Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning APR 1, 2013 , and ending MAR 31, 2014

Name of foundation: DOROT FOUNDATION

A Employer identification number: 13-6116927

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: C/O MARKS PANETH ET AL - 685 THIRD AVE

B Telephone number: 212-503-8800

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10017-6701

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 57,003,506.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received	3,353,790.		N/A	
2 Check ▶ ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	5,463.	5,463.		STATEMENT 1
4 Dividends and interest from securities	894,869.	894,869.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	4,158,899.			
b Gross sales price for all assets on line 6a 4,158,899.				
7 Capital gain net income (from Part IV, line 2)		4,158,899.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	6,360.	0.		STATEMENT 3
12 **Total** Add lines 1 through 11	8,419,381.	5,059,231.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	169,632.	0.		169,631.
14 Other employee salaries and wages	274,443.	0.		274,443.
15 Pension plans, employee benefits	10,516.	0.		10,516.
16a Legal fees STMT 4	7,431.	0.		7,431.
b Accounting fees STMT 5	65,309.	32,654.		32,655.
c Other professional fees STMT 6	678,638.	678,638.		0.
17 Interest				
18 Taxes STMT 7	44,728.	12,357.		32,371.
19 Depreciation and depletion	955.	0.		
20 Occupancy	3,300.	0.		3,300.
21 Travel, conferences, and meetings	35,823.	0.		35,823.
22 Printing and publications				
23 Other expenses STMT 8	359,817.	0.		359,817.
24 **Total operating and administrative expenses.** Add lines 13 through 23	1,650,592.	723,649.		925,987.
25 Contributions, gifts, grants paid	2,455,082.			2,455,082.
26 **Total expenses and disbursements** Add lines 24 and 25	4,105,674.	723,649.		3,381,069.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	4,313,707.			
b **Net investment income** (if negative, enter -0-)		4,335,582.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	77,756.	308,484.	308,484.
	2 Savings and temporary cash investments	1,401,497.	1,697,816.	1,697,816.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	31,660,420.	35,409,571.	54,989,944.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 88,367.			
	Less accumulated depreciation STMT 11▶ 82,109.	7,213.	6,258.	6,258.
	15 Other assets (describe ▶ SECURITY DEPOSIT)	1,004.	1,004.	1,004.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	33,147,890.	37,423,133.	57,003,506.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	738,500.	721,500.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	38,876.	412.	
	23 Total liabilities (add lines 17 through 22)	777,376.	721,912.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	32,370,514.	36,701,221.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	32,370,514.	36,701,221.	
	31 Total liabilities and net assets/fund balances	33,147,890.	37,423,133.	

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	32,370,514.
2 Enter amount from Part I, line 27a	2	4,313,707.
3 Other increases not included in line 2 (itemize) ▶ NET DECREASE IN PLEDGES PAYABLE	3	17,000.
4 Add lines 1, 2, and 3	4	36,701,221.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,701,221.

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	SALE OF SECURITES-STATEMENT 13	P		
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	4,158,899.			4,158,899.
b				
c				
d				
e				

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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				4,158,899.
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	4,158,899.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	3,049,378.	40,968,782.	.074432
2011	3,497,085.	38,769,278.	.090202
2010	34,827,956.	57,076,375.	.610199
2009	3,653,634.	51,439,097.	.071028
2008	3,841,924.	56,781,607.	.067661

2	**Total** of line 1, column (d)	2	.913522
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	.182704
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	50,474,667.
5	Multiply line 4 by line 3	5	9,221,924.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	43,356.
7	Add lines 5 and 6	7	9,265,280.
8	Enter qualifying distributions from Part XII, line 4	8	3,381,069.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	86,712.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	86,712.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	86,712.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	64,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	46,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	110,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	23,288.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶		23,288. **Refunded** ▶	11	0.

Part VII-A — Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ DOROT.ORG

14 The books are in care of ▶ STEVEN BAUM - DOROT FOUNDATION Telephone no. ▶ 212-503-8800

Located at ▶ C/O MARKS ET AL - 685 THIRD AVE, NEW YORK, NY ZIP+4 ▶ 10017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ Yes ☐ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEVEN JACOBSON - C/O MARKS ET AL 685 THIRD AVENUE, NEW YORK, NY 10017	ADMINISTRATION 40.00	120,000.	2,400.	0.
ROSE ADDISON - C/O MARKS ET AL 685 THIRD AVENUE, NEW YORK, NY 10017	ADMINISTRATION 40.00	75,500.	1,510.	0.
MARSHA RICE - C/O MARKS ET AL 685 THIRD AVENUE, NEW YORK, NY 10017	ADMINISTRATION 40.00	49,421.	0.	0.
ERNEST FRERICHS - C/O MARKS ET AL 685 THIRD AVENUE, NEW YORK, NY 10017	ADMINISTRATION 40.00	46,154.	923.	0.
MICHAEL HILL - C/O MARKS ET AL 685 THIRD AVENUE, NEW YORK, NY 10017	ADMINISTRATION 40.00	15,300.	3,059.	0.
Total number of other employees paid over $50,000 ▶				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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
GREENHAVEN 3 MANHATTANVILLE ROAD, PURCHASE, NY 10577	ADVISORY FEES	423,474.
FIRST MANHATTAN 437 MADISON AVENUE, NEW YORK, NY 10022	ADVISORY FEES	139,676.
NEUBERGER & BERMAN 605 THIRD AVENUE, NEW YORK, NY 10158	ADVISORY FEES	115,488.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	49,719,605.
b	Average of monthly cash balances	1b	1,523,712.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	51,243,317.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	51,243,317.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	768,650.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,474,667.
6	**Minimum investment return.** Enter 5% of line 5	6	2,523,733.

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	2,523,733.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 86,712.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	86,712.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,437,021.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,437,021.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,437,021.

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	3,381,069.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,381,069.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,381,069.

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.

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10-10-13

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					2,437,021.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ___, ___, ___			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	1,010,190.				
b From 2009	1,087,187.				
c From 2010	32,086,009.				
d From 2011	1,622,043.				
e From 2012	1,042,682.				
f **Total** of lines 3a through e		36,848,111.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 3,381,069.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					2,437,021.
e Remaining amount distributed out of corpus		944,048.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		37,792,159.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		1,010,190.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		36,781,969.			
10 Analysis of line 9:					
a Excess from 2009	1,087,187.				
b Excess from 2010	32,086,009.				
c Excess from 2011	1,622,043.				
d Excess from 2012	1,042,682.				
e Excess from 2013	944,048.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

JEANE UNGERLEIDER

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
92ND STREET Y 1395 LEXINGTON AVENUE NEW YORK, NY 10128		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	25,000.
AAREN ALPERT 22801 CHAGRIN BLVD BEACHWOOD , OH 44122	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	60,195.
LIAT BERUDUGO 161 SOUTH EASTON RD GLENSIDE, PA 19038	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	60,196.
KARA LIPSETT 3157 DANVILLE BLVD ALAMO, CA 94507	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	60,128.
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW WASHINGTON, DC 20036		PUBLIC CHARITY	TO SUPPORT TWO DOROT FELLOWSHIPS	100,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,455,082.
b Approved for future payment				
AMERICAN FRIENDS OF KOL HANESHAMA P.O. BOX 1970 NEW YORK, NY 10010		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	75,000.
AMERICAN JEWISH WORLD SERVICE 45 W. 36 STREET NEW YORK, NY 10018		PUBLIC CHARITY	TO SUPPORT INTL JEWISH COLLEGE CORPS & TSUNAMI RELIE	40,000.
JEWISH BOOK COUNCIL 15 E. 26 STREET NEW YORK, NY 10010		PUBLIC CHARITY	SUPPORT NATIONAL JEWISH BOOK AWARDS	3,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	721,500.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5,463.	
4 Dividends and interest from securities			14	894,869.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,158,899.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SECURITIES LITIGATION					
b SETTLEMENT			14	6,360.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		5,065,591.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 5,065,591.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Steven Bayer | 1/14/15 | PRESIDENT

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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT HUGHES	Robert Hughes	1/9/2015		P00005314
Firm's name ▶ MARKS PANETH LLP			Firm's EIN ▶ 11-3518842	
Firm's address ▶ 685 THIRD AVENUE NEW YORK, NY 10017			Phone no. 212-503-8800	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization

DOROT FOUNDATION

Employer identification number

13-6116927

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or 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 to 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	Employer identification number
DOROT FOUNDATION	13-6116927

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	YESOD FUND C/O MARKS ET AL - 685 THIRD AVENUE NEW YORK, NY 10017	$ 3,353,790.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
DOROT FOUNDATION	13-6116927

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
DOROT FOUNDATION	13-6116927

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.) ▶ $

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN FRIENDS OF KOL HANESHAMA P.O. BOX 1970 NEW YORK, NY 10025		PUBLIC CHARITY	SUPPORT FELLOWSHIP	80,000.
AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 FIFTH AVE NEW YORK, NY 10110		PUBLIC CHARITY	SUPPORT THE DIRECTOR'S FUND &SHRINE OF THE BOOK INFO	15,000.
AMERICAN SCHOOL OF ORIENTAL RESEARCH 656 BEACON STREET #5 BOSTON, MA 02215		PUBLIC CHARITY	TO SUPPORT A JOSEPH AVIRAM SCHOLARSHIP	5,000.
AMERICAN SUPPORTERS OF YEDID 492 CEDAR LANE TEANECK, NJ 07666		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	30,000.
ANDREW LUSTIG 125 CEDARHURST AVE CEDARHURST , NY 11516	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	60,175.
ARIEL RESNIKOFF 1850 SOLANO AVE BERKELEY, CA 94707	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	60,083.
AVODAH: THE JEWISH SERVICE CORPS 116 EAST 27TH STREET NEW YORK, NY 10016		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	60,000.
BEND THE ARC 330 7TH AVE. 19TH FLOOR NEW YORK, NY 10001		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	40,000.
SHOSHANA ROSEN 55 WATER ST NEW YORK, NY 10041	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	60,035.
AARON VOLDMAN 5190 NEIL ROAD RENO, NV 89502	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	59,931.
Total from continuation sheets				2,149,563.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOSTON JEWISH FILM FESTIVAL 1001 WATERTOWN STREET, 3RD FLOOR WEST NEWTON, MA 02645		PUBLIC CHARITY	SUPPORT THE ENCORE SERIES	5,000.
JENNA WEINBERG 397 1ST AVE NEW YORK, NY 10010	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	60,229.
RIFKA WEINSTOCK 258 BROADWAY NEW YORK, NY 10007	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	60,050.
TAYLOR WINFIELD 459 LAGUNITA DRIVE STANFORD, CA 94305	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	60,060.
DOROT, INC. 171 W. 85 STREET NEW YORK, NY 10024		PUBLIC CHARITY	SUPPORT FELLOWSHIP/INTERNSHIP AND COLLEGE VOLUNTEER	25,000.
HAZON 829 THIRD AVENUE NEW YORK, NY 10022		PUBLIC CHARITY	SUPPORT NY JEWISH ENVIRONMENTAL BIKE RIDE	150,000.
IMMERSE NYC 25 BROADWAY SUITE 1700 NEW YORK, NY 10004		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	30,000.
INSTITUTE OF JEWISH SPIRITUALALITY 135 W 29TH STREET, SUITE 1103 NEW YORK, NY 10001		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	35,000.
JERUSALEM STORIES 10573 W PICO BLVD # 122 LOS ANGELES, CA 90064		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	30,000.
JEWISH FAMILY AND CHILDREN SERVICES-BOSTON 1430 MAIN STREET WALTHAM, MA 02451		PUBLIC CHARITY	SUPPORT HOLOCAUST SERVICES	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEWISH MUSEUM 1109 FIFTH AVENUE NEW YORK, NY 10028		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	125,000.
JEWISH WOMEN'S ARCHIVE 138 HARVARD STREET BROOKLINE, MA 02446		PUBLIC CHARITY	SUPPORT EXPANDING ITS EDUCATIONAL PROGRAM	85,000.
JOIN FOR JUSTICE 359 BOLYSTON STREET BOSTON, MA 02116		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	50,000.
JUST VISION 123 SEVENTH AVENUE PMB#226 BROOKLYN, NY 11215		PUBLIC CHARITY	SUPPORT SALARIES	75,000.
MOVING TRADITION 115 WEST AVENUE, SUITE 102 JENKINTOWN, PA 19046		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	45,000.
NEHIRIM 125 MAIDEN LANE, #8B NEW YORK, NY 10038		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	15,000.
NEW ISRAEL FUND 1101 14 STREET NW WASHINGTON, DC 20005		PUBLIC CHARITY	SUPPORT SOCIAL CHANGE IN ISRAEL	80,000.
SCHECHTER INSTITUTE OF JEWISH STUDIES 2300 COMPUTER AVENUE WILLOW GROVE, PA 19090		PUBLIC CHARITY	TO SUPPORT THREE PROGRAMMATIC INITIATIVES ; NASHIM;THE JOURNAL OF JEWISH WOMEN'S	22,000.
UNION FOR REFORM JUDAISM 633 THIRD AVE NEW YORK, NY 10017		PUBLIC CHARITY	SUPPORT "JUST CONGREGATION INITIATIVE"	125,000.
URBAN ADAMAH 1050 PARKER ST BERKELEY, CA 94710		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	125,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
W.F. ALBRIGHT INSTITUTE OF ARCHAELOGICAL RESEARCH PO BOX 40151 PHILADELPHIA, PA 40151		PUBLIC CHARITY	SUPPORT FELLOWSHIPS AND DIRECTOR'S FUND	65,000.
ENCOUNTER 520 8TH AVENUE, 20TH FLOOR NEW YORK, NY 10018		PUBLIC CHARITY	SUPPORT JEWISH LEADERS' EXPOSURE TO PALESTINIAN LIFE	60,000.
J STREET EDUCATION PO BOX 66073 WASHINGTON, DC 20035		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	60,000.
SCHWARTZ CENTER FOR COMPASSIONATE CARE 205 PORTLAND ST BOSTON, MA 02114		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	90,000.
UNIVERSITY OF SAN FRANCISCO-CENTER FOR VIOLENCE PREVENTION 2130 FULTON ST SAN FRANCISCO, CA 94117		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	50,000.
ANNA MOORE BREAST CANCER RESEARCH FUND 425 EAST 61ST STREET NEW YORK, NY 10065		INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	5,000.
ASSAF - AID ORGANIZATION FOR REFUGEES AND ASYLUM SEEKERS TEL AVIV GOLOMB ST. 52 JERUSALEM, ISRAEL, ISRAEL 66171		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS.	7,000.
JEWISH ALLIANCE 401 ELMGROVE AVE PROVIDENCE, RI 02906		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS.	10,000.
JEWISH FUNDERS NETWORK 150 WEST 30TH STREET SUITE 900 NEW YORK, NY 10001		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS.	25,000.
ABRAHAM JOSHUA HESCHEL CENTER 30 WEST END AVE NEW YORK, NY 10023		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	80,000.
Total from continuation sheets				

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BROWN UNIVERSITY 45 PROSPECT ST PROVIDENCE, RI 02906		PUBLIC CHARITY	TO SUPPORT FELLOWSHIP	8,500.
UCLA 405 HILGARD AVE LOS ANGELES, CA 90095		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	20,000.
JEWISH ALLIANCE 401 ELMGROVE AVE PROVIDENCE, RI 02906		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS.	20,000.
ENCOUNTER 520 8TH AVENUE, 20TH FLOOR NEW YORK, NY 10018		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	60,000.
HAZON 829 THIRD AVENUE NEW YORK, NY 10022		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	150,000.
JEWISH FUNDERS NETWORK 150 WEST 30TH STREET SUITE 900 NEW YORK, NY 10001		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	25,000.
MECHON HADAR 190 AMSTERDAM AVE NEW YORK, NY 10023		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	5,000.
AMERICAN FRIENDS OF NANCY CAROLINE HOSPICE OF THE UPPER GALLILEE PO BOX 603048 PROVIDENCE, RI 02906		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	5,000.
SCHECHTER INSTITUTE OF JEWISH STUDIES PO BOX 8500 PHILADELPHIA, PA 19178		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	15,000.
SCHWARTZ CENTER FOR COMPASSIONATE CARE 205 PORTLAND ST BOSTON, MA 02114		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	125,000.
Total from continuation sheets				603,500.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
URBAN ADAMAH 1050 PARKER ST BERKELEY, CA 094175		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	150,000.
JEWISH FUNDERS NETWORK-JERUSALEM CULTURE UNLIMITED 150 WEST 30TH STREET SUITE 900 NEW YORK, NY 10001		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	20,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - SCHECHTER INSTITUTE OF JEWISH STUDIES

TO SUPPORT THREE PROGRAMMATIC INITIATIVES ; NASHIM;THE JOURNAL OF JEWISH WOMEN'S STUDIES,THE SERIES OF WOMEN'S STUDY DAYS AND THE ANNUAL CONFERENCE ON THE ROLE OF WOMEN IN ISRAEL

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHASE	32.	32.	
FIRST MANHATTAN	322.	322.	
NEUBERGER & BERMAN	4,937.	4,937.	
RI SAVINGS	89.	89.	
VISTA FUND	83.	83.	
TOTAL TO PART I, LINE 3	5,463.	5,463.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIRST MANHATTAN	322,573.	0.	322,573.	322,573.	
GREENHAVEN	377,738.	0.	377,738.	377,738.	
NEUBERGER & BERMAN	194,558.	0.	194,558.	194,558.	
TO PART I, LINE 4	894,869.	0.	894,869.	894,869.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION SETTLEMENT	6,360.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,360.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	7,431.	0.		7,431.
TO FM 990-PF, PG 1, LN 16A	7,431.	0.		7,431.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	65,309.	32,654.		32,655.
TO FORM 990-PF, PG 1, LN 16B	65,309.	32,654.		32,655.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	678,638.	678,638.		0.
TO FORM 990-PF, PG 1, LN 16C	678,638.	678,638.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL FICA	24,540.	0.		24,540.
PAYROLL/MEDICARE	6,295.	0.		6,295.
RHODE ISLAND UNEMPLOYMENT	1,410.	0.		1,410.
REAL ESTATE TAXES	126.	0.		126.
FOREIGN TAXES	12,357.	12,357.		0.
TO FORM 990-PF, PG 1, LN 18	44,728.	12,357.		32,371.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REPAIRS & MAINTENANCE	13,781.	0.		13,781.
BOOKKEEPER	18,156.	0.		18,156.
PAYROLL SERVICE	2,845.	0.		2,845.
FILING FEES	875.	0.		875.
BANK CHARGES	1,301.	0.		1,301.
DUES & SUBSCRIPTIONS	2,575.	0.		2,575.
INSURANCE	79,712.	0.		79,712.
OFFICE EXPENSE	12,405.	0.		12,405.
POSTAGE	1,377.	0.		1,377.
COMPUTER EXPENSES	57,686.	0.		57,686.
MEALS	2,338.	0.		2,338.
DFI - SEMINARS	30,757.	0.		30,757.
UTILITIES	3,812.	0.		3,812.
DFI - ALUMNI	65,687.	0.		65,687.
DFI - ADMMINISTATIVE	6,400.	0.		6,400.
DFI -EXPENSES	43,278.	0.		43,278.
DFI - CONSULTANTS	1,450.	0.		1,450.
DFI - TRAVEL	15,382.	0.		15,382.
TO FORM 990-PF, PG 1, LN 23	359,817.	0.		359,817.

FOOTNOTES STATEMENT 9

PART VII-B STATEMENT REGARDING ACTIVIES
QUESTION 5C - STATEMENT REQUIRED BY REGULATION SECTION
53.4945-5D
1)THE FOUNDATION FOR GLOBAL SPORTS DEVELOPMENT
66 CLUB ROAD SUITE 370
EUGENE OREGON 97401
2) DATE OF GRANT: 1/31/11 AMOUNT OF GRANT: $30,000,000
3) PURPOSE OF THE GRANT IS TO SUPPORT GENERAL GRANTMAKING
4) AMOUNT SPENT AS OF MARCH 31,2011: $0
5) THE GRANTEE HAS NOT DIVERTED ANY FUNDS FROM THE PURPOSE
OF THE GRANT
6) DATE OF REPORT RECEIVED FROM GRANTEE: N/A
7) THE FOUNDATION HAS NOT VERIFIED THE RESULTS YET.

SECTION VII-B QUESTION 5C
STATEMENT REQUIRED UNDER REGULATION SECTION
53-4995-5(D)
BASED ON PREGRANT INQUIRIES, THE ASSAF ORGANIZATION
FURTHER THE GOALS OF THE DOROT FOUNDATION.
USE OF THE FUNDS WERE MONITERED FROM THE TIME OF
GRANTING WHEREBY THE FOUNDATION IS SATISFIED
THAT THE FUNDS WERE PROPERLY USED TO CARRY OUT
THE DESIRED GOALS OF THE FOUNDATION

FORM 990-PF	CORPORATE STOCK	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT 9- SEE ATTACHED	35,409,571.	54,989,944.
TOTAL TO FORM 990-PF, PART II, LINE 10B	35,409,571.	54,989,944.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & FIXTURES	1,020.	1,020.	0.
FURNITURE & FIXTURES	2,740.	2,740.	0.
FURNITURE & FIXTURES	3,786.	3,786.	0.
EQUIPMENT	850.	850.	0.
EQUIPMENT	726.	726.	0.
EQUIPMENT	3,991.	3,991.	0.
EQUIPMENT	10,360.	10,360.	0.
EQUIPMENT	477.	477.	0.
SOFTWARE	11,500.	11,500.	0.
EQUIPMENT	10,483.	10,483.	0.
EQUIPMENT	3,490.	3,490.	0.
EQUIPMENT	6,632.	6,632.	0.
SOFTWARE	3,645.	3,645.	0.
SOFTWARE	8,080.	8,080.	0.
FURNITURE & FIXTURES	2,375.	2,375.	0.
SOFTWARE	1,488.	1,488.	0.
LEASEHOLD IMPROVEMENT	6,000.	3,000.	3,000.
LEASEHOLD IMPROVEMENT	6,000.	3,000.	3,000.
LEASEHOLD IMPROVEMENT	500.	242.	258.
COMPUTER EQUIPMENT	4,224.	4,224.	0.
TOTAL TO FM 990-PF, PART II, LN 14	88,367.	82,109.	6,258.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	38,876.	412.
TOTAL TO FORM 990-PF, PART II, LINE 22	38,876.	412.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JEANE UNGERLEIDER C/O MARKS ET AL - 685 THIRD AVE NEW YORK, NY 10017	PRESIDENT 1.50	0.	0.	0.
STEVEN C. BAUM C/O MARKS ET AL - 685 THIRD AVE NEW YORK, NY 10017	SECRETARY/TREASURER 1.50	0.	0.	0.
ERNEST S. FRERICHS C/O MARKS ET AL - 685 THIRD AVE NEW YORK, NY 10017	DIRECTOR 40.00	0.	0.	0.
MICHAEL HILL C/O MARKS ET AL - 685 THIRD AVE NEW YORK, NY 10017	EXEC V.P. 40.00	0.	0.	0.
SARA E. NATHAN C/O MARKS ET AL - 685 THIRD AVE NEW YORK, NY 10017	DIRECTOR 1.50	0.	0.	0.
SIMEON SPRINGER C/O MARKS ET AL - 685 THIRD AVE NEW YORK, NY 10017	DIRECTOR 1.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	FURNITURE & FIXTURES	07/15/95	200DB	7.00	HY	17	1,020.				1,020.	1,020.		0.	1,020.
2	FURNITURE & FIXTURES	10/15/95	200DB	7.00	HY	17	2,740.				2,740.	2,740.		0.	2,740.
3	FURNITURE & FIXTURES	01/15/96	200DB	7.00	HY	17	3,786.				3,786.	3,786.		0.	3,786.
4	EQUIPMENT	07/10/95	200DB	5.00	HY	17	850.				850.	850.		0.	850.
5	EQUIPMENT	08/15/95	200DB	5.00	HY	17	726.				726.	726.		0.	726.
6	EQUIPMENT	09/01/95	200DB	5.00	HY	17	3,991.				3,991.	3,991.		0.	3,991.
7	EQUIPMENT	10/03/95	200DB	5.00	HY	17	10,360.				10,360.	10,360.		0.	10,360.
8	EQUIPMENT	03/15/96	200DB	5.00	HY	17	477.				477.	477.		0.	477.
9	SOFTWARE	02/14/96	SL	3.00		16	11,500.				11,500.	11,500.		0.	11,500.
10	EQUIPMENT	09/01/96	200DB	5.00	HY	17	10,483.				10,483.	10,483.		0.	10,483.
11	EQUIPMENT	09/01/97	200DB	5.00	HY	17	3,490.				3,490.	3,490.		0.	3,490.
12	EQUIPMENT	05/16/03	200DB	5.00	HY	17	6,632.				6,632.	6,632.		0.	6,632.
13	SOFTWARE	04/09/04	SL	3.00		16	3,645.				3,645.	3,645.		0.	3,645.
14	SOFTWARE	08/11/04	SL	3.00		16	8,080.				8,080.	8,080.		0.	8,080.
15	FURNITURE & FIXTURES	07/20/05	200DB	7.00	HY	17	2,375.				2,375.	2,375.		0.	2,375.
16	SOFTWARE	06/26/06	SL	3.00		16	1,488.				1,488.	1,488.		0.	1,488.
17	LEASEHOLD IMPROVEMENT	09/22/06	SL	15.00		16	6,000.				6,000.	2,600.		400.	3,000.
18	LEASEHOLD IMPROVEMENT	09/29/06	SL	15.00		16	6,000.				6,000.	2,600.		400.	3,000.

328111
05-01-13

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
19	LEASEHOLD IMPROVEMENT	11/28/06	SL	15.00		16	500.				500.	209.		33.	242.
20	COMPUTER EQUIPMENT	10/22/08	200DB	5.00	HY	17	4,224.			2,112.	2,112.	1,990.		122.	2,112.
	* TOTAL 990-PF PG 1 DEPR						88,367.			2,112.	86,255.	79,042.		955.	79,997.

328111
05-01-13

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

DOROT FOUNDATION
CONSOLIDATED PORTFOLIOS
31-Mar-14

Quantity	Security	Total Cost	Market Value
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COMMON STOCKS			

11100	***GLAXOSMITHKLINE PLC SPONSORED ADR(FRM G	475,344	593,073
18890	3M CO	1,609,348	2,562,617
4500	AETNA INC NEW	283,258	337,365
9010	AGILENT TECHNOLOGIES INC COM	402,190	503,839
14680	AIR PRODS & CHEMS INC COM	1,111,531	1,747,507
14300	AMEREN CORP COM	414,054	589,160
12500	AMERICAN AIRLINES GROUP INC COM	302,428	457,500
10900	ANADARKO PETROLEUM CORP	227,657	923,884
1900	APACHE CORP	236,265	157,605
15600	APPROCH RES INC COM	268,368	326,196
2900	ARROW ELECTRS INC COM	110,277	172,144
5300	ASSURANT INC	169,250	344,288
1600	AVNET INC COM	53,672	74,448
45500	BAKER HUGHES INC COM	2,052,551	2,958,410
4500	BOEING CO	346,410	564,705
21700	BROOKFIELD ASSET MGMT INC VTG SHS CL A ISI	368,202	886,445
8200	CANADIAN NATURAL RES LTD ISIN#CA1363851017	207,250	314,634
5600	CHUBB CORPORATION	218,404	500,080
5000	CIGNA CORP	398,717	418,650
11000	CISCO SYSTEMS INC	220,854	246,565
10300	CONOCOPHILLIPS	569,148	724,605
20000	DENBURY RESOURCES INC	334,520	328,000
16400	DEVON ENERGY CORPORATION NEW	952,422	1,097,652
12000	DISCOVERY COMMUNICATIONS, INC SER C	431,853	924,720
10000	ENSCO PLC SHS CLASS A	494,911	527,800
4400	EOG RESOURCES INC	58,377	863,148
28620	FEDEX CORP COM	2,637,782	3,793,867
8500	FLY LEASING (BABCOCK&BROWN) SPONSD ADR	195,126	127,500
700	GOLDMAN SACHS GROUP INC	113,049	114,695
3500	GROUP DANONE SHS ISIN#FR0000120644	255,178	247,583
7300	INTERNATIONAL BUSINESS MACHINES COR	264,288	1,405,177
9000	INTERNATIONAL PAPER CO	436,348	412,920
4500	JPMORGAN CHASE & CO	203,680	273,195
6800	KOHLS CORP	303,194	386,240
11000	LEIDOS HLDGS INC COM	498,593	389,070
12600	LEUCADIA NATL CORP COM	154,463	352,800

20000	LIBERTY GLOBAL INC COM SER C	161,242	814,200
6000	LOEWS CORP	149,690	264,300
57800	LOWES COS INC COM	1,401,929	2,826,420
11900	METLIFE INC	522,123	628,320
21040	MICROSOFT CORP	666,394	862,430
16250	NESTLE SA SPONSORED ADRS REGISTERED	385,737	1,222,325
5500	NOVARTIS AG SPONSORED ADR	257,922	467,610
4300	OCCIDENTAL PETROLEUM CORP	349,292	409,747
28600	OLD REPUBLIC INTL CORP	289,549	469,040
11000	ORACLE CORPORATION	217,325	450,010
13000	OWENS CORNING NEW COM	492,340	561,210
1655	PENTAIR INC	31,546	131,308
11600	PFIZER INC	199,371	372,592
8500	PIONEER NATURAL RESOURCES INC	345,063	1,590,690
7920	PRAXAIR INC	860,091	1,037,282
5200	RANGE RES CORP COM	219,770	431,444
13100	RECKITT BENCKISER GROUP PLC SHS	202,873	1,067,144
13100	SANDVIK AB	143,571	184,827
15000	SCHLUMBERGER LIMITED	1,365,470	1,462,500
4600	SCRIPPS NETWORKS INTERACTIVE INC CL A	186,876	349,186
20700	SKF FRUEHER AB SVENSKA	428,825	529,179
57000	SOUTHWEST AIRLS CO COM	565,253	1,345,770
14000	STANDARD PACIFIC CORP NEW	108,079	116,340
10000	SUPERIOR ENERGY SVCS INC COM	248,942	307,600
16400	TE CONNECTIVITY LTD (TYCO ELECTRONICS)	570,633	987,444
9200	THERAVANCE INC	330,184	284,648
8100	TRAVELERS COMPANIES INC THE	440,366	689,310
28400	ULTRA PETROLEUM CORP COM	821,867	764,244
25040	UNITED PARCEL SVC INC CL B	1,964,766	2,438,395
3000	VIACOM INC CLASS B	144,008	254,970
5100	WABCO HOLDINGS INC.	132,179	538,356
14400	WEIGHT WATCHERS INTL INC NEW	670,441	295,776
8400	WELLS FARGO & CO NEW	203,469	417,816
11200	WHIRLPOOL CORP	988,480	1,673,952
5700	WHITING PETROLEUM CORPORATION	265,707	395,523
		33,710,332	53,289,995
UNITED STATES TREASURY BILLS			
1700000	UNITED STATES TREAS BILLS 0.000% Due 05-22-14	1,699,239	1,699,949
	US Dollar Total	35,409,571	54,989,944

DOROT FOUNDATION
REALIZED GAINS AND LOSSES
From 04-01-13 Through 03-31-14

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Price Gain
1/14/2013	4/4/2013	500,000	UNITED STATES TREASURY BILL 04/04/13 0 000% Due 04-04-13	499,937	500,000	63
6/7/2010	4/12/2013	3,500	TYCO INTL LTD SHS ISIN#CH0100383485	68,751	112,887	44,136
9/22/2010	4/12/2013	4,300	GILEAD SCIENCES INC	77,376	221,921	144,545
4/15/2013	4/15/2013	1	BROOKFIELD PPTY PAR LP UNIT LP	13	13	0
4/15/2013	4/30/2013	1,245	BROOKFIELD PPTY PAR LP UNIT LP	27,213	26,886	(327)
2/11/2010	5/6/2013	2,100	EOG RESOURCES INC	187,926	263,176	75,250
9/22/2010	5/7/2013	2,100	GILEAD SCIENCES INC	37,788	112,166	74,377
12/1/2011	5/14/2013	1,300	HOME DEPOT INC	51,269	100,073	48,804
12/1/2011	5/16/2013	1,200	HOME DEPOT INC	47,325	92,898	45,573
7/9/2012	6/7/2013	700	MOHAWK INDUSTRIES INC	48,557	77,027	28,469
12/5/2011	6/10/2013	2,500	LENNOX INTL INC COM	87,264	160,288	73,024
12/1/2011	6/11/2013	2,000	HOME DEPOT INC	78,876	156,024	77,148
7/9/2012	6/13/2013	1,000	MOHAWK INDUSTRIES INC	69,368	110,083	40,715
12/1/2011	6/24/2013	1,500	HOME DEPOT INC	59,157	109,675	50,518
5/21/2008	7/3/2013	100	ERSTE GROUP BANK AG SUB RTS	-	13	13
6/8/2009	7/3/2013	5,300	ERSTE GROUP BANK AG SUB RTS	-	689	689
1/14/2013	7/5/2013	500,000	UNITED STATES TREASURY BILL 07/05/13 0 000% Due 07-05-13	499,787	500,000	213
12/5/2011	7/11/2013	2,000	LENNOX INTL INC COM	69,811	136,111	66,300
9/22/2010	7/26/2013	500	GILEAD SCIENCES INC	8,997	31,143	22,146
12/27/2010	7/26/2013	1,600	GILEAD SCIENCES INC	29,111	99,657	70,547
11/26/2008	7/31/2013	2,300	AIR PRODS & CHEMS INC COM	105,270	251,317	146,047
12/15/2010	8/8/2013	3,500	RANGE RES CORP COM	147,922	277,540	129,618
4/11/2010	9/9/2013	7,875	MOLEX INC COM	167,904	302,965	135,061
4/14/2011	9/11/2013	4,700	LOWES COS INC COM	126,800	220,919	94,118
12/26/2012	9/13/2013	5,000	BOEING CO	380,497	552,649	172,153
7/9/2013	10/10/2013	1,100,000	UNITED STATES TREASURY BILL 10/10/13 0 000% Due 10-10-13	1,099,903	1,100,000	97
8/8/2005	10/15/2013	600	PIONEER NATURAL RESOURCES INC	24,622	119,902	95,280
4/21/2009	11/5/2013	7,200	UNUM GROUP	106,737	235,740	129,003
1/15/2009	11/20/2013	325	DEVON ENERGY CORPORATION NEW	20,655	20,796	141
1/21/2009	11/20/2013	4,500	DEVON ENERGY CORPORATION NEW	255,635	287,941	32,305
3/19/2009	11/20/2013	1,500	DEVON ENERGY CORPORATION NEW	74,446	95,980	21,534
3/25/2009	11/20/2013	2,500	DEVON ENERGY CORPORATION NEW	125,025	159,967	34,942
7/8/2009	11/20/2013	2,275	DEVON ENERGY CORPORATION NEW	114,903	145,570	30,667
3/28/2006	11/25/2013	33,500	XEROX CORP	499,093	375,606	(123,488)
1/26/2011	11/25/2013	16,500	XEROX CORP	173,335	185,000	11,664
11/25/2013	11/25/2013	12,500	US AIRWAYS GROUP INC	302,864	302,864	-
12/26/2012	12/16/2013	2,000	BOEING CO	152,199	269,492	117,293
12/26/2012	12/23/2013	500	BOEING CO	38,050	68,727	30,677
12/26/2012	1/2/2014	500	BOEING CO	38,050	68,276	30,226
12/27/2012	1/2/2014	500	BOEING CO	37,761	68,276	30,514
6/7/2010	1/2/2014	3,400	TYCO INTL LTD SHS ISIN#CH0100383485	66,787	138,399	71,612
9/22/2009	1/31/2014	3,000	PERKINELMER INC COM	59,374	131,480	72,105
9/23/2009	1/31/2014	1,175	PERKINELMER INC COM	23,327	51,496	28,170
10/11/2009	1/31/2014	5,000	PERKINELMER INC COM	98,621	219,133	120,512
7/13/2010	2/19/2014	4,100	TE CONNECTIVITY LTD (TYCO ELECTRONICS)	107,638	235,446	127,808
11/26/2008	2/20/2014	1,700	AIR PRODS & CHEMS INC COM	77,808	199,503	121,695
12/1/2008	2/20/2014	800	AIR PRODS & CHEMS INC COM	36,661	93,884	57,223
2/14/2011	2/24/2014	14,300	AMEREN CORP COM	408,916	588,310	179,393
10/12/2009	2/25/2014	5,000	PERKINELMER INC COM	98,448	220,262	121,815
3/2/2010	2/27/2014	2,210	PRAXAIR INC	170,515	285,309	114,794
8/8/2012	3/4/2014	5,000	HUMANA INC	326,177	561,867	235,691
3/11/2009	3/7/2014	1,000	AGILENT TECHNOLOGIES INC COM	13,716	58,434	44,718
3/12/2009	3/7/2014	2,500	AGILENT TECHNOLOGIES INC COM	34,216	146,084	111,868
10/27/2011	3/7/2014	2,100	AGILENT TECHNOLOGIES INC COM	78,876	122,711	43,835
12/21/2011	3/7/2014	4,400	AGILENT TECHNOLOGIES INC COM	150,100	257,108	107,008
2/4/2013	3/7/2014	190	AGILENT TECHNOLOGIES INC COM	8,435	11,102	2,668
9/13/2013	3/7/2014	6,760	MICROSOFT CORP	222,493	257,458	34,964
5/21/2008	3/10/2014	100	ERSTE BANK DER OESTERREICHISCHEN	-	3,464	3,464
6/8/2009	3/10/2014	5,300	ERSTE BANK DER OESTERREICHISCHEN	-	183,581	183,581
12/1/2008	3/11/2014	2,320	AIR PRODS & CHEMS INC COM	106,316	282,042	175,726
8/12/2009	3/18/2014	2,600	WABCO HOLDINGS INC	51,283	271,476	220,192
				8,079,902	12,238,801	4,158,899

TOTAL REALIZED GAIN/LOSS 4,158,899 13

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions DOROT FOUNDATION	Employer identification number (EIN) or 13-6116927
	Number, street, and room or suite no. If a P.O. box, see instructions C/O MARKS PANETH ET AL - 685 THIRD AVE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10017-6701	

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

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

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

- The books are in the care of ▶ STEVEN BAUM - DOROT FOUNDATION C/O MARKS ET AL - 685 THIRD AVE - NEW YORK, NY 10017

Telephone No ▶ 212-503-8800 Fax No. ▶

- If the organization does not have an office or place of business in the United States, check this box . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until FEBRUARY 15, 2015

5 For calendar year ______ , or other tax year beginning APR 1, 2013 , and ending MAR 31, 2014

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

7 State in detail why you need the extension
ADDITIONAL TIME IS NEED TO GATHER INFORMAITON TO COMPLETE AN ACCURATE TAX RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**8a**	$	110,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$	110,000.
c **Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$	0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ EA Date ▶

323842
12-31-13