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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation ROY LICHTENSTEIN FOUNDATION		A Employer identification number 91-1898350
Number and street (or P O box number if mail is not delivered to street address) 739 WASHINGTON STREET	Room/suite	B Telephone number (see instructions) (212) 255-4570
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 100142042		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 156,311,932	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	9,825,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,037	1,037	1,037	
	4 Dividends and interest from securities.	112,531	112,531	112,531	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	4,265,567			
	b Gross sales price for all assets on line 6a 7,735,000				
	7 Capital gain net income (from Part IV, line 2)		4,265,567		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	3,628	3,628	3,628		
12 Total. Add lines 1 through 11	14,207,763	4,382,763	117,196		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	355,000	52,750	52,750	302,250
	14 Other employee salaries and wages	588,215	0	0	588,215
	15 Pension plans, employee benefits	83,541	5,275	5,275	78,266
	16a Legal fees (attach schedule)	195,514	9,976	9,976	185,538
	b Accounting fees (attach schedule)	47,778	2,389	2,389	45,389
	c Other professional fees (attach schedule)	725	46	46	679
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	87,297	27,962	27,962	59,335
	19 Depreciation (attach schedule) and depletion	41,611	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings	154,282	0	0	154,282
	22 Printing and publications	2,399	0	0	2,399
	23 Other expenses (attach schedule)	1,109,684	6,933	6,933	1,102,749
	24 Total operating and administrative expenses. Add lines 13 through 23	2,666,046	105,331	105,331	2,519,102
	25 Contributions, gifts, grants paid	69,000			69,000
26 Total expenses and disbursements. Add lines 24 and 25	2,735,046	105,331	105,331	2,588,102	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	11,472,717				
b Net investment income (if negative, enter -0-)		4,277,432			
c Adjusted net income (if negative, enter -0-)			11,865		

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	80,931	3,374,924	3,374,924
	2	Savings and temporary cash investments	1,173,691	3,086,685	3,086,685
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	42,577	40,252	40,252
	10a	Investments—U S and state government obligations (attach schedule)	1,948,113 <input checked="" type="checkbox"/>	1,576,429	1,702,473
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)	933,010 <input checked="" type="checkbox"/>	209,791	219,108
	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 ▶ _____ 459,556 Less accumulated depreciation (attach schedule) ▶ 343,468	110,366 <input checked="" type="checkbox"/>	116,088	116,088
15	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 47,638,625 <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> 54,990,291 <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> 147,772,402	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	51,927,313	63,394,460	156,311,932	
Liabilities	17	Accounts payable and accrued expenses	11,487	9,652	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ _____)	<input checked="" type="checkbox"/> 3,735 <input checked="" type="checkbox"/>	0		
23	Total liabilities (add lines 17 through 22)	15,222	9,652		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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	51,912,091	63,384,808		
30	Total net assets or fund balances (see page 17 of the instructions)	51,912,091	63,384,808		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	51,927,313	63,394,460		

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	51,912,091
2	Enter amount from Part I, line 27a	2	11,472,717
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	63,384,808
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	63,384,808

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)
1 a ARTWORK BY ROY LICHTENSTEIN	D		
b \$275,000 US TREASURY NOTE 4 25% 08/15/13	P	2006-10-30	2013-08-15
c \$100,000 US TREASURY NOTE 4 25% 08/15/13	P	2007-10-10	2013-08-15
d \$360,000 FNMA BENCHMARK NOTES 4 375% 03/15/13	P	2005-01-26	2013-03-15
e \$350,000 FHLB 4 5% 09/16/13	P	2005-01-26	2013-09-16

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,650,000		2,375,000	4,275,000
b 275,000		270,879	4,121
c 100,000		100,334	-334
d 360,000		364,756	-4,756
e 350,000		358,464	-8,464

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			4,275,000
b			4,121
c			-334
d			-4,756
e			-8,464

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	4,265,567
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	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	2,225,027	5,797,444	0.383794
2011	2,010,242	5,828,196	0.344917
2010	1,841,275	6,932,681	0.265593
2009	1,854,680	7,551,708	0.245597
2008	1,625,830	9,528,626	0.170626

2 Total of line 1, column (d).	2	1.410527
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	0.282105
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	4,284,982
5 Multiply line 4 by line 3.	5	1,208,815
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	42,774
7 Add lines 5 and 6.	7	1,251,589
8 Enter qualifying distributions from Part XII, line 4.	8	2,588,102

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 page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Domestic foundations, Tax under section 511, Credits/Payments, and Total tax due. Values range from 0 to 42,774.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, description, Yes, and No. Questions cover political activities, unrelated business income, and asset requirements.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address LICHTENSTEINFOUNDATION.ORG	13	Yes	
14	The books are in care of THE FOUNDATION Telephone no (212) 255-4570 Located at 739 WASHINGTON STREET NEW YORK NY ZIP +4 100142042			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country 	16	Yes	No

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	No
1c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	No

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

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

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

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? Yes No
 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? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CLARE P BELL C/O LICHTENSTEIN FDTN 739 WASHINGTON NEW YORK, NY 10014	STAFF 32 00	120,854	11,085	0
ANDREA THIEL C/O LICHTENSTEIN FDTN 739 WASHINGTON NEW YORK, NY 10014	STAFF 40 00	119,691	10,769	0
JUSTIN BRANCATO C/O LICHTENSTEIN FDTN 739 WASHINGTON NEW YORK, NY 10014	STAFF 40 00	110,503	9,550	0
EVAN RYER C/O LICHTENSTEIN FDTN 739 WASHINGTON NEW YORK, NY 10014	STAFF 32 00	70,276	6,028	0
Total number of other employees paid over \$50,000.				0

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

Part VIII

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
CLEARY GOTTLIEB STEEN & HAMILTON LLP ONE LIBERTY PLAZA NEW YORK, NY 10006	LEGAL FEES	195,514
KEVIN RYAN C/O LICHTENSTEIN FDTN 739 WASHINGTO ST NEW YORK, NY 10014	PHOTOGRAPHIC SERVICES	107,761
AVIS BERMAN C/O LICHTENSTEIN FDTN 739 WASHINGTO ST NEW YORK, NY 10014	ORAL HISTORY PROJECT	65,033
GOLDGLIT & COMPANY LLP 499 SEVENTH AVENUE NEW YORK, NY 10018	ACCOUNTING FEES	47,778
PENNY KELLEHER C/O LICHTENSTEIN FDTN 739 WASHINGTO ST NEW YORK, NY 10014	RESEARCH ASSISTANT	45,476
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 ORAL HISTORY PROJECT-RECORDED INTERVIEWS WITH R LICHTENSTEIN ACQUAINTANCES, FAMILY, COLLECTORS, FRIENDS AND STAFF MEMBERS	67,774
2 CREATION OF CATALOGUE RAISONNE - MULTI VOLUME AND ELECTRONIC COMPREHENSIVE CATALOGUE DOCUMENTING ALL KNOWN ARTWORKS OF ROY LICHTENSTEIN	318,585
3 EXHIBITIONS OF ARTWORK OWNED BY THE ROY LICHTENSTEIN FOUNDATION -2013 AND 2014 EXHIBITIONS IN NEW YORK, ILLINOIS, LONDON, PARIS, VENICE, PHILADELPHIA, LOS ANGELES, NEW ORLEANS AND WASHINGTON, DC	76,845
4 CATALOGING AND ARCHIVING PHOTOGRAPHIC MATERIAL PRODUCED BY HARRY SHUNK & JANOS KENDER TO PRESERVE & EXPAND NOT ONLY THE ARTISTIC LEGACY OF ROY LICHTENSTEIN BUT ALSO INFORMATION ABOUT THE ART & ARTISTS OF HIS TIME	42,004

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,394,756
b	Average of monthly cash balances.	1b	955,480
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,350,236
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	4,350,236
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	65,254
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,284,982
6	Minimum investment return. Enter 5% of line 5.	6	214,249

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

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	2,588,102
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	2,588,102
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	42,774
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,545,328

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				0
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	1,628,921			
b From 2009.	1,856,290			
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	3,485,211			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ _____				
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.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,485,211			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	1,628,921			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,856,290			
10 Analysis of line 9				
a Excess from 2009.	1,856,290			
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. 1998-10-05

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	11,865	74,855	77,881	143,458	308,059
b 85% of line 2a	10,085	63,627	66,199	121,939	261,850
c Qualifying distributions from Part XII, line 4 for each year listed	2,588,102	2,225,776	2,036,800	1,842,644	8,693,322
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	2,588,102	2,225,776	2,036,800	1,842,644	8,693,322
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	142,833	193,248	194,273	231,089	761,443
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

DOROTHY LICHTENSTEIN

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

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

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

a The name, address, and telephone number 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 <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 69,000
b <i>Approved for future payment</i>				
Total				▶ 3b 0

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

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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

2013

Name of the organization
ROY LICHTENSTEIN FOUNDATION

Employer identification number
91-1898350

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
ROY LICHTENSTEIN FOUNDATION

Employer identification number

91-1898350

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	See Additional Data Table _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

Name of organization ROY LICHTENSTEIN FOUNDATION	Employer identification number 91-1898350
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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	FILM BY ROY LICHTENSTEIN - "THREE LANDSCAPES", ED 1 OF 1, 1970-1971	\$ 300,000	2013-10-10
3	ARTWORK BY ROY LICHTENSTEIN - "TREETOPS THROUGH THE FOG", OIL & MAGNA ON CANVAS, 1996	\$ 4,000,000	2013-09-03
4	ARTWORK BY ROY LICHTENSTEIN - "SEA SHORE", OIL & MAGNA ON CANVAS, 1964	\$ 1,250,000	2013-09-16
5	ARTWORK BY ROY LICHTENSTEIN - 7 SKETCHBOOKS CONTAINING 54 SKETCHES	\$ 3,150,000	2013-10-10
6	ARTWORK BY ROY LICHTENSTEIN - "KING", CARVED & POLYCHROMED WOOD 1951	\$ 45,000	2013-11-21
7	ARTWORK BY ROY LICHTENSTEIN- PROMOTIONAL POSTER FOR LINCOLNCENTER, OFFSET LITHOGRAPH ON PAPER	\$ 3,000	2013-08-21

Name of organization
ROY LICHTENSTEIN FOUNDATION

Employer identification number
91-1898350

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ▶ \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

Additional Data

Software ID:
Software Version:
EIN: 91-1898350
Name: ROY LICHTENSTEIN FOUNDATION

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DOROTHY LICHTENSTEIN C/O GOLDGLIT COMPANY 499 7TH AVENUE NEW YORK, NY 10018	\$ 1,077,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
2	DOROTHY LICHTENSTEIN C/O GOLDGLIT COMPANY 499 7TH AVENUE NEW YORK, NY 10018	\$ 300,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contribution)
3	DOROTHY LICHTENSTEIN C/O GOLDGLIT COMPANY 499 7TH AVENUE NEW YORK, NY 10018	\$ 4,000,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contribution)
4	DOROTHY LICHTENSTEIN C/O GOLDGLIT COMPANY 499 7TH AVENUE NEW YORK, NY 10018	\$ 1,250,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contribution)
5	DOROTHY LICHTENSTEIN C/O GOLDGLIT COMPANY 499 7TH AVENUE NEW YORK, NY 10018	\$ 3,150,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contribution)
6	DOROTHY LICHTENSTEIN C/O GOLDGLIT COMPANY 499 7TH AVENUE NEW YORK, NY 10018	\$ 45,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contribution)
7	DOROTHY LICHTENSTEIN C/O GOLDGLIT COMPANY 499 7TH AVENUE NEW YORK, NY 10018	\$ 3,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contribution)

Form **4562**
 Department of the Treasury
 Internal Revenue Service (99)

Depreciation and Amortization
 (Including Information on Listed Property)

OMB No 1545-0172
2013
 Attachment
 Sequence No **179**

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

Name(s) shown on return ROY LICHTENSTEIN FOUNDATION	Business or activity to which this form relates FORM 990-PF PAGE 1	Identifying number 91-1898350
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Part I Election To Expense Certain Property Under Section 179
Note: If you have any listed property, complete Part V before you complete Part I.

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

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

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

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

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

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

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2013	17	35,278
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

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

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property		24,000	3 0	HY	S/L	4,000
b 5-year property		23,333	5 0	HY	S/L	2,333
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

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

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions.)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	41,611
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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

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

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

24a Do you have evidence to support the business/investment use claimed? 24b If "Yes," is the evidence written? 25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) 26 Property used more than 50% in a qualified business use 27 Property used 50% or less in a qualified business use 28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 29 Add amounts in column (i), line 26 Enter here and on line 7, page 1

Section B-Information on Use of Vehicles

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

30 Total business/investment miles driven during the year (do not include commuting miles) 31 Total commuting miles driven during the year 32 Total other personal(noncommuting) miles driven 33 Total miles driven during the year Add lines 30 through 32 34 Was the vehicle available for personal use during off-duty hours? 35 Was the vehicle used primarily by a more than 5% owner or related person? 36 Is another vehicle available for personal use?

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

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

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners 39 Do you treat all use of vehicles by employees as personal use? 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received? 41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

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

TY 2013 Accounting Fees Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	47,778	2,389	2,389	45,389

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

TY 2013 Depreciation Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT	1999-08-19	17,846	17,846	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2000-07-01	11,151	11,151	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2001-07-01	23,134	23,134	SL	5 000000000000	0	0	0	
OFFICE EQUIPMENT	2001-07-01	8,127	8,127	SL	5 000000000000	0	0	0	
OFFICE EQUIPMENT	2003-11-25	3,196	3,196	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2004-06-30	2,786	2,786	SL	5 000000000000	0	0	0	
OFFICE EQUIPMENT	2005-06-30	8,855	8,855	SL	7 000000000000	0	0	0	
COMPUTER EQUIPMENT	2006-06-14	2,060	2,060	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2006-06-27	3,742	3,742	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2006-05-10	1,156	1,156	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2006-09-08	5,292	5,292	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2006-10-03	3,195	3,195	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2006-11-09	1,972	1,972	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2007-01-12	3,422	3,422	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2007-02-01	3,733	3,733	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2007-03-30	3,611	3,611	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2007-03-01	21,072	21,072	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2007-05-03	4,080	4,080	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2007-05-31	3,502	3,502	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2007-07-12	3,039	3,039	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2007-08-03	3,203	3,203	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2007-08-30	2,726	2,726	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2007-10-04	3,415	3,415	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2007-11-01	3,855	3,855	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2007-11-29	2,806	2,806	SL	5 000000000000	0	0	0	
FURNITURE & FIXTURES	2007-04-26	1,703	1,337	SL	7 000000000000	243	0	243	
COMPUTER EQUIPMENT	2008-09-05	3,625	1,629	SL	5 000000000000	183	0	483	
OFFICE EQUIPMENT	2008-11-06	411	131	SL	7 000000000000	29	0	59	
COMPUTER EQUIPMENT	2008-01-03	18,837	8,478	SL	5 000000000000	940	0	0	
COMPUTER EQUIPMENT	2008-02-04	3,201	1,440	SL	5 000000000000	160	0	53	
COMPUTER EQUIPMENT	2008-03-06	1,715	770	SL	5 000000000000	87	0	57	
COMPUTER EQUIPMENT	2008-04-03	10,159	4,572	SL	5 000000000000	507	0	508	
COMPUTER EQUIPMENT	2008-05-01	4,561	2,052	SL	5 000000000000	228	0	304	
COMPUTER EQUIPMENT	2008-06-05	5,581	2,511	SL	5 000000000000	279	0	465	
COMPUTER EQUIPMENT	2008-06-11	14,800	6,660	SL	5 000000000000	740	0	1,233	
COMPUTER EQUIPMENT	2008-06-26	6,000	2,700	SL	5 000000000000	300	0	600	
COMPUTER EQUIPMENT	2008-07-03	4,998	2,250	SL	5 000000000000	249	0	500	
COMPUTER EQUIPMENT	2008-07-30	8,091	3,641	SL	5 000000000000	404	0	944	
COMPUTER EQUIPMENT	2008-10-02	8,324	3,744	SL	5 000000000000	418	0	1,249	
COMPUTER EQUIPMENT	2008-12-04	9,510	4,280	SL	5 000000000000	475	0	1,744	
FURNITURE & FIXTURES	2009-12-03	1,598	356	SL	7 000000000000	114	0	228	
FURNITURE & FIXTURES	2010-08-05	7,685	2,745	SL	7 000000000000	1,098	0	1,098	
FURNITURE & FIXTURES	2010-09-02	4,576	1,635	SL	7 000000000000	654	0	654	
STORAGE CABINETS	2010-12-16	9,000	3,215	SL	7 000000000000	1,286	0	1,286	
COMPUTER EQUIPMENT	2010-01-16	1,637	818	SL	5 000000000000	327	0	327	
COMPUTER EQUIPMENT	2010-02-08	1,786	893	SL	5 000000000000	357	0	357	
COMPUTER EQUIPMENT	2010-06-17	5,638	2,820	SL	5 000000000000	1,128	0	1,128	
COMPUTER EQUIPMENT	2010-07-14	5,634	2,817	SL	5 000000000000	1,127	0	1,127	
COMPUTER EQUIPMENT	2010-08-31	1,059	530	SL	5 000000000000	212	0	212	
COMPUTER EQUIPMENT	2010-09-09	2,010	1,005	SL	5 000000000000	402	0	402	
COMPUTER EQUIPMENT	2010-11-09	1,303	652	SL	5 000000000000	261	0	261	
COMPUTER EQUIPMENT	2011-04-13	4,523		SL	5 000000000000	0	0	905	
COMPUTER EQUIPMENT	2011-05-10	1,524		SL	5 000000000000	0	0	305	
COMPUTER EQUIPMENT	2011-06-30	4,943		SL	5 000000000000	0	0	989	
STORAGE UNITS	2011-02-10	9,750		SL	7 000000000000	0	0	1,393	
OFFICE FURNITURE	2011-06-09	1,534		SL	7 000000000000	0	0	219	
COMPUTER EQUIPMENT	2011-12-09	2,681		SL	5 000000000000	0	0	536	
COMPUTER EQUIPMENT	2012-03-09	2,040	204	SL	5 000000000000	408	0	408	
COMPUTER EQUIPMENT	2012-04-10	1,648	165	SL	5 000000000000	330	0	330	
COMPUTER EQUIPMENT	2012-07-09	2,982	298	SL	5 000000000000	596	0	596	
COMPUTER EQUIPMENT	2012-08-28	1,740	174	SL	5 000000000000	348	0	348	
COMPUTER EQUIPMENT	2012-11-20	3,314	331	SL	5 000000000000	663	0	663	
COMPUTER EQUIPMENT	2012-12-11	3,376	338	SL	5 000000000000	675	0	675	
SHIPPING EQUIPMENT	2012-09-04	44,000	4,400	SL	5 000000000000	8,800	0	8,800	
COMPUTER SOFTWARE	2012-05-14	33,750	5,625	SL	3 000000000000	11,250	0	11,250	
COMPUTER SOFTWARE	2013-07-01	24,000		SL	3 000000000000	4,000	0	4,000	
COMPUTER EQUIPMENT	2013-07-01	23,333		SL	5 000000000000	2,333	0	2,333	

**TY 2013 Investments Corporate
Bonds Schedule**

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Name of Bond	End of Year Book Value	End of Year Fair Market Value
US GOVERNMENT BONDS	209,791	219,108

**TY 2013 Investments Government
Obligations Schedule**

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

**US Government Securities - End of
Year Book Value:** 1,576,429

**US Government Securities - End of
Year Fair Market Value:** 1,702,473

**State & Local Government
Securities - End of Year Book
Value:** 0

**State & Local Government
Securities - End of Year Fair
Market Value:** 0

TY 2013 Land, Etc. Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT	17,846	17,846	0	
COMPUTER EQUIPMENT	11,151	11,151	0	
COMPUTER EQUIPMENT	23,134	23,134	0	
OFFICE EQUIPMENT	8,127	8,127	0	
OFFICE EQUIPMENT	3,196	3,196	0	
COMPUTER EQUIPMENT	2,786	2,786	0	
OFFICE EQUIPMENT	8,855	8,855	0	
COMPUTER EQUIPMENT	2,060	2,060	0	
COMPUTER EQUIPMENT	3,742	3,742	0	
COMPUTER EQUIPMENT	1,156	1,156	0	
COMPUTER EQUIPMENT	5,292	5,292	0	
COMPUTER EQUIPMENT	3,195	3,195	0	
COMPUTER EQUIPMENT	1,972	1,972	0	
COMPUTER EQUIPMENT	3,422	3,422	0	
COMPUTER EQUIPMENT	3,733	3,733	0	
COMPUTER EQUIPMENT	3,611	3,611	0	
COMPUTER EQUIPMENT	21,072	21,072	0	
COMPUTER EQUIPMENT	4,080	4,080	0	
COMPUTER EQUIPMENT	3,502	3,502	0	
COMPUTER EQUIPMENT	3,039	3,039	0	
COMPUTER EQUIPMENT	3,203	3,203	0	
COMPUTER EQUIPMENT	2,726	2,726	0	
COMPUTER EQUIPMENT	3,415	3,415	0	
COMPUTER EQUIPMENT	3,855	3,855	0	
COMPUTER EQUIPMENT	2,806	2,806	0	
FURNITURE & FIXTURES	1,703	1,580	123	
COMPUTER EQUIPMENT	3,625	3,625	0	
OFFICE EQUIPMENT	411	366	45	
COMPUTER EQUIPMENT	18,837	18,837	0	
COMPUTER EQUIPMENT	3,201	3,201	0	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT	1,715	1,715	0	
COMPUTER EQUIPMENT	10,159	10,159	0	
COMPUTER EQUIPMENT	4,561	4,561	0	
COMPUTER EQUIPMENT	5,581	5,581	0	
COMPUTER EQUIPMENT	14,800	14,800	0	
COMPUTER EQUIPMENT	6,000	6,000	0	
COMPUTER EQUIPMENT	4,998	4,998	0	
COMPUTER EQUIPMENT	8,091	8,091	0	
COMPUTER EQUIPMENT	8,324	8,324	0	
COMPUTER EQUIPMENT	9,510	9,510	0	
FURNITURE & FIXTURES	1,598	1,269	329	
FURNITURE & FIXTURES	7,685	3,843	3,842	
FURNITURE & FIXTURES	4,576	2,289	2,287	
STORAGE CABINETS	9,000	4,501	4,499	
COMPUTER EQUIPMENT	1,637	1,145	492	
COMPUTER EQUIPMENT	1,786	1,250	536	
COMPUTER EQUIPMENT	5,638	3,948	1,690	
COMPUTER EQUIPMENT	5,634	3,944	1,690	
COMPUTER EQUIPMENT	1,059	742	317	
COMPUTER EQUIPMENT	2,010	1,407	603	
COMPUTER EQUIPMENT	1,303	913	390	
COMPUTER EQUIPMENT	4,523	4,523	0	
COMPUTER EQUIPMENT	1,524	1,524	0	
COMPUTER EQUIPMENT	4,943	4,943	0	
STORAGE UNITS	9,750	9,750	0	
OFFICE FURNITURE	1,534	1,534	0	
COMPUTER EQUIPMENT	2,681	2,681	0	
COMPUTER EQUIPMENT	2,040	612	1,428	
COMPUTER EQUIPMENT	1,648	495	1,153	
COMPUTER EQUIPMENT	2,982	894	2,088	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT	1,740	522	1,218	
COMPUTER EQUIPMENT	3,314	994	2,320	
COMPUTER EQUIPMENT	3,376	1,013	2,363	
SHIPPING EQUIPMENT	44,000	13,200	30,800	
COMPUTER SOFTWARE	33,750	16,875	16,875	
COMPUTER SOFTWARE	24,000	4,000	20,000	
COMPUTER EQUIPMENT	23,333	2,333	21,000	

TY 2013 Legal Fees Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES ASSOCIATED WITH COPYRIGHT ISSUES	195,514	9,976	9,976	185,538

TY 2013 Other Assets Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ARTWORK OWNED BY ROY LICHTENSTEIN FOUNDATION-PER ATTACHED	46,550,125	53,743,125	146,525,236
ROY LICHTENSTEIN ARCHIVE	1,000,000	1,000,000	1,000,000
SECURITY DEPOSIT	88,500	70,500	70,500
FABRICATION COSTS-WORK IN PROCESS	0	176,666	176,666

TY 2013 Other Expenses Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES AND EXPENSES	31,900	1,595	1,595	30,303
OUTSIDE SERVICES	205,260	0	0	205,260
INSURANCE	416,684	0	0	416,684
TELEPHONE & UTILITIES	2,957	148	148	2,809
PHOTOGRAPHY	116,994	0	0	116,994
EQUIPMENT RENTAL	13,201	660	660	12,541
COMPUTER EXPENSES	26,479	1,324	1,324	25,155
DUES, FEES & SUBSCRIPTIONS	9,774	977	977	8,797
POSTAGE & SHIPPING	44,587	2,229	2,229	42,358
CONSERVATION, FRAMING & STORAGE	181,844	0	0	181,844
ARCHIVE EXPENSES	42,004	0	0	42,004
AMORTIZATION	18,000	0	0	18,000

TY 2013 Other Income Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	3,628	3,628	3,628

TY 2013 Other Liabilities Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES PAYABLE	3,735	0

TY 2013 Other Professional Fees Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACTUARIAL FEES	725	46	46	679
	0	0	0	0

TY 2013 Taxes Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	57,722	1,412	1,412	56,310
DELAWARE ANNUAL REPORT	25	0	0	25
NEW YORK STATE FILING FEES	3,000	0	0	3,000
FEDERAL EXCISE TAXES	26,550	26,550	26,550	0

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DOROTHY LICHTENSTEIN C/O LICHTENSTEIN FDTN 739 WASHINGTON STREET NEW YORK, NY 10014	PRESIDENT 5 00	0	0	0
CASSANDRA LOZANO C/O LICHTENSTEIN FDTN 739 WASHINGTON STREET NEW YORK, NY 10014	MANAGING DIRECTOR 20 00	10,000	1,000	0
DAVID H LICHTENSTEIN C/O LICHTENSTEIN FDTN 739 WASHINGTON STREET NEW YORK, NY 10014	VICE PRESIDENT 5 00	0	0	0
MITCHELL W LICHTENSTEIN C/O LICHTENSTEIN FDTN 739 WASHINGTON STREET NEW YORK, NY 10014	VICE PRESIDENT 5 00	0	0	0
WILLIAM JOHN COWART C/O LICHTENSTEIN FDTN 739 WASHINGTON STREET NEW YORK, NY 10014	EXECUTIVE DIRECTOR 40 00	345,000	34,500	0
STEVEN P GOLDGLIT C/O LICHTENSTEIN FDTN 739 WASHINGTON STREET NEW YORK, NY 10014	TREASURER 5 00	0	0	0
RUTH FINE C/O LICHTENSTEIN FDTN 739 WASHINGTON STREET NEW YORK, NY 10014	BOARD CHAIRMAN 5 00	0	0	0
LESLIE B SAMUELS C/O LICHTENSTEIN FDTN 739 WASHINGTON STREET NEW YORK, NY 10014	BOARD MEMBER 1 00	0	0	0
ELIZABETH BAKER 739 WASHINGTON STREET NEW YORK, NY 10014	DIRECTOR 5 00	0	0	0
MARIA MORRIS HAMBURG 739 WASHINGTON STREET NEW YORK, NY 10014	DIRECTOR 5 00	0	0	0
MICHAEL LOBEL 739 WASHINGTON STREET NEW YORK, NY 10014	DIRECTOR 5 00	0	0	0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OHIO STATE UNIVERSITY FOUNDATION 1480 WEST LANE AVENUE COLUMBUS, OH 43221	NONE	PUBLIC FOUNDATION	PROMOTE THE ARTS THROUGH EDUCATION & RESEARCH	25,000
INTERNATIONAL FOUNDATION FOR ART RESEARCH 500 FIFTH AVENUE NEW YORK, NY 10110	NONE	PUBLIC FOUNDATION	PROMOTE THE ARTS THROUGH EDUCATION & RESEARCH	2,000
CENTRE POMPIDOU FOUNDATION 117 WEST 9TH STREET LOS ANGELES, CA 90015	NONE	PUBLIC FOUNDATION	PROMOTE THE ARTS THROUGH EDUCATION & RESEARCH	35,000
THE MORGAN LIBRARY MUSEUM 225 MADISON AVENUE NEW YORK, NY 10016	NONE	PUBLIC FOUNDATION	PROMOTE THE ARTS THROUGH EDUCATION & RESEARCH	2,000
CENTRO TEDESCO DI STUDI VENEZIANI SAN POLO 2765 A VENICE IT	NONE	PUBLIC FOUNDATION	PROMOTE THE ARTS THROUGH EDUCATION & RESEARCH	5,000
Total				69,000