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Form 990-PF

Return of Private Foundation

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

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

2013

Open to Public
Inspection

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

Name of foundation AZULAY FAMILY FOUNDATION C/O Y JUDD AZULAY		A Employer identification number 36-3740650
Number and street (or P O box number if mail is not delivered to street address) 203 N LASALLE STREET ROOM/SUITE 1550		Room/suite
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60601		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 212,409		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	11,703			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	3,856	3,856		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	11,364			
	b Gross sales price for all assets on line 6a 88,591				
	7 Capital gain net income (from Part IV, line 2) . . .		3,049		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3			
	12 Total. Add lines 1 through 11	26,926	6,905		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,210			
	c Other professional fees (attach schedule)	1,729			
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,253			
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	10,192	0		0
	25 Contributions, gifts, grants paid.	65,014			65,014
	26 Total expenses and disbursements. Add lines 24 and 25	75,206	0		65,014
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-48,280			
	b Net investment income (if negative, enter -0-) . . .		6,905		
	c Adjusted net income (if negative, enter -0-) . . .				

Part III Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	1,627	1,220	1,220
2	Savings and temporary cash investments	464	1,170	1,170
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	195,351	146,772	210,019
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	197,442	149,162	212,409
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	
Net Assets or Fund Balances				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
27	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
29	Capital stock, trust principal, or current funds			
30	Paid-in or capital surplus, or land, bldg., and equipment fund			
31	Retained earnings, accumulated income, endowment, or other funds	197,442	149,162	
30	Total net assets or fund balances (see page 17 of the instructions)	197,442	149,162	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	197,442	149,162	

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	197,442
2	Enter amount from Part I, line 27a	2	-48,280
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	149,162
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	149,162

Part IV Capital Gains and Losses for Tax on Investment Income

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	82,330	211,456	0 389348
2011	60,597	246,343	0 245986
2010	113,813	269,137	0 422881
2009	105,594	303,735	0 347652
2008	37,730	377,728	0 099887
2	Total of line 1, column (d).	2	1 505754
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 301153
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	217,979
5	Multiply line 4 by line 3.	5	65,641
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	69
7	Add lines 5 and 6.	7	65,714
8	Enter qualifying distributions from Part XII, line 4.	8	65,014

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 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		
b	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	138
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	138
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	138
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	211
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	211
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	73
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 73 Refunded <input type="checkbox"/> 11	11	

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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>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.</i>		
1c	Did the foundation file Form 1120-POL for this year?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> 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? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input type="checkbox"/> Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
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? <i>If "No," attach explanation.</i>	<input type="checkbox"/> 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)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14 The books are in care of ►POULOS BAYER Telephone no ► (312) 360-1915
Located at ►1731 S PRAIRIE AVENUE CHICAGO IL ZIP+4 ► 60616

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year.

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

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? ► Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> No		
1b 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 page 20 of the instructions)? ► Organizations relying on a current notice regarding disaster assistance check here.	1b	
1c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? ►	1c	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2b	
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). ►		
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 <input checked="" type="checkbox"/> No	3b	
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). ►	4a	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ►	4b	
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? ►		

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

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <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 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b		
c	Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>			
	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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
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	6b		No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	7b		
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
Y JUDD AZULAY	PRESIDENT 1 00	0	0	0
203 N LASALLE STREET SUITE 1550 CHICAGO, IL 60601				
GLADYS AZULAY	VICE PRES 0 00	0	0	0
203 N LASALLE STREET SUITE 1550 CHICAGO, IL 60601				
IRA AZULAY	VICE PRES 0 50	0	0	0
203 N LASALLE STREET SUITE 1550 CHICAGO, IL 60601				

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.				<input type="checkbox"/>

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		

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 216,243
b	Average of monthly cash balances.	1b 5,055
c	Fair market value of all other assets (see instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 221,298
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2
3	Subtract line 2 from line 1d.	3 221,298
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 3,319
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 217,979
6	Minimum investment return. Enter 5% of line 5.	6 10,899

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 10,899
2a	Tax on investment income for 2013 from Part VI, line 5.	2a 138
b	Income tax for 2013 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 138
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 10,761
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 10,761
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 10,761

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 65,014
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 65,014
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 65,014

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				10,761
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.	19,125			
b From 2009.	90,567			
c From 2010.	100,414			
d From 2011.	48,352			
e From 2012.	71,889			
f Total of lines 3a through e.	330,347			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 65,014				
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.				10,761
e Remaining amount distributed out of corpus	54,253			
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:	384,600			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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)	19,125			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	365,475			
10 Analysis of line 9				
a Excess from 2009.	90,567			
b Excess from 2010.	100,414			
c Excess from 2011.	48,352			
d Excess from 2012.	71,889			
e Excess from 2013.	54,253			

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.			
1b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
2b	85% of line 2a.			
2c	Qualifying distributions from Part XII, line 4 for each year listed.			
2d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
2e	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))

Y JUDD AZULAY

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

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	65,014
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Line	Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
			(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue	a _____ b _____ c _____ d _____ e _____ f _____						
g Fees and contracts from government agencies							
2 Membership dues and assessments.							
3 Interest on savings and temporary cash investments							
4 Dividends and interest from securities.					14	3,856	
5 Net rental income or (loss) from real estate							
a Debt-financed property.							
b Not debt-financed property.							
6 Net rental income or (loss) from personal property.							
7 Other investment income.							
8 Gain or (loss) from sales of assets other than inventory					14	3,049	8,315
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory.							
11 Other revenue a <u>ROUNDING</u>	b _____ c _____ d _____ e _____						3
12 Subtotal Add columns (b), (d), and (e).							
13 Total Add line 12, columns (b), (d), and (e).					6,905	15,223	
(See worksheet in line 13 instructions to verify calculations.)							

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

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)				
a Paid during the year				
ALEH FOUNDATION 5317 13TH AVENUE BROOKLYN, NY 11219	NONE	CHARITABLE	GENERAL	1,520
ALEPH SOCIETY INC 5317 13TH AVENUE BROOKLYN, NY 11219	NONE	CHARITABLE	GENERAL	100
ALZHEIMER'S ASSOCIATION 225 N MICHIGAN AVENUE CHICAGO, IL 60601	NONE	CHARITABLE	GENERAL	10
AMERICAN FRIENDS OF SHILOH ISRAEL PO BOX 212 SUFFERN, NY 10901	NONE	CHARITABLE	GENERAL	54
AMERICAN HEART ASSOCIATION PO 78851 PHOENIX, AZ 85062	NONE	CHARITABLE	GENERAL	36
ANSHE EMET SCHOOL BERNARD ZELL 3751 N BROADWAY STREET CHICAGO, IL 60613	NONE	EDUCATION	GENERAL	500
BREATHE DEEP NORTH SHORE LUNGEVITY FOUNDATION 218 S WABASH AVENUE CHICAGO, IL 60604	NONE	CHARITABLE	GENERAL	280
CAMP MOSHAVA WILDWOOR 3740 W DEMPSTER STREET SKOKIE, IL 60076	NONE	CHARITABLE	GENERAL	260
CBSBG CONG B'NAI SHALOM OF BUFFALO GROVE 701 WAPAKSIC ROAD BUFFALO GROVE, IL 60089	NONE	RELIGIOUS	GENERAL	180
CHABAD OF SCOTTSDALE 10215 N SCOTTSDALE ROAD PARADISE VALLEY, AZ 85253	NONE	CHARITABLE	GENERAL	1,840
CHABAD OF SKOKIE 4059 DEMPSTER AVENUE SKOKIE, IL 60076	NONE	CHARITABLE	GENERAL	90
CHMOL 5225 NEW UTRECHT AVENUE BROOKLYN, NY 11219	NONE	CHARITABLE	GENERAL	54
CONGREGATION AHAVAT TORAH 240 BROAD AVENUE ENGLEWOOD, NJ 07631	NONE	CHARITABLE	GENERAL	620
HILLEL - UNIV WIS - MADISON 611 LANGDON STREET MADISON, WI 53703	NONE	CHARITABLE	EDUCATION	2,700
HILLEL TORAH 7120 N LARAMIE AVENUE SKOKIE, IL 60077	NONE	CHARITABLE	GENERAL	11,820
Total			► 3a	65,014

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)				
a Paid during the year				
JEWISH COUNCIL URBAN AFFAIRS 610 S MICHIGAN AVENUE CHICAGO, IL 60605	NONE	CHARITABLE	GENERAL	54
JEWISH DAY SCH GUAR TR FD 30 S WELLS STREET CHICAGO, IL 60606	NONE	CHARITABLE	EDUCATION	11,000
JEWISH NATIONAL FUND 60 REVERE DRIVE NORTHBROOK, IL 60062	NONE	CHARITABLE	GENERAL	2,320
JEWISH UNITED FUND 30 S WELLS STREET CHICAGO, IL 60606	NONE	CHARITABLE	JEWISH STUDIES PROGRAM	900
KUSHNER HEBREW ACADEMY 110 S ORANGE AVENUE LIVINGSTON, NJ 07039	NONE	CHARITABLE	GENERAL	23,600
LUBAVITCH OF INDIANA 1037 GOLF LANE INDIANAPOLIS, IN 46260	NONE	CHARITABLE	GENERAL	260
NADVORNA-ARAD INSTITUTE AM FRIENDS OF ARAD INSTITUTE 50 W 58TH STREET NEW YORK, NY 10019	NONE	EDUCATION	GENERAL	1,800
NATIONAL JEWISH HEALTH 100 N LASALLE STREET CHICAGO, IL 60602	NONE	CHARITABLE	GENERAL	18
ORT TORAH CONGREGATION 3800 DEMPSTER AVENUE SKOKIE, IL 60076	NONE	CHARITABLE	GENERAL	3,800
ORT TORAH WOMEN 3800 DEMPSTER AVENUE SKOKIE, IL 60076	NONE	CHARITABLE	GENEAL	25
PAN MASSACHUSETTS CHALLENGE 77 FOURTH AVENUE NEEDHAM, MA 02494	NONE	CHARITABLE	GENERAL	180
RELIGIOUS ZIONISTS OF CHICAGO 3740 W DEMPSTER AVENUE SKOKIE, IL 60076	NONE	CHARITABLE	GENERAL	50
SHALOM MONTESSORI MCCORMICK RANCH 13452 N HAYDEN ROAD SCOTTSDALE, AZ 85254	NONE	EDUCATION	GENERAL	303
STATE OF ISRAEL BONDS 221 N LASALLE STREET CHICAGO, IL 60601	NONE	DEVELOPMENT	GENERAL	180
TORAH MITZION KOLLEL OF CHICAGO 2828 W PRATT CHICAGO, IL 60645	NONE	CHARITABLE	GENERAL	460
Total			► 3a	65,014

2013

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990.**Name of the organization**
AZULAY FAMILY FOUNDATION
C/O Y JUDD AZULAY**Employer identification number**
36-3740650**Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

Special Rules

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

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

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

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

Name of organization
 AZULAY FAMILY FOUNDATION
 C/O Y JUDD AZULAY

Employer identification number
 36-3740650

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Y JUDD AZULAY 203 N LASALLE STREET SUITE 1550 CHICAGO, IL 60601	\$ 11,703	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
		\$	(Complete Part II for noncash contributions)
		\$	(Complete Part II for noncash contributions)
		\$	(Complete Part II for noncash contributions)
		\$	(Complete Part II for noncash contributions)
		\$	(Complete Part II for noncash contributions)

TY 2013 Accounting Fees Schedule

Name: AZULAY FAMILY FOUNDATION

C/O Y JUDD AZULAY

EIN: 36-3740650

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,210			

TY 2013 Compensation Explanation

Name: AZULAY FAMILY FOUNDATION

C/O Y JUDD AZULAY

EIN: 36-3740650

Person Name	Explanation
Y JUDD AZULAY	
GLADYS AZULAY	
IRA AZULAY	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: AZULAY FAMILY FOUNDATION
 C/O Y JUDD AZULAY
EIN: 36-3740650

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FIDELITY ADV DVRSFD INTL A	2004-11	PURCHASE	2013-02		7,207	7,254			-47	
FIDELITY ADV DVRSFD INTL A	2004-12	PURCHASE	2013-02		40	42			-2	
FIDELITY ADV DVRSFD INTL A	2004-12	PURCHASE	2013-02		32	34			-2	
FIDELITY ADV DVRSFD INTL A	2004-12	PURCHASE	2013-02		32	34			-2	
FIDELITY ADV DVRSFD INTL A	2005-05	PURCHASE	2013-02		312	342			-30	
FIDELITY ADV DVRSFD INTL A	2005-12	PURCHASE	2013-02		469	569			-100	
FIDELITY ADV DVRSFD INTL A	2005-12	PURCHASE	2013-02		159	192			-33	
FIDELITY ADV DVRSFD INTL A	2005-12	PURCHASE	2013-02		95	115			-20	
FIDELITY ADV DVRSFD INTL A	2006-02	PURCHASE	2013-02		129	169			-40	
FIDELITY ADV DVRSFD INTL A	2006-05	PURCHASE	2013-02		873	1,282			-409	
FIDELITY ADV DVRSFD INTL A	2006-06	PURCHASE	2013-02		1,289	1,676			-387	
FIDELITY ADV DVRSFD INTL A	2006-10	PURCHASE	2013-02		4	5			-1	
FIDELITY ADV DVRSFD INTL A	2006-11	PURCHASE	2013-02		30	42			-12	
FIDELITY ADV DVRSFD INTL A	2006-11	PURCHASE	2013-02		428	593			-165	
FIDELITY ADV DVRSFD INTL A	2006-12	PURCHASE	2013-02		865	1,154			-289	
FIDELITY ADV DVRSFD INTL A	2006-12	PURCHASE	2013-02		196	261			-65	
FIDELITY ADV DVRSFD INTL A	2006-12	PURCHASE	2013-02		156	208			-52	
FIDELITY ADV DVRSFD INTL A	2007-10	PURCHASE	2013-02		161	248			-87	
FIDELITY ADV DVRSFD INTL A	2007-11	PURCHASE	2013-02		89	130			-41	
FIDELITY ADV DVRSFD INTL A	2007-12	PURCHASE	2013-02		1,925	2,569			-644	
FIDELITY ADV DVRSFD INTL A	2007-12	PURCHASE	2013-02		197	263			-66	
FIDELITY ADV DVRSFD INTL A	2007-12	PURCHASE	2013-02		168	224			-56	
FIDELITY ADV DVRSFD INTL A	2008-01	PURCHASE	2013-02		675	786			-111	
FIDELITY ADV DVRSFD INTL A	2008-02	PURCHASE	2013-02		104	121			-17	
FIDELITY ADV DVRSFD INTL A	2008-08	PURCHASE	2013-02		989	1,071			-82	
FIDELITY ADV DVRSFD INTL A	2008-12	PURCHASE	2013-02		811	510			301	
FIDELITY ADV DVRSFD INTL A	2009-12	PURCHASE	2013-02		258	229			29	
FIDELITY ADV DVRSFD INTL A	2009-12	PURCHASE	2013-02		14	12			2	
FIDELITY ADV DVRSFD INTL A	2010-01	PURCHASE	2013-02		1,313	1,179			134	
FIDELITY ADV DVRSFD INTL A	2010-12	PURCHASE	2013-02		192	180			12	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FIDELITY ADV DVRSFD INTL A	2010-12	PURCHASE	2013-02		46	43			3	
FIDELITY ADV DVRSFD INTL A	2010-12	PURCHASE	2013-02		79	75			4	
FIDELITY ADV DVRSFD INTL A	2011-12	PURCHASE	2013-02		304	252			52	
FIDELITY ADV DVRSFD INTL A	2012-12	PURCHASE	2013-02		259	243			16	
FIDELITY ADV DVRSFD INTL A	2012-12	PURCHASE	2013-02		76	71			5	
SCHRODER INTL ALPHA ADV	2013-02	PURCHASE	2013-03		3,253	3,271			-18	
THORNBURG INTL VALUE A	2012-07	PURCHASE	2013-03		3,247	2,869			378	
AMER CENT GROWTH INV	2011-06	PURCHASE	2013-03		3,517	3,183			334	
BLACKROCK LOW DUR BD INV SVC	2004-11	PURCHASE	2013-03		716	734			-18	
BLACKROCK LOW DUR BD INV SVC	2004-11	PURCHASE	2013-03		35	36			-1	
BLACKROCK LOW DUR BD INV SVC	2004-12	PURCHASE	2013-03		1,076	1,102			-26	
BLACKROCK LOW DUR BD INV SVC	2004-12	PURCHASE	2013-03		83	85			-2	
BLACKROCK LOW DUR BD INV SVC	2005-01	PURCHASE	2013-03		69	71			-2	
BLACKROCK LOW DUR BD INV SVC	2005-02	PURCHASE	2013-03		182	186			-4	
COLUMBIA SELECT LG CP VALUE A	2009-07	PURCHASE	2013-03		2,353	1,436			917	
DWS REEF REAL ESTATE SEC A	2011-08	PURCHASE	2013-03		1,198	958			240	
GABELLI EQ INC AAA	2004-11	PURCHASE	2013-03		1,590	1,053			537	
JP MORGAN MID CAP VALUE A	2004-11	PURCHASE	2013-03		5,072	3,464			1,608	
METROPOLITAN WST TOT RET BD M	2011-08	PURCHASE	2013-03		2,528	2,447			81	
RS PARTNERS A	2005-12	PURCHASE	2013-03		835	792			43	
RS PARTNERS A	2005-12	PURCHASE	2013-03		171	164			7	
RS PARTNERS A	2006-01	PURCHASE	2013-03		102	98			4	
RS PARTNERS A	2006-05	PURCHASE	2013-03		2,383	2,518			-135	
T ROWE PRICE EQU-INC ADV	2004-11	PURCHASE	2013-03		1,590	1,382			208	
AMER CENT GROWTH INV	2011-06	PURCHASE	2013-07		359	303			56	
COLUMBIA SELECT LG CP VALUE A	2009-07	PURCHASE	2013-07		381	212			169	
GABELLI EQ INC AAA	2004-11	PURCHASE	2013-07		223	138			85	
JP MORGAN MID CAP VALUE A	2004-11	PURCHASE	2013-07		216	135			81	
JP MORGAN MID CAP VALUE A	2004-12	PURCHASE	2013-07		274	180			94	
JP MORGAN MID CAP VALUE A	2004-12	PURCHASE	2013-07		79	52			27	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
JP MORGAN MID CAP VALUE A	2004-12	PURCHASE	2013-07		50	33			17	
JP MORGAN MID CAP VALUE A	2005-05	PURCHASE	2013-07		59	40			19	
JP MORGAN MID CAP VALUE A	2005-08	PURCHASE	2013-07		159	113			46	
RS PARTNERS A	2006-05	PURCHASE	2013-07		356	334			22	
RS PARTNERS A	2006-05	PURCHASE	2013-07		791	739			52	
T ROWE PRICE EQU-INC ADV	2004-11	PURCHASE	2013-07		210	170			40	
THORNBURG INTL VALUE A	2012-07	PURCHASE	2013-10		407	346			61	
AMER CENT GROWTH INV	2011-06	PURCHASE	2013-11		4,767	3,746			1,021	
BLACKROCK LOW DUR BD INV SVC	2005-02	PURCHASE	2013-11		155	159			-4	
BLACKROCK LOW DUR BD INV SVC	2008-02	PURCHASE	2013-11		70	71			-1	
BLACKROCK LOW DUR BD INV SVC	2005-03	PURCHASE	2013-11		769	790			-21	
BLACKROCK LOW DUR BD INV SVC	2005-03	PURCHASE	2013-11		71	73			-2	
BLACKROCK LOW DUR BD INV SVC	2005-04	PURCHASE	2013-11		72	74			-2	
BLACKROCK LOW DUR BD INV SVC	2005-05	PURCHASE	2013-11		72	74			-2	
BLACKROCK LOW DUR BD INV SVC	2005-06	PURCHASE	2013-11		84	86			-2	
BLACKROCK LOW DUR BD INV SVC	2005-07	PURCHASE	2013-11		920	941			-21	
BLACKROCK LOW DUR BD INV SVC	2005-07	PURCHASE	2013-11		86	87			-1	
BLACKROCK LOW DUR BD INV SVC	2005-08	PURCHASE	2013-11		320	327			-7	
BLACKROCK LOW DUR BD INV SVC	2005-08	PURCHASE	2013-11		87	89			-2	
BLACKROCK LOW DUR BD INV SVC	2005-09	PURCHASE	2013-11		89	90			-1	
BLACKROCK LOW DUR BD INV SVC	2005-10	PURCHASE	2013-11		69	70			-1	
COLUMBIA SELECT LG CP VALUE A	2009-07	PURCHASE	2013-11		1,710	921			789	
DWS RREEF REAL ESTATE SEC A	2011-08	PURCHASE	2013-11		832	675			157	
GABELLI EQ INC AAA	2004-11	PURCHASE	2013-11		1,563	934			629	
JP MORGAN MID CAP VALUE A	2005-08	PURCHASE	2013-11		368	249			119	
JP MORGAN MID CAP VALUE A	2005-08	PURCHASE	2013-11		55	37			18	
JP MORGAN MID CAP VALUE A	2005-08	PURCHASE	2013-11		52	35			17	
JP MORGAN MID CAP VALUE A	2005-10	PURCHASE	2013-11		212	145			67	
JP MORGAN MID CAP VALUE A	2005-12	PURCHASE	2013-11		322	220			102	
JP MORGAN MID CAP VALUE A	2005-12	PURCHASE	2013-11		269	184			85	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
JP MORGAN MID CAP VALUE A	2005-12	PURCHASE	2013-11		138	93			45	
JP MORGAN MID CAP VALUE A	2006-01	PURCHASE	2013-11		251	173			78	
JP MORGAN MID CAP VALUE A	2006-08	PURCHASE	2013-11		112	81			31	
JP MORGAN MID CAP VALUE A	2006-08	PURCHASE	2013-11		67	48			19	
JP MORGAN MID CAP VALUE A	2006-11	PURCHASE	2013-11		15	11			4	
JP MORGAN MID CAP VALUE A	2006-11	PURCHASE	2013-11		348	268			80	
JP MORGAN MID CAP VALUE A	2006-12	PURCHASE	2013-11		581	438			143	
JP MORGAN MID CAP VALUE A	2006-12	PURCHASE	2013-11		344	260			84	
JP MORGAN MID CAP VALUE A	2006-12	PURCHASE	2013-11		256	190			66	
JP MORGAN MID CAP VALUE A	2007-01	PURCHASE	2013-11		285	214			71	
JP MORGAN MID CAP VALUE A	2007-03	PURCHASE	2013-11		403	312			91	
JP MORGAN MID CAP VALUE A	2007-05	PURCHASE	2013-11		9	8			1	
JP MORGAN MID CAP VALUE A	2007-07	PURCHASE	2013-11		77	63			14	
JP MORGAN MID CAP VALUE A	2007-10	PURCHASE	2013-11		422	339			83	
METROPOLITAN WST TOT RET BD M	2011-08	PURCHASE	2013-11		3,333	3,287			46	
RS PARTNERS A	2006-05	PURCHASE	2013-11		2,151	1,837			314	
RS PARTNERS A	2006-06	PURCHASE	2013-11		653	521			132	
RS PARTNERS A	2006-09	PURCHASE	2013-11		366	288			78	
RS PARTNERS A	2006-10	PURCHASE	2013-11		61	49			12	
RS PARTNERS A	2006-11	PURCHASE	2013-11		11	9			2	
RS PARTNERS A	2006-11	PURCHASE	2013-11		199	167			32	
RS PARTNERS A	2006-12	PURCHASE	2013-11		118	97			21	
T ROWE PRICE EQI-INC ADV	2004-11	PURCHASE	2013-11		883	685			198	
T ROWE PRICE EQI-INC ADV	2004-12	PURCHASE	2013-11		186	149			37	
T ROWE PRICE EQI-INC ADV	2004-12	PURCHASE	2013-11		62	50			12	
T ROWE PRICE EQI-INC ADV	2004-12	PURCHASE	2013-11		44	35			9	
T ROWE PRICE EQI-INC ADV	2005-03	PURCHASE	2013-11		82	65			17	
T ROWE PRICE EQI-INC ADV	2005-03	PURCHASE	2013-11		36	29			7	
T ROWE PRICE EQI-INC ADV	2005-03	PURCHASE	2013-11		14	11			3	
T ROWE PRICE EQI-INC ADV	2005-06	PURCHASE	2013-11		45	37			8	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
T ROWE PRICE EQI-INC ADV	2005-07	PURCHASE	2013-11		4	3			1	
T ROWE PRICE EQI-INC ADV	2005-08	PURCHASE	2013-11		145	119			26	
T ROWE PRICE EQI-INC ADV	2005-09	PURCHASE	2013-11		41	33			8	
T ROWE PRICE EQI-INC ADV	2005-10	PURCHASE	2013-11		29	24			5	
THORNBURG INTL VALUE A	2012-07	PURCHASE	2013-11		3,223	2,697			526	
SCHRODER INTL ALPHA ADV	2013-02	PURCHASE	2013-11		3,994	3,638			356	

TY 2013 Investments Corporate Stock Schedule**Name:** AZULAY FAMILY FOUNDATION

C/O Y JUDD AZULAY

EIN: 36-3740650

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMER CENT GRW ADV 797.745; 554.343	14,618	18,105
BLACKROCK LOW DUR 1893.105; 1505.219	14,709	14,676
BRISTOL MYERS SQUIBB 100	2,600	5,315
BRISTOL MYERS SQUIBB 100	2,243	5,315
BRISTOL MYERS SQUIBB 250	6,267	13,287
BRISTOL MYERS SQUIBB 50	1,119	2,658
COLUMBIA SELECT LG 595.942; 373.246	4,427	7,890
DWS RREEF RE SEC A 325.078; 255.255	4,632	4,990
FELCOR LODGING TRUST INC 275	6,395	2,244
FIDELITY ADV DVRS 1183.517; 0		
GABELLI FUND EQ 347.903; 228.224	4,336	6,523
JP MORGAN MID CAP 859.813; 561.174	11,681	19,372
METROPOLITAN WST BD 1882.3; 1505.83	15,919	15,887
MYLAN 100	1,091	4,340
MYLAN 112.5	1,740	4,883
MYLAN 225	3,486	9,765
MYLAN 337.5	3,385	14,647
PFIZER 350	7,138	10,721
RS PARTNERS FUND 484.409; 313.656	9,900	12,574
SCHRODER INTL ALPHA ADV 00.0; 1230.4	13,483	15,146
T ROWE PRICE EQUITY 300.025; 198.760	5,282	6,513
THORNBURG INTL VALUE A693.4; 483.196	12,321	15,168

TY 2013 Other Expenses Schedule

Name: AZULAY FAMILY FOUNDATION

C/O Y JUDD AZULAY

EIN: 36-3740650

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ROUNDING	3			
ADMINISTRATIVE DUES & ASSOCIA	7,250			

TY 2013 Other Income Schedule

Name: AZULAY FAMILY FOUNDATION

C/O Y JUDD AZULAY

EIN: 36-3740650

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROUNDING	3		

TY 2013 Other Professional Fees Schedule

Name: AZULAY FAMILY FOUNDATION

C/O Y JUDD AZULAY

EIN: 36-3740650

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	1,729			