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

2013

Department of the Treasury
Internal Revenue Service

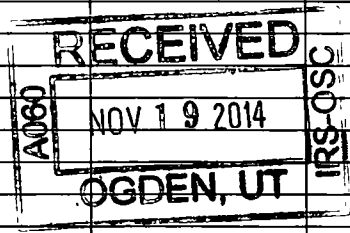
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▶ **Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**

Open to Public Inspection

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

Name of foundation Empire State Foundation		A Employer identification number 30-0456687	
Number and street (or P O box number if mail is not delivered to street address) 100A Broadway		Room/suite 227	B Telephone number (see instructions)
City or town, state or province, country, and ZIP or foreign postal code Brooklyn, NY 11249		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply		D 1. Foreign organizations, check here <input type="checkbox"/>	
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation			
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		<input type="checkbox"/> Other taxable private foundation	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,483,307		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)	510,500			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	25,716	25,716		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	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)					
12 Total. Add lines 1 through 11	536,216	25,716			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STM108	1,800			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STM110	4,934			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STM103	346			
	24 Total operating and administrative expenses. Add lines 13 through 23	7,080	0		0
	25 Contributions, gifts, grants paid	569,654			569,654
26 Total expenses and disbursements. Add lines 24 and 25	576,734	0		569,654	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	(40,518)				
b Net investment income (if negative, enter -0-)		25,716			
c Adjusted net income (if negative, enter -0-)			0		



SCANNED DEC 9 2014

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	1,109,889	820,948	820,948
	2	Savings and temporary cash investments			
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	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) STM118.	413,936	662,359	662,359	
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)	1,523,825	1,483,307	1,483,307	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	1,523,825	1,483,307	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	1,523,825	1,483,307		
31	Total liabilities and net assets/fund balances (see instructions)	1,523,825	1,483,307		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,523,825
2	Enter amount from Part I, line 27a	2	(40,518)
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,483,307
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	1,483,307

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 (yr, mo, day)	(d) Date sold (yr, mo, day)
1a			
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			(l) 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	
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	

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	619,187	400,863	1.544635
2011	425,626		
2010	314,523	43,094	7.298533
2009	217,150	606,299	0.358157
2008	489,828	355,027	1.379692

2 Total of line 1, column (d)	2	10.581017
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	2.116203
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	530,469
5 Multiply line 4 by line 3	5	1,122,580
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	257
7 Add lines 5 and 6	7	1,122,837
8 Enter qualifying distributions from Part XII, line 4	8	569,654

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Credits/Payments'. Total amount owed is 514.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, expenditures, and foundation status. Includes a sub-section for NY state reporting.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here
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?

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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?
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?
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?
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?
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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)? **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 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. **6b**

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 **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
Samuel Schwartz PO Box 1230, Monsey, NY 10952	Trustee 0	0	0	0
Bernard Schwartz PO Box 1230, Monsey, NY 10952	Trustee 0	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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 Sponsors children to attend private school and provide needy individuals with food and shelter	569,654
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	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	538,547
d	Total (add lines 1a, b, and c)	1d	538,547
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	0
3	Subtract line 2 from line 1d	3	538,547
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,078
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	530,469
6	Minimum investment return. Enter 5% of line 5	6	26,523

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	26,523
2a	Tax on investment income for 2013 from Part VI, line 5	2a	514
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	514
3	Distributable amount before adjustments Subtract line 2c from line 1	3	26,009
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	26,009
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	26,009

Part XIII 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	569,654
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	569,654
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	569,654

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				26,009
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only				
b Total for prior years.				
3 Excess distributions carryover, if any, to 2013.				
a From 2008	472,085			
b From 2009	186,851			
c From 2010	312,533			
d From 2011	426,064			
e From 2012	604,078			
f Total of lines 3a through e	2,001,611			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 569,654				
a Applied to 2012, but not more than line 2a				
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				26,009
e Remaining amount distributed out of corpus	543,645			
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	2,545,256			
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				0
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)	472,085			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,073,171			
10 Analysis of line 9:				
a Excess from 2009	186,851			
b Excess from 2010	312,533			
c Excess from 2011	426,064			
d Excess from 2012	604,078			
e Excess from 2013	543,645			

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

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

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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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 of the person to whom applications should be addressed:

990APP

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached List	None	EXEMPT	See Attached List	569,654
Total				3a 569,654
b Approved for future payment				
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, equipment, mailing lists, other assets, or paid employees, 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.

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

b If "Yes," complete the following schedule

Table with 3 columns: (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. Signature of officer or trustee, Date: NOV 13 2014, Title: TRUSTEE.

Paid Preparer Use Only Pnnt/Type preparer's name: Yaakov Itzkowitz CPA, Preparer's signature, Date: 11-13-2014, Check self-employed if [] PTIN: P00447615, Firm's name: Harry Berkovits EA, Firm's address: 274 Hewes Street, Brooklyn NY 11211, Firm's EIN, Phone no: 718-387-9200.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2013

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

Empire State Foundation

Employer identification number

30-0456687

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Empire State Foundation	Employer identification number 30-0456687
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Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<p><u>NY Commercial Financial</u></p> <p><u>100 Broadway</u></p> <p><u>Brooklyn, NY 11211</u></p>	\$ <u>300,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	<p><u>Samuel Schwartz</u></p> <p><u>PO Box 1151</u></p> <p><u>Monsey, NY 10952</u></p>	\$ <u>100,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	<p><u>Berish Brauner</u></p> <p><u>123 South 8</u></p> <p><u>Brooklyn, NY 11211</u></p>	\$ <u>15,500</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	<p><u>Erika Schwartz</u></p> <p><u>105 Hewes Street</u></p> <p><u>Brooklyn, NY 11211</u></p>	\$ <u>95,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
—	<p>_____</p> <p>_____</p> <p>_____</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
—	<p>_____</p> <p>_____</p> <p>_____</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Federal Supporting Statements

2013 PG 01

Name(s) as shown on return

FEIN

Empire State Foundation

30-0456687

Form 990PF, Part II, Line 13
Investments: Other Schedule

Statement #118

Category	Book value (BOY)	Book value (EOY)	FMV (EOY)
Investments	<u>413,936</u>	<u>662,359</u>	<u>662,359</u>
Total	<u><u>413,936</u></u>	<u><u>662,359</u></u>	<u><u>662,359</u></u>

Federal Supporting Statements

2013 PG 01

Your Social Security Number
30-0455687

Name(s) as shown on return
Empire State Foundation

Form 990PF, Part I, Line 23 - Other Expenses Schedule

Statement #103

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Fees	250	0	0	0
Office	96	0	0	0
Totals	<u>346</u>	<u>0</u>	<u>0</u>	<u>0</u>

PG 01

Statement #108

Form 990PF, Part I, Line 16(b) - Accounting Fees Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Accounting Fees	1,800	0	0	0
Totals	<u>1,800</u>	<u>0</u>	<u>0</u>	<u>0</u>

Federal Supporting Statements

2013 PG 01

Your Social Security Number
30-0456687

Name(s) as shown on return
Empire State Foundation

Statement #110

Form 990PF, Part I, Line 18 - Taxes Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Excise Tax	4,934	0	0	0
Totals	<u>4,934</u>	<u>0</u>	<u>0</u>	<u>0</u>

Federal Supporting Statements

2013 PG 01

Name(s) as shown on return

Empire State Foundation

Your Social Security Number

30-0456687

Form 990PF, Part XV, Line 2
Application Submission Information

Grant Program

Applicant Name

Samuel Schwartz

Address

100A Broadway Suite 227

Brooklyn, NY 11249

Telephone

Email Address

Form & Content

Organization or letter of recommendation from a organization

Submission Deadline

None

Restrictions on Award

None

EMPIRE STATE FOUNDATION

CHARITABLE CONTRIBUTIONS

FORM 990-PF

PART XV

Asra Kadisha	\$ 450.00
Bais Chuna	\$ 13,960.00
Bais Krula	\$ 9,000.00
Bais Yakov Hayushun Inc.	\$ 360.00
Beer Yitzchok	\$ 7,150.00
Beth Aharon D Hadas	\$ 1,520.00
Beth Chana School	\$ 50.00
Bikur Cholim	\$ 800.00
Binyan Yerushlaim	\$ 4,295.00
Bnei Yissocher	\$ 120.00
Chaim Vchesed	\$ 27,610.00
Chevra Osai Tzdokoh Vchesed Dsatmar Inc.	\$ 5,660.00
Chevra Tomche Shabos	\$ 950.00
Comunidad Israelita Ortodoxa of Argentina Inc.	\$ 200.00
Cong. Bais Yosef Tzvi Inc.	\$ 6,250.00
Cong. Beis Nusen	\$ 8,900.00
Cong. Beth Joseph Arye Inc.	\$ 650.00
Cong. Beth Medrash Chemed	\$ 54.00
Cong. Beth Rochel	\$ 1,600.00
Cong. Binyan David	\$ 2,900.00
Cong. Bnei Meir Moshe	\$ 4,000.00
Cong. Camp Divrie Yoel Of Yeshiva Gedola Dsatmar Inc.	\$ 9,900.00
Cong. Chasidei Belz	\$ 1,200.00
Cong. Darkei Chaim Inc.	\$ 500.00
Cong. Darkei Tshivo Of Dinov	\$ 500.00
Cong. Ezras Yisroel	\$ 450.00
Cong. Hisachdus Avreichim Dsatmar	\$ 3,300.00
Cong. Kahal Kdishas Levi	\$ 200.00
Cong. Kavunas Halev	\$ 192.00
Cong. Keren Ezer	\$ 5,500.00
cong. Khal Adas Krasna	\$ 600.00
Cong. Kollel Beirach Moshe	\$ 14,925.00
Cong. Meor Eiyayim	\$ 500.00
Cong. Nachlas Moshe	\$ 2,000.00
Cong. Nachlas Yisroel	\$ 360.00
Cong. Ohel Torah	\$ 8,610.00
Cong. Ohr Joshua	\$ 100.00
Cong. Our Layeshorim	\$ 7,000.00
Cong. Rav Chased	\$ 30,450.00
Cong. Sedilkov Inc.	\$ 100.00
Cong. Shaar Hatfilah	\$ 120.00
Cong. Shaarei Chaim Inc.	\$ 850.00
Cong. Sharei Ezra Inc.	\$ 680.00
Cong. Sharei Torah Inc.	\$ 680.00

Cong. Soro Bohel Inc.	\$ 21,750.00
Cong. Talmud Torah Breslev	\$ 1,610.00
Cong. Talmud Torah Breslev	\$ 500.00
Cong. Tiferes Yechezkel	\$ 500.00
Cong. Toldos Aharon	\$ 3,480.00
Cong. Toldos Odom	\$ 760.00
Cong. Torah U Teffilah	\$ 1,200.00
Cong. Vayoel Moshe Satmer	\$ 10,768.00
Cong. Yeshiva Avir Yakov	\$ 300.00
Cong. Yetev Lev D'Satmer	\$ 57,190.00
Cong. Yisroel Vhazmanim	\$ 360.00
Cong. Zichron Yisroel	\$ 800.00
Congregation & Yeshiva Nasod Inc.	\$ 100.00
Congregation Binas Yisoche	\$ 120.00
Congregation Kolel Ahavas Yerusholaim	\$ 500.00
Congregation Meinei Hayeshia Inc.	\$ 430.00
Eim Beyisroel Inc.	\$ 900.00
Friends Of Zichron Meir	\$ 250.00
Gemach Mei Hadas	\$ 5,800.00
Gemach Zichron Shmiel Zanvil	\$ 20,315.00
Gemilas Chasudim Keren Eluzer Inc.	\$ 1,300.00
Gemilos Chasudim Gemach Bnei Levi Inc.	\$ 1,000.00
Goimel Tov Inc.	\$ 250.00
Hatzolas Yehuda Taimon	\$ 3,160.00
Heritage Foundation (A.V.O.Y.S.E.I.N.U.)	\$ 1,720.00
Hisachdus Avreichem Of Yetev Lev	\$ 1,650.00
Kahal Minchas Yuir Inc.	\$ 2,500.00
Kahl Ohr Hachochmoh	\$ 900.00
Keren Chasanim	\$ 1,000.00
Keren Hatzole Inc.	\$ 2,610.00
Keren Yagdil Torah	\$ 430.00
Keren Yesomim Mekor Chaim	\$ 550.00
Khal Torath Chaim Of Rockland	\$ 1,500.00
Khal V'yoel Moshe of Boro Park	\$ 43,600.00
Khal Zichron Joel	\$ 180.00
Kipas Chasdei Shmuel Zanvil	\$ 1,620.00
Kol Simcha	\$ 26,100.00
Kolel Shary Limud	\$ 15,250.00
Kolel Zichron Yoseph Inc.	\$ 500.00
Kollel Avreichim of United Talmudical Academy	\$ 24,750.00
Kollel Metzionim	\$ 100.00
Kollel Vyoel Moshe Dsatmer	\$ 5,600.00
Kollel Williamsburg	\$ 250.00
Kupas Ezra	\$ 2,500.00
L Asurim Of USA	\$ 180.00
Lomdei Torah Dchasidi Belz Machnifka	\$ 250.00
Machneh Rav Tov	\$ 26,550.00
Malbish Zvi Dkrula	\$ 360.00
Mechon Chemdo Genuze	\$ 50.00
Meor Yitzchak	\$ 1,200.00
Mesivta Nachlas Yakov of Adas Yereim Inc.	\$ 2,050.00
Miscellaneous	\$ 6,310.00

Mivtoch Oz	\$ 180.00
Mivtzar Hatorah	\$ 3,500.00
Mosdos Chasidei Square	\$ 600.00
Mosdos Hatorah Vhachesed Ohr Peni Moshe	\$ 100.00
Mosdos Ramou	\$ 250.00
Mosdos Yetev Lev of Antwerp inc.	\$ 360.00
Nevei Hachesed	\$ 700.00
Oholai Yisroel	\$ 675.00
Ohr Chodosh Inc.	\$ 250.00
Ohr Simcha	\$ 500.00
Paile Yoedz	\$ 7,980.00
Sharei Diah Vchesed	\$ 500.00
Sheri Torah Inc.	\$ 12,000.00
Talmud Torah Habeein Yakir Inc.	\$ 360.00
Talmud Torah of kasho	\$ 560.00
Tiferes Gedalia Inc.	\$ 500.00
Toldos Avrohom Yitzchok	\$ 480.00
Toldos Chaim	\$ 360.00
Torah Tmimah Congregation Chasidai Breslev Inc.	\$ 500.00
Torah Vchesed	\$ 3,150.00
Toras Emechu	\$ 180.00
Toras Menachem	\$ 2,500.00
Toras Moshe D Satmar inc.	\$ 1,250.00
Tov V'chesed	\$ 2,680.00
Tzidkas Binyomin Inc.	\$ 250.00
United Mosdos Torah Veyirah Yerusholyim	\$ 1,120.00
United Talmudical Academy	\$ 16,780.00
United Talmudical Seminary	\$ 7,700.00
Yeshiva Bnei Shimon Yisroel of Shopron	\$ 5,425.00
Yeshiva Divrei Shmuel inc.	\$ 500.00
Yeshiva Mevoi Hatalumd Inc.	\$ 360.00
Yeshiva Ohr Torah	\$ 100.00
Yeshiva Yesodei Hatorah	\$ 200.00
Yeshivath Kehilath Yakov	\$ 1,195.00
Yetev Lev D Jerusalem Inc.	\$ 6,750.00
Zichron Elimelach	\$ 180.00
Zichron Menachem	\$ 180.00
 Total	 <u>\$ 569,654.00</u>

Purpose

House of Worship
Religious Institutions
Help for the indigent