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

2013

THE ADLER FAMILY FOUNDATION, INC. 427 BULL ST. SAVANNAH, GA 31401		For calendar year 2013, or tax year beginning <u>, 2013, and ending</u>		
		G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		A Employer identification number <u>58-2657821</u>		
I Fair market value of all assets at end of year <u>(from Part II, column (c), line 16)</u> J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <u>► \$ 6,031.</u> <u>(Part I, column (d) must be on cash basis.)</u>		B Telephone number (see the instructions) <u>912-232-6769</u>		
Part I <u>Analysis of Revenue and Expenses</u> (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	
REVENUE MAY 12 2014 ADMINISTRATIVE EXPENSES SCANNED AND OPERATING	1 Contributions, gifts, grants, etc, received (att sch)	<u>27,561.</u>		
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	<u>98.</u>	<u>98.</u>	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain/(loss) from sale of assets not on line 10	<u>-585.</u>		
	b Gross sales price for all assets on line 6a	<u>26,976.</u>		
	7 Capital gain net income (from Part IV, line 2)		<u>0.</u>	
	8 Net short-term capital gain		<u>0.</u>	
	9 Income modifications			
	10a Gross sales less returns and allowances			
	b Less Cost of goods sold			
	c Gross profit/(loss) (att sch)			
	11 Other income (attach schedule)			
	12 Total. Add lines 1 through 11	<u>27,074.</u>	<u>98.</u>	<u>0.</u>
	13 Compensation of officers, directors, trustees, etc	<u>0.</u>		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach sch) SEE ST. 1	<u>780.</u>	<u>780.</u>	
	c Other prof fees (attach sch)			
	17 Interest			
	18 Taxes (attach schedule X see instrs)			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	<u>780.</u>	<u>780.</u>		
25 Contributions, gifts, grants paid PART XV	<u>20,500.</u>		<u>20,500.</u>	
26 Total expenses and disbursements. Add lines 24 and 25	<u>21,280.</u>	<u>780.</u>	<u>0.</u>	
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<u>5,794.</u>			
b Net investment income (if negative, enter -0)		<u>0.</u>		
c Adjusted net income (if negative, enter -0)			<u>0.</u>	

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
ASSETS	1	Cash – non-interest-bearing		
	2	Savings and temporary cash investments	237.	6,811.
	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 sch) ▶		
		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)			
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)	237.	6,811.	
			6,031.	
LIABILITIES	17	Accounts payable and accrued expenses		780.
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, & other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶)		
	23	Total liabilities (add lines 17 through 22)	0.	780.
		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			
NET ASSETS	27	Foundations that do not follow SFAS 117, check here ▶ and complete lines 27 through 31. Capital stock, trust principal, or current funds		
	28	Paid-in or capital surplus, or land, building, and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds	237.	6,031.
	30	Total net assets or fund balances (see instructions)	237.	6,031.
	31	Total liabilities and net assets/fund balances (see instructions)	237.	6,811.

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	237.
2	Enter amount from Part I, line 27a	2	5,794.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3.	4	6,031.
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	6,031.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)	
1a	90 ELI LILLY	D	11/08/13	11/12/13	
b	300 NORTHWEST NATURLA GAS CO	D	11/08/13	11/12/13	
c	200 ELI LILLY	D	11/14/13	11/14/13	
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	4,382.		4,557.	-175.	
b	12,550.		12,798.	-248.	
c	10,044.		10,206.	-162.	
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
a				-175.	
b				-248.	
c				-162.	
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	-585.
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	-585.

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 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 (column (b) divided by column (c))
2012	14,500.	456.	31.798246
2011	18,000.	1,021.	17.629775
2010	18,000.	2,412.	7.462687
2009	41,000.	7,165.	5.722261
2008	37,925.	20,899.	1.814680
2 Total of line 1, column (d)			2 64.427649
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 12.885530
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 2,003.
5 Multiply line 4 by line 3			5 25,810.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 25,810.
8 Enter qualifying distributions from Part XII, line 4			8 20,500.

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 V **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here... ► <input type="checkbox"/> and enter 'N/A' on line 1.	<table border="1" style="width: 100px; height: 100px; border-collapse: collapse;"> <tr><td>1</td><td>0.</td></tr> <tr><td>2</td><td>0.</td></tr> <tr><td>3</td><td>0.</td></tr> <tr><td>4</td><td>0.</td></tr> <tr><td>5</td><td>0.</td></tr> <tr><td>6a</td><td></td></tr> <tr><td>6b</td><td></td></tr> <tr><td>6c</td><td></td></tr> <tr><td>6d</td><td></td></tr> <tr><td>7</td><td>0.</td></tr> <tr><td>8</td><td></td></tr> <tr><td>9</td><td>0.</td></tr> <tr><td>10</td><td></td></tr> <tr><td>11</td><td>Refunded</td></tr> </table>	1	0.	2	0.	3	0.	4	0.	5	0.	6a		6b		6c		6d		7	0.	8		9	0.	10		11	Refunded
1		0.																											
2		0.																											
3		0.																											
4		0.																											
5		0.																											
6a																													
6b																													
6c																													
6d																													
7	0.																												
8																													
9	0.																												
10																													
11	Refunded																												
Date of ruling or determination letter: <input type="checkbox"/> (attach copy of letter if necessary – see instrs)																													
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► <input type="checkbox"/> and enter 1% of Part I, line 27b																													
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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-)																													
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-																													
6 Credits/Payments:																													
a 2013 estimated tax pmts and 2012 overpayment credited to 2013																													
b Exempt foreign organizations – tax withheld at source																													
c Tax paid with application for extension of time to file (Form 8868)																													
d Backup withholding erroneously withheld																													
7 Total credits and payments. Add lines 6a through 6d																													
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached																													
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed																													
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid																													
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ►																													

Part VI **Statements Regarding Activities**

1 a 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?	<table border="1" style="width: 100px; height: 100px; border-collapse: collapse;"> <tr><td>1a</td><td>Yes</td><td>No</td></tr> <tr><td>1a</td><td>X</td><td></td></tr> </table>	1a	Yes	No	1a	X	
1a	Yes	No					
1a	X						
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	<table border="1" style="width: 100px; height: 100px; border-collapse: collapse;"> <tr><td>1b</td><td>Yes</td><td>No</td></tr> <tr><td>1b</td><td>X</td><td></td></tr> </table>	1b	Yes	No	1b	X	
1b	Yes	No					
1b	X						
<p>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</p>							
c Did the foundation file Form 1120-POL for this year?	<table border="1" style="width: 100px; height: 100px; border-collapse: collapse;"> <tr><td>1c</td><td>Yes</td><td>No</td></tr> <tr><td>1c</td><td>X</td><td></td></tr> </table>	1c	Yes	No	1c	X	
1c	Yes	No					
1c	X						
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:	<table border="1" style="width: 100px; height: 100px; border-collapse: collapse;"> <tr><td>(1) On the foundation.... ► \$ 0.</td><td>(2) On foundation managers.... ► \$ 0.</td></tr> <tr><td></td><td></td></tr> </table>	(1) On the foundation.... ► \$ 0.	(2) On foundation managers.... ► \$ 0.				
(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?	<table border="1" style="width: 100px; height: 100px; border-collapse: collapse;"> <tr><td>2</td><td>Yes</td><td>No</td></tr> <tr><td>2</td><td>X</td><td></td></tr> </table>	2	Yes	No	2	X	
2	Yes	No					
2	X						
<p>If 'Yes,' attach a detailed description of the activities.</p>							
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	<table border="1" style="width: 100px; height: 100px; border-collapse: collapse;"> <tr><td>3</td><td>Yes</td><td>No</td></tr> <tr><td>3</td><td>X</td><td></td></tr> </table>	3	Yes	No	3	X	
3	Yes	No					
3	X						
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<table border="1" style="width: 100px; height: 100px; border-collapse: collapse;"> <tr><td>4a</td><td>Yes</td><td>No</td></tr> <tr><td>4a</td><td>X</td><td></td></tr> </table>	4a	Yes	No	4a	X	
4a	Yes	No					
4a	X						
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	<table border="1" style="width: 100px; height: 100px; border-collapse: collapse;"> <tr><td>4b</td><td>Yes</td><td>No</td></tr> <tr><td>4b</td><td>N/A</td><td></td></tr> </table>	4b	Yes	No	4b	N/A	
4b	Yes	No					
4b	N/A						
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<table border="1" style="width: 100px; height: 100px; border-collapse: collapse;"> <tr><td>5</td><td>Yes</td><td>No</td></tr> <tr><td>5</td><td>X</td><td></td></tr> </table>	5	Yes	No	5	X	
5	Yes	No					
5	X						
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	<table border="1" style="width: 100px; height: 100px; border-collapse: collapse;"> <tr><td>6</td><td>Yes</td><td>No</td></tr> <tr><td>6</td><td>X</td><td></td></tr> </table>	6	Yes	No	6	X	
6	Yes	No					
6	X						
<ul style="list-style-type: none"> • 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? 							
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	<table border="1" style="width: 100px; height: 100px; border-collapse: collapse;"> <tr><td>7</td><td>Yes</td><td>No</td></tr> <tr><td>7</td><td>X</td><td></td></tr> </table>	7	Yes	No	7	X	
7	Yes	No					
7	X						
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)	<table border="1" style="width: 100px; height: 100px; border-collapse: collapse;"> <tr><td>8b</td><td>Yes</td><td>No</td></tr> <tr><td>8b</td><td>X</td><td></td></tr> </table>	8b	Yes	No	8b	X	
8b	Yes	No					
8b	X						
<p>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 6? If 'No,' attach explanation</p>							
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	<table border="1" style="width: 100px; height: 100px; border-collapse: collapse;"> <tr><td>9</td><td>Yes</td><td>No</td></tr> <tr><td>9</td><td>X</td><td></td></tr> </table>	9	Yes	No	9	X	
9	Yes	No					
9	X						
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	<table border="1" style="width: 100px; height: 100px; border-collapse: collapse;"> <tr><td>10</td><td>Yes</td><td>No</td></tr> <tr><td>10</td><td>X</td><td></td></tr> </table>	10	Yes	No	10	X	
10	Yes	No					
10	X						

Part VII-A: Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?....	13	X
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>EMMA ADLER</u> Telephone no. ► <u>912-232-6769</u> Located at ► <u>427 BULL ST, SAVANNAH, GA</u> ZIP + 4 ► <u>31401</u>		
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	N/A	► 15 N/A
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 X No
See the 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
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
1 b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	
1 c	Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
	If 'Yes,' list the years ► <u>20 __ , 20 __ , 20 __ , 20 __</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	X	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	X	

Part VI-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)?

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?

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?

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

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?

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A

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).

List of Officers, Directors 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
JOHN ADLER 427 BULL STREET SAVANNAH, GA 31401	TREASURER 1.00	0.	0.	0.
EMMA ADLER 427 BULL STREET SAVANNAH, GA 31401	PRES/SEC 1.00	0.	0.	0.
H. WILLIAMSON GHRISKEY 427 BULL STREET SAVANNAH, GA 31401	BOARD MEMBER 0	0.	0.	0.
-----	-----	-----	-----	-----

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

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

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

BAA

Part VII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Part 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.

organizations and other beneficiaries served, conferences convened, research papers produced, etc.	
1	N/A
2	
3	
4	

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
3		
All other program-related investments. See instructions.		
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	1 a	
b Average of monthly cash balances	1 b	2,033.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	2,033.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	2,033.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	30.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.....	5	2,003.
6 Minimum investment return. Enter 5% of line 5	6	100.

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	100.
2a Tax on investment income for 2013 from Part VI, line 5	2a	
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	100.
4 Recoveries of amounts treated as qualifying distributions.	4	
5 Add lines 3 and 4	5	100.
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	100.

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	1 a	20,500.
b Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	20,500.
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	20,500.

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 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)				
<i>a Paid during the year</i>				
SEE STATEMENT 3				
Total				► 3a 20,500.
<i>b Approved for future payment</i>				
Total				► 3b

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) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14 98.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				14 -585.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					-487.
13 Total. Add line 12, columns (b), (d), and (e)				13	-487.

(See worksheet in line 13 instructions to verify calculations)

Part XVIB 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.)
N/A	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

2013

► Attach to Form 990, Form 990-EZ, or Form 990-PF
► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

THE ADLER FAMILY FOUNDATION, INC.

Employer identification number

58-2657821

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

501(c)(3) exempt private foundation

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

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of (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 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 to 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

THE ADLER FAMILY FOUNDATION, INC.

Employer identification number

58-2657821

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	EMMA ADLER 425 BULL ST. SAVANNAH, GA 31401	\$ 27,561	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions.)

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
1	290 SHARES ELI LILLY & CO STOCK AND 300 SHARES	\$	
	NORTHWEST NATURAL GAS CO STOCK	27,561.	11/14/13
(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

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

THE ADLER FAMILY FOUNDATION, INC.

Employer identification number

58-2657821

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 total of *exclusively religious, charitable, etc., contributions of \$1,000 or less* for the year. (Enter this information once. See instructions.) ► \$ _____ N/A
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
N/A			
(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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FEDERAL STATEMENTS

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THE ADLER FAMILY FOUNDATION, INC.

58-2657821

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX AND ACCOUNTING FEES	\$ 780.	\$ 780.	\$ 0.	\$ 0.
TOTAL	<u>\$ 780.</u>	<u>\$ 780.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
 NAME: EMMA ADLER
 CARE OF:
 STREET ADDRESS: 427 BULL STREET
 CITY, STATE, ZIP CODE: SAVANNAH, GA 31401
 TELEPHONE:
 E-MAIL ADDRESS:
 FORM AND CONTENT: LETTER
 SUBMISSION DEADLINES: NONE
 RESTRICTIONS ON AWARDS: THE FOUNDATION WILL MAKE CONTRIBUTIONS TO VARIOUS NOT-FOR-PROFIT ORGANIZATIONS FOCUSING ON HUMANITIES, EDUCATION, AND PRESERVATION.

STATEMENT 3
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
NATIONAL TRUST FOR HISTORIC PRESERVATION 1785 MASSACHUSETTS AVE. NW WASHINGTON, DC 20036	N/A	T/E	PRESERVATION	\$ 1,000.
TELFAIR MUSEUM OF ART 121 BARNARD ST. SAVANNAH, GA 31401	N/A	T/E	PRESERVATION	1,500.
HISTORIC SAVANNAH FOUNDATION 321 E. YORK ST. SAVANNAH, GA 31401	N/A	T/E	HISTORIC PRESERVATION	2,500.
GEORGIA HUMANITIES COUNCIL 50 HURT PLAZA SE ATLANTA, GA 30303	N/A	T/E	HUMANITARIAN AID	500.

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FEDERAL STATEMENTS

PAGE 2

THE ADLER FAMILY FOUNDATION, INC.

58-2657821

STATEMENT 3 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ST. JOHN'S CHURCH 1 WEST MACON ST SAVANNAH, GA 31401	N/A	T/E	HISTORIC PRESERVATION	\$ 3,000.
GEORGIA TRUST HISTORIC PRESERVATION 1516 PEACHTREE ST ATLANTA, GA 30309	N/A	T/E	LAND PRESERVATION	500.
COASTAL HERITAGE SOCIETY 303 MARTIN LUTHER KING JR. BLVD SAVANNAH, GA 31401	N/A	T/E	HISTORICAL PRESERVATION	500.
SAVH COLLEGE OF ART & DESIGN 342 BULL ST. SAVANNAH, GA 31401	N/A	T/E	EDUCATIONAL PURPOSES	5,000.
GEORGIA HISTORICAL SOCIETY 501 WHITAKER ST. SAVANNAH, GA 31401	N/A	T/E	HISTORICAL PRESERVATION	500.
SAVANNAH STATE UNIVERSITY 3219 COLLEGE STREET SAVANNAH, GA 31404	N/A	T/E	EDUCATIONAL PURPOSES	500.
DEEP CENTER 2002 BULL STREET SAVANNAH, GA 31401	N/A	T/E	EDUCATIONAL	5,000.
TOTAL				<u>\$ 20,500.</u>