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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 06-01-2013 , and ending 05-31-2014

Name of foundation SHUREE ABRAMS FOUNDATION C/O PROPER & ASSOCIATES INC		A Employer identification number 34-6555203	
Number and street (or P O box number if mail is not delivered to street address) 3201 ENTERPRISE PKWY ROOM/SUITE 320		B Telephone number (see instructions) (216) 831-2475	
City or town, state or province, country, and ZIP or foreign postal code BEACHWOOD, OH 44122		C If exemption application is pending, check here ▶ ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 754,673		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
J Accounting method ☐ 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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	17,997	17,997		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	38,844			
	b Gross sales price for all assets on line 6a 465,576				
	7 Capital gain net income (from Part IV , line 2) . . .		38,844		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	56,841	56,841		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,200	4,200		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	272	272		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,574	5,574		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	10,046	10,046		0
	25 Contributions, gifts, grants paid	13,150			13,150
	26 Total expenses and disbursements. Add lines 24 and 25	23,196	10,046		13,150
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	33,645			
	b Net investment income (if negative, enter -0-)		46,795		
	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	9,898	11,557	11,557
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	454,469	524,812	726,062
	c	Investments—corporate bonds (attach schedule).	57,139	16,782	17,054
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ 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)	521,506	553,151	754,673	
Liabilities	17	Accounts payable and accrued expenses	2,200	200	
	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)	2,200	200	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	121,970	121,970	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	357,560	357,560	
	29	Retained earnings, accumulated income, endowment, or other funds	39,776	73,421	
	30	Total net assets or fund balances (see page 17 of the instructions)	519,306	552,951	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	521,506	553,151	

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	519,306
2	Enter amount from Part I, line 27a	2	33,645
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	552,951
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	552,951

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	38,844
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	12,335

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	15,029	634,347	0 023692
2011	20,085	588,353	0 034138
2010		592,369	
2009	800	538,035	0 001487
2008	17,765	621,538	0 028582

2	Total of line 1, column (d).	2	0 087899
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 021975
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	697,478
5	Multiply line 4 by line 3.	5	15,327
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	468
7	Add lines 5 and 6.	7	15,795
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	13,150

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	936
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	936
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	936
6 Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	600
d	Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.		7	600
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	13
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	349
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 ☐ Refunded ☐		11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OH _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of PROPER ASSOCIATES INC Telephone no (216) 831-2475 Located at 3201 ENTERPRISE PKWY STE 320 BEACHWOOD OH ZIP+4 44122			
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
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
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?			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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 No		
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		

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
VIVIEN COLLENS 3201 ENTERPRISE PKWY 320 BEACHWOOD, OH 44122	PRESIDENT 2 50	0	0	0
VIVIEN COLLENS 3201 ENTERPRISE PKWY 320 BEACHWOOD, OH 44122	SECY/TREAS 2 50	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

(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

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	
2	
3	
4	

Part IX-B

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	695,358
b	Average of monthly cash balances.	1b	12,741
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	708,099
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	708,099
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	10,621
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	697,478
6	Minimum investment return. Enter 5% of line 5.	6	34,874

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	34,874
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	936
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	936
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	33,938
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	33,938
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	33,938

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	13,150
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	13,150
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	13,150
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				33,938
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				1,262
b From 2009.				800
c From 2010.				
d From 2011.				20,143
e From 2012.				15,605
f Total of lines 3a through e.	37,810			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 13,150				
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).	 13,150			
d Applied to 2013 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	33,938			33,938
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	17,022			
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				0
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	17,022			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				3,872
e Excess from 2013. . . .				13,150

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

1a

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

b

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

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

DO NOT ACCEPT UNSOLICITED APPLICATIONS

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	13,150
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
VANGUARD BOND INDEX FUND	P	2012-10-03	2013-06-18
VANGUARD DIV APPRCIATION	P	2011-01-03	2013-07-25
BALL CORPORATION	P	2013-05-01	2014-05-02
ISHARES GOLD TRUST	P	2011-01-03	2013-06-01
VANGUARD DIV APPRCIATION	P	2011-06-01	2013-08-12
BALL CORPORATION	P	2013-05-01	2014-05-05
POWERSHS DB COMMDTY INDX	P	2011-06-01	2013-06-04
KINDER MORGAN MGMT LLC	P	2011-06-01	2013-06-30
VANGUARD FTSE ETF DEVELOPED	P	2011-06-01	2013-06-12
MCDONALDS CORP	P	2013-08-12	2013-11-15
VANGUARD BOND INDEX FUND	P	2011-06-01	2013-06-18
UNITED PARCEL SERVICE B	P	2013-07-15	2013-11-15
ISHARES MSCI GRIMNY IDX GERM	P	2012-10-03	2013-06-26
JANUS CAPITAL GROUP INC	P	2013-04-05	2014-01-03
PIMCO ETF	P	2013-02-06	2013-07-09
JANUS CAPITAL GROUP INC	P	2013-06-01	2014-01-06
SPDR S&P 500 ETF TR	P	2013-02-20	2013-07-22
PAYCHEX INC	P	2013-04-05	2014-01-15
VANGUARD REIT	P	2012-06-06	2013-06-26
MCCORMICK & CO INC	P	2013-07-01	2014-02-05
ISHARES TR RUSSELL 2000 ETF	P	2012-02-02	2013-07-01
MCCORMICK & CO INC	P	2013-07-01	2014-02-06
POWERSHS QQQ TRUST SER 1	P	2012-02-02	2013-07-01
ENBRIDGE ENERGY MGMT	P	2013-04-11	2014-02-24
ISHARES TR RUSSELL 2000 ETF	P	2012-02-02	2013-07-09
ENBRIDGE ENERGY MGMT	P	2013-04-11	2014-02-25
ISHARES TR TIPS	P	2011-09-27	2013-07-09
ENBRIDGE ENERGY MGMT	P	2013-04-11	2014-03-03
VANGUARD TOTAL STOCK	P	2011-06-01	2013-07-10
STAPLES INC	P	2013-06-01	2014-06-07

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
POWERSHS QQQ TRUST SER 1	P	2012-02-02	2013-07-15
BALL CORPORATION	P	2013-06-18	2014-05-05

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,673		4,846	-173
13,914		10,613	3,301
8,732		6,980	1,752
19,063		19,608	-545
35,031		26,643	8,388
7,234		5,772	1,462
21,482		22,925	-1,443
14,053		16,046	-1,993
22,198		22,088	110
14,913		15,009	-96
34,682		34,180	502
16,590		14,142	2,448
17,649		16,118	1,531
8,995		6,617	2,378
12,596		12,701	-105
10,229		7,415	2,814
21,157		19,053	2,104
15,269		12,186	3,083
17,855		16,587	1,268
6,219		6,910	-691
22,201		18,275	3,926
6,114		6,840	-726
25,507		21,739	3,768
5,434		5,671	-237
100		81	19
10,030		10,540	-510
17,598		18,113	-515
5		6	-1
22,751		17,011	5,740
15,169		17,369	-2,200

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
15,890		12,921	2,969
2,243		1,727	516

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-173
			3,301
			1,752
			-545
			8,388
			1,462
			-1,443
			-1,993
			110
			-96
			502
			2,448
			1,531
			2,378
			-105
			2,814
			2,104
			3,083
			1,268
			-691
			3,926
			-726
			3,768
			-237
			19
			-510
			-515
			-1
			5,740
			-2,200

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,969
			516

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BARNARD COLLEGE 3009 BROADWAY NEWYORK,NY 10027			EDUCATIONAL ASSISTANCE	100
TEMPLE BETH JACOB 344 GIDNEY AVE NEWBURGH,NY 12550			RELIGIOUS ENDEAVORS	2,500
ST LUKES HOSPITAL 70 DUBOIS ST NEWBURGH,NY 12550			MEDICAL CARE & SERVICES	1,750
SAFE HARBORS OF THE HUDSON 111 BROADWAY NEWBURGH,NY 12550			RITZ THEATRE RENOVATIONS ETC	100
SOCRATES SCULPTURE PARK PO BOX 6259 LONG ISLAND CITY,NY 11106			ARTS	1,000
BLAIR FUND PO BOX 600 BLAIRSTOWN,NJ 07825			EDUCATIONAL ASSISTANCE	25
DRAKE UNIVERSITY FUND 2507 UNIVERSITY AVE DES MOINES,IA 50311			EDUCATIONAL ASSISTANCE	25
HUDSON HIGHLANDS NATURE MUSEUM 120 MUSER DR CORNWALL,NY 12518			NATURE APPRECIATION	1,100
RITZ THEATER 1 SOUTH SECOND ST CLEARFIELD,PA 16830			ARTS	1,500
STORM KING ART CENTER 1 MUSEUM ROAD NEW WINDSOR,NY 12553			ARTS	1,900
ALS ASSOCIATION 42 BROADWAY STE 1724 NEWYORK,NY 10004			ALS RESEARCH	150
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVE NEWYORK,NY 10021			ARTS	150
SCENIC HUDSON INC 1 CIVIC CENTER PLAZA STE POUGHKEEPSIE,NY 12601			PROTECT AND RESTORE HUDSON RIVER	50
HISTORICAL SOCIETY NEWBURGH BAY 189 MONTGOMERY ST NEWBURGH,NY 12550			HISTORICAL PRESERVATION	100
BIRTHRIGHT ISRAEL FOUNDATION 33 E 33RD STREET 7TH FLR NEWYORK,NY 10016			STRENGTHEN JEWISH IDENTITY	50
Total  3a				13,150

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KOL YISRAEL 54 SOUTH STREET WESTBOROUGH,MA 01581			EDUCATION	500
DOWNING FILM CENTER 19 FRONT ST NEWBURGH,NY 12550			PRESENT INNOVATIVE & SPECIAL PROGRAM	250
OPEN SPACE INSTITUTE 1350 BROADWAY STE 201 NEWYORK,NY 10018			PRESERVE OPEN SPACES	25
FOOD BANK OF THE HUDSON VALLEY 195 HUDSON ST CORNWALLONHUDSON,NY 12520			FEEDING POOR & HUNGRY	100
WORLD MONUMENTS FUND 350 FIFTH AVE STE 2412 NEWYORK,NY 10118			PRESERVING MONUMENTS	50
LEARN LEAD 2500 VIRGINIA AVE NW WASHINGTON,DC 20037			PERSONAL DEVELOPMENT	100
ORANGE COUNTY LAND TRUST 23 WHITE OAK DRIVE PO BOX 269 SUGAR LOAF,NY 10981			LAND CONSERVATION	25
SIT STUDY ABROAD 1 KIPLING ROAD PO BOX 676 BRATTLEBORO,VT 05302			INTERCULTURAL STUDY	100
JEWISH COMMUNITY FEDERATION 1 FEDERATION WAY IRVINE,CA 92603			RELIGIOUS ENDEAVORS	1,500
Total			3a	13,150

TY 2013 Accounting Fees Schedule**Name:** SHUREE ABRAMS FOUNDATION

C/O PROPER & ASSOCIATES INC

EIN: 34-6555203

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & TAX RETURN PREPARAT	4,200	4,200		

TY 2013 Compensation Explanation

Name: SHUREE ABRAMS FOUNDATION
C/O PROPER & ASSOCIATES INC
EIN: 34-6555203

Person Name	Explanation
VIVIEN COLLENS	
VIVIEN COLLENS	

TY 2013 Distribution from Corpus Election

Name: SHUREE ABRAMS FOUNDATION

C/O PROPER & ASSOCIATES INC

EIN: 34-6555203

Election: TREATMENT OF UNUSED PRIOR YEAR CORPUS DISTRIBUTIONS
ELECTION UNDER IRC SECTION 4942(G)(3) AND REG. 53.4942(A)-3
(C)(2)(IV), THE NONOPERATING PRIVATE FOUNDATION ELECTS TO
TREAT AS A CURRENT DISTRIBUTION OUT OF CORPUS THE
FOLLOWING UNUSED PRIOR TAX YEAR'S DISTRIBUTIONS THAT
WERE TREATED AS CORPUS DISTRIBUTIONS IN SUCH PRIOR
TAXABLE YEARS: TAX YEAR AMOUNT 2007 14,638 2008 16,503
TREATMENT OF QUALIFYING DISTRIBUTIONS ELECTION UNDER IRC
SECTION 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE
NONOPERATING PRIVATE FOUNDATION ELECTS TO TREAT
CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE
IMMEDIATELY PRECEDING TAX YEAR'S UNIDISTRIBUTED
INCOME AS BEING MADE OUT OF: X CORPUS

**TY 2013 Investments Corporate
Bonds Schedule**

Name: SHUREE ABRAMS FOUNDATION
C/O PROPER & ASSOCIATES INC
EIN: 34-6555203

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS	16,782	17,054

**TY 2013 Investments Corporate
Stock Schedule****Name:** SHUREE ABRAMS FOUNDATION

C/O PROPER & ASSOCIATES INC

EIN: 34-6555203

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCKS	524,812	726,062

TY 2013 Other Expenses Schedule**Name:** SHUREE ABRAMS FOUNDATION

C/O PROPER & ASSOCIATES INC

EIN: 34-6555203

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK FEES	5,374	5,374		
OHIO FILING FEE	200	200		

TY 2013 Taxes Schedule

Name: SHUREE ABRAMS FOUNDATION
C/O PROPER & ASSOCIATES INC
EIN: 34-6555203

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	272	272		

TY 2013 GeneralDependencySmall**Name:** SHUREE ABRAMS FOUNDATION

C/O PROPER & ASSOCIATES INC

EIN: 34-6555203**Business Name or Person Name:****Taxpayer Identification Number:****Form, Line or Instruction
Reference:****Regulations Reference:****Description:** UNUSED CORPUS DISTRIBUTIONS

Attachment Information: YEAR ENDED: MAY 31, 2014 34-6555203 SHUREE ABRAMS
FOUNDATION C/O PROPER & ASSOCIATES INC 3201 ENTERPRISE
PKWY 320 BEACHWOOD, OH 44122 TREATMENT OF UNUSED PRIOR
YEAR CORPUS DISTRIBUTIONS ELECTION UNDER IRC SECTION
4942(G)(3) AND REG. 53.4942(A)-3(C)(2)(IV), THE NONOPERATING
PRIVATE FOUNDATION ELECTS TO TREAT AS A CURRENT
DISTRIBUTION OUT OF CORPUS THE FOLLOWING UNUSED PRIOR
TAX YEAR'S DISTRIBUTIONS THAT WERE TREATED AS CORPUS
DISTRIBUTIONS IN SUCH PRIOR TAXABLE YEARS: TAX YEAR
AMOUNT _____

_____/S/_____
NAME _____ TITLE _____

TY 2013 GeneralDependencySmall**Name:** SHUREE ABRAMS FOUNDATION

C/O PROPER & ASSOCIATES INC

EIN: 34-6555203**Business Name or Person Name:****Taxpayer Identification Number:****Form, Line or Instruction****Reference:****Regulations Reference:****Description:** QUALIFYING DISTRIBUTIONS

Attachment Information: YEAR ENDED: MAY 31, 2014 34-6555203 SHUREE ABRAMS
FOUNDATION C/O PROPER & ASSOCIATES INC 3201 ENTERPRISE
PKWY 320 BEACHWOOD, OH 44122 TREATMENT OF QUALIFYING
DISTRIBUTIONS ELECTION UNDER IRC SECTION 4942(H)(2) AND
REG. 53.4942(A)-3(D)(2), THE NONOPERATING PRIVATE
FOUNDATION ELECTS TO TREAT CURRENT YEAR QUALIFYING
DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX
YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF:
UNDISTRIBUTED INCOME FROM THE TAX YEARS ENDING: TAX
YEAR AMOUNT _____

CORPUS /S/_____
NAME_____
TITLE

Year Ended: May 31, 2014

34-6555203

SHUREE ABRAMS FOUNDATION
C/O PROPER & ASSOCIATES INC
3201 ENTERPRISE PKWY 320
BEACHWOOD, OH 44122

Treatment of Qualifying Distributions Election

Under IRC Section 4942(h)(2) and Reg. 53.4942(a)-3(d)(2), the nonoperating private foundation elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of:

☐ Undistributed income from the tax years ending:

Tax Year	Amount
_____	_____
_____	_____
_____	_____

☒ Corpus

/S/ _____

Name _____

Title _____

SHUREE ABRAMS FOUNDATION
C/O PROPER & ASSOCIATES INC
3201 ENTERPRISE PKWY 320
BEACHWOOD, OH 44122

Treatment of Unused Prior Year Corpus Distributions Election

Under IRC Section 4942(g)(3) and Reg. 53.4942(a)-3(c)(2)(iv), the nonoperating private foundation elects to treat as a current distribution out of corpus the following unused prior tax year's distributions that were treated as corpus distributions in such prior taxable years:

Tax Year	Amount
<u>2008</u>	<u>1,262</u>
<u>2009</u>	<u>800</u>
<u>2011</u>	<u>20,143</u>
<u>2012</u>	<u>11,733</u>

/S/ _____

Name _____

Title _____