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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department 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 , and ending

Name of foundation MILTON & DOROTHY SARNOFF RAYMOND FOUNDATION		A Employer identification number 35-6803768						
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 147	Room/suite	B Telephone number (see instructions) 413-458-9260						
City or town, state or province, country, and ZIP or foreign postal code WILLIAMSTOWN MA 01267		C If exemption application is pending, check here ► ☐ D 1. Foreign organizations, check here ► ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ► ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐						
G Check all that apply. <table style="width:100%; border: none;"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>			☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 13,736,690	J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify)							

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ► ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	407,415	407,415		
4	Dividends and interest from securities	288,671	288,671		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	79,489			
b	Gross sales price for all assets on line 6a 1,626,631				
7	Capital gain net income (from Part IV, line 2)		79,489		
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) STMT 1	2,866			
12	Total. Add lines 1 through 11	778,441	775,575	0	
13	Compensation of officers, directors, trustees, etc	38,210	38,210		38,210
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	7,675	7,675		7,675
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	57,000	57,000		57,000
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch.) STMT 4	870	870		870
24	Total operating and administrative expenses. Add lines 13 through 23	103,755	103,755	0	103,755
25	Contributions, gifts, grants paid	772,500			772,500
26	Total expenses and disbursements. Add lines 24 and 25	876,255	103,755	0	876,255
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-97,814			
b	Net investment income (if negative, enter -0-)		671,820		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

DAA

Form **990-PF** (2013)

SCANNED FEB 18 2014

Revenue

Operating and Administrative Expenses

15

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		407,483	652,417	652,417
	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 (att. 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) SEE STMT 5		4,917,071	5,425,822	7,230,685
	c	Investments – corporate bonds (attach schedule) SEE STMT 6		6,356,956	5,505,457	5,853,588
	11	Investments – land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach sch) ▶					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach sch) ▶					
15	Other assets (describe ▶)	)				
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		11,681,510	11,583,696	13,736,690	
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. ▶ ☐				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds		11,681,510	11,681,510	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds			-97,814	
	30	Total net assets or fund balances (see instructions)		11,681,510	11,583,696	
31	Total liabilities and net assets/fund balances (see instructions)		11,681,510	11,583,696		

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	11,681,510
2	Enter amount from Part I, line 27a	2	-97,814
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,583,696
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	11,583,696

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 ATTACHED	P		
b	SEE ATTACHED	P		
c	VANGUARD			
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 688,516		571,707	116,809
b 936,354		975,435	-39,081
c 1,761			1,761
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			116,809
b			-39,081
c			1,761
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**79,489****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.

N/A

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			
2011			
2010			
2009			
2008			

2 Total of line 1, column (d)**2****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****4** Enter the net value of noncharitable-use assets for 2013 from Part X, line 5**4****5** Multiply line 4 by line 3**5****6** Enter 1% of net investment income (1% of Part I, line 27b)**6****7** Add lines 5 and 6**7****8** Enter qualifying distributions from Part XII, line 4**8**

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the
Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	13,436
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	13,436
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	13,436
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	59,456
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	59,456
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	46,020
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 46,020 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NONE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SAMUEL H. LAITMAN P.O. BOX 147 - 274 HOPPER ROAD Located at ► WILLIAMSTOWN MA ZIP+4 ► 01267 Telephone no ► 413-458-9260			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?	N/A	
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? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes	☒ No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** ☐ **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? **N/A** ☐ 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? **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **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 H. LAITMAN P.O. BOX 147	WILLIAMSTOWN MA 01267	TRUSTEE 1.00	9,553	0
ANDREW R. LAITMAN 2-B CLOVER PATH	MAPLE SHADE NJ 08052	TRUSTEE 1.00	9,553	0
CATHERINE L. BURKE 23 BELLE AVENUE	SAN RAFAEL CA 94901	TRUSTEE 1.00	9,552	0
ELIZABETH L. HUGHES 10520 CALUMET DRIVE	SILVER SPRING MD 20910	TRUSTEE 1.00	9,552	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

Form 990-PF (2013) **MILTON & DOROTHY SARNOFF****35-6803768**Page **7****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 N/A

2

3

4

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

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

Amount

1 N/A

2

All other program-related investments See instructions

3

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	12,942,373
b	Average of monthly cash balances	1b	529,950
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	13,472,323
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	13,472,323
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	202,085
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,270,238
6	Minimum investment return. Enter 5% of line 5	6	663,512

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	663,512
2a	Tax on investment income for 2013 from Part VI, line 5	2a	13,436
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,436
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	650,076
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	650,076
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	650,076

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	876,255
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	876,255
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	876,255

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				650,076
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				19,073
c From 2010				
d From 2011				33,718
e From 2012				142,716
f Total of lines 3a through e	195,507			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 876,255				
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				650,076
e Remaining amount distributed out of corpus	226,179			
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	421,686			
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)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	421,686			
10 Analysis of line 9:				
a Excess from 2009				19,073
b Excess from 2010				
c Excess from 2011				33,718
d Excess from 2012				142,716
e Excess from 2013				226,179

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)

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 foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

b The form in which applications should be submitted and information and materials they should include
N/A

c Any submission deadlines
N/A

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

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

Recipient 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 SCHEDULE ATTACHED				772,500
Total			▶ 3a	772,500
b Approved for future payment N/A				
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 (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
 - (2) Other assets
- b** Other transactions
- (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
- 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. 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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
N/A		

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.

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

**Sign
Here**

Sam H. LaFon

2-4-14

TRUSTEE

Signature of officer or trustee

Date _____

Title

Paid
Preparer
Use Only

PnnT/Type preparer's name

Preparer's signature

Date _____

Check ☐ if
self-employed

JULIE P. ARNOLD, CPA

02/03/14

Firm's name ▶ **GAJDA, ARNOLD & MCCONNELL, PC**

PTIN P00420848

Firm's address ► **1 BANK ST**

Firm's EIN ► **27-4359547**

WILLIAMSTOWN, MA 01267-2856

Phone no **413-458-5722**

Form **990-PF** (2013)

Federal Statements

35-6803768

FYE: 12/31/2013

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
BOOK ROYALTIES	\$ 992	\$	\$
MARGIN INTEREST REFUNDED	1,199		
MISC INCOME	675		
TOTAL	\$ 2,866	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 7,675	\$ 7,675	\$	\$ 7,675
TOTAL	\$ 7,675	\$ 7,675	\$ 0	\$ 7,675

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2013 TAX ESTIMATE	\$ 57,000	\$ 57,000	\$	\$ 57,000
TOTAL	\$ 57,000	\$ 57,000	\$ 0	\$ 57,000

Federal Statements

35-6803768

FYE: 12/31/2013

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
NYS FILING FEE	750	750		750
BANK FEES	120	120		120
TOTAL	870	870	0	870

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
STIFEL / VANGUARD	\$ 4,917,071	\$ 5,425,822	COST	\$ 7,230,685
TOTAL	\$ 4,917,071	\$ 5,425,822		\$ 7,230,685

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
STIFEL / VANGUARD	\$ 6,356,956	\$ 5,505,457	COST	\$ 5,853,588
TOTAL	\$ 6,356,956	\$ 5,505,457		\$ 5,853,588

Milton & Dorothy Sarnoff Raymond - EIN 35-6803768
Part XV.- Supplementary Information Page 11
Grants and Contributions Paid During the Year

			<u>Amount</u>	<u>Purpose</u>
92nd Street YMHA	Lexington Ave	New York, NY 10128	\$ 10,000 00	(a)
A Parents Place	600 Fifth Avenue	San Rafael, CA 94901	5,000 00	(a)
American Red Cross	520 West 49th St	New York, NY 10017	25,000 00	(a)
Anti-Defamation League B'Nai Brith	823 Union Plaza	New York, NY 10017	25,000 00	(a)
Atlas Performing Arts Ctr	1333 H Street NE	Washington, DC 20002	5,000 00	(a)
Audubon Naturalist Society	8940 Jones Mill Rd	Chevy Chase, MD 20815	5,000 00	(a)
Berkshire Children & Families	480 West Street	Pittsfield, MA 01201	5,000 00	(a)
Canal Alliance	91 Larkspur Street	San Rafael, CA 94901	5,000 00	(a)
Carnegie Hall	881 Seventh Ave	New York, NY 10019	25,000 00	(a)
Channel Thirteen	450 West 33rd St	New York, NY 10019	25,000 00	(a)
Children's Future Int	PO Box 100898	Denver, CO 80250	5,000 00	(a)
Clark Art Institute	225 South St	Williamstown, MA 01267	20,000 00	(a)
Critical Exposure	1816 12th Street NW	Washington, DC 20009	5,000 00	(a)
Family Center Inc	40 Arch St	Greenwich, CT 06836	10,000 00	(a)
Filling the Gap	70 Skyview Terrace	San Rafael, CA 94901	5,000 00	(a)
Friends of the Hancock House	P O Box 78	Hancock Bridge, NJ 08078	5,000 00	(a)
Friends of the Library - Silver Spring	21 Maryland Ave Suite 310	Rockville, MD 20850	5,000 00	(a)
Glenwood Foundation	25 West Castlewood Drive	San Rafael, CA 94501	5,000 00	(a)
Glide Foundation	330 Ellis St	San Francisco, CA 94102	5,000 00	(a)
Gloucester City Historical Society	34 N King Street	Gloucester City, NJ 08030	2,000 00	Cedar Grove Cemetery
Heads Up Foundation	310 Albion Way	San Rafael, CA 94903	5,000 00	(a)
Hoosic River Revival Coalition	P O Box 434	North Adams, MA 01247	10,000 00	(a)
Jewish Community Federation	200 N San Pedro Rd	San Rafael, CA 94903	15,000 00	(a)
Justice at Stake	717 D Street, NW	Washington, DC 20004	5,000 00	(a)
Lend A Hand	8105 Capwell Drive	Oakland, CA 94901	5,000 00	(a)
Martha's Table	2114 Fourteenth St	NW Washington, DC 20009	5,000 00	(a)
Mass MoCA	87 Marshall St	North Adams, MA 01247	25,000 00	(a)
MCLA	375 Church St	North Adams, MA 01247	500 00	Honors Program
MCLA	375 Church St	North Adams, MA 01247	15,000 00	(a)
N Berkshire Habitat for Humanity	P O Box 391	North Adams, MA 01247	10,000 00	(a)
National Building Museum	401 F St NW	Washington, DC 20001	5,000 00	(a)
National Building Museum	401 F St NW	Washington, DC 20001	5,000 00	(a)
National Building Museum	401 F St NW	Washington, DC 20001	5,000 00	(a)
North Adams Steeplecats	PO Box 540	North Adams, MA 01247	5,000 00	(a)
Northern Berkshire YMCA	22 Brickyard Ct	North Adams, MA 01247	10,000 00	(a)
Phillips Collection	1600 21st St NW	Washington, DC 20009	5,000 00	(a)
Pitt Hopkins Syndrome Foundation	860 West Fiftieth Street	Winston-Salem, NC 27100	10,000 00	(a)
Ritter House	16 Ritter Drive	San Rafael, CA 94901	5,000 00	(a)
Salem County Library	900 Route 45, Bldg #3	Woodstown, NJ 08098	5,000 00	(a)
Signature Theatre	1200 Campbell Ave	Arlington, VA 22206	5,000 00	(a)
Skidmore College	815 North Broadway	Saratoga Springs, NY 12866	10,000 00	Lynn's Fund
Smile Train	P O Box 96208	Washington, DC 20091	5,000 00	(a)
Southern Vermont College	982 Mansion Drive	Bennington, VT 05201	30,000 00	(a)
Southern Vermont College	982 Mansion Drive	Bennington, VT 05201	25,000 00	(a)
St Vincent de Paul	PO Box 150527	San Rafael, CA 94915	5,000 00	(a)
Strathmore	5301 Tuckermore Lane	North Bethesda, MD 20852	5,000 00	(a)
Studio Theatre	1501 14th St NW	Washington, Dc 20005	5,000 00	(a)
Theatre Washington	2233 Wisconsin Ave NW	Washington, DC 20007	5,000 00	(a)
UJA - Federation of NY	130 East 95th St	New York, NY 10019	50,000 00	(a)
URJ Camp Newman	711 Grand Avenue	San Rafael, CA 94901	10,000 00	(a)
WAMU American U. Radio	4400 Massachusetts Ave	Washington, DC 20016	5,000 00	(a)
Williams College	75 Park St	Williamstown, MA 01267	200,000 00	Shanman Scholarship Fund
Williamstown Art Conservation Center	228 South St	Williamstown, MA 01267	15,000 00	(a)
Williamstown Community Chest	86 Spring Street	Williamstown, MA 01267	5,000 00	(a)
Williamstown Theatre Festival	P.O Box 577	Williamstown, MA 01267	15,000 00	(a)
Williamstown Theatre Festival	P O Box 577	Williamstown, MA 01267	10,000 00	(a)
Williamstown Theatre Festival	P O Box 577	Williamstown, MA 01267	10,000 00	Christopher Reeve Scholarship
Youth in Arts	917 C Street	San Rafael, CA 94901	5,000 00	(a)
			<u>772,500 00</u>	

(a) except as noted, the above grants are unrestricted and can be used by the organization for any of their qualified activities

MILTON & DOROTHY SARNOFF RAYMOND - 35-6803768

<u>Date</u>		<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
Mar 13	2,635.741 shares DWS Equity	\$ 100,000.00	\$ 72,008.44	\$ 27,991.56
Mar 18	1,315.443 shares DWS Equity	\$ 50,000.00	\$ 35,937.90	\$ 14,062.10
Mar 13	4,940.711 shares DWS Large Cap Value	\$ 100,000.00	\$ 75,296.44	\$ 24,703.56
Mar 18	2,476.474 shares DWS Large Cap Value	\$ 50,000.00	\$ 37,741.46	\$ 12,258.54
Mar 12	NUV New York Cash In Lieu	\$ 3.97	\$ -	\$ 3.97
Mar 26	\$100,000 U.S. Steel, 6.05%, Due 6/1/2017	\$ 160,337.50	\$ 94,306.00	
	\$50,000 U.S. Steel, 6.05%, Due 6/1/2017		\$ 50,673.50	\$ 15,358.00
Jul 15	\$28,000 GMAC Smartnotes, 6.75%, Due 7/15/2018	\$ 28,000.00	\$ 28,000.00	\$ -
Jul 30	.859 shares Ameriprise Financial	\$ 75.25	\$ 25.62	\$ 49.63
Jul 30	.935 shares Eli Lilly & Co.	\$ 50.07	\$ 31.46	\$ 18.61
Jul 30	.885 shares JP Morgan Chase & Co.	\$ 49.28	\$ 38.32	\$ 10.96
Sept 16	\$50,000 GMAC Smartnotes, 7%, Due 3/15/2018	\$ 50,000.00	\$ 50,000.00	\$ -
Oct 29	15,078.408 shares Lord Abbett Bond Debenture	\$ 125,000.00	\$ 103,136.29	\$ 21,863.71
Nov 25	\$1,000 Hilton Hotels Pfd 8%	\$ 25,000.00	\$ 24,512.04	\$ 487.96
		<u>\$ 688,516.07</u>	<u>\$ 571,707.47</u>	<u>\$ 116,808.60</u>

MILTON & DOROTHY SARNOFF RAYMOND - 35-6803768

<u>Date</u>		<u>Proceeds</u>	<u>Inventory Value</u>	<u>Decrease</u>
Jul 30	.727 shares JP Morgan Chase, 8.625%	\$ 18.57	\$ 19.29	\$ 0.72
Aug 23	\$200,000 Iron Mountain Inc., 8%; Due 6/15/2020	\$ 208,000.00	\$216,890.00	\$ 8,890.00
Sept 3	8,218 shares JP Morgan Chase, 8.625%	\$ 205,450.00	\$218,105.71	\$ 12,655.71
Nov 15	\$20,000 GMAC Smartnotes, 7%	\$ 20,000.00	\$ 20,000.00	\$ -
Nov 19	\$96,000 Capital One Bank CD, 5%	\$ 96,000.00	\$100,460.16	\$ 4,460.16
Nov 19	\$96,000 Goldman Sachs Bank CD, 5%	\$ 96,000.00	\$100,460.16	\$ 4,460.16
Nov 26	\$300,000 Moog Inc., 7.25%	\$ 310,885.00	\$319,500.00	\$ 8,615.00
		<u>\$ 936,353.57</u>	<u>\$975,435.32</u>	<u>\$ 39,081.75</u>