Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: KATES FOUNDATION, INC.

A Employer identification number: 65-0401513

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 4153 — Room/suite:

B Telephone number: (941)388-9194

City or town, state or province, country, and ZIP or foreign postal code: SARASOTA, FL 34230-4153

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

H Check type of organization: [X] 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) ▶$ 1,827,901.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	33,681.	33,681.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-35,155.			
	b Gross sales price for all assets on line 6a 302,453.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-5,944.	-5,944.		STATEMENT 2
	12 **Total** Add lines 1 through 11	-7,418.	27,737.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20,000.	0.		20,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	5,649.	0.		5,649.
	16a Legal fees				
	b Accounting fees STMT 3	2,960.	0.		2,960.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	965.	288.		0.
	19 Depreciation and depletion	307.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	984.	0.		984.
	24 **Total operating and administrative expenses** Add lines 13 through 23	30,865.	288.		29,593.
	25 Contributions, gifts, grants paid	37,560.			37,560.
	26 **Total expenses and disbursements.** Add lines 24 and 25	68,425.	288.		67,153.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-75,843.			
	b **Net investment income** (if negative, enter -0-)		27,449.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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18070330 759428 04346 2013.03020 KATES FOUNDATION, INC. 04346__1

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	467,491.	522,371.	522,371.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 6	1,172,591.	942,438.	1,048,323.
	c Investments - corporate bonds STMT 7	41,193.	41,209.	40,946.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	171,920.	271,641.	215,878.
	14 Land, buildings, and equipment: basis ▶ 2,195.			
	Less accumulated depreciation STMT 9 ▶ 1,812.	690.	383.	383.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,853,885.	1,778,042.	1,827,901.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ DUE TO LISA KATES)	300.	300.	
	23 Total liabilities (add lines 17 through 22)	300.	300.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,853,585.	1,777,742.	
	30 Total net assets or fund balances	1,853,585.	1,777,742.	
	31 Total liabilities and net assets/fund balances	1,853,885.	1,778,042.	

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	1,853,585.
2 Enter amount from Part I, line 27a	2	-75,843.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,777,742.
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	1,777,742.

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	.670 SH ALPINE GLOBAL PREMIER PPTY FD	P	VARIOUS	04/09/13
b	SEE ATTACHED	P	VARIOUS	07/15/13
c	SEE ATTACHED	P	VARIOUS	07/15/13
d	ENERGY TRANSFER PARTNERS LP K-1	P	VARIOUS	07/15/13
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	6.			6.
b	1,006.		927.	79.
c	300,558.		336,681.	-36,123.
d	883.			883.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				6.
b				79.
c				-36,123.
d				883.
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	-35,155.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 (col. (b) divided by col. (c))
2012	79,114.	1,565,539.	.050535
2011	60,943.	1,532,693.	.039762
2010	144,513.	1,578,157.	.091571
2009	84,185.	2,887,795.	.029152
2008	133,863.	1,753,749.	.076330

2 Total of line 1, column (d)	2	.287350
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	.057470
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,711,813.
5 Multiply line 4 by line 3	5	98,378.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	274.
7 Add lines 5 and 6	7	98,652.
8 Enter qualifying distributions from Part XII, line 4	8	67,153.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	549.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	549.
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	549.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 800.		
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	800.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	251.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 251. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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		X
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		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
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	X	
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	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
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	X	
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		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶ WWW.KATES-FOUNDATION.ORG/

14 The books are in care of ▶ LISA KATES Telephone no. ▶ (941) 366-1819

Located at ▶ P.O. BOX 4153, SARASOTA, FL ZIP+4 ▶ 34230

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 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	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
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 instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
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 ▶ ______, ______, ______, ______			
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	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. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		X

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

		Yes	No
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)? ☐ 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)? N/A	5b		
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? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
MENA LISA KATES P.O. BOX 4153 SARASOTA, FL 34230	PRESIDENT/TREASURER 10.00	20,000.	0.	0.
CHERRIE MCDONOUGH P.O. BOX 4153 SARASOTA, FL 34230	VICE-PRESIDENT 2.00	0.	0.	0.
PATTI WERTHEMIER P.O. BOX 4153 SARASOTA, FL 34230	SECRETARY 2.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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	
All other program-related investments. See 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	1,288,120.
b	Average of monthly cash balances	1b	449,761.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,737,881.
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	1,737,881.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,068.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,711,813.
6	**Minimum investment return.** Enter 5% of line 5	6	85,591.

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	85,591.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 549.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	549.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	85,042.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	85,042.
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	85,042.

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	67,153.
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	67,153.
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	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	67,153.

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				85,042.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			37,571.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 67,153.				
a Applied to 2012, but not more than line 2a			37,571.	
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				29,582.
e Remaining amount distributed out of corpus	0.			
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	0.			
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 instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				55,460.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV | Supplementary Information (Complete this part only if the foundation 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).)

NONE

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.

NONE

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:

SEE STATEMENT 10

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALL FAITHS FOOD BANK 8171 BLAIKIE CT SARASOTA, FL 34240	NONE	509(A)(1)	GENERAL	3,500.
CHILDREN FIRST 1723 N ORANGE AVE SARASOTA, FL 34234	NONE	509(A)(2)	GENERAL	2,122.
FLORIDA STUDIO THEATRE 1241 N PALM AVE SARASOTA, FL 34236	NONE	509(A)(1)	GENERAL	5,000.
SECOND CHANCE FIRST OPPORTUNITY P.O. BOX 1027 SARASOTA, FL 34230	NONE		GENERAL	5,000.
EDUCATION FOUNDATION 1960 LANDINGS BLVD SARASOTA, FL 34231	NONE		GENERAL	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	37,560.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	33,681.	
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			14	-5,944.	
8 Gain or (loss) from sales of assets other than inventory			18	-35,155.	
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)		0.		-7,418.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -7,418.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee | Date 4/2/2014 | Title Pres

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
REBECCA U. STONER	Rebecca U. Stoner CPA	3/31/14		P00585910
Firm's name ▶ KERKERING, BARBERIO & CO.			Firm's EIN ▶ 59-1753337	
Firm's address ▶ P.O. BOX 49348 SARASOTA, FL 34230-6348			Phone no. 941-365-4617	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MEALS ON WHEELS PLUS 811 23RD AVE E BRADENTON, FL 34208	NONE		GENERAL	8,410.
SAFE CHILDREN COALITION ONE S. SCHOOL AVE SUITE 301 SARASOTA, FL 34237	NONE		GENERAL	3,528.
COMMUNITY YOUTH DEVELOPMENT 4430 BENEVA RD SARASOTA, FL 34233	NONE		GENERAL	5,000.
Total from continuation sheets				16,938.

323631
05-01-13

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ENERGY TRANSFER PARTNERS LP	980.	0.	980.	980.	
MORGAN STANLEY	9,518.	0.	9,518.	9,518.	
OPPENHEIMER & CO	23,166.	0.	23,166.	23,166.	
PLAINS ALL AMERICAN PIPELINE, K-1	3.	0.	3.	3.	
POWER SHARES DB AGRICULTURE FUND K-1	14.	0.	14.	14.	
TO PART I, LINE 4	33,681.	0.	33,681.	33,681.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ENERGY TRANSFER PARTNERS LP	-1,810.	-1,810.	
POWER SHARES DB AGRICULTURE FUND	-3,415.	-3,415.	
PLAINS ALL AMERICAN PIPELINE LP	-719.	-719.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-5,944.	-5,944.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,960.	0.		2,960.
TO FORM 990-PF, PG 1, LN 16B	2,960.	0.		2,960.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	288.	288.		0.
EXCISE TAX	677.	0.		0.
TO FORM 990-PF, PG 1, LN 18	965.	288.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	822.	0.		822.
OFFICE	101.	0.		101.
ANNUAL REPORT	61.	0.		61.
TO FORM 990-PF, PG 1, LN 23	984.	0.		984.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK (SEE ATTACHED)	881,665.	994,173.
PREFERRED STOCK (SEE ATTACHED)	60,773.	54,150.
TOTAL TO FORM 990-PF, PART II, LINE 10B	942,438.	1,048,323.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (SEE ATTACHED)	41,209.	40,946.
TOTAL TO FORM 990-PF, PART II, LINE 10C	41,209.	40,946.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS (SEE ATTACHED)	COST	271,641.	215,878.
TOTAL TO FORM 990-PF, PART II, LINE 13		271,641.	215,878.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
PRINTER	174.	174.	0.
ANSWERING MACHINE	182.	182.	0.
FAX MACHINE	305.	305.	0.
IMAC	1,534.	1,151.	383.
TOTAL TO FM 990-PF, PART II, LN 14	2,195.	1,812.	383.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LISA KATES
P.O. BOX 4153
SARASOTA, FL 34230

TELEPHONE NUMBER

(941) 388-9194

FORM AND CONTENT OF APPLICATIONS

WRITTEN APPLICATION WITH CURRENT 501(C)(3) LETTER, FINANCIAL STATMENTS AND BUDGET FOR PROJECT FOR WHICH MONIES ARE BEING REQUESTED

ANY SUBMISSION DEADLINES

FUNDS DISBURSED ANNUALLY, DEADLINE IS APRIL 1.

RESTRICTIONS AND LIMITATIONS ON AWARDS

PRIMARY FOCUS IS THE STATE OF FLORIDA BUT OTHER AREAS MAY BE CONSIDERED. THERE ARE NO OTHER RESTRICTIONS.

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	PRINTER	07/27/05	SL	5.00		16	174.				174.	174.		0.	174.
2	ANSWERING MACHINE	07/29/05	SL	7.00		16	182.				182.	182.		0.	182.
3	FAX MACHINE	08/08/05	SL	7.00		16	305.				305.	305.		0.	305.
4	IMAC	03/31/10	SL	5.00		16	1,534.				1,534.	844.		307.	1,151.
	* TOTAL 990-PF PG 1 DEPR						2,195.				2,195.	1,505.		307.	1,812.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990-PF

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2013

Attachment Sequence No 179

Name(s) shown on return	Business or activity to which this form relates	Identifying number
KATES FOUNDATION, INC.	FORM 990-PF PAGE 1	65-0401513

Part I **Election To Expense Certain Property Under Section 179** **Note:** *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	307.

Part III **MACRS Depreciation (Do not** include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr.	22	307.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles* **)**

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No 24b If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year.					
43 Amortization of costs that began before your 2013 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

KATES FOUNDATION INC
ATTN: MENA L KATES
PO BOX 4153

Page	Financial Advisor	Period Ending
3 of 10	SIEGEL, STUART - 44J	12/31/13

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected. Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes. Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A. The total gains and/or losses do not reflect positions which we do not have cost information. Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information.

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments. EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated. As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts. EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate.

Money Market Funds

(NOT FDIC INSURED)

Client may elect to liquidate any cash investment option at any time by contacting his/her Financial Advisor.

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	527,219.1900	ADLXX	1.00000	1.00000	527,219.19	527,219.19	0.020%	105	28.77
TOTAL MONEY MARKET FUNDS						527,219.19	527,219.19		105	28.77

Equities

Please note the following icon ⌴ appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage. If you wish to access such research you may visit the Client Access web site (www.opco.com) or speak with your Financial Advisor.

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
ALCOA INC	(C) CASH	1,500	AA	16.55160	10.63000	24,827.40	15,945.00	(8,882)	1.128%	180	0.87
ALCATEL-LUCENT SPONSORED ADR SUBJECT TO CUSTODY FEES	(R) CASH	488	ALU	272.92630	4.40000	133,188.01 <30,276.38>	2,147.20	(131,041)			0.12
BRISTOL MYERS SQUIBB CO	(L) CASH	1,000	BMY	14.15750	53.15000	14,157.50	53,150.00	38,993	2.709%	1,440	2.90
CSX CORP	(S) CASH	1,500	CSX	25.62030	28.77000	38,430.42	43,155.00	4,725	2.085%	900	2.36
CARDINAL HEALTH INC	(L) CASH	750	CAH	22.48950	66.81000	16,867.13 +96.53 adj	50,107.50	33,240	1.811%	907	2.73
CISCO SYS INC	(R) CASH	2,000	CSCO ⌴	22.98750	22.43000	45,974.94	44,860.00	(1,115)	3.031%	1,360	2.45
CITIGROUP INC COM NEW	(I) CASH	300	C ⌴	49.66280	52.11000	14,898.84	15,633.00	734	0.076%	12	0.85
COLGATE PALMOLIVE CO	(F) CASH	1,000	CL ⌴	45.40530	65.21000	45,405.30	65,210.00	19,805	2.085%	1,360	3.56
FORD MTR CO DEL COM PAR $0.01	(S) CASH	2,600	F	9.44800	15.43000	24,564.67	40,118.00	15,553	2.592%	1,040	2.19
GENERAL CABLE CORP DEL NEW	(C) CASH	2,000	BGC	27.08130	29.41000	54,162.52	58,820.00	4,657	2.448%	1,440	3.21
GENERAL ELECTRIC CO	(R) CASH	5,000	GE ⌴	17.20850	28.03000	86,042.54	140,150.00	54,107	3.139%	4,400	7.65
GENERAL MTRS CO	(S) CASH	1,373	GM	36.28340	40.87000	49,817.06	56,114.51	6,297			3.06

65-0401513

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

KATES FOUNDATION INC
ATTN: MENA L KATES
PO BOX 4153

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Financial Advisor
SIEGEL, STUART - 44J

Period Ending
12/31/13

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
HOME DEPOT INC	(E) CASH	500	HD	25.17470	82.34000	12,587.33	41,170.00	28,583	1.894%	780	2.25
KELLOGG CO	(J) CASH	1,000	K	55.23890	61.07000	55,238.94	61,070.00	5,831	3.012%	1,840	3.33
MICROSOFT CORP	(Q) CASH	1,000	MSFT	28.26650	37.41000	28,266.50	37,410.00	9,144	2.993%	1,120	2.04
PENN WEST PETE LTD NEW	(G) CASH	1,000	PWE	26.03420	8.36000	26,034.18	8,360.00	(17,674)	6.411%	536	0.46
PETROLEO BRASILEIRO SA PETROBR SPONSORED ADR	(G) CASH	1,000	PBR	47.80580	13.78000	47,805.79	13,780.00	(34,026)			0.75
ST JOE CO	(O) CASH	750	JOE	53.42970	19.19000	40,072.29	14,392.50	(25,680)			0.79
WAL-MART STORES INC	(P) CASH	1,000	WMT	45.09660	78.69000	45,096.55	78,690.00	33,593	2.389%	1,880	4.29
WASTE MGMT INC DEL	(N) CASH	1,000	WM	42.38920	44.87000	42,389.15	44,870.00	2,481	3.253%	1,460	2.45
SUB-TOTAL COMMON STOCK						845,827.06	885,152.71	39,325		20,655	48.31

<30,179.85> adj
815,647.21

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(C)	8%	BASIC INDUSTRY	(R)	21%	TELECOMMUNICATIONS	(L)	11%	HEALTHCARE	(S)	15%	TRANSPORTATION	(I)	1%	FINANCIAL
(F)	7%	CONSUMER GOODS	(E)	4%	CONSTRUCTION & BLDG.	(J)	6%	FOOD & BEVERAGES	(Q)	4%	TECHNOLOGY	(G)	2%	ENERGY
(O)	1%	REAL ESTATE	(P)	8%	RETAIL SERVICES	(N)	5%	PUBLIC SERVICES						

Preferred or Other Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
GENERAL MTRS CORP DEB SR CONV B 5.25% MAT 3/06/32 CALL 03/06/09	CASH	1,600	370ESC733	N/A	UNPRICED	N/A	0.00	N/A			
GOLDMAN SACHS GROUP INC PFD A 1/1000 CALL 04/25/10 @$25 MOODYS BA2	CASH	3,000	GSPRA	20.25770	18.05000	60,773.01	54,150.00	(6,623)	5.252%	2,844	2.96
SUB-TOTAL PREFERRED OR OTHER STOCK						60,773.01	54,150.00	(6,623)		2,844	2.96

Master Limited Partnerships

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
ENERGY TRANSFER PRTNRS L P UNIT LTD PARTN SBI/CBI	CASH	1,000	ETP	55.44550	57.25000	55,445.54	57,250.00	1,804	6.323%	3,620	3.12

14,335 per K-1

65-0401513

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Period Ending
12/31/13

Master Limited Partnerships

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
PLAINS ALL AMERN PIPELINE L P UNIT LTD PARTN SBI/CBI	CASH	1,000	PAA	53.07480	51.77000	53,074.76	51,770.00	(1,305)	4.635%	2,400	2.83
						51,683 per K-1					
SUB-TOTAL MASTER LIMITED PARTNERSHIPS						108,520.30	109,020.00	499		6,020	5.95
TOTAL EQUITIES						1,015,120.37	1,048,322.71	33,201		29,519	57.22

<42,502.30> K-1 basis adj
<30,179.85> adj
942,438.22

Mutual Funds

Open End Funds

Description	Open Tran	Quantity	Average Price	Net Cost	Purchase Cost	Current Price	Market Value	Unrealized Gain/(Loss)	Net Value Increase/Decr	EY	EAI	Est Yield to Net Cost	Portfolio Percent
LEGG MASON CAP MGMT VALUE TRUST CL C OPEN END SYMBOL: LMVTX		1,989.0620	66.47787	132,228.62	115,000.00	58.36000	116,081.65	(16,147)	1,098	0.251%	292	0.22	6.34
	Purchases	1,673.4580	68.71997	115,000.00	115,000.00		97,663.00	(17,337)					
	Reinvestment	315.6040	54.58935	17,228.62			18,418.64	1,190					
SUB-TOTAL OPEN END FUNDS				132,228.62			116,081.65	(16,147)			292		6.34

Exchange Traded Funds

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
POWERSHS DB MULTI SECT COMM TR PS DB AGRICUL FD CLOSED END SBI/CBI ETF	CASH	1,000	DBA	31.37770	24.25000	31,377.68	24,250.00	(7,128)			1.32
						25,127 per K-1					
SUB-TOTAL EXCHANGE TRADED FUNDS						31,377.68	24,250.00	(7,128)			1.32

Closed End Funds

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
ALPINE GLOBAL PREMIER PPTYS FD COM SBI CLOSED END SBI/CBI	CASH	3,174	AWP	18.94810	7.19000	60,141.13	22,821.06	(37,320)	8.344%	1,904	1.25
						+563.77 adj					
DOUBLELINE INCOME SOLUTIONS FD CLOSED END	CASH	2,500	DSL	21.43220	21.09000	53,580.54	52,725.00	(856)	8.534%	4,500	2.88
SUB-TOTAL CLOSED END FUNDS						113,721.67	75,546.06	(38,176)		6,404	4.13
TOTAL MUTUAL FUNDS						277,327.97	215,877.71	(61,451)		6,696	11.79

<6,250.68> K-1 basis adj
+563.77 adj

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Period Ending
12/31/13

Fixed Income

Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
MORGAN STANLEY B/E 4.875% DUE 11/01/22 MTN	CASH	40,000	6174824M3 BAA3 / BBB+	103.02330	102.36600	41,209.30	40,946.40	(263)	4.875%	1,950	2.23
GENERAL MTRS CORP B/E 8.375% DUE 07/15/33 NOTE BANKRUPTCY	CASH	100,000	370ESCBT1 NR / NA	N/A	UNPRICED	N/A	0 00	N/A	8.375%	8,375	
SUB-TOTAL CORPORATE BONDS		140,000				41,209.30	40,946.40	(263)		10,325	2.22

Due to credit market volatility this month, there may be some unreliable pricing of fixed income securities compared to prior months. Call your Financial Advisor if you have any questions.

TOTAL FIXED INCOME		140,000				41,209.30	40,946.40	(263)		10,325	2.22

Oppenheimer & Co. Inc.

Proceeds Not Reported to the IRS

2013

SHORT-TERM TRANSACTIONS *NOT reported on Form 1099-B*

Report on Form 8949, Part I, with Box C checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
ALCATEL-LUCENT SPONSORED ADR / CUSIP: 013904305 / Symbol: ALU							
12/23/13	0.000	85.58	12/23/13	0.00	...	85.58	Cash in lieu
COHEN & STEERS PFD SECS & INCOME FD CL C / CUSIP: 19248X208 / Symbol: CPXCX							
	6 tax lots for 08/15/13.						
	3.149	*40.56*	*12/13/12*	*41.47*	...	*-0.91*	*Sale*
	8.719	*112.30*	*12/13/12*	*114.83*	...	*-2.53*	*Sale*
	13.829	*178.12*	*05/02/13*	*188.90*	...	*-10.78*	*Sale*
	14.217	*183.11*	*06/05/13*	*192.93*	...	*-9.82*	*Sale*
	14.860	*191.40*	*07/02/13*	*193.78*	...	*-2.38*	*Sale*
	14.952	*192.58*	*08/02/13*	*194.67*	...	*-2.09*	*Sale*
08/15/13	69.726	898.07	VARIOUS	926.58	0.00	-28.51	Total of 6 lots
GENERAL MTRS CO / CUSIP: 37045V100 / Symbol: GM							
12/04/13	0.000	22.38	12/04/13	0.00	...	22.38	Cash in lieu
	Totals:	**1,006.03**		**926.58**	**0.00**	**79.45**	

LONG-TERM TRANSACTIONS *NOT reported on Form 1099-B*

Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
ALCOA INC / CUSIP: 013817101 / Symbol: AA							
08/15/13	1,500.000	11,694.99	05/25/11	24,827.40	...	-13,132.41	Sale
BANK OF AMERICA CORPORATION / CUSIP: 060505104 / Symbol: BAC							
08/15/13	2,500.000	35,254.50	07/26/10	36,074.23	...	-819.73	Sale
BRISTOL MYERS SQUIBB CO / CUSIP: 110122108 / Symbol: BMY							
12/12/13	1,000.000	49,879.14	09/08/93	14,157.50	...	35,721.64	Sale
CARDINAL HEALTH INC / CUSIP: 14149Y108 / Symbol: CAH							
12/12/13	750.000	48,980.31	10/14/99	16,999.71	...	31,980.60	Sale

Proceeds are the net sale amount received and may be adjusted for option premiums or specific tax treatment of capital changes.

Oppenheimer & Co. Inc.

2013

Proceeds Not Reported to the IRS
(continued)

LONG-TERM TRANSACTIONS *NOT reported on Form 1099-B*

Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
CISCO SYS INC / CUSIP: 17275R102 / Symbol: CSCO							
	2 tax lots for 08/15/13.						
	800.000	*19,515.28*	*11/14/00*	*42,614.47*	...	*-23,099.19*	*Sale*
	1,500.000	*36,591.15*	*11/14/00*	*79,897.86*	...	*-43,306.71*	*Sale*
08/15/13	2,300.000	56,106.43	VARIOUS	122,512.33	0.00	-66,405.90	Total of 2 lots
CITIGROUP INC COM NEW / CUSIP: 172967424 / Symbol: C							
	2 tax lots for 08/15/13.						
	100.000	*4,976.50*	*02/21/06*	*46,724.90*	...	*-41,748.40*	*Sale*
	200.000	*9,953.00*	*01/18/11*	*9,932.56*	...	*20.44*	*Sale*
08/15/13	300.000	14,929.50	VARIOUS	56,657.46	0.00	-41,727.96	Total of 2 lots
COHEN & STEERS PFD SECS & INCOME FD CL C / CUSIP: 19248X208 / Symbol: CPXCX							
08/16/13	3,189.793	41,084.53	05/25/11	39,825.80	...	1,258.73	Sale
FORD MTR CO DEL COM PAR $0.01 / CUSIP: 345370860 / Symbol: F							
12/12/13	2,644.000	42,628.88	12/21/94	25,626.33	...	17,002.55	Sale
	Totals:	300,558.28		336,680.76	0.00	-36,122.48	

Proceeds are the net sale amount received and may be adjusted for option premiums or specific tax treatment of capital changes.