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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**

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**

OMB No 1545-0052

**2013**

**Open to Public Inspection**

**For calendar year 2013, or tax year beginning 03-01-2013 , and ending 02-28-2014**

Name of foundation LEOPOLD SCHEPP FOUNDATION		<b>A Employer identification number</b> 13-5562353
Number and street (or P O box number if mail is not delivered to street address) 551 FIFTH AVENUE NO 3000	Room/suite	<b>B Telephone number (see instructions)</b> (212) 692-0191
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10176		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 10,758,637	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	229,271			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	228,225	228,225		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	299,674			
	<b>b</b> Gross sales price for all assets on line 6a 4,746,622				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . . . .		299,674		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold . . . . .					
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .					
<b>11</b> Other income (attach schedule) . . . . .	850	850			
<b>12 Total.</b> Add lines 1 through 11 . . . . .	758,020	528,749			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	158,336	0		158,336
	<b>14</b> Other employee salaries and wages . . . . .	78,261	0		78,261
	<b>15</b> Pension plans, employee benefits . . . . .	65,964	0		65,964
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	15,150	0		15,150
	<b>c</b> Other professional fees (attach schedule) . . . . .	81,506	81,506		0
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	19,869	0		15,404
	<b>19</b> Depreciation (attach schedule) and depletion . . . . .	1,750	0		
	<b>20</b> Occupancy . . . . .	84,044	0		84,044
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .	12,196	0		12,196
	<b>23</b> Other expenses (attach schedule) . . . . .	13,468	238		13,230
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	530,544	81,744		442,585
	<b>25</b> Contributions, gifts, grants paid . . . . .	364,000			364,000
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	894,544	81,744		806,585	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-136,524				
<b>b Net investment income</b> (if negative, enter -0-)		447,005			
<b>c Adjusted net income</b> (if negative, enter -0-)					

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

<b>Part II Balance Sheets</b>		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	84,806	87,522	87,522	
	<b>2</b> Savings and temporary cash investments . . . . .	68,931	151,556	151,556	
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>5</b> Grants receivable . . . . .				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>8</b> Inventories for sale or use . . . . .				
	<b>9</b> Prepaid expenses and deferred charges . . . . .	5,934	7,245	7,245	
	<b>10a</b> Investments—U S and state government obligations (attach schedule)				
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	4,660,562 <input checked="" type="checkbox"/>	5,893,780	5,893,780	
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	3,940,138 <input checked="" type="checkbox"/>	3,069,524	3,069,524	
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	<b>12</b> Investments—mortgage loans . . . . .				
	<b>13</b> Investments—other (attach schedule) . . . . .	1,358,723 <input checked="" type="checkbox"/>	1,544,304	1,544,304	
	<b>14</b> Land, buildings, and equipment basis ▶ _____ 78,949 Less accumulated depreciation (attach schedule) ▶ _____ 74,243	6,456 <input checked="" type="checkbox"/>	4,706	4,706	
<b>15</b> Other assets (describe ▶ _____)					
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	10,125,550	10,758,637	10,758,637		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	17,680	19,472		
	<b>18</b> Grants payable . . . . .				
	<b>19</b> Deferred revenue . . . . .				
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons				
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b> Other liabilities (describe ▶ _____)				
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	17,680	19,472		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b> Unrestricted . . . . .	10,107,870	10,739,165		
	<b>25</b> Temporarily restricted . . . . .				
	<b>26</b> Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	<b>27</b> Capital stock, trust principal, or current funds . . . . .				
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund				
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
	<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	10,107,870	10,739,165		
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	10,125,550	10,758,637			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	10,107,870
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-136,524
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	<b>3</b>	767,819
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	10,739,165
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	10,739,165

**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)
<b>1 a</b>	SALE OF VARIOUS INVESTMENTS	P		
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 4,746,622		4,446,948	299,674	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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		
<b>a</b>			299,674	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }		<b>2</b> 299,674
<b>3</b>	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	{ If (loss), enter -0- in Part I, line 8 }		<b>3</b>

**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	776,706	10,048,232	0.077298
2011	833,367	10,551,608	0.078980
2010	768,549	10,861,818	0.070757
2009	855,053	11,327,075	0.075488
2008	1,162,988	13,246,401	0.087797


<b>2</b>	<b>Total</b> of line 1, column (d).	<b>2</b>	0.390320
<b>3</b>	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	<b>3</b>	0.078064
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	<b>4</b>	10,074,273
<b>5</b>	Multiply line 4 by line 3.	<b>5</b>	786,438
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	4,470
<b>7</b>	Add lines 5 and 6.	<b>7</b>	790,908
<b>8</b>	Enter qualifying distributions from Part XII, line 4.	<b>8</b>	806,585

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)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	4,470
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	4,470
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	4,470
<b>6</b>	Credits/Payments		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	572
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	572
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	24
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	3,922
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <i>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.</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<b>2</b>	No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY _____		
<b>b</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? <i>If "No," attach explanation .</i>	<b>8b</b>	Yes
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> 	<b>10</b>	Yes

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

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>WWW SCHEPPFOUNDATION ORG</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>SUZANNECLAIR GUARD</b> Telephone no <b>(212) 692-0191</b> Located at <b>551 5TH AVENUE NEW YORK NY</b> ZIP +4 <b>10176</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	<b>15</b>		
<b>16</b>	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	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.			<b>Yes</b>	<b>No</b>
<b>1a</b>	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? ( <b>Exception.</b> 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			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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?	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	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 <b>20___, 20___, 20___, 20___</b>			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions).	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20___, 20___, 20___, 20___</b>			
<b>3a</b>	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>b</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> )	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><b>(4)</b> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>	<b>No</b>
	<b>6b</b>	<b>No</b>
	<b>7b</b>	

**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
KATHLEEN SMITH 551 5TH AVENUE NEW YORK, NY 10176	EXEC SECTRY 40 00	75,972	21,760	0
<b>Total</b> number of other employees paid over \$50,000. <input type="checkbox"/>				0

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

**3 Five highest-paid independent contractors for professional services (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		
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . .	▶

0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	10,174,665
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	40,853
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	12,170
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	10,227,688
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	10,227,688
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	153,415
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	10,074,273
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	503,714

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	503,714
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	4,470
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	4,470
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	499,244
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	499,244
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	499,244

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	806,585
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	806,585
<b>5</b>	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). . . . .	<b>5</b>	4,470
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	802,115

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				499,244
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			0	
<b>b</b> Total for prior years 20__ , 20__ , 20__		0		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .	264,922			
<b>b</b> From 2009. . . . .	290,399			
<b>c</b> From 2010. . . . .	229,772			
<b>d</b> From 2011. . . . .	835,600			
<b>e</b> From 2012. . . . .	778,534			
<b>f</b> Total of lines 3a through e. . . . .	2,399,227			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>806,585</u>				
<b>a</b> Applied to 2012, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .				499,244
<b>e</b> Remaining amount distributed out of corpus	307,341			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,706,568			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .	264,922			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	2,441,646			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .	290,399			
<b>b</b> Excess from 2010. . . . .	229,772			
<b>c</b> Excess from 2011. . . . .	835,600			
<b>d</b> Excess from 2012. . . . .	778,534			
<b>e</b> Excess from 2013. . . . .	307,341			

**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. . . . .

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

**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) )

**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 or e-mail address of the person to whom applications should be addressed  
 SUZANNECLAIR GUARD  
 551 5TH AVENUE  
 NEW YORK, NY 10176  
 (212) 692-0191

**b** The form in which applications should be submitted and information and materials they should include  
 EACH APPLICANT MUST SUBMIT A LETTER OF INQUIRY WHICH ADDRESSES THE 9 QUESTIONS PROVIDED ON THE WEBSITE

**c** Any submission deadlines  
 APPLICATION PROCESS CLOSURES WHEN A SUFFICIENT NUMBER OF APPLICATIONS HAVE BEEN RECEIVED FOR REVIEW

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
 CRITERIA PERMANENT RESIDENT OR US CITIZEN, COMPLETED ONE YEAR OF COLLEGE, MINIMUM GPA OF 3.0, UNDERGRADUATES CANNOT BE OVER 30 YEARS OF AGE WHEN THE SCHOLARSHIP IS FIRST RECEIVED, GRADUATE STUDENTS CANNOT BE OVER 40 YEARS OF AGE WHEN SCHOLARSHIP IS FIRST RECEIVED, NO AGE LIMIT FOR POST-DOCTORAL STUDIES, SCHOLARSHIPS ARE NOT AWARDED FOR A SECOND DEGREE AT THE SAME LEVEL OF DEGREE ALREADY ACHIEVED, APPLICANTS MUST HAVE FINANCIAL NEED, APPLICANTS MUST BE ENROLLED FULL TIME IN AN ACCREDITED DEGREE GRANTING INSTITUTION

**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
<b>a</b> <i>Paid during the year</i> See Additional Data Table See Additional Data Table				
<b>Total . . . . .</b>				<b>3a</b> 364,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b> 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
WILLIAM BARRETT 551 5TH AVENUE NEW YORK, NY 10176	VICE PRESIDENT 1 25	0	0	0
KATHRYN CASHMAN 551 5TH AVENUE NEW YORK, NY 10176	VICE PRESIDENT 1 25	0	0	0
SUE ANN DAWSON 551 5TH AVENUE NEW YORK, NY 10176	VICE PRESIDENT 1 00	0	0	0
JAMES TURINO 551 5TH AVENUE NEW YORK, NY 10176	TREASURER 1 25	0	0	0
LINDA MCKEAN 551 5TH AVENUE NEW YORK, NY 10176	SECRETARY 1 00	0	0	0
SUSAN BRENNER 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
EDYTHE BOBROW 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
LOUISE BOZORTH 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
ANNE COFFIN 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
EMILY CRAWFORD 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
FRANK C POLI 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
DIANA P HERRMANN 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
MICHELE A PAIGE 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
ELIZABETH STONE POTTER 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
BRUNO A QUINSON 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
ROBERT F REDER MD 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
BANNING REPPLIER 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 25	0	0	0
BARBARA MCLENDON 551 5TH AVENUE NEW YORK, NY 10176	PRESIDENT 1 50	0	0	0
NANCY GROSSMAN 551 5TH AVENUE NEW YORK, NY 10176	TRUSTEE 1 00	0	0	0
SUZANNECLAIR GUARD 551 5TH AVENUE NEW YORK, NY 10176	EXECUTIVE DIRECTOR 40 00	158,336	30,919	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)				
<b>a</b> <i>Paid during the year</i>				
ONYCHA BANTON 808 HOPKINSON AVENUE BROOKLYN, NY 11212	NONE	N/A	SCHOLARSHIP	8,000
LEETHANIEL BRUMFIELD 5322 ARBOR GATES DRIVE NE ATLANTA, GA 30324	NONE	N/A	SCHOLARSHIP	8,500
ANGELA BUJAJ 25 HIGHLAND AVENUE EASTCHESTER, NY 10709	NONE	N/A	SCHOLARSHIP	7,500
MELISSA BURNSIDE 1604 ALLERTON AVENUE BRONX, NY 10469	NONE	N/A	SCHOLARSHIP	6,000
ALEXANDER CASSINI 94 BEACON STREET SOMERVILLE, MA 02143	NONE	N/A	SCHOLARSHIP	7,500
OLIVIA CASTOR 25 RIDGE AVENUE SPRING VALLEY, NY 10977	NONE	N/A	SCHOLARSHIP	2,000
DANIELLE CHEN 2108 NE 1ST PLACE CAPE CORAL, FL 33909	NONE	N/A	SCHOLARSHIP	5,000
ERIK COPELI 403 12TH STREET BROOKLYN, NY 11215	NONE	N/A	SCHOLARSHIP	8,500
HILDA CRISPIN 23-85 37TH STREET ASTORIA, NY 11105	NONE	N/A	SCHOLARSHIP	8,500
MELISSA CULKIN 52 BOURNE STREET AUBURNDALE, MA 02466	NONE	N/A	SCHOLARSHIP	6,000
BIANCA CUTLER 42 EVERETT STREET SHERBORN, MA 01770	NONE	N/A	SCHOLARSHIP	3,500
CATHERINE CZACKI 3802 3RD AVENUE SAN DIEGO, CA 92103	NONE	N/A	SCHOLARSHIP	8,500
HEATHER DENNEHY 189 RUGGLES STREET WESTBORO, MA 01581	NONE	N/A	SCHOLARSHIP	8,000
CAITLIN DOUGHTY 171 WILLOW STREET NEW HAVEN, CT 06511	NONE	N/A	SCHOLARSHIP	8,500
LERONE EDALATI 28 STRATHMORE ROAD GREAT NECK, NY 11023	NONE	N/A	SCHOLARSHIP	6,000
<b>Total . . . . .</b>			<b>3a</b>	364,000

**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)				
<b>a</b> <i>Paid during the year</i>				
BRITTANY FOX 3260 HENRY HUDSON PKWY BRONX, NY 10463	NONE	N/A	SCHOLARSHIP	5,000
AKIVA FREIDLIN 5838 DOUGLAS STREET PITTSBURGH, PA 15217	NONE	N/A	SCHOLARSHIP	7,000
CARL Gerdine 746 Putnam Blvd Wallingford, PA 19086	NONE	N/A	SCHOLARSHIP	6,000
LAKISHA GONSALVES 160 WEST 119TH STREET NEW YORK, NY 10026	NONE	N/A	SCHOLARSHIP	1,000
NATASHA GRAVES 1054 FLOYD TERRACE BRYN MAWR, PA 19010	NONE	N/A	SCHOLARSHIP	8,000
CHRISTIANA HAYDEN 24257 EAST 1110 ROAD WEATHERFORD, OK 73096	NONE	N/A	SCHOLARSHIP	4,000
MONICA HUNTER-HART 96 CHESTNUT STREET FLORENCE, MA 01062	NONE	N/A	SCHOLARSHIP	7,000
JONATHAN HUREAU 11 LEWIS STREET SOMERVILLE, MA 02143	NONE	N/A	SCHOLARSHIP	1,750
PETER KATZ 523 EAST 84TH STREET NEW YORK, NY 10028	NONE	N/A	SCHOLARSHIP	4,000
STEPHANE LAROCHE 231 MASSACHUSETTS AVENUE ARLINGTON, MA 02474	NONE	N/A	SCHOLARSHIP	5,000
STEPHANIE LEROUX 11120 73RD AVENUE FOREST HILLS, NY 11375	NONE	N/A	SCHOLARSHIP	1,750
AMY LEWIS 841 HIGHLAND AVENUE JENKINTOWN, PA 19046	NONE	N/A	SCHOLARSHIP	6,000
ASHLEY LILLY 454 SOUTH MAIN STREET FREEPORT, NY 11520	NONE	N/A	SCHOLARSHIP	3,000
YAO LIU 65 EDGEBROOK ESTATES CHEEKTOWAGA, NY 14227	NONE	N/A	SCHOLARSHIP	6,000
ALEX LOGONO C/O MYRA HAUBEN BROOKLYN, NY 11217	NONE	N/A	SCHOLARSHIP	8,000
<b>Total . . . . .</b>				<b>364,000</b>

**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)				
<b>a</b> <i>Paid during the year</i>				
SAMUEL MASTER 110 GOLF CT TEANECK, NJ 07666	NONE	N/A	SCHOLARSHIP	7,000
NICOLE MCALLISTER 216 KITTANNING STREET CHICORA, PA 16025	NONE	N/A	SCHOLARSHIP	7,000
MICHAEL MCNAMARA 4540 EAST VIA LOS CABALLOS PHOENIX, AZ 85028	NONE	N/A	SCHOLARSHIP	6,000
ELLEN MEIER 7314 UPPER 157TH STREET APPLE VALLEY, MN 55124	NONE	N/A	SCHOLARSHIP	5,000
MIRI MINEH 1414 AVENUE R BROOKLYN, NY 11229	NONE	N/A	SCHOLARSHIP	8,500
BRIAN MORGAN 68 BARTON CORNER ROAD HOPKINTON, NH 03229	NONE	N/A	SCHOLARSHIP	6,000
LIA NICHOLSON 73 BISHOP STREET NEW HAVEN, CT 06511	NONE	N/A	SCHOLARSHIP	8,000
MAIA NIKITOVICH 425 RIVERSIDE DRIVE NEW YORK, NY 10025	NONE	N/A	SCHOLARSHIP	8,500
MEGHAN O'MALLEY 10865 EAST POINSETTIA DRIVE SCOTTSDALE, AZ 85259	NONE	N/A	SCHOLARSHIP	8,500
SAMIR PATEL 277 OAKLAND AVENUE LANSDALE, PA 19446	NONE	N/A	SCHOLARSHIP	8,500
MEGAN PIERCE 113 DONALDSON WAY FOLSOM, CA 95630	NONE	N/A	SCHOLARSHIP	6,000
CHELSEA POLANIECKI 983 EAST END STREET WOODMERE, NY 11598	NONE	N/A	SCHOLARSHIP	6,000
CHRISTOPHER PURTELL 442 JACKSON BOULEVARD FOREST PARK, IL 60130	NONE	N/A	SCHOLARSHIP	6,000
LAYLA MARIE QUINONES 32-50 70TH STREET EAST ELMHURST, NY 11370	NONE	N/A	SCHOLARSHIP	8,500
SYEDA RASOOL 602 EAST 2ND STREET BROOKLYN, NY 11218	NONE	N/A	SCHOLARSHIP	8,000
<b>Total . . . . .</b>				<b>364,000</b>

**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)				
<b>a</b> <i>Paid during the year</i>				
SONIA RASTOGI 3335 85TH STREET JACKSON HEIGHTS,NY 11372	NONE	N/A	SCHOLARSHIP	8,500
JASMIN SANDERS 203 E ASHBY ROAD FLORENCE,SC 29506	NONE	N/A	SCHOLARSHIP	2,000
ANTHONY SCATORCHIA 12 FLAMINGO DRIVE HOWELL,NJ 07731	NONE	N/A	SCHOLARSHIP	6,000
LAUREN SCHULTZ 69 BOG HOLLOW ROAD WASSAIC,NY 12592	NONE	N/A	SCHOLARSHIP	7,000
AVICHAI SMOLEN 852 AMSTERDAM AVENUE NEWYORK,NY 10025	NONE	N/A	SCHOLARSHIP	7,000
MIRYAM SPERKA 1466 EAST 13TH STREET BROOKLYN,NY 11230	NONE	N/A	SCHOLARSHIP	6,500
ANDREA STEPHENS 62 FARRAGUT AVENUE HASTINGSONHUDSON,NY 10706	NONE	N/A	SCHOLARSHIP	3,000
ERAN SYKES 16 8TH AVENUE BROOKLYN,NY 11217	NONE	N/A	SCHOLARSHIP	6,000
TALIESIN THOMAS 292 MAPLE STREET BROOKLYN,NY 11225	NONE	N/A	SCHOLARSHIP	5,000
EMILY WEST 4744 EAST MEADOWS DR SE GRAND RAPIDS,MI 49546	NONE	N/A	SCHOLARSHIP	8,500
ELISABETH WINGERTER 80 NORWOOD AVENUE NORWALK,OH 44857	NONE	N/A	SCHOLARSHIP	6,000
ISAAK YAKUBOV 1425 PENNSYLVANIA AVENUE BROOKLYN,NY 11239	NONE	N/A	SCHOLARSHIP	7,000
SHIQI (SYDNEY) ZHENG 33 BROMFIELD STREET QUINCY,MA 02170		N/A	SCHOLARSHIP	3,500
ALEX ZIMMER 4 CROCUS LANE TRUMBULL,CT 06611		N/A	SCHOLARSHIP	5,000
<b>Total . . . . .</b>				<b>364,000</b>

**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](http://www.irs.gov/form990).**

**2013**

**Name of the organization**  
LEOPOLD SCHEPP FOUNDATION

**Employer identification number**  
13-5562353

**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 33<sup>1</sup>/<sub>3</sub>% 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  
LEOPOLD SCHEPP FOUNDATION

Employer identification number  
13-5562353

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	TRUST OF ROWLAND CROSS 5501 BACKLICK ROAD SUITE 220 SPRINGFIELD, VA 22151	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
2	NANCY GROSSMAN 160 WEST 66TH NEW YORK, NY 10023	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
3	PERRY HENDERSON 5888 SCHUMANN DRIVE MADISON, WI 53711	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
4	LINDA MCKEAN 70 WEST RIVER ROAD RUMSON, NJ 07760	\$ 10,099	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
5	FRACIS POLI 404 PINE CREEK AVENUE FAIRFIELD, CT 06824	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Name of organization  
LEOPOLD SCHEPP FOUNDATION

Employer identification number  
13-5562353

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
4	STOCKS	\$ 10,099	2013-08-28
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____

Name of organization  
LEOPOLD SCHEPP FOUNDATION

Employer identification number  
13-5562353

**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
_____ _____ _____	_____ _____ _____

## TY 2013 Accounting Fees Schedule

**Name:** LEOPOLD SCHEPP FOUNDATION

**EIN:** 13-5562353

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	15,150	0		15,150

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

## TY 2013 Depreciation Schedule

**Name:** LEOPOLD SCHEPP FOUNDATION

**EIN:** 13-5562353

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
FURNITURE AND EQUIPMENT		43,291	40,005	SL	10 0000000000000	730	0		
OFFICE EQUIPMENT		35,658	32,488	SL	5 0000000000000	1,020	0		

**TY 2013 Distribution from Corpus Election**

**Name:** LEOPOLD SCHEPP FOUNDATION

**EIN:** 13-5562353

**Election:** PURSUANT TO IRC SECTION 4942(H)(2) AND REG. SECTION 53.4942(A)(2), TAXPAYER ELECTS TO TREAT \$835,600 OF CURRENT QUALIFYING DISTRIBUTIONS AS COMING FROM CORPUS.

**TY 2013 Investments Corporate  
Bonds Schedule**

**Name:** LEOPOLD SCHEPP FOUNDATION

**EIN:** 13-5562353

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS	3,069,524	3,069,524

**TY 2013 Investments Corporate  
Stock Schedule**

**Name:** LEOPOLD SCHEPP FOUNDATION

**EIN:** 13-5562353

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	5,893,780	5,893,780

**TY 2013 Investments - Other Schedule**

**Name:** LEOPOLD SCHEPP FOUNDATION

**EIN:** 13-5562353

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HEDGE FUNDS	FMV	1,544,304	1,544,304

**TY 2013 Land, Etc. Schedule**

**Name:** LEOPOLD SCHEPP FOUNDATION

**EIN:** 13-5562353

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE AND EQUIPMENT	43,291	40,735	2,556	
OFFICE EQUIPMENT	35,658	33,508	2,150	

## TY 2013 Other Expenses Schedule

**Name:** LEOPOLD SCHEPP FOUNDATION

**EIN:** 13-5562353

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE	3,159	0		3,159
INSURANCE	2,406	0		2,406
PROFESSIONAL SERVICES	1,508	0		1,508
MISCELLANEOUS	6,395	238		6,157

# TY 2013 Other Income Schedule

**Name:** LEOPOLD SCHEPP FOUNDATION

**EIN:** 13-5562353

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	850	850	850

**TY 2013 Other Increases Schedule**

**Name:** LEOPOLD SCHEPP FOUNDATION

**EIN:** 13-5562353

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	767,819

## TY 2013 Other Professional Fees Schedule

**Name:** LEOPOLD SCHEPP FOUNDATION

**EIN:** 13-5562353

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	81,506	81,506		0

## TY 2013 Substantial Contributors Schedule

**Name:** LEOPOLD SCHEPP FOUNDATION

**EIN:** 13-5562353

Name	Address
ESTATE OF BEATRICE POCKRASS	51 HASKELL DRIVE BRATENTAH, OH 44108

# TY 2013 Taxes Schedule

**Name:** LEOPOLD SCHEPP FOUNDATION

**EIN:** 13-5562353

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	15,404	0		15,404
EXCISE TAXES	4,465	0		0