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|                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                              |                                                                                                                                                                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br>JOSEPH S & DIANE H STEINBERG 1992<br>CHARITABLE TRUST C/O LEUCADIA NAT'L CORP<br>% MR JOSEPH S STEINBERG                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                              | <b>A Employer identification number</b><br>13-7002791                                                                                                                                      |
| Number and street (or P O box number if mail is not delivered to street address)<br>520 MADISON AVENUE 11TH FLOOR<br>Suite                                                                                                                                                                                                                                                                                                                       | Room/suite                                                                                                                                                                                                   | <b>B Telephone number (see instructions)</b>                                                                                                                                               |
| City or town, state or province, country, and ZIP or foreign postal code<br>NEW YORK, NY 10022                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                              | <b>C If exemption application is pending, check here</b> <input type="checkbox"/>                                                                                                          |
| <b>G Check all that apply</b> <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return<br/> <input type="checkbox"/> Final return<br/> <input checked="" type="checkbox"/> Address change         </div> <div> <input type="checkbox"/> Initial return of a former public charity<br/> <input type="checkbox"/> Amended return<br/> <input type="checkbox"/> Name change         </div> </div> |                                                                                                                                                                                                              | <b>D 1. Foreign organizations, check here</b> <input type="checkbox"/><br><b>2. Foreign organizations meeting the 85% test, check here and attach computation</b> <input type="checkbox"/> |
| <b>H Check type of organization</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                                                                                                                                                          |                                                                                                                                                                                                              | <b>E If private foundation status was terminated under section 507(b)(1)(A), check here</b> <input type="checkbox"/>                                                                       |
| <b>I Fair market value of all assets at end of year (from Part II, col. (c), line 16)</b> \$ 52,739,601                                                                                                                                                                                                                                                                                                                                          | <b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br><i>(Part I, column (d) must be on cash basis.)</i> |                                                                                                                                                                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                              | <b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <input type="checkbox"/>                                                                    |

|           |                                                    |                                                                                                    |           |           |        |  |
|-----------|----------------------------------------------------|----------------------------------------------------------------------------------------------------|-----------|-----------|--------|--|
| Revenue   | <b>1</b>                                           | Contributions, gifts, grants, etc , received (attach schedule)                                     | 0         |           |        |  |
|           | <b>2</b>                                           | Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B |           |           |        |  |
|           | <b>3</b>                                           | Interest on savings and temporary cash investments                                                 | 1         | 1         |        |  |
|           | <b>4</b>                                           | Dividends and interest from securities. . . . .                                                    | 3,126,496 | 3,122,192 |        |  |
|           | <b>5a</b>                                          | Gross rents . . . . .                                                                              |           |           |        |  |
|           | <b>b</b>                                           | Net rental income or (loss) _____                                                                  |           |           |        |  |
|           | <b>6a</b>                                          | Net gain or (loss) from sale of assets not on line 10                                              | 1,165,394 |           |        |  |
|           | <b>b</b>                                           | Gross sales price for all assets on line 6a<br>11,599,849                                          |           |           |        |  |
|           | <b>7</b>                                           | Capital gain net income (from Part IV , line 2) . . .                                              |           | 1,165,394 |        |  |
|           | <b>8</b>                                           | Net short-term capital gain . . . . .                                                              |           |           | 28,426 |  |
|           | <b>9</b>                                           | Income modifications . . . . .                                                                     |           |           |        |  |
|           | <b>10a</b>                                         | Gross sales less returns and allowances                                                            |           |           |        |  |
| <b>b</b>  | Less Cost of goods sold . . . . .                  |                                                                                                    |           |           |        |  |
| <b>c</b>  | Gross profit or (loss) (attach schedule) . . . . . |                                                                                                    |           |           |        |  |
| <b>11</b> | Other income (attach schedule) . . . . .           |  -22,404        | -22,404   |           |        |  |
| <b>12</b> | <b>Total.</b> Add lines 1 through 11 . . . . .     | 4,269,487                                                                                          | 4,265,183 | 28,426    |        |  |

|           |                                                           |           |           |        |  |
|-----------|-----------------------------------------------------------|-----------|-----------|--------|--|
| <b>27</b> | Subtract line 26 from line 12                             |           |           |        |  |
| <b>a</b>  | <b>Excess of revenue over expenses and disbursements</b>  | 1,189,322 |           |        |  |
| <b>b</b>  | <b>Net investment income</b> (if negative, enter -0-)     |           | 3,984,051 |        |  |
| <b>c</b>  | <b>Adjusted net income</b> (if negative, enter -0-) . . . |           |           | 28,426 |  |

| 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 . . . . .                                                                                               | 2,078,975         | 3,658,205                                                                                      | 3,658,205             |
|                             | 2   | Savings and temporary cash investments . . . . .                                                                                  |                   |                                                                                                |                       |
|                             | 3   | Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                       |                   |                                                                                                |                       |
|                             | 4   | Pledges receivable ▶ _____<br>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) ▶ _____<br>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) . . . . .                                                                           | 12,769,764        |  11,767,107 | 12,170,239            |
|                             | c   | Investments—corporate bonds (attach schedule). . . . .                                                                            | 29,344,185        |  27,128,571 | 29,870,746            |
|                             | 11  | Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____               |                   |                                                                                                |                       |
|                             | 12  | Investments—mortgage loans . . . . .                                                                                              |                   |                                                                                                |                       |
|                             | 13  | Investments—other (attach schedule) . . . . .                                                                                     | 5,319,400         |  6,901,826  | 7,040,411             |
|                             | 14  | Land, buildings, and equipment basis ▶ _____<br>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)                                        | 49,512,324        | 49,455,709                                                                                     | 52,739,601            |
| Liabilities                 | 17  | Accounts payable and accrued expenses . . . . .                                                                                   |                   |                                                                                                |                       |
|                             | 18  | Grants payable . . . . .                                                                                                          |                   |                                                                                                |                       |
|                             | 19  | Deferred revenue . . . . .                                                                                                        |                   |                                                                                                |                       |
|                             | 20  | Loans from officers, directors, trustees, and other disqualified persons                                                          |                   |                                                                                                |                       |
|                             | 21  | Mortgages and other notes payable (attach schedule) . . . . .                                                                     |                   |                                                                                                |                       |
|                             | 22  | Other liabilities (describe ▶ _____)                                                                                              |                   |                                                                                                |                       |
|                             | 23  | Total liabilities (add lines 17 through 22) . . . . .                                                                             |                   | 0                                                                                              |                       |
| Net Assets or Fund Balances |     | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/><br>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 ▶ <input checked="" type="checkbox"/><br>and complete lines 27 through 31.    |                   |                                                                                                |                       |
|                             | 27  | Capital stock, trust principal, or current funds . . . . .                                                                        | 49,512,324        | 49,455,709                                                                                     |                       |
|                             | 28  | Paid-in or capital surplus, or land, bldg , and equipment fund                                                                    |                   |                                                                                                |                       |
|                             | 29  | Retained earnings, accumulated income, endowment, or other funds                                                                  |                   |                                                                                                |                       |
|                             | 30  | Total net assets or fund balances (see page 17 of the instructions) . . . . .                                                     | 49,512,324        | 49,455,709                                                                                     |                       |
|                             | 31  | Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .                                        | 49,512,324        | 49,455,709                                                                                     |                       |

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 | 49,512,324 |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                       | 2 | 1,189,322  |
| 3 | Other increases not included in line 2 (itemize) ▶ _____                                                                                                           | 3 |            |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                    | 4 | 50,701,646 |
| 5 | Decreases not included in line 2 (itemize) ▶  _____                           | 5 | 1,245,937  |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .                                                      | 6 | 49,455,709 |

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
| 1a                                                                                                                                | See Additional Data Table |                                              |                                      |                                  |
| b                                                                                                                                 |                           |                                              |                                      |                                  |
| c                                                                                                                                 |                           |                                              |                                      |                                  |
| d                                                                                                                                 |                           |                                              |                                      |                                  |
| e                                                                                                                                 |                           |                                              |                                      |                                  |

|                       |                                            |                                                 |                                              |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(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 |                                      |                                               | (I) Gains (Col (h) gain minus col (k), but not less than -0-) or<br>Losses (from col (h)) |
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>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<br>If (loss), enter -0- in Part I, line 7 } | 2 | 1,165,394 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br><br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>in Part I, line 8 . . . . . |                                                                                     | 3 | 28,426    |

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)<br>Base period years Calendar<br>year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
| 2012                                                                 | 4,028,113                                | 44,934,603                                   | 0.089644                                                  |
| 2011                                                                 | 3,656,584                                | 43,026,164                                   | 0.084985                                                  |
| 2010                                                                 | 3,764,468                                | 41,635,329                                   | 0.090415                                                  |
| 2009                                                                 | 3,145,114                                | 39,778,915                                   | 0.079065                                                  |
| 2008                                                                 | 3,613,461                                | 44,189,002                                   | 0.081773                                                  |

|   |                                                                                                                                                                                                                              |   |            |
|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 | Total of line 1, column (d). . . . .                                                                                                                                                                                         | 2 | 0.425882   |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by<br>the number of years the foundation has been in existence if less than 5 years . . . . .                                      | 3 | 0.085176   |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .                                                                                                                                        | 4 | 50,962,052 |
| 5 | Multiply line 4 by line 3. . . . .                                                                                                                                                                                           | 5 | 4,340,744  |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                                                          | 6 | 39,841     |
| 7 | Add lines 5 and 6. . . . .                                                                                                                                                                                                   | 7 | 4,380,585  |
| 8 | Enter qualifying distributions from Part XII, line 4. . . . .<br>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<br>the Part VI instructions | 8 | 2,763,283  |

|                                                                                                                                                                    |                   |                   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|
| <b>Part VI</b> <b>Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)</b>                           |                   |                   |
| <b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1                              |                   |                   |
| Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)                                                                 |                   |                   |
| <b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . . |                   | <b>1</b> 79,681   |
| <b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)                                   |                   |                   |
| <b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                 |                   | <b>2</b>          |
| <b>3</b> Add lines 1 and 2. . . . .                                                                                                                                |                   | <b>3</b> 79,681   |
| <b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                               |                   | <b>4</b>          |
| <b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                  |                   | <b>5</b> 79,681   |
| <b>6</b> Credits/Payments                                                                                                                                          |                   |                   |
| <b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013                                                                                         | <b>6a</b> 65,636  |                   |
| <b>b</b> Exempt foreign organizations—tax withheld at source . . . . .                                                                                             | <b>6b</b>         |                   |
| <b>c</b> Tax paid with application for extension of time to file (Form 8868)                                                                                       | <b>6c</b> 135,000 |                   |
| <b>d</b> Backup withholding erroneously withheld . . . . .                                                                                                         | <b>6d</b>         |                   |
| <b>7</b> Total credits and payments. Add lines 6a through 6d. . . . .                                                                                              |                   | <b>7</b> 200,636  |
| <b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                       |                   | <b>8</b>          |
| <b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <input type="checkbox"/>                            |                   | <b>9</b>          |
| <b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . <input type="checkbox"/>                   |                   | <b>10</b> 120,955 |
| <b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> 120,955 <b>Refunded</b> <input type="checkbox"/>        |                   | <b>11</b>         |

|                                                                                                                                                                                                                                                                                                                                                                                  |           |            |           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|-----------|
| <b>Part VII-A</b> <b>Statements Regarding Activities</b>                                                                                                                                                                                                                                                                                                                         |           |            |           |
| <b>1a</b> 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? . . . . .                                                                                                                                                                                         | <b>1a</b> | <b>Yes</b> | <b>No</b> |
| <b>b</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)? . . . . .<br><i>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.</i> | <b>1b</b> |            | <b>No</b> |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .                                                                                                                                                                                                                                                                                                    | <b>1c</b> |            | <b>No</b> |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br><b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____                                                                                                                                |           |            |           |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____                                                                                                                                                                                                  |           |            |           |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br><i>If "Yes," attach a detailed description of the activities.</i>                                                                                                                                                                                          | <b>2</b>  |            | <b>No</b> |
| <b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .                                                                                                                             | <b>3</b>  |            | <b>No</b> |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .                                                                                                                                                                                                                                                                   | <b>4a</b> |            | <b>No</b> |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .                                                                                                                                                                                                                                                                                        | <b>4b</b> |            |           |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br><i>If "Yes," attach the statement required by General Instruction T.</i>                                                                                                                                                                                    | <b>5</b>  |            | <b>No</b> |
| <b>6</b> 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? . . . . .                            | <b>6</b>  | <b>Yes</b> |           |
| <b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>                                                                                                                                                                                                                               | <b>7</b>  | <b>Yes</b> |           |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions)<br><input type="checkbox"/> NY _____                                                                                                                                                                                                                                |           |            |           |
| <b>b</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? <i>If "No," attach explanation.</i>                                                                                                                                                     | <b>8b</b> | <b>Yes</b> |           |
| <b>9</b> 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)?<br><i>If "Yes," complete Part XIV</i> . . . . .                                                                                                | <b>9</b>  |            | <b>No</b> |
| <b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>                                                                                                                                                                                                                             | <b>10</b> |            | <b>No</b> |

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                                                                                                               |                                                                                                                                                                                           |    |     |    |
| 14                                                                                                                            | The books are in care of MR JOSEPH S STEINBERG Telephone no (212) 460-1943<br>Located at 315 PARK AVE SOUTH NEW YORK NY ZIP+4 10010                                                       |    |     |    |
| 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 |     |    |
| 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)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person?<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?<br>(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)?<br>(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 ).<br>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)? Organizations relying on a current notice regarding disaster assistance check here.<br>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?<br>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))<br>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?<br>If "Yes," list the years 20 , 20 , 20 , 20<br>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 ).<br>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20<br>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?<br>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.).<br>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?<br>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? | 1b |     |    |
|                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 1c |     | No |
|                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |    |     |    |
|                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 2b |     | No |
|                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |    |     |    |
|                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 3b |     |    |
|                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 4a |     | No |
|                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 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))?                                                                                                                                        |  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |                                     |
| (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?                                                                              |  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |                                     |
| (3) Provide a grant to an individual for travel, study, or other similar purposes?                                                                                                                                               |  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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).                                                       |  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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?                                                            |  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |                                     |
| b If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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.                                                                                                                                              |  |                              |                                        | <input checked="" type="checkbox"/> |
| 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?                                                                     |  | <input type="checkbox"/> Yes | <input type="checkbox"/> 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?                                                                                               |  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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?                                                                                                                          |  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |                                     |
| b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?                                                                                                                        |  | 7b                           |                                        | No                                  |

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 |
| JOSEPH STEINBERG                                                                                                             | TRUSTEE                                                   | 0                                         |                                                                       |                                       |
| 84 REMSEN STREET<br>BROOKLYN, NY 11201                                                                                       | 2 0                                                       |                                           |                                                                       |                                       |
| DIANE STEINBERG                                                                                                              | TRUSTEE                                                   | 0                                         |                                                                       |                                       |
| 84 REMSEN STREET<br>BROOKLYN, NY 11201                                                                                       | 2 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 |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
| Total number of other employees paid over \$50,000.                                                                          |                                                           |                                           |                                                                       |                                       |

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

| (a) Name and address of each person paid more than \$50,000                       | (b) Type of service | (c) Compensation |
|-----------------------------------------------------------------------------------|---------------------|------------------|
|                                                                                   |                     |                  |
|                                                                                   |                     |                  |
|                                                                                   |                     |                  |
|                                                                                   |                     |                  |
|                                                                                   |                     |                  |
|                                                                                   |                     |                  |
|                                                                                   |                     |                  |
|                                                                                   |                     |                  |
|                                                                                   |                     |                  |
|                                                                                   |                     |                  |
| Total number of others receiving over \$50,000 for professional services. . . . . |                     |                  |

Part IX-A

Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 1 NOT APPLICABLE                                                                                                                                                                                                                                       |          |
| 2                                                                                                                                                                                                                                                      |          |
| 3                                                                                                                                                                                                                                                      |          |
| 4                                                                                                                                                                                                                                                      |          |

Part IX-B

Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|--------|
| 1 NOT APPLICABLE                                                                                                 |        |
| 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 | 48,869,564 |
| b | Average of monthly cash balances. . . . .                                                                          | 1b | 2,868,560  |
| c | Fair market value of all other assets (see instructions). . . . .                                                  | 1c | 0          |
| d | Total (add lines 1a, b, and c). . . . .                                                                            | 1d | 51,738,124 |
| 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  | 0          |
| 3 | Subtract line 2 from line 1d. . . . .                                                                              | 3  | 51,738,124 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .  | 4  | 776,072    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                | 5  | 50,962,052 |
| 6 | Minimum investment return. Enter 5% of line 5. . . . .                                                             | 6  | 2,548,103  |

Part XI

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

|    |                                                                                                           |    |           |
|----|-----------------------------------------------------------------------------------------------------------|----|-----------|
| 1  | Minimum investment return from Part X, line 6. . . . .                                                    | 1  | 2,548,103 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. . . . .                                           | 2a | 79,681    |
| b  | Income tax for 2013 (This does not include the tax from Part VI ). . . . .                                | 2b |           |
| c  | Add lines 2a and 2b. . . . .                                                                              | 2c | 79,681    |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                             | 3  | 2,468,422 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .                                        | 4  |           |
| 5  | Add lines 3 and 4. . . . .                                                                                | 5  | 2,468,422 |
| 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  | 2,468,422 |

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 | 2,763,283 |
| 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  | 0         |
| 3                                                                                                                                                                                            | Amounts set aside for specific charitable projects that satisfy the                                                                                          |    |           |
| a                                                                                                                                                                                            | Suitability test (prior IRS approval required). . . . .                                                                                                      | 3a | 0         |
| b                                                                                                                                                                                            | Cash distribution test (attach the required schedule). . . . .                                                                                               | 3b | 0         |
| 4                                                                                                                                                                                            | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                                                    | 4  | 2,763,283 |
| 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  | 2,763,283 |
| 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                                                                                                                                |                            |             |             |
| 2  |  | Undistributed income, if any, as of the end of 2013                                                                                                                               |                            |             |             |
| a  |  | Enter amount for 2012 only. . . . . 0                                                                                                                                             |                            |             |             |
| b  |  | Total for prior years 2011 , 2010 , 2009 . . . . . 0                                                                                                                              |                            |             |             |
| 3  |  | Excess distributions carryover, if any, to 2013                                                                                                                                   |                            |             |             |
| a  |  | From 2008. . . . . 1,422,809                                                                                                                                                      |                            |             |             |
| b  |  | From 2009. . . . . 1,184,830                                                                                                                                                      |                            |             |             |
| c  |  | From 2010. . . . . 1,755,328                                                                                                                                                      |                            |             |             |
| d  |  | From 2011. . . . . 1,555,742                                                                                                                                                      |                            |             |             |
| e  |  | From 2012. . . . . 1,857,833                                                                                                                                                      |                            |             |             |
| f  |  | Total of lines 3a through e. . . . . 7,776,542                                                                                                                                    |                            |             |             |
| 4  |  | Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,763,283                                                                                                            |                            |             |             |
| a  |  | Applied to 2012, but not more than line 2a . . . . . 0                                                                                                                            |                            |             |             |
| b  |  | Applied to undistributed income of prior years (Election required—see instructions). . . . .                                                                                      |                            |             |             |
| c  |  | Treated as distributions out of corpus (Election required—see instructions). . . . .                                                                                              |                            |             |             |
| d  |  | Applied to 2013 distributable amount. . . . . 2,468,422                                                                                                                           |                            |             |             |
| e  |  | Remaining amount distributed out of corpus . . . . . 294,861                                                                                                                      |                            |             |             |
| 5  |  | Excess distributions carryover applied to 2013<br>(If an amount appears in column (d), the same amount must be shown in column (a).)                                              |                            |             |             |
| 6  |  | Enter the net total of each column as indicated below:                                                                                                                            |                            |             |             |
| a  |  | Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . . 8,071,403                                                                                                               |                            |             |             |
| 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. . . . . |                            |             |             |
| 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 instructions . . . . . 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) (see instructions). . . . .                                  |                            |             |             |
| 8  |  | Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . . 1,422,809                                                                    |                            |             |             |
| 9  |  | Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . . 6,648,594                                                                                   |                            |             |             |
| 10 |  | Analysis of line 9                                                                                                                                                                |                            |             |             |
| a  |  | Excess from 2009. . . . . 1,184,830                                                                                                                                               |                            |             |             |
| b  |  | Excess from 2010. . . . . 1,755,328                                                                                                                                               |                            |             |             |
| c  |  | Excess from 2011. . . . . 1,555,742                                                                                                                                               |                            |             |             |
| d  |  | Excess from 2012. . . . . 1,857,833                                                                                                                                               |                            |             |             |
| e  |  | Excess from 2013. . . . . 294,861                                                                                                                                                 |                            |             |             |

## Part XIV

\_\_\_\_\_

4942(j)(3) or 4942(j)(5)

**3** Complete 3a, b, or c for the alternative test relied upon

**a** "Assets" alternative test—enter

**(1)** Value of all assets . . . . .

**(2)** Value of assets qualifying under section 4942(j)(3)(B)(i)

**b** "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .

**c** "Support" alternative test—enter

**(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .

**(2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .

**(3)** Largest amount of support from an exempt organization

**(4)** Gross investment income

## Part XV

**1**

See Additional Data Table

## 2

a. The name, address, and telephone number of the person to whom applications should be addressed

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<br>See Additional Data Table |                                                                                                           |                                |                                  |           |
| Total . . . . .                                     |                                                                                                           |                                | 3a                               | 2,763,283 |
| 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

[illegible]

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

(2)

Other assets.

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

(2)

Purchases of assets from a noncharitable exempt organization.

(3)

Rental of facilities, equipment, or other assets.

(4)

Reimbursement arrangements.

(5)

Loans or loan guarantees.

(6)

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d

If the answer to any of the above is "Yes," complete the following schedule. 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.

Yes

No

1a(1)

No

1a(2)

No

1b(1)

No

1b(2)

No

1b(3)

No

1b(4)

No

1b(5)

No

1b(6)

No

1c

No

| (a) Line No | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|-------------|---------------------|-----------------------------------------------|----------------------------------------------------------------------|
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
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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 |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

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

\*\*\*\*\*

Signature of officer or trustee

2015-05-12

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

KENNETH M ROSENBERG

Preparer's Signature

Date

Check if self-employed

PTIN

P01354028

Firm's name

KENNETH M ROSENBERG CPA PC

Firm's EIN

Firm's address

80 NEPTUNE AVENUE WOODMERE, NY 11598

Phone no

(516) 374-5400

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| JP MORGAN 8009                                                                                                                    |                                              | 2013-01-01                           | 2013-12-31                       |
| JP MORGAN 8009                                                                                                                    |                                              | 2012-01-01                           | 2013-12-31                       |
| JP MORGAN 7009                                                                                                                    |                                              | 2013-01-01                           | 2013-12-31                       |
| JP MORGAN 7009                                                                                                                    |                                              | 2012-01-01                           | 2013-12-31                       |
| JP MORGAN 7009                                                                                                                    |                                              | 2014-02-12                           | 2014-05-07                       |
| JP MORGAN 7009                                                                                                                    |                                              | 2013-09-11                           | 2014-05-22                       |
| JP MORGAN 7009                                                                                                                    |                                              | 2013-01-01                           | 2014-06-30                       |
| JP MORGAN 8009                                                                                                                    |                                              | 2014-03-19                           | 2014-06-19                       |
| JP MORGAN 8009                                                                                                                    |                                              | 2014-01-01                           | 2014-06-30                       |
| JP MORGAN 8009                                                                                                                    |                                              | 2011-09-13                           | 2014-06-23                       |
| JP MORGAN 8009                                                                                                                    |                                              | 2013-01-01                           | 2014-06-30                       |
| CONGRESSIONAL EFFECT FUND                                                                                                         |                                              | 2010-09-16                           | 2013-10-01                       |
| HARRY & DAVID                                                                                                                     |                                              | 2011-03-13                           | 2014-06-23                       |

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

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 816,290               |                                            | 739,468                                         | 76,822                                       |
| 2,514,843             |                                            | 1,984,287                                       | 530,556                                      |
| 357,655               |                                            | 378,894                                         | -21,239                                      |
| 1,084,214             |                                            | 1,126,471                                       | -42,257                                      |
| 104,625               |                                            | 104,095                                         | 530                                          |
| 102,850               |                                            | 100,000                                         | 2,850                                        |
| 3,094,496             |                                            | 3,154,089                                       | -59,593                                      |
| 15,980                |                                            | 2,560                                           | 13,420                                       |
| 866,509               |                                            | 924,455                                         | -57,946                                      |
| 25,525                |                                            | 266,209                                         | -240,684                                     |
| 1,388,533             |                                            | 500,725                                         | 887,808                                      |
| 944,008               |                                            | 1,017,682                                       | -73,674                                      |
| 165,161               |                                            | 135,520                                         | 29,641                                       |

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 |                                                                                        |
|                                                                                             |                                   |                                            | 76,822                                                                                 |
|                                                                                             |                                   |                                            | 530,556                                                                                |
|                                                                                             |                                   |                                            | -21,239                                                                                |
|                                                                                             |                                   |                                            | -42,257                                                                                |
|                                                                                             |                                   |                                            | 530                                                                                    |
|                                                                                             |                                   |                                            | 2,850                                                                                  |
|                                                                                             |                                   |                                            | -59,593                                                                                |
|                                                                                             |                                   |                                            | 13,420                                                                                 |
|                                                                                             |                                   |                                            | -57,946                                                                                |
|                                                                                             |                                   |                                            | -240,684                                                                               |
|                                                                                             |                                   |                                            | 887,808                                                                                |
|                                                                                             |                                   |                                            | -73,674                                                                                |
|                                                                                             |                                   |                                            | 29,641                                                                                 |

**Form 990PF Part XV Line 1a - 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).**

|                                     |
|-------------------------------------|
| MR JOSEPH STEINBERG IS A TRUSTEE O  |
| 1992 CHARITABLE TRUST MR STEINBER   |
| THE TOTAL CONTRIBUTIONS IN PRIOR YE |
| WERE MADE BY MR STEINBERG MR STEI   |
| ADVISORS MANAGE THE INVESTMENTS FOR |

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)                                                                                    |                                                                                                           |                                |                                  |           |
| <b>a</b> Paid during the year                                                                                          |                                                                                                           |                                |                                  |           |
| NEW YORK UNIVERSITY 5 WASHINGTON SQUARE NORTH NEW YORK, NY 10003                                                       | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 530,000   |
| CONGREGATION MT SINAI 250 CADMAN PLAZA WEST BROOKLYN HEIGHTS, NY 11201                                                 | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 98,500    |
| ST ANN CENTER WAREHOUSE 70 WASHINGTON STREET BROOKLYN, NY 11201                                                        | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 183,318   |
| BROOKLYN ACADEMY OF MUSIC 30 LAFAYETTE AVE BROOKLYN, NY 11217                                                          | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 46,670    |
| BROOKLYN BOTANIC GARDEN 1000 WASHINGTON AVE BROOKLYN, NY 11225                                                         | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 114,897   |
| CENTER FOR JEWISH HISTORY 15 WEST 16TH STREET NEW YORK, NY 10011                                                       | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 224,875   |
| YIVO 15 WEST 16TH STREET NEW YORK, NY 10011                                                                            | NONE                                                                                                      | PC                             | CHARITABLE                       | 25,000    |
| AMERICAN JEWISH HISTORICAL SOCIETY 162 WEST 56TH STREET SUITE 405 NEW YORK, NY 10019                                   | NONE                                                                                                      | PC                             | CHARITABLE                       | 10,000    |
| TELLURIDE FILM FESTIVAL 800 JAMES STREET BERKELEY, CA 94710                                                            | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 33,560    |
| UNIVERSITY OF MIAMI 1320 SDIXIE HIGHWAY CORAL GABLES, FL 33124                                                         | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 250,000   |
| SOUTH FORK NATURAL HISTORY MUSUEM PO BOX 455 BRIDGEHAMPTON, NY 11932                                                   | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 10,000    |
| POLYTECHNIC INSTITUTE OF NY 6 METROTECH CTR BROOKLYN, NY 11201                                                         | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 100,000   |
| CEI-PEA 28 W 44TH STREET NEW YORK, NY 10036                                                                            | NONE                                                                                                      | PC                             | CHARITABLE                       | 10,000    |
| RED HOOK INITIATIVE 767 HICKS STREET BROOKLYN, NY 11231                                                                | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 100,000   |
| HANNAH SENESH COMMUNITY DAY SCHOOL 215 PACIFIC ST BROOKLYN, NY 11201                                                   | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 101,000   |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                  | 2,763,283 |

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)                                                                                    |                                                                                                           |                                |                                  |           |
| <b>a</b> Paid during the year                                                                                          |                                                                                                           |                                |                                  |           |
| HUBBS-SEA WORLD RESEARCH<br>2595 INGRAHAM STREET<br>SAN DIEGO,CA 92109                                                 | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 50,000    |
| CITY CENTER 55TH STREET 130<br>WEST 56TH ST<br>NEWYORK,NY 10019                                                        | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 12,419    |
| ST JOSEPH HS 80 WILLOUGHBY<br>STREET<br>BROOKLYN,NY 11201                                                              | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 5,000     |
| BLUE HILL TROUPE PO BOX<br>286800<br>NEWYORK,NY 10128                                                                  | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 500       |
| WHEATON COLLEGE 26 E MAIN<br>STREET<br>NORTON,MA 02766                                                                 | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 100,000   |
| SOUTH BAY COMMUNITY<br>SERVICES 430 F STREET<br>CHULA VISTA,CA 91910                                                   | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 2,829     |
| WRITOPIA LAB 155 WEST 81ST ST<br>A<br>NEWYORK,NY 10004                                                                 | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 851       |
| PROJECT EZRA 465 GRAND<br>STREET<br>NEWYORK,NY 10002                                                                   | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 1,800     |
| STREET SQUASH 40 WEST 116TH<br>STREET<br>NEWYORK,NY 10026                                                              | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 1,000     |
| BROOKLYN KINDERGARTEN<br>SOCIETY 57 WILLOUGHBY STREET<br>NEWYORK,NY 11201                                              | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 1,000     |
| DANSPLACE PROJECT 131 EAST<br>10TH STREET<br>NEWYORK,NY 10003                                                          | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 3,625     |
| BROOKLYN CHILDRENS MUSUEM<br>145 BROOKLYN AVE<br>BROOKLYN,NY 11213                                                     | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 4,116     |
| NY WIFT 6 EAST 39TH STREET<br>NEWYORK,NY 10016                                                                         | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 3,500     |
| WOUNDED WARRIOR PROJECT<br>4899 BELFORT ROAD<br>JACKSONVILLE,FL 32256                                                  | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 1,000     |
| POLY PREP COUNTRY DAY SCHOOL<br>9216 7TH AVE<br>BROOKLYN,NY 11228                                                      | NONE                                                                                                      | 501(C)(3)                      | CHARITABLE                       | 131,500   |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                  | 2,763,283 |

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)                                                                                    |                                                                                                           |                                |                                  |           |
| <b>a</b> Paid during the year                                                                                          |                                                                                                           |                                |                                  |           |
| ARTS ALIVE 37 CENTRAL SQUARE STE 203 KENNE,NH 034313704                                                                | NONE                                                                                                      |                                | CHARITABLE                       | 1,322     |
| SADIE NASH LEADERSHIP PROJECT 4 WEST 43RD STRT NEW YORK,NY 10036                                                       | NONE                                                                                                      |                                | CHARITABLE                       | 15,000    |
| AMERICAN JEWISH JT DISTRIBUTION COMM 711 THIRD AVE 10TH FLR NEW YORK,NY 10017                                          | NONE                                                                                                      |                                | CHARITABLE                       | 75,000    |
| ST JOHN'S BREAD AND LIFE 799 LEXINGTON AVE BROOKLYN,NY 11221                                                           | NONE                                                                                                      |                                | CHARITABLE                       | 1,000     |
| YMHA & YWHA 1395 LEXINGTON AVE NEW YORK,NY 10128                                                                       | NONE                                                                                                      |                                | CHARITABLE                       | 1,826     |
| NEW YORKERS FOR PARKS 232 MADISON AVE STE 1107 NEW YORK,NY 10173                                                       | NONE                                                                                                      |                                | CHARITABLE                       | 10,000    |
| WORLD MONUMENTS FUND 350 5TH AVE STE 2412 NEW YORK,NY 10118                                                            | NONE                                                                                                      |                                | CHARITABLE                       | 10,000    |
| THE CALVIN COOLIDGE PRESIDENTIAL FNDTN PO BOX 97 PLYMOUTH,VT 05056                                                     | NONE                                                                                                      |                                | CHARITABLE                       | 15,000    |
| THE UNIVERSITY OF COLORADO 4740 WALNUT ST BOULDER,CO 80301                                                             | NONE                                                                                                      |                                | CHARITABLE                       | 100,000   |
| WORLD COUNCIL OF SYNAGOGUES 3080 BROADWAY NEW YORK,NY 10027                                                            | NONE                                                                                                      |                                | CHARITABLE                       | 1,000     |
| COMMUNITY ROOTS CHARTER SCHOOL 50 NAVY STREET 3RD FLR BROOKLYN,NY 11201                                                | NONE                                                                                                      |                                | CHARITABLE                       | 1,000     |
| JIGSAW EDUCATIONAL PRODUCTIONS 601 WEST 26TH STREET STE 1762 NEW YORK,NY 10001                                         | NONE                                                                                                      |                                | CHARITABLE                       | 1,000     |
| CHARTER OAK CHALLENGE FNDTN 575 RIVERSIDE AVE STE 202A WESTPORT,CT 06880                                               | NONE                                                                                                      |                                | CHARITABLE                       | 1,000     |
| THE NEIGHBORHOOD TRUST 1112 STNICHOLAS AVE NEW YORK,NY 10032                                                           | NONE                                                                                                      |                                | CHARITABLE                       | 2,000     |
| NY FOUNDATION FOR THE ARTS 155 AVENUE OF THE AMERICAS NEW YORK,NY 10013                                                | NONE                                                                                                      |                                | CHARITABLE                       | 50,000    |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                  | 2,763,283 |

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)                                                                                    |                                                                                                           |                                |                                  |           |
| <b>a</b> Paid during the year                                                                                          |                                                                                                           |                                |                                  |           |
| STRIVE INTERNATIONAL 240 EAST 123RD STREET NEWYORK,NY 10035                                                            | NONE                                                                                                      |                                | CHARITABLE                       | 25,000    |
| YESHIVA UNIVERSITY MUSUEM 15 WEST 16TH STREET NEWYORK,NY 10011                                                         | NONE                                                                                                      |                                | CHARITABLE                       | 1,000     |
| TRIBE MEDIA CORP-JEWISH JOURNAL 3250 WILSHIRE BLVD STE 1250 LOS ANGELES,CA 90010                                       | NONE                                                                                                      |                                | CHARITABLE                       | 100,000   |
| CHILDRENS HEARING INSTITUTE 380 SECOND AVE 9TH FLR NEWYORK,NY 10010                                                    | NONE                                                                                                      |                                | CHARITABLE                       | 9,825     |
| CAMP RAMAH 65 E WACKER PLACE CHICAGO,IL 60601                                                                          | NONE                                                                                                      |                                | CHARITABLE                       | 25,000    |
| JAZZ AT LINCOLN CENTER 162 WEST 56TH STREET STE 405 NEWYORK,NY 10019                                                   | NONE                                                                                                      |                                | CHARITABLE                       | 50,000    |
| NY POLICE AND FIRE WIDOWS 767 5TH AVE SUITE 2621 NEWYORK,NY 10153                                                      | NONE                                                                                                      |                                | CHARITABLE                       | 10,000    |
| CHALLENGED ATHLETES FOUNDATION 9591 WAPLES STREET SAN DIEGO,CA 92121                                                   | NONE                                                                                                      |                                | CHARITABLE                       | 10,000    |
| MUSEUM OF JEWISH HERITAGE 36 BATTERY PLACE NEWYORK,NY 10280                                                            | NONE                                                                                                      |                                | CHARITABLE                       | 10,000    |
| THE MUNICIPAL ART SOCIETY 629 FIFTH AVE STE 106 PELHAM,NY 10803                                                        | NONE                                                                                                      |                                | CHARITABLE                       | 1,000     |
| GOOD SHEPHERD SERVICES 305 SEVENTH AVE 9TH FLR NEWYORK,NY 10001                                                        | NONE                                                                                                      |                                | CHARITABLE                       | 25,000    |
| PROSPECT PARK ALLIANCE 95 PROSPECT PARK WEST BROOKLYN,NY 11215                                                         | NONE                                                                                                      |                                | CHARITABLE                       | 1,500     |
| URBAN GLASS 647 FULTON STREET BROOKLYN,NY 11217                                                                        | NONE                                                                                                      |                                | CHARITABLE                       | 1,500     |
| ST JUDES CHILDRENS HOSPITAL 14 PENNSYLVANIA PLAZA 165 NEWYORK,NY 10122                                                 | NONE                                                                                                      |                                | CHARITABLE                       | 500       |
| DOCTORS WITHOUT BORDERS 333 7TH AVE NEWYORK,NY 10001                                                                   | NONE                                                                                                      |                                | CHARITABLE                       | 500       |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                  | 2,763,283 |

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)                                                                                  |                                                                                                           |                                |                                  |           |
| <b>a</b> <i>Paid during the year</i>                                                                                 |                                                                                                           |                                |                                  |           |
| CAE 215 LEXINGTON AVE 16TH FLR<br>NEW YORK, NY 10016                                                                 | NONE                                                                                                      |                                | CHARITABLE                       | 1,000     |
| BRIC 647 FULTON STREET<br>BROOKLYN, NY 11217                                                                         | NONE                                                                                                      |                                | CHARITABLE                       | 1,000     |
| GALLOP NYC 540 PRESIDENT STREET<br>NEW YORK, NY 10013                                                                | NONE                                                                                                      |                                | CHARITABLE                       | 500       |
| BROOKLYN MUSUEM 200 EASTERN PARKWAY<br>BROOKLYN, NY 11238                                                            | NONE                                                                                                      |                                | CHARITABLE                       | 47,600    |
| GIDEON HAUSNER 450 SAN ANTONIO ROAD<br>PALO ALTO, CA 94306                                                           | NONE                                                                                                      |                                | CHARITABLE                       | 250       |
| <b>Total</b> . . . . .  <b>3a</b> |                                                                                                           |                                |                                  | 2,763,283 |

TY 2013 Accounting Fees Schedule

**Name:** JOSEPH S & DIANE H STEINBERG 1992  
CHARITABLE TRUST C/O LEUCADIA NAT'L CORP  
**EIN:** 13-7002791

| Category                          | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|-----------------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| ACCOUNTING AND TAX<br>PREPARATION | 10,000 |                          |                        |                                             |

**Note:** To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2013 Depreciation Schedule**

**Name:** JOSEPH S & DIANE H STEINBERG 1992  
CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

**EIN:** 13-7002791

# TY 2013 Investments Corporate Bonds Schedule

**Name:** JOSEPH S & DIANE H STEINBERG 1992

CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

**EIN:** 13-7002791

| Name of Bond         | End of Year Book Value | End of Year Fair Market Value |
|----------------------|------------------------|-------------------------------|
| JP MORGAN CHASE 8009 | 14,888,951             | 15,157,245                    |
| JP MORGAN CHASE 7009 | 12,239,620             | 14,713,501                    |

**TY 2013 Investments Corporate  
Stock Schedule****Name:** JOSEPH S & DIANE H STEINBERG 1992

CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

**EIN:** 13-7002791

| <b>Name of Stock</b>      | <b>End of Year Book<br/>Value</b> | <b>End of Year Fair<br/>Market Value</b> |
|---------------------------|-----------------------------------|------------------------------------------|
| V3 REALTY FUND            | 1,000,000                         | 1,262,583                                |
| CONGRESSIONAL EFFECT FUND | 0                                 | 0                                        |
| TOCAGEN SER H PFD         | 100,000                           | 100,000                                  |
| CRIMSON WINE GROUP 33,000 | 220,578                           | 298,650                                  |
| LEUCADIA COMMON 330,000   | 7,491,923                         | 8,652,600                                |
| JORDAN INDUSTRIES         | 2,954,606                         | 1,856,406                                |
| HARRY & DAVID COMMON      | 0                                 | 0                                        |

**TY 2013 Investments - Land Schedule**

**Name:** JOSEPH S & DIANE H STEINBERG 1992

CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

**EIN:** 13-7002791

**TY 2013 Investments - Other Schedule****Name:** JOSEPH S & DIANE H STEINBERG 1992

CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

**EIN:** 13-7002791

| Category / Item                | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|--------------------------------|-----------------------|------------|-------------------------------|
| PALISADES VENTURES LP          | AT COST               | 517,352    | 588,965                       |
| ASSOCIATED PARTNERS LP         | AT COST               | 1,293,766  | 1,337,825                     |
| CARL MARKS STRAT. OPP. FUND II | AT COST               | 357,681    | 468,170                       |
| CM EQUITY PARTNERSHIP LP       | AT COST               | 33,717     | 33,641                        |
| NEW CENTURY LP                 | AT COST               | 1,385,482  | 1,064,359                     |
| PSS PE LP                      | AT COST               | 500,000    | 500,000                       |
| CM EQUITY A-TEK                | AT COST               | 116,436    | 100,000                       |
| CENTERBRIDGE PARTNERS          | AT COST               | 1,079,955  | 700,723                       |
| ACACIA PARTNERS                | AT COST               | 1,321,423  | 1,549,845                     |
| CENTERBRIDGE CAPITAL PRTNRS II | AT COST               | 296,014    | 696,883                       |

**TY 2013 Land, Etc. Schedule****Name:** JOSEPH S & DIANE H STEINBERG 1992

CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

**EIN:** 13-7002791

TY 2013 Other Decreases Schedule

**Name:** JOSEPH S & DIANE H STEINBERG 1992  
CHARITABLE TRUST C/O LEUCADIA NAT'L CORP  
**EIN:** 13-7002791

| Description                 | Amount    |
|-----------------------------|-----------|
| BOOK VERSUS TAX DIFFERENCES | 1,245,937 |

**TY 2013 Other Income Schedule****Name:** JOSEPH S & DIANE H STEINBERG 1992

CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

**EIN:** 13-7002791

| Description                     | Revenue And<br>Expenses Per Books | Net Investment<br>Income | Adjusted Net Income |
|---------------------------------|-----------------------------------|--------------------------|---------------------|
| OTHER INCOME FROM K-1'S         | -22,360                           | -22,360                  |                     |
| JP MORGAN FOREIGN CURRENCY LOSS | -44                               | -44                      |                     |

**TY 2013 Other Professional Fees Schedule****Name:** JOSEPH S & DIANE H STEINBERG 1992

CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

**EIN:** 13-7002791

| <b>Category</b>                | <b>Amount</b> | <b>Net Investment<br/>Income</b> | <b>Adjusted Net<br/>Income</b> | <b>Disbursements for<br/>Charitable<br/>Purposes</b> |
|--------------------------------|---------------|----------------------------------|--------------------------------|------------------------------------------------------|
| FROM K-1 OTHER<br>DEDUCTIONS   | 92,972        | 92,972                           |                                |                                                      |
| INVESTMENT FEES-DALTON         | 137,869       | 137,869                          |                                |                                                      |
| INVESTMENT FEES-<br>LONGFELLOW | 28,610        | 28,610                           |                                |                                                      |
| JP MORGAN CUSTODIAL FEES       | 13,344        | 13,344                           |                                |                                                      |

**TY 2013 Taxes Schedule****Name:** JOSEPH S & DIANE H STEINBERG 1992

CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

**EIN:** 13-7002791

| Category                     | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|------------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| NEW YORK DEPT OF LAW         | 750    |                          |                        |                                             |
| INTERNAL REVENUE SERVICE     | 25,000 |                          |                        |                                             |
| CT CORP FEE                  | 0      |                          |                        |                                             |
| FOREIGN TAXES PER K-1        | 5,732  | 5,732                    |                        |                                             |
| FOREIGN TAXES PAID-JP MORGAN | 38     | 38                       |                        |                                             |