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Form **990-PF****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 separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013**Open to Public Inspection**Department of the Treasury
Internal Revenue Service**For calendar year 2013 or tax year beginning****04/01, 2013, and ending****03/31, 2014**

Name of foundation THE EDWARD AND FLORENCE PALEY FOUNDATION (F/K/A EDWARD PALEY FOUNDATION)		A Employer identification number 51-0196679
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (201) 760-9970
800A LAKE STREET		
City or town, state or province, country, and ZIP or foreign postal code RAMSEY, NJ 07446		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,172,134.	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)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> 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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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)	100,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	24	24		ATCH 1
	4 Dividends and interest from securities	42,716	42,716		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-17,190			
	b Gross sales price for all assets on line 6a	1,413,232			
	7 Capital gain net income (from Part IV, line 2)				
	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) ATCH. 3	29,768	20,277			
12 Total. Add lines 1 through 11	155,318	63,017			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH. 4	7,325	1,832		3,663
	c Other professional fees (attach schedule)				
	17 Interest FEB. 2, 2015				
	18 Taxes (attach schedule) (see instructions) ATCH. 5	8,364			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 6	7,136	6,936		50
	24 Total operating and administrative expenses				
	Add lines 13 through 23	22,825	8,768		3,713
25 Contributions, gifts, grants paid	116,858			116,858	
26 Total expenses and disbursements Add lines 24 and 25	139,683	8,768	0	120,571	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	15,635				
b Net investment income (if negative, enter -0-)		54,249			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	-6,315	-8,694	-8,694
	2 Savings and temporary cash investments	139,014	212,435	212,435
	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			
	10 a Investments - U S and state government obligations (attach schedule),			
	b Investments - corporate stock (attach schedule) ATCH 7	1,367,214	1,400,706	1,527,745
	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) ATCH 8	469,535	388,297	440,648
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,969,448	1,992,744	2,172,134	
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)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0		
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, . . . ▶ <input checked="" type="checkbox"/>			
	check here 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	1,969,448	1,992,744	
30 Total net assets or fund balances (see instructions).	1,969,448	1,992,744		
31 Total liabilities and net assets/fund balances (see instructions)	1,969,448	1,992,744		

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	1,969,448
2 Enter amount from Part I, line 27a	2	15,635
3 Other increases not included in line 2 (itemize) ▶ ATCH 9	3	7,661
4 Add lines 1, 2, and 3	4	1,992,744
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,992,744

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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 PART IV SCHEDULE

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

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

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

-17,190

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in
Part I, line 8

3

0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	113,207	1,445,437	0.078320
2011	94,166	1,233,215	0.076358
2010	65,715	987,766	0.066529
2009	37,415	905,857	0.041303
2008	96,405	1,073,328	0.089819

2 Total of line 1, column (d)

2

0.352329

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

0.070466

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4

2,114,289

5 Multiply line 4 by line 3

5

148,985

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

542

7 Add lines 5 and 6

7

149,527

8 Enter qualifying distributions from Part XII, line 4

8

120,571

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . .			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . .		1	1,085
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	
3 Add lines 1 and 2 . . .		3	1,085
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	1,085
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	735	
b Exempt foreign organizations - tax withheld at source . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . .	6c		
d Backup withholding erroneously withheld . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . .	7	735	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .	8	11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .	9	361	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> . . .	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . 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		X
c Did the foundation file Form 1120-POL for this year? . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		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 . . .		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	X	
b If "Yes," has it filed a tax return on Form 990-T for this year? . . .	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . If "Yes," attach the statement required by General Instruction T		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? . . .	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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ, _____		
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 . . .	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 . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .		X

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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		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 <u>N/A</u>				
14	The books are in care of <u>JANE LONGO</u> Telephone no <u>201 760-9970</u>			
	Located at <u>800A LAKE STREET RAMSEY, NJ</u> ZIP+4 <u>07446</u>			
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 <u>15</u>			
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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>	16	Yes	No
				X

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 type="checkbox"/> Yes <input checked="" 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 instructions)? <input type="checkbox"/> <u>1b</u>		
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <u>1c</u>		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <u></u>		
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) <u>2b</u>		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) <u>3b</u>		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <u>4a</u>		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? <u>4b</u>		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☐ No **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? ☐ Yes ☐ No **7b** X**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
ATCH 10		0	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

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 NONE	
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 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	1,889,380
b	Average of monthly cash balances	1b	257,106
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,146,486
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,146,486
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	32,197
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,114,289
6	Minimum investment return. Enter 5% of line 5	6	105,714

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	105,714
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,085
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,085
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	104,629
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	104,629
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	104,629

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	120,571
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	120,571
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	120,571

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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Page **9****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				104,629
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008 43,865				
b From 2009				
c From 2010 16,327				
d From 2011 32,843				
e From 2012 42,649				
f Total of lines 3a through e	135,684			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ <u>120,571</u>				
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				104,629
e Remaining amount distributed out of corpus	15,942			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	151,626			
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)	43,865			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	107,761			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010 16,327				
c Excess from 2011 32,843				
d Excess from 2012 42,649				
e Excess from 2013 15,942				

Form **990-PF** (2013)

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation 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					
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))

FLORENCE PALEY

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

N/A

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

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

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

ATCH 11

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

NAME - ADDRESS - PHONE # - PURPOSE OF ORGANIZATION

c Any submission deadlines

NONE

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

ATCH 12

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 ATCH 13				
Total			3a	116,858
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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) | 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. | | |

[illegible]

- 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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

SHELDON GANIS

Prep's signature

Date _____

24/2/05

Check <input type="checkbox"/>	self-employed
--------------------------------	---------------

PTIN

P0050228

Firm's name ► GRANT THORNTON LLP

Firm's EIN ▶ 36-6055558

Firm's address ► 757 THIRD AVE, 4TH FLOOR
NEW YORK, NY

10017-2013

Phone no 212-599-0100

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

OMB No 1545-0047

2013▶ **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.**Name of the organization**THE EDWARD AND FLORENCE PALEY FOUNDATION
(F/K/A EDWARD PALEY FOUNDATION)**Employer identification number**

51-0196679

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 foundationCheck 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)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

JSA

3E1251 1 000

SX1429 700H

Name of organization **THE EDWARD AND FLORENCE PALEY FOUNDATION**
(F/K/A EDWARD PALEY FOUNDATION)

Employer identification number
51-0196679

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	FLORENCE PALEY 800A LAKE STREET RAMSEY, NJ 07446	\$ 100,000	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE EDWARD AND FLORENCE PALEY FOUNDATION
(F/K/A EDWARD PALEY FOUNDATION)

Employer identification number
51-0196679

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

Name of organization THE EDWARD AND FLORENCE PALEY FOUNDATION
(F/K/A EDWARD PALEY FOUNDATION)

Employer identification number
51-0196679

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once See instructions) ► \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SCHWAB VALUE ADVANTAGE MONEY FUND	24.	24
TOTAL	<u>24</u>	<u>24.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SECURITIES DIVIDENDS	42,716.	42,716
TOTAL	<u>42,716.</u>	<u>42,716.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CHATHAM INVESTMENT FUND III	3,372.	3,660.
LBC CREDIT PARTNERS PARALLEL FUND	12,657.	7,375.
LBC CREDIT PARTNERS PARALLEL FUND II	13,628.	8,030.
WIMBLEDON FUND LP FINANCING SERIES	-88.	-88.
CHATHAM INVESTMENT FUND IV	212.	1,300.
BANYON INCOME FUND LP	-154.	
FEDERAL TAX REFUND	141.	
TOTALS	<u>29,768.</u>	<u>20,277.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GRANT THORNTON, LLP	7,325.	1,832.		3,663
TOTALS	<u>7,325.</u>	<u>1,832.</u>		<u>3,663.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL TAXES PAID	8,364.
TOTALS	<u>8,364.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BROKERAGE FEES	6,906.	6,906.	
NEW JERSEY FILING FEE	50.		50.
BANK FEES	30.	30	
OTHER FEES	150.		
TOTALS	<u>7,136.</u>	<u>6,936</u>	<u>50</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED SCHEDULE	1,400,706.	1,527,745
TOTALS	<u>1,400,706.</u>	<u>1,527,745.</u>

Ballamor Capital Management, Inc.
PORTFOLIO APPRAISAL
Edward Paley Foundation
Charles Schwab Acct# 7534-0299
March 31, 2014

Date	Quantity	Security	Total Cost	Market Value
VAR	3,347 361	Fidelity Low Priced Stock Fund	125,660.32	168,907.84
VAR	10,935 810	Vanguard Wellington Fund	352,000 90	422,012.91
VAR	28,011 200	Pioneer Strategic Income	317,597.77	307,843.09
VAR	3,284 961	Oppenheimer Developing Mkts	120,704 32	122,660.44
VAR	3,173 660	Putnam Europe Equity	80,851.16	86,387.03
VAR	928.000	Sector Spdr Consumer	60,570.36	60,060.16
VAR	713.000	Sector Spdr Energy Select	61,902.24	63,499.78
VAR	2,067 000	Sector Spdr Financial Select	53,743.53	31,298.34
VAR	881 000	Sector Spdr Indl Select	43,612.72	46,102.73
VAR	1,303 000	Sector Spdr Materials FD	57,199.33	61,605.84
VAR	1,041.000	Sector Spdr Tech Select	35,840.92	62,049.45
VAR	726.000	Sector Spdr TR Con Stpls	30,888.26	31,261.56
VAR	1,545 000	Sector Spdr Util Select	60,134.04	64,055.70
			<u>1,400,705.87</u>	<u>1,527,744 87</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CHATHAM INVESTMENT FUND QP III	213,562	213,562.
MUNDANE INTL.	100,000.	152,351.
WIMBLEDON FINANCING SERIES	13,664.	13,664.
LBC CREDIT PARTNERS	-322.	-322
LBC CREDIT PARTNERS II	31,944.	31,944.
BANYON INCOME FUND	4,810.	4,810
CHATHAM INVESTMENT FUND QP IV	24,639.	24,639
TOTALS	<u>388,297.</u>	<u>440,648</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

CONRAD & SCHERER, LLP-RETURN OF CAPITAL

7,661.

TOTAL

7,661.

THE EDWARD AND FLORENCE PALEY FOUNDATION

51-0196679

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
FLORENCE PALEY 800A LAKE STREET RAMSEY, NJ 07446	PRESIDENT / TREASURER	0	0	0
DOUGLAS PALEY P O BOX 11029 ASPEN, CO 81611	TRUSTEE	0	0	0
WILLIAM PALEY P.O BOX 772084 STEAMBOAT SPRINGS, CO 80477	TRUSTEE	0	0	0
STEVEN PALEY 117 IVANHOE DRIVE PARAMUS, NJ 07562	TRUSTEE	0	0	0
JANE ZARETSKY 26B ASH ROAD UPPER SADDLE RIVER, NJ 07458	SECRETARY	0	0	0
GRAND TOTALS		0	0	0

SX1429 700H

ATTACHMENT 10

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

FLORENCE PALEY
800A LAKE STREET
RAMSEY, NJ 07446
201-760-9970

ATTACHMENT 12

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE EDWARD AND FLORENCE PALEY FOUNDATION ACCEPTS SOLICITATION FROM CHARITABLE ORGANIZATIONS THE BULK OF THE GIFTS EACH YEAR ARE TO PREDETERMINED CHARITIES, WITH A SMALL AMOUNT DONATED TO ORGANIZATIONS WHO SOLICIT. MOST SOLICITED DONATIONS ARE \$100 OR LESS

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLASSICAL SOUTH FLORIDA 330 SW SECOND STREET, SUITE #207 FORT LAUDERDALE, FL 33312	NONE PC		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	200
MOWA PO BOX 3948 NEW YORK, NY 10277	NONE PC		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	85
SISTERHOOD TEMPLE OF EMANUAL 87 OVERLOOK DRIVE WOODCLIFF LAKE, NJ 07677	NONE PC		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	25
BOCA RATON MUSEUM OF ART 501 PLAZA REAL BOCA RATON, FL 33432	NONE PC		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	6,550
CWS-CROP 28606 PHILLIPS STREET ELKHART, IN 46515	NONE PC		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	500
RAMAPO COLLEGE FOUNDATION 505 RAMAPO VALLEY ROAD MAHWAH, NJ 07430	NONE PC		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
METROPOLITAN MUSEUM OF ART 1000 5TH AVENUE NEW YORK, NY 10028	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	100
ANTI-DEFAMATION LEAGUE 621 NW 53RD ST #450 BOCA RATON, FL 33487	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	6,500
JARC 21160 95TH AVENUE SOUTH BOCA RATON, FL 33428	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	5,000
VALLEY CHABAD 100 OVERLOOK DRIVE WOODCLIFF LAKE, NJ 07677	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	5,000
YAVNEH ACADEMY 155 N FARVIEW AVENUE PARAMUS, NJ 07652	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	100
THE ARNOLD P GOLD FOUNDATION, INC 619 PALISADES AVENUE ENGLEWOOD CLIFFS, NJ 07632	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOCA WEST FOUNDATION P O BOX 3070 BOCA RATON, FL 33431	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	200
WEIZMANN INSTITUTE OF SCIENCE 633 THIRD AVENUE NEW YORK, NY 10017	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	5,000
UJA OF SPBC-LION OF JUDAH 9901 DONNA KLEIN BOULEVARD BOCA RATON, FL 33428	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	5,000
HENRY STREET SETTLEMENT 265 HENRY STREET NEW YORK, NY 10002	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	1,350
AMERICAN TECHNION SOCIETY 55 E 59TH STREET #14 NEW YORK, NY 10022	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	30,000
HEALTH & HUMANITARIAN AID FOUNDATION 45 COUNTRY CLUB RD TENAFLY, NJ 07670	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	10,000

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE JEWISH MUSEUM 1109 95TH AVENUE NEW YORK, NY 10130	NONE PC		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	55
TEMPLE BETH TEFILLAH 452 FOPEST AVENUE PARAMUS, NJ 07652	NONE PC		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	500
FOUNDATION FOR JEWISH CAMP 1357 BROADWAY, STE 253 NEW YORK, NY 10018	NONE PC		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	500
SUSAN G KOMEN FOUNDATION 5005 LBJ FRREWAY, STE 250 DALLAS, TX 75244	NONE PC		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	25
BRRH FOUNDATION 745 MEADOWS ROAD BOCA RATON, FL 33486	NONE PC		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	10,000
COLE CHABAD 806 EASTERN PARKWAY 28606 PHILLIPS ST BROOKLYN, NY 11213-9818	NONE PC		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	200

THE EDWARD AND FLORENCE PALEY FOUNDATION

51-0196679

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JEWISH WAR VETERANS OF THE USA PO BOX 1575 MERRIFIELD, VA 22116-9944	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	500
LYNN UNIVERSITY, FRIENDS OF THE CONSERVATORY OF MU 3601 N MILITARY TRAIL BOCA RATON, FL 33431-5598	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	250
LYNN UNIVERSITY THEATER ART GUILD 3601 N MILITARY TRAIL BOCA RATON, FL 33431-5507	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	200
BOCA RATON SYMPHONIA 2285 POTOMAC RD BOCA RATON, FL 33431	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	300
ST JUDE CHILDREN'S RESEARCH HOSPITAL PO BOX 810 MEMPHIS, TN 38101-9087	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	500
DOROT, INC 171 W 85TH ST NEW YORK, NY 10024-4401	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	500

ATTACHMENT 13

SX1429 700H

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SIMON WIESENTHAL CENTER 1399 SOUTH ROXBURY DR LOS ANGELES, CA 90035-9027	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	250
AMERICA'S VETDOGS 371 E MAIN ST (JERICHO TPKE) SMITHTOWN, NY 11787-9897	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	500
ALZHEIMER'S DISEASE RESEARCH 22512 GATEWAY CENTER DR, PO BOX 1950 CLARKSBURG, MD 20871-1950	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	500
BERGEN COUNTY YJCC 605 PASCACK ROAD TOWNSHIP OF WASHINGTON, NJ 07676	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	6,500
TEMPLE EMANUEL OF THE PASCACK VALLEY 87 OVERLOOK DR WOODCLIFF LAKE, NJ 07677	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	243
BIRTHRIGHT ISRAEL FOUNDATION PO BOX 5892 HICKSVILLE, NY 11802-5892	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRIENDS OF THE IDF 1430 BROADWAY, STE 253 NEW YORK, NY 10138	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	1,000
PALM BEACH OPERA 415 S OLIVE AV WEST PALM BEACH, FL 33401	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	500
FLORIDA SHERIFF'S ASSOCIATION PO BOX 12519 TALLAHASSEE, FL 32317-9938	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	25
B'NAI B'RITH PO BOX 170305 MILWAUKEE, WI 53217-9962	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	100
JEWISH EDUCATION FOR SPECIAL CHILDREN PO BOX 361 RIVER EDGE, NJ 07661	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	500
JEWISH HOME OF ROCKLEIGH 10 LINKS DRIVE ROCKLEIGH, NJ 07647	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JAZZ ASPEN SNOWMASS 110 E HALLAM STREET ASPEN, CO 81611	NONE PC	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	10,000
TOTAL CONTRIBUTIONS PAID			116,858

THE EDWARD AND FLORENCE PALEY FOUNDATION

51-0196679

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
FEDERAL TAX REFUND			01	141	
TOTALS				141	

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust **THE EDWARD AND FLORENCE PALEY FOUNDATION**
(F/K/A EDWARD PALEY FOUNDATION)

Employer identification number
51-0196679

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	523,499	533,500		-10,001
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 -10,001

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	862,732	896,922		-34,190
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13 27,001
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 -7,189

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		-10,001
18 Net long-term gain or (loss):			
a Total for year	18a		-7,189.
b Unrecaptured section 1250 gain (see line 18 of the wrkst)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		-17,190

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	20	(3,000)
a The loss on line 19, column (3) or b \$3,000		

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26.	32		
33 Enter the smaller of line 21 or \$11,950.	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-	35		
36 Enter the smaller of line 32 or line 35.	36		
37 Multiply line 36 by 15%. ▶	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-	40		
41 Multiply line 40 by 20% ▶	41		
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45		

Form **8949**Department of the Treasury
Internal Revenue Service**Sales and Other Dispositions of Capital Assets**► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

OMB No. 1545-0074

2013Attachment
Sequence No. **12A**

Name(s) shown on return

THE EDWARD AND FLORENCE PALEY FOUNDATION

Social security number or taxpayer identification number

51-0196679

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	CHARLES SCHWAB X0299 - SEE ATTACHED	VAR	VAR	523,499	533,500			-10,001
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)►				523,499	533,500			-10,001

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See **Column (g)** in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions

JSA
3X2615 2 000Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

THE EDWARD AND FLORENCE PALEY FOUNDATION

Social security number or taxpayer identification number

51-0196679

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (F) Long-term transactions not reported to you on Form 1099-B

(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
					(f) Code(s) from instructions	(g) Amount of adjustment	
CHARLES SCHWAB X0299 - SEE ATTACHED	VAR	VAR	862,732	896,922			-34,190
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶			862,732	896,922			-34,190

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

THE EDWARD AND FLORENCE PALEY FOUNDATION
 REALIZED GAINS AND LOSSES
 FYE: 3/31/2014

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term Gain (Loss)	Long Term Gain (Loss)
3/28/2013	4/2/2013	70 78	PIMCO Total Return Fund Instl Cl	795 51	796 22	0 71	
Various	4/1/2013	29,220 50	PIMCO Total Return Fund Instl Cl	338,023 49	328,403 36		(9,620 13)
1/31/2011	9/16/2013	16,498 76	Pimco All Asset Instl Cl	200,000 00	201,263 50		1,263 50
3/17/2011	9/16/2013	86 21	Pimco All Asset Instl Cl	1,052 62	1,051 65		(0 97)
6/16/2011	9/16/2013	167 70	Pimco All Asset Instl Cl	2,071 13	2,045 76		(25 37)
9/15/2011	9/16/2013	228 00	Pimco All Asset Instl Cl	2,738 22	2,781 24		43 02
12/28/2011	9/16/2013	668 45	Pimco All Asset Instl Cl	7,680 53	8,154 26		473 73
3/22/2012	9/16/2013	167 67	Pimco All Asset Instl Cl	2,028 77	2,045 32		16 55
6/21/2012	9/16/2013	104 14	Pimco All Asset Instl Cl	1,229 89	1,270 37		40 48
9/20/2012	9/16/2013	128 27	Pimco All Asset Instl Cl	1,625 21	1,564 75	(60 46)	
12/27/2012	9/16/2013	526 28	Pimco All Asset Instl Cl	6,657 45	6,419 95	(237 50)	
12/31/2012	9/16/2013	115 10	Pimco All Asset Instl Cl	1,447 96	1,404 07	(43 89)	
3/21/2013	9/16/2013	162 81	Pimco All Asset Instl Cl	2,043 25	1,986 06	(57 19)	
3/28/2013	9/16/2013	7,946 34	Pimco All Asset Instl Cl	100,000 00	96,935 08	(3 064 92)	
6/20/2013	9/16/2013	186 12	Pimco All Asset Instl Cl	2,224 11	2,270 40	46 29	
11/4/2010	9/16/2013	7,617 95	PIMCO Investment Grade Corp Bd Instl	91,812 30	79,367 16		(12,445 14)
11/30/2010	9/16/2013	62 53	PIMCO Investment Grade Corp Bd Instl	729 14	651 50		(77 64)
12/8/2010	9/16/2013	1,106 91	PIMCO Investment Grade Corp Bd Instl	11,545 06	11,532 27		(12 79)
12/8/2010	9/16/2013	615 20	PIMCO Investment Grade Corp Bd Instl	6,416 50	6,409 40		(7 10)
12/31/2010	9/16/2013	88 96	PIMCO Investment Grade Corp Bd Instl	932 28	926 80		(5 48)
1/31/2011	9/16/2013	78 45	PIMCO Investment Grade Corp Bd Instl	824 52	817 34		(7 18)
2/28/2011	9/16/2013	77 72	PIMCO Investment Grade Corp Bd Instl	821 52	809 74		(11 78)
3/31/2011	9/16/2013	83 55	PIMCO Investment Grade Corp Bd Instl	883 09	870 43		(12 66)
4/29/2011	9/16/2013	82 78	PIMCO Investment Grade Corp Bd Instl	889 06	862 44		(26 62)
5/31/2011	9/16/2013	80 10	PIMCO Investment Grade Corp Bd Instl	865 89	834 53		(31 36)
6/30/2011	9/16/2013	82 58	PIMCO Investment Grade Corp Bd Instl	879 49	860 37		(19 12)
7/29/2011	9/16/2013	80 69	PIMCO Investment Grade Corp Bd Instl	872 20	840 61		(31 59)
8/31/2011	9/16/2013	83 10	PIMCO Investment Grade Corp Bd Instl	884 13	865 72		(18 41)
9/30/2011	9/16/2013	83 96	PIMCO Investment Grade Corp Bd Instl	879 94	874 77		(5 17)
10/31/2011	9/16/2013	71 67	PIMCO Investment Grade Corp Bd Instl	766 82	746 64		(20 18)
11/30/2011	9/16/2013	74 37	PIMCO Investment Grade Corp Bd Instl	780 87	774 81		(6 06)
12/7/2011	9/16/2013	130 92	PIMCO Investment Grade Corp Bd Instl	1,348 50	1,364 00		15 50
12/7/2011	9/16/2013	423 03	PIMCO Investment Grade Corp Bd Instl	4,357 17	4,407 27		50 10
12/30/2011	9/16/2013	82 53	PIMCO Investment Grade Corp Bd Instl	854 19	859 83		5 64
1/31/2012	9/16/2013	71 28	PIMCO Investment Grade Corp Bd Instl	757 67	742 60		(15 07)
2/29/2012	9/16/2013	70 87	PIMCO Investment Grade Corp Bd Instl	755 48	738 37		(17 11)
3/30/2012	9/16/2013	76 48	PIMCO Investment Grade Corp Bd Instl	810 66	796 77		(13 89)
4/30/2012	9/16/2013	68 71	PIMCO Investment Grade Corp Bd Instl	738 62	715 84		(22 78)
5/31/2012	9/16/2013	75 23	PIMCO Investment Grade Corp Bd Instl	813 20	783 75		(29 45)
6/29/2012	9/16/2013	76 84	PIMCO Investment Grade Corp Bd Instl	836 74	800 51		(36 23)
7/31/2012	9/16/2013	70 46	PIMCO Investment Grade Corp Bd Instl	784 23	734 09		(50 14)
8/16/2012	9/16/2013	9,096 00	PIMCO Investment Grade Corp Bd Instl	100,000 00	94,766 17		(5,233 83)
8/31/2012	9/16/2013	95 78	PIMCO Investment Grade Corp Bd Instl	1,069 90	997 91		(71 99)
9/28/2012	9/16/2013	90 72	PIMCO Investment Grade Corp Bd Instl	1,022 46	945 20	(77 26)	
10/31/2012	9/16/2013	104 10	PIMCO Investment Grade Corp Bd Instl	1,179 47	1,084 58	(94 89)	
11/30/2012	9/16/2013	111 74	PIMCO Investment Grade Corp Bd Instl	1,272 73	1,164 17	(108 56)	
12/12/2012	9/16/2013	322 31	PIMCO Investment Grade Corp Bd Instl	3,600 25	3,358 01	(242 24)	
12/12/2012	9/16/2013	290 91	PIMCO Investment Grade Corp Bd Instl	3,249 47	3,030 83	(218 64)	
12/27/2012	9/16/2013	154 62	PIMCO Investment Grade Corp Bd Instl	1,722 45	1,610 88	(111 57)	
12/31/2012	9/16/2013	105 27	PIMCO Investment Grade Corp Bd Instl	1,170 64	1,096 78	(73 86)	
1/31/2013	9/16/2013	102 79	PIMCO Investment Grade Corp Bd Instl	1,138 92	1,070 92	(68 00)	
2/28/2013	9/16/2013	103 52	PIMCO Investment Grade Corp Bd Instl	1,153 17	1,078 48	(74 69)	
3/28/2013	9/16/2013	105 75	PIMCO Investment Grade Corp Bd Instl	1,178 09	1,101 78	(76 31)	
4/30/2013	9/16/2013	71 39	PIMCO Investment Grade Corp Bd Instl	809 58	743 79	(65 79)	
5/31/2013	9/16/2013	78 06	PIMCO Investment Grade Corp Bd Instl	859 40	813 22	(46 18)	
6/28/2013	9/16/2013	66 03	PIMCO Investment Grade Corp Bd Instl	697 32	687 98	(9 34)	
7/31/2013	9/16/2013	63 98	PIMCO Investment Grade Corp Bd Instl	676 91	666 57	(10 34)	
8/30/2013	9/16/2013	67 38	PIMCO Investment Grade Corp Bd Instl	704 13	702 01	(2 12)	
Various	4/1/2013	8,976 66	PIMCO Investment Grade Corp Bd Instl	108,187 70	99,965 00		(8,222 70)
3/28/2013	11/12/2013	9,877 96	Ashmore Emerging Mkts Total Return Cl I	100,000 00	90,645 66	(9,354 34)	
4/24/2013	11/12/2013	32 09	Ashmore Emerging Mkts Total Return Cl I	329 57	294 48	(35 09)	
5/28/2013	11/12/2013	47 25	Ashmore Emerging Mkts Total Return Cl I	474 83	433 57	(41 26)	
6/26/2013	11/12/2013	42 71	Ashmore Emerging Mkts Total Return Cl I	398 92	391 94	(6 98)	
7/24/2013	11/12/2013	37 48	Ashmore Emerging Mkts Total Return Cl I	357 91	343 91	(14 00)	
8/26/2013	11/12/2013	44 72	Ashmore Emerging Mkts Total Return Cl I	410 95	410 35	(0 60)	
9/25/2013	11/12/2013	33 95	Ashmore Emerging Mkts Total Return Cl I	317 12	311 57	(5 55)	

10/24/2013	11/12/2013	37 18	Ashmore Emerging Mkts Total Return CII	354 35	341 21	(13 14)
11/12/2013	12/4/2013	217 00	Sector Spdr Materials Fd Shares Of Benefic	9,540 59	9,513 77	(26 82)
11/12/2013	12/4/2013	115 00	Energy Select Sector SPDR	9,871 99	9,919 98	47 99
11/12/2013	12/4/2013	100 00	Financial Select Sector SPDR	2,063 87	2,122 26	58 39
11/12/2013	12/4/2013	100 00	Financial Select Sector SPDR	2,063 87	2,122 26	58 39
11/12/2013	12/4/2013	326 00	Financial Select Sector SPDR	6,728 21	6,918 58	190 37
11/12/2013	12/4/2013	200 00	Industrial Select Sector SPDR	9,843 36	9,879 22	35 86
11/12/2013	12/4/2013	100 00	Technology Select Sector SPDR	3,398 55	3,460 03	61 48
11/12/2013	12/4/2013	72 00	Technology Select Sector SPDR	2,446 96	2,491 22	44 26
11/12/2013	12/4/2013	28 00	Technology Select Sector SPDR	951 60	968 81	17 21
11/12/2013	12/4/2013	72 00	Technology Select Sector SPDR	2,446 96	2,491 21	44 25
11/12/2013	12/4/2013	34 00	Technology Select Sector SPDR	1,155 51	1,176 41	20 90
11/12/2013	12/4/2013	232 00	Consumer Staples Select Sector SPDR	9,868 26	9,911 34	43 08
11/12/2013	12/4/2013	166 00	Consumer Discret Select Sector SPDR	10,482 78	10,697 86	215 08
11/12/2013	1/7/2014	199 00	Utilities Select Sector SPDR	7,670 43	7,484 04	(186 39)
11/12/2013	1/7/2014	1,100 00	Utilities Select Sector SPDR	42,399 38	41,369 06	(1,030 32)
12/4/2013	1/7/2014	487 00	Utilities Select Sector SPDR	18,521 12	18,315 21	(205 91)
11/12/2013	2/5/2014	171 00	Energy Select Sector SPDR	14,679 22	13,992 63	(686 59)
11/12/2013	2/5/2014	166 00	Technology Select Sector SPDR	5,641 61	5,647 53	5 92
11/12/2013	2/5/2014	200 00	Technology Select Sector SPDR	6,797 02	6,804 25	7 23
11/12/2013	2/5/2014	78 00	Technology Select Sector SPDR	2,650 76	2,653 66	2 90
11/12/2013	2/5/2014	77 00	Consumer Staples Select Sector SPDR	3,275 24	3,064 22	(211 02)
12/4/2013	2/5/2014	477 00	Utilities Select Sector SPDR	18,140 81	18,260 78	119 97
11/12/2013	2/5/2014	214 00	Consumer Discret Select Sector SPDR	13,513 95	13,132 99	(380 96)
11/12/2013	3/5/2014	338 00	Sector Spdr Materials Fd Shares Of Benefic	14,860 46	16,134 33	1,273 87
11/12/2013	3/5/2014	1,898 00	Financial Select Sector SPDR	39,172 24	41,862 63	2,690 39
1/7/2014	3/5/2014	118 00	Financial Select Sector SPDR	2,590 89	2,602 63	11 74
11/12/2013	3/5/2014	569 00	Industrial Select Sector SPDR	28,004 37	29,943 32	1,938 95
11/12/2013	3/5/2014	161 00	Consumer Staples Select Sector SPDR	6,848 23	6,854 68	6 45
TOTAL				1,430,421.89	1,386,231.43	(10,001.04) (34,189.42)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					27,001	
523,499		CHARLES SCHWAB X0299 - SEE ATTACHED PROPERTY TYPE SECURITIES 533,500				P	VAR -10,001	VAR
862,732		CHARLES SCHWAB X0299 - SEE ATTACHED PROPERTY TYPE SECURITIES 896,922				P	VAR -34,190	VAR
TOTAL GAIN (LOSS)							<u>-17,190</u>	

- 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)

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	THE EDWARD AND FLORENCE PALEY FOUNDATION (F/K/A EDWARD PALEY FOUNDATION)		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions		51-0196679	
	800A LAKE STREET		Social security number (SSN)	
City, town or post office, state, and ZIP code. For a foreign address, see instructions				
RAMSEY, NJ 07446				

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☒ 1

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

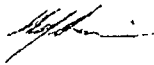
- The books are in the care of **JANE LONGO**
Telephone No. **201 760-9970** Fax No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. 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 02/15, 20 15
- 5 For calendar year _____, or other tax year beginning 04/01, 20 13, and ending 03/31, 20 14
- 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 ALL THE NECESSARY INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN ARE NOT AVAILABLE AT THIS TIME.

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 \$	735.
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 \$	735
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 _____

Date 11/14/2014

Form 8868 (Rev. 1-2014)