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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*.

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 Morton K and Jane Blaustein Foundation Inc

A Employer identification number
52-1607300

Number and street (or P O box number if mail is not delivered to street address) AFS One South Street | Room/suite

B Telephone number (see instructions)
(410) 347-7201

City or town, state or province, country, and ZIP or foreign postal code
Baltimore, MD 21202

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☑ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 60,332,048

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ________
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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))

	Line	Description	(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)	250,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	407	407		
	4	Dividends and interest from securities	930,285	930,285		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,168,876			
	b	Gross sales price for all assets on line 6a 11,668,683				
	7	Capital gain net income (from Part IV, line 2)		3,168,876		
	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)	1,706,036	-782,392		
	12	**Total.** Add lines 1 through 11	6,055,604	3,317,176		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages	155,065			155,065
	15	Pension plans, employee benefits	59,238			59,238
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	72,000	21,600		50,400
	c	Other professional fees (attach schedule)	106,610	106,610		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	102,129	2,129		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	22,052			22,052
	21	Travel, conferences, and meetings	5,451			5,451
	22	Printing and publications				
	23	Other expenses (attach schedule)	9,622			9,622
	24	**Total operating and administrative expenses.** Add lines 13 through 23	532,167	130,339		301,828
	25	Contributions, gifts, grants paid	2,812,950			2,812,950
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,345,117	130,339		3,114,778
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,710,487			
	b	**Net investment income** (if negative, enter -0-)		3,186,837		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	69,441		
	2	Savings and temporary cash investments	3,147,706	2,397,338	2,397,338
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	1,374,766		
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	44,742,855	49,647,917	57,934,710
	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)	49,334,768	52,045,255	60,332,048
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		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	49,334,768	52,045,255	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	49,334,768	52,045,255	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	49,334,768	52,045,255	

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	49,334,768
2	Enter amount from Part I, line 27a	2	2,710,487
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	52,045,255
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	52,045,255

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	3,168,876
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	161,808

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	3,095,688	51,310,364	0 06033
2011	3,413,764	52,317,204	0 06525
2010	2,741,945	48,506,491	0 05653
2009	3,093,841	42,431,523	0 07291
2008	4,103,348	56,103,478	0 07314

2	**Total** of line 1, column (d)	2	0 32816
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 06563
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	55,298,798
5	Multiply line 4 by line 3	5	3,629,426
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	31,868
7	Add lines 5 and 6	7	3,661,294
8	Enter qualifying distributions from Part XII, line 4	8	3,114,778

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	63,737
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	63,737
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	63,737
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 60,986		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 35,000		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	95,986
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	32,249
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 32,249 **Refunded** ▶		11	

Part VII-A **Statements Regarding Activities**

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶www blaufund org

14 The books are in care of ▶Sandra L Glock CPA Telephone no ▶(410) 347-7114

Located at ▶AFS One South Street Ste 2950 Baltimore MD ZIP+4 ▶212023298

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ | 15 | |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶ CJ			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
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 ☑ No			
	If "Yes," list the years ▶ 20___, 20___, 20___, 20___			
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)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		No

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
See Attached Schedule One South Street Ste 2950 Baltimore, MD 212023298	See attached 0 00	0		

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Tanya Herbick One South Street Suite 2900 Baltimore, MD 21202	Prog Officer 37 50	103,185	35,735	
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
Atapco Financial Services Inc One South Street Suite 2950 Baltimore, MD 21202	Acct, Tax & Invest	72,000
Neuberger Berman Income Plus Fd LP via K-1 605 Third Avenue 2nd Floor New York, NY 10158	Investment Managemt	50,392
Pavilion Advisory Group 500 West Madison St 2740 Chicago, IL 60661	Investment Managemt	50,614
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	52,237,169
b	Average of monthly cash balances	1b	3,903,743
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	56,140,912
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	56,140,912
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	842,114
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	55,298,798
6	**Minimum investment return.** Enter 5% of line 5	6	2,764,940

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	2,764,940
2a	Tax on investment income for 2013 from Part VI, line 5	2a	63,737		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	63,737
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,701,203
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,701,203
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	2,701,203

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	3,114,778
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	3,114,778
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	3,114,778

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				2,701,203
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. 1,315,918				
b From 2009. 988,361				
c From 2010. 365,259				
d From 2011. 809,050				
e From 2012. 590,158				
f Total of lines 3a through e.	4,068,746			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 3,114,778				
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).	0			
d Applied to 2013 distributable amount.				2,701,203
e Remaining amount distributed out of corpus	413,575			
5 Excess distributions carryover applied to 2013				
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,482,321			
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) . . .	1,315,918			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,166,403			
10 Analysis of line 9				
a Excess from 2009. . . . 988,361				
b Excess from 2010. . . . 365,259				
c Excess from 2011. . . . 809,050				
d Excess from 2012. . . . 590,158				
e Excess from 2013. . . . 413,575				

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

Mary Jane Blaustein President
BPG One South Street Ste 2900
Baltimore, MD 212023334
(410) 347-7201

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

Letter

c Any submission deadlines

None

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

This organization does not make gifts or grants to individuals

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See attached statement, MD 21202	N/A	501c3	Unrestricted Gift	2,812,950
Total . . . . ▶ **3a**				2,812,950
b *Approved for future payment*				
See attached statement, MD 21202	N/A	501c3	Unrestricted Gift	806,500
Total . . . . ▶ **3b**				806,500

Part XVI-A Analysis of Income-Producing Activities

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			14	407	
4 Dividends and interest from securities. . . .			14	930,285	
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			18	3,168,876	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a See Additional Data Table					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		285,811		5,519,793	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 5,805,604

(See worksheet in line 13 instructions to verify calculations)

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

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

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-11-14 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Sandra L Glock				P00251373
Firm's name ▶ ATAPCO FINANCIAL SERVICES INC			Firm's EIN ▶	
Firm's address ▶ One South Street Ste 2950 Baltimore, MD 212023298			Phone no (410) 347-7120	

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a Advisory Research	900000		18	142,256	
b BGI Equity	900000		18	-901	
c Commonfund Intl Vent VI	900000	23	18	28,735	
d Commonfund PEP V	900000	1,009	18	-57,086	
e Commonfund PEP VII	900000	-99	18	6,242	
f Commonfund Venture Pt VI	900000	-188	18	-152,401	
g Commonfund Venture VIII	900000	-80	18	4,457	
h Flag International	900000		18	50,707	
i Flag Intl Partners II	900000		18	61,953	
j Flag Priv Eq III	900000	-1,439	18	71,827	
k Flag Priv Eq IV	900000	-5,589	18	54,065	
l Flag Venture VI	900000	763	18	250,633	
m Neuberger Berman	900000	279,424	18	820,592	
n Oaktree Real Estate Fd V	900000	11,778	18	138,512	
o Sigular Guff	900000	209	18	7,217	
p Spur Ventures III	900000		18	-6,583	

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*.

OMB No 1545-0047

2013

Name of the organization
The Morton K and Jane Blaustein Foundation Inc

Employer identification number
52-1607300

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 $33\frac{1}{3}$% 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
The Morton K and Jane Blaustein Foundation Inc

Employer identification number
52-1607300

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	Lord Baltimore Capital Corp 6225 Smith Avenue Suite B-100 Baltimore, MD 212093623	$ 250,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
The Morton K and Jane Blaustein Foundation Inc

Employer identification number
52-1607300

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
The Morton K and Jane Blaustein Foundation Inc

Employer identification number
52-1607300

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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TY 2013 Accounting Fees Schedule

Name: The Morton K and Jane Blaustein Foundation Inc

EIN: 52-1607300

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Atapco Financial Services	72,000	21,600	0	50,400

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TY 2013 Contractor Compensation Explanation

Name: The Morton K and Jane Blaustein Foundation Inc

EIN: 52-1607300

Software ID: 13000170

Software Version: 2013v3.1

Contractor	Explanation
Atapco Financial Services Inc	
Neuberger Berman Income Plus Fd LP via K-1	
Pavilion Advisory Group	

TY 2013 Other Expenses Schedule

Name: The Morton K and Jane Blaustein Foundation Inc

EIN: 52-1607300

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank charges	226			226
Dues & Subscriptions	39			39
Equipment & Equipment Maintenance	4,754			4,754
Miscellaneous	18			18
Office Renovations	2,849			2,849
Supplies	489			489
Telephone	1,122			1,122
Web Site Support	125			125

TY 2013 Other Income Schedule

Name: The Morton K and Jane Blaustein Foundation Inc

EIN: 52-1607300

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Advisory Research	142,256	-26,203	
BGI Equity	-901	-901	
Commonfund Intl Vent VI	28,758	-16,064	
Commonfund PEP V	-56,077	-6,731	
Commonfund PEP VII	6,143	-10,932	
Commonfund Venture Pt VI	-152,589	-7,598	
Commonfund Venture VIII	4,377	-13,963	
Flag International	50,707	-22,222	
Flag Intl Partners II	61,953	-22,379	
Flag Priv Eq III	70,388	-15,510	
Flag Priv Eq IV	48,476	-15,895	
Flag Venture VI	251,396	-25,600	
Neuberger Berman	1,100,016	-511,678	
Oaktree Real Estate Fd V	150,290	-68,433	
Sigular Guff	7,426	9,416	
Spur Ventures III	-6,583	-27,699	

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TY 2013 Other Professional Fees Schedule

Name: The Morton K and Jane Blaustein Foundation Inc

EIN: 52-1607300

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Advisory Research	2,500	2,500	0	0
BGI EQ	31,250	31,250	0	0
Coller International	3,586	3,586	0	0
JP Morgan RB	18,660	18,660	0	0
Pavilion Advisory	50,614	50,614	0	0

TY 2013 Taxes Schedule

Name: The Morton K and Jane Blaustein Foundation Inc

EIN: 52-1607300

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax CY payment	60,000			
Excise tax PY payments	40,000			
Foreign Tax	2,125	2,125		
State Taxes Withheld	4	4		

The Morton K. and Jane Blaustein Foundation, Inc.
Form 990-PF
December 31, 2013
FEIN 52-1607300

Page 6 - Part VIII - Information about Officers, Directors, Trustees, Managers, ...

Name & Address	Title and Average Hours per Week	Compensation	Other Contrib.	Expense Acct.
Mary Jane Blaustein One South Street Suite 2950 Baltimore, MD 21202-3298	Trustee & President Varies	None	None	None
Susan Blaustein One South Street Suite 2950 Baltimore, MD 21202-3298	Trustee & Vice President Varies	None	None	None
Jeanne P Blaustein One South Street Suite 2950 Baltimore, MD 21202-3298	Trustee & Vice President Varies	None	None	None
Alan Berlow One South Street Suite 2950 Baltimore, MD 21202-3298	Trustee & Vice President Varies	None	None	None
Peter Bokor One South Street Suite 2950 Baltimore, MD 21202-3298	Trustee & Vice President Varies	None	None	None
Jill R Robinson One South Street Suite 2950 Baltimore, MD 21202-3298	Secretary Varies	None	None	None
Anne Patterson One South Street Suite 2950 Baltimore, MD 21202-3298	Treasurer Varies	None	None	None
Sandra Glock One South Street Suite 2950 Baltimore, MD 21202-3298	Assistant Treasurer Varies	None	None	None

THE MORTON K. AND JANE BLAUSTEIN FOUNDATION, INC.
1 SOUTH STREET, SUITE 2900 BALTIMORE, MD 21202
FORM 990-PF FOR CALENDAR YEAR 2013
52-1607300

PAGE 11, PART XV, LINE 3A – CONTRIBUTIONS, GIFTS, GRANTS, ETC , PAID DURING THE YEAR

Status	Organization Name	Purpose	City, State	Amount
PC	Advocates for Children of New York, Inc.	renewed support for the Pro Bono Partners project	New York, NY	$40,000
PC	Alliance For Open Society International Inc	renewed support for a campaign to reduce the number of youth tried as adults and detained pre-trial at the Baltimore City Detention Center	Baltimore, MD	75,000
PC	American Jewish World Service	renewed support for grassroots efforts to promote sustainable development, health, education and human rights in marginalized communities in the developing world	New York, NY	25,000
PC	American Visionary Art Museum, Inc.	support for the museum's education program	Baltimore, MD	20,000
PC	The Associated Jewish Community Federation of Baltimore	renewed support for the Annual Campaign	Baltimore, MD	100,000
PC	The Association of Baltimore Area Grantmakers	renewed general support through membership	Baltimore, MD	5,750
PC	Baltimore Community Foundation, Inc.	renewed support for the Middle Grades Partnership	Baltimore, MD	75,000
PC	Bend the Arc: A Jewish Partnership for Justice	renewed general support	New York, NY	50,000
PC	B'More Clubhouse, Inc.	renewed general support	Baltimore, MD	30,000
PC	Brandeis University	renewed general support for the Schuster Institute for Investigative Journalism	Waltham, MA	25,000
PC	Bread for the City	renewed general support to enhance primary care service capacity	Washington, DC	65,000
PC	Bread for the City	general support for a year-end matching grant drive	Washington, DC	25,000

PAGE 11, PART XV, LINE 3A – CONTRIBUTIONS, GIFTS, GRANTS, ETC , PAID DURING THE YEAR

Status	Organization Name	Purpose	City, State	Amount
PC	Capital Area Immigrants' Rights Coalition	renewed support for pro bono legal representation and advocacy on behalf of detained immigrants in Maryland	Washington, DC	$50,000
PC	CASA de Maryland, Inc.	support for immigrant youth advocacy	Langley Park, MD	50,000
PC	Center for Inspired Teaching	support for Baltimore and DC based teacher training based on progressive educational practices	Washington, DC	45,000
PC	Committee to Protect Journalists, Inc.	renewed general support	New York, NY	25,000
PC	Comprehensive Development, Inc.	renewed support for the Legal Information Clinic for students at the Manhattan Comprehensive Night & Day School	New York, NY	35,000
PC	Congregation B'nai Jeshurun	support for capacity building and board governance	New York, NY	50,000
PC	The Constitution Project	renewed general support	Washington, DC	40,000
PC	The Constitution Project	general support	Washington, DC	37,500
PC	Creative Alternatives of New York	renewed support for drama therapy programs as part of a matching grant request	New York, NY	20,000
PC	Equal Justice Initiative of Alabama, Inc.	renewed support for the organization's efforts around fair justice procedures, especially for juveniles	Montgomery, AL	100,000
PC	Feeding America	general support	Washington, DC	18,750
PC	The Fund for Investigative Journalism, Inc.	general support to help the organization's efforts to sustain investigative journalism	Washington, DC	25,000

PAGE 11, PART XV, LINE 3A – CONTRIBUTIONS, GIFTS, GRANTS, ETC , PAID DURING THE YEAR

Status	Organization Name	Purpose	City, State	Amount
PC	The Fund for New Citizens at the New York Community Trust	renewed general support for a regranting program focusing on legal assistance programs for immigrants and refugees	New York, NY	$75,000
PC	The Fund for Public Schools	renewed support for a collaborative summer learning initiative in the South Bronx	New York, NY	75,000
PC	Fusion Partnerships, Inc.	support for the expansion of an established meditation program in organizations serving vulnerable women and children	Baltimore, MD	50,000
PC	Health Care for the Homeless, Inc.	renewed support for a pediatric and adolescent clinic for homeless children in Baltimore	Baltimore, MD	65,000
PC	Immigration Equality	renewed general support to assist LGBT immigrants seeking asylum in the U.S.	New York, NY	40,000
PC	Institute for Jewish Spirituality	renewed general support	New York, NY	50,000
PC	Jewish Funders Network	support for the Jewish Social Justice Matching Fund, a collaborative fund initiated by the Nathan Cummings Foundation	New York, NY	50,000
PC	Jewish Funders Network	general support through membership	New York, NY	2,500
PC	The Jewish Museum of Maryland	support for 'Passages Through Fire'	Baltimore, MD	10,000
PC	Johns Hopkins Hospital	support for research	Baltimore, MD	50,000
PC	Judge David L. Bazelon Center for Mental Health Law	renewed general support	Washington, DC	70,000
PC	KBY Congregations Together, Inc.	renewed support for social justice projects	Brooklyn, NY	25,000
PC	Kids In Need of Defense	renewed support for the Baltimore field office	Washington, DC	25,000
PC	Life's Door, Inc.	renewed support to continue to expand the profession of spiritual care providers	Brooklyn, NY	25,000

PAGE 11, PART XV, LINE 3A – CONTRIBUTIONS, GIFTS, GRANTS, ETC , PAID DURING THE YEAR

Status	Organization Name	Purpose	City, State	Amount
PC	LitWorld	renewed general support	New York, NY	$50,000
PC	Maryland Disability Law Center	support to expand advocacy on behalf of youth with educational or mental disabilities	Baltimore, MD	75,000
PC	Medecins Sans Frontieres USA, Inc.	renewed general support	New York, NY	50,000
PC	Mental Health Association of Maryland, Inc.	renewed support for the Maryland Mental Health Coalition and the Mental Health Parity Project	Lutherville, MD	35,000
PC	The Nation Institute	renewed support for The Investigative Fund	New York, NY	25,000
PC	National Coalition for the Homeless	general support	Washington, DC	18,750
PC	National Council on Teacher Quality	renewed support for the Council's 'Teacher Prep Review' which rates schools of education	Washington, DC	31,500
PC	National Summer Learning Association	renewed support to advance summer learning systems in Baltimore	Baltimore, MD	65,000
PC	New Israel Fund	renewed support to promote equality, human rights and democracy in Israel	Washington, DC	25,000
PC	New Leaders	renewed support to recruit and train high-caliber principals for Baltimore City public schools	New York, NY	50,000
PC	New York Community Trust	renewed support for the Donor's Education Collaborative - a regranting effort to ensure that NYC public schools are equitable and responsive to the needs of all children	New York, NY	50,000
PC	Peer Health Exchange	renewed support to expand Peer Health Education's program in DC public high schools	San Francisco, CA	50,000

THE MORTON K. AND JANE BLAUSTEIN FOUNDATION, INC.
1 SOUTH STREET, SUITE 2900 BALTIMORE, MD 21202
FORM 990-PF FOR CALENDAR YEAR 2013
52-1607300

PAGE 11, PART XV, LINE 3A – CONTRIBUTIONS, GIFTS, GRANTS, ETC , PAID DURING THE YEAR

Status	**Organization Name**	Purpose	**City, State**	**Amount**
PC	Peer Health Exchange	renewed support for a volunteer program that trains college students to provide comprehensive health education to high school students in New York City	San Francisco, CA	$50,000
PC	Philanthropy New York	general support through membership	New York, NY	1,200
PC	Physicians for Human Rights	renewed general support to use medical, scientific and public health expertise to investigate and stop gross violations of human rights	Cambridge, MA	75,000
PC	Primary Care Development Corporation	support to develop a curriculum that will train staff at community health centers to understand and adapt their roles and responsibilities for the new Patient Centered Medical Home model	New York, NY	60,000
PC	Proteus Fund	general support through membership in the International Human Rights Funders Group	Amherst, MA	2,000
PC	Refugee and Immigrant Fund, Inc.	renewed support for legal consultations and briefings at RIF's Asylum Help Center	Astoria, NY	20,000
PC	Rockefeller Philanthropy Advisors	support for the Jonas Nurse Leaders Scholar program, supporting and advancing doctoral-level nurses	New York, NY	125,000

THE MORTON K. AND JANE BLAUSTEIN FOUNDATION, INC.
1 SOUTH STREET, SUITE 2900 BALTIMORE, MD 21202
FORM 990-PF FOR CALENDAR YEAR 2013
52-1607300

PAGE 11, PART XV, LINE 3A – CONTRIBUTIONS, GIFTS, GRANTS, ETC , PAID DURING THE YEAR

Status	**Organization Name**	Purpose	**City, State**	**Amount**
PC	The Sentencing Project	renewed general support for the organization's work reforming criminal justice policies and practice in the United States	Washington, DC	$50,000
PC	Tahirih Justice Center	renewed general support for legal advocacy on behalf of refugee women and girls fleeing gender-based violence	Falls Church, VA	40,000
PC	Tides Center	renewed support for efforts to ensure that health care reform is implemented properly and with maximum benefit for all people	San Francisco, CA	30,000
PC	U.S. Committee for Refugees and Immigrants	renewed support for the Immigrant Children's Legal Program	Arlington, VA	50,000
PC	Urban Teacher Center	renewed general support	Baltimore, MD	65,000
PC	Way Station, Inc.	support for a pilot to coordinate care for low-income people with serious and persistent health and mental health problems	Frederick, MD	75,000

TOTAL				$2,812,950
				========

THE MORTON K. AND JANE BLAUSTEIN FOUNDATION, INC.
1 SOUTH STREET, SUITE 2900 BALTIMORE, MD 21202
FORM 990-PF FOR CALENDAR YEAR 2013
52-1607300

Page 11, Part XV, Line 3b – Grants and Contributions Approved for Future Payments

Status	Organization Name	Purpose	City, State	Amount
PC	Advocates for Children of New York, Inc.	renewed support for the Pro Bono Partners project	New York, NY	$40,000
PC	Baltimore Community Foundation	renewed support for the Middle Grades Partnership	Baltimore, MD	75,000
PC	Capital Area Immigrants' Rights Coalition	renewed support for pro bono legal representation and advocacy on behalf of detained immigrants in Maryland	Washington, DC	50,000
PC	Center for Inspired Teaching	support for Baltimore and DC based teacher training based on progressive educational practices	Washington, DC	45,000
PC	Equal Justice Initiative of Alabama, Inc.	renewed support for the organization's efforts around fair justice procedures, especially for juveniles	Montgomery, AL	100,000
PC	The Fund for New Citizens at the New York Community Trust	renewed general support for a regranting program focusing on legal assistance programs for immigrants and refugees	New York, NY	75,000
PC	Fusion Partnerships, Inc.	support for the expansion of an established meditation program in organizations serving vulnerable women and children	Baltimore, MD	40,000
PC	Institute for Jewish Spirituality	renewed general support	New York, NY	50,000
PC	Jewish Funders Network	support for the Jewish Social Justice Matching Fund, a collaborative fund initiated by the Nathan Cummings Foundation	New York, NY	50,000

THE MORTON K. AND JANE BLAUSTEIN FOUNDATION, INC.
1 SOUTH STREET, SUITE 2900 BALTIMORE, MD 21202
FORM 990-PF FOR CALENDAR YEAR 2013
52-1607300

Page 11, Part XV, Line 3b – Grants and Contributions Approved for Future Payments

Status	Organization Name	Purpose	City, State	Amount
PC	National Council on Teacher Quality	renewed support for the Council's 'Teacher Prep Review' which rates schools of education	Washington, DC	$31,500
PC	New Israel Fund	renewed support to promote equality, human rights and democracy in Israel	Washington, DC	25,000
PC	Rockefeller Philanthropy Advisors	support for the Jonas Nurse Leaders Scholar program, supporting and advancing doctoral-level nurses	New York, NY	125,000
PC	The Sentencing Project	renewed general support for the organization's work reforming criminal justice policies and practice in the United States	Washington, DC	50,000
PC	U.S. Committee for Refugees and Immigrants	renewed support for the Immigrant Children's Legal Program	Arlington, VA	50,000

TOTAL				$806,500
				========

ACCT 5897 W67395009
FROM 01/01/2013
TO 12/31/2013

JPMORGAN CHASE BANK, NA
STATEMENT OF CAPITAL GAINS AND LOSSES
NORTON K AND J BLAUSTEIN FDN INC -RB

RUN 07/17/2014
08:12.35 AM

TRUST YEAR ENDING 12/31/2013

TAX PREPARER: 185
TRUST ADMINISTRATOR:
INVESTMENT OFFICER:

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
5.0000 ANSYS INC - 03662Q105 - MINOR = 31000								
SOLD		04/26/2013	389.74					
ACQ	5.0000	04/02/2012	389.74	331.27	58.47	LT	Y	F
15.0000 BEACON ROOFING SUPPLY INC - 073685109 - MINOR = 31000								
SOLD		04/26/2013	568.48					
ACQ	15.0000	04/02/2012	568.48	390.81	177.67	LT	Y	F
168.0000 BEACON ROOFING SUPPLY INC - 073685109 - MINOR = 31000								
SOLD		05/22/2013	6759.88					
ACQ	168.0000	04/02/2012	6759.88	4377.07	2382.81	LT	Y	F
227.0000 BEACON ROOFING SUPPLY INC - 073685109 - MINOR = 31000								
SOLD		05/28/2013	9462.57					
ACQ	227.0000	04/02/2012	9462.57	5914.26	3548.31	LT	Y	F
10.0000 CEPHEID INC - 15670R107 - MINOR = 31000								
SOLD		04/26/2013	383.09					
ACQ	10.0000	04/02/2012	383.09	422.62	-39.53	LT	Y	F
5.0000 CHEMED CORP - 16359R103 - MINOR = 31000								
SOLD		04/26/2013	397.94					
ACQ	5.0000	04/02/2012	397.94	319.06	78.88	LT	Y	F
10.0000 COSTAR GROUP INC - 22160N109 - MINOR = 31000								
SOLD		04/26/2013	1074.37					
ACQ	10.0000	05/30/2012	1074.37	737.85	336.52	ST	Y	C
63.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		08/09/2013	612.35					
ACQ	63.0000	04/02/2012	612.35	686.49	-74.14	LT	Y	F
32.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		08/12/2013	312.97					
ACQ	32.0000	04/02/2012	312.97	348.69	-35.72	LT	Y	F
300.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		08/13/2013	2913.10					
ACQ	300.0000	04/02/2012	2913.10	3268.98	-355.88	LT	Y	F
135.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		09/04/2013	1254.12					
ACQ	135.0000	04/02/2012	1254.12	1471.04	-216.92	LT	Y	F
179.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		09/06/2013	1693.88					
ACQ	179.0000	04/02/2012	1693.88	1950.49	-256.61	LT	Y	F
520.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		09/09/2013	5054.83					
ACQ	520.0000	04/02/2012	5054.83	5666.23	-611.40	LT	Y	F
394.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		09/10/2013	3843.28					
ACQ	394.0000	04/02/2012	3843.28	4293.26	-449.98	LT	Y	F
54.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		09/12/2013	524.44					
ACQ	54.0000	04/02/2012	524.44	588.42	-63.98	LT	Y	F
44.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		09/13/2013	424.11					
ACQ	44.0000	04/02/2012	424.11	479.45	-55.34	LT	Y	F
47.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		09/17/2013	459.90					
ACQ	47.0000	04/02/2012	459.90	512.14	-52.24	LT	Y	F
31.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		09/18/2013	308.38					
ACQ	31.0000	04/02/2012	308.38	337.79	-29.41	LT	Y	F
105.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		09/19/2013	1047.88					
ACQ	105.0000	04/02/2012	1047.88	1144.14	-96.26	LT	Y	F
60.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		09/20/2013	601.90					
ACQ	60.0000	04/02/2012	601.90	653.80	-51.90	LT	Y	F
51.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		09/23/2013	508.84					
ACQ	51.0000	04/02/2012	508.84	555.73	-46.89	LT	Y	F
19.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		09/24/2013	189.42					
ACQ	19.0000	04/02/2012	189.42	207.04	-17.62	LT	Y	F
59.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		09/25/2013	589.10					
ACQ	59.0000	04/02/2012	589.10	642.90	-53.80	LT	Y	F
83.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		09/26/2013	826.85					
ACQ	83.0000	04/02/2012	826.85	904.41	-77.56	LT	Y	F
31.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		09/27/2013	308.63					
ACQ	31.0000	04/02/2012	308.63	337.79	-29.16	LT	Y	F
48.0000 DIGI INTERNATIONAL INCORPORATED - 253798102 - MINOR = 31000								
SOLD		09/30/2013	478.11					
ACQ	48.0000	04/02/2012	478.11	523.04	-44.93	LT	Y	F
50.0000 ECHO GLOBAL LOGISTICS INC - 27875T101								
SOLD		04/26/2013	907.47					
ACQ	50.0000	06/11/2012	907.47	918.25	-10.78	ST	Y	C
15.0000 FASTENAL CO - 311900104 - MINOR = 31000								
SOLD		04/26/2013	743.23					
ACQ	15.0000	04/02/2012	743.23	819.42	-76.19	LT	Y	F

TRUST YEAR ENDING 12/31/2013

TAX PREPARER: TBS
TRUST ADMINISTRATOR:
INVESTMENT OFFICER:

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	
5.0000 FISERV INC - 337738108 - MINOR = 31000								
SOLD		04/26/2013	451.38					
ACQ	5.0000	04/02/2012	451.38	352.74	98.64	LT	Y	F
20.0000 GENTEX CORP - 371901109 - MINOR = 31000								
SOLD		04/26/2013	439.19					
ACQ	20.0000	04/02/2012	439.19	504 19	-65 00	LT	Y	F
15.0000 HORMEL FOODS CORP - 440452100 - MINOR = 31001								
SOLD		04/26/2013	617.23					
ACQ	15.0000	04/02/2012	617.23	445.20	172.03	LT	Y	F
272.0000 HORMEL FOODS CORP - 440452100 - MINOR = 31001								
SOLD		10/25/2013	11845.01					
ACQ	272.0000	04/02/2012	11845.01	8072.88	3772.13	LT	Y	F
219.0000 HORMEL FOODS CORP - 440452100 - MINOR = 31001								
SOLD		10/25/2013	9536.19					
ACQ	219.0000	04/02/2012	9536.19	6499.85	3036.34	LT	Y	F
984.0000 HORMEL FOODS CORP - 440452100 - MINOR = 31001								
SOLD		10/28/2013	42863.57					
ACQ	984.0000	04/02/2012	42863.57	29204.82	13659.75	LT	Y	F
5 0000 IHS INC - 451734107 - MINOR = 3101								
SOLD		04/26/2013	481.09					
ACQ	5.0000	04/02/2013	481.09	470 11	10 98	LT	Y	F
.0000 KINDER MORGAN MANAGEMENT LLC - 49455U100 - MINOR = 31000								
SOLD		02/28/2013	57.86					
ACQ	.0000		57 86	0.00	57.86	LT	Y	F
CHANGED 05/09/13 AW4								
15.0000 KINDER MORGAN MANAGEMENT LLC - 49455U100 - MINOR = 31000								
SOLD		04/26/2013	1308.42					
ACQ	15.0000	04/02/2012	1308.42	1063.45	244 97	LT	Y	F
0000 KINDER MORGAN MANAGEMENT LLC - 49455U100 - MINOR = 31000								
SOLD		05/30/2013	30.52					
ACQ	.0000		30.52	0 00	30.52	LT	Y	F
CHANGED 06/21/13 AW4								
0000 KINDER MORGAN MANAGEMENT LLC - 49455U100 - MINOR = 31000								
SOLD		08/23/2013	55.33					
ACQ	.0000		55.33	0.00	55.33	LT	Y	F
CHANGED 08/26/13 AW4								
.0000 KINDER MORGAN MANAGEMENT LLC - 49455U100 - MINOR = 31000								
SOLD		12/10/2013	56.90					
ACQ	0000		56.90	0.00	56.90	LT	Y	F
CHANGED 12/16/13 AW4								
25.0000 LKQ CORP - 501889208 - MINOR = 31000								
SOLD		04/26/2013	571.48					
ACQ	25.0000	04/02/2012	571.48	397.28	174.20	LT	Y	F
15.0000 MDU RESOURCES GROUP, INC. (DEL) - 552690109 - MINOR = 31001								
SOLD		04/26/2013	361.04					
ACQ	15.0000	04/02/2012	361.04	340.06	20.98	LT	Y	F
230.0000 MAXIMUS INC - 577933104 - MINOR = 31000								
SOLD		02/12/2013	16440 81					
ACQ	230.0000	04/02/2012	16440.81	9456.61	6984 20	ST	Y	C
75.0000 MOBILE MINI INC - 60740F105 - MINOR = 31001								
SOLD		12/02/2013	2963.74					
ACQ	75.0000	04/02/2012	2963.74	1607.39	1356.35	LT	Y	F
62.0000 MOBILE MINI INC - 60740F105 - MINOR = 31001								
SOLD		12/03/2013	2398.65					
ACQ	62.0000	04/02/2012	2398.65	1328.78	1069.87	LT	Y	F
36 0000 MOBILE MINI INC - 60740F105 - MINOR = 31001								
SOLD		12/05/2013	1363 28					
ACQ	36.0000	04/02/2012	1363.28	771.55	591 73	LT	Y	F
96.0000 MOBILE MINI INC - 60740F105 - MINOR = 31001								
SOLD		12/06/2013	3625.10					
ACQ	96.0000	04/02/2012	3625.10	2057.46	1567.64	LT	Y	F
56.0000 MOBILE MINI INC - 60740F105 - MINOR = 31001								
SOLD		12/09/2013	2091.57					
ACQ	56.0000	04/02/2012	2091.57	1200.19	891 38	LT	Y	F
138.0000 MOBILE MINI INC - 60740F105 - MINOR = 31001								
SOLD		12/10/2013	5190.54					
ACQ	138 0000	04/02/2012	5190.54	2957.60	2232.94	LT	Y	F
57.0000 MOBILE MINI INC - 60740F105 - MINOR = 31001								
SOLD		12/11/2013	2140.33					
ACQ	57 0000	04/02/2012	2140.33	1221.62	918.71	LT	Y	F
20.0000 NATIONAL INSTRUMENTS CORP - 636518102 - MINOR = 31000								
SOLD		04/26/2013	537.98					
ACQ	20.0000	04/02/2012	537.98	575.28	-37 30	LT	Y	F
35.0000 NEOGEN CORP - 640491106								
SOLD		04/26/2013	1733.86					
ACQ	29.0000	06/26/2012	1436.63	1319.38	117.25	ST	Y	C
	6.0000	07/13/2012	297.23	267.37	29.86	ST	Y	C
.0000 NEOGEN CORP - 640491106								
SOLD		11/18/2013	23.07					
ACQ	.0000		23.07	0.00	23.07	LT	Y	F
CHANGED 12/03/13 AW4								
260.0000 PERRIGO CO. - 714290103 - MINOR = 31000								
SOLD		12/19/2013	42620 19					
ACQ	195.0000	04/02/2012	29681.92	30293.17	-611.24	LT	Y	F
	85.0000	10/28/2013	12938.27	13204 72	-266.45	ST	Y	C
CHANGED 02/12/14 AW4 PREP NOTE EXISTS ***FOUND UPDATE*** 02/22/14								

TRUST YEAR ENDING 12/31/2013

TAX PREPARER: TBS
TRUST ADMINISTRATOR:
INVESTMENT OFFICER:

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	
5.0000 PORTFOLIO RECOVERY ASSOCIATES, INC - 73640Q105 - MINOR = 31000								
SOLD		04/26/2013	605.93					
ACQ	5.0000	04/02/2012	605.93	362.26	243.67	LT	Y	F
10.0000 ROCKWOOD HOLDINGS INC - 774415103 - MINOR = 31000								
SOLD		04/26/2013	640.28					
ACQ	10.0000	04/02/2012	640.28	520.80	119.48	LT	Y	F
FOUND UPDATE 02/15/14								
5.0000 ROPER INDUSTRIES INC - 776696106 - MINOR = 31000								
SOLD		04/26/2013	614.98					
ACQ	5.0000	04/02/2012	614.98	497.60	117.38	LT	Y	F
5.0000 STERICYCLE INC - 858912108 - MINOR = 31000								
SOLD		04/26/2013	540.63					
ACQ	5.0000	04/02/2012	540.63	420.89	119.74	LT	Y	F
10.0000 TECHNE CORP - 878377100 - MINOR = 31000								
SOLD		04/26/2013	638.98					
ACQ	10.0000	04/02/2012	638.98	705.60	-66.62	LT	Y	F
9.0000 TECHNE CORP - 878377100 - MINOR = 31000								
SOLD		11/29/2013	780.95					
ACQ	9.0000	04/02/2012	780.95	635.04	145.91	LT	Y	F
29.0000 TECHNE CORP - 878377100 - MINOR = 31000								
SOLD		12/02/2013	2473.51					
ACQ	29.0000	04/02/2012	2473.51	2046.24	427.27	LT	Y	F
36.0000 TECHNE CORP - 878377100 - MINOR = 31000								
SOLD		12/03/2013	3048.05					
ACQ	36.0000	04/02/2012	3048.05	2540.16	507.89	LT	Y	F
41.0000 TECHNE CORP - 878377100 - MINOR = 31000								
SOLD		12/04/2013	3484.17					
ACQ	41.0000	04/02/2012	3484.17	2892.96	591.21	LT	Y	F
20.0000 ULTIMATE SOFTWARE GROUP INC - 90385D107 - MINOR = 31000								
SOLD		04/26/2013	1895.15					
ACQ	20.0000	04/02/2012	1895.15	1455.82	439.33	LT	Y	F
95.0000 ULTIMATE SOFTWARE GROUP INC - 90385D107 - MINOR = 31000								
SOLD		10/28/2013	14497.13					
ACQ	95.0000	04/02/2012	14497.13	6915.16	7581.97	LT	Y	F
311.0000 WHOLE FOODS MARKET INC - 966837106 - MINOR = 31000								
SOLD		08/09/2013	17221.73					
ACQ	311.0000	04/02/2012	17221.73	12990.47	4231.26	LT	Y	F
96.0000 WHOLE FOODS MARKET INC - 966837106 - MINOR = 31000								
SOLD		08/12/2013	5313.89					
ACQ	96.0000	04/02/2012	5313.89	4009.92	1303.97	LT	Y	F
106.0000 WHOLE FOODS MARKET INC - 966837106 - MINOR = 31000								
SOLD		08/13/2013	5877.80					
ACQ	106.0000	04/02/2012	5877.80	4427.62	1450.18	LT	Y	F
169.0000 WHOLE FOODS MARKET INC - 966837106 - MINOR = 31000								
SOLD		08/15/2013	9077.54					
ACQ	169.0000	04/02/2012	9077.54	7059.13	2018.41	LT	Y	F
178.0000 WHOLE FOODS MARKET INC - 966837106 - MINOR = 31000								
SOLD		08/16/2013	9571.83					
ACQ	178.0000	04/02/2012	9571.83	7435.06	2136.77	LT	Y	F
		TOTALS	268725.74	207328.87				

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	7190.60	0.00	54206.28	0.00	0.00	0.00*
COVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	0.00			0.00
	7190.60	0.00	54206.28	0.00	0.00	0.00
STATE						
NONCOVERED FROM ABOVE	7190.60	0.00	54206.28	0.00	0.00	0.00*
COVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	0.00			0.00
	7190.60	0.00	54206.28	0.00	0.00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
UNKNOWN	N/A	N/A