Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

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

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

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013 , and ending JUN 30, 2014

Name of foundation: The Schocken Foundation, Inc.

A Employer identification number: 13-6167181

Number and street (or P O box number if mail is not delivered to street address): 11 Starbrook Drive

Room/suite:

B Telephone number: (617) 947-8150

City or town, state or province, country, and ZIP or foreign postal code: Barrington, RI 02806

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,945,991.

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

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

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

| | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | | | N/A | |
| | 2 Check ▶ ☒ if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 54. | 54. | | Statement 1 |
| | 4 Dividends and interest from securities | 68,054. | 68,054. | | Statement 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 453,925. | | | |
| | b Gross sales price for all assets on line 6a 3,079,704. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 453,925. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | | | | |
| | 12 **Total** Add lines 1 through 11 | 522,033. | 522,033. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0. | 0. | | 0. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees Stmt 3 | 68. | 34. | | 34. |
| | b Accounting fees Stmt 4 | 3,744. | 1,872. | | 1,872. |
| | c Other professional fees Stmt 5 | 8,000. | 4,000. | | 4,000. |
| | 17 Interest | | | | |
| | 18 Taxes Stmt 6 | 1,520. | 124. | | 250. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses Stmt 7 | 5,179. | 4,771. | | 408. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 18,511. | 10,801. | | 6,564. |
| | 25 Contributions, gifts, grants paid | 316,900. | | | 316,900. |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 335,411. | 10,801. | | 323,464. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | 186,622. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 511,232. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | N/A | |

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| | | **Part II** **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only | | Beginning of year (a) Book Value | End of year (b) Book Value | End of year (c) Fair Market Value |
|---|---|---|---|---|---|---|
| Assets | 1 | Cash - non-interest-bearing | | | | |
| | 2 | Savings and temporary cash investments | | 324,750. | 249,239. | 249,239. |
| | 3 | Accounts receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 4 | Pledges receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons | | | | |
| | 7 | Other notes and loans receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10a | Investments - U.S. and state government obligations | Stmt 8 | 475,769. | 33,339. | 33,793. |
| | b | Investments - corporate stock | Stmt 9 | 1,341. | 935,232. | 970,139. |
| | c | Investments - corporate bonds | Stmt 10 | 85,005. | 401,946. | 404,398. |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | | |
| | | Less accumulated depreciation ▶ | | | | |
| | 12 | Investments - mortgage loans | | | | |
| | 13 | Investments - other | Stmt 11 | 1,809,163. | 1,262,894. | 1,288,422. |
| | 14 | Land, buildings, and equipment: basis ▶ | | | | |
| | | Less accumulated depreciation ▶ | | | | |
| | 15 | Other assets (describe ▶ ) | | | | |
| | 16 | **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1) | | 2,696,028. | 2,882,650. | 2,945,991. |
| 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 | | | | |
| | 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 ▶ ☐ 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 | | 0. | 0. | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | 0. | 0. | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | 2,696,028. | 2,882,650. | |
| | 30 | **Total net assets or fund balances** | | 2,696,028. | 2,882,650. | |
| | 31 | **Total liabilities and net assets/fund balances** | | 2,696,028. | 2,882,650. | |

## 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 | 2,696,028. |
| 2 | Enter amount from Part I, line 27a | 2 | 186,622. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 2,882,650. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 2,882,650. |

## 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 | | | | |
| b | See Attached Statements | | | |
| 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 | 3,079,704. | | 2,625,779. | 453,925. |

| | 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 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | 453,925. |

| | | | |
|---|---|---|---|
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 453,925. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 | | 3 | N/A |

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

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

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

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

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|---|---|---|
| 2012 | 302,697. | 2,971,969. | .101851 |
| 2011 | 254,329. | 2,966,847. | .085724 |
| 2010 | 268,399. | 3,118,613. | .086064 |
| 2009 | 233,076. | 2,688,854. | .086682 |
| 2008 | 219,922. | 1,782,189. | .123400 |

| | | |
|---|---|---|
| 2 **Total** of line 1, column (d) | 2 | .483721 |
| 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 | .096744 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 2,882,429. |
| 5 Multiply line 4 by line 3 | 5 | 278,858. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 5,112. |
| 7 Add lines 5 and 6 | 7 | 283,970. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 323,464. |

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

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

| | | | | |
|---|---|---|---|---|
| **1a** Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1.<br>Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)** | | | | |
| **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b | | | 1 | 5,112. |
| **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | | |
| **2** Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | 2 | 0. |
| **3** Add lines 1 and 2 | | | 3 | 5,112. |
| **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 | 5,112. |
| **6** Credits/Payments: | | | | |
| **a** 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 2,004. | | |
| **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 | 2,004. |
| **8** Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached | | | 8 | |
| **9** **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | | 9 | 3,108. |
| **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

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

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

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

Website address ▶ none

14 The books are in care of ▶ Nathan Rome Telephone no. ▶ (617) 947-8150

Located at ▶ c/o 11 Starbrook Drive, Barrington, RI ZIP+4 ▶ 02806

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

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

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

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

**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? | ☐ 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)? | N/A | 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 | | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | | | |
| a | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? | ☐ Yes ☒ No | | | |
| | If "Yes," list the years ▶ ____, ____, ____, ____ | | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) | N/A | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____ | | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | ☐ Yes ☒ No | | | |
| b | If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* | N/A | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | | 4b | | X |

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

**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **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? N/A ☐ 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 (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? N/A **7b**

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| See Statement 12 | | 0. | 0. | 0. |

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

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

**Total** number of other employees paid over $50,000 ▶ 0

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

**Total** number of others receiving over $50,000 for professional services ▶ 0

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

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

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|---|
| 1 N/A | |
| 2 | |
| All other program-related investments. See instructions.<br>3 | |
| **Total.** Add lines 1 through 3 ▶ | 0. |

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

| | | | | | |
|---|---|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | | | |
| a | Average monthly fair market value of securities | | | 1a | 2,811,981. |
| b | Average of monthly cash balances | | | 1b | 114,343. |
| c | Fair market value of all other assets | | | 1c | |
| d | **Total** (add lines 1a, b, and c) | | | 1d | 2,926,324. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | | | 2 | 0. |
| 3 | Subtract line 2 from line 1d | | | 3 | 2,926,324. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | | | 4 | 43,895. |
| 5 | **Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4 | | | 5 | 2,882,429. |
| 6 | **Minimum investment return**. Enter 5% of line 5 | | | 6 | 144,121. |

## 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 | 144,121. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 5,112. | | |
| b | Income tax for 2013. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 5,112. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 139,009. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | 0. |
| 5 | Add lines 3 and 4 | | | 5 | 139,009. |
| 6 | Deduction from distributable amount (see instructions) | | | 6 | 0. |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | | 7 | 139,009. |

## 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 | 323,464. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 323,464. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 5,112. |
| 6 | **Adjusted qualifying distributions**. Subtract line 5 from line 4 | 6 | 318,352. |

**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)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|---|---|---|---|---|---|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | | 139,009. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | | |
| a Enter amount for 2012 only | | | | 0. | |
| b Total for prior years: ______ , ______ , ______ | | | 0. | | |
| 3 Excess distributions carryover, if any, to 2013: | | | | | |
| a From 2008 | 132,857. | | | | |
| b From 2009 | 99,778. | | | | |
| c From 2010 | 115,014. | | | | |
| d From 2011 | 108,244. | | | | |
| e From 2012 | 157,473. | | | | |
| f **Total** of lines 3a through e | | 613,366. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ | 323,464. | | | | |
| a Applied to 2012, but not more than line 2a | | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | | 0. | | | |
| d Applied to 2013 distributable amount | | | | | 139,009. |
| e Remaining amount distributed out of corpus | | 184,455. | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).) | | 0. | | | 0. |
| 6 **Enter the net total of each column as indicated below:** | | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | 797,821. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | | 0. | | |
| e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr. | | | | 0. | |
| f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 | | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | | 0. | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 | | 132,857. | | | |
| 9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a | | 664,964. | | | |
| 10 Analysis of line 9: | | | | | |
| a Excess from 2009 | 99,778. | | | | |
| b Excess from 2010 | 115,014. | | | | |
| c Excess from 2011 | 108,244. | | | | |
| d Excess from 2012 | 157,473. | | | | |
| e Excess from 2013 | 184,455. | | | | |

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

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

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

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | (e) Total |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon:<br>a "Assets" alternative test - enter:<br>(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:<br>(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).)

None

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:

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

c Any submission deadlines:

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

## Part XV Supplementary Information (continued)

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

| Recipient<br>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* | | | | |
| American Support for Israel<br>P.O. Box 3263<br>Washington, DC 20010 | | Public charity | To support climbing project to promote Israeli-Arab peace | 10,000. |
| American Friends of Hand in Hand<br>P.O. Box 80102<br>Portland, OR 97280 | | Public charity | To support Israeli-Arab coeducation | 25,000. |
| American Friends of Tzohar<br>1417 Coney Island Avenue<br>Brooklyn, NY 11230 | | Public charity | To support rock climbing for children with disabilities | 14,400. |
| American Friends of the Jaffa Institute<br>171-06 76th Avenue<br>Flushing, NY 11366 | | Public charity | To suppot to faciliate interaction between Jewish, Muslim and Christian elementary school students | 20,000. |
| Friends of Sheba Medical Center<br>2566 Overland Avenue, Ste 670<br>Los Angeles, CA 90064 | | Public charity | To support translators and research assistants at Sheba Medical Center | 15,000. |
| Total | See continuation sheet(s) | | ▶ 3a | 316,900. |
| b *Approved for future payment*<br>None | | | | |
| | | | | |
| | | | | |
| Total | | | ▶ 3b | 0. |

** See Purpose of Grant continuations

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 54. | |
| 4 Dividends and interest from securities | | | 14 | 68,054. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 453,925. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 522,033. | 0. |

13 **Total.** Add line 12, columns (b), (d), and (e) 13 522,033.

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

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

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

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

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

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

| **(a)** Line no | **(b)** Amount involved | **(c)** Name of noncharitable exempt organization | **(d)** Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | N/A | |
| | | | |
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2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign Here**

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

▶ 10/12/14 ▶ Treasurer

Signature of officer or trustee Date Title

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self- employed | PTIN |
|---|---|---|---|---|
| Michael B. Sedgwick | | 09/18/14 | | P00188465 |

Firm's name ▶ Sedgwick & Company

Firm's EIN ▶ 95-4051410

Firm's address ▶ 11601 Wilshire Boulevard, Suite 500
Los Angeles, CA 90025

Phone no. (310) 395-8655

The Schocken Foundation, Inc.

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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 | US Treasury Infl Indx 1.875% | P | 10/09/09 | 07/15/13 |
| b | Royce Global Value Trust-cash in lieu of fraction | P | Various | 10/18/13 |
| c | Lafayette LA Pub Impt Bond | P | 12/30/10 | 12/20/13 |
| d | US Treasury Infl Indx 1.625% | P | 12/10/10 | 12/20/13 |
| e | US Treasury Infl Indx 2.00% | P | Various | 01/15/14 |
| f | US Treasury Infl Indx Notes 1.25% | P | 01/06/10 | 04/15/14 |
| g | American Mutual Fund-22,167.707 shares | P | Various | 05/06/14 |
| h | Blackrock Global Opportunities Fund-10,001.903 sh | P | Various | 05/05/14 |
| i | FPA Capital Fund Inc.-6,401.812 shares | P | Various | 05/05/14 |
| j | FPA Capital Fund Inc.-916.897 shares | P | Various | 05/05/14 |
| k | FPA New Income Fund-31,419.409 shares | P | Various | 05/05/14 |
| l | IVA International Fund-651.089 shares | P | Various | 05/05/14 |
| m | IVA International Fund-14,977.519 shares | P | Various | 05/05/14 |
| n | Oppenheimer Limited Term Municipal Fund-14,272.70 | P | Various | 05/05/14 |
| o | Wells Fargo & Co-1,100 shares | P | 04/30/81 | 05/07/14 |

| | (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 | 50,683. | | 52,854. | <2,171.> |
| b | 14. | | | 14. |
| c | 21,250. | | 21,775. | <525.> |
| d | 30,072. | | 29,819. | 253. |
| e | 113,651. | | 120,101. | <6,450.> |
| f | 27,680. | | 28,710. | <1,030.> |
| g | 786,462. | | 554,977. | 231,485. |
| h | 138,026. | | 121,251. | 16,775. |
| i | 297,748. | | 245,158. | 52,590. |
| j | 42,645. | | 39,793. | 2,852. |
| k | 322,992. | | 348,972. | <25,980.> |
| l | 11,439. | | 11,029. | 410. |
| m | 263,156. | | 230,754. | 32,402. |
| n | 202,423. | | 206,241. | <3,818.> |
| o | 54,509. | | 1,341. | 53,168. |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| | (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 | | | | <2,171.> |
| b | | | | 14. |
| c | | | | <525.> |
| d | | | | 253. |
| e | | | | <6,450.> |
| f | | | | <1,030.> |
| g | | | | 231,485. |
| h | | | | 16,775. |
| i | | | | 52,590. |
| j | | | | 2,852. |
| k | | | | <25,980.> |
| l | | | | 410. |
| m | | | | 32,402. |
| n | | | | <3,818.> |
| o | | | | 53,168. |

| | | | |
|---|---|---|---|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 } | 2 | |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 | 3 | |

The Schocken Foundation, Inc.

Continuation for 990-PF, Part IV
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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 | Pennsylvania St Taxable Bond | P | 12/30/10 | 05/08/14 |
| b | Royce Global Value-1,427 shares | P | Various | 05/08/14 |
| c | Royce Value Trust Inc.-10,000 shares | P | Various | 05/08/14 |
| d | Wells Fargo Bank CD | P | 03/13/12 | 05/08/14 |
| e | Abbvie Inc.-63 shares | P | 05/09/14 | 05/28/14 |
| f | Oppenheimer Limited Term Municipal Fund-50.174 sh | P | Various | 06/02/14 |
| g | US Treasury Infl Indx 2.00% | P | 01/06/10 | 06/02/14 |
| h | US Treasury Infl Indx 1.625% | P | 01/06/10 | 06/02/14 |
| i | US Treasury Infl Indx 2.00% | P | 01/06/10 | 06/02/14 |
| j | General Electric Capital Corp 3.5% Notes | P | 04/17/12 | 06/10/14 |
| k | Wells Fargo & Co Mid Term Notes | P | 07/26/10 | 06/12/14 |
| l | Colgate-Palmolive Co-55 shares | P | 05/09/14 | 06/09/14 |
| m | Oracle Corporation-86 shares | P | 05/09/14 | 06/09/14 |
| n | Electrolux AB ADR-59 shares | P | 05/09/14 | 06/09/14 |
| o | Volkswagen AG ADR-429 shares | P | 05/09/14 | 06/13/14 |

| | (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 | 26,777. | | 25,375. | 1,402. |
| b | 12,803. | | 12,807. | <4.> |
| c | 155,749. | | 105,036. | 50,713. |
| d | 194,500. | | 200,000. | <5,500.> |
| e | 3,385. | | 3,222. | 163. |
| f | 720. | | 713. | 7. |
| g | 37,851. | | 39,588. | <1,737.> |
| h | 50,423. | | 51,309. | <886.> |
| i | 44,007. | | 43,930. | 77. |
| j | 35,043. | | 35,005. | 38. |
| k | 48,365. | | 50,000. | <1,635.> |
| l | 3,718. | | 3,679. | 39. |
| m | 3,585. | | 3,537. | 48. |
| n | 2,889. | | 3,172. | <283.> |
| o | 22,360. | | 22,246. | 114. |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| | (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 | | | | 1,402. |
| b | | | | <4.> |
| c | | | | 50,713. |
| d | | | | <5,500.> |
| e | | | | 163. |
| f | | | | 7. |
| g | | | | <1,737.> |
| h | | | | <886.> |
| i | | | | 77. |
| j | | | | 38. |
| k | | | | <1,635.> |
| l | | | | 39. |
| m | | | | 48. |
| n | | | | <283.> |
| o | | | | 114. |

| | | | |
|---|---|---|---|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 } | 2 | |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 | 3 | |

Continuation for 990-PF, Part IV

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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 | Ebay Inc.-57 shares | P | 05/09/14 | 06/24/14 |
| b | IBM-55 shares | P | 05/09/14 | 06/24/14 |
| c | Capital Gains Dividends | | | |
| d | | | | |
| e | | | | |
| f | | | | |
| g | | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | (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 | 2,828. | | 2,921. | <93.> |
| b | 10,050. | | 10,464. | <414.> |
| c | 61,901. | | | 61,901. |
| d | | | | |
| e | | | | |
| f | | | | |
| g | | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| | (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 | | | | <93.> |
| b | | | | <414.> |
| c | | | | 61,901. |
| d | | | | |
| e | | | | |
| f | | | | |
| g | | | | |
| h | | | | |
| i | | | | |
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|---|---|---|---|
| 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 | 453,925. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | 3 | N/A |

**Part XV** Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| Jewish Federation of North America<br>25 Broadway, Ste. 1700<br>New York, NY 10004 | | Public charity | To support rehabilitation center for wounded young adults in kibbutz Harduf in the Galilee | 10,000. |
| Jewish Reconstructionist Camping Corporation/Camp JRF<br>101 Greenwood Avnue, Ste 430<br>Jenkintown, PA 19046 | | Public charity | To support the building of an eco-village at Camp JRF | 20,000. |
| New Israel Fund<br>330 7th Avenue, 11th Floor<br>New York, NY 10001 | | Public charity | To support re-entry of ultra-orthodox Jews into civilian society in Israel, to support gallery, to support | 45,000. |
| The Central Fund of Israel<br>980 6th Avenue<br>New York, NY 10018 | | Public charity | To support theraputic activities for children with special needs | 20,000. |
| PEF Israel Endowment Fund<br>317 Madison Avenue, Ste.607<br>New York, NY 10017 | | Public charity | To support music education for children on Ethiopian descent, to support therapy for families that have had | 85,000. |
| US Friends for the Van Leer Jerusalem Institute<br>1560 Sherman Avenue, Ste 440<br>Evanston, IL 60201 | | Public charity | To support access to higher education for Arabs in Israel | 10,000. |
| The Jerusalem Foundation<br>420 Lexington Avenue, Ste. 1645<br>New York, NY 10170 | | Public charity | To support the introduction of classical music to children | 10,000. |
| United Israel Appeal of UJF<br>25 Broadway, Ste. 1700<br>New York, NY 10004 | | Public charity | To support science lectures at the Basha'ar Academic Community | 10,000. |
| RI Community Food Bank<br>200 Niantic Ave<br>Providence, RI 02907 | | Public charity | To support meals for children in poverty and education for adults in poverty in RI | 10,000. |
| GGRC<br>182 Upland Road<br>Cambridge, MA 02140 | | Public charity | To support the launch of Malden High School Crew | 12,500. |
| **Total from continuation sheets** | | | | 232,500. |

**Part XV** **Supplementary Information**

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

Name of Recipient - New Israel Fund

To support re-entry of ultra-orthodox Jews into civilian society in Israel, to support gallery, to support Israeli Arabs access to the new media, to support higher education for marginalized women.

Name of Recipient - PEF Israel Endowment Fund

To support music education for children on Ethiopian descent, to support therapy for families that have had a victim of sexual abuse, to support family counseling services, to support people with disabilities transitioning from group homes to the workplace, to support after-school program for children in Kiryat Bialik, to support a cycling program to troubled youth, to support physical therapy rehab for psychiatric patients, to support children with High Functioning Autistic Spectrum Disorder.

## Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

| Source | (a) Revenue Per Books | (b) Net Investment Income | (c) Adjusted Net Income |
|---|---|---|---|
| Veris Wealth Partners | 45. | 45. | |
| Wells Fargo (925) | 9. | 9. | |
| Total to Part I, line 3 | 54. | 54. | |

## Form 990-PF Dividends and Interest from Securities Statement 2

| Source | Gross Amount | Capital Gains Dividends | (a) Revenue Per Books | (b) Net Investment Income | (c) Adjusted Net Income |
|---|---|---|---|---|---|
| Wells Fargo (925) and Veris Wealth Partners | 129,955. | 61,901. | 68,054. | 68,054. | |
| To Part I, line 4 | 129,955. | 61,901. | 68,054. | 68,054. | |

## Form 990-PF Legal Fees Statement 3

| Description | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| Legal fees | 68. | 34. | | 34. |
| To Fm 990-PF, Pg 1, ln 16a | 68. | 34. | | 34. |

Form 990-PF Accounting Fees Statement 4

| Description | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| Accounting fees | 3,744. | 1,872. | | 1,872. |
| To Form 990-PF, Pg 1, ln 16b | 3,744. | 1,872. | | 1,872. |

Form 990-PF Other Professional Fees Statement 5

| Description | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| Administrative assistance | 8,000. | 4,000. | | 4,000. |
| To Form 990-PF, Pg 1, ln 16c | 8,000. | 4,000. | | 4,000. |

Form 990-PF Taxes Statement 6

| Description | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| New York Attorney General fees | 250. | 0. | | 250. |
| Federal Excise Tax | 1,146. | 0. | | 0. |
| Foreign taxes withheld on dividends | 124. | 124. | | 0. |
| To Form 990-PF, Pg 1, ln 18 | 1,520. | 124. | | 250. |

## Form 990-PF Other Expenses Statement 7

| Description | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| Dues and conferences | 725. | 362. | | 363. |
| Office supplies and expenses | 89. | 44. | | 45. |
| Bank and investment fees | 4,365. | 4,365. | | 0. |
| To Form 990-PF, Pg 1, ln 23 | 5,179. | 4,771. | | 408. |

## Form 990-PF U.S. and State/City Government Obligations Statement 8

| Description | U.S. Gov't | Other Gov't | Book Value | Fair Market Value |
|---|---|---|---|---|
| Municipal Bonds | | X | 33,339. | 33,793. |
| Total U.S. Government Obligations | | | | |
| Total State and Municipal Government Obligations | | | 33,339. | 33,793. |
| Total to Form 990-PF, Part II, line 10a | | | 33,339. | 33,793. |

## Form 990-PF Corporate Stock Statement 9

| Description | Book Value | Fair Market Value |
|---|---|---|
| Corporate Stock-see attached schedule for details | 935,232. | 970,139. |
| Total to Form 990-PF, Part II, line 10b | 935,232. | 970,139. |

Form 990-PF Corporate Bonds Statement 10

| Description | Book Value | Fair Market Value |
|---|---|---|
| Corporate Bonds-see attached schedule for details | 401,946. | 404,398. |
| Total to Form 990-PF, Part II, line 10c | 401,946. | 404,398. |

Form 990-PF Other Investments Statement 11

| Description | Valuation Method | Book Value | Fair Market Value |
|---|---|---|---|
| Mutual Funds-see attached schedule for details | COST | 1,242,144. | 1,267,672. |
| Boston Community Capital | COST | 20,750. | 20,750. |
| Total to Form 990-PF, Part II, line 13 | | 1,262,894. | 1,288,422. |

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 12

| Name and Address | Title and Avrg Hrs/Wk | Compen-sation | Employee Ben Plan Contrib | Expense Account |
|---|---|---|---|---|
| Shimon Schocken<br>15 Hatamar Street<br>Raanana, ISRAEL 43571 | President, Secretary<br>1.00 | 0. | 0. | 0. |
| Nathan Rome<br>12 Reservoir Street<br>Wincherster, MA 01890 | Treasurer<br>1.00 | 0. | 0. | 0. |
| Naomi Landau<br>16 Rehov Menashe<br>Jerusalem, ISRAEL 93508 | Director<br>1.00 | 0. | 0. | 0. |
| Hillel Schocken<br>87 Haim Levanon Street<br>Tel Aviv, ISRAEL 69345 | Director<br>1.00 | 0. | 0. | 0. |
| Noa Mendels<br>18 Harimon Street<br>Moza Ilit, ISRAEL 90820 | Director<br>1.00 | 0. | 0. | 0. |
| Totals included on 990-PF, Page 6, Part VIII | | 0. | 0. | 0. |

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| (Symbol) as of June 30, 2014 | Quantity June 30, 2014 | Price per Unit June 30, 2014 | Total Cost Basis | Total Value June 1, 2014 | Total Value June 30, 2014 | Unrealized Gain (Loss) June 30, 2014 |
|---|---|---|---|---|---|---|
| **Stocks** ***31% of holdings*** | | | | | | |
| ISHARES MSCI KLD 400 SOCIAL INDEX FD (DSI ) | 7,200.000 | $73.110 | $503,647.92 | $518,256.00 | $526,392.00 | $ 22,744.08 |
| VANGUARD INDEX FDS VANGUARD REIT ETF<br>FORMERLY VANGUARD INDEX TR TO 05/24/01<br>REIT VIPER SHS (VNQ ) | 1,524.000 | 74.840 | 112,013.85 | 113,827.56 | 114,056.16 | 2,042.31 |
| **Subtotal of Stocks** | | | **615,661.77** | | **640,448.16** | **24,786.39** |
| **Bonds** ***2% of holdings*** | | | | | | |
| MASSACHUSETTS ST FED HWY FEDERAL HWY<br>02 98300% 12/15/2015<br>FIXED COUPON<br>MOODYS Aa1 S&P AAA<br>SEMIANNUALLY<br>EXTRAORDINARY CALL<br>MAKE WHOLE CALL<br>AI. $33.14<br>EAI: $745.74<br>CUSIP· 57583PEM7 | 25,000.000 | 103.170 | 25,104.46*Bt* | 25,844.00 | 25,792.50 | 688.04 |

**676-254812** THE SCHOCKEN FOUNDATION INC

| (Symbol) as of June 30, 2014 | Quantity June 30, 2014 | Price per Unit June 30, 2014 | Total Cost Basis | Total Value June 1, 2014 | Total Value June 30, 2014 | Unrealized Gain (Loss) June 30, 2014 |
|---|---|---|---|---|---|---|
| CALVERT SOCIAL INVT FNDTN<br>1 00000% 05/15/2017<br>FIXED COUPON<br>ANNUALLY<br>AI: $9.11<br>EAI. $78 89<br>CUSIP. 13161G5X6 | 8,000.000 | 100.000 | 8,000.00*B* | 8,000.00 | 8,000.00 | 0.00 |
| **Subtotal of Bonds** | | | **33,104.46** | | **33,792.50** | **688.04** |
| **Mutual Funds** ***61% of holdings*** | | | | | | |
| DFA INTERNATIONAL SUSTAIN CORE 1 PORT (DFSPX ) | 50,759.963 | 10.320 | 510,284.20 | 516,537.31 | 523,842.81 | 13,558.61 |
| EAI: $13,923.46, EY: 2 66% | | | | | | |
| PAX WORLD GLB ENVIR MARKETS INSTL (PGINX ) | 8,940.463 | 13.110 | 113,514.08 | 114,824.26 | 117,209.46 | 3,695.38 |
| EAI. $2,409.87, EY: 2.06% | | | | | | |
| PAX WORLD HIGH YIELD BOND INSTITL CL (PXHIX ) | 14,690.140 | 7.670 | 112,232.67 | 112,000.00 | 112,673.37 | 440.70 |
| EAI. $6,882.85, EY: 6.11% | | | | | | |
| PAX WORLD SMALL CAP FUND INSTL (PXSIX ) | 8,414.426 | 14.290 | 113,772.11 | 115,398.95 | 120,242.14 | 6,470.03 |
| EAI: $1,332 28, EY. 1.11% | | | | | | |
| TEMPLETON GLOBAL BOND ADVISOR CLASS (TGBAX ) | 8,538.146 | 13.310 | 112,279.36 | 113,107.22 | 113,642.72 | 1,363.36 |
| EAI· $4,122 22, EY 3 63% | | | | | | |
| VANGUARD SHORT TERM FEDERAL INVESTOR (VSGBX ) | 26,027.988 | 10.760 | 280,061.21 | 280,260.22 | 280,061.15 | - 0.06 |
| EAI: $1,587.69, EY: 0.57% | | | | | | |
| **Subtotal of Mutual Funds** | | | **1,242,143.63** | | **1,267,671.65** | **25,528.02** |
| **Core Account** ***6% of holdings*** | | | | | | |
| CASH | 125,752.430 | 1.000 | not applicable | 124,082.91 | 125,752.43 | not applicable |

| (Symbol) as of June 30, 2014 | Quantity June 30, 2014 | Price per Unit June 30, 2014 | Total Cost Basis | Total Value June 1, 2014 | Total Value June 30, 2014 | Unrealized Gain (Loss) June 30, 2014 |
|---|---|---|---|---|---|---|
| **Subtotal of Core Account** | | | | | 125,752.43 | |
| **Total** | | | $ 1,890,909.86 | | $2,067,664.74 | $ 51,002.45 |

*All positions held in cash account unless indicated otherwise*

*B - See Additional Information and Endnotes for important information about the adjusted cost basis information provided*

*t - Third-party provided*

*Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments See last page of statement for details Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable.*

*-- not available*

***AI (Accrued Interest)** - Presented for domestic fixed income securities and represents interest accumulated since the last coupon date, but not yet paid by the issuer or received by NFS. AI is calculated for the following securities fixed rate bonds and Certificates of Deposit (CDs).* **There is no guarantee that AI will be paid by the issuer.** *AI for treasury and GNMA securities, however, is backed by the full faith and credit of the United States Government AI totals represent accruals for only those securities with listed AI in the Holdings section of this statement. Please refer to the Help/Glossary section of Fidelity com for additional information.*

***Estimated Annual Income (EAI) & Estimated Yield (EY)** - EAI is an estimate of annual income for a specific security position over the next rolling 12 months. EY is calculated by dividing the current EAI for a security position by its statement closing date market value. EY reflects only the income generated by an investment; it does not reflect changes in its price, which may fluctuate. For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions. There is no guarantee that your investments will actually generate the EAI or EY presented. Actual income and yield might be lower or higher. EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security* ***For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.***

**676-254813** THE SCHOCKEN FOUNDATION INC
Separate Account Manager: DANA INVESTMENT ADVISORS - INTERMEDIATE FIXED INCOME

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*800-544-6666 Brokerage Accounts carried with National Financial Services LLC, Member NYSE, SIPC*

| (Symbol) as of June 30, 2014 | Quantity June 30, 2014 | Price per Unit June 30, 2014 | Total Cost Basis | Total Value June 1, 2014 | Total Value June 30, 2014 | Unrealized Gain (Loss) June 30, 2014 |
|---|---|---|---|---|---|---|
| **Bonds *81% of holdings*** | | | | | | |
| UNITED STATES TREAS NTS<br>2 50000% 07/15/2016<br>INFL. FACTOR = 1 17378<br>FIXED COUPON<br>MOODYS Aaa<br>SEMIANNUALLY<br>CUSIP: 912828FL9 | 30,000.000 | $108.516 | $36,305.34*Bt* | $38,137.59 | $38,212.17 | $ 1,906.83 |
| WESTERN UN CO SR GLBL NT<br>5.93000% 10/01/2016<br>FIXED COUPON<br>MOODYS Baa2 S&P BBB<br>SEMIANNUALLY<br>MAKE WHOLE CALL<br>AI $370 62<br>EAI $1,482 50<br>CUSIP. 959802AB5 | 25,000.000 | 109.770 | 27,605.18*B* | | 27,442.50 | - 162.68 |
| UNITED STATES TREAS NTS<br>2.37500% 01/15/2017<br>INFL FACTOR = 1 17545<br>FIXED COUPON<br>MOODYS Aaa<br>SEMIANNUALLY<br>CUSIP: 912828GD6 | 25,000.000 | 109.398 | 32,055.80*B* | | 32,147.96 | 92.16 |

[redacted]

**676-254813** THE SCHOCKEN FOUNDATION INC

Separate Account Manager: DANA INVESTMENT ADVISORS - INTERMEDIATE FIXED INCOME

| (Symbol) as of June 30, 2014 | Quantity June 30, 2014 | Price per Unit June 30, 2014 | Total Cost Basis | Total Value June 1, 2014 | Total Value June 30, 2014 | Unrealized Gain (Loss) June 30, 2014 |
|---|---|---|---|---|---|---|
| MERRILL LYNCH CO INC MTN BE<br>6 40000% 08/28/2017<br>FIXED COUPON<br>MOODYS Baa2 S&P A-<br>SEMIANNUALLY<br>AI· $537.78<br>EAI: $1,600 00<br>CUSIP: 59018YJ69 | 25,000.000 | 114.228 | 28,599.09*B* | | 28,557.00 | - 42.09 |
| UNITED STATES TREAS NTS<br>3.50000% 02/15/2018<br>FIXED COUPON<br>MOODYS Aaa<br>SEMIANNUALLY<br>AI: $328.73<br>EAI: $875.00<br>CUSIP· 912828HR4 | 25,000.000 | 108 320 | 27,100.05*B* | | 27,080.00 | - 20.05 |
| ASSOCIATES CORP NORTH AMER<br>6.95000% 11/01/2018<br>FIXED COUPON<br>MOODYS Baa2 S&P A-<br>SEMIANNUALLY<br>AI $289 58<br>EAI: $1,737 50<br>CUSIP 046003JU4 | 25,000.000 | 119.424 | 29,858.92*B* | | 29,856.10 | - 2.82 |
| MEADWESTVACO CORP MAKE WHOLE<br>07 37500% 09/01/2019<br>FIXED COUPON<br>MOODYS Baa3 S&P BBB<br>SEMIANNUALLY<br>MAKE WHOLE CALL<br>AI· $737.50<br>EAI. $2,212 50<br>CUSIP: 583334AE7 | 30,000 000 | 121 021 | 36,203.41*B* | 36,438.30 | 36,306.30 | 102.89 |
| UNITED STATES TREAS NTS<br>3.37500% 11/15/2019<br>FIXED COUPON<br>MOODYS Aaa<br>SEMIANNUALLY<br>AI· $107 76<br>EAI $843 74<br>CUSIP 912828LY4 | 25,000 000 | 108.656 | 27,127.03*B* | | 27,164.00 | 36.97 |

**676-254813** THE SCHOCKEN FOUNDATION INC

Separate Account Manager: DANA INVESTMENT ADVISORS - INTERMEDIATE FIXED INCOME

| (Symbol) as of June 30, 2014 | Quantity June 30, 2014 | Price per Unit June 30, 2014 | Total Cost Basis | Total Value June 1, 2014 | Total Value June 30, 2014 | Unrealized Gain (Loss) June 30, 2014 |
|---|---|---|---|---|---|---|
| MORGAN STANLEY NOTES<br>05.50000% 01/26/2020<br>FIXED COUPON<br>MOODYS Baa2 S&P A-<br>SEMIANNUALLY<br>MAKE WHOLE CALL<br>AI $592.01<br>EAI: $1,375 00<br>CUSIP. 61747YCM5 | 25,000.000 | 114.457 | 28,518.22*B* |  | 28,614.25 | 96.03 |
| UNITED STATES TREAS NTS<br>2.62500% 08/15/2020<br>FIXED COUPON<br>MOODYS Aaa<br>SEMIANNUALLY<br>AI. $246.55<br>EAI: $656.24<br>CUSIP: 912828NT3 | 25,000.000 | 104.063 | 25,960.40*B* |  | 26,015.75 | 55.35 |
| SARA LEE CORP NOTE<br>04 10000% 09/15/2020<br>FIXED COUPON<br>MOODYS Baa2 S&P BBB<br>SEMIANNUALLY<br>MAKE WHOLE CALL<br>AI· $301.81<br>EAI. $1,025 00<br>CUSIP: 803111AS2 | 25,000.000 | 103.458 | 25,667.06*B* | 25,913.50 | 25,864.50 | 197.44 |
| UNITED STATES TREAS NTS<br>2.00000% 11/15/2021<br>FIXED COUPON<br>MOODYS Aaa<br>SEMIANNUALLY<br>AI· $63.86<br>EAI· $500 00<br>CUSIP 912828RR3 | 25,000.000 | 98.750 | 24,580.31*B* |  | 24,687.50 | 107.19 |
| UNITED STATES TREAS NTS<br>2.00000% 02/15/2022<br>FIXED COUPON<br>MOODYS Aaa<br>SEMIANNUALLY<br>AI $187 85<br>EAI $500 00<br>CUSIP. 912828SF8 | 25,000.000 | 98.445 | 24,619.38*B* | 24,713.00 | 24,611.25 | - 8.13 |

**676-254813** THE SCHOCKEN FOUNDATION INC

Separate Account Manager: DANA INVESTMENT ADVISORS - INTERMEDIATE FIXED INCOME

| (Symbol) as of June 30, 2014 | Quantity June 30, 2014 | Price per Unit June 30, 2014 | Total Cost Basis | Total Value June 1, 2014 | Total Value June 30, 2014 | Unrealized Gain (Loss) June 30, 2014 |
|---|---|---|---|---|---|---|
| AMERICAN INTL GROUP INC<br>4 87500% 06/01/2022<br>FIXED COUPON<br>MOODYS Baa1 S&P A-<br>SEMIANNUALLY<br>MAKE WHOLE CALL<br>AI $101 56<br>EAI. $1,218.74<br>CUSIP. 026874CU9 | 25,000.000 | 111.356 | 27,745.06*B* | | 27,839.00 | 93.94 |
| **Subtotal of Bonds** | | | **401,945.25** | | **404,398.28** | **2,453.03** |
| **Core Account** ***19% of holdings*** | | | | | | |
| CASH | 97,847.180 | 1.000 | not applicable | 163,586.11 | 97,847.18 | not applicable |
| **Subtotal of Core Account** | | | | | **97,847.18** | |
| **Total** | | | **$ 401,945.25** | | **$502,245.46** | **$ 2,453.03** |

*All positions held in cash account unless indicated otherwise.*

*B - See Additional Information and Endnotes for important information about the adjusted cost basis information provided.*

*t - Third-party provided*

*Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments See last page of statement for details Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable.*

*-- not available*

***AI (Accrued Interest)** - Presented for domestic fixed income securities and represents interest accumulated since the last coupon date, but not yet paid by the issuer or received by NFS. AI is calculated for the following securities fixed rate bonds and Certificates of Deposit (CDs)* **There is no guarantee that AI will be paid by the issuer.** *AI for treasury and GNMA securities, however, is backed by the full faith and credit of the United States Government AI totals represent accruals for only those securities with listed AI in the Holdings section of this statement Please refer to the Help/Glossary section of Fidelity.com for additional information.*

***Estimated Annual Income (EAI) & Estimated Yield (EY)** - EAI is an estimate of annual income for a specific security position over the next rolling 12 months. EY is calculated by dividing the current EAI for a security position by its statement closing date market value. EY reflects only the income generated by an investment; it does not reflect changes in its price, which may fluctuate For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated. EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions. There is no guarantee that your investments will actually generate the EAI or EY presented. Actual income and yield might be lower or higher. EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security.* ***For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.***

**676-254814** THE SCHOCKEN FOUNDATION INC
Separate Account Manager: ZEVIN ASSET MANAGEMENT MODEL - GLOBAL APPRECIATION

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| (Symbol) as of June 30, 2014 | Quantity June 30, 2014 | Price per Unit June 30, 2014 | Total Cost Basis | Total Value June 1, 2014 | Total Value June 30, 2014 | Unrealized Gain (Loss) June 30, 2014 |
|---|---|---|---|---|---|---|
| **Stocks *90% of holdings*** | | | | | | |
| COPA HOLDINGS SA NPV CLASS A (CPA )<br>EAI· $184.32, EY: 2 69% | 48.000 | $142 570 | $6,395.04 | $6,860.64 | $6,843.36 | $ 448.32 |
| AT&T INC COM (T )<br>EAI: $855 60, EY. 5 20% | 465.000 | 35.360 | 16,532.42 | 16,493.55 | 16,442.40 | - 90.02 |
| ABBOTT LABORATORIES (ABT )<br>EAI: $344.08, EY: 2.15% | 391 000 | 40.900 | 15,108.24 | 15,643.91 | 15,991.90 | 883.66 |
| ABBVIE INC COM USD0.01 (ABBV )<br>EAI: $178.08, EY. 2 98% | 106.000 | 56 440 | 5,421.89 | 5,758.98 | 5,982.64 | 560.75 |
| AUTOMATIC DATA PROCESSING INC (ADP )<br>EAI· $218.88, EY. 2 42% | 114.000 | 79.280 | 8,814.47 | 9,083.52 | 9,037.92 | 223.45 |
| AXA ADS-EACH REP 1 ORD EUR2.29 (AXAHY )<br>EAI $176.71, EY 4 71% | 157 000 | 23.899 | 3,767.43 | 3,879.78 | 3,752.14 | - 15.29 |
| BCE INC COM NPV ISIN #CA05534B7604<br>SEDOL #B188TH2 (BCE ) | 194.000 | 45.360 | 9,041.29 | | 8,799.84 | - 241.45 |
| CITRIX SYSTEMS INC (CTXS ) | 60.000 | 62.550 | 3,555.00 | 3,718.20 | 3,753.00 | 198.00 |
| DENBURY RES INC DEL COM USD0.001 (DNR )<br>EAI: $44.75, EY: 1.35% | 179.000 | 18 460 | 3,100.26 | 3,023.31 | 3,304.34 | 204.08 |
| DISNEY WALT CO (DIS )<br>EAI. $78.26, EY· 1.00% | 91.000 | 85.740 | 7,389.20 | 7,644.91 | 7,802.34 | 413.14 |

**676-254814** THE SCHOCKEN FOUNDATION INC

Separate Account Manager: ZEVIN ASSET MANAGEMENT MODEL - GLOBAL APPRECIATION

| (Symbol) as of June 30, 2014 | Quantity June 30, 2014 | Price per Unit June 30, 2014 | Total Cost Basis | Total Value June 1, 2014 | Total Value June 30, 2014 | Unrealized Gain (Loss) June 30, 2014 |
|---|---|---|---|---|---|---|
| EBAY INC (EBAY ) | 144.000 | 50.060 | 7,379.99 | 10,196.73 | 7,208.64 | - 171.35 |
| EMERSON ELECTRIC CO (EMR )<br>EAI. $285 52, EY: 2 59% | 166.000 | 66.360 | 11,059.75 | 11,077.18 | 11,015.76 | - 43.99 |
| ENTERPRISE PRODUCTS PPTNS LP (EPD ) | 170.000 | 78.290 | 12,534.54 | 12,719.40 | 13,309.30 | 774.76 |
| FIRST SOLAR INC COM (FSLR ) | 63 000 | 71.060 | 4,250.60 | 3,892.14 | 4,476.78 | 226 18 |
| FOMENTO ECONOMICO MEXICANO S A B DE CV<br>SPONSORED ADR REPSTG UNIT 1 SER B SH & 2<br>SER D-B SHS AND 2 SER D-L SHS (FMX )<br>EAI: $211 97, EY: 3.33% | 68.000 | 93.650 | 6,408.16 | | 6,368 20 | - 39.96 |
| FRANKLIN RES INC (BEN )<br>EAI: $33.12, EY. 0.83% | 69.000 | 57.840 | 3,563.85 | 3,809.49 | 3,990.96 | 427.11 |
| GOOGLE INC CL A (GOOGL ) | 3.000 | 584 670 | 1,576.38 | 1,714.95 | 1,754.01 | 177.63 |
| GPO AEROPORTUARIO DEL SURESTE SAB ADS<br>EACH REPR 10 SER B SHS NPV (ASR )<br>EAI $231.92, EY. 5 22% | 35.000 | 127.020 | 4,417.00 | 4,501.70 | 4,445.70 | 28.70 |
| HOME DEPOT INC (HD )<br>EAI: $171.08, EY: 2 32% | 91 000 | 80 960 | 7,055.08 | 7,300.93 | 7,367.36 | 312.28 |
| INTEL CORP (INTC )<br>EAI· $235 80, EY: 2 91% | 262.000 | 30 900 | 6,887.95 | 7,157.84 | 8,095.80 | 1,207.85 |
| ISHARES 20+ YEAR TREASURY BOND ETF (TLT ) | 64.000 | 113.520 | 7,196.80 | 7,302.40 | 7,265.28 | 68.48 |
| ISHARES 7-10 YEAR TREASURY BOND ETF (IEF ) | 209.000 | 103.580 | 21,439.22 | 21,731.82 | 21,648.22 | 209.00 |
| ISHARES 10-20 YEAR TREASURY BOND ETF (TLH<br>) | 55.000 | 129.220 | 7,050.44 | 7,141.20 | 7,107.10 | 56.66 |
| NOVO-NORDISK AS ADR-EACH CNV INTO 1<br>CLASS B DKK1 (NVO )<br>EAI· $76 39, EY 1 80% | 92.000 | 46.190 | 4,055.83 | 3,889.76 | 4,249.48 | 193.65 |
| ORACLE CORPORATION (ORCL )<br>EAI: $46 08, EY: 1.18% | 96.000 | 40.530 | 3,948.00 | 7,647.64 | 3,890.88 | - 57.12 |
| OWENS CORNING NEW COM (OC )<br>EAI: $63.36, EY 1.65% | 99.000 | 38.680 | 3,990.69 | 4,059.99 | 3,829.32 | - 161.37 |
| PULTEGROUP INC FORMERLY PULTE CORP<br>TO 05/17/2001 (PHM )<br>EAI: $40 20, EY 0 99% | 201.000 | 20.160 | 3,668.25 | 3,931.56 | 4,052.16 | 383.91 |

**676-254814** THE SCHOCKEN FOUNDATION INC

Separate Account Manager: ZEVIN ASSET MANAGEMENT MODEL - GLOBAL APPRECIATION

| (Symbol) as of June 30, 2014 | Quantity June 30, 2014 | Price per Unit June 30, 2014 | Total Cost Basis | Total Value June 1, 2014 | Total Value June 30, 2014 | Unrealized Gain (Loss) June 30, 2014 |
|---|---|---|---|---|---|---|
| QUALCOMM INC (QCOM )<br>EAI: $164.64, EY 2 12% | 98.000 | 79.200 | 7,768.46 | 7,884.10 | 7,761.60 | - 6.86 |
| ROCHE HOLDINGS AG SPN ADR EACH REP 0 125 GENUS (RHHBY )<br>EAI: $459 12, EY 2 97% | 414.000 | 37 283 | 14,936 46 | 15,253.83 | 15,435.16 | 498.70 |
| STARBUCKS CORP (SBUX )<br>EAI: $106.08, EY· 1.34% | 102 000 | 77 380 | 7,108.38 | 7,470.48 | 7,892 76 | 784.38 |
| TJX COMPANIES INC (TJX )<br>EAI· $130 20, EY: 1.32% | 186 000 | 53 150 | 10,623 39 | 10,127.70 | 9,885.90 | - 737.49 |
| TAYLOR MORRISON HOME CORP COM USD0.00001 (TMHC ) | 172.000 | 22 420 | 3,650.03 | 3,663.60 | 3,856.24 | 206.21 |
| TIFFANY & CO NEW (TIF )<br>EAI. $94.24, EY 1 52% | 62.000 | 100.250 | 5,394.61 | 6,163.42 | 6,215.50 | 820.89 |
| TOYOTA MOTOR CORP ADR-EACH REP 2 ORD NPV LVLIII(SPON) (TM )<br>EAI. $345 46, EY 2 70% | 107.000 | 119 660 | 11,667.28 | 12,102.77 | 12,803.62 | 1,136.34 |
| TRACTOR SUPPLY CO (TSCO )<br>EAI. $51 84, EY 1.06% | 81.000 | 60.400 | 5,310.35 | 5,266.62 | 4,892.40 | - 417.95 |
| TUPPERWARE BRANDS CORP (TUP )<br>EAI: $263 84, EY· 3.25% | 97.000 | 83.700 | 7,973.33 | 8,120.84 | 8,118.90 | 145.57 |
| ULTA SALON COSMETICS & FRAGRANCE INC COM (ULTA ) | 39.000 | 91.410 | 3,424.20 | 3,311.10 | 3,564.99 | 140.79 |
| UNITED PARCEL SVC INC CL B (UPS )<br>EAI: $503.84, EY 2.61% | 188.000 | 102.660 | 18,326.22 | 19,529.44 | 19,300.08 | 973.86 |
| VALMONT INDS INC (VMI )<br>EAI $37 50, EY 0.99% | 25.000 | 151.950 | 3,724.25 | 3,873.75 | 3,798.75 | 74.50 |
| WABTEC (WAB )<br>EAI: $14.40, EY 0.29% | 60.000 | 82.590 | 4,467.92 | 4,724.40 | 4,955.40 | 487.48 |
| WESTPAC BANKING CORPORATION ADR(EACH REP 1 ORD NPV) (WBK )<br>EAI. $771.96, EY: 5.02% | 479.000 | 32.120 | 15,525.54 | 15,337.58 | 15,385.48 | - 140.06 |
| WOLVERINE WORLD WIDE INC (WWW )<br>EAI. $37.20, EY 0.92% | 155 000 | 26 060 | 4,061.78 | 4,009.85 | 4,039.30 | - 22.48 |

**676-254814** THE SCHOCKEN FOUNDATION INC

Separate Account Manager: ZEVIN ASSET MANAGEMENT MODEL - GLOBAL APPRECIATION

| (Symbol) as of June 30, 2014 | Quantity June 30, 2014 | Price per Unit June 30, 2014 | Total Cost Basis | Total Value June 1, 2014 | Total Value June 30, 2014 | Unrealized Gain (Loss) June 30, 2014 |
|---|---|---|---|---|---|---|
| **Subtotal of Stocks** | | | **319,569.97** | | **329,690.91** | **10,120.94** |
| **Core Account** ***10% of holdings*** | | | | | | |
| CASH | 35,639 940 | 1.000 | not applicable | 5,934.63 | 35,639.94 | not applicable |
| **Subtotal of Core Account** | | | | | **35,639.94** | |
| **Total** | | | **$ 319,569.97** | | **$365,330.85** | **$ 10,120.94** |

*All positions held in cash account unless indicated otherwise*

*Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments See last page of statement for details. Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable.*

***Estimated Annual Income (EAI) & Estimated Yield (EY)*** *- EAI is an estimate of annual income for a specific security position over the next rolling 12 months. EY is calculated by dividing the current EAI for a security position by its statement closing date market value. EY reflects only the income generated by an investment, it does not reflect changes in its price, which may fluctuate. For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated. EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions. There is no guarantee that your investments will actually generate the EAI or EY presented. Actual income and yield might be lower or higher EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security* ***For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.***