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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 04-01-2013 , and ending 03-31-2014

Name of foundation THE SAUL STEINBERG FOUNDATION		A Employer identification number 13-4115047
% SHEILA SCHWARTZ		B Telephone number (see instructions) (212) 327-1446
Number and street (or P O box number if mail is not delivered to street address) C/O SHEILA SCHWARTZ 75 EAST END AVENUE 4K Suite	Room/suite	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10028		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) ▶ \$ 7,750,275	J 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.)	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	23,715	23,715	23,715	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	111,705			
	b Gross sales price for all assets on line 6a 344,154				
	7 Capital gain net income (from Part IV, line 2) . . .		111,705		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	25,746		25,746		
12 Total. Add lines 1 through 11	161,166	135,420	49,461		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	139,961	6,998	18,817	121,144
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	16,375	0	1,456	14,919
	b Accounting fees (attach schedule)	10,062	2,516	3,187	6,875
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	10,525	526	1,415	9,110
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,552	0	316	3,236
	22 Printing and publications				
	23 Other expenses (attach schedule)	119,450	0	10,595	108,854
	24 Total operating and administrative expenses. Add lines 13 through 23	299,925	10,040	35,786	264,138
	25 Contributions, gifts, grants paid	1,196,500			1,196,500
26 Total expenses and disbursements. Add lines 24 and 25	1,496,425	10,040	35,786	1,460,638	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,335,259				
b Net investment income (if negative, enter -0-)		125,380			
c Adjusted net income (if negative, enter -0-)			13,675		

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	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	28,473	86,463	86,463		
	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					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	925,321	773,635	886,492		
	c	Investments—corporate bonds (attach schedule)					
	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 ▶ _____ 7,318 Less accumulated depreciation (attach schedule) ▶ 7,318					
15	Other assets (describe ▶ _____)	7,074,183	6,777,320	6,777,320			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,027,977	7,637,418	7,750,275			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)	50,000	50,000			
	22	Other liabilities (describe ▶ _____)					
23	Total liabilities (add lines 17 through 22)	50,000	50,000				
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					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds	7,977,977	7,587,418			
30	Total net assets or fund balances (see page 17 of the instructions)	7,977,977	7,587,418				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,027,977	7,637,418				

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	7,977,977
2	Enter amount from Part I, line 27a	2	-1,335,259
3	Other increases not included in line 2 (itemize) ▶ _____	3	944,700
4	Add lines 1, 2, and 3	4	7,587,418
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,587,418

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	111,705
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	

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	180,995	1,079,626	0.167646
2011	168,134	1,178,771	0.142635
2010	136,259	1,232,475	0.110557
2009	158,422	1,296,209	0.122219
2008	195,533	1,205,290	0.162229

2 Total of line 1, column (d).	2	0.705286
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	0.141057
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,030,190
5 Multiply line 4 by line 3.	5	145,316
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,254
7 Add lines 5 and 6.	7	146,570
8 Enter qualifying distributions from Part XII, line 4.	8	1,460,638

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 sub-rows 6a-6d for credits and payments. Total tax due is 466, with 466 refunded.

Part VII-A Statements Regarding Activities

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

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 WWW SAULSTEINBERGFOUNDATION ORG	13	Yes	
14	The books are in care of SHEILA SCHWARTZ Telephone no (212) 327-1446 Located at 75 EAST END AVENUE NEW YORK NY ZIP +4 10028			
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			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		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 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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) 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>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) 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 If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a 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 Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No If "Yes" to 6b, file Form 8870.</p> <p>7a 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 If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>	
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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

Total number of other employees paid over \$50,000.

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
Total number of others receiving over \$50,000 for professional services. ▶		

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 MAINTAINING THE SAUL STEINBERG ART COLLECTION AND ORGANIZING THE STEINBERG ARCHIVE FOR PUBLIC RESEARCH AND EXHIBITIONS	289,634
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,009,650
b	Average of monthly cash balances.	1b	36,228
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,045,878
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,045,878
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	15,688
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,030,190
6	Minimum investment return. Enter 5% of line 5.	6	51,510

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	1,460,638
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,460,638
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	1,254
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,459,384

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

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

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. 2000-07-05

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	13,675	21,236	26,516	25,309	86,736
b 85% of line 2a	11,624	18,051	22,539	21,513	73,727
c Qualifying distributions from Part XII, line 4 for each year listed	1,460,638	181,656	153,538	136,605	1,932,437
d Amounts included in line 2c not used directly for active conduct of exempt activities	1,196,500	0	0	0	1,196,500
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	264,138	181,656	153,538	136,605	735,937
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets	7,750,275	8,160,809	8,234,721	8,327,386	32,473,191
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	6,777,320	7,074,183	7,075,683	7,078,183	28,005,369
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	34,340	35,987	39,293	41,083	150,703
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))

NA

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

NA

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> ART INSTITUTE OF CHICAGO 111 S MICHIGAN AVENUE CHICAGO, IL 60603	NONE	PC	DONATION OF ARTWORK TO BE DISPLAYED TO FURTHER THE EXEMPT PURPOSE OF THE FOUNDATION	1,166,000
MUSEUM LUDWIG COLOGNE HEINRICH-BOLL-PLATZ COLOGNE 50667 GM	NONE	PC	DONATION OF ARTWORK TO BE DISPLAYED TO FURTHER THE EXEMPT PURPOSE OF THE FOUNDATION (ALSO SEE STATEMENT "A")	29,000
PROVINCETOWN ART MUSEUM 460 COMMERCIAL STREET PROVINCETOWN, MA 02657	NONE	PC	DONATION OF ARTWORK TO BE DISPLAYED TO FURTHER THE EXEMPT PURPOSE OF THE FOUNDATION	1,500
Total			▶ 3a	1,196,500
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include items like Program service revenue, Fees and contracts from government agencies, and Total.

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

Table with 2 columns: Line No. and Explanatory text. Row 11 describes licensing of reproductions and public exhibition of Saul Steinberg's art.

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash.	1a(1)	No
(2) Other assets.	1a(2)	No
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No

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

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

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

b If "Yes," complete the following schedule

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

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

***** 2014-07-03 *****
 Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name STEVEN STERN	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name	HECHT AND COMPANY PC		Firm's EIN	
	Firm's address	350 5TH AVENUE - 68TH FL NEW YORK, NY 101180110		Phone no (212) 819-8000	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
VANGUARD INFLATION PROTECTED SECURITIES INDEX FUND	P	2010-02-12	2013-07-19
VANGUARD INFLATION PROTECTED SECURITIES INDEX FUND	P	2010-02-12	2013-11-25
VANGUARD TOTAL BOND MARKET INDEX FUND	P	2010-02-12	2013-07-19
VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUNDS	P	2010-02-12	2013-07-19
VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUNDS	P	2010-02-12	2013-11-25
VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUNDS	P	2010-02-12	2013-11-25
VANGUARD TOTAL STOCK MARKET INDEX FUND	P	2010-02-12	2013-07-19
VANGUARD TOTAL STOCK MARKET INDEX FUND	P	2010-02-12	2013-11-25
VANGUARD INFLATION PROTECTED SECURITIES FUND	P	2010-02-12	2014-03-26
VANGUARD INFLATION PROTECTED SECURITIES FUND	P	2010-02-12	2014-03-26
VANGUARD TOTAL BOND MARKET INDEX FUND	P	2010-02-12	2014-01-22
VANGUARD TOTAL BOND MARKET INDEX FUND	P	2010-02-12	2014-03-26
VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUNDS	P	2010-02-12	2014-01-22
VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUNDS	P	2010-02-12	2014-03-26
VANGUARD TOTAL STOCK MARKET INDEX FUND	P	2010-02-12	2014-01-22
VANGUARD TOTAL STOCK MARKET INDEX FUND	P	2010-02-12	2014-03-26
ARTWORK - STILL LIFE CHAIR, 1981, SCULPTURE, SSF 6339	D		2013-06-04
ARTWORK - BASEBALL STADIUM, 1954, DRAWING, SSF 2091	D		2013-09-20
ARTWORK - CAR, 1953, PHOTOWORK, SSF 6400	D		2013-01-03
ARTWORK - UNTITLED (SELF-PORTRAIT), PHOTOWORK, SSF 3482	D		2014-01-03
ARTWORK - UNION SQUARE, 1971, DRAWING, SSF 6	D		2014-01-27
ARTWORK - FOX IN CHINATOWN, C 1980-90, SCULPTURE, SSF 5669	D		2014-01-27
ARTWORK - UNTITLED (HAMMER AND WATCH), 1974, SCULPTURE, SSF 5706	D		2014-01-27
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,500		4,203	297
7,105		6,750	355
16,000		15,643	357
1,500		1,310	190
973		791	182
4,097		3,329	768
8,000		5,028	2,972
39,027		22,934	16,093
46,475		44,874	1,601
7,321		6,990	331
676		665	11
45,345		44,334	1,011
3,837		3,100	737
2,508		2,061	447
24,013		13,732	10,281
19,825		11,330	8,495
18,000		11,250	6,750
32,000		2,500	29,500
21,000		15,000	6,000
21,000		7,500	13,500
10,530		1,125	9,405
2,925		6,000	-3,075
7,020		2,000	5,020
			477

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			297
			355
			357
			190
			182
			768
			2,972
			16,093
			1,601
			331
			11
			1,011
			737
			447
			10,281
			8,495
			6,750
			29,500
			6,000
			13,500
			9,405
			-3,075
			5,020

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
PRUDENCE CROWTHER C/O SHEILA SCHWARTZ NEW YORK, NY 10028	PRESIDENT/DIRECTOR 1 0	1,000	0	0
IAN FRAZIER C/O SHEILA SCHWARTZ NEW YORK, NY 10028	V PRESIDENT/DIRECTOR 1 0	1,000	0	0
JOHN SILBERMAN C/O SHEILA SCHWARTZ NEW YORK, NY 10028	TREASURER 1 0	0	0	0
SHEILA SCHWARTZ C/O SHEILA SCHWARTZ NEW YORK, NY 10028	EXECUTIVE DIRECTOR 25 0	135,961	0	0
MEAGAN FOX KELLEY C/O SHEILA SCHWARTZ NEW YORK, NY 10028	SECRETARY/DIRECTOR 1 0	1,000	0	0
JEFFREY HOFFELD C/O SHEILA SCHWARTZ NEW YORK, NY 10028	DIRECTOR 1 0	1,000	0	0

TY 2013 Accounting Fees Schedule

Name: THE SAUL STEINBERG FOUNDATION

EIN: 13-4115047

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT & BOOKKEEPING WORK	2,516	2,516	2,516	0
PREPARATION OF FORM 990-PF				
& REPORT TO ATTORNEY GENERAL	7,546		671	6,875

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

TY 2013 Depreciation Schedule

Name: THE SAUL STEINBERG FOUNDATION

EIN: 13-4115047

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	2000-09-18	5,365	5,365	M5					
2004 COMPUTER	2004-12-15	1,953	1,953	M5					

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE SAUL STEINBERG FOUNDATION

EIN: 13-4115047

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MUTUAL FUNDS:		
VANGUARD INFLATION PROTECT	85,509	88,242
VANGUARD STOCK MKT INDEX FND	128,753	530,918
VANGUARD INTL STK INDEX FND	36,975	45,471
VANGUARD TOTAL BOND MKT INDX	522,398	221,861

TY 2013 Investments - Land Schedule

Name: THE SAUL STEINBERG FOUNDATION

EIN: 13-4115047

TY 2013 Land, Etc. Schedule

Name: THE SAUL STEINBERG FOUNDATION

EIN: 13-4115047

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER	5,365	5,365		
2004 COMPUTER	1,953	1,953		

TY 2013 Legal Fees Schedule

Name: THE SAUL STEINBERG FOUNDATION

EIN: 13-4115047

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES RELATED TO				
EXEMPT PURPOSES	16,375	0	1,456	14,919

TY 2013 Other Assets Schedule

Name: THE SAUL STEINBERG FOUNDATION

EIN: 13-4115047

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
WORKS OF ART CREATED			
BY SAUL STEINBERG	6,844,413	6,547,238	6,547,238
COPYRIGHT & REPRODUCTION			
RIGHTS	226,832	226,832	226,832
ARCHIVE MATERIAL	2,938	3,250	3,250

TY 2013 Other Expenses Schedule

Name: THE SAUL STEINBERG FOUNDATION

EIN: 13-4115047

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ART EXPENSES				
STORAGE CHARGES	35,431	0	3,149	32,282
INSURANCE	15,928	0	1,416	14,512
CONSERVATION	5,856	0	521	5,335
OTHER ART EXPENSES	57,749	0	5,133	52,615
OFFICE SUPPLIES & EXPENSES	1,759	0	156	1,603
PAYROLL SERVICE FEE	2,009	0	179	1,830
MISC EXPENSES	182	0	16	166
PUBLIC INSPECTION NOTICE	135	0	12	123
NYS FILING FEES	250	0	0	250
CREDIT CARD FEES	151	0	13	138

TY 2013 Other Income Schedule

Name: THE SAUL STEINBERG FOUNDATION

EIN: 13-4115047

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ART ROYALTIES	25,746		25,746

TY 2013 Other Increases Schedule

Name: THE SAUL STEINBERG FOUNDATION

EIN: 13-4115047

Description	Amount
EXCESS OF FAIR MARKET VALUE OVER BOOK	0
VALUE OF CONTRIBUTED ART	944,700

TY 2013 Taxes Schedule

Name: THE SAUL STEINBERG FOUNDATION

EIN: 13-4115047

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	10,525	526	1,415	9,110

THE SAUL STEINBERG FOUNDATION

YEAR ENDED 3/31/2014

ID #13-4115047

STATEMENT "A"

FORM 990-PF, PART XV

**LINE 3a – GRANTS & CONTRIBUTIONS PAID DURING YEAR
EXPLANATION OF FOUNDATION STATUS**

IN JULY 2013 THE FOUNDATION CONTRIBUTED WORKS OF ART TO THE MUSEUM LUDWIG, COLOGNE, GERMANY, WHICH IS A FOREIGN CHARITY.

THE SAUL STEINBERG FOUNDATION HAS FOLLOWED THE PROCEDURES OUTLINED IN REVENUE PROCEDURE 92-94 AND HAS OBTAINED THE NECESSARY DOCUMENTATION FROM THE FOREIGN ORGANIZATION.

SINCE THE REQUIREMENTS OF THE REVENUE PROCEDURE HAVE BEEN MET, THE GRANT TO THIS ORGANIZATION WILL BE TREATED AS A GRANT TO AN ORGANIZATION THAT IS DESCRIBED IN SECTION 501(c)(3) OR SECTION 4947(a)(1) OF THE INTERNAL REVENUE CODE AND, THAT IS EITHER A PUBLIC CHARITY WITHIN THE MEANING OF SECTION 509(a)(1), (2), OR (3), OR A PRIVATE OPERATING FOUNDATION UNDER SECTION 4942(j)(3) OF THE CODE.

STATEMENT "A"