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

For calendar year 2013, or tax year beginning , 2013, and ending ,

Name of foundation Fifth Avenue Foundation	**A** Employer identification number 75-1659424
Number and street (or P O box number if mail is not delivered to street address) 600 W. 6th Street — Room/suite 300	**B** Telephone number (see the instructions) (817) 877-2800
City or town, state or province, country, and ZIP or foreign postal code Fort Worth TX 76102	**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, column (c), line 16*) ► $ 1,219,651. — **J** Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (*Part I, column (d) must be on cash basis*)	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

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

	Line		(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 (att sch)				
	2	Ck ► ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	5,796.	5,796.	5,796.	
	4	Dividends and interest from securities	15,393.	15,393.	15,393.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	331,652.	L-6a Stmt		
	b	Gross sales price for all assets on line 6a 1,001,377.				
	7	Capital gain net income (from Part IV, line 2)		331,652.		
	8	Net short-term capital gain			331,652.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) Oil Royalties	439.	439.	439.	
	12	**Total.** Add lines 1 through 11	353,280.	353,280.	353,280.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) L-16b Stmt	2,450.	2,450.	2,450.	
	c	Other prof fees (attach sch) L-16c Stmt	8,467.	8,467.	8,467.	
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Line 18 Stmt	1,269.	1,269.	1,269.	
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) Supplies	309.	309.	309.	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	12,495.	12,495.	12,495.	
	25	Contributions, gifts, grants paid	56,500.			56,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	68,995.	12,495.	12,495.	56,500.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	284,285.			
	b	**Net investment income** (if negative, enter -0-)		340,785.		
	c	**Adjusted net income** (if negative, enter -0-)			340,785.	

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Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	1,116.	6,910.	6,910.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U S and state government obligations (attach schedule) L-10a. Stmt	174,525.	174,525.	194,928.
	b	Investments — corporate stock (attach schedule) L-10b. Stmt	506,369.	764,176.	838,479.
	c	Investments — corporate bonds (attach schedule) L-10c. Stmt	159,451.	181,557.	179,334.
	11	Investments — land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule)			
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	841,461.	1,127,168.	1,219,651.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)			
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			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	841,461.	1,127,168.	
	30	**Total net assets or fund balances** (see instructions)	841,461.	1,127,168.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	841,461.	1,127,168.	

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	841,461.
2	Enter amount from Part I, line 27a	2	284,285.
3	Other increases not included in line 2 (itemize) ► 2012 Federal Income Tax Refund	3	1,422.
4	Add lines 1, 2, and 3	4	1,127,168.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,127,168.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Attached Sheet - Short Term	P	various	various
b	See Attached Sheet - Long Term	P	various	various
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	360,980.		314,400.	46,580.
b	640,397.		355,325.	285,072.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	46,580.
b	0.	0.	0.	285,072.
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	331,652.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	331,652.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	52,819.	1,059,552.	0.049850
2011	52,250.	1,060,163.	0.049285
2010	42,000.	963,703.	0.043582
2009	37,250.	865,591.	0.043034
2008	73,000.	996,343.	0.073268

2	**Total** of line 1, column (d)	2	0.259019
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.051804
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,136,622.
5	Multiply line 4 by line 3	5	58,882.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,408.
7	Add lines 5 and 6	7	62,290.
8	Enter qualifying distributions from Part XII, line 4	8	56,500.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _______ (attach copy of letter if necessary — see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	6,816.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	6,816.
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	6,816.
6	Credits/Payments		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013 — 6 a: 1,600.		
b	Exempt foreign organizations — tax withheld at source — 6 b		
c	Tax paid with application for extension of time to file (Form 8868) — 6 c		
d	Backup withholding erroneously withheld — 6 d		
7	Total credits and payments. Add lines 6a through 6d	7	1,600.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	5,216.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	0.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► 0. **Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		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?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ ____ **(2)** On foundation managers ► $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b		
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, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX - Texas			
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*	8 b	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)

		Line	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 ► Harry Bartel Telephone no ► (817) 877-2800

Located at ► 600 W 6th Street Fort Worth TX ZIP + 4 ► 76102

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

		Line	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.

			Line	Yes	No
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)?		1 b		
	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?		1 c		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 ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement — see instructions)		2 b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__				
3 a	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)*		3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		X

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Harry E. Bartel 600 W 6th Street Fort Worth TX 76102	Pres/Treas 1.00	0.	0.	0.
Michael G. Appleman 600 W 6th Street Fort Worth TX 76102	Sec/Asst Treas 2.00	0.	0.	0.
Dale Harper 600 W 6th Street Fort Worth TX 76102	VP/Asst Sec 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ▶		None

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	1,126,038.
b	Average of monthly cash balances	1b	6,483.
c	Fair market value of all other assets (see instructions)	1c	21,410.
d	**Total** (add lines 1a, b, and c)	1d	1,153,931.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,153,931.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	17,309.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,136,622.
6	**Minimum investment return.** Enter 5% of line 5	6	56,831.

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	56,831.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,816.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,816.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	50,015.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	50,015.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	50,015.

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	56,500.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	56,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	56,500.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part 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				50,015.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			3,277.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . . . 23,580.				
b From 2009 . . . . . . 0.				
c From 2010 . . . . . . 0.				
d From 2011 . . . . . . 0.				
e From 2012 . . . . . . 0.				
f **Total** of lines 3a through e	23,580.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 56,500.				
a Applied to 2012, but not more than line 2a			3,277.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2013 distributable amount				23,227.
e Remaining amount distributed out of corpus	29,996.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*	26,788.			26,788.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	26,788.			
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				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	26,788.			
10 Analysis of line 9				
a Excess from 2009 . . 0.				
b Excess from 2010 . . 0.				
c Excess from 2011 . . 0.				
d Excess from 2012 . . 0.				
e Excess from 2013 . . 26,788.				

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))

N/A

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.

N/A

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 of the person to whom applications should be addressed

Harry Bartel
600 W 6th Street
Fort Worth TX 76102 (817) 877-2800

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

Letter with information specifying need and proof of status as recognized charitable organization.

c Any submission deadlines

None

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

Grants limited to arts organizations and programs operating primarily in the Dallas/Fort Worth area.

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				
Amphibian Productions 2429 Colonial Parkway Fort Worth TX 76109		501(c)3	To Support Charitable Purpose	2,500.
Artes de la Rosa 1440 N. Main Street Fort Worth TX 76164		501(c)3	To Support Charitable Purpose	1,500.
Arts Fifth Avenue 1628 5th Avenue Fort Worth TX 76104		501(c)3	To Support Charitable Purpose	1,500.
Casa Manana 3101 W. Lancaster St. Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	5,000.
Chamber Music Society of FW 2501 Parkview Drive, Suite 620 Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	1,000.
Jubilee Theatre 506 Main Street Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	2,500.
Lone Star Film Society 2501 Forest Park Blvd Fort Worth TX 76110		501(c)3	To Support Charitable Purpose	1,500.
Mayfest 3228 Camp Bowie Blvd Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	1,000.
Modern Art Museum 3200 Darnell Street Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	1,500.
See Line 3a statement				38,500.
Total . . . ► 3a				56,500.
b Approved for future payment				
Total . . . ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5,796.	
4 Dividends and interest from securities			14	15,393.	
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					331,652.
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)				21,189.	331,652.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 352,841.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
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	1 a (1)		X
	(2) Other assets	1 a (2)		X
b	Other transactions·			
	(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
	(3) Rental of facilities, equipment, or other assets	1 b (3)		X
	(4) Reimbursement arrangements	1 b (4)		X
	(5) Loans or loan guarantees	1 b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

x Harry E. Bartel — Signature of officer or trustee | x 5.15.14 — Date | x President — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
T. Field Lange, CPA	T Field Lange, CPA	5/14/14		P00174565

Firm's name ► Lange & Associates, P.C. Firm's EIN ► 75-2858189

Firm's address ► 6300 Ridglea Place, Suite 500, Fort Worth TX 76116 Phone no (817) 335-3800

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2013

Name: Fifth Avenue Foundation

Employer Identification Number: 75-1659424

Asset Information:

Description of Property: Short Term Capital Transactions
Date Acquired: various
How Acquired: Purchased
Date Sold: various
Name of Buyer:
Sales Price: 360,980.
Cost or other basis (do not reduce by depreciation): 314,400.
Sales Expense:
Valuation Method:
Total Gain (Loss): 46,580.
Accumulation Depreciation:

Description of Property: Long Term Capital Transactions
Date Acquired: various
How Acquired: Purchased
Date Sold: various
Name of Buyer:
Sales Price: 640,397.
Cost or other basis (do not reduce by depreciation):
Sales Expense: 355,325.
Valuation Method:
Total Gain (Loss): 285,072.
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Property Taxes	69.	69.	69.	
Federal Income Tax	1,200.	1,200.	1,200.	
Total	1,269.	1,269.	1,269.	

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
Fort Worth Symphony Orchestra 330 E. 4th Street Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	Person or Business X 7,500.
Fort Worth Opera 1300 Gendy Street Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	Person or Business X 9,000.
Circle Theatre 230 W. 4th Street Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	Person or Business X 2,500.
Texas Christian University TCU Box 297500 Fort Worth TX 76129		501(c)3	To Support Charitable Purpose	Person or Business X 1,500.
Van Cliburn Foundation 2525 Ridgmar Blvd, Ste 307 Fort Worth TX 76116		501(c)3	To Support Charitable Purpose	Person or Business X 5,000.
Ballet Concerto 3803 Camp Bowie Blvd Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	Person or Business X 1,000.
Trinity Valley School 7500 Dutch Branch Rd Fort Worth TX 76132		501(c)3	To Support Charitable Purpose	Person or Business X 3,000.
Stage West, Inc. 821 W. Vickery Fort Worth TX 76104		501(c)3	To Support Charitable Purpose	Person or Business X 2,500.
North Central Texas Academy 3846 N Hwy 144 Granbury TX 76048		501(c)3	To Support Charitable Purpose	Person or Business X 1,000.
DVA Productions, Inc. PO Box 15963 Fort Worth TX 76119		501(c)3	To Support Charitable Purpose	Person or Business X 1,000.
Lena Pope Home, Inc. 3131 Sanguinet St Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	Person or Business X 2,000.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Continued

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	Person or Business Checkbox Amount
a *Paid during the year*				
National Cowgirl Museum & Hall of Fame 1720 Gendy St Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	Person or [ ] Business [X] 1,000.
Imagination Celebration 1300 Gendy St Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	Person or [ ] Business [X] 1,500.
Total				38,500.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Lange & Associates, PC	Tax	2,450.			
Total		2,450.			

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Charles Schwab	Brokerage Fees	8,467.	8,467.	8,467.	
Total		8,467.	8,467.	8,467.	

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
See Attached Statement			174,525.	194,928.

Form 990-PF, Page 2, Part II, Line 10a Continued
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
Total			174,525.	194,928.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
See Attached Statement	764,176.	838,479.
Total	764,176.	838,479.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
See Attached Statement	181,557.	179,334.
Total	181,557.	179,334.

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part IV
Short-Term Capital Gain/Loss

Shares	Stocks	Date of Acquisition	Date of Sale	Sale Proceeds	Basis of Sold	Gain/ (Loss)
100	ACCENTURE PLC CL	5/2/2013	7/22/2013	7,556.12	7,977 08	(421)
100	ACCENTURE PLC CL	5/2/2013	12/20/2013	8,056.01	7,977.07	79
200	ACXIOM CORP	12/3/2012	5/2/2013	3,928.96	3,486.35	443
100	AMGEN INCORPORATED	5/2/2013	12/20/2013	11,420.65	10,678.35	742
100	CELANESE CORP	12/3/2012	5/2/2013	4,765.54	4,104.28	661
600	COMMERCIAL METALS CO	5/2/2013	12/20/2013	11,710.05	8,654.05	3,056
300	CORELOGIC INC	7/2/2012	5/2/2013	8,199.17	5,649.88	2,549
700	CORNING INC	7/2/2012	5/2/2013	10,039.04	9,023 97	1,015
100	CORNING INC	12/3/2012	5/2/2013	1,434.15	1,216.02	218
200	CREE INC	12/3/2012	5/2/2013	11,112.40	6,426.35	4,686
200	DOLLAR TREE INC	5/2/2013	12/20/2013	11,054.90	9,690.55	1,364
100	EURONET WORLDWIDE INC	5/2/2013	12/20/2013	4,894 06	3,075 15	1,819
100	FACTSET RESEARCH SYSTEMS	5/2/2013	12/20/2013	10,936 86	9,393.85	1,543
200	FORTINET INC	7/2/2012	5/2/2013	3,579 37	4,723.38	(1,144)
100	FOSTER WHEELER AG ORD	7/2/2012	6/18/2013	2,439.11	1,694.95	744
75	HEARTLAND PAYMENT SYS	5/2/2013	12/11/2013	3,305.32	2,440 38	865
325	HEARTLAND PAYMENT SYS	5/2/2013	12/20/2013	15,724.03	10,574.97	5,149
300	HSBC HLDGS PLC	12/3/2012	5/2/2013	16,536.28	15,392.35	1,144
100	IDEX CORP	5/2/2013	12/20/2013	7,224.02	5,180.35	2,044
100	J2 GLOBAL INC	12/3/2012	5/2/2013	3,996.16	3,020.37	976
200	KIMCO REALTY CORP	7/2/2012	5/2/2013	4,823.94	3,778.75	1,045
100	KINDER MORGAN INC	5/2/2013	12/20/2013	3,497.48	3,870.75	(373)
100	MACK CALI REALTY CORP	5/2/2013	6/18/2013	2,458.21	2,778 75	(321)
400	MARRIOTT VACATIONS	5/2/2013	12/20/2013	21,252.00	17,724.15	3,528
200	MERCK & CO INC	5/2/2013	12/20/2013	9,851.56	9,188.35	663
300	MICROSEMI CORPORATION	5/2/2013	12/20/2013	7,187.92	6,182.65	1,005
400	ORACLE CORPORATION	7/2/2012	5/2/2013	13,407.55	11,873.17	1,534
200	PENSKE AUTOMOTIVE GROUP	12/3/2012	5/2/2013	6,156.11	5,872.15	284
200	PERKINELMER INC	5/2/2013	9/5/2013	7,386.12	6,120.52	1,266
400	PERKINELMER INC	5/2/2013	12/20/2013	16,299.17	12,241.05	4,058
100	PERRIGO CO	12/19/2013	12/20/2013	15,077.89	15,533.96	(456)
100	REDHAT INC	12/3/2012	5/2/2013	4,806 54	4,953.75	(147)
100	ROYAL DUTCH SHELL	7/2/2012	5/2/2013	6,832.99	6,786.79	46
100	SL GREEN REALTY CORP REIT	5/2/2013	12/20/2013	9,168.09	8,908.35	260
200	SOLARWINDS INC	12/3/2012	5/2/2013	8,925 05	11,065.35	(2,140)
200	SPIRIT AEROSYSTEMS HOLDGS	5/2/2013	12/20/2013	6,723.33	4,031.95	2,691
200	ST JUDE MEDICAL INC	12/3/2012	5/2/2013	8,105.27	6,790.55	1,315
100	TARGA RESOURCES CORP	5/2/2013	12/20/2013	8,486 90	6,611.95	1,875
300	TRUSTMARK CORP	5/2/2013	12/20/2013	8,117.91	7,238 95	879
100	UNITED PARCEL SERVICE B CLASS	5/2/2013	12/20/2013	10,338.47	8,523.85	1,815
120	WELLS FARGO & CO NEW	5/2/2013	12/20/2013	5,399 72	4,500.21	900
300	WILEY JOHN & SON CL A	12/3/2012	5/2/2013	11,432.79	12,637.33	(1,205)
100	YUM BRANDS INC	5/2/2013	12/20/2013	7,333.22	6,807.35	526
Totals				360,980 43	314,400.33	46,580 10

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part IV
Long-Term Capital Gain/Loss

Shares	Stocks	Date of Acquisition	Date of Sale	Sale Proceeds	Basis of Sold	Gain/ (Loss)
100	AT&T INC NEW	2/1/2005	5/2/2013	$3,757.27	$2,407.50	1,350
100	ABBOTT LABORATORIES	4/29/2004	5/2/2013	$3,700.27	$1,635.00	2,065
25	ABBOTT LABORATORIES	4/29/2004	12/20/2013	$938 81	$408.75	530
100	ABBVIE INC	4/29/2004	4/4/2013	$4,141.06	$1,772.00	2,369
200	ABBVIE INC	4/29/2004	5/2/2013	$8,831.05	$3,544 51	5,287
100	AGILENT TECHNOLOGIES INC	12/1/2010	5/2/2013	$4,150.26	3,601 75	549
20	ALASKA AIR GROUP INC	12/3/2012	12/9/2013	$1,474.99	$849.47	626
80	ALASKA AIR GROUP INC	12/3/2012	12/20/2013	$5,911.75	$3,397.88	2,514
200	ATWOOD OCEANICS INC	7/2/2012	12/20/2013	$10,141.27	$7,558.95	2,582
200	AUTODESK INC	4/29/2004	12/20/2013	$9,791.68	$1,588.00	8,204
200	B&G FOODS INC	7/2/2012	12/20/2013	$6,858.13	$5,355.75	1,502
200	BORG WARNER INC	12/1/2009	12/20/2013	$10,989 46	$3,077.30	7,912
90	CBS CORPORATION CL B NEW	7/2/2012	12/20/2013	$5,465.74	$2,964.32	2,501
100	CELANESE CORP	12/3/2012	12/20/2013	$5,401.16	$4,104 27	1,297
100	CHEVRON CORPORATION	4/29/2004	12/20/2013	$12,267 94	$3,743.50	8,524
80	COCA COLA COMPANY	7/1/2009	12/20/2013	$3,184.67	$1,971.96	1,213
50	CORELOGIC INC	7/2/2012	12/11/2013	$1,703 52	$941.65	762
250	CORELOGIC INC	7/2/2012	12/20/2013	$8,753 60	$4,708 22	4,045
700	CORNING INC	12/3/2012	12/20/2013	$12,263.94	$8,512 13	3,752
100	CYTEC INDUSTRIES INC	2/1/2012	5/2/2013	$7,132 99	$5,602.75	1,530
200	DISCOVER FINANCIAL SVCS	12/1/2010	12/20/2013	$10,799.46	$3,782.75	7,017
100	DUKE ENERGY CORP NEW	12/3/2012	12/20/2013	$6,911.13	$6,422 82	488
200	ENERGEN CORP	12/2/2008	5/2/2013	$9,222.44	$5,321.95	3,900
70	EXXON MOBIL CORPORATION	12/2/2008	12/20/2013	$6,917.64	$5,299.53	1,618
100	GATX CORP	12/3/2012	12/20/2013	$5,100.36	$4,220.45	880
100	GENERAL DYNAMICS CORP	12/2/2008	5/2/2013	$7,403.48	4,918.05	2,485
100	GENERAL ELECTRIC COMPANY	12/1/2010	12/20/2013	$2,739.77	$1,632.85	1,107
100	GENERAL ELECTRIC COMPANY	2/1/2012	12/20/2013	$2,739.78	$1,907.75	832
100	GRACO INCORPORATED	12/1/2009	5/2/2013	$5,919.32	$2,853.90	3,065
100	GRACO INCORPORATED	12/1/2009	12/20/2013	$7,705.72	$2,853.90	4,852
200	HANOVER INSURANCE GROUP	7/2/2012	12/20/2013	$11,850 84	$7,817.59	4,033
25	HELMERICH & PAYNE INC	12/1/2009	12/11/2013	$1,965.27	$942.78	1,022
75	HELMERICH & PAYNE INC	12/1/2009	12/20/2013	$6,119.19	$2,828 32	3,291
100	HERSHEY COMPANY	2/1/2012	12/20/2013	$9,605.48	$6,073.75	3,532
100	HOME DEPOT INC	12/1/2010	5/2/2013	$7,331 39	$3,165.63	4,166
40	HOME DEPOT INC	12/1/2010	12/20/2013	$3,205.79	$1,266.25	1,940
60	HSN INC	7/2/2012	12/9/2013	$3,562.80	$2,430.71	1,132
140	HSN INC	7/2/2012	12/20/2013	$8,752.24	$5,671.64	3,081
100	HUNTINGTON INGALLS INDS	12/3/2012	12/20/2013	$8,699.30	4,030.15	4,669
100	IAC INTERACTIVE CORP NEW	7/1/2011	5/2/2013	$4,730.34	$3,750.37	980
100	INTEL CORP	4/29/2004	6/18/2013	$2,528.31	$1,666.00	862
30	INTL BUSINESS MACHINES	7/2/2012	12/20/2013	$5,420 69	$5,861.99	(441)
60	JOHNSON & JOHNSON	7/2/2012	12/20/2013	$5,525 53	$4,082.25	1,443
44	JPMORGAN CHASE & CO	4/29/2004	12/20/2013	$2,535 29	$1,727.00	808
36	JPMORGAN CHASE & CO	7/1/2009	12/20/2013	$2,074.32	$1,220 36	854

400	J2 GLOBAL INC	12/3/2012	12/20/2013	$19,510.71	$12,081.48	7,429
100	LINCOLN NATIONAL CORP	12/3/2012	12/20/2013	$5,151.26	$2,520.75	2,631
200	MCDONALDS CORP	4/2/2008	5/2/2013	$20,262 80	$11,388.95	8,874
200	MERCK & CO INC NEW	12/2/2008	12/20/2013	$9,851.55	$5,198.95	4,653
100	MICROSOFT CORP	12/2/2008	12/20/2013	$3,671.19	$1,884.85	1,786
100	NORFOLK SOUTHERN CORP	4/29/2004	5/2/2013	$7,600 78	$1,871.50	5,729
100	OMINCARE INC	12/1/2010	5/2/2013	$4,420.05	$2,262.04	2,158
200	OMINCARE INC	12/1/2010	12/20/2013	$11,919.04	$4,524.07	7,395
100	OPEN TEXT CORP	12/2/2008	12/20/2013	$9,166 36	$2,636.18	6,530
100	OPEN TEXT CORP	12/3/2012	12/20/2013	$9,166.37	$5,708.35	3,458
200	ORACLE CORPORATION	7/2/2012	12/20/2013	$7,291.52	$5,936.58	1,355
100	PERRIGO CO	5/3/2010	12/19/2013	$15,534.96	$6,317.35	9,218
300	PNM RESOURCES INC	12/1/2010	12/20/2013	$7,134.92	$3,650.56	3,484
200	PNM RESOURCES INC	7/2/2012	12/20/2013	$4,756.62	$3,966.17	790
500	PRINCIPAL FINANCIAL GRP	12/2/2008	12/20/2013	$24,447.12	$6,074.97	18,372
45	PROCTER & GAMBLE	4/29/2004	12/20/2013	$3,683.74	$1,540.80	2,143
400	PUB SVC ENT GROUP INC	4/29/2004	12/20/2013	$12,680.03	$5,395.00	7,285
100	REINSURANCE GP AMER NEW	12/3/2012	12/20/2013	$7,625.02	$5,141.35	2,484
100	ROYAL DUTCH SHELL	12/3/2012	12/20/2013	$6,948.13	$6,696.95	251
100	SPX CORP	2/1/2005	5/2/2013	$6,994.29	$4,208.95	2,785
400	SEMTECH CORP	7/2/2012	12/20/2013	$9,796.48	$9,756.15	40
200	SIGMA ALDRICH CORP	9/2/2005	12/20/2013	$18,089.30	$6,159.58	11,930
15	SIMON PPTY GROUP NEW	4/29/2004	12/9/2013	$2,284.93	$547.50	1,737
85	SIMON PPTY GROUP NEW	4/29/2004	12/20/2013	$13,069.01	$3,101.83	9,967
400	SONOCO PRODUCTS CO	4/29/2004	12/20/2013	$16,335.57	$8,168.00	8,168
100	STARWOOD HTLS & RSTS NEW	12/3/2012	12/20/2013	$7,856.21	$5,345.75	2,510
200	STEEL DYNAMICS INC	7/2/2012	12/20/2013	$3,693.13	$2,404.71	1,288
100	TUPPERWARE BRANDS CORP	12/3/2012	12/20/2013	$9,496.08	$6,463.45	3,033
100	UNITED HEALTH GROUP	7/30/2004	12/20/2013	$7,331.22	$1,447.80	5,883
45	VF CORPORATION SHARES	4/29/2004	12/20/2013	$10,879.56	$697.50	10,182
100	VISTEON CORP	12/3/2012	12/20/2013	$7,901.01	$5,027.15	2,874
100	WAL-MART STORES INC	12/1/2010	12/20/2013	$7,748 22	$5,470.75	2,277
200	WHOLE FOODS MARKET INC	12/2/2008	12/20/2013	$11,874.44	$982.88	10,892
40000	PRUDENTIAL FINAL 2.75XXX**MATUR	12/29/2010	1/14/2013	$40,000.00	$41,252.08	(1,252)
Totals						
				$640,397.06	$355,325.33	285,071 73

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10b

Stocks	Date of Acquisition	Beg # of Shares	Cost 12/31/2012	Change Shares	Cost Purchased	Date of Sale	Basis of Sold	Basis 12/31/2013	# Shares 12/31/2013	FMV 12/31/2013	Sale Proceeds
Equities											
Accenture PLC	5/2/2013			-	15,954 15	12/20/2013	15,954 15				15,612 13
A T & T, Inc	2/4/2005	100	2,407 50	(100)		5/2/2013	2,407 50	-	-		3,757 27
Abbot Laboratories	11/12/1999	300	10,219 17		(5,316 51)	1/2/2013	-	4,902 66	300	6,707 75	
Abbot Laboratories				(125)		12/20/2013	2,043 75	(2,043 75)	(125)		4,639 08
ABBVIE Inc	1/2/2013			300					300		
ABBVIE Inc				(300)	5,316 51	5/2/2013	5,316 51		(300)		12 972 11
ABBVIE Inc	12/26/2013			125	6,572 33			6,572 33	125	6,601.25	
ACI Worldwide Inc	12/26/2013			200	12,868 75			12,868 75	200	13,000 00	
Adobe Systems, Inc.	12/26/2013			220	13,067 27			13,067 27	220	13,173 38	
Akamai Technologies	12/26/2013			270	12,876 07			12,876 07	270	12,738 60	
Amazon Com Inc	12/20/2013			30	12,114 25			12,114 25	30	11,963 70	
American Express Company	12/20/2013			145	12,716 32			12,716 32	145	13,155 85	
Ametek Inc new	12/20/2013			245	12,760 71			12,760 71	245	12 904 15	
Amgen Incorporated	5/2/2013				10,678 35	12/20/2013	10,678 35				11,420 65
Apple Inc	12/20/2013			25	13,748 20			13,748 20	25	14,025 50	
Acxiom Corp	12/3/2012	200	3,486 35	(200)		5/2/2013	3,486 35		-		3,928 96
Agilent Technologies Inc	12/1/2010	100	3,601 75	(100)		5/2/2013	3,601 75		-		4,150 26
Alaska Air Group	12/3/2012	100	4,247 35	(20)		12/9/2013	849 47	3,397 88	80		1,474 99
Alaska Air Group				(80)		12/20/2013	3,397 88	(3 397 88)	(80)		5,911 75
Atwood Oceanics Inc	7/2/2012	200	7,558 95	(200)		12/20/2013	7,558 95		-		10,141 27
Autodesk, Inc	4/1/2003	200	1,588 00	(200)		12/20/2013	1,588 00				9,791 68
B&G Foods Inc	7/2/2012	200	5,355 75	(200)		12/20/2013	5,355 75	-			6,858 13
B/E Aerospace Inc	12/20/2013			150	12,842 95			12 842 95	150	13,054 50	
Borg Warner	12/1/2009	100	3,077 30	(100)		12/20/2013	3,077 30	-		-	10,989 46
Cabot Oil & Gas	12/20/2013			330	12 656 86			12,656 86	330	12,790 80	
CBS Corporation	7/2/2012	300	9,881 05	(90)		12/20/2013	2 964 32	6,916 73	210	13,385 40	5,465 74
Celanese Corp	12/3/2012	200	8,208 55	(100)		5/2/2013	4 104 28	4,104 27	100		4,765 54
Celanese Corp				(100)		12/20/2013	4,104 27	(4,104 27)	(100)		5,401 16
Celgene Corp	12/20/2013			75	12,584 95			12,584 95	75	12,672 60	
Chevron/Texaco	9/3/2003	100	3,743 50	(100)		12/20/2013	3,743 50	-			12,267 94
Cinemark Holdings Inc	12/20/2013			395	12,790 76			12,790 76	395	13,165 35	
Coca Cola Company	7/1/2009	400	9,859 80	(80)		12/20/2013	1,971 96	7,887 84	320	13,219 20	3,184 67
Colgate Palmolive Co	12/20/2013			195	12,634 62			12 634 62	195	12,715 95	
Comerica Incorporated	12/20/2013			270	12,635 91			12 635 91	270	12,835 80	
Commercial Metals Co	5/2/2013				8 654 05	12/20/2013	8,654 05		-		11 710 05
Community Bank System	12/20/2013			330	12,916 57			12,916 57	330	13,094 40	
Conocophillips	5/2/2013			100	6,092 85			6,092 85	100	7,065 00	
Conocophillips	12/20/2013			85	5,952 75			5 952 75	85	6,005 25	
Corelogic Inc	7/2/2012	600	11,299 75	(300)		5/2/2013	5 649 88	5,649 87	300		8,199 17
Corelogic Inc				(50)		12/11/2013	941 65	(941 65)	(50)		1,703 52
Corelogic Inc				(250)		12/20/2013	4,708 22	(4,708 22)	(250)		8,753 60
Corning Inc	7/2/2012	700	9,023 97	(700)		5/2/2013	9,023 97		-		10,039 04
Corning Inc	12/3/2012	800	9,728 15	(100)		5/2/2013	1 216 02	8,512 13	700		1,434 15
Corning Inc				(700)		12/20/2013	8,512 13	(8,512 13)	(700)		12,263 94
Covance Inc	12/20/2013			150	13,064 35			13 064 35	150	13,209 00	
Covidien PLC	12/20/2013			190	12,757 38			12,757 38	190	12,939 00	
Cree Inc	12/3/2012	200	6,426 35	(200)		5/2/2013	6 426 35		-		11,112 40
Cytec Industries Inc	2/1/2012	100	5,602 75	(100)		5/2/2013	5 602 75		-		7,132 99
Danaher Corp	12/20/2013			165	12,660 66			12,660 66	165	12 738 00	
Dentsply Intl	12/20/2013			260	12 558 97			12,558 97	260	12,604 80	
Discover Financial Svcs	12/1/2010	200	3,782 75	(200)		12/20/2013	3 782 75		-		10,799 46
Dollar Tree Inc	5/2/2013				9,690 55	12/20/2013	9 690 55		-		11,054 90
Duke Energy Corp New	12/3/2012	100	6,422 82	(100)		12/20/2013	6,422 82		-		6,911 13
Du Pont E I DE Nemour & Co	12/20/2013			200	12,546 35			12,546 35	200	12,994 00	
EMC Corp Mass	12/20/2013			530	13,055 96			13,055 96	530	13,329 50	
EOG Resources Inc	12/20/2013			75	12,611 05			12,611 05	75	12,588 00	
Emerson Electric Co	12/20/2013			185	12,843 70			12,843 70	185	12 983 30	
Energen Corp	12/5/2008	200	5,321 95	(200)		5/2/2013	5,321 95				9,222 44
Euronet Worldwide Inc	5/2/2013			-	3,075 15	12/20/2013	3,075 15		-		4,894 06
Express Scripts Hldg Co	12/20/2013			185	12,771 45			12,771 45	185	12,994 40	
Exxon Mobil Corporation	2/4/2005	200	12,871 70	(70)		12/20/2013	5,299 53	7,572 17	130	13 156 00	6 917 64
FMC Corp New	12/20/2013			175	12,781 68			12,781 68	175	13,205 50	
Factset Research Systems	5/2/2013				9,393 85	12/20/2013	9 393 85				10,936 86
Fortinet Inc	7/2/2012	200	4,723 38	(200)		5/2/2013	4,723 38	-			3,579 37
Foster Wheeler AG	7/2/2012	100	1 694 95	(100)		6/18/2013	1,694 95	-			2,439 11
GATX Corp	12/3/2012	100	4 220 45	(100)		12/20/2013	4,220 45	-			5,100 36
General Dynamics Corp	12/5/2008	100	4 918 05	(100)		5/2/2013	4,918 05	-	-		7,403 48
General Electric Company	12/1/2010	100	1,632 85	(100)		12/20/2013	1,632 85		-		2,739 77
General Electric Company	2/1/2012	100	1,907 75	(100)		12/20/2013	1,907 75		-		2,739 78
Google Inc Class A	12/20/2013			10	10,989 75			10,989 75	10	11,207 10	
Graco Incorporated	12/1/2009	200	5,707 80	(100)		5/2/2013	2,853 90	2,853 90	100		5,919 32
Graco Incorporated				(100)		12/20/2013	2,853 90	(2,853 90)	(100)		7 705 72
Gulfport Energy CP New	12/20/2013			215	12,951 74			12,951 74	(100)	13 572 95	
Hanover Insurance Group	7/2/2012	200	7,817 59	(200)		12/20/2013	7,817 59		-		11,850 84
Heartland Payment Sys	5/2/2013			400	13,015 35			13 015 35	400		
Heartland Payment Sys				(75)		12/11/2013	2 440 38	(2 440 38)	(75)		3,305 32
Heartland Payment Sys				(325)		12/20/2013	10,574 97	(10,574 97)	(325)		15,724 03
Helmerich & Payne Inc	12/1/2009	100	3,771 10	(25)		12/11/2013	942 78	2,828 32	75		1,965 27
Helmerich & Payne Inc				(75)		12/20/2013	2,828 32	(2,828 32)	(75)		6,119 19
Hershey Company	2/1/2012	100	6,073 75	(100)		12/20/2013	6,073 75	-			9,605 48
Home Depot Inc	12/1/2010	300	9 496 89	(140)		12/20/2013	4 431 88	5,065 01	160	13,174 40	10,537 18
Honeywell International	5/2/2013			100	7,372 65			7,372 65	100	9 137 00	
Honeywell International	12/20/2013			45	4,039 47			4,039 47	45	4,111 65	
HSBC Hldgs PLC	12/3/2012	300	15,392 35	(300)		5/2/2013	15,392 35	-			16,536 28
HSN INC	7/2/2012	200	8,102 35	(200)		12/20/2013	8,102 35		-		12,315 04
Huntington Ingalls Inds	12/3/2012	100	4,030 15	(100)		12/20/2013	4 030 15				8,699 30
IAC/Interactive Corp New	7/1/2011	100	3,750 37	(100)		5/2/2013	3,750 37				4,730 34
Idex Corp	5/2/2013				5,180 35	12/20/2013	5,180 35				7,224 02
Intel Corp	4/1/2003	100	1,666 00	(100)		6/18/2013	1,666 00				2,528 31
Intl Business Machines	7/2/2012	100	19,539 95	(30)		12/20/2013	5,861 99	13 677 96	70	13,129 90	5,420 69
Jarden Corp	12/20/2013			215	12,839 72			12,839 72	215	13,190 25	
Johnson & Johnson	7/2/2012	100	6 803 75	(60)		12/20/2013	4 082 25	2,721 50	40	3,663 60	5,525 53
Johnson & Johnson	4/7/2008	100	6,593 95					6,593 95	100	9,159 00	

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10b

Stocks	Date of Acquisition	Beg # of Shares	Cost 12/31/2012	Change Shares	Cost Purchased	Date of Sale	Basis of Sold	Basis 12/31/2013	# Shares 12/31/2013	FMV 12/31/2013	Sale Proceeds
Equities											
JP Morgan Chase & Co	10/28/1999	200	5,337 96	(44)		12/20/2013	1,727 00	3,610 96	156	9,122 88	2,535 29
JP Morgan Chase & Co	7/1/2009	100	3,389 90	(36)		12/20/2013	1 220 36	2,169 54	64	3,742 72	2,074 32
J2 Global Inc	12/3/2012	500	15,101.85	(500)		12/20/2013	15,101 85	-			23,506 87
Kimberly Clark Corp	12/20/2013			120	12,637 03			12 637 03	120	12,535 20	
Kimco Realty Corp	7/2/2012	200	3,778 75	(200)		5/2/2013	3,778 75		-		4,823 94
Kinder Morgan Inc	5/2/2013			-	3,870 75	12/20/2013	3,870 75	-	-		3 497 48
Kirby Corporation	12/20/2013			135	13,106 38			13,106 38	135	13,398 75	
Kraft Foods Group	12/20/2013			125	6,731 33			6,731 33	125	6,738 75	
Lincoln National Corp	12/3/2012	100	2,520 75	(100)		12/20/2013	2,520 75		-		5,151.26
Mack Cali Realty Corp	5/2/2013				2,778 75	6/18/2013	2,778 75				2 458 21
Marriott Vacations	5/2/2013			-	17,724 15	12/20/2013	17,724 15	-			21,252 00
McDonalds Corp	4/7/2008	200	11,388 95	(200)		5/2/2013	11,388 95	-			20,262 80
Merck & Co, Inc.	12/5/2008	200	5,198 95	(200)		12/20/2013	5,198 95				9,851 55
Merck & Co, Inc	5/2/2013				9,188 35	12/20/2013	9,188 35				9,851 56
Microsemi Corporation	5/2/2013			-	6,182 65	12/20/2013	6,182 65	-			7,187 92
Microsoft Corporation	12/5/2008	100	1,884 85	(100)		12/20/2013	1 884 85				3,671 19
Mondelez Intl Inc Cl A	12/20/2013			195	6,792 47			6,792 47	195	6,883 50	
Monsanto Co New Del	12/20/2013			110	12,569 69			12,569 69	110	12,820 50	
National Instruments	12/20/2013			415	12,857 23			12,857 23	415	13,288 30	
Netapp Inc	12/20/2013			310	12,584 41			12,584 41	310	12,753 40	
Norfolk Southern	4/4/2003	100	1,871 50	(100)		5/2/2013	1,871 50	-	-		7,600 78
Nuance Commun Inc	12/20/2013			485	7,201 02			7,201 02	485	7,372 00	
Omnicare Inc	12/1/2010	300	6,786 11	(300)		12/20/2013	6,786 11	-	-		16,339 09
Open Text Corp	12/5/2008	100	2,636 18	(100)		12/20/2013	2,636 18	-	-		9,166 36
Open Text Corp	12/3/2012	100	5 708 35	(100)		12/20/2013	5,708 35	-	-		9,166 37
Oracle Corporation	7/2/2012	600	17,809 75	(600)		12/20/2013	17,809 75	-	-		20 699 07
Pall Corp	12/20/2013			150	12,774 55			12,774 55	150	12,802 50	
Penske Automotive Group	12/3/2012	200	5,872 15	(200)		5/2/2013	5,872 15				6 156 11
Penske Automotive Group	12/20/2013			275	12,759 60			12,759 60	275	12,969 00	
Pepsico Incorporated	12/20/2013			155	12,695 39			12,695 39	155	12,855 70	
Perkinelmer Inc	5/2/2013			-	18,361 57	12/20/2013	18,361 57	-	-		23,685 29
Perrigo Co PLC	5/3/2010	100	6,317 35	(100)	15,533 96	12/20/2013	21,851 31		-		30,612 85
Pfizer Incorporated	12/20/2013			415	12,623 71			12,623 71	415	12,711 45	
PNM Resources Inc	12/1/2010	300	3,650 56	(300)		12/20/2013	3,650 56	-			7,134 92
PNM Resources Inc	7/2/2012	200	3,966 17	(200)		12/20/2013	3 966 17	-			4,756 62
Principal Financial Grp	12/5/2008	500	6,074 97	(500)		12/20/2013	6 074 97	-			24,447 12
Procter & Gamble	9/5/2001	200	6,846 81	(45)		12/20/2013	1,540 80	5,306 01	155	12,618 55	3,683 74
Prudential Financial Inc	12/20/2013			140	12,792 03			12,792 03	140	12,910 80	
Public Service Enterprise Group	4/29/2004	400	5,395 00	(400)		12/20/2013	5,395 00		-		12,680 03
Qualcomm Inc	12/20/2013			175	12,770 74			12,770 74	175	12,993 75	
Range Resources Corp	12/20/2013			155	12 755 08			12,755 08	155	13,068 05	
Redhat Inc	12/3/2012	100	4,953 75	(100)		5/2/2013	4,953 75				4,806 54
Reinsurance GP Amer New	12/3/2012	100	5,141 35	(100)		12/20/2013	5,141 35		-		7,625 02
Rockwell Automation Inc	12/20/2013			110	12,839 46			12,839 46	110	12 997 60	
Roper Industries Inc	12/20/2013			95	12,863 85			12,863 85	95	13 174 60	
Royal Dutch Shell	7/2/2012	100	6 786 79	(100)		5/2/2013	6 786 79				6,832 99
Royal Dutch Shell	12/3/2012	100	6,696 95	(100)		12/20/2013	6,696 95		-		6,948 13
SBA Communications CP	12/20/2013			145	12,552 32			12,552 32	145	13,026 80	
SL Green Realty Corp	5/2/2013				8 908 35	12/20/2013	8,908 35	-	-		9,168 09
S P X Corp	2/4/2005	100	4,208 95	(100)		5/2/2013	4,208 95	-	-		6,994 29
Semtech Corp	7/2/2012	400	9,756 15	(400)		12/20/2013	9,756 15		-		9,796 48
Sigma Aldrich Group	9/6/2005	200	6,159 58	(200)		12/20/2013	6,159 58		-		18,089 30
Simon PPTY Group	4/1/2003	100	3,649 33	(100)		12/20/2013	3 649 33				15,353 94
SM Energy Co	12/20/2013			155	12,625 31			12,625 31	155	12,882 05	
Solarwinds Inc	12/3/2012	200	11,065 35	(200)		5/2/2013	11,065 35				8 925 05
Sonoco Products Co	4/1/2003	400	8 168 00	(400)		12/20/2013	8,168 00		-		16,335 57
Spirit Aerosystems Hldgs	5/2/2013			-	4,031 95	12/20/2013	4,031 95		-		6,723 33
St Jude Medical Inc	12/3/2012	200	6,790 55	(200)		5/2/2013	6,790 55	-			8,105 27
Starwod Htls & Rsts New	12/3/2012	100	5,345 75	(100)		12/20/2013	5,345 75				7,856 21
Steel Dynamics	7/2/2012	200	2,404 71	(200)		12/20/2013	2,404 71				3 693 13
Suntrust Banks Inc	12/20/2013			350	12,775 80			12,775 80	350	12,883 50	
Targa Resources Corp	5/2/2013			-	6,611 95	12/20/2013	6 611 95	-			8,486 90
Thermo Fisher Scientific	12/20/2013			115	12 497 82			12,497 82	115	12,805 25	
Tiffany & Co New	12/20/2013			140	12,707 09			12,707 09	140	12,989 20	
Time Warner Inc new	12/20/2013			185	12,690 15			12,690 15	185	12,898 20	
Tractor Supply Company	12/20/2013			170	12,792 54			12 792 54	170	13,188 60	
Trimble Navigation Ltd	12/20/2013			390	13,038 85			13,038 85	390	13,533 00	
Trustmark Corp	5/2/2013				7,238 95	12/20/2013	7,238 95	-	-		8,117 91
Tupperware Brands Corp	12/3/2012	100	6,463 45	(100)		12/20/2013	6,463 45	-			9,496 08
US Bancorp Del New	12/20/2013			315	12,665 30			12,665 30	315	12,726 00	
United Parcel Service B	5/2/2013			-	8,523 85	12/20/2013	8,523 85	-			10,338 47
United Health Group, Inc (Oxford Hea	4/4/2001	100	1,447 80	(100)		12/20/2013	1,447 80	-			7,331 22
VF Corp	9/3/2003	100	4,106 00	120		12/20/2013	697 50	3,408 50	220	13,714 80	10,879 56
Visteon Corp	12/3/2012	100	5,027 15	(100)		12/20/2013	5,027 15	-			7,901 01
Wal-mart Stores Inc	12/1/2010	100	5,470 75	(100)		12/20/2013	5,470 75	-			7,748 22
Wells Fargo & Co New	2/1/2012	200	6,010 55					6,010 55	200	9,080 00	
Wells Fargo & Co New	5/2/2013			80	7,500 35	12/20/2013	4,500 21	3,000 14	80	3,637 00	5,399 72
Whole Foods Market, Inc	12/5/2008	100	982 88	(100)		12/20/2013	982 88	-			11,874 44
Wiley John & Son CL A	12/3/2012	300	12,637 33	(300)		5/2/2013	12,637 33		-		11,432 79
Yum Brands Inc	5/7/2013				6,807 35	5/2/2013	6 807 35		-		7,333 22
Totals			506,368 62		886,280 88		628,473 58	764,175 92		838,479 18	961,377 49

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10a and 10c

Corporate Bonds	Balance 12/31/12	Purchases	Sale/ Redemption	Interest Inc/(Loss)	Balance 12/31/13	FMV 12/31/13
Amgen Inc. 2.3% Due 6/15/16	-	36,674.39			36,674.39	36,108 03
Caterpillar Inc 1.375% Due 5/27/14	50,975.14				50,975.14	50,229.10
Express Scripts 3.125% Due 5/15/16	41,897.76				41,897.76	41,837.76
JP Morgan Chase 2.05% Due 1/24/14	25,326.50				25,326.50	25,017.85
Prudential Finl 2.75% Due 1/14/13	41,252.08		40,000.00	1,252 08		
Wells Fargo Bank 2 625% Due 12/15/16	-	26,683.82	-	-	26,683.82	26,141.63
Total Corporate Bonds	159,451 48	63,358.21	40,000 00	1,252.08	181,557.61	179,334 37
U.S. Treasury Bonds						
US Treasury Bill Due 07/15/20	49,789.60	-	-	-	49,789.60	57,238.85
UST INFL IDX 0 5% Due 4/15/15	124,735.08	-	-	-	124,735.08	137,689.25
Total U.S. Treasury Bonds	174,524.68	-	-	-	174,524.68	194,928.10
Total Bonds	333,976.16	63,358.21	40,000 00	1,252.08	356,082.29	374,262.47