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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

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▶ 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 AARON STRAUS & LILLIE STRAUS FOUNDATION INC		A Employer identification number 52-2040073	
Number and street (or P O box number if mail is not delivered to street address) 2 EAST READ STREET NO 100		B Telephone number (see instructions) (410) 539-8308	
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 ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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)▶ \$ 70,703,774		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	2,157,835	2,157,835		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	4,007,489			
	b Gross sales price for all assets on line 6a 12,519,414				
	7 Capital gain net income (from Part IV, line 2)		4,007,489		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 -99,659	0		
	12 Total. Add lines 1 through 11	6,065,665	6,165,324		
	13 Compensation of officers, directors, trustees, etc	297,926	53,627		244,299
	14 Other employee salaries and wages	27,500	0		27,500
	15 Pension plans, employee benefits	83,596	13,740		69,856
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	 13,074	2,615		16,459
	c Other professional fees (attach schedule)	 614,467	614,467		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 102,168	47,171		0
	19 Depreciation (attach schedule) and depletion	 450	0		
	20 Occupancy	27,105	0		27,105
	21 Travel, conferences, and meetings	5,107	0		5,107
	22 Printing and publications				
	23 Other expenses (attach schedule).	 36,901	0		36,901
	24 Total operating and administrative expenses. Add lines 13 through 23	1,208,294	731,620		427,227
	25 Contributions, gifts, grants paid	3,270,870			3,000,500
	26 Total expenses and disbursements. Add lines 24 and 25	4,479,164	731,620		3,427,727
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,586,501			
	b Net investment income (if negative, enter -0-)		5,433,704		
	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	45		
	2	Savings and temporary cash investments	1,898,606	805,884	805,884
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____	77	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	45,925	10,678	10,678
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,355,643	4,607,653	4,607,653
	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)	58,028,994	61,144,191	61,144,191
Liabilities	14	Land, buildings, and equipment basis ▶ _____ 51,953 Less accumulated depreciation (attach schedule) ▶ 50,603	1,800	1,350	1,350
	15	Other assets (describe ▶ _____)	78,016	4,134,018	4,134,018
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	63,409,106	70,703,774	70,703,774
	17	Accounts payable and accrued expenses	55,548	71,550	
	18	Grants payable	392,000	663,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	447,548	734,550	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	62,961,558	69,969,224	
	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			
	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)	62,961,558	69,969,224	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	63,409,106	70,703,774	

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	62,961,558
2	Enter amount from Part I, line 27a	2	1,586,501
3	Other increases not included in line 2 (itemize) ▶ _____	3	5,421,165
4	Add lines 1, 2, and 3	4	69,969,224
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	69,969,224

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	4,007,489
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

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	3,217,012	60,651,905	0 053041
2011	2,775,441	60,669,552	0 045747
2010	2,846,074	60,308,125	0 047192
2009	3,292,969	53,470,208	0 061585
2008	3,377,655	62,650,118	0 053913

2	Total of line 1, column (d).	2	0 261478
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 052296
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	64,386,979
5	Multiply line 4 by line 3.	5	3,367,181
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	54,337
7	Add lines 5 and 6.	7	3,421,518
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	3,427,727

Part VIExcise 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		1	54,337
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		2	0
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3		Add lines 1 and 2.			
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	54,337
6		Credits/Payments		7	105,000
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	105,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments. Add lines 6a through 6d.		7	105,000
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	50,663
11		Enter the amount of line 10 to be Credited to 2014 estimated tax 15,000 Refunded		11	35,663

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions): 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)*

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 STRAUSFOUNDATION ORG				
14	The books are in care of ▶JAN RIVITZ Telephone no ▶(410) 539-8308			
	Located at ▶2 EAST READ STREET BALTIMORE MD ZIP +4 ▶21202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶			

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

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

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

5b

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)?

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?

YesNo

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?

YesNo

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

No

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

7b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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 Additional Data Table				

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000.

0

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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
CAMBRIDGE ASSOCIATES 125 HIGH STREET BOSTON,MA 02110	INVESTMENT ADVISER	100,000
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	0

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	20,608,599
b	Average of monthly cash balances.	1b	2,128,264
c	Fair market value of all other assets (see instructions).	1c	42,630,628
d	Total (add lines 1a, b, and c).	1d	65,367,491
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	65,367,491
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	980,512
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	64,386,979
6	Minimum investment return. Enter 5% of line 5.	6	3,219,349

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	3,219,349
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	54,337
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	54,337
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,165,012
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,165,012
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	3,165,012

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	3,427,727
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
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	3,427,727
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	54,337
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,373,390
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				3,165,012
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	261,650			
b From 2009.	719,239			
c From 2010.				
d From 2011.				
e From 2012.	235,320			
f Total of lines 3a through e.	1,216,209			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,427,727				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				3,165,012
e Remaining amount distributed out of corpus	262,715			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,478,924			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	261,650			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,217,274			
10 Analysis of line 9				
a Excess from 2009. . . .	719,239			
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .	235,320			
e Excess from 2013. . . .	262,715			

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

JAN RIVITZ
2 EAST READ STREET SUITE 100
BALTIMORE, MD 21202
(410) 539-8308

b

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

COMMON GRANT APPLICATION FORM (ABAG FORM)

c

Any submission deadlines

APPLICATIONS ARE ACCEPTED YEAR-ROUND

d

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

NO ENDOWMENTS OR RESTRICTIONS TO INDIVIDUALS

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	3,000,500
b Approved for future payment See Additional Data Table				
Total			▶ 3b	663,000

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Form **990-PF** (2013)

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
ADAGE CAPITAL PARTNERS LP PASS-THROUGH	P		
ADAGE CAPITAL PARTNERS LP PASS-THROUGH	P		
BRANDYWINE INVESTMENT TRUST PASS-THROUGH	P		
BRANDYWINE INVESTMENT TRUST PASS-THROUGH	P		
THE EMERGING MARKETS COUNTRY FUND PASS-THROUGH	P		
THE EMERGING MARKETS COUNTRY FUND PASS-THROUGH	P		
CITI HICKS MUSE PARTNERS LP PASS-THROUGH	P		
CITI HICKS MUSE PARTNERS LP PASS-THROUGH	P		
CITI MASTERS OFFSHORE FUND	P	2002-01-01	2013-12-31
QUESTMARK PARTNERS LP PASS-THROUGH	P		
PUBLICLY TRADED SECURITIES - SCHWAB #4267			
PUBLICLY TRADED SECURITIES - SCHWAB #4267			
THE SILCHESTER INT'L INVESTORS PASS-THROUGH	P		
THE SILCHESTER INT'L INVESTORS PASS-THROUGH	P		
1997 70 SHS SILVER CREEK LONG/SHORT LTD	P	2002-06-05	2013-12-13
PUBLICLY TRADED SECURITIES - SCHWAB #4729			
PUBLICLY TRADED SECURITIES - SCHWAB #4729			
LANSDOWNE 1 PASS-THROUGH	P		
LANSDOWNE 12 PASS-THROUGH	P		
IRONWOOD INT'L LTD	P	2003-12-30	2013-07-31
PUBLICLY TRADED SECURITIES - WELLS FARGO			
PUBLICLY TRADED SECURITIES - WELLS FARGO			
JOHCM INT'L SELECT FUND PASS-THROUGH	P		
JOHCM INT'L SELECT FUND PASS-THROUGH	P		
THE BALTIMORE FUND LLC PASS-THROUGH	P		
HIGHFIELDS CAPITAL IV LP PASS-THROUGH	P		
HIGHFIELDS CAPITAL IV LP PASS-THROUGH	P		
THE EMERGING MARKETS COUNTRY FUND	P	2012-06-30	2013-05-07

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
			487,624
			557,782
			8,741
			40,860
			-102,405
			-97,937
			30
			-21,596
339,460			339,460
			4,368
186,127		171,336	14,791
841,123		559,100	282,023
			59,801
			552,238
272,658		203,346	69,312
507,645		532,562	-24,917
2,495,100		2,501,811	-6,711
			64,978
			148,067
4,568,786		3,000,000	1,568,786
1,110		1,018	92
81,564		70,141	11,423
			-20,819
			156,659
			10,813
			-42,631
			-53,343
3,225,841		3,225,841	0

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			487,624
			557,782
			8,741
			40,860
			-102,405
			-97,937
			30
			-21,596
			339,460
			4,368
			14,791
			282,023
			59,801
			552,238
			69,312
			-24,917
			-6,711
			64,978
			148,067
			1,568,786
			92
			11,423
			-20,819
			156,659
			10,813
			-42,631
			-53,343
			0

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
SUSAN LEVITON	DIRECTOR 0 50	0	0	0
500 WEST BALTIMORE STREET BALTIMORE,MD 21201				
JAN C RIVITZ	PRESIDENT/TREASURER 40 00	297,926	64,086	0
2 EAST READ STREET BALTIMORE,MD 21202				
TERRY UNDERBERG	SECRETARY 0 50	0	0	0
136 EAST 56TH STREET NEW YORK,NY 10022				
STEPHEN H ABRAHAM	DIRECTOR 0 50	0	0	0
1758 PARK ROAD NW WASHINGTON,DC 200102105				
SAMUEL HIMMELRICH	DIRECTOR 0 50	0	0	0
3600 CLIPPER MILL ROAD BALTIMORE,MD 212111934				
LEE E COPLAN	VICE PRESIDENT 0 50	0	0	0
750 EAST PRATT STREET BALTIMORE,MD 21202				
CHARLES BAUM	DIRECTOR 0 50	0	0	0
2545 WILKENS AVENUE BALTIMORE,MD 21223				
JANE ABRAHAM	LIFETIME DIRECTOR EMERITA 0 50	0	0	0
11 SLADE AVENUE PIKESVILLE,MD 21208				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACLU FOUNDATION OF MARYLAND 3600 CLIPPER MILL ROAD SUITE 350 BALTIMORE,MD 21211	N/A	PC	ALL GENERAL SUPPORT	150,000
ADOPTIONS TOGETHER 4061 POWDER MILL ROAD SUITE 320 CALVERTON,MD 20705	N/A	PC	ALL GENERAL SUPPORT	20,000
ADVOCATES FOR CHILDREN AND YOUTH 8 MARKET PLACE 5TH FLOOR BALTIMORE,MD 21202	N/A	PC	ALL GENERAL SUPPORT	53,000
ARTS EDUCATION IN MARYLAND SCHOOLS ALLIANCE INC 175 W OSTEND STREET SUITE A-3 BALTIMORE,MD 21230	N/A	PC	ALL GENERAL SUPPORT	2,000
ASH FOUNDATION 2200 RESEARCH BOULEVARD 105 ROCKVILLE,MD 208503289	N/A	PC	ALL GENERAL SUPPORT	1,000
ASPEN INSTITUTE 1 DUPONT CIRCLE NW SUITE 700 WASHINGTON,DC 20036	N/A	PC	ALL GENERAL SUPPORT	50,000
ASSOCIATED BLACK CHARITIES INC 1114 CATHEDRAL STREET BALTIMORE,MD 21201	N/A	PC	ALL GENERAL SUPPORT	5,000
ASSOCIATION OF BALTIMORE AREA GRANTMAKERS 2 E READ STREET 2ND FLOOR BALTIMORE,MD 21202	N/A	PC	ALL GENERAL SUPPORT	6,500
BALTIMORE CASH CAMPAIGN 217 E REDWOOD STREET SUITE 1500 BALTIMORE,MD 21202	N/A	PC	ALL GENERAL SUPPORT	55,000
BALTIMORE CHESAPEAKE BAY OUTWARD BOUND 1900 EAGLE DRIVE BALTIMORE,MD 21207	N/A	PC	ALL GENERAL SUPPORT	500
BALTIMORE CITY HEALTH DEPARTMENT 1001 E FAYETTE STREET BALTIMORE,MD 21202	N/A	PC	ALL GENERAL SUPPORT	25,000
BALTIMORE EDUCATION RESEARCH CONSORTIUM 2701 N CHARLES STREET SUITE 300 BALTIMORE,MD 21218	N/A	PC	ALL GENERAL SUPPORT	20,000
BALTIMORE MENTAL HEALTH SYSTEMS 201 EAST BALTIMORE STREET SUITE 1340 BALTIMORE,MD 21202	N/A	PC	ALL GENERAL SUPPORT	75,000
BALTIMORE MUSEUM OF ART 210 ART MUSEUM DRIVE BALTIMORE,MD 212183898	N/A	PC	ALL GENERAL SUPPORT	3,500
BALTIMORE SCHOOL FOR THE ARTS FOUNDATION 712 CATHEDRAL STREET BALTIMORE,MD 21201	N/A	PC	ALL GENERAL SUPPORT	4,000
Total  3a				3,000,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BRIDGESPAN GROUP 535 BOYLSTON STREET 10TH FLOOR BOSTON,MA 02116	N/A	PC	ALL GENERAL SUPPORT	55,000
CAMP AIRY AND CAMP LOUISE FOUNDATION INC 5750 PARK HEIGHTS AVENUE BALTIMORE,MD 21215	N/A	PC	ALL GENERAL SUPPORT	612,500
CASA DE MARYLAND INC 8151 15TH AVENUE LANGLEY PARK,MD 20783	N/A	PC	ALL GENERAL SUPPORT	2,500
CATHOLIC HIGH SCHOOL OF BALTIMORE 2800 EDISON HIGHWAY BALTIMORE,MD 21213	N/A	PC	ALL GENERAL SUPPORT	4,000
CENTRAL SCHOLARSHIP 6 PARK CENTER COURT SUITE 211 OWINGS MILLS,MD 21117	N/A	PC	ALL GENERAL SUPPORT	156,000
CHANA 101 WEST MOUNT ROYAL AVENUE BALTIMORE,MD 21201	N/A	PC	ALL GENERAL SUPPORT	25,000
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS,MD 21403	N/A	PC	ALL GENERAL SUPPORT	1,000
CHILDREN'S MIRACLE NETWORK HOSPITALS 205 WEST 700 SOUTH SALT LAKE CITY,UT 84101	N/A	PC	ALL GENERAL SUPPORT	800
CORNWALL REGIONAL HOSPITAL HOSPITAL MAIN BUILDING MONTEGO BAY JM	N/A	PC	ALL GENERAL SUPPORT	1,040
DEFENDERS OF WILDLIFE PO BOX 1553 MERRIFIELD,VA 221161553	N/A	PC	ALL GENERAL SUPPORT	550
EVERYMAN THEATRE 315 W FAYETTE STREET BALTIMORE,MD 21201	N/A	PC	ALL GENERAL SUPPORT	22,500
FH FOUNDATION 1515 HOPE STREET SUITE 204 SOUTH PASADENA,CA 91030	N/A	PC	ALL GENERAL SUPPORT	1,000
FONZ PO BOX 37012 MRC 5516 WASHINGTON,DC 200137012	N/A	PC	ALL GENERAL SUPPORT	200
FOUNDATION FOR WOMEN'S WELLNESS 1000 SOUTH RACE STREET DENVER,CO 80209	N/A	PC	ALL GENERAL SUPPORT	400
FOUNDATION OF THE NATIONAL LIPID ASSOCIATION 6816 SOUTHPOINT PARKWAY SUITE 1000 JACKSONVILLE,FL 32216	N/A	PC	ALL GENERAL SUPPORT	2,000
Total  3a				3,000,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FREESTATE LEGAL PROJECT INC 1111 NORTH CHARLES STREET FOURTH FLOOR BALTIMORE,MD 21201	N/A	PC	ALL GENERAL SUPPORT	3,000
FRIENDS OF COMPASS INC 1350 CONNECTICUT AVE SW WASHINGTON,DC 20006	N/A	PC	ALL GENERAL SUPPORT	750
FUND FOR EDUCATIONAL EXCELLENCE 800 N CHARLES STREET SUITE 400 BALTIMORE,MD 21201	N/A	PC	ALL GENERAL SUPPORT	210,000
GIRL SCOUTS OF CENTRAL MARYLAND 4806 SETON DRIVE BALTIMORE,MD 21215	N/A	PC	ALL GENERAL SUPPORT	4,000
GREATER BALTIMORE CULTURAL ALLIANCE 1800 N CHARLES STREET SUITE 810 BALTIMORE,MD 21201	N/A	PC	ALL GENERAL SUPPORT	2,500
GREEN STREET ACADEMY FOUNDATION 201 NORTH BEND ROAD BALTIMORE,MD 21229	N/A	PC	ALL GENERAL SUPPORT	1,000
HORACE MANN SCHOOL 231 WEST 246TH STREET BRONX,NY 10471	N/A	PC	ALL GENERAL SUPPORT	2,500
INCENTIVE MENTORING PROGRAM PO BOX 1584 BALTIMORE,MD 21203	N/A	PC	ALL GENERAL SUPPORT	20,000
INNER HARBOR PROJECT 650 SOUTH EXETER STREET 200 BALTIMORE,MD 21202	N/A	PC	ALL GENERAL SUPPORT	5,000
JEWSH MUSEUM OF MARYLAND 15 LLOYD STREET BALTIMORE,MD 21202	N/A	PC	ALL GENERAL SUPPORT	5,000
JOHNS HOPKINS KIMMEL CANCER CENTER 750 E PRATT STREET SUITE 1700 BALTIMORE,MD 21202	N/A	PC	ALL GENERAL SUPPORT	10,000
JOHNS HOPKINS SCHOOL OF MEDICINE 200 N WOLFE ST SUITE 2017 BALTIMORE,MD 21287	N/A	PC	ALL GENERAL SUPPORT	25,000
JOHNS HOPKINS UNIVERSITY - CENTRO SOL ROOM 2055 200 N WOLFE STREET BALTIMORE,MD 21287	N/A	PC	ALL GENERAL SUPPORT	100,000
JOHNS HOPKINS UNIVERSITY - HARRIET LANE CLINIC 200 N WOLFE ST SUITE 2055 BALTIMORE,MD 21287	N/A	PC	ALL GENERAL SUPPORT	75,000
KIPP BALTIMORE 4701 GREENSPRING AVENUE BALTIMORE,MD 21209	N/A	PC	ALL GENERAL SUPPORT	75,000
Total  3a				3,000,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
KRIPALU CENTER FOR YOGA AND HEALTH PO BOX 309 STOCKBRIDGE,MA 01262	N/A	PC	ALL GENERAL SUPPORT	1,500
LEAVE NO TRACE PO BOX 997 BOULDER,CO 80306	N/A	PC	ALL GENERAL SUPPORT	250
LIFEBRIDGE HEALTH 2401 WEST BELVEDERE AVENUE BALTIMORE,MD 21215	N/A	PC	ALL GENERAL SUPPORT	8,000
MERCY HEALTH FOUNDATION 301 SAINT PAUL PLACE BALTIMORE,MD 21202	N/A	PC	ALL GENERAL SUPPORT	1,000
METRO ATLANTA RECOVERY RESIDENCES INC PO BOX 48349 DORAVILLE,GA 30362	N/A	PC	ALL GENERAL SUPPORT	5,000
MULTICULTURAL CAREER INTERN PROGRAM (MCIP) 3101 16TH STREET NW WASHINGTON,DC 20010	N/A	PC	ALL GENERAL SUPPORT	200
NATIONAL COUNCIL ON TEACHER QUALITY 1420 NEW YORK AVENUE NW - SUITE 800 WASHINGTON,DC 20005	N/A	PC	ALL GENERAL SUPPORT	10,000
NATIONAL OUTDOOR LEADERSHIP SCHOOL 284 LINCOLN STREET LANDER,WY 825202848	N/A	PC	ALL GENERAL SUPPORT	300
NATIONAL RESOURCES DEFENSE COUNCIL 40 W 20TH ST NEW YORK,NY 10011	N/A	PC	ALL GENERAL SUPPORT	4,000
NEW LEADERS 1500 UNION AVENUE SUITE 1400 BALTIMORE,MD 21211	N/A	PC	ALL GENERAL SUPPORT	25,000
NYU CENTER FOR THE PREVENTION OF CARDIOVASCULAR DISEASE 530 FIRST AVENUE SKIRBALL 9U NEW YORK,NY 10016	N/A	PC	ALL GENERAL SUPPORT	1,000
NYU SCHOOL OF MEDICINE 550 FIRST AVENUE OBV-619A NEW YORK,NY 10016	N/A	PC	ALL GENERAL SUPPORT	2,000
OPEN SOCIETY INSTITUTE - BALTIMORE 201 NORTH CHARLES STREET SUITE 1300 BALTIMORE,MD 21201	N/A	PC	ALL GENERAL SUPPORT	2,000
PACT 7000 TUDSBURY RD BALTIMORE,MD 21244	N/A	PC	ALL GENERAL SUPPORT	2,000
PAUL'S PLACE 1118 WARD STREET BALTIMORE,MD 21230	N/A	PC	ALL GENERAL SUPPORT	35,000
Total  3a				3,000,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PRINCETON CENTER FOR LEADERSHIP TRAINING 911 COMMONS WAY PRINCETON,NJ 08540	N/A	PC	ALL GENERAL SUPPORT	40,000
RONALD MCDONALD HOUSE CHARITIES INC 26345 NETWORK PLACE CHICAGO,IL 606731263	N/A	PC	ALL GENERAL SUPPORT	300
SAMUEL READY SCHOLARSHIPS INC PO BOX 202 RIDERWOOD,MD 211390202	N/A	PC	ALL GENERAL SUPPORT	4,000
SIDDHA YOGA MEDIATION CENTER OF ATLANTA 2531 BRIARCLIFF ROAD SUITE 101 ATLANTA,GA 30329	N/A	PC	ALL GENERAL SUPPORT	1,500
STATION NORTH ARTS & ENTERTAINMENT INC 1 W NORTH AVENUE BALTIMORE,MD 21201	N/A	PC	ALL GENERAL SUPPORT	20,000
STEPHEN D HASSENFELD CHILDREN'S CENTER FOR CANCER AND BLOOD DISORDERS ONE PARK AVENUE 17TH FLOOR NEWYORK,NY 10016	N/A	PC	ALL GENERAL SUPPORT	1,000
TAHIRIH JUSTICE CENTER 6402 ARLINGTON BLVD SUITE 300 FALLS CHURCH,VA 22042	N/A	PC	ALL GENERAL SUPPORT	50,000
TEACH FOR AMERICA - BALTIMORE 2601 N HOWARD STREET BALTIMORE,MD 21218	N/A	PC	ALL GENERAL SUPPORT	280,000
TEMPLE UNIVERSITY COLLEGE OF EDUCATION 1301 CECIL B MOORE AVENUE RITTER ANNEX SUITE 460 PHILADELPHIA,PA 19122	N/A	PC	ALL GENERAL SUPPORT	24,000
THE ASSOCIATED 101 WEST MOUNT ROYAL AVENUE BALTIMORE,MD 21201	N/A	PC	ALL GENERAL SUPPORT	520,460
UMBC FOUNDATION 1000 HILLTOP CIRCLE 8TH FLOOR ADMINISTRATION BUILDING BALTIMORE,MD 21250	N/A	PC	ALL GENERAL SUPPORT	2,000
UNIVERSITY OF MARYLAND BALTIMORE FOUNDATION INC 620 W LEXINGTON STREET 2ND FLOOR BALTIMORE,MD 21201	N/A	PC	ALL GENERAL SUPPORT	2,000
URBAN TEACHER CENTER 1500 UNION AVENUE SUITE 2200 BALTIMORE,MD 21211	N/A	PC	ALL GENERAL SUPPORT	50,000
WASHINGTON AND LEE UNIVERSITY 204 W WASHINGTON ST LEXINGTON,VA 24450	N/A	PC	ALL GENERAL SUPPORT	1,000
WASHINGTON HEBREW CONGREGATION 3935 MACOMB STREET NW WASHINGTON,DC 20016	N/A	PC	ALL GENERAL SUPPORT	250
Total  3a				3,000,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WILDERNESS LEADERSHIP & LEARNING INC (WILL) 1758 PARK ROAD NW WASHINGTON,DC 20010	N/A	PC	ALL GENERAL SUPPORT	12,500
WORLD WILDLIFE FUND 1250 TWENTY-FOURTH STREET NW PO BOX 97180 WASHINGTON,DC 200907180	N/A	PC	ALL GENERAL SUPPORT	500
Total ▶ 3a				3,000,500

TY 2013 Accounting Fees Schedule

Name: THE AARON STRAUS & LILLIE STRAUS FOUNDATION INC

EIN: 52-2040073

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	13,074	2,615		16,459

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

TY 2013 Depreciation Schedule

Name: THE AARON STRAUS & LILLIE STRAUS FOUNDATION INC

EIN: 52-2040073

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNITURE	2001-01-23	13,526	13,526	200DB	7 0000000000000	0	0		
SHARP COPIER	2001-12-31	3,865	3,865	200DB	7 0000000000000	0	0		
WAITING ROOM FURNITURE	2001-12-31	13,708	13,708	200DB	7 0000000000000	0	0		
ARTWORK - JAN'S OFFICE	2001-12-31	1,968	1,968	200DB	7 0000000000000	0	0		
TOSHIBA PHONE SYSTEM	2001-12-31	2,448	2,448	200DB	7 0000000000000	0	0		
NETWORK WEBSITE	2004-02-26	5,000	5,000	SL	5 0000000000000	0	0		
DESIGN/PRODUCE WEBSITE	2004-10-11	5,000	5,000	SL	5 0000000000000	0	0		
LAPTOP COMPUTER	2005-10-05	1,724	1,724	SL	5 0000000000000	0	0		
DESK CHAIR	2000-06-22	690	690	200DB	7 0000000000000	0	0		
JAN AND PAT'S COMPUTER	2005-06-30	1,524	1,524	200DB	5 0000000000000	0	0		
VIDEO CONFERENCE EQUIP	2011-08-02	2,500	700	SL	5 0000000000000	450	0		

TY 2013 General Explanation Attachment**Name:** THE AARON STRAUS & LILLIE STRAUS FOUNDATION INC**EIN:** 52-2040073

Identifier	Return Reference	Explanation
RECONCILIATION OF WAGES ON FORM 990-PF TO FORM W-3	FORM 990-PF PART I LINES 13 & 14	FORM 990-PF PART I LINE 13 \$297,926FORM 990-PF PART I LINE 14 27,500SHARING OF EMPLOYEES WITH UNRELATED ORGANIZATIONS 23,500 -----TOTAL WAGES ON FORM W-3 BOX 5 \$348,926 =====

Identifier	Return Reference	Explanation
	FORM 8886, LINE 7(B)	THE ORGANIZATION INVESTS IN BRANDYWINE INVESTMENT TRUST - INTERNATIONAL FIXED INCOME PORTFOLIO (PARTNERSHIP) WHICH INVESTS IN FOREIGN FORWARD CONTRACTS, SECURITIES AND RELATED FINANCIAL INSTRUMENTS AS PART OF SUCH ACTIVITY, THE PARTNERSHIP HOLDS NON-U S DOLLAR DENOMINATED ASSETS AND CURRENCIES THE REGULAR ACTIVITY AND PURPOSE OF THE PARTNERSHIP IS TO GENERATE A PRE-TAX ECONOMIC RATE OF RETURN THE AMOUNT OF SUCH NON-U S DOLLAR DENOMINATED ASSETS AND CURRENCIES INCREASE AND/OR DECREASE THROUGHOUT THE YEAR AT FREQUENT INTERVALS THE PARTNERSHIP HAS FORWARD CURRENCY TRANSACTIONS WHERE LOSSES WERE CLAIMED UNDER IRC SECTION 165 THAT EXCEEDED THE RELEVANT \$2 MILLION REPORTABLE LOSS THRESHOLD THE LOSSES ARE CHARACTERIZED AS ORDINARY LOSSES UNDER IRC SECTION 988 THE PARTNERSHIP ALSO HAS FOREIGN BOND TRANSACTIONS WHEREBY ANY GAIN OR LOSS ON THE SALE OF THOSE BONDS IS BIFURCATED INTO A CURRENCY GAIN OR LOSS AND CAPITAL GAIN OR LOSS CURRENCY LOSSES WERE CLAIMED UNDER SECTION 165 AND THOSE IN EXCESS OF THE \$2 MILLION THRESHOLD ARE BEING DISCLOSED THE LOSSES ARE CHARACTERIZED AS ORDINARY LOSSES UNDER IRC SECTION 988 THE ADJUSTED TAX BASIS OF NON-U S DOLLAR DENOMINATED ASSETS AND CURRENCIES OBTAINED BY THE PARTNERSHIP ARE DETERMINED BY WAY OF CASH PAID AND GAINS AND LOSSES ON SUCH TRANSACTIONS ARE CHARACTERIZED AS ORDINARY UNDER INTERNAL REVENUE CODE SECTION 988 THESE TRANSACTIONS ARE NOT PART OF A HEDGING STRATEGY OR STRADDLE TRANSACTION AND PRODUCED REAL ECONOMIC LOSSES THE ORGANIZATION'S SHARE OF THE REPORTABLE LOSS TRANSACTIONS RELATED TO CURRENCY FORWARDS ARE CURRENCY PAYABLE TRADE DATE 2/28/2013 USD 130,949CURRENCY RECEIVABLE SETTLE DATE 8/23/2013 BRL 111,195 _____ RECOGNIZED LOSS -19,754

TY 2013 Investments Corporate
Stock Schedule

Name: THE AARON STRAUS & LILLIE STRAUS FOUNDATION INC
EIN: 52-2040073

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CERES INC (2,003 SHS)	2,764	2,764
ANSYS INC (2,560 SHS)	223,232	223,232
CELGENE CORP (603 SHS)	101,888	101,888
CLEAN HARBORS INC (1585 SHS)	95,037	95,037
CONCHO RESOURCES INC (855 SHS)	92,340	92,340
CONCUR TECHNOLOGIES INC (1,108 SHS)	114,323	114,323
CORE LABORATORIES N V F (505 SHS)	96,430	96,430
COSTAR GROUP INC (572 SHS)	105,580	105,580
DEALERTRACK TECHNOLOGIES (1,870 SHS)	89,910	89,910
DISCOVER FINANCIAL SVCS (884 SHS)	49,460	49,460
ECOLAB INC (1,555 SHS)	162,140	162,140
EXAMWORKS GROUP INC (1,665 SHS)	49,734	49,734
EXPEDITORS INTL WASH (3,350 SHS)	148,238	148,238
EXPONENT INC (1,100 SHS)	85,001	85,001
FASTENAL CO (4,885 SHS)	232,086	232,086
HEALTHCARE SVC GROUP INC (3,453 SHS)	97,962	97,962
JACOBS ENGINEERING GROUP (1,735 SHS)	109,288	109,288
LKQ CORP (5,920 SHS)	194,768	194,768
MARKEL CORP (287 SHS)	166,560	166,560
MONSANTO CO NEW DEL (430 SHS)	50,117	50,117
MOODYS CORP (1,415 SHS)	111,035	111,035
NIC INC (1,660 SHS)	41,284	41,284
PANERA BREAD CO CL A (280 SHS)	49,473	49,473
QUALCOMM INC (2,250 SHS)	167,063	167,063
REDHAT INC (2,365 SHS)	132,535	132,535
ROPER INDUSTRIES INC (1,090 SHS)	151,161	151,161
T ROWE PRICE GROUP INC (1,065 SHS)	89,215	89,215
S E I INVESTMENTS CO (4,010 SHS)	139,267	139,267
SCHLUMBERGER LTD (1,417 SHS)	127,686	127,686
SIGNET JEWELERS LTD (1,195 SHS)	94,047	94,047

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SOUTHWESTERN ENERGY CO (1,605 SHS)	63,125	63,125
STERICYCLE INC (1,550 SHS)	180,064	180,064
TRIMBLE NAVIGATION LTD (6,530 SHS)	226,591	226,591
TYLER TECHNOLOGIES INC (855 SHS)	87,321	87,321
VERISK ANALYTICS INC CL A (2,045 SHS)	134,397	134,397
VISA INC CL A (905 SHS)	201,525	201,525
WAGEWORKS INC (1,520 SHS)	90,349	90,349
WASTE CONNECTIONS INC (2,727 SHS)	118,979	118,979
3 D SYSTEMS CORP (1,460 SHS)	135,678	135,678

TY 2013 Investments - Other Schedule**Name:** THE AARON STRAUS & LILLIE STRAUS FOUNDATION INC**EIN:** 52-2040073

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SALOMON SB HICKS MUSE PARTNERS LP	FMV	92,730	92,730
QUESTMARK PARTNERS LP	FMV	45,452	45,452
MASTERS OFFSHORE FUND	FMV	364,249	364,249
SILVER CREEK LONG SHORT	FMV	294,083	294,083
THE BALTIMORE FUND	FMV	387	387
HIGHFIELDS CAPITAL IV LP	FMV	5,693,878	5,693,878
BRANDYWINE INVESTMENT TRUST	FMV	2,520,846	2,520,846
SILVER CREEK III	FMV	3,249,402	3,249,402
ADAGE CAPITAL PARTNERS LP	FMV	12,566,822	12,566,822
JOHCM INTERNATIONAL SELECT FUND	FMV	3,471,434	3,471,434
THE SILCHESTER INTERNATIONAL INVEST	FMV	9,476,890	9,476,890
THE WEATHERLOW OFFSHORE FUND	FMV	2,912,004	2,912,004
BLUECREST ALLBLUE FUND	FMV	2,053,526	2,053,526
PIMCO TOTAL RETURN FUND INSTL CL (562,254.849 SHS)	FMV	6,010,504	6,010,504
VANGUARD SHORT TERM BD INDEX SIGNAL (286,686.52 SHS)	FMV	3,007,342	3,007,342
ACADIAN EMERGING MKTS PORTFOLIO INST CL (183,878.852 SHS)	FMV	3,372,338	3,372,338
PIMCO COMMODITY REAL RETURN STRAT INST (429,042.113 SHS)	FMV	2,355,441	2,355,441
T ROWE PRICE NEW ERA FUND (68,775.047 SHS)	FMV	3,054,988	3,054,988
VANGUARD FTSE EMERGING MARKET ETF (12,806.1265 SHS)	FMV	526,844	526,844
AMERICAN TOWER CORP REIT (940 SHS)	FMV	75,031	75,031

TY 2013 Land, Etc. Schedule**Name:** THE AARON STRAUS & LILLIE STRAUS FOUNDATION INC**EIN:** 52-2040073

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNITURE	13,526	13,526	0	
SHARP COPIER	3,865	3,865	0	
WAITING ROOM FURNITURE	13,708	13,708	0	
ARTWORK - JAN'S OFFICE	1,968	1,968	0	
TOSHIBA PHONE SYSTEM	2,448	2,448	0	
NETWORK WEBSITE	5,000	5,000	0	
DESIGN/PRODUCE WEBSITE	5,000	5,000	0	
LAPTOP COMPUTER	1,724	1,724	0	
DESK CHAIR	690	690	0	
JAN AND PAT'S COMPUTER	1,524	1,524	0	
VIDEO CONFERENCE EQUIP	2,500	1,150	1,350	

TY 2013 Other Assets Schedule**Name:** THE AARON STRAUS & LILLIE STRAUS FOUNDATION INC**EIN:** 52-2040073

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
EXECUTIVE COMPENSATION PLAN	78,016	97,574	97,574
DISTRIBUTION RECEIVABLE	0	3,808,005	3,808,005
HOLDBACK RECEIVABLE	0	228,439	228,439

TY 2013 Other Expenses Schedule**Name:** THE AARON STRAUS & LILLIE STRAUS FOUNDATION INC**EIN:** 52-2040073

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	35	0		35
COMPUTER EXPENSE	819	0		819
DUES AND SUBSCRIPTIONS	8,370	0		8,370
INSURANCE	3,480	0		3,480
INTERNET EXPENSE	239	0		239
MANAGEMENT FEE	6,078	0		6,078
MEALS AND ENTERTAINMENT	4,585	0		4,585
OFFICE SUPPLIES	5,957	0		5,957
PARKING	2,876	0		2,876
PAYROLL PROCESSING	1,050	0		1,050
POSTAGE	1,012	0		1,012
MISCELLANEOUS	2,400	0		2,400

TY 2013 Other Income Schedule

Name: THE AARON STRAUS & LILLIE STRAUS FOUNDATION INC

EIN: 52-2040073

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PASS THROUGH PARTNERSHIP K-1	-99,659	0	-99,659

TY 2013 Other Increases Schedule

Name: THE AARON STRAUS & LILLIE STRAUS FOUNDATION INC

EIN: 52-2040073

Description	Amount
UNREALIZED GAIN	5,421,165

TY 2013 Other Professional Fees Schedule**Name:** THE AARON STRAUS & LILLIE STRAUS FOUNDATION INC**EIN:** 52-2040073

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISOR	100,319	100,319		0
INVESTMENT EXPENSES	514,148	514,148		0

TY 2013 Taxes Schedule

Name: THE AARON STRAUS & LILLIE STRAUS FOUNDATION INC

EIN: 52-2040073

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN AND EXCISE TAXES PAID	102,168	47,171		0