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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

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

OMB No 1545-0052

**2013**

**Open to Public Inspection**

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

Name of foundation THE GEOFFREY BEENE FOUNDATION		<b>A Employer identification number</b> 43-6936635
Number and street (or P O box number if mail is not delivered to street address) Room/suite 13 EAST 69TH STREET		<b>B Telephone number (see instructions)</b> (212) 396-1200
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10021		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 46,217,417		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc, received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	78,328	78,328		
	<b>4</b> Dividends and interest from securities	248,823	248,823		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	868,751			
	<b>b</b> Gross sales price for all assets on line 6a 21,375,176				
	<b>7</b> Capital gain net income (from Part IV, line 2)		868,751		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	1,151,098	1,147,412			
<b>12 Total.</b> Add lines 1 through 11	2,347,000	2,343,314			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	54,794	1,059		53,735
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)	3,978	399		3,579
	<b>b</b> Accounting fees (attach schedule)	21,322	12,793		8,528
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	40,639	35,860		4,779
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	380,971	59,327		321,644
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	501,704	109,438		392,265
	<b>25</b> Contributions, gifts, grants paid	2,643,882			2,643,882
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	3,145,586	109,438		3,036,147	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-798,586				
<b>b Net investment income</b> (if negative, enter -0-)		2,233,876			
<b>c Adjusted net income</b> (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .	46,729	148,908	148,908		
	<b>2</b>	Savings and temporary cash investments . . . . .	3,135,869	1,827,813	1,827,813		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)		<input checked="" type="checkbox"/> 4,744,998	4,722,803		
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	17,110,913	<input checked="" type="checkbox"/> 2,563,968	2,994,722		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	2,587,741	<input checked="" type="checkbox"/> 12,682,029	12,615,820		
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .	18,776,753	<input checked="" type="checkbox"/> 18,884,268	18,884,268		
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
<b>15</b>	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 5,017,450	<input checked="" type="checkbox"/> 5,023,083	<input checked="" type="checkbox"/> 5,023,083			
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	46,675,455	45,875,067	46,217,417			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
	<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .					
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund					
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	46,675,455	45,875,067			
	<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	46,675,455	45,875,067			
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	46,675,455	45,875,067				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	46,675,455
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-798,586
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	45,876,869
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	1,802
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	45,875,067

**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)
<b>1 a</b>	Capital Gain Dividends			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>			8,056	
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }	<b>2</b>	868,751
<b>3</b>	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		<b>3</b>	

**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	3,310,739	47,720,774	0.06938
2011	7,957,634	48,529,557	0.16398
2010	5,606,243	26,740,832	0.20965
2009	9,208,617	27,832,166	0.33086
2008	2,864,014	31,737,007	0.09024
<b>2</b>	<b>Total</b> of line 1, column (d).		<b>2</b> 0.86411
<b>3</b>	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		<b>3</b> 0.17282
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		<b>4</b> 46,345,495
<b>5</b>	Multiply line 4 by line 3.		<b>5</b> 8,009,475
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b> 22,339
<b>7</b>	Add lines 5 and 6.		<b>7</b> 8,031,814
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		<b>8</b> 3,036,147

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)

Table with 11 main rows and sub-rows (a-d) for credits and payments. Includes amounts like 44,678 and 124.

Part VII-A Statements Regarding Activities

Table with 10 rows (1a-10) regarding foundation activities. Includes questions about political campaigns, expenditures, and state reporting.

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>EISIKOVIC &amp; KANE LLP</b> Telephone no <b>(212) 944-7733</b> Located at <b>1430 BROADWAY SUITE 1105 NEW YORK NY</b> ZIP +4 <b>10018</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
<b>16</b>	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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country <b></b>	<b>16</b>		<b>No</b>

**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
<b>1a</b>	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? <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>	<b>No</b>
<b>c</b>	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?	<b>1c</b>	<b>No</b>
<b>2</b>	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))		
<b>a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20___, 20___, 20___, 20___</b>		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions).	<b>2b</b>	<b>No</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20___, 20___, 20___, 20___</b>		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
<b>b</b>	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> )	<b>3b</b>	<b>No</b>
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>No</b>
<b>b</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?	<b>4b</b>	<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> 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</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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</p> <p><b>(5)</b> 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</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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 checked="" type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p><b>6a</b> 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</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870.</i></p> <p><b>7a</b> 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</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>	<b>No</b>
<b>6b</b>	<b>6b</b>	<b>No</b>
<b>7b</b>	<b>7b</b>	<b>No</b>

**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
G THOMPSON HUTTON 44 WHIPPOORWILL LAKE ROAD CHAPPAQUA, NY 10514	Trustee 30 00	5,294		
MARA HUTTON 44 WHIPPOORWILL LAKE ROAD CHAPPAQUA, NY 10514	EXECUTIVE VP 35 00	49,500		

**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.

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	

**Total.** Add lines 1 through 3. . . . . **▶**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	20,082,689
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	3,117,798
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	23,850,777
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	47,051,264
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	47,051,264
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	705,769
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	46,345,495
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	2,317,275

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	2,317,275
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	44,678
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	44,678
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	2,272,597
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	2,272,597
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	2,272,597

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	3,036,147
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	3,036,147
<b>5</b>	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). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	3,036,147

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				2,272,597
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .				
<b>b</b> Total for prior years 20__ , 20__ , 20__				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				1,299,676
<b>b</b> From 2009. . . . .				7,828,103
<b>c</b> From 2010. . . . .				4,284,402
<b>d</b> From 2011. . . . .				5,560,091
<b>e</b> From 2012. . . . .				956,865
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	19,929,137			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>3,036,147</u>				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .				2,272,597
<b>e</b> Remaining amount distributed out of corpus	763,550			
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,692,687			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .	1,299,676			
<b>9 Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a . . . . .	19,393,011			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				7,828,103
<b>b</b> Excess from 2010. . . . .				4,284,402
<b>c</b> Excess from 2011. . . . .				5,560,091
<b>d</b> Excess from 2012. . . . .				956,865
<b>e</b> Excess from 2013. . . . .				763,550

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

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

**b** Check box to indicate whether the organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

**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			<b>(e) Total</b>
	<b>(a) 2013</b>	<b>(b) 2012</b>	<b>(c) 2011</b>	<b>(d) 2010</b>	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					

**3** Complete 3a, b, or c for the alternative test relied upon

**a** "Assets" alternative test—enter

**(1)** Value of all assets . . . . .

**(2)** Value of assets qualifying under section 4942(j)(3)(B)(i)

**b** "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .

**c** "Support" alternative test—enter

**(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .

**(2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .

**(3)** Largest amount of support from an exempt organization

**(4)** Gross investment income

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

**1 Information Regarding Foundation Managers:**

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

---

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

---

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

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

---

**a** The name, address, and telephone number 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 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
<b>a Paid during the year</b> See Additional Data Table				
<b>Total . . . . .</b>				<b>3a</b> 2,643,882

<b>b Approved for future payment</b> See Additional Data Table				
<b>Total . . . . .</b>				<b>3b</b> 618,090





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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN HEART ASSOCIATION 1 UNION STREET SUITE 301 ROBBINSVILLE, NJ 08691	N/A	501C3	HEART DISEASE RESEARCH	175,000
GEOFFREY BEENE ALZHEIMER'S INITIATI 1430 BROADWAY NEW YORK, NY 10018	N/A	501C3	ALZHEIMER'S RESEARCH & AWARENESS	269,516
NATIONAL MARFAN FOUNDATION 22 MANHASSET AVENUE PORT WASHINGTON, NY 11050	N/A	501C3	SAVING AND IMPROVING LIVES OF PEOPLE LIVING WITH MARFAN SYNDROME AND RELATED DISORDERS	5,000
YMA FASHION SCHOLARSHIP FUND 36 WEST 20 STREET NEW YORK, NY 10011	N/A	501C3	SCHOLARSHIPS & EDUCATIONAL PROGRAMS	350,000
ONE MIND 120 LAKESIDE AVE SUITE 200 SEATTLE, WA 98122	N/A	501C3	RESEARCH FOR TRAUMATIC BRAIN INJURY	125,000
HOSPICE VNSW WPHC 311 NORTH STR SUITE 204 WHITE PLAINS, NY 10605	N/A	501C3	HOSPICE CARE	5,000
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEW YORK, NY 10065	N/A	501C3	CANCER RESEARCH AT THE GEOFFREY BEENE CANCER RESEARCH CENTER	1,600,000
RESEARCH AMERICA 1101 KING STREET SUITE 520 ALEXANDRIA, VA 22314	N/A	501C3	MEDICAL RESEARCH	20,000
RONALD MCDONALD HOUSE OF NY 405 East 73rd Street NEW YORK, NY 10021	N/A	501C3	PROVIDING HELP AND SUPPORT TO SICK CHILDREN AND THEIR FAMILIES	44,366
CFDA FOUNDATION 65 BLEECKER FLOOR 11 NEW YORK, NY 10012	N/A	501C3	SCHOLARSHIPS & EDUCATIONAL PROGRAMS	15,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 10001	N/A	501C3	MEDICAL HELP FOR THIRD WORLD COUNTRIES	35,000
<b>Total . . . . .</b>				<b>2,643,882</b>

## TY 2013 Accounting Fees Schedule

**Name:** THE GEOFFREY BEENE FOUNDATION

**EIN:** 43-6936635

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	21,322	12,793	0	8,528

**TY 2013 Investments Corporate  
Bonds Schedule**

**Name:** THE GEOFFREY BEENE FOUNDATION

**EIN:** 43-6936635

**Software ID:** 13000170

**Software Version:** 2013v3.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS HELD @JPMORGAN PER ATTACHED	1,831,816	1,782,656
INVESTMENTS @ CAPITAL GROUP PER ATTACHED	1,889,379	1,888,279
INVESTMENTS PER ATTACHED SCHEDULE (SB)	8,960,834	8,944,885

**TY 2013 Investments Corporate  
Stock Schedule**

**Name:** THE GEOFFREY BEENE FOUNDATION

**EIN:** 43-6936635

**Software ID:** 13000170

**Software Version:** 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS PER ATTACHED SCHEDULE (SB)	2,563,968	2,994,722

**TY 2013 Investments Government  
Obligations Schedule**

**Name:** THE GEOFFREY BEENE FOUNDATION

**EIN:** 43-6936635

**Software ID:** 13000170

**Software Version:** 2013v3.1

**US Government Securities - End of  
Year Book Value:** 4,744,998

**US Government Securities - End of  
Year Fair Market Value:** 4,722,803

**State & Local Government  
Securities - End of Year Book  
Value:**

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

## TY 2013 Investments - Other Schedule

**Name:** THE GEOFFREY BEENE FOUNDATION

**EIN:** 43-6936635

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN GEOFFREY BEENE LLC	AT COST	18,884,268	18,884,268

## TY 2013 Legal Fees Schedule

**Name:** THE GEOFFREY BEENE FOUNDATION

**EIN:** 43-6936635

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,978	399	0	3,579

## TY 2013 Other Assets Schedule

**Name:** THE GEOFFREY BEENE FOUNDATION

**EIN:** 43-6936635

**Software ID:** 13000170

**Software Version:** 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
COLLECTION OF GB DESIGNS & JEWELRY	4,990,450	4,990,450	4,990,450
FINE ART	27,000	27,000	27,000
MISCELLANEOUS RECEIVABLES		5,633	5,633

## TY 2013 Other Decreases Schedule

**Name:** THE GEOFFREY BEENE FOUNDATION

**EIN:** 43-6936635

**Software ID:** 13000170

**Software Version:** 2013v3.1

Description	Amount
NON DEDUCTIBLE EXPENSES PER K-1	1,802

**TY 2013 Other Expenses Schedule****Name:** THE GEOFFREY BEENE FOUNDATION**EIN:** 43-6936635**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	1,255			1,255
FOREIGN TAXES	13,753	13,753		
INSURANCE EXPENSES	34,053	6,811		27,242
INVESTMENT FEES	38,763	38,763		
PAYROLL PROCESSING FEE	1,687			1,687
PSA COSTS	291,460			291,460

## TY 2013 Other Income Schedule

**Name:** THE GEOFFREY BEENE FOUNDATION

**EIN:** 43-6936635

**Software ID:** 13000170

**Software Version:** 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	8,193	6,309	
ROYALTY INCOME	1,142,905	1,141,103	

# TY 2013 Taxes Schedule

**Name:** THE GEOFFREY BEENE FOUNDATION

**EIN:** 43-6936635

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	35,860	35,860		
PAYROLL TAXES	4,029			4,029
STATE FILING FEES	750			750

THE GEOFFREY BEENE FOUNDATION  
43-6936635  
FORM 990-PF, PART II, LINE 10C  
INVESTMENTS HELD AT JP MORGAN CHASE

Description	Qty	Cost	Market Value
CITIGROUP INC. DTD 12/13/2012	150,000	161,839	140,294
JPM Short Duration Bond	118,669	1,300,408	1,292,302
MERRILL LYNCH & CO. DTD 5/16/06	200,000	219,000	220,778
GOLDMAN SACHS GROUP INC.	5,800	150,568	129,282
	<b>TOTAL</b>	<b>1,831,816</b>	<b>1,782,656</b>

THE GEOFFREY BEENE FOUNDATION  
43-6936635  
FORM 990-PF, PART II  
INVESTMENTS HELD AT CAPITAL GROUP LLC

Description	Qty	Cost	Market Value
<b>US Government Obligations</b>			
FHLB 1 875% 3-13-20	105,000	103,474	101,222
FHLMC 1 75% 05/30/19	100,000	99,216	98,230
FHMS K013 A2 3 974% 01/25/21	15,000	15,956	15,857
FHMS K705 A2 (NF) 2 303% 09/25/18	35,000	35,046	35,376
FNA 12-M2 A2 2 717% 02/25/22	20,000	19,228	19,244
FNMA 1 25% 01/30/17	250,000	251,163	253,008
US Treasury Bond 4 0% 02/15/2015	240,000	252,495	250,181
US Treasury Bond 7 25% 05/15/2016	85,000	100,858	98,414
US Treasury I/L FRN 0 125% 01-15-23	25,297	24,858	23,892
US Treasury I/L FRN 0 125% 04/15/16	142,850	147,495	146,679
US Treasury I/L FRN 0.375% 07-15-23	25,091	24,792	24,199
US Treasury Notes 0.375% 03-15-16	500,000	498,523	499,220
US Treasury Notes 1.5% 06/30/16	245,000	251,489	250,647
US Treasury Notes 1.5% 07/31/16	195,000	199,876	199,448
US Treasury Notes 1.875% 08/31/17	240,000	247,951	246,374
US Treasury Notes 2.125% 08/15/21	175,000	173,791	169,531
US Treasury Notes 2.375% 05-31-18	335,000	352,088	347,747
US Treasury Notes 2.50% 08/15/2023	50,000	48,530	48,016
US Treasury Notes 2.75% 11-15-23	20,000	19,785	19,566
US Treasury Notes 4.5% 05/15/17	155,000	175,556	172,971
		<b>3,042,170</b>	<b>3,019,820</b>
<b>Corporate Bonds</b>			
BSCMS 06-PW13AAB5.53% 09/11/41	22,234	22,232	22,219
CSMC 06-C4 A3 5.467% 09-15-39/8-15-16	23,414	25,610	25,470
CSMC 07-C5A4 Var 09-15-40/17	80,000	89,525	88,350
FGLMC 3.0 TBA 01/14 01/01/44	50,000	47,426	47,360
FNCI 2.5 AB7084 85K MAX 11-01-27	110,615	111,542	109,851
FNCI 3.0 AL2908 08-01-27	150,313	154,094	153,557
FNCL 5.0 AI5236 MHA 06-01-41	77,715	84,841	84,819
FNMA Pool # AU6677 2.50% 09/01/2028	197,477	193,713	195,668
Freddie Mac Ser 3272 CL PA 6% 02/15/2037	25,566	28,336	28,094
LBUBS 07-C2 A1A 5.387% 02-15-40	25,242	28,117	27,867
MLCFC 06-4 AM 5.204% 12/12/49/11-12-16	25,000	27,313	27,300
WBCMT 07-C31 AM 5.59% 04-15-47	50,000	53,783	54,440
ABBVIE INC 2.90% 11/06/2022	20,000	18,706	18,693
AIG Group SR Unsec 4.125% 02-15-24	25,000	25,050	24,855
Altria Group Inc Sr Unsec \$% 01-31-24	20,000	19,876	19,548
Anheuser-Busch Inbev Sr Unsec frn 07/14/2014	10,000	10,022	10,020
AvalonBay Communities Inc Sr Unsec 3.625 10-01-20	10,000	10,003	10,109
Bank of America Corp SR Unsec 2.6% 01-15-19	25,000	24,996	25,140

Berkshire Hathaway Sr Unsec 2.0% 08/15/18	25,000	25,004	25,015
BHP Billiton Fin Sr Unsec 1.625% 2/24/17	10,000	10,027	10,027
BNP Paribas Frn Sr Unsec (L59) 12-12-16	20,000	20,000	20,044
Chevron Corp Sr Unsec 1.718% 06-24-18	15,000	14,948	14,943
Citigroup Inc Sr Unsec 2.5% 09-26-18	20,000	19,912	20,101
Coca-Cola CO Sr Unsec 2.45% 11-01-20	25,000	24,965	24,283
Comcast Corp New NT 5.7% Due 05/15/2018	15,000	17,574	17,224
Corporate Office Prop LP Sr Unsec 5.25% 02-15-24	25,000	24,696	25,394
Devon Energy Corp Sr Unsec 2.25% 12-15-18	10,000	9,983	9,895
Devon Energy Corp Sr Unsec 3.25% 05/15/22	10,000	9,682	9,536
Dow Chemical Sr Unsec 4.125% 11/15/21	10,000	10,425	10,330
Duke Energy Corp Sr Unsec 3.95% 10-15-23	40,000	40,050	40,012
Enbridge Inc 5.60% 04/01/17	20,000	22,295	22,160
Enbridge Inc Sr Unsec 4.0% 10-01-23	20,000	19,800	19,641
ERP Operating Lp Sr Unsec 4.625% 12-15-21	25,000	26,469	26,357
General Elec Cap Corp Unsec 3.1% 1-9-23	30,000	28,134	28,463
General Electric Co 5.25 12/06/17	20,000	22,824	22,639
Gilead Sciences Inc Unsec 4.4% 12-1-21	15,000	16,170	16,019
Glaxosmithkline Capital Plc Sr Unsec 0.75% 05/08/2015	10,000	10,041	10,043
Goldman Sachs Group Sr Unsec 2.9% 07-19-18	20,000	20,050	20,353
Intercontinental Exchange Sr Unsec 4.0% 10-15-23	25,000	24,946	25,148
JP Morgan Chas3e Sr Unsec 1.625% 05-15-18	20,000	19,442	19,584
Kinder Morgan Engy Unsec 3.95% 9-1-22	25,000	24,881	24,362
Medco Health Solutions Sr Unsec 4.125% 09/15/2020	15,000	15,554	15,532
Novartis Capital Corp Sr Unsec 2.9% 04/24/15	20,000	20,787	20,667
Oracle Corp Sr Unsec 2.375% 01-15-19	15,000	15,110	15,134
Pacificorp 5.65% 07/15/18	20,000	23,319	22,974
Petrobras Sr Unsec 3.0% 01-15-19	15,000	14,010	14,075
Proctor & Gamble Co Sr Unsec 1.8% 11/15/15	25,000	25,658	25,578
Progress Energy Inc Sr Unsec 7.05% 03-15-19	20,000	24,185	23,972
Prologis Inc Sr Unsec 2.75% 02/15/19	10,000	9,997	9,931
Prologis Inc Sr Unsec 3.35% 02/01/21	25,000	24,996	24,278
Prudential Financial Inc Frn Sr Unsec (L+78) 08-15-18	20,000	20,000	20,063
Rio Tinto Finance Sr Unsec 2.25% 12-14-18	15,000	14,740	14,926
Royal Bk of Scotland Sr Unsec 4.375% 03/16/16	25,000	26,642	26,680
Simon Property Group 5.25% 12/01/16	25,000	27,903	27,672
Starbucks Corp Sr Unsec 2.0% 12-05-18	10,000	9,979	9,914
Statoil Asa Sr Unsec 2.45% 01-17-23	15,000	13,923	13,700
Time Warner Inc Sr Unsec 4.05% 12-15-23	15,000	14,955	14,956
Transocean Inc Sr Unsec 3.80% 10/15/22	15,000	13,729	14,217
United Health Group Sr Unsec 2.75% 02-15-23	15,000	13,967	13,735
Verizon Communications Sr Unsec 5.15% 09-15-23	33,000	32,893	35,500
Viacom Inc Sr Unsec 2.5% 09-01-18	25,000	24,853	25,202
Wellpoint Inc Sr Unsec 2.3% 07-15-18	10,000	9,958	9,921
Wells Fargo Co Hld Frn Sr Unsec 0.52375%	15,000	14,959	14,995
Williams Partners LP Sr Unsec 4.5% 11-15-23	40,000	39,758	39,728
		<hr/>	<hr/>
		1,889,379	1,888,279

**TOTAL**

**4,931,549**

**4,908,099**

THE GEOFFREY BEENE FOUNDATION  
43-6936635  
FORM 990-PF, PART II  
INVESTMENTS HELD AT SANFORD BERNSTEIN (SB)

Description	Qty	Cost	Market Value
<b>Corporate Bonds</b>			
Bernstein Short Duration	760493	8,960,834	8,944,885
<b>Corporate Stocks</b>			
Alliance Bernstein Discovery Value Fund	2602	41,890	56,519
Alliance Bernstein Discovery Growth Fund	6272	43,901	61,649
Bernstein Emerging Markets	4866	190,456	133,094
Bernstein International	24942	509,210	407,549
Affiliated Managers Group	70	8,908	15,182
Allergan Inc.	275	27,613	30,547
Altria Group Inc	425	12,738	16,316
Amazon	60	13,464	23,927
Amdocs Ltd	600	22,064	24,744
American Express Company	325	23,669	29,487
American International Group	700	31,273	35,735
American Tower Corp.	250	19,105	19,955
Amphenol Corp	175	14,128	15,607
ANSYS Inc	300	18,195	26,160
Aon Plc	250	18,831	20,973
Apple Inc	110	41,234	61,722
Assurant Inc.	125	8,102	8,296
AT&T Inc	225	7,358	7,911
Bank of America	2300	24,415	35,811
Becton Dickinson & Co	175	13,461	19,336
Berkshire Hathaway Inc Del	150	12,726	17,784
BioGen Idec Inc	105	15,468	29,374
Boeing Co	200	18,833	27,298
Capital One Financial Corp	325	17,804	24,898
CBS Corp	475	23,037	30,277
Celgene Corp	100	12,234	16,896
Chevron Corporation	125	13,479	15,614
Chipotle Mexican Grill Inc	25	8,861	13,320
Chubb Corp	200	17,541	19,326
CIT Group Inc	400	14,390	20,852
Citigroup Inc	750	27,086	39,083
Cognizant Technology Solutions	350	25,761	35,343
Comcast Corp	475	12,031	24,683
Conagra Foods Inc.	700	21,669	23,590
Costco Wholesale Corp	225	26,323	26,777

CVS Caremark Corp	275	18,064	19,682
Danaher Corp	550	27,145	42,460
Eaton Corporation PLC	175	7,804	13,321
Ebay Inc	300	14,164	16,467
Electronic Arts Inc.	800	19,457	18,352
Everest RE Group Ltd.	125	15,900	19,484
FEDEX Corp	75	10,303	10,783
Fidelity National Information Services Inc	450	15,080	24,156
Ford Motor Co	1600	17,394	24,688
Gannett Co Inc	500	13,153	14,790
General Motors Co	350	13,717	14,305
Genworth Financial Inc.	900	10,211	13,977
Gilead Sciences Inc	300	15,537	22,545
Google Inc	40	23,979	44,828
Halliburton Company	275	13,353	13,956
Hasbro Inc.	200	10,039	11,002
Health Net Inc	200	5,662	5,934
Hess Corp	350	28,353	29,050
Hewlett Packard Co	1300	34,765	36,374
Home Depot Inc	425	22,708	34,995
Illinois Tool Works Inc	350	23,306	29,428
Intercontinentalexchange Group	155	20,637	34,863
International Business Machines Corp	95	18,829	17,819
Johnson & Johnson	400	24,855	36,636
JPMorgan Chase & Co	350	15,138	20,468
Kinder Morgan	300	10,271	10,800
Kroger Co	850	18,943	33,601
Liberty Media Corporation	100	11,192	14,645
Lincoln National Corp	550	25,438	28,391
LinkedIn	45	4,427	9,757
LyondellBasell Industries	300	9,364	24,084
Macys Inc	325	11,129	17,355
Marathon Pete Corp	275	22,947	25,226
Mcdonalds Corp	125	11,306	12,129
Mead Johnson Nutrition	350	29,520	29,316
MedTronic Inc	425	18,433	24,391
Merck & Co Inc	150	6,689	7,508
Microsoft Corp	450	13,553	16,844
Monsanto Co	150	15,368	17,483
Nike Inc.	200	15,701	15,728
Noble Energy Inc	300	25,930	20,433
Occidental Pete Corp	325	29,609	30,908
Parker Hannifin Corp	200	21,611	25,728
Partnerre LTD	150	12,060	15,815
Patterson Companies Inc.	300	11,613	12,360
Pepsico Inc	100	8,145	8,294
Pfizer Inc	2000	36,705	61,260

Philip Morris International Inc	250	21,897	21,783
Polaris Industries Inc.	75	9,727	10,923
Precision Castparts Corp	95	15,172	25,584
Priceline Inc	25	18,407	29,060
PulteGroup Inc	850	12,759	17,315
Raytheon Co	175	14,038	15,873
Regal Entertainment Group	475	9,073	9,239
Reynolds American Inc	200	8,323	9,998
Schlumberger Ltd	475	37,313	42,802
Sherwin Williams Co	105	13,694	19,268
Starbucks Corp	275	9,886	21,557
Time Warner Inc	350	13,667	24,402
TJX Companies Inc	550	24,691	35,052
Union Pacific Corp	200	23,604	33,600
Valero Energy Corp	500	19,443	25,200
Verisk Analytics Inc	150	9,939	9,858
Verizon Communications	400	18,140	19,656
Vertex Pharmaceuticals Inc	100	4,607	7,430
Viacom Inc	300	13,979	26,202
Visa Inc	140	17,060	31,175
WW Grainger Inc	95	23,975	24,265
Wal-Mart Stores Inc	300	19,948	23,607
Walt Disney Co	250	8,991	19,100
Wells Fargo & Co	900	28,870	40,860
Accrued Interest			2,859
		<b>2,563,968</b>	<b>2,994,722</b>

**US Government Obligations**

US Treasury Bills	1703000	1,702,828	1,702,983
		<b>13,227,630</b>	<b>13,642,590</b>

**TOTAL**