40,000	06/20/2012	03/12/2013	63,233.98	49,689.76	
SALE DATE TOTAL		190,195	VARIOUS	03/12/2013	300,669.67	229,249.68	

Short-Term Covered Total

4,330,695.23

3,637,720.88

Account Number: 4G0-040015

Recipient's Identification
Number: 27-6359747

Recipient's Name and Address
BADER FAMILY FOUNDATION
LARS BADER TRUSTEE

2013
YOUR TAX INFORMATION STATEMENT
As of 01/27/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0045 (Continued)
(For individuals report details on Form 1040 Schedule D, Line 1b, 2, 3, or 5)

Disposition Transaction	Disposition Method	Quantity (Box 1c)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium
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Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.

Covered (Box 6b)

Description (Box 8): DWS VIETNAM FUND LTD SHS [SIN#KYG2886W10 78] CUSIP: G2886W107

SELL	FIRST IN FIRST OUT	1,000,000	05/09/2012	06/24/2013	384,230.00	270,540.00	
SELL	FIRST IN FIRST OUT	750,000	05/22/2012	06/24/2013	288,172.50	206,662.50	
SELL	FIRST IN FIRST OUT	250,000	05/23/2012	06/24/2013	96,057.50	68,887.50	
SALE DATE TOTAL		2,000,000	VARIOUS	06/24/2013	768,460.00	546,090.00	
SELL	FIRST IN FIRST OUT	600,000	06/06/2012	06/26/2013	235,029.00	156,312.00	
SELL	FIRST IN FIRST OUT	400,000	06/07/2012	06/26/2013	156,686.00	104,208.00	
SALE DATE TOTAL		1,000,000	VARIOUS	06/26/2013	391,715.00	260,520.00	
SELL	FIRST IN FIRST OUT	100,000	06/07/2012	06/28/2013	39,440.75	26,052.00	
SELL	FIRST IN FIRST OUT	500,000	06/12/2012	06/28/2013	197,203.75	127,755.00	
SALE DATE TOTAL		600,000	VARIOUS	06/28/2013	236,644.50	153,807.00	
SECURITY TOTAL					1,396,819.50	960,417.00	

Description (Box 8): OTTOMAN FUND LIMITED SHARES [SIN#GB00BOP J6V42] CUSIP: G6842Z104

SELL	FIRST IN FIRST OUT	15,000	09/07/2011	10/04/2013	6,902.99	10,654.95	
SELL	FIRST IN FIRST OUT	485,000	03/22/2012	10/04/2013	223,196.51	307,470.36	
SALE DATE TOTAL		500,000	VARIOUS	10/04/2013	230,099.50	318,125.31	

Account Number: 4G0-040015

2013

YOUR TAX INFORMATION STATEMENT As of 01/27/2014

Recipient's Identification
Number: 27-6359747

Recipient's Name and Address:
BADER FAMILY FOUNDATION
LARS BADER TRUSTEE

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (continued) (For individuals report details on Form 1040, Schedule D, line 12, 3b, or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium
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Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.

Covered (Box 6b) (continued)

Description (Box 8): PACIFIC ALLIANCE CHINA LAND LIMITED SHS ISIN#KYG6846Y1035 CUSIP: G6846Y103

SELL	FIRST IN FIRST OUT	170,538	10/11/2011	04/08/2013	286,925.07	189,581.12	
SELL	FIRST IN FIRST OUT	29,462	10/12/2011	04/08/2013	49,568.93	32,604.34	
SALE DATE TOTAL		200,000	VARIOUS	04/08/2013	336,494.00	222,185.46	

Description (Box 8): PACTOLUS HUNGARIAN P ROPERTY PLC, ISLE OF MAN SHS ISIN#GB0080 CUSIP: G6877Y105

SELL	FIRST IN FIRST OUT	25,000	11/21/2011	06/21/2013	9,187.75	8,336.50	
SELL	FIRST IN FIRST OUT	25,000	11/23/2011	06/21/2013	9,187.75	8,266.00	
SALE DATE TOTAL		50,000	VARIOUS	06/21/2013	18,375.50	16,602.50	

Description (Box 8): VINALAND LTD SHS ISI N#KYG936361016 CUSIP: G93636101

SELL	FIRST IN FIRST OUT	200,000	10/12/2011	09/16/2013	81,877.00	128,692.75	
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Description (Box 8): SOUTH AFRICAN PPTY O PPORTUNITIES PLC SHS ISIN#GB00815GQJ90 CUSIP: S7895A100

SELL	VERSUS PURCHASE	18,000	11/28/2011	08/21/2013	13,276.18	14,938.38	1,662.20 W
SELL	VERSUS PURCHASE	99,000	11/28/2011	09/16/2013	61,157.46	82,161.09	21,003.63 W
SELL	VERSUS PURCHASE	1,000	09/16/2013	09/16/2013	617.75	683.61	65.86 W

Wash sale: 632 day(s) added to holding period

SALE DATE TOTAL

SELL	VERSUS PURCHASE	100,000	VARIOUS	09/16/2013	61,775.21	82,844.70	
SELL	VERSUS PURCHASE	17,000	09/16/2013	09/20/2013	10,781.83	11,621.32	839.49 W

Wash sale: 632 day(s) added to holding period

Recipient's Name and Address:

BADER FAMILY FOUNDATION
LARS BADER TRUSTEE

Account Number: 4G0-040015

Recipient's Identification
Number: 27-6359747

2013

YOUR TAX INFORMATION STATEMENT

As of 01/27/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)

(For individuals report details on Form 1040 Schedule D, Line 1b, 2, 8b or 9)

Disposition Transaction	Quantity (Box 1e)	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium
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Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.

Covered (Box 6b) (continued)

Description (Box 8): SOUTH AFRICAN PPTY O PPORTUNITIES PLC SHS ISIN#GB00815GQJ90 CUSIP: S7895A100 (continued)

SELL	33,000	VERSUS PURCHASE	09/16/2013	09/20/2013	20,929.42	26,512.89	5,583.47 W
Wash sale: 658 day(s) added to holding period							
SALE DATE TOTAL	50,000		VARIOUS	09/20/2013	31,711.25	38,134.21	
SECURITY TOTAL					106,762.64	135,917.29	

Description (Box 8): FORTERRA TR SHS ISIN #5G2B67958415 CUSIP: Y2631C109

SELL	20,000	FIRST IN FIRST OUT	10/11/2011	05/07/2013	29,854.00	25,036.18	
SELL	18,000	FIRST IN FIRST OUT	10/11/2011	09/17/2013	31,947.37	22,532.56	
SELL	3,000	FIRST IN FIRST OUT	10/11/2011	09/18/2013	5,167.80	3,755.43	
SELL	59,000	FIRST IN FIRST OUT	10/11/2011	09/26/2013	100,424.61	73,856.73	
SECURITY TOTAL					167,393.78	125,180.90	

Long-Term Covered Total

2,337,821.92

Covered Total

6,668,517.15

Transactions for Which Basis is Not Reported to the IRS and for Which Short- or Long-Term Determination is Unknown (to Broker) - You must determine short-term or long-term based on your records and report on Form 8949, Part I, with Box B checked, or on Form 8949, Part II, with Box E checked, as appropriate.
Noncovered (Box 6a)

Description (Box 8): TRIKONA TRINITY CAPITAL SHS ISIN#GB0080ZL5243 CUSIP: G52128101

PRINCIPAL	8,118,923			08/23/2013	634,372.05		
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Account Number: 4G0-040015

Recipient's Identification
Number: 27-6359747

Recipient's Name and Address
BADER FAMILY FOUNDATION
LARS BADER TRUSTEE

2013

YOUR TAX INFORMATION STATEMENT
As of 01/27/2014

2013 Form 1099-B Proceeds from Broker and Barter Exchange Transactions OMB No. 1545-0715 (Continued)
(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method (Box 1c)	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1d)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium
Transactions for Which Basis Is Not Reported to the IRS and for Which Short- or Long-Term Determination is Unknown (to Broker) - You must determine short-term or long-term based on your records and report on Form 8949, Part I, with Box B checked, or on Form 8949, Part II, with Box E checked, as appropriate.							
Noncovered (Box 6a) (continued)							
Description (Box 8): TERRA CATALYST FUND SHS NEW ISIN#KYG8761F1191 CUSIP: G8761F119							
MERGER		380,000		07/31/2013	75,610.93		
Description (Box 8): TERRA CATALYST FUND SHS PAR GBP C/A EFF 10/14/2013 1 OLD/GBP CUSIP: G8761F127							
MERGER		275,766		10/21/2013	45,335.09		
Description (Box 8): TREVERIA PLC SHS ISIN#GB00B0RFL714 CUSIP: G9034E103							
PRINCIPAL		951,064		10/25/2013	15,868.50		
Other Noncovered Total					771,186.57	0.00	
Noncovered Total					771,186.57	0.00	
Total					7,439,703.72	5,544,842.09	

IRS Form 1099-B - Proceeds from Broker and Barter Exchange Transactions

The amounts in this section of your Tax Information Statement reflect proceeds from securities transactions such as sales, redemptions, tender offers, return of principal distributions, the option premium portion of reverse convertibles and bond maturities. Short-term and long-term transactions are segregated in your 1099-B form in a format comparable to IRS Form 8949, for dispositions of covered securities.

Type of Gain or Loss (Box 1c). The first two section headings within the 1099-B indicate the type of gain or (loss) for the transactions, short-term or long-term.

Covered (a) or Noncovered (a) Security (Box 6). The section headings within the 1099-B indicate whether your security transaction is or is not a covered security under the IRS cost basis reporting program.

Description (Box 8). Shows a brief description of the item or service for which the proceeds are being reported.

CUSIP. Broker transactions may show the Committee on Uniform Security Identification Procedures (CUSIP) number of the item reported.

Disposition Transaction. This column will denote the type of transaction, for example "SELL."

Disposition Method. The method used to select the lot will be displayed for covered transactions as, for example, first-in first-out (FIFO). Please refer to the Client Service Information Section in your brokerage account statement for your account's existing tax-lot disposition method.

Quantity (Box 1e). The number of shares included in the sale or exchange for the lot reported. If fractional shares are part of the disposition, those shares will be displayed to three decimal places.

Date of Acquisition (Box 1b). This box represents the date you acquired the security or, for short sales, the date you opened the short sale. You may see the word "VARIOUS" displayed in this column if the disposition transaction includes multiple lots with various acquisition dates.

Date of Sale or Exchange (Box 1d). This box shows the trade date of the sale or exchange. For short sales, the date shown is the date you closed the short sale.

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
BANK OF AMERICA 0832	675.
THRU T ASIA L HOLDINGS, LTD.	4.
J.P.MORGAN	24.
TOTAL	<u>703.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
HSBC SECURITIES (USA) INC.	87.
AUERBACH GRAYSON 0015	2,115,243.
THRU T ASIA L HOLDINGS, LTD.	4.
AUERBACH GRAYSON 8340	3.
TOTAL	<u>2,115,337.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
SECTION 988 INCOME THROUGH JPMORGAN	8,314.
SECTION 988 INCOME THROUGH WORLDVIEW	18,481.
TOTALS	<u>26,795.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FLSV TAX PREP FEES	47,400.			
TOTALS	<u>47,400.</u>			

ATTACHMENT 5FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
MARGIN INTEREST - AUERBACH	86.
TOTALS	<u>86.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	514.	514.
ESTIMATED FEDERAL TAX PAYMENT	125,000.	
TOTALS	<u>125,514.</u>	<u>514.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
VALUATION STATEMENT	6,500.
ADR FEES	17,674.
WIRE FEES	468.
THROUGH WORLDVIEW SPECIAL SITU	63,936.
THRU T ASIA L HOLDINGS, LTD.	1,826.
UNALLOCATED BROKER COMMISSIONS	14,219.
BANK SETTLEMENT FEES	50.
INVESTMENT ADVISOR FEE - CHEYN	1,568.
TOTALS	<u>106,241.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HSBC SECURITIES (USA) INC.	1,278,818.	884,266.
AUERBACH GRAYSON 0015	17,336,541.	17,279,715.
AUERBACH GRAYSON 8340	1,162,964.	421,535.
ECOFIN GLOBAL UTILITIES		
GOLDENTREE MULTISTRATEGY CLASS	333,862.	407,096.
EMERGING VALUE OPPORTUNITIES	2,116,901.	3,478,029.
LSV SPECIAL OPPORTUNITIES	13,236,060.	15,120,225.
DBGM OFFSHORE LTD	315,994.	735,926.
LONGACRE SPV I LTD	2,189.	6,132.
LONGACRE SPV III LTD	6,966.	16,742.
GEM REALTY SECURITIES LTD	3,261.	10,436.
DRAWBRIDGE GLOBAL MACRO FUND	554,731.	1,337,792.
OPTIMA DISCRETIONARY FUND		
FORUM (SPV), LTD.	21,121.	79,021.
BULL AND BEAR	76,278.	76,278.
LYXOR PREMIUM FUND	20,355.	9,976.
RAMIUS MULTISTRATEGY	332,574.	378,986.
SAIL PACIFIC EXPLORER	909.	10,109.
T ASIA HOLDINGS LTD	77,741.	72,985.
VICIS CAPITAL	50,311.	90,863.
CHEYNE SPECIAL SITUATIONS REAL	368,839.	844,888.
DENHOLM RUSSIA CLASS B & C	92,244.	307,087.
UBS ADMINISTERED FUNDS		
JPMORGAN	543,213.	584,759.
TOTALS	<u>37,931,872.</u>	<u>42,152,846.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAINS

3,230,126.

TOTAL

3,230,126.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 10

NAME AND ADDRESS

LARS BADER
C/O FLSV LLP, 1475 FRANKLIN AVENUE
GARDEN CITY, NY 11530

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

ATTACHMENT 11

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

LARS BADER
C/O FLSV LLP
1475 FRANKLIN AVENUE
GARDEN CITY, NY 11530

TRUSTEE

ATTACHMENT 12FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

LARS BADER
C/O FLSV LLP, 1475 FRANKLIN AVENUE
GARDEN CITY, NY 11530
516-874-8800

ATTACHMENT 13990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

APPLICANTS WILL BE REQUIRED TO SUBMIT BIOGRAPHICAL INFORMATION AND SUPPORTING MATERIAL, INCLUDING INFORMATION ON THEIR ACADEMIC AND PROFESSIONAL PLANS AND LISTS OF PUBLICATIONS, IF ANY.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR INDIVIDUAL RIGHTS 1233 20TH STREET, NW SUITE 300 WASHINGTON, DC 20036	NONE		GENERAL CHARITABLE CONTRIBUTION	200,000.
COMPETITIVE ENTERPRISE INSTITUTE 1899 L STREET NW, 12TH FLOOR WASHINGTON, DC 20036	NONE		GENERAL CHARITABLE CONTRIBUTION	30,000.
OPERATION EXODUS INNER CITY, INC 21 WADSWORTH AVENUE NEW YORK, NY 10033	NONE		GENERAL CHARITABLE CONTRIBUTION	30,000.
FOUNDATION FOR INDIVIDUAL RIGHTS IN EDUCATION 601 WALNUT STREET, SUITE 510 PHILADELPHIA, PA 19106	NONE		GENERAL CHARITABLE CONTRIBUTION	500,000.
PROJECT PREVENTION 4365 SCHOOL HOUSE COMMONS, SUITE 500-255 HARRISBURG, NC 28075	NONE		GENERAL CHARITABLE CONTRIBUTION	100,000.
CENTER FOR CLASS ACTION FAIRNESS 1718 M STREET NW, NO. 236 WASHINGTON, DC 20036	NONE		GENERAL CHARITABLE CONTRIBUTION	250,000.

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL PARENTS ORGANIZATION PO BOX 270760 BOSTON, MA 02127	NONE	GENERAL CHARITABLE CONTRIBUTION	200,000.
SCHWAB CHARITABLE FUND 211 MAIN STREET, FLOOR 10 SAN FRANCISCO, CA 94105	NONE	GENERAL CHARITABLE CONTRIBUTION	700,000.
			TOTAL CONTRIBUTIONS PAID
			<u>2,010,000.</u>

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust

THE BADER FAMILY FOUNDATION

Employer identification number

27-6359747

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked	4,588,706.	3,873,909.		714,797.
2 Totals for all transactions reported on Form(s) 8949 with Box B checked	441,622.	187,485.		254,137.
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	1,150,286.	750,647.		399,639.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet			6 ()	
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶			7	1,368,573.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	3,045,723.	2,913,720.		132,003.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked	771,187.	771,187.		
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	12,635,620.	8,152,099.		4,483,521.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.			12	
13 Capital gain distributions.			13	
14 Gain from Form 4797, Part I.			14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet			15 ()	
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶			16	4,615,524.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

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Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17	Net short-term gain or (loss)	17		1,368,573.
18	Net long-term gain or (loss):			
a	Total for year	18a		4,615,524.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19		5,984,097.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	
a	The loss on line 19, column (3) or	20 ()
b	\$3,000	

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21	
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22	
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T). . .	23	
24	Add lines 22 and 23	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-. . . ▶	25	
26	Subtract line 25 from line 24. If zero or less, enter -0-.	26	
27	Subtract line 26 from line 21. If zero or less, enter -0-.	27	
28	Enter the smaller of the amount on line 21 or \$2,450	28	
29	Enter the smaller of the amount on line 27 or line 28	29	
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30	
31	Enter the smaller of line 21 or line 26	31	
32	Subtract line 30 from line 26.	32	
33	Enter the smaller of line 21 or \$11,950.	33	
34	Add lines 27 and 30	34	
35	Subtract line 34 from line 33. If zero or less, enter -0-.	35	
36	Enter the smaller of line 32 or line 35	36	
37	Multiply line 36 by 15%. ▶	37	
38	Enter the amount from line 31	38	
39	Add lines 30 and 36	39	
40	Subtract line 39 from line 38. If zero or less, enter -0-.	40	
41	Multiply line 40 by 20% ▶	41	
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . .	42	
43	Add lines 37, 41, and 42	43	
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . .	44	
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). ▶	45	

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

2013Attachment
Sequence No **12A**

Name(s) shown on return

THE BADER FAMILY FOUNDATION

Social security number or taxpayer identification number
27-6359747

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You **must** check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☒ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☐ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	SEE ATTACHED HSBC STM ACCT# 3DJ-214253	VARIOUS	VARIOUS	99,519.	97,669.			1,850.
	SEE ATTACHED AUERBACH GRAYSON STMT ACCT#	VARIOUS	VARIOUS	4,330,695.	3,637,721.			692,974.
	300,000 SHS VINALAND	10/14/2013	10/31/2013	115,154.	123,369.			-8,215.
	38.6895 SHS LONGACRES I, LTD.	VARIOUS	VARIOUS	43,338.	15,150.			28,188.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)►				4,588,706.	3873909.			714,797.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

THE BADER FAMILY FOUNDATION

Social security number or taxpayer identification number

27-6359747

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☒ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☐ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example. 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	2,420.2052 SHS CHEYNE SPECIAL SITUATIONS			441,622.	187,485.			254,137.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)►				441,622	187,485.			254,137.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side.)

Social security number or taxpayer identification number

THE BADER FAMILY FOUNDATION

27-6359747

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You **must** check Box D, E, or F below. Check only **one** box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☒ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

☐ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	SEE ATTACHED HSBC STMT ACCT# 3DJ-214253	VARIOUS	VARIOUS	555,022.	886,393.			-331,371.
	SEE ATTACHED AUERBACH GRAYSON STMT ACCT#	VARIOUS	VARIOUS	2,337,822.	1,907,121.			430,701.
	12.4552 SHS ECOFIN GLOBAL UTILITIES			131,773.	112,983.			18,790.
	18.4459 SHS LONGACRESP I, LTD.	05/01/2012	07/31/2012	21,106.	7,223.			13,883.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				3,045,723.	291,372.			132,003.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE BADER FAMILY FOUNDATION

27-6359747

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You **must** check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

☒ (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

☐ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	SEE ATTACHED AUERBACH GRAYSON STMT ACCT# 4	VARIOUS	VARIOUS	771,187.	771,187.			
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►				771,187.	771,187.			

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side.)

Social security number or taxpayer identification number

THE BADER FAMILY FOUNDATION

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Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

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You **must** check Box D, E, or F below. Check **only one box**. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	625,257 SHS TREN	VARIOUS	VARIOUS	46,360.	60,470.			-14,110.
	6,112,577 SHS TREN	VARIOUS	VARIOUS	570,112.	591,157.			-21,045.
	300,000 SHS ATMO	VARIOUS	VARIOUS	11,255.	23,181.			-11,926.
	4,104.49 SHS LSV SPECIAL OPPORTUNITI	VARIOUS	VARIOUS	9,604,316.	5,401,432.			3,202,884.
	150.6828 SHS GOLDENTRE MULTISTRATEGY CLASS	12/01/2011	07/01/2013	143,953.	124,960.			18,993.
	304.6932 SHS GEM REALT SECURITIES, LTD.	VARIOUS	7/1/13	451,915.	139,233.			312,682.
	4,341.47 SHS OPTIMA DISCRETIONARY FUND	VARIOUS	VARIOUS	467,508.	235,627.			231,881.
	THRU T ASIA L HOLDINGS LTD.	VARIOUS	VARIOUS	474,949.				474,949.
	1,062,345 SHS AURORA RUSSIA LTD	VARIOUS	VARIOUS	784,169.	516,385.			267,784.
	123.5357 SHS DRAWBRIDG GM 25% INC.	VARIOUS	VARIOUS	53,404.	49,714.			3,690.
	23.7986 SHS LONGACRESP III, LTD.	05/01/2012	07/31/2012	27,679.	9,940.			17,739.
	2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶			12635620.	8152099.			4483521.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.