



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation ROBERT SIDNEY NEEDHAM FDN		<b>A Employer identification number</b>  30-0562220	
Number and street (or P O box number if mail is not delivered to street address) 1525 W WT HARRIS BLVD D1114-044		<b>B Telephone number</b> (see instructions)  (855) 739-2920	
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 8,112,430		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input 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)	128			
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	143,074	141,453		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	452,521			
	b Gross sales price for all assets on line 6a 4,251,044				
	7 Capital gain net income (from Part IV, line 2) . . .		452,521		
	8 Net short-term capital gain . . . . .			0	
	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) . . . . .	1,105			
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	596,828	593,974		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	100,809	56,546		44,263
	14 Other employee salaries and wages . . . . .		0	0	0
	15 Pension plans, employee benefits . . . . .		0	0	
	16a Legal fees (attach schedule) . . . . .	750	0	0	750
	b Accounting fees (attach schedule) . . . . .	1,000	0	0	1,000
	c Other professional fees (attach schedule) . . . . .				0
	17 Interest . . . . .				0
	18 Taxes (attach schedule) (see instructions)	3,179	3,179		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .		0	0	
	22 Printing and publications . . . . .		0	0	
	23 Other expenses (attach schedule) . . . . .	1,050			1,050
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	106,788	59,725	0	47,063
	25 Contributions, gifts, grants paid . . . . .	306,500			306,500
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	413,288	59,725	0	353,563
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	183,540			
	b <b>Net investment income</b> (if negative, enter -0-)		534,249		
	c <b>Adjusted net income</b> (if negative, enter -0-)			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 . . . . .	17,234	263	263
	2	Savings and temporary cash investments . . . . .	416,884	321,843	321,843
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	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) . . . . .	3,631,563	4,171,504	5,316,264
	c	Investments—corporate bonds (attach schedule). . . . .	237,702	2,466,876	2,474,060
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	2,478,196		0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	6,781,579	6,960,486	8,112,430
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds . . . . .	6,781,579	6,960,486	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	6,781,579	6,960,486	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	6,781,579	6,960,486	

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	6,781,579
2	Enter amount from Part I, line 27a . . . . .	2	183,540
3	Other increases not included in line 2 (itemize) ▶ _____	3	25,431
4	Add lines 1, 2, and 3 . . . . .	4	6,990,550
5	Decreases not included in line 2 (itemize) ▶ _____	5	30,064
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	6,960,486

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 Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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 See Additional Data Table			
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	452,521
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	338,004	7,339,875	0 04605
2011	387,575	7,023,543	0 055182
2010	255,796	6,554,256	0 039027
2009	8,515	5,172,014	0 001646
2008			

2	Total of line 1, column (d). . . . .	2	0 141905
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 035476
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	7,818,417
5	Multiply line 4 by line 3. . . . .	5	277,366
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	5,342
7	Add lines 5 and 6. . . . .	7	282,708
8	Enter qualifying distributions from Part XII, line 4. . . . .  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	353,563

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	5,342
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 . . . . .		2	0
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-)			
3		Add lines 1 and 2. . . . .		3	5,342
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	5,342
6		Credits/Payments		7	2,496
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,496		
b	Exempt foreign organizations—tax withheld at source . . . . .	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld . . . . .	6d		8	0
7 Total credits and payments Add lines 6a through 6d. . . . .					
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		9	2,846
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		10	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		11	0
11		Enter the amount of line 10 to be Credited to 2014 estimated tax 0 Refunded			

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	1b		No
c	Did the foundation file Form 1120-POL for this year?. . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care ofWELLS FARGO BANK NA Telephone no(855) 739-2920 Located at1W 4TH ST 2ND FLOOR WINSTON SALEM NC ZIP +4271013818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here and enter the amount of tax-exempt interest received or accrued during the year.		15	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
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>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1b		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	1c		No
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? If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions ).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> )	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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.	<input checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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
WELLS FARGO BANK NA 1525 W WT HARRIS BLVD CHARLOTTE, NC 28288	CO-TRUSTEE 40	75,395		
NINA STACK 79 OLD YORK ROAD NEW HOPE, PA 18938	CO-TRUSTEE 4	12,707		
JOHN B NEWMAN ESQ THE ARMOUR BLDG 32 MERCER STREET HACKENSACK, NJ 076015608	CO- TRUSTEE 4	12,707		
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. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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 page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . .	



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	7,507,893
b	Average of monthly cash balances. . . . .	1b	429,586
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	7,937,479
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	0
3	Subtract line 2 from line 1d. . . . .	3	7,937,479
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	119,062
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,818,417
6	Minimum investment return. Enter 5% of line 5. . . . .	6	390,921

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	390,921
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	5,342
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	5,342
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	385,579
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	385,579
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	385,579

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	353,563
b	Program-related investments—total from Part IX-B. . . . .	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	0
b	Cash distribution test (attach the required schedule). . . . .	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	353,563
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	5,342
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	348,221
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				385,579
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .			163,551	
b Total for prior years 2011 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .				0
b From 2009. . . . .				0
c From 2010. . . . .				0
d From 2011. . . . .				0
e From 2012. . . . .				0
f Total of lines 3a through e. . . . .	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 353,563				
a Applied to 2012, but not more than line 2a			163,551	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2013 distributable amount. . . . .				190,012
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				195,567
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	0			
10 Analysis of line 9				
a Excess from 2009. . . .				0
b Excess from 2010. . . .				0
c Excess from 2011. . . .				0
d Excess from 2012. . . .				0
e Excess from 2013. . . .				0

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

Wells Fargo Philanthropic Services  
One West Fourth Street  
Winston Salem, NC 27101  
(888) 234-1999  
grantadministration@wellsfargo.com

b

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

Apply online at [www.welssfargo.com/privatefoundationgrants/needham](http://www.welssfargo.com/privatefoundationgrants/needham) Scholarship committee chooses students for award - committee consists of college faculty, staff and the financial aid staff

c

Any submission deadlines

April 1

d

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

Must be a graduate of a New Jersey high and have a GPA of 3.0 or better. Priority will be given to students from Passaic High School and Fairleigh Dickinson Univ

Form 990-PF (2013)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	306,500
b Approved for future payment				
Total . . . . .			3b	

## Enter gross amounts unless otherwise indicated

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

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

Form **990-PF** (2013)

4. 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)		No
(2) Other assets.	1a(2)		No

**b Other transactions**

(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
---	-------	----

<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>	<b>No</b>
--	--------------	-----------

(3) Rental of facilities, equipment, or other assets.	1b(3)		No
---	-------	--	----

(4) Reimbursement arrangements	1b(4)	No
--------------------------------	-------	----

(5) Loans or loan guarantees	1b(5)		No
------------------------------	-------	--	----

(6) Performance of services or membership or fundraising solicitations	1b(6)		No
--	-------	--	----

	(7)	(8)	(9)
Shareholders' Equity:	1		N/A

**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

<b>Sign Here</b>	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 or fiduciary) is based on all information of which preparer has any knowledge.		
	*****	2014-04-16	*****
	Signature of officer or trustee	Date	Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name <input type="checkbox"/>			Firm's EIN <input type="checkbox"/>	
	Firm's address <input type="checkbox"/>			Phone no	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
2320 IPATH DOW JONES-UBS COMMODITY INDEX		2013-02-04	2013-09-26
17411 865 FEDERATED STRAT VAL DIV FD IS #662		2011-07-07	2013-02-04
1587 743 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2011-08-25	2013-09-26
5589 277 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2013-02-04	2013-09-26
819 05 GOLDMAN SACHS GROWTH OPPORTUNITIES INSTITUTIONAL SHARES		2011-08-25	2013-02-04
597 851 HARBOR FD INTL FD		2010-01-19	2013-02-04
748 584 HARBOR FD INTL FD		2011-08-25	2013-10-10
12659 513 ING INTERNATIONAL REAL EST-I #2664		2011-08-25	2013-02-04
1523 653 LAZARD EMERGING MKTS PTFL #638		2011-08-10	2013-02-04
4775 993 NEUBERGER BERMAN S/C GR-INS #1817		2013-02-04	2013-09-26
1858 736 NEUBERGER BERMAN S/C GR-INS #1817		2011-08-25	2013-09-26
27947 777 PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL		2011-06-08	2013-02-04
52705 067 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL		2009-09-22	2013-02-04
41238 117 PIMCO FDS PAC INVT MGMT SER HIGH YLD FD INSTL CL		2011-06-08	2013-02-04
21555 763 PIMCO FDS PAC INVT MGMT REAL RETURN BD FD INSTL CL		2009-09-22	2013-02-04
3678 044 PIMCO EMERG MKTS BD-INST #137		2009-03-19	2013-02-04
5483 616 PIMCO COMMODITY REAL RET STRAT-I#45		2010-12-21	2013-02-04
14344 242 PIMCO COMMODITY REAL RET STRAT-I#45		2011-10-20	2013-06-12
14248 133 PIMCO COMMODITY REAL RET STRAT-I#45		2009-03-23	2013-09-26
10779 499 PIONEER HIGH YIELD FD-Y		2011-10-20	2013-02-04
12737 773 ROWE T PRICE REAL ESTATE FD COM		2011-06-08	2013-02-04
8672 815 ROYCE PREMIER FUND W CLASS #566		2011-08-25	2013-05-02
4972 801 ROYCE PREMIER FUND W CLASS #566		2013-02-04	2013-05-02
8462 844 TCW GALILEO SELECT EQUITIES FD CL I		2011-07-07	2013-02-04
8734 487 WELLS FARGO ADV INTL BOND-IS #4705		2013-02-04	2013-06-11
21948 651 WELLS FARGO ADV INTL BOND-IS #4705		2011-05-11	2013-06-11
38941 085 WELLS FARGO ULT ST INC-INS		2013-02-04	2013-09-26
CAPITAL GAIN DIVIDENDS	P		

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


(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
86,813		98,391	-11,578
90,368		82,880	7,488
54,253		32,583	21,670
190,986		164,995	25,991
21,254		17,207	4,047
37,940		33,731	4,209
52,019		41,686	10,333
115,835		110,000	5,835
30,001		30,788	-787
126,134		98,194	27,940
49,089		29,389	19,700
292,893		293,731	-838
590,824		573,431	17,393
398,773		306,859	91,914
262,980		230,000	32,980
45,387		30,431	14,956
37,398		47,722	-10,324
85,348		110,378	-25,030
81,784		91,900	-10,116
114,263		105,000	9,263
276,919		187,665	89,254
171,462		148,383	23,079
98,312		100,351	-2,039
178,820		160,557	18,263
98,525		101,233	-2,708
247,581		237,702	9,879
331,778		333,336	-1,558
			83,305




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

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	
			-11,578
			7,488
			21,670
			25,991
			4,047
			4,209
			10,333
			5,835
			-787
			27,940
			19,700
			-838
			17,393
			91,914
			32,980
			14,956
			-10,324
			-25,030
			-10,116
			9,263
			89,254
			23,079
			-2,039
			18,263
			-2,708
			9,879
			-1,558

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
MONMOUTH UNIVERSITY 400 CEDAR AVENUE WEST LONGBRANCH,NJ 077641898	NONE	PC	SCHOLARSHIPS	10,000
GEORGIAN COURT UNIVERSITY 900 LAKEWOOD AVENUE LAKEWOOD,NJ 08701	NONE	PC	SCHOLARSHIPS	10,000
BLOOMFIELD COLLEGE 467 FRANKLIN ST BLOOMFIELD,NJ 07003	NONE	PC	SCHOLARSHIPS	10,000
FAIRLEIGH DICKINSON UNIVERSITY 1000 RIVER ROAD H-DH3-12 TEANECK,NJ 07666	NONE	PC	SCHOLARSHIPS	50,000
CALDWELL COLLEGE 9 RYERSON AVENUE CALDWELL,NJ 07006	NONE	PC	SCHOLARSHIPS	10,000
COLLEGE OF SAINT ELIZABETH 2 COVENANT ROAD MORRISTOWN,NJ 07960	NONE	PC	SCHOLARSHIPS	10,000
NJ INSTITUTE OF TECHNOLOGY 323 DR MARTIN KUTHER KING JR BLVD NEWARK,NJ 07102	NONE	PC	SCHOLARSHIPS	38,000
FELICIAN COLLEGE 262 SOUTH MAIN ST LODI,NJ 07644	NONE	PC	SCHOLARSHIPS	10,000
MERCER COUNTY COMMUNITY COLLEGE FOUNDATION 1200 OLD TRENTON ROAD WEST WINDSOR,NJ 085503407	NONE	PC	SCHOLARSHIPS	8,000
PASSAIC COUNTY COMMUNITY COLLEGE FOUNDATION ONE COLLEGE BLVD PATERSON,NJ 075051102	NONE	PC	SCHOLARSHIPS	10,000
UNION COUNTY COLLEGE FDN 1033 SPRINGFIELD AVENUE CRANFORD,NJ 07016	NONE	PC	SCHOLARSHIPS	4,500
OCEAN COUNTY COLLEGE FDN 1 COLLEGE DRIVE TOMS RIVER,NJ 087542001	NONE	PC	SCHOLARSHIPS	8,000
SUSSEX COUNTY COMM COLL ONE COLLEGE HILL ROAD NEWTON,NJ 07860	NONE	PC	SCHOLARSHIPS	5,000
ATLANTIC CAPE COMMUNITY COLLEGE 341 COURT HOUSE-SOUTH DENNIS ROAD CAPE MAY COURTHOUSE,NJ 082101972	NONE	PC	SCHOLARSHIPS	10,000
THE COLLEGE OF NJ 2000 PENNINGTON ROAD EWING,NJ 086280718	NONE	PC	SCHOLARSHIPS	10,000
<b>Total . . . . .</b>  <b>3a</b>				306,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CUMBERLAND COUNTY COLLEGE P O BOX 1500 3322 COLLEGE DRIVE VINELAND,NJ 083621500	NONE	PC	SCHOLARSHIPS	4,000
WILLIAM PATERSON UNIVERSITY OF NEW JERSEY 300 POMPTON ROAD WAYNE,NJ 07470	NONE	PC	SCHOLARSHIPS	10,000
CAMDEN COUNTY COLLEGE POST OFFICE BOX 200 BLACKWOOD,NJ 08012	NONE	PC	SCHOLARSHIPS	8,000
RUTGERS UNIVERSITY FBO NRUTYA PATEL OLD QUEENS 83 SOMERSET ST NEW BRUNSWICK,NJ 08901	NONE	PC	NEEDHAM DISTINGUISHED	15,000
PASSAIC HIGH SCHOOL 170 PAULISON AVENUE PASSAIC,NJ 07055	NONE	PC	SCHOLARSHIPS	10,000
MONTCLAIR STATE UNIVERSITY 1 NORMAL AVENUE UPPER MONTCLAIR,NJ 07043	NONE	PC	SCHOLARSHIPS	10,000
MIDDLESEX COUNTY COLLEGE FDN 2600 WOODBRIDGE AVENUE EDISON,NJ 08818	NONE	PC	SCHOLARSHIPS	8,000
RARITAN VALLEY COMMUNITY COLLEGE P OBOX 3300 SOMERVILLE,NJ 088761265	NONE	PC	SCHOALRSHIPS	8,000
NEW JERSEY CITY UNIVERSITY FDN 2039 KENNEDY BLVD JERSEY CITY,NJ 07305	NONE	PC	SCHOLARSHIPS	10,000
RAMAPO COLLEGE OF NJ 505 RAMAPO VALLEY ROAD MAHWAH,NJ 07430	NONE	PC	SCHOLARSHIPS	10,000
ESSEX COUNTY COLLEGE FOUNDATION 303 UNIVERSITY AVENUE NEWARK,NJ 07102	NONE	PC	SCHOLARSHIP PROGRAM	10,000
<b>Total . . . . .</b>  <b>3a</b>				306,500

**TY 2013 Accounting Fees Schedule**

**Name:** ROBERT SIDNEY NEEDHAM FDN

**EIN:** 30-0562220

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	1,000			1,000

# TY 2013 Investments Corporate Bonds Schedule

**Name:** ROBERT SIDNEY NEEDHAM FDN

**EIN:** 30-0562220

Name of Bond	End of Year Book Value	End of Year Fair Market Value
693390304 PIMCO LOW DURATION F	311,269	313,037
693390593 PIMCO MODERATE DURAT	387,627	386,999
693390700 PIMCO TOTAL RET FD-I		
693390841 PIMCO HIGH YIELD FD-		
693391104 PIMCO REAL RETURN BO		
693391559 PIMCO EMERG MKTS BD-	132,475	171,325
72201F516 PIMCO EMERGING LOCAL	194,177	167,137
72369B406 PIONEER HIGH YIELD F		
94985D582 WELLS FARGO ADV INTL		
262028855 DRIEHAUS ACTIVE INCO	159,000	159,296
277911491 EATON VANCE FLOATING	200,000	200,874
693390882 PIMCO FOREIGN BD FD	206,743	204,989
722005220 PIMCO FOREIGN BOND (	137,829	135,269
77958B402 T ROWE PRICE INST FL	200,000	200,977
921937827 VANGUARD SHORT TERM	237,092	234,195
949917744 WF ADV ULTR SHORT-TR	300,664	299,962

TY 2013 Investments Corporate  
Stock Schedule

**Name:** ROBERT SIDNEY NEEDHAM FDN  
**EIN:** 30-0562220

Name of Stock	End of Year Book Value	End of Year Fair Market Value
437076102 HOME DEPOT INC		
655664100 NORDSTROM INC		
708160106 PENNEY J C INC		
731572103 POLO RALPH LAUREN		
887317303 TIME WARNER INC		
423074103 HEINZ H J CO		
786514208 SAFEWAY INC NEW		
427866108 HERSHEY CO		
20825C104 CONOCOPHILLIPS		
42809H107 HESS CORP		
74733V100 QUESTAR MARKET RES		
060505104 BANK OF AMERICA		
27579R104 EAST WEST BANCORP		
46625H100 JPMORGAN CHASE & CO		
55261F104 M & T BANK CORP		
665859104 NORTHERN TRUST CORP		
808513105 SCHWAB CHARLES CORP		
989701107 ZIONS BANCORP		
002824100 ABBOTT LABS		
071813109 BAXTER INTL INC		
532457108 ELI LILLY & CO		
441060100 HOSPIRA INC		
097023105 BOEING CO		
244199105 DEERE & CO		
666807102 NORTHROP GRUMMAN		
784635104 SPX CORP		
037833100 APPLE INC		
268648102 EMC CORP MASS		
278642103 EBAY INC		
459200101 IBM CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
461202103 INTUIT COM		
68389X105 ORACLE CORP		
882508104 TEXAS INSTRUMENTS		
260543103 DOW CHEMICAL CO		
65339F101 NEXTERA ENERGY INC		
748356102 QUESTAR CORP		
023135106 AMAZON COM INC		
099724106 BORG WARNER INC COM		
189754104 COACH INC		
580135101 MCDONALDS CORP		
64110L106 NETFLIX.COM INC		
655664100 NORDSTROM INC		
741503403 PRICELINE COM INC		
855244109 STARBUCKS CORP COM		
87612E106 TARGET CORP		
918204108 V F CORP		
191216100 COCA COLA CO		
194162103 COLGATE PALMOLIVE CO		
582839106 MEAD JOHNSON NUTRITN		
742718109 PROCTER & GAMBLE CO		
13342B105 CAMERON INTL CORP		
247916208 DENBURY RESOURCES		
26875P101 EOG RESOURCES INC		
75281A109 RANGE RES CORP		
845467109 SOUTHWESTERN ENERGY		
12572Q105 CME GROUP INCE		
46625H100 JPMORGAN CHASE & CO		
018490102 ALLERGAN INC		
031162100 AMGEN INC		
151020104 CELGENE CORP COM		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
302182100 EXPRESS SCRIPTS INC		
50540R409 LABORATORY CRP AMER		
91324P102 UNITEDHEALTH GROUP		
097023105 BOEING CO		
149123101 CATERPILLAR INC		
231021106 CUMMINS INC		
235851102 DANAHER CORP		
291011104 EMERSON ELECTRIC CO		
740189105 PRECISION CASTPARTS		
774341101 ROCKWELL COLLINS		
913017109 UNITED TECHNOLOGIES		
88579Y101 3M CO		
00724F101 ADOBE SYS INC		
037833100 APPLE INC		
17275R102 CISCO SYSTEMS INC		
177376100 CITRIX SYS INC COM		
219350105 CORNING INC		
268648102 EMC CORP MASS		
315616102 F5 NETWORKS INC		
48203R104 JUNIPER NETWORKS INC		
64110D104 NETAPP INC		
68389X105 ORACLE CORP		
79466L302 SALESFORCE COM INC		
80004C101 SANDISK CORP COM		
882508104 TEXAS INSTRUMENTS		
92826C839 VISA INC CLASS A		
01741R102 ALLEGHENY TECHNOLOGY		
35671D857 FREEPORT-MCMORAN INC		
029912201 AMERICAN TOWER SYST		
26852M105 EII INTERNATIONAL PR	187,665	239,227



Name of Stock	End of Year Book Value	End of Year Fair Market Value
314172560 FEDERATED STRAT VAL	562,120	705,803
339128100 JP MORGAN MID CAP VA	154,302	310,316
38142Y401 GOLDMAN SACHS GRTH O	182,824	275,907
411511306 HARBOR INTERNATIONAL F	244,946	381,108
44980Q518 ING INTERNATIONAL RE	150,000	142,954
52106N889 LAZARD EMERGING MKTS	222,440	287,999
641224530 NEUBERGER BERMAN S/C	92,542	193,653
722005667 PIMCO COMMODITY REAL		
779919109 T ROWE PRICE REAL ES	145,852	231,090
780905451 ROYCE PREMIER FUND W		
87234N302 TCW FUNDS SELECT EQU	399,443	558,939
94984B348 WELLS FARGO ADV INTL		
05964H105 BANCO SANTANDER		
05964H105 BANCO SANTANDER		
25243Q205 DIAGEO PLC ADR		
606822104 MITSUBISHI UFJ		
904784709 UNILEVER N.V ADR		
92857W209 VODAFONE GROUP PLC		
H27013103 WEATHERFORD INTNTL		
552983470 MFS RESEARCH INTL FD	273,400	330,552
683974505 OPPENHEIMER DEVELOPI	287,034	304,881
00203H859 AQR MANAGED FUTURES	75,000	79,346
04314H204 ARTISAN INTERNATIONALA	115,000	121,624
06738C778 IPATH DOW JONES-UBS	101,826	88,237
25264S833 DIAMOND HILL LONG-SH	79,000	91,282
277923728 EATON VANCE GLOBAL M	79,000	75,018
413838202 OAKMARK INTERNATIONALA	50,000	50,538
466001864 IVY ASSET STRATEGY F	159,000	187,387
779572106 T ROWE PRICE SMALL C	272,094	325,053
870297801 MLN ELEMENTS ROGERS	179,476	176,546

Name of Stock	End of Year Book Value	End of Year Fair Market Value
88019R690 TEMPLETON EMER MKT S	158,540	158,804

TY 2013 Investments - Other Schedule

**Name:** ROBERT SIDNEY NEEDHAM FDN  
**EIN:** 30-0562220

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
693390841 PIMCO HIGH YIELD FD-			
693390304 PIMCO LOW DURATION F			
693390593 PIMCO MODERATE DURAT			
693391104 PIMCO REAL RETURN FU			
693390700 PIMCO TOTAL RET FD-I			
94985D582 WELLS FARGO FD #4705			
72201F516 PIMCO EMERGING LOCAL			
693391559 PIMCO EMERG MKTS BD-			
38142Y401 GOLDMAN SACHS #1132			
339128100 JPMORGAN MIDCAP #758			
641224530 NEUBERGER FD #1817			
780905451 ROYCE PREMIER FD#566			
94984B348 WELLS FARGO FD #4117			
411511306 HARBOR INTL FD #2011			
52106N889 LAZARD EMERGING #638			
26852M105 EII INTERNATL FD #30			
44980Q518 ING INTL RE FD #2664			
722005667 PIMCO COMMOD FD #45			
779919109 TROWE RE FD #122			
05964H105 BANCO SANTANDER ADR			
05964H105 BANCO SANTANDER ADR			
25243Q205 DIAGEO PLC ADR			
606822104 MITSUBISHI UFJ FINL			
904784709 UNILEVER NV ADR			
92857W209 VODAFONE GROUP PLC			
H27013103 WEATHERFORD INTRNATL			
136385101 CANADIAN NAT RES LTD			
M22465104 CHECK POINT SOFTWARE			
G2554F105 COVIDIEN PLC			
22943F100 CTRIP.COM INTERNATL			

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
73755L107 POTASH CORP SASK			
806857108 SCHLUMBERGER LTD			
72369B406 PIONEER HIGH YIELD F			
314172560 FEDERATED STRATEGIC			
87234N302 TCW FUNDS SELECT			

TY 2013 Legal Fees Schedule

**Name:** ROBERT SIDNEY NEEDHAM FDN

**EIN:** 30-0562220

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NEWMAN & SIMPSON - LEGAL FEES	750			750

**TY 2013 Other Decreases Schedule****Name:** ROBERT SIDNEY NEEDHAM FDN**EIN:** 30-0562220

Description	Amount
MUTUAL FUND POSTING DATE AFTER TYE	29,230
ROC BASIS ADJUSTMENT	832
ROUNDING	2

**TY 2013 Other Expenses Schedule**

**Name:** ROBERT SIDNEY NEEDHAM FDN

**EIN:** 30-0562220

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CSA - SCHOLARSHIP ADMINISTRATI	1,050	0		1,050

TY 2013 Other Income Schedule

**Name:** ROBERT SIDNEY NEEDHAM FDN

**EIN:** 30-0562220

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EXCISE TAX REFUND	1,105	0	



TY 2013 Other Increases Schedule

**Name:** ROBERT SIDNEY NEEDHAM FDN

**EIN:** 30-0562220

Description	Amount
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	25,431

**TY 2013 Taxes Schedule****Name:** ROBERT SIDNEY NEEDHAM FDN**EIN:** 30-0562220

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES ON QUALIFIED FOR	2,164	2,164		0
FOREIGN TAXES ON NONQUALIFIED	1,015	1,015		0