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Department of the Treasury  
Internal Revenue Service

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

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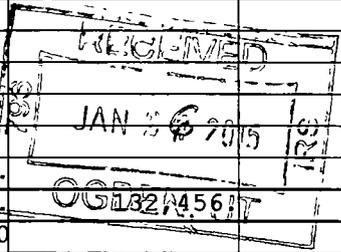
For calendar year 2013 or tax year beginning

06/01, 2013, and ending

05/31, 2014

Name of foundation <b>DREAMCATCHER FOUNDATION</b>		<b>A Employer identification number</b> 20-0814986
Number and street (or P O box number if mail is not delivered to street address)  81100 OLD HIGHWAY		<b>B Telephone number (see instructions)</b>  (716) 878-8000
City or town, state or province, country, and ZIP or foreign postal code  ISLAMORADA, FL 33036		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> Check type of organization		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/>
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Other taxable private foundation		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 2,745,991.		
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

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)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b>	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	113,052.	113,052.		ATCH 1
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10	19,404.			
<b>b</b>	Gross sales price for all assets on line 6a 664,225.				
<b>7</b>	Capital gain net income (from Part IV, line 2)		19,404.		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10 a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule) ATCH 2	4,800.			
<b>12</b>	<b>Total.</b> Add lines 1 through 11	137,256.			
<b>13</b>	Compensation of officers, directors, trustees, etc.				
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach schedule)				
<b>c</b>	Other professional fees (attach schedule)				
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions) ATCH 3	3,718.			
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule) ATCH 4	6,473.	6,456.		17.
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	10,191.	6,456.		17.
<b>25</b>	Contributions, gifts, grants paid	202,094.			202,094.
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	212,285.	6,456.		202,111.
<b>27</b>	Subtract line 26 from line 12				
<b>a</b>	Excess of revenue over expenses and disbursements	-75,029.			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-)		126,000.		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-)				



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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 . . . . .		63,581.	13,697.	13,697.
	2	Savings and temporary cash investments . . . . .				
	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) . . . . .				
	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 5		2,909,457.	2,252,754.	2,732,294.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ . . . . .)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		2,973,038.	2,266,451.	2,745,991.	
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	<b>Total liabilities</b> (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 . . . . .		2,310,603.	2,108,509.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .					
29	Retained earnings, accumulated income, endowment, or other funds . . . . .		659,388.	789,501.		
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		2,969,991.	2,898,010.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		2,969,991.	2,898,010.		

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 2,969,991.
2	Enter amount from Part I, line 27a . . . . .	2 -75,029.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3 . . . . .	4 2,894,962.
5	Decreases not included in line 2 (itemize) ▶	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 2,894,962.

**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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
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 19,404.
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		{ 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	139,472.	3,173,611.	0.043947
2011	145,354.	3,095,796.	0.046952
2010	201,914.	3,170,068.	0.063694
2009	113,226.	2,963,071.	0.038212
2008	128,808.	2,739,904.	0.047012
2 Total of line 1, column (d)			2 0.239817
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 0.047963
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 3,249,842.
5 Multiply line 4 by line 3			5 155,872.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,260.
7 Add lines 5 and 6			7 157,132.
8 Enter qualifying distributions from Part XII, line 4 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			8 202,111.

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

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total tax due is 520.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, tax on political expenditures, and substantial contributors. Includes 'Yes' and 'No' columns.

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 N/A
14 The books are in care of ROBERT E. RICH, JR. Telephone no 716-878-8000
Located at ONE ROBERT RICH WAY, P.O. BOX 245 BUFFALO, NY ZIP+4 14240
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-221 If "Yes," enter the name of the foreign country

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.

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
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
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 X 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) . . . . . 2b 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
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X 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) . . . . . 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)

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?  **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?  **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
SEE ATTACHED STATEMENT		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		0	0	0

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

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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
-----		
-----		
-----		
-----		
-----		
-----		
-----		
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 . . . . .	▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,248,758.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	50,574.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,299,332.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,299,332.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	49,490.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,249,842.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	162,492.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	162,492.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	2,520.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,520.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	159,972.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	159,972.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	159,972.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	<b>1a</b>	202,111.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	202,111.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	202,111.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7 . . . . .				159,972.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			16,162.	
b Total for prior years 20 11 , 20 10 , 20 09 . . . . .				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .				
b From 2009 . . . . .				
c From 2010 . . . . .				
d From 2011 . . . . .				
e From 2012 . . . . .				
f Total of lines 3a through e . . . . .				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 202,111.				
a Applied to 2012, but not more than line 2a . . . . .			16,162.	
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 . . . . .				159,972.
e Remaining amount distributed out of corpus . . . . .	25,977.			
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 . . . . .	25,977.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	25,977.			
10 Analysis of line 9				
a Excess from 2009 . . . . .				
b Excess from 2010 . . . . .				
c Excess from 2011 . . . . .				
d Excess from 2012 . . . . .				
e Excess from 2013 . . . . .	25,977.			

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

NOT APPLICABLE

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)

Table with 5 columns: Tax year (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support), and 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).)

KIMBERLY R. LUPKIN, ROBERT E. RICH, III, THEODORE W. RICH & BARNABY W. RICH

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 [ ] 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 6

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

BY FORMAL LETTER REQUEST

c Any submission deadlines

APPLICATION (LETTER REQUEST) ACCEPTED AT ANY TIME

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

NO RESTRICTIONS IF FROM BONAFIDE CHARITABLE ORGANIZATION

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHED SCHEDULE				202,094.
<b>Total</b> ..... ▶ <b>3a</b>				202,094.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ▶ <b>3b</b>				

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: 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.

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1: N/A, N/A, 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 [X]

Table with 3 columns: (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: [Signature], Date: 11/14/15, Title: President. May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only Print/Type preparer's name, Preparer's signature, Date, Check self-employed if, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

**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 SHORT-TERM CAPITAL GAIN DIVIDENDS					19,404.	
TOTAL GAIN (LOSS) .....							<u>19,404.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	113,052.	113,052.
TOTAL	<u>113,052.</u>	<u>113,052.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
RECOVERY OF PREVIOUS QUALIFIED DIVIDENDS	4,800.
TOTALS	<u>4,800.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
IRS EXCISE TAX	3,718.
TOTALS	<u>3,718.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK FEES	34.	17.	17.
INVESTMENT ACCOUNT FEES	6,439.	6,439.	
TOTALS	<u>6,473.</u>	<u>6,456.</u>	<u>17.</u>

ATTACHMENT 5

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE DETAIL ATTACHED	2,252,754.	2,732,294.
TOTALS	<u>2,252,754.</u>	<u>2,732,294.</u>

ATTACHMENT 6

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

DREAMCATCHER FOUNDATION, INC.  
P.O.BOX 1578  
BUFFALO, NY 14213-1578

**DreamCatcher Foundation, Inc. FEIN:20-0814986**  
**Form 990PF - Schedule XV - 2012 Contributions Paid**

Date	Check Number	Name and Address	If Individual, Relationship	If Foundation, Status	Purpose of Contribution	Amount
06/03/13	1853	Haupt-Woodward Institute	N/A	N/A	General donation	\$2,000.00
06/05/13	1854	The Leukemia & Lymphoma Society	N/A	N/A	General donation	\$5,000.00
06/06/13	1855	Zero-The End of Prostrate Cancer	N/A	N/A	General donation	\$250.00
06/17/13	1856	La Jolla Playhouse	N/A	N/A	General donation	\$5,000.00
06/28/13	1857	The Tibet Fund	N/A	N/A	General donation	\$3,250.00
06/28/13	1858	Boy Scout Troop 523	N/A	N/A	General donation	\$750.00
06/28/13	1859	Mark A Monaco Memorial Foundation	N/A	N/A	General donation	\$200.00
06/28/13	1860	VOID				\$0.00
06/28/13	1861	Columban Sisters, Buffalo, NY	N/A	N/A	General donation	\$500.00
06/28/13	1862	Resolution Hope	N/A	N/A	General donation	\$1,000.00
06/28/13	1863	Upper Keys Foundation, Inc , Islamorada, FL	N/A	Public	General donation	\$5,000.00
07/03/13	1864	Roswell Park Alliance Foundation, Buffalo, NY	N/A	N/A	Annual donation	\$5,000.00
07/03/13	1865	Explore and More Children's Museum, East Aurora, NY	N/A	N/A	General donation	\$5,000.00
07/03/13	1866	Wise Temple	N/A	N/A	General donation	\$250.00
07/03/13	1867	Buffalo Zoo	N/A	N/A	General donation	\$5,000.00
07/11/13	1868	Long Island Cares, Inc	N/A	N/A	General donation	\$5,000.00
07/12/13	1869	Armor Volunteer Fire Company	N/A	N/A	General donation	\$250.00
07/17/13	1870	Hamburg Alumni Foundation, Hamburg, NY	N/A	N/A	General donation	\$1,000.00
07/25/13	1871	The Redbone Inc	N/A	Public	General donation	\$7,500.00
07/25/13	1872	Theatre of Youth	N/A	N/A	General donation	\$5,000.00
08/02/13	1873	Artpark	N/A	N/A	General donation	\$1,000.00
08/12/13	1874	Habitat for Humanity Upper Keys, Inc	N/A		General donation	\$10,000.00
08/13/13	1875	King Urban Life Center, Buffalo, NY	N/A	N/A	General donation	\$2,000.00
08/15/13	1876	Wings flights of Hope	N/A	N/A	Corporate Sponsorship	\$1,500.00
08/21/13	1877	Juvenile Diabetes Research Foundation	N/A	N/A	General donation	\$250.00
08/26/13	1878	Upper Keys Foundation, Inc , Islamorada, FL	N/A	N/A	General donation	\$7,000.00
09/06/13	1879	VOID				\$0.00
09/06/13	1880	The Islamorada Foundation, Inc	N/A	Public	General donation	\$2,000.00
09/09/13	1881	VOID				\$0.00
09/09/13	1882	Pekin Community High School	N/A	N/A	General donation	\$200.00
09/17/13	1883	Island Dolphin Care, Inc	N/A	N/A	General donation	\$2,000.00
09/19/13	1884	The Jacobs Institute	N/A	N/A	General donation	\$5,000.00
09/19/13	1885	Alzheimers Association of WNY	N/A	N/A	General donation	\$500.00
09/20/13	1886	UVM Foundation	N/A	N/A	General donation	\$1,000.00
09/24/13	1887	St Ann Catholic Church Ladies Guild	N/A	N/A	General donation	\$250.00
09/24/13	1888	Wesleyan Church of Hamburg	N/A	N/A	General donation	\$2,500.00
09/24/13	1889	United Way of Buffalo & Erie County	N/A	N/A	General donation	\$625.00
09/27/13	1890	Cystic Fibrosis Foundation, Buffalo, NY	N/A	N/A	General donation	\$1,000.00
10/01/13	1891	Mentoring Valuable Proteges, Inc , Miami Gardens, FL	N/A	N/A	General donation	\$1,500.00
10/07/13	1892	Stater Bros , Chanteb	N/A	Public	General donation	\$500.00
10/09/13	1893	Gulliver Schools	N/A	N/A	General donation	\$50.00
10/09/13	1894	American Cancer Society	N/A	N/A	General donation	\$250.00
10/18/13	1895	Friends of the Pool	N/A	N/A	General donation	\$5,000.00
10/23/13	1896	Gulliver Schools	N/A	N/A	General donation	\$3,000.00
10/29/13	1897	Hospice Foundation of WNY	N/A	N/A	General donation	\$250.00
10/31/13	1898	Canisius College, Buffalo, NY	N/A	N/A	General donation	\$1,500.00
11/06/13	1899	Only Make Believe	N/A	N/A	General donation	\$10,000.00
11/08/13	1900	Mentoring Valuable Proteges, Inc , Miami Gardens, FL	N/A	Public	Corporate Sponsorship	\$5,000.00
11/12/13	1901	Friends of the Pool	N/A	N/A	General donation	\$650.00
11/12/13	1902	American Camp Association	N/A	N/A	General donation	\$5,000.00
11/21/13	1903	Nichols School	N/A	N/A	General donation	\$2,000.00
11/22/13	1904	Keys to Peace Inc	N/A	N/A	General donation	\$700.00
12/04/13	1905	Williams College Alumni Fund	N/A	N/A	General donation	\$900.00
12/04/13	1906	Culinary Institute of America, Hyde Park, NY	N/A	N/A	General donation	\$2,500.00
12/04/13	1907	WHHS Alumni Foundation	N/A	N/A	General donation	\$250.00
12/09/13	1908	Child and Family Services-Haven House	N/A	N/A	General donation	\$500.00
12/11/13	1909	Artpark	N/A	N/A	General donation	\$1,500.00
12/11/13	1910	Buffalo Prep	N/A	N/A	General donation	\$250.00
12/11/13	1911	Islamorada Firefighters' Benevolent	N/A	N/A	General donation	\$1,000.00
12/11/13	1912	St Lawrence University	N/A	N/A	General donation	\$2,000.00
12/11/13	1913	Brian Moorman's Punt Foundation	N/A	N/A	General donation	\$250.00
12/17/13	1914	WNEC	N/A	N/A	General donation	\$1,700.00
12/18/13	1915	Friends of WLM, Inc	N/A	N/A	General donation	\$600.00
12/18/13	1916	Independent Health Family Branch YMCA	N/A	N/A	General donation	\$1,000.00
12/18/13	1917	Sigma Pi Educational Foundation	N/A	N/A	General donation	\$250.00
12/18/13	1918	Yeshiva Elementary School	N/A	N/A	General donation	\$380.00
01/02/14	1919	Manners Hospital Foundation	N/A	N/A	General donation	\$4,200.00
01/15/14	1920	Buffalo City Mission	N/A	N/A	General donation	\$2,500.00
01/15/14	1921	Irish Classical Theatre	N/A	N/A	General donation	\$3,000.00
01/21/14	1922	Carnegie Center of Columbia Tusculum	N/A	N/A	General donation	\$1,000.00
01/29/14	1923	Rock and Roll Hall of Fame and Museum	N/A	N/A	General donation	\$4,842.00
01/29/14	1924	Elmwood Franklin School, Buffalo, NY	N/A	N/A	General donation	\$1,000.00
01/31/14	1925	Miami Art Museum	N/A	N/A	General donation	\$2,000.00
02/11/14	1926	Buffalo Hearing & Speech Center Foundation	N/A	N/A	General donation	\$1,500.00
02/13/14	1927	Western New York United Against Drug & Alcohol Abuse	N/A	N/A	General donation	\$2,500.00
02/17/14	1928	Warrior Legacy Foundation's Wounded	N/A	N/A	General donation	\$250.00
02/24/14	1929	Founders Society	N/A	N/A	General donation	\$5,000.00
03/05/14	1930	Aurora Ice Association Inc	N/A	N/A	General donation	\$250.00
03/05/14	1931	Hospice Foundation of WNY	N/A	N/A	General donation	\$250.00
03/13/14	1932	Enactus	N/A	N/A	General donation	\$2,500.00
03/20/14	1933	Variety Kids Telethon	N/A	N/A	General donation	\$250.00
04/11/14	1934	Enactus	N/A	N/A	General donation	\$1,000.00
04/14/14	1935	Jatson Chumig Educational Corporation	N/A	N/A	General donation	\$3,000.00
04/14/14	1936	Tibetan Nuns Project	N/A	N/A	General donation	\$2,000.00
04/14/14	1937	Tibet Oral History Project	N/A	N/A	General donation	\$1,000.00
04/14/14	1938	Keys to Peace Inc	N/A	N/A	General donation	\$500.00
04/14/14	1939	Island Dolphin Care, Inc	N/A	N/A	General donation	\$2,000.00
04/14/14	1940	Tibet Fund	N/A	N/A	General donation	\$1,000.00
04/16/14	1941	Disabled American Veterans	N/A	N/A	General donation	\$500.00
04/16/14	1942	The Health Wagon	N/A	N/A	General donation	\$1,000.00
04/21/14	1943	St. Francis High School	N/A	N/A	General donation	\$1,889.90
04/25/14	1944	Mentoring Valuable Proteges, Inc , Miami Gardens, FL	N/A	N/A	General donation	\$5,000.00
04/29/14	1945	Smile Train	N/A	N/A	General donation	\$1,500.00
04/29/14	1946	Tibetan Nuns Project	N/A	N/A	General donation	\$882.40
04/29/14	1947	American Himalayan Foundation	N/A	N/A	General donation	\$1,000.00
05/01/14	1948	CHILDREN IN THE STREAM	N/A	N/A	General donation	\$1,500.00
05/02/14	1949	New Horizons Foundation	N/A	N/A	General donation	\$2,500.00
05/13/14	1950	Voices for Florida Keys Children, Inc	N/A	N/A	General donation	\$1,000.00
05/13/14	1951	Community Music School of Buffalo	N/A	N/A	General donation	\$1,524.75
						<b>\$202,094.05</b>

DreamCatcher Foundation, Inc.

5/31/13

FORM 990PF

	SHARES	BEG OF YEAR BOOK VALUE	END OF YEAR BOOK VALUE	END OF YEAR FAIR MKT VAL
<b>PART II - LINE 13 - OTHER INVESTMENTS</b>				
American Europacific Growth Fund	8,714.830	404,452	345,301	438,269
Cohen & Steers Global Realty Fund	2,132.472	83,638	83,638	105,835
Dodge & Cox Income Fund		0		
Goldman Sachs Absolute	13,528.137	116,000	121,000	127,435
Goldman Sachs Growth Fund	2,973.196	69,712	68,499	90,891
Guinness Atkinson Alternative Energy Fund		0		
Loomis Sayles High Income Fund	26,067.417	116,000	116,000	119,389
Pimco Emerging Local BD Fund	12,491.035	145,000	133,177	120,414
Pimco Foreign Bond Fund	12,208.173	111,300	126,300	128,064
Pimco Total Return Fund	34,347.544	731,000	390,349	376,106
Putnam Absolute Return	10,750.294	116,000	121,000	126,531
RS Global Natural	2,450.967	87,500	87,500	94,558
Schwab Advantage Cash Reserve Fund	78,275.970	105,444		
Southern Sun Small Cap Fund	2,401.081	40,284	33,639	73,257
T Rowe Price Emerging Markets Fund	5,811.343	132,212	132,212	195,319
T Rowe Price Mid-Cap Value Fund	2,834.225	65,679	59,118	90,525
TCW Select Equities Fund	10,734.201	182,918	161,240	266,101
US Global Investors Resources Fund		0		
Vanguard Inflation Protected Secs Fund		71,132		
Vanguard International Explorer Fund	5,757.774	92,086	82,694	112,104
Vanguard ST Investment Fund		0		
Vanguard Windsor II Fund	3,879.582	239,099	191,085	267,497
		2,909,457	2,252,754	2,732,294

**PART VIII, LINE 1, INFORMATION ABOUT OFFICERS, DIRECTORS**

(a) Name and address	(b) Title & avg. hrs/wk	(c) Compensation	(d) Contribution to Plans	(e) Expense Account
ROBERT E. RICH, JR. 81100 OLD HIGHWAY, ISLAMORADA, FL 33036	PRESIDENT AS NEEDED	\$0	\$0	\$0
MELINDA R. RICH 81100 OLD HIGHWAY, ISLAMORADA, FL 33036	FIRST VP AS NEEDED	0	0	0
KIMBERLY RICH LUPKIN 4717 RED OAK COURT, HAMBURG, NY 14075	VP/ASST SEC AS NEEDED	0	0	0
ROBERT E. RICH, III 68 LEXINGTON AVENUE, BUFFALO, NY 14222	VP/TREASURER AS NEEDED	0	0	0
THEODORE W. RICH C/O RICH PRODUCTS CORPORATION ONE ROBERT RICH WAY, BUFFALO, NY 14213	VP/SECRETARY AS NEEDED	0	0	0
BARNABY W. RICH 212 PRESTON STREET, ISLAMORADA, FL 33036	VP AS NEEDED	0	0	0