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: THE MARY HILEM TAYLOR FOUNDATION

A Employer identification number: 65-6191958

Number and street (or P O box number if mail is not delivered to street address): C/O 675 3RD AVE. - E. HOROWITZ & CO.

Room/suite: 23 FL

B Telephone number: 212-972-7500

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10017

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 3,656,694.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)

(Part I, column (d) must be on cash basis.)

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

	Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))*	(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	0.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	89,147.	79,520.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	62,923.			
	b Gross sales price for all assets on line 6a 3,803,405.				
	7 Capital gain net income (from Part IV, line 2)		62,923.		
	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				
	12 **Total.** Add lines 1 through 11	152,070.	142,443.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	7,000.	700.		6,300.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	3,646.	3,646.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	22,998.	22,998.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	33,644.	27,344.		6,300.
	25 Contributions, gifts, grants paid	59,850.			59,850.
	26 **Total expenses and disbursements.** Add lines 24 and 25	93,494.	27,344.		66,150.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	58,576.			
	b **Net investment income** (if negative, enter -0-)		115,099.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
NOV 17 2014
OGDEN, UT
IRS-OSC

SCANNED NOV 26 2014

323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form 990-PF (2013)

914

5

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,438,126.	47,223.	47,223.
	2	Savings and temporary cash investments			
	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 5	927,074.	3,159,009.	3,362,637.
	c	Investments - corporate bonds STMT 6	487,171.	258,959.	246,834.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other	554,244.		
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,406,615.	3,465,191.	3,656,694.
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	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	3,406,615.	3,465,191.	
	30	**Total net assets or fund balances**	3,406,615.	3,465,191.	
	31	**Total liabilities and net assets/fund balances**	3,406,615.	3,465,191.	

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	3,406,615.
2	Enter amount from Part I, line 27a	2	58,576.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,465,191.
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	3,465,191.

Form **990-PF** (2013)

323511
10-10-13

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	3,803,405.		3,740,482.	62,923.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				62,923.

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	62,923.
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	50,350.	3,374,000.	.014923
2011	40,600.	874,626.	.046420
2010	50,869.	20,320.	2.503396
2009	23,500.	17,996.	1.305846
2008	63,681.	61,115.	1.041986

2 **Total** of line 1, column (d)	2	4.912571
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	.982514
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,394,727.
5 Multiply line 4 by line 3	5	3,335,367.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,151.
7 Add lines 5 and 6	7	3,336,518.
8 Enter qualifying distributions from Part XII, line 4	8	66,150.

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	2,302.
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	2,302.
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	2,302.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,400.		
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	1,400.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	14.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	916.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
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) ▶ NONE			
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* SEE STATEMENT 7	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

Form **990-PF** (2013)

323531
10-10-13

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 ▶ N/A

14 The books are in care of ▶ FELICIA TAYLOR Telephone no. ▶ 917-420-1131

Located at ▶ 784 PARK AVENUE, #10A, NEW YORK, NY ZIP+4 ▶ 10021

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)?	N/A	1b		
	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

Form **990-PF** (2013)

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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
FELICIA TAYLOR 784 PARK AVUNUE #10A NEW YORK, NY 10021	TRUSTEE 6.00	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

Form **990-PF** (2013)

323551
10-10-13

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.

Form **990-PF** (2013)

323561
10-10-13

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	3,012,805.
b	Average of monthly cash balances			1b	433,618.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	3,446,423.
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	3,446,423.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	51,696.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	3,394,727.
6	**Minimum investment return.** Enter 5% of line 5			6	169,736.

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	169,736.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,302.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,302.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	167,434.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	167,434.
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	167,434.

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	66,150.
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	66,150.
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	66,150.

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					167,434.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: _____ , _____ , _____			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	41,460.				
b From 2009	22,600.				
c From 2010	49,853.				
d From 2011					
e From 2012					
f **Total** of lines 3a through e		113,913.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 66,150.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					66,150.
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).)		101,284.			101,284.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		12,629.			
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					0.
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		12,629.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010	12,629.				
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:

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*				
RONALD MCDONALD HOUSE 405 E 73RD ST NEW YORK, NY 10021	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	7,500.
ALZ DRUG DISCOVERY FOUNDATION 57 W 57TH ST #904 NEW YORK, NY 10019	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	1,500.
BOB WOODRUFF FOUNDATION 1359 BROADWAY, SUITE 800 NEW YORK, NY 10018	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	30,000.
HEARST CASTLE PRESERVATION FOUNDATION 750 HEARST CASTLE RD SAN SIMEON, CA 93452	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	1,500.
MUSEUM OF THE CITY OF NEW YORK 1220 5TH AVE NEW YORK, NY 10029	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	350.
Total SEE CONTINUATION SHEET(S)			▶ 3a	59,850.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	89,147.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	62,923.	
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.		152,070.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 152,070.

(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).
	N/A

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

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

Signature of officer or trustee:

Date: 11/14/14

Title: TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ELLIOT HOROWITZ	Elliot Horowitz	11/12/14		P00185039

Firm's name ▶ ELLIOT HOROWITZ & COMPANY, LLP

Firm's EIN ▶ 13-3028332

Firm's address ▶ 675 THIRD AVENUE
NEW YORK, NY 10017

Phone no. 212-972-7500

Form 990-PF (2013)

323622
10-10-13

THE MARY HILEM TAYLOR FOUNDATION

CONTINUATION FOR 990-PF, PART IV
65-6191958 PAGE 1 OF 1

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	FIDELITY#663-130394, SEE ATTACHED SCHEDULE	P	01/01/13	12/31/13
b	BERNSTEIN #888-7405, SEE ATTACHED SCHEDULEFIDELIT	P	01/01/13	12/31/13
c	BERNSTEIN #888-7405, SEE ATTACHED SCHEDULEFIDELIT	P	12/31/12	12/31/13
d	BERNSTEIN #888-7405, SEE ATTACHED SCHEDULEFIDELIT	P	05/10/13	05/10/13
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	557,839.		556,789.	1,050.
b	1,746,863.		1,769,335.	<22,472.>
c	1,488,335.		1,414,358.	73,977.
d	14.			14.
e	10,354.			10,354.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,050.
b				<22,472.>
c				73,977.
d				14.
e				10,354.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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 62,923.

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 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
GABRIELLE'S ANGEL FOUNDATION 225 W 34TH ST #1704 NEW YORK, NY 10122	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	15,000.
CITY MEALS ON WHEELS 355 LEXINGTON AVENUE NEW YORK, NY 10017	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	2,500.
LIGHTHOUSE INTERNATIONAL 111 E 59TH ST NEW YORK, NY 10022	N/A		GENERAL CONTRIBUTION	1,500.
Total from continuation sheets				19,000.

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
BERNSTEIN #888-74058	87,782.	10,354.	77,428.	69,801.	
FIDELITY#663-13039	9,427.	0.	9,427.	7,427.	
FIDELITY#663-13039	2,292.	0.	2,292.	2,292.	
TO PART I, LINE 4	99,501.	10,354.	89,147.	79,520.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,000.	700.		6,300.
TO FORM 990-PF, PG 1, LN 16B	7,000.	700.		6,300.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	2,808.	2,808.		0.
FOREIGN TAX	838.	838.		0.
TO FORM 990-PF, PG 1, LN 18	3,646.	3,646.		0.

The Mary Hilem Taylor Foundation
12/31/2013

		CAP GAIN DIST	ST	LT	GROSS PROCEEDS
[1]	Bernstein #888-74058	10,354	(22,471)	118,003	3,235,212
	Bernstein #888-74058		14		10,354
	Amortization on the bond discount By Prior Accountant:				
	$40M Florida St Broward CNTY 10%			(6,940)	
	$100M Jamestown NYC Sch Dist 3.875%			(9,782)	
	$150M southold ny go 4%			(12,770)	
	$150M suffolk cnty ny go 4%			(14,534)	
[2]	Fidelity#663-130394 Per 1099		1,049		557,839
	TOTAL	10,354	(21,408)	73,977	3,803,405
		B	B	B	
		Sum of B	62,923		

Form 990PF Part I Line 7(b)	62,923

2013 TAX REPORTING STATEMENT

MARY HILEM TAYLOR FOUNDATION
Account No. **663-130394** Customer Service: 610-545-6100
Recipient ID No. **65-6191958** Payer's Fed ID Number: 04-3523567

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
AQR MANAGED FUTURES FUND CL I, AQMIX, 00203H859										
Sale	03/20/13	various	10,824.525	109,942.17	100,838.01	9,104.16				
DOUBLELINE TOTAL RETURN BOND FD CL I, DBLTX, 258620103										
Sale	03/20/13	various	19,784.951	224,722.04	225,370.20	-648.16				
PIMCO TOTAL RETURN INSTL, PTTRX, 693390700										
Sale	03/20/13	various	19,893.893	223,174.48	230,581.21	-7,406.73				
TOTALS				**557,838.69**	**556,789.42**			**0.00**		
	Box A Short-Term Realized Gain					**9,104.16**				
	Box A Short-Term Realized Loss					**-8,054.89**				
	Box A Wash Sale Loss Disallowed						**0.00**			

For any transaction listed on Form 1099-B in a section indicating that **"basis is reported to the IRS"**, we are reporting to the IRS: **1c** type of gain or loss (i.e. short-term or long-term), **6** basis reported to IRS, **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1b**, **1e**, **2a** and **2b**, **3**, **4**, **5**, **13**, **14** and **15**. We are not reporting to the IRS: the Action, the Gain / Loss, and all subtotals and totals.

For any transaction listed on Form 1099-B in a section indicating that **"basis is not reported to the IRS"**, we are reporting to the IRS: **6** Noncovered security **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1e**, **2a** and **2b**, **4**, **13**, **14** and **15**. We are not reporting to the IRS: **1c** type of gain or loss (i.e. short-term or long-term), the Action, the Gain / Loss, columns **1b**, **3**, **5**, and all subtotals and totals.

Although Fidelity makes every effort to provide accurate information, please bear in mind that you, the taxpayer, are ultimately responsible for the accuracy of your tax returns.

(a) Gross proceeds less commissions

(b) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium.

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Capital Gains Report

MARY HILEM TAYLOR FOUNDATION (Account: 888-74058) January 1, 2013 through December 31, 2013

SHORT-TERM NON-COVERED

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/08/2013	05/03/2013	12	CST BRANDS INC	29.73	32.90	356.72	394.83	-38.11
04/11/2013	05/03/2013	2	CST BRANDS INC	29.73	36.10	59.45	72.21	-12.76
04/08/2013	05/06/2013	85	APPLIED MATERIALS INC	14.82	13.16	1,259.28	1,118.89	140.39
04/08/2013	05/09/2013	60	TIBCO SOFTWARE INC	20.89	19.26	1,253.38	1,155.70	97.68
04/08/2013	05/13/2013	30	***EATON CORP PLC	64.33	60.09	1,929.80	1,802.69	127.11
04/08/2013	05/13/2013	75	INTUIT INC	59.21	64.00	4,440.78	4,799.87	-359.09
04/11/2013	05/13/2013	15	INTUIT INC	59.21	64.89	888.16	973.41	-85.25
04/08/2013	05/13/2013	10	PHILIP MORRIS INTERNATIONAL	94.13	93.98	941.31	939.80	1.51
04/08/2013	05/14/2013	90	ALTRIA GROUP INC	36.95	35.10	3,325.14	3,158.80	166.34
04/08/2013	05/14/2013	25	SCHLUMBERGER LTD	76.98	74.92	1,924.39	1,873.02	51.37
04/08/2013	05/14/2013	30	UNITEDHEALTH GROUP INC	61.87	61.55	1,856.14	1,846.49	9.65
04/08/2013	05/15/2013	50	KROGER CO	35.19	31.93	1,759.65	1,596.50	163.15
04/08/2013	05/15/2013	135	US BANCORP	34.23	33.41	4,621.00	4,510.82	110.18
04/11/2013	05/15/2013	25	US BANCORP	34.23	34.36	855.74	858.90	-3.16
04/08/2013	05/16/2013	70	TYSON FOODS INC-CL A	25.08	23.61	1,755.61	1,652.46	103.15
04/08/2013	05/17/2013	6	GOLDMAN SACHS GROUP INC	157.84	142.60	947.05	855.58	91.47
04/08/2013	05/17/2013	55	MEDTRONIC INC	49.55	46.30	2,725.10	2,546.63	178.47
04/08/2013	05/17/2013	5	PRECISION CASTPARTS CORP	212.02	182.71	1,060.08	913.56	146.52
04/08/2013	05/17/2013	20	JM SMUCKER CO/THE	102.29	97.97	2,045.85	1,959.41	86.44
04/08/2013	05/22/2013	180	MICRON TECHNOLOGY INC	11.21	9.31	2,017.67	1,675.67	342.00
04/08/2013	05/24/2013	15	***EVEREST RE GROUP LTD	126.54	127.14	1,898.06	1,907.13	-9.07
04/08/2013	06/04/2013	15	NATIONAL - OILWELL INC	69.80	68.11	1,046.97	1,021.65	25.32
04/08/2013	06/06/2013	30	ALTRIA GROUP INC	35.65	35.10	1,069.43	1,052.93	16.50
04/08/2013	06/06/2013	50	KROGER CO	33.04	31.93	1,651.81	1,596.50	55.31
04/08/2013	06/12/2013	5,966.328	AB BOND INFLATION STRATEGY CLASS 1	10.84	11.42	64,675.00	68,135.46	-3,460.46
04/08/2013	06/12/2013	3,935.427	ALLIANCEBERNSTEIN GLOBAL BOND	8.44	8.69	33,215.00	34,198.86	-983.86
04/08/2013	06/12/2013	25	IDEXX LABS CORP	85.52	90.43	2,137.90	2,260.84	-122.94
04/08/2013	06/12/2013	28,252.047	OVERLAY B PORTFOLIO CLASS 1	10.99	11.09	310,490.00	313,315.20	-2,825.20
04/08/2013	06/12/2013	16,490.869	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.69	14.08	225,760.00	232,191.44	-6,431.44
04/08/2013	06/13/2013	100	SAFEWAY INC	25.11	25.19	2,511.32	2,518.51	-7.19
04/08/2013	06/17/2013	25	F5 NETWORKS INC	74.48	72.60	1,862.06	1,814.95	47.11
05/17/2013	06/17/2013	10	F5 NETWORKS INC	74.48	82.91	744.82	829.09	-84.27
04/08/2013	07/08/2013	4,072.629	ALLIANCEBERNSTEIN GLOBAL BOND	8.33	8.69	33,925.00	35,391.15	-1,466.15
04/08/2013	07/08/2013	20	HARLEY DAVIDSON INC	55.26	51.28	1,105.23	1,025.53	79.70
04/08/2013	07/08/2013	31,717.749	OVERLAY B PORTFOLIO CLASS 1	10.93	11.09	346,675.00	351,749.84	-5,074.84
04/08/2013	07/08/2013	27,024.272	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.39	14.08	361,855.00	380,501.75	-18,646.75
04/08/2013	07/16/2013	30	FISERV INC	91.16	85.30	2,734.65	2,558.89	175.76
05/22/2013	07/16/2013	30	FISERV INC	91.16	89.60	2,734.66	2,688.01	46.65
06/13/2013	07/16/2013	20	FISERV INC	91.16	87.38	1,823.10	1,747.55	75.55

Capital Gains Report

MARY HILEM TAYLOR FOUNDATION (Account: 888-74058) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/08/2013	07/16/2013	185	GENERAL ELECTRIC CO	23.48	22.97	4,344.19	4,249.08	95.11
04/11/2013	07/16/2013	35	GENERAL ELECTRIC CO	23.48	23.70	821.87	829.53	-7.66
06/13/2013	07/16/2013	55	GENERAL ELECTRIC CO	23.48	23.48	1,291.52	1,291.60	-0.08
04/08/2013	07/22/2013	22	VERTEX PHARMACEUTICALS INC	88.15	52.05	1,939.35	1,145.14	794.21
07/09/2013	07/22/2013	3	VERTEX PHARMACEUTICALS INC	88.15	79.80	264.46	239.39	25.07
04/08/2013	07/25/2013	40	HARLEY DAVIDSON INC	56.49	51.28	2,259.78	2,051.05	208.73
04/08/2013	07/29/2013	856 .898	OVERLAY A PORTFOLIO CLASS 1	11.67	11.17	10,000.00	9,571.55	428.45
04/08/2013	07/29/2013	180 668	OVERLAY B PORTFOLIO CLASS 1	11.07	11.09	2,000.00	2,003.61	-3.61
04/08/2013	07/29/2013	531 561	BERNSTEIN INTERNATIONAL PORTFOLIO	15.05	14.46	8,000.00	7,686.37	313.63
04/08/2013	07/31/2013	4 .011	OVERLAY A PORTFOLIO CLASS 1	11.68	11.17	46.85	44.80	2.05
04/08/2013	07/31/2013	27 .913	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.49	14.08	376.54	393.02	-16.48
04/08/2013	08/06/2013	5	APPLE INC	464.77	426.15	2,323.85	2,130.73	193.12
04/08/2013	08/08/2013	11	EOG RESOURCES INC	157.68	126.55	1,734.48	1,392.05	342.43
05/01/2013	08/09/2013	25	ALLERGAN INC	91.47	99.54	2,286.84	2,488.53	-201.69
04/08/2013	08/09/2013	240	APPLIED MATERIALS INC	15.65	13.16	3,755.45	3,159.22	596.23
04/11/2013	08/09/2013	60	APPLIED MATERIALS INC	15.65	13.80	938.86	828.06	110.80
06/13/2013	08/09/2013	70	APPLIED MATERIALS INC	15.65	15.48	1,095.34	1,083.94	11.40
07/09/2013	08/09/2013	130	APPLIED MATERIALS INC	15.65	15.62	2,034.20	2,030.34	3.86
04/08/2013	08/09/2013	75	EXXON MOBIL CORP	90.72	88.55	6,803.99	6,640.88	163.11
04/08/2013	08/09/2013	50	ILLINOIS TOOL WORKS	73.52	61.61	3,675.87	3,080.42	595.45
04/08/2013	08/09/2013	25	NATIONAL - OILWELL INC	72.57	68.11	1,814.30	1,702.76	111.54
07/09/2013	08/09/2013	25	NATIONAL - OILWELL INC	72.57	72.75	1,814.30	1,818.84	-4.54
04/08/2013	08/09/2013	30	TIME WARNER CABLE	115.51	95.73	3,465.42	2,871.91	593.51
04/11/2013	08/09/2013	10	TIME WARNER CABLE	115.51	94.08	1,155.14	940.79	214.35
04/08/2013	08/12/2013	15	BERKSHIRE HATHAWAY INC-CL B	117.10	104.63	1,756.51	1,569.50	187.01
07/09/2013	08/16/2013	25	TIME WARNER CABLE	110.01	114.90	2,750.24	2,872.41	-122.17
04/08/2013	08/22/2013	25	WALT DISNEY CO/THE	61.27	58.36	1,531.77	1,458.93	72.84
04/08/2013	08/26/2013	50	GAMESTOP CORP-CLASS A	52.66	30.30	2,633.24	1,514.89	1,118.35
07/09/2013	08/26/2013	50	GAMESTOP CORP-CLASS A	52.66	42.53	2,633.23	2,126.72	506.51
04/08/2013	09/05/2013	55	DIAMOND OFFSHORE DRILLING	64.00	67.57	3,520.22	3,716.15	-195.93
05/17/2013	09/05/2013	15	DIAMOND OFFSHORE DRILLING	64.00	72.17	960.06	1,082.48	-122.42
06/13/2013	09/05/2013	25	DIAMOND OFFSHORE DRILLING	64.00	67.00	1,600.10	1,675.05	-74.95
07/09/2013	09/05/2013	30	DIAMOND OFFSHORE DRILLING	64.00	70.29	1,920.13	2,108.59	-188.46
04/08/2013	09/06/2013	25	BIOGEN IDEC INC	226.96	194.16	5,674.10	4,853.94	820.16
04/08/2013	09/11/2013	25	WALT DISNEY CO/THE	63.58	58.36	1,589.48	1,458.93	130.55
04/08/2013	09/12/2013	15	EXXON MOBIL CORP	88.12	88.55	1,321.84	1,328.18	-6.34
04/09/2013	09/12/2013	10	EXXON MOBIL CORP	88.12	89.19	881.22	891.95	-10.73
06/13/2013	09/12/2013	20	EXXON MOBIL CORP	88.12	90.30	1,762.45	1,806.10	-43.65
07/09/2013	09/12/2013	55	EXXON MOBIL CORP	88.12	92.85	4,846.74	5,106.98	-260.24
04/08/2013	09/17/2013	25	WAL-MART STORES INC	75.20	77.11	1,879.95	1,927.65	-47.70
04/08/2013	09/20/2013	85	DISCOVER FINANCIAL SERVICES	52.26	43.56	4,442.21	3,702.82	739.39
06/13/2013	09/20/2013	35	DISCOVER FINANCIAL SERVICES	52.26	47.64	1,829.15	1,667.45	161.70
07/09/2013	09/20/2013	55	DISCOVER FINANCIAL SERVICES	52.26	50.18	2,874.37	2,760.12	114.25
04/08/2013	09/20/2013	10	UNION PACIFIC CORP	160.20	139.76	1,601.96	1,397.62	204.34

Capital Gains Report

MARY HILEM TAYLOR FOUNDATION (Account: 888-74058) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/08/2013	09/23/2013	45	MONSANTO CO	105.94	105.09	4,767 51	4,729 09	38 42
04/11/2013	09/23/2013	5	MONSANTO CO	105 94	106.90	529 72	534 48	-4 76
05/31/2013	09/24/2013	23	STERICYCLE INC	114 35	110 47	2,630 06	2,540.78	89.28
06/13/2013	09/24/2013	10	STERICYCLE INC	114.35	106.52	1,143 50	1,065.24	78.26
07/09/2013	09/24/2013	15	STERICYCLE INC	114.35	114.49	1,715.26	1,717.31	-2 05
04/08/2013	09/27/2013	860 485	OVERLAY A PORTFOLIO CLASS 1	11.97	11 17	10,300.00	9,611.62	688 38
04/08/2013	09/27/2013	1,229 713	BERNSTEIN INTERNATIONAL PORTFOLIO	16 02	14 46	19,700 00	17,781 65	1,918 35
04/08/2013	10/02/2013	5	AMAZON COM INC	318 37	256 52	1,591 86	1,282.59	309.27
04/08/2013	10/02/2013	15	PRECISION CASTPARTS CORP	228.63	182.71	3,429.49	2,740.69	688 80
08/06/2013	10/04/2013	125	ABERCROMBIE & FITCH CO-CL A	35 16	48 96	4,395.39	6,119.75	-1,724.36
04/08/2013	10/04/2013	5	EOG RESOURCES INC	173 35	126 55	866 75	632 75	234.00
07/09/2013	10/04/2013	15	EOG RESOURCES INC	173.35	141.97	2,600.25	2,129.59	470.66
04/08/2013	10/07/2013	50	KINDER MORGAN INC	34 88	37 99	1,743 86	1,899 44	-155 58
04/08/2013	10/10/2013	75	DELTA AIR LINES INC	24.54	14.81	1,840 67	1,110 75	729 92
04/08/2013	10/14/2013	15	DELTA AIR LINES INC	23 97	14 81	359 56	222 15	137.41
07/09/2013	10/14/2013	85	DELTA AIR LINES INC	23 97	19 36	2,037 52	1,645 71	391 81
04/08/2013	10/14/2013	75	MACY'S INC	42 55	44 10	3,191 18	3,307 74	-116 56
05/01/2013	10/18/2013	25	BOEING CO/THE	121 96	91.33	3,048 91	2,283 35	765 56
04/08/2013	10/18/2013	50	COGNIZANT TECH SOLUTIONS-A	86 00	74.31	4,300.01	3,715 55	584 46
04/08/2013	10/18/2013	55	KINDER MORGAN INC	35 32	37 99	1,942 53	2,089 38	-146 85
04/11/2013	10/18/2013	20	KINDER MORGAN INC	35 32	38.96	706.37	779 19	-72.82
05/20/2013	10/18/2013	40	KINDER MORGAN INC	35 32	40 81	1,412 75	1,632 40	-219 65
06/13/2013	10/18/2013	10	KINDER MORGAN INC	35 32	37.40	353.19	374.05	-20 86
08/12/2013	10/23/2013	300	EMC CORP/MASS	23 51	27 01	7,053.66	8,102.10	-1,048 44
08/26/2013	10/23/2013	150	EMC CORP/MASS	23 51	26 37	3,526.83	3,955.23	-428 40
04/08/2013	10/23/2013	24	PETSMART	72.77	63 42	1,746 44	1,522 08	224 36
06/13/2013	10/23/2013	26	PETSMART	72.77	68 62	1,891 97	1,784 23	107 74
07/09/2013	10/23/2013	20	PETSMART	72.77	69.40	1,455.36	1,388 08	67 28
04/09/2013	10/24/2013	25	CAPITAL ONE FINANCIAL CORP	70 56	55 86	1,764.04	1,396 58	367 46
04/09/2013	10/24/2013	90	CAMPBELL SOUP CO	42.75	45.22	3,847 50	4,069 98	-222 48
07/09/2013	10/24/2013	35	CAMPBELL SOUP CO	42.75	45.28	1,496 25	1,584 74	-88 49
04/08/2013	10/24/2013	115	FIDELITY NATIONAL FINANCIAL IN	27 09	26 10	3,114.98	3,001 86	113 12
06/13/2013	10/24/2013	55	FIDELITY NATIONAL FINANCIAL IN	27 09	24 13	1,489 78	1,327 27	162 51
04/08/2013	10/29/2013	27 171	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13 59	14 08	369 26	382 57	-13.31
04/08/2013	11/01/2013	50	***LYONDELLBASELL INDU-CL A	73 97	58 84	3,698 60	2,942 08	756.52
04/08/2013	11/04/2013	50	CIT GROUP INC	48 29	42.42	2,414.56	2,121 15	293.41
04/11/2013	11/06/2013	2	PRICELINE COM INC	1061 82	729 42	2,123 64	1,458 85	664 79
04/08/2013	11/08/2013	25	SCHLUMBERGER LTD	93 61	74.92	2,340 19	1,873.03	467 16
04/08/2013	11/14/2013	65	CITRIX SYSTEMS INC	55 18	67 83	3,586 93	4,409 11	-822 18
04/11/2013	11/14/2013	15	CITRIX SYSTEMS INC	55 18	68.93	827 75	1,033 93	-206 18
07/09/2013	11/14/2013	25	CITRIX SYSTEMS INC	55 18	63 97	1,379 59	1,599.34	-219 75
04/08/2013	11/14/2013	100	WELLPOINT INC	88 73	67 26	8,873 00	6,726 43	2,146 57
04/08/2013	11/18/2013	100	CISCO SYSTEMS INC	21.35	20.51	2,135.00	2,050.92	84.08
06/13/2013	11/18/2013	50	KINDER MORGAN INC	35 65	37 40	1,782 45	1,870 24	-87.79
04/08/2013	11/19/2013	19	GOLDMAN SACHS GROUP INC	167 33	142 60	3,179 32	2,709 32	470.00
04/11/2013	11/19/2013	6	GOLDMAN SACHS GROUP INC	167.33	150 13	1,004 00	900 75	103 25

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/09/2013	11/19/2013	20	GOLDMAN SACHS GROUP INC	167 33	156 40	3,346 65	3,127.91	218 74
04/08/2013	11/19/2013	80	KRAFT FOODS GROUP INC-W/I	52 90	51 67	4,231.72	4,133.87	97 85
06/13/2013	11/19/2013	35	KRAFT FOODS GROUP INC-W/I	52 90	54 77	1,851 38	1,916 94	-65.56
07/09/2013	11/19/2013	60	KRAFT FOODS GROUP INC-W/I	52.90	55.72	3,173.79	3,343.44	-169.65
04/08/2013	11/22/2013	10	AMAZON.COM INC	373.70	256.52	3,736.99	2,565.19	1,171.80
04/08/2013	11/26/2013	10	BIOGEN IDEC INC	289.87	194 16	2,898.68	1,941.57	957.11
10/23/2013	11/26/2013	50	O'REILLY AUTOMOTIVE INC	124.89	133 68	6,244.46	6,684.03	-439.57
04/08/2013	11/27/2013	25	WALT DISNEY CO/THE	70 70	58 36	1,767.58	1,458 93	308 65
04/08/2013	12/03/2013	8	INTUITIVE SURGICAL INC	372.84	494.23	2,982 70	3,953 84	-971 14
04/11/2013	12/03/2013	2	INTUITIVE SURGICAL INC	372 84	510 17	745 67	1,020.34	-274.67
04/25/2013	12/03/2013	2	INTUITIVE SURGICAL INC	372 84	486 96	745 67	973 92	-228 25
06/13/2013	12/03/2013	4	INTUITIVE SURGICAL INC	372.84	500 00	1,491 35	2,000.02	-508 67
07/09/2013	12/03/2013	7	INTUITIVE SURGICAL INC	372 84	409 32	2,609 86	2,865 26	-255 40
07/19/2013	12/03/2013	7	INTUITIVE SURGICAL INC	372.84	378 12	2,609.86	2,646.83	-36.97
04/08/2013	12/03/2013	5	WELLPOINT INC	92.62	67 26	463 09	336.32	126 77
04/09/2013	12/03/2013	15	WELLPOINT INC	92 62	68 29	1,389 26	1,024.29	364 97
06/13/2013	12/03/2013	35	WELLPOINT INC	92.62	78 79	3,241 60	2,757 80	483.80
07/09/2013	12/03/2013	70	WELLPOINT INC	92 62	84 13	6,483.19	5,888 87	594.32
04/08/2013	12/16/2013	50	CISCO SYSTEMS INC	20 41	20 51	1,020.66	1,025 46	-4.80
06/13/2013	12/16/2013	75	CISCO SYSTEMS INC	20.41	24 21	1,530 98	1,816 10	-285.12
07/09/2013	12/16/2013	100	CISCO SYSTEMS INC	20.41	25.15	2,041.31	2,514.84	-473.53
04/08/2013	12/16/2013	30	INTL BUSINESS MACHINES CORP	174.69	208 56	5,240 62	6,256.94	-1,016 32
04/08/2013	12/20/2013	25	JM SMUCKER CO/THE	102.40	97.97	2,560.01	2,449.26	110 75
04/11/2013	12/20/2013	10	JM SMUCKER CO/THE	102 40	99 83	1,024.00	998 31	25.69
07/09/2013	12/20/2013	15	JM SMUCKER CO/THE	102 40	104 59	1,536 00	1,568 90	-32 90
						--------------	--------------	--------------
			SUBTOTAL FOR SHORT-TERM NON-COVERED			1,746,863 40	1,769,334 89	-22,471.49

LONG-TERM NON-COVERED

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/01/1950	04/05/2013	1,699 000	IPATH DOW JONES-UBS COMMODITY	39.56	41 81	67,206.49	71,037.33	-3,830.84
01/01/1950	04/05/2013	718	ISHARES S&P SMALLCAP 600	84 57	73 78	60,722 27	52,974.79	7,747 48
01/01/1950	04/05/2013	915	ISHARES S&P MIDCAP 400	111.66	97 24	102,165 79	88,973 45	13,192.34
01/01/1950	04/05/2013	2,348 000	ISHARES MSCI EAFE ETF	58.58	52.79	137,551 94	123,958 92	13,593.02
01/01/1950	04/05/2013	623	ISHARES DJ SELECT DIVIDEND	62 99	56 16	39,243 77	34,989 45	4,254 32
01/01/1950	04/05/2013	863	ISHARES TIPS BOND ETF	122.70	122 91	105,891 14	106,070.70	-179.56
01/01/1950	04/05/2013	1,258 000	ISHARES S&P PREF STK INDX FN	40 27	39 78	50,659 66	50,038 53	621.13
01/01/1950	04/05/2013	1,732	JPMORGAN ALERIAN MLP	45 04	38 81	78,015 17	67,226 57	10,788 60
01/01/1950	04/05/2013	1,284	MARKET VECTORS EMERGING MARK	26 99	26 36	34,655 16	33,841.40	813 76
01/01/1950	04/05/2013	1,214	SPDR S&P INTER DVD ETF	47 89	43 63	58,140 40	52,962 68	5,177 72
01/01/1950	04/05/2013	1,267	SPDR BARCLAYS CAPTL CONV SEC	41 71	39 41	52,846 57	49,927.80	2,918.77
01/01/1950	04/05/2013	1,022 000	SPDR S&P 500 ETF TRUST	154.55	138.92	157,950.10	141,974.02	15,976.08
01/01/1950	04/05/2013	438 000	VANGUARD FTSE EMERGING MARKETS	41.69	41.19	18,260.22	18,040.46	219.76

Capital Gains Report

MARY HILEM TAYLOR FOUNDATION (Account: 888-74058)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
~~01/01/1950~~	~~04/05/2013~~	~~673~~	~~WISDOMTREE EMG MKTS EQ INCOM~~	~~53.75~~	~~52.09~~	~~36,171.73~~	~~35,057.84~~	~~1,113.89~~
01/01/1950	04/08/2013	150,000	SOUTHOLD NY DUE 05/15/2020 4.000%	112 39	100 63	168,589.50	150,951 59	17,637 91
01/01/1950	04/08/2013	100,000	JAMESTOWN NY CITY SCH DIST DUE 05/15/2018 3.875%	111.87	100.56	111,866.00	100,564 01	11,301 99
01/01/1950	04/09/2013	40,000	FLORIDA ST DUE 07/01/2014 10 000%	105 66	100 72	42,263 60	40,288.57	1,975 03
01/01/1950	04/10/2013	150,000	SUFFOLK CNTY NY ~~DUE 05/15/2019 4.000%~~	110.76	100.97	166,135.50	151,453 88	14,681.62
			SUBTOTAL FOR LONG-TERM NON-COVERED			1,488,335 01	~~1,370,331 99~~ 1,414,358	~~118,003 02~~ $73,977
CASH IN LIEU COVERED								
	05/10/2013		CST BRANDS INC			13 96		13.96
			SUBTOTAL FOR CASH IN LIEU COVERED			13 96	0 00	13.96
TOTAL						3,235,212 37	3,139,666.88	95,545.49

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L		95,545.49
SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)	0 00	
SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	-22,471.49	
SHORT TERM TOTAL		-22,471 49
LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)	0 00	
LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	118,003.02	
LONG TERM TOTAL		118,003.02
CIL - COVERED		13 96

	A Per 2012 TR	Per Jan 2013 Statement	Prior Year Amortization on Bond Discount	B Proceeds	C=B-A Gain or Loss
$40M Florida St Broward CNTY 10%	47,200	40,260	6,940	42,264	-4,936
$100M Jamestown NYC Sch Dist 3.875%	110,330	100,548	9,782	111,866	1,536
$150M southold ny go 4%	163,694	150,924	12,770	168,590	4,896
$150M suffolk cnty ny go 4%	165,947	151,413	14,534	166,136	189
	487,171	443,145	44,026	488,856	1,685

2013 LT Gain or Loss per 1099	118,003
Reduce by Prior Year Amortization on Bond Discount	44,026
Adjusted G/L	73,977

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY EXPENSE	22,755.	22,755.		0.
MISC. EXPENSES	243.	243.		0.
TO FORM 990-PF, PG 1, LN 23	22,998.	22,998.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1699 SHS BARCLAYS BANK PLC IPATH RTN DJ-UBS COM INDEX	0.	0.
863 SHS ISHARES BARCLAYS TREAS INFLATION PROTECTED SEC FD	0.	0.
915 SHS ISHARES CORE S&P MID-CAP ETF	0.	0.
718 SHS ISHARES CORE S&P SMALL-CAP ETF	0.	0.
623 SHS ISHARES TR DOW JONES SELECT DIVIDEND INDEX FD	0.	0.
2348 SHS ISHARES TR MSCI EAFE INDEX FD	0.	0.
1258 SHS ISHARES TR S&P US PFD STOCK INDEX FD	0.	0.
1732 JPMORGAN CHASE & CO ALERIAN MLP INDEX ETN	0.	0.
1284 SHS MARKET VECTORS ETF TR EMERGING MKTS LOCAL CURR DEBT ETF	0.	0.
1267 SHS SPDR BARCLAYS CONV SECS ETF	0.	0.
1214 SHS SPDR INDEX SHS FDS S&P INTL DIVIDEND ETF	0.	0.
1022 SHS SPDR S&P 500 ETF TRUST UNIT SER 1	0.	0.
438 SHS VANGUARD INTL EQUITY INDEX FDS MSCI EMERGING MKTS ETF	0.	0.
673 SHS WISDOMTREE EMERGING MKTS EQUITY INCOME FUND	0.	0.
BERNSTEIN #888-7405, SEE ATTACHED SCHEDULEFIDELITY#663-130394, SEE ATTACHED	3,159,009.	3,362,637.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,159,009.	3,362,637.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
$40M FLORIDA ST BROWARD CNTY 10%	0.	0.
$100M JAMESTOWN NYC SCH DIST 3.875%	0.	0.
$150M SOUTHOLD NY GO 4%	0.	0.
$150M SUFFOLK CNTY NY GO 4%	0.	0.
BERNSTEIN #888-7405, SEE ATTACHED SCHEDULEFIDELITY#663-130394, SEE ATTACHED	258,959.	246,834.
TOTAL TO FORM 990-PF, PART II, LINE 10C	258,959.	246,834.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 8B STATEMENT 7

EXPLANATION

THE ORGANIZATION IS NOT REQUIRED TO FURNISH A COPY OF FORM 990-PF TO THE ATTORNEY GENERAL OF FLORIDA.

THE MARY HILEM TAYLOR FOUNDATION

EIN: **65-6191958**

FYE: **12/31/2013**

[1] Summary of Bond Funds from Berstein #75058

	Descriptions	# Shares		Total Basis	FMV
A)-BOND FUNDS:					
1)	ALLIANCEBERNSTEIN BD FD BD INFLATION STRATEGY CL 1				
	Ending	6,371.36	①	76,137.95	67,345.00
2)	ALLIANCEBERNSTEIN GLOBAL BD FUND INC ADVSR CL				
	Ending	4,172.46	②	38,668.85	34,339.00
3)	ALLIANCEBERNSTEIN BD FD REAL ASSET STRATEGY CL 1				
	Ending	13,427.38	③	144,151.76	145,150.00
			Total	**258,958.56**	**246,834.00** Ⓒ

[2] Summary Ending Balance for Berstein #75058

	Cost	FMV	
Cash	47,168.00	47,168.00	Ⓑ
Bond	258,958.56	246,834.00	Ⓒ
Stock	3,159,008.55	3,362,637.00	Ⓓ
Total	3,465,135.11	3,656,639.00	Ⓐ

[3] Form 990-PF Part II Balance Sheet (THE MARY HILEM TAYLOR FOUNDATION)

	Cash	Cash - BOA	(70)		(70)		
		Cash on Hand	126		126		
		Cash - Berstein	47,168.00		47,168.00		
Line 1				47,223.58		47,223.58	Ⓑ
Line 10 b	Investments- Corporate Stock			3,159,008.55		3,362,637.00	Ⓓ
Line 10 c	Investments- Corporate Bonds			258,958.56		246,834.00	Ⓒ
Line 16	Total Assets			3,465,190.69		3,656,694.58	

For Attachment 3

SANFORD C. BERNSTEIN & CO., LLC
A subsidiary of AllianceBernstein LP

www.bernstein.com

Account No.*	**Period Ending**	**Last Statement**
888-74058	12/31/2013	11/29/2013

*** Comprised of the following sub-accounts:**
039-86646 039-87642 039-87643

THE MARY HILEM TAYLOR
FOUNDATION
FELICIA TAYLOR, TRUSTEE
784 PARK AVE, 10A
NEW YORK NY 10021-3553

Bernstein Advisor:	Adam Sansiven	(212) 969-1024
	Paul Beime	(212) 756-4022
Advisor Associate(s):	Jared Davidson	(212) 756-4190
	Lindsay Mermell	(212) 756-4370
	Elizabeth Sohmer	(212) 823-2975
Fax Number:		(212) 407-5850

MEMBER, NEW YORK STOCK EXCHANGE, INC. SIPC

ACCOUNT SUMMARY	**Opening Balance**	**%**	**Closing Balance**	**%**
Cash	35,403	1.0	Ⓑ 47,168	1.3
Intermediate Duration	735,571	20.3	731,332	20.0
Bond Inflation Strategy	68,050	1.9	67,345	1.8
Global Fixed Income	34,589	1.0	34,420	0.9
Strategic Equities	1,081,650	29.9	1,094,076	29.9
International Portfolio	319,445	8.8	324,221	8.9
Emerging Markets Fund	110,759	3.1	109,991	3.0
Real Asset Strategy	143,343	4.0	145,150	4 0
Dynamic Asset Allocation Overlay	1,089,676	30.1	1,102,937	30 2
Total Account Value	**3,618,487**	**100.0**	Ⓐ **3,656,639**	**100.0**

INCOME SUMMARY	**Current Month**	**Year To Date**
Credit Interest	6	57
Municipal Bond Interest	0	7,627
Taxable Bond Fund Dividends	3,632	20,165
Equity Dividends	11,554	19,469
Dynamic Asset Allocation Dividends	28,788	28,788
Total Income	**43,980**	**76,106**

PORTFOLIO SUMMARY

Quantity	**Description**	**Price**	**Market Value**	**Estimated Annual Income** **Rate**	**Amount**
Cash					
	Closing Cash Balance		47,168	0.08%	38
Fixed Income Taxable					
Intermediate Duration					
54,740.166	BERNSTEIN INTERMEDIATE	13 350	730,781	$0 43	23,702
	DURATION PORTFOLIO		551AI		

Account No.*	Period Ending	Last Statement
888-74058	12/31/2013	11/29/2013

THE MARY HILEM TAYLOR

*** Comprised of the following sub-accounts:**
039-86646 039-87642 039-87643

PORTFOLIO SUMMARY

Quantity	Description	Price	Market Value	Estimated Annual Income	
				Rate	Amount
Bond Inflation Strategy					
6,371.357	ALLIANCEBERNSTEIN BD FD BD INFLATION STRATEGY CL 1	10.570	67,345 ①	$0.09	586
Global Fixed Income					
4,172.463	ALLIANCEBERNSTEIN GLOBAL BD FUND INC ADVSR CL	8.230	34,339 ② 81AI	$0.23	947
	Total Fixed Income Taxable		**833,097**	**3.03%**	**25,235**
U.S. Equity					
Strategic Equities					
35	AFFILIATED MANAGERS GROUP INC	216.880	7,591	$0 00	0
125	ALLERGAN INC	111.080	13,885	$0.20	25
1,226.381	ALLIANCEBERNSTEIN DISCOVERY VALUE FUND ADVISOR CL	21.720	26,637	$0.00	0
2,874 246	ALLIANCEBERNSTEIN DISCOVERY GROWTH FUND INC ADVISOR CL	9.830	28,254	$0.00	0
150	ALTRIA GROUP INC	38.390	5,759	$1.92	288
25	AMAZON.COM INC	398.790	9,970	$0 00	0
275	AMDOCS LIMITED	41.240	11,341	$0.52	143
125	AMERICAN EXPRESS COMPANY	90.730	11,341	$0.92	115
325	AMERICAN INTERNATIONAL GROUP	51.050	16,591	$0.40	130
125	AMERICAN TOWER CORPORATION	79.820	9,978	$1.16	145
75	AMPHENOL CORP NEW-CL A	89.180	6,689	$0 80	60
125	ANSYS INC	87.200	10,900	$0.00	0
125	AON PLC	83.890	10,486	$0.70	88
50	APPLE INC	561 110	28,056	$12.20	610
50	ASSURANT INC	66.370	3,319	$1.00	50
100	AT&T INC	35 160	3,516	$1.84	184
1,100	BANK OF AMERICA CORP	15 570	17,127	$0.04	44
75	BECTON DICKINSON & CO	110.490	8,287	$2.18	164
50	BERKSHIRE HATHAWAY INC DEL	118.560	5,928	$0.00	0
50	BIOGEN IDEC INC	279.750	13,988	$0.00	0
100	BOEING CO	136.490	13,649	$2 92	292
125	CAPITAL ONE FINANCIAL CORP	76.610	9,576	$1 20	150
175	CBS CORP	63.740	11,155	$0 48	84
44	CELGENE CORP	168 960	7,434	$0 00	0
50	CHEVRON CORPORATION	124.910	6,246	$4 00	200
12	CHIPOTLE MEXICAN GRILL INC	532.780	6,393	$0.00	0
85	CHUBB CORP	96.630	8,214	$1.76	150
175	CIT GROUP INC	52.130	9,123	$0.40	70
300	CITIGROUP INC	52.110	15,633	$0 04	12
150	COGNIZANT TECHNOLOGY SOLUTIONS	100.980	15,147	$0.00	0
225	COMCAST CORP	51.965	11,692	$0.78	176
325	CONAGRA FOODS INC	33.700	10,953	$1.00	325
100	COSTCO WHOLESALE CORP-NEW	119.010	11,901	$1.24	124
125	CVS CAREMARK CORPORATION	71.570	8,946	$1.10	138
250	DANAHER CORP	77 200	19,300	$0.10	25
75	EATON CORPORATION PLC	76 120	5,709	$1 68	126
150	EBAY INC	54.890	8,234	$0.00	0
375	ELECTRONIC ARTS INC	22.940	8,603	$0.00	0
60	EVEREST RE GROUP LTD	155.870	9,352	$3.00	180

Account No.*	Period Ending	Last Statement
888-74058	12/31/2013	11/29/2013

THE MARY HILEM TAYLOR

*** Comprised of the following sub-accounts:**
039-86646 039-87642 039-87643

PORTFOLIO SUMMARY

Quantity	Description	Price	Market Value	Estimated Annual Income	
				Rate	Amount
25	FEDEX CORP	143 770	3,594	$0.60	15
175	FIDELITY NATIONAL INFORMATION	53.680	9,394	$0.88	154
800	FORD MOTOR CO	15.430	12,344	$0.40	320
225	GANNETT CO INC	29 580	6,656	$0.80	180
150	GENERAL MOTORS COMPANY	40.870	6,131	$0.00	0
425	GENWORTH FINANCIAL INC	15.530	6,600	$0 00	0
125	GILEAD SCIENCES INC	75.150	9,394	$0.00	0
18	GOOGLE INC	1,120 710	20,173	$0.00	0
125	HALLIBURTON COMPANY	50.750	6,344	$0 60	75
100	HASBRO INC	55 010	5,501	$1.60	160
100	HEALTH NET INC	29.670	2,967	$0 00	0
150	HESS CORPORATION	83.000	12,450	$1.00	150
600	HEWLETT PACKARD CO	27 980	16,788	$0.58	349
175	HOME DEPOT INC	82.340	14,410	$1.56	273
150	ILLINOIS TOOL WORKS INC	84.080	12,612	$1 68	252
70	INTERCONTINENTALEXCHANGE GROUP	224.920	15,744	$2.60	182
40	INTERNATIONAL BUSINESS	187.570	7,503	$3 80	152
175	JOHNSON & JOHNSON	91.590	16,028	$2.64	462
150	JPMORGAN CHASE & CO	58 480	8,772	$1.52	228
150	KINDER MORGAN INC	36.000	5,400	$1 64	246
350	KROGER CO	39 530	13,836	$0.66	231
45	LIBERTY MEDIA CORP DELAWARE	146.450	6,590	$0.00	0
250	LINCOLN NATIONAL CORP-IND	51 620	12,905	$0.64	160
22	LINKEDIN CORPORATION	216 830	4,770	$0.00	0
125	LYONDELLBASELL INDUSTRIES	80.280	10,035	$2.40	300
150	MACYS INC	53.400	8,010	$1.00	150
125	MARATHON PETE CORP	91.730	11,466	$1.68	210
60	MCDONALDS CORP	97.030	5,822	$3 24	194
150	MEAD JOHNSON NUTRITION	83.760	12,564	$1.36	204
200	MEDTRONIC INC	57 390	11,478	$1.12	224
60	MERCK & CO INC	50.050	3,003	$1.76	106
225	MICROSOFT CORP	37.430	8,422	$1 12	252
75	MONSANTO CO	116 550	8,741	$1.72	129
100	NIKE INC-CL B	78 640	7,864	$0.96	96
125	NOBLE ENERGY INC	68 110	8,514	$0.56	70
150	OCCIDENTAL PETE CORP	95.100	14,265	$2.56	384
75	PARKER HANNIFIN CORP	128.640	9,648	$1.80	135
60	PARTNERRE LTD	105.430	6,326	$2.56	154
150	PATTERSON COMPANIES INC	41 200	6,180	$0.64	96
50	PEPSICO INC	82 940	4,147	$2 27	114
900	PFIZER INC	30.630	27,567	$1 04	936
125	PHILIP MORRIS INTERNATIONAL	87.130	10,891	$3.76	470
25	POLARIS INDUSTRIES INC	145.640	3,641	$1.68	42
40	PRECISION CASTPARTS CORP	269 300	10,772	$0.12	5
10	PRICELINE COM INC COM NEW	1,162 400	11,624	$0.00	0
325	PULTEGROUP INC	20 370	6,620	$0.20	65
75	RAYTHEON CO	90.700	6,803	$2.20	165
220	REGAL ENTERTAINMENT GROUP	19.450	4,279	$0.84	185
100	REYNOLDS AMERICAN INC	49 990	4,999	$2 52	252
200	SCHLUMBERGER LTD	90.110	18,022	$1.25	250
45	SHERWIN WILLIAMS CO	183.500	8,258	$2.00	90

Account No.*	Period Ending	Last Statement
888-74058	12/31/2013	11/29/2013

THE MARY HILEM TAYLOR

*** Comprised of the following sub-accounts:**
039-86646 039-87642 039-87643

PORTFOLIO SUMMARY

Quantity	Description	Price	Market Value	Estimated Annual Income	
				Rate	Amount
125	STARBUCKS CORP	78.390	9,799	$1.04	130
150	TIME WARNER INC	69.720	10,458	$1.15	173
250	TJX COMPANIES INC NEW	63.730	15,933	$0.58	145
90	UNION PACIFIC CORP	168.000	15,120	$3.16	284
250	VALERO ENERGY CORP NEW	50.400	12,600	$0.90	225
75	VERISK ANALYTICS INC	65.720	4,929	$0.00	0
175	VERIZON COMMUNICATIONS	49.140	8,600	$2 12	371
25	VERTEX PHARMACEUTICALS INC	74.300	1,858	$0.00	0
150	VIACOM INC	87.340	13,101	$1 20	180
65	VISA INC	222.680	14,474	$1 60	104
45	W W GRAINGER INC	255.420	11,494	$3.72	167
150	WAL-MART STORES INC	78.690	11,804	$1 88	282
125	WALT DISNEY CO	76.400	9,550	$0 86	108
425	WELLS FARGO & CO	45.400	19,295	$1.20	510
	Total Accrued Dividend		**1,291**		
	Total Strategic Equities		**1,094,076**	**1.43%**	**15,644**
International Equity					
International Portfolio					
19,842.161	BERNSTEIN INTERNATIONAL PORTFOLIO	16.340	324,221	$0.28	5,496
Emerging Market					
Emerging Markets Fund					
4,021 607	BERNSTEIN EMERGING MARKETS PORTFOLIO	27.350	109,991	$0 30	1,194
Real Asset Securities					
Real Asset Strategy					
13,427 337	ALLIANCEBERNSTEIN BD FD REAL ASSET STRATEGY CL 1	10.810	145,150 ③	$0.17	2,310
Dynamic Asset Allocation Overlay					
64,213.731	OVERLAY A PORTFOLIO CLASS 1	12.490	802,030	$0.17	10,852
28,877.807	OVERLAY B PORTFOLIO CLASS 1	10.420	300,907	$0.30	8,721
	Total Dynamic Asset Allocation Overlay		**1,102,937**	**1.77%**	**19,573**
	Total Portfolio Value		**3,656,639** Ⓐ	**1.90%**	**69,490**

Form **8868**
(Rev January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part** I and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE MARY HILEM TAYLOR FOUNDATION	Employer identification number (EIN) or 65-6191958
	Number, street, and room or suite no If a P O box, see instructions C/O FELICIA TAYLOR, 784 PARK AVENUE, NO. 10A	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10021	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ FELICIA TAYLOR
  784 PARK AVENUE, #10A - NEW YORK, NY 10021

  Telephone No ▶ 917-420-1131 Fax No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ calendar year 2013 or

▶ ☐ tax year beginning ______, and ending ______

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 0.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2014)

323841
12-31-13

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
THE MARY HILEM TAYLOR FOUNDATION

Employer identification number (EIN) or
65-6191958

Number, street, and room or suite no. If a P.O box, see instructions.
C/O 675 3RD AVE. - E. HOROWITZ & CO., NO. 23 FL

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
NEW YORK, NY 10017

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ FELICIA TAYLOR
784 PARK AVENUE, #10A - NEW YORK, NY 10021
Telephone No. ▶ 917-420-1131 Fax No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013, or other tax year beginning ________, and ending ________

6 If the tax year entered in line 5 is for less than 12 months, check reason· ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
STILL AWAITING IMPORTANT THIRD PARTY INFORMATION TO NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 0.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ TRUSTEE Date ▶

Form **8868** (Rev. 1-2014)

323842
12-31-13