

## See a Social Security Number? Say Something! Report Privacy Problems to https://public.resource.org/privacy Or call the IRS Identity Theft Hotline at 1-800-908-4490



Revenue

ш

rative

ī

and

perati

26

27

## 990-PF

AS AMENDED

## Return of Private Foundation

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

OMB No 1545-0052

▶ Do not enter Social Security numbers on this form as it may be made public Department of the Treasury ▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf. Open to Public Inspection For calendar year 2013 or tax year beginning 07/01, 2013, and ending 06/30, 2014 A Employer identification number THE HEINEMAN-RUSSELL FAMILY FOUNDATION. C/O GLENN HASCHER - ERNST & YOUNG, LLP 27-0961125 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (see instructions) (212) 773-6988 5 TIMES SQUARE City or town, state or province, country, and ZIP or foreign postal code If exemption application is pending, check here NEW YORK, NY 10036 G Check all that apply Initial return Initial return of a former public charity D 1 Foreign organizations, check here Final return Amended return 2 Foreign organizations meeting the 85% test, check here and attach Name change Address change computation . . . . . H Check type of organization X Section 501(c)(3) exempt private foundation E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here . Fair market value of all assets at J Accounting method | X Cash | If the foundation is in a 60-month termination end of year (from Part II, col (c), line Other (specify) under section 507(b)(1)(B) check here . > 10,332,996. (Part I, column (d) must be on cash basis) 16) ▶ \$ (d) Disbursements Part | Analysis of Revenue and Expenses (The (a) Revenue and (b) Net investment (c) Adjusted net total of amounts in columns (b), (c), and (d) for charitable expenses per may not necessarily equal the amounts in income income purposes books column (a) (see instructions) ) (cash basis only) 9,583,275.  $\begin{array}{c|c} \text{Contributions, gifts} & \text{grants, etc., received (attach schedule)} \\ \text{Check} & \blacktriangleright & & & \text{if the foundation is not required to} \\ \text{attach Sch.} & \text{B.} & \dots & \dots & \dots \end{array}$ 3 Interest on savings and temporary cash investments 74,273 74,273. ATCH 1 4 Dividends and interest from securities . . . . 5a Gross rents . . . . . . . . . . . . . . . . . . b Net rental income or (loss) 11,846 6 a Net gain or (loss) from sale of assets not on line 10 Gross sales pnce for all RECEIVED assets on line 6a 11,846. Capital gain net income (from Part IV, line 2) . Net short-term capital gain . . . . . . . Income modifications . Gross sales less returns and allowances · · · · 10 a O<del>©DEN, UT</del> b Less Cost of goods sold c Gross profit or (loss) (attach schedule) Other income (attach schedule) . . . . . . 9,669,394 86,119. Total Add lines 1 through 11. 13 Compensation of officers, directors, trustees, etc. 14 Other employee salaries and wages . . . 15 Pension plans, employee benefits . . . . . . 16 a Legal fees (attach schedule) . . . . . . . b Accounting fees (attach schedule) . . . 6,532. 6,532. c Other professional fees (attach schedule) \*. . 17 1,940. 1,940. 18 Taxes (attach schedule) (see instructions)ATCH . 3 . 19 Depreciation (attach schedule) and depletion 20 Occupancy . . . . . . . . . . . 21 Travel, conferences, and meetings 22 23 Other expenses (attach schedule) . . . . . 24 Total operating and administrative expenses 8,472 8,472. Add lines 13 through 23 . . . . . . . 25 Contributions, gifts, grants paid . . . . . . 8,472. 8,472.

JSA For Paperwork Reduction Act Notice, see instructions 3E1410 1 000

Total expenses and disbursements. Add tines 24 and 25

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-).

3599MA 1945 4/3/2017

Subtract line 26 from line 12

1 50:45 PM V 13-7.15

9,660,922

\*ATCH 2

77,647.

COPY

Form 990-PF (2013)

Page 2

P	art II	Ralance Sheets	Attached schedules and amounts in the description column should be for end-of-year -	Beginning of year		End of	year	
		- Julance Oncets	amounts only (See instructions )	(a) Book Value	(b) Book Value		(c) F	air Market Value
	1	Cash - non-interest-beari	ng		571,	670.		571,670.
	2	Savings and temporary	cash investments					
	3	Accounts receivable ▶				ŀ		
		Less allowance for dou	btful accounts ▶					
	4	Pledges receivable ▶_				1		
		Less allowance for dou	btful accounts ▶					
	5							
	6		officers, directors, trustees, and other			1		
		disqualified persons (at	tach schedule) (see instructions)					
	7	Other notes and loans r	eceivable (attach schedule)					
		Less allowance for dou	btful accounts ▶					
ţ	8	Inventories for sale or us	e					
Assets	9	Prepaid expenses and d	eferred charges					
Ÿ	10 a		e government obligations (attach schedule)					_
	b	Investments - corporate	stock (attach schedule) ATCH 4		5,079,	680.		5,686,760.
	С	Investments - corporate	bonds (attach schedule) ATCH 5		3,009,	572.		3,030,190.
	11	Investments - land, buildings and equipment basis Less accumulated deprecia (attach schedule)	s, <b>&gt;</b>	-	<u> </u>		_	
	12 13 14	Investments - mortgage Investments - other (atta	loans					
		Less accumulated deprecia	ation					
	15	Other assets (describe	► ATCH 6 )		1,000,	000.		1,044,376.
	16		completed by all filers - see the					
		instructions Also, see p	age 1, item I)	o	9,660,	922.		10,332,996.
	17	Accounts payable and a	accrued expenses					
	18						228	
Š	19						*	•
ij.	20		ors, trustees, and other disqualified persons					
Liabilities	21	_	otes payable (attach schedule)				•	•
⋍	22		<b>▶</b> )					
		,						
Ì	23	Total liabilities (add line	es 17 through 22)	0		0		
S		Foundations that fol	low SFAS 117, check here ▶ 24 through 26 and lines 30 and 31		,			
Balances	24	Unrestricted						
ılar	25							
	26		· · · · · · · · · · · · · · · · · · ·					
Net Assets or Fund			not follow SFAS 117, ▶ 🗓					
乓		check here and com	plete lines 27 through 31.					
0	27		cipal, or current funds		9,660,	922.		
ets	28		land bldg and equipment fund		·			
155	29	•	ulated income, endowment or other funds					
et /	30	•	balances (see instructions)	0	9,660,	922.		
ž	31		net assets/fund balances (see					
				o	9,660,	922.		
E	art II		anges in Net Assets or Fund E	Balances	-,,	1		<del></del>
			palances at beginning of year - Part I		nust agree with			
•			ed on prior year's return).		-	1		(
2	Ente	er amount from Part I	line 27a			2		9,660,922
3	Oth	er increases not inclu	line 27a		• • • • •	3		3,000,322
۵	ΛhhΔ	lines 1 2, and 3				4		9,660,922.
_	_		line 2 (itemize) ►			5		-, 000, 722.
6	Tota	I net assets or fund h	n line 2 (itemize) ► alances at end of year (line 4 minus	line 5) - Part II, column (f	a) line 30	6	<del></del>	9,660,922.
<u> </u>	1016	abbets of faile b	cianess at one of year (inte a fillings	of it are it, conditing the	-,,			

_			
P	20	a	

Part IV Capital Gains	s and Losses for Tax on Inv	vestment Income			
(a) List ar	nd describe the kind(s) of property sold	,	(b) How acquired	(c) Date acquired	(d) Date sold
	orick warehouse, or common stock, 200	0 shs MLC Co)	P - Purchase D - Donation	(mo , day, yr )	(mo , day, yr )
1a SEE PART IV SCHE	DULE		ļ		
_b			-		
_ <u>c</u>			<del> </del>		
_d					
_e	<del></del>		-		
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (lo (e) plus (f) minu	
_a					
b					
_c					
_d					_
_e					
Complete only for assets	showing gain in column (h) and own	ned by the foundation on 12/31/69		Gains (Col (h) g	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (ı) over col (j), ıf any	col	(k), but not less t Losses (from co	
a					
b					
_c			ļ <u>.</u>		
_d					
_e			<u> </u>		
2 Capital gain net income o		If gain, also enter in Part I, line 7 $\;\;$ $\;$ $\;$			
. •	( )	If (loss), enter -0- ın Part I, line 7	2	. <u></u>	11,846.
, .	n or (loss) as defined in sections 1	, , , , ,			
-		structions) If (loss), enter -0- in	-		_
	<del></del>		3	<del></del>	0
		educed Tax on Net Investment I			
(Por optional use by domest	ic private foundations subject to t	he section 4940(a) tax on net invest	unent inco	me)	
K to 40.40(-1)(2) to	Is assert Albanda and Albanda				
If section 4940(d)(2) applies	, leave this part blank				
Was the foundation liable for	r the section 1912 tay on the distr	butable amount of any year in the b	ace nerio	42	Yes No
	not qualify under section 4940(e		ase perior		_ 1es [ No
		ar, see the instructions before makin	g anv entr	es	
(a)	(b)	(c)	]	(d)	
Base period years Calendar year (or tax year beginning in)	Adjusted qualifying distributions	Net value of noncharitable-use assets		Distribution ra (col (b) divided by	
2012				<u> </u>	
2011				<del></del>	
2010			1		
2009					
2008					
2 Total of line 1, column (d	()		2		
		de the total on line 2 by 5 or by the			
-	· · · · · · · · · · · · · · · · · · ·	ss than 5 years	3		
,		,			
4 Enter the net value of no	ncharitable-use assets for 2013 fr	rom Part X, line 5	4		
5 Multiply line 4 by line 3			5		
				<del></del>	
6 Enter 1% of net investme	ent income (1% of Part I, line 27b)		6	<del></del>	
7 Add lines 5 and 6			7		
8 Enter qualifying distribution	ons from Part XII line 4				
If line 8 is equal to or gi	reater than line 7, check the box	in Part VI, line 1b, and complete	that part	using a 1% tax	x rate See the
JSA					m <b>990-PF</b> (2013)
3E1430 1 000 3599MA 1945 4/	3/2017 1:50 45 PM V	/ 13-7.15 COPY		ron	330-FT (2013)

AS AMENDED Form 990-PF (2013) Page 4 Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions) Part VI 1a Exempt operating foundations described in section 4940(d)(2), check here 🕨 🔛 and enter "N/A" on line 1 . . . Date of ruling or determination letter \_ \_ \_ \_ \_ (attach copy of letter if necessary - see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check 1,553. c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . 1,553. Add lines 1 and 2 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 1,553. Credits/Payments a 2013 estimated tax payments and 2012 overpayment credited to 2013 6a \_6b 2,500. c Tax paid with application for extension of time to file (Form 8868)......6c 2,500. Enter any penalty for underpayment of estimated tax. Check here \_\_\_\_\_\_ if Form 2220 is attached . . . . . . . 36. Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . . . 911. Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . . . . . . . . 10 Enter the amount of line 10 to be Credited to 2014 estimated tax ▶ Part VII-A Statements Regarding Activities 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate No Yes Χ 1a b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the Χ 1b If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities c Did the foundation file Form 1120-POL for this year? Χ 1 c d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶\$ \_\_\_\_\_\_(2) On foundation managers ▶\$\_\_\_\_\_ e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers > \$ \_ Χ 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes Χ 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?............. Χ b If "Yes," has it filed a tax return on Form 990-T for this year? Χ Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either · By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict Х

Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

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)

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete

Form	990-PF	(2013)

Х

Χ

Χ

7

8b

8a Enter the states to which the foundation reports or with which it is registered (see instructions)

CT,

	rt VII-A Statements Regarding Activities (continued)			Page 5
11				
• • •	meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			х
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified	11_		
12	person had advisory privileges? If "Yes," attach statement (see instructions)	4.2		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?			
.,	Website address N/A		1	
14	The books are in care of ► BENJAMIN W. HEINEMAN, JR. Telephone no ►			
	Located at ▶83 TURNING MILL LANE NEW CANAAN, CT ZIP+4 ▶ 06840			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			T
	and enter the amount of tax-exempt interest received or accrued during the year	• • •		Ш
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority		Yes	No
. •	over a bank, securities, or other financial account in a foreign country?	16		Х
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of			
	the foreign country			
Pa	rt 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
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a	1		
	disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for			
	the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception Check "No" if the			
	foundation agreed to make a grant to or to employ the official for a period after			
	termination of government service, if terminating within 90 days)			1
t	o If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			'
	s ection 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	ļ	
	Organizations relying on a current notice regarding disaster assistance check here	~	٠,	* "
C	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that			' ;
	were not corrected before the first day of the tax year beginning in 2013?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private			
	operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
á	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and			
	6 e, Part XIII) for tax year(s) beginning before 2013?			
	If "Yes," list the years   10 10 10 10 10 10 10 10 10 10 10 10 10 1			
	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	2.		
	all years listed, answer "No" and attach statement - see instructions)	2b		
•				
3 :	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise	}		
٠,	at any time during the year?			
	off "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)	3ь		
42	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		
	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its			
	charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		
			n-PF	(2013)

	90-PF (2013)					Page 6
	VII-B Statements Regarding Activities I		720 May Be Requ	iired (continued)		r r-
5 a	During the year did the foundation pay or incur any amo					
	<ol><li>Carry on propaganda, or otherwise attempt to influe</li></ol>	- '			0	
	(2) Influence the outcome of any specific public eli	•				
	directly or indirectly, any voter registration drive?				0	
	<ol><li>Provide a grant to an individual for travel, study, or o</li></ol>	ther similar purposes?		Yes N	o	
	(4) Provide a grant to an organization other than a					
	section 509(a)(1), (2), or (3), or section 4940(d)(2)?	(see instructions)		Yes N	o	
	(5) Provide for any purpose other than religious, c	haritable, scientific, I	iterary, or education	al		
	purposes, or for the prevention of cruelty to children	or animals?		Yes N	0	
b	If any answer is "Yes" to 5a(1)-(5), did any of the	transactions fail to	qualify under the e	exceptions described i	n	
	Regulations section 53 4945 or in a current notice regar	ding disaster assistanc	ce (see instructions)?		. 5b	
	Organizations relying on a current notice regarding disas	ster assistance check h	ere		. 🗆 🗀	
С	If the answer is "Yes" to question 5a(4), does the	foundation claim ex	emption from the ta	эx		
	because it maintained expenditure responsibility for the				0	
	If "Yes," attach the statement required by Regulations se				ľ	) <u> </u>
6 a	Did the foundation, during the year, receive any fur	nds, directly or indire	ctly, to pay premiun	าร	İ	
	on a personal benefit contract?					
b	Did the foundation, during the year, pay premiums, dire				. 6b	X
	If "Yes" to 6b, file Form 8870	, , ,				
7 a	At any time during the tax year, was the foundation a page	arty to a prohibited tax	shelter transaction?	Yes N		}
	If "Yes," did the foundation receive any proceeds or have	•	•		. 7b	
	Information About Officers, Director					<u> </u>
	and Contractors		•			
_1_	List all officers, directors, trustees, foundation	managers and their	c) Compensation (see	(d) Contributions to		
	(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	employee benefit plans and deferred compensation	(e) Expens	se account, lowances
	<del></del>		citer-o-j	and deterred compensation		
ATC		-	(		}	C
	· ·				<del>                                     </del>	
	·	•				
					<del> </del>	
		-				
				<del> </del>	<del> </del>	
		-				
	Companyation of five highest and ampleyers	. (a4baa 4baa 4baa	- :		<u> </u>	
2	Compensation of five highest-paid employees "NONE"	cotner than thos	se included on lin	le 1 - see instruct	ions) if n	one, ente
		(b) Title, and average		(d) Contributions to		
(a)	Name and address of each employee paid more than \$50,000	hours per week	(c) Compensation	employee benefit plans and deferred		se account, owances
		devoted to position		compensation	ļ	
		.			}	
	NONE					
	<del></del>	.]				
		.				
	<del></del>					
		·				
	7.		<del></del>	-		
		·				
 Total	number of other employees paid over \$50,000 .					

Form 990-PF (2013)		Pag
Information About Officers, Directors, Trustees, Foundation Mana and Contractors (continued)	igers, Highly Paid Employ	yees,
3 Five highest-paid independent contractors for professional services (see instru	ctions). If none, enter "NONE	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
otal 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 in organizations and other beneficianes served, conferences convened, research papers produced, etc.	formation such as the number of	Expenses
1 N/A		
	·	
2		
	·	
3		
4		
Part IX-B Summary of Program-Related Investments (see instructions)		
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and	2	Amount
1 NONE		
2		
2		

Form 990-PF(2013)

3 NONE

Total. Add lines 1 through 3.

All other program-related investments. See instructions

See instructions)  1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc. purposes  2 Average of monthly fair market value of securities  3 Average of monthly fair market value of securities  4 15 (2,538,346)  5 Average of monthly cash balances  5 Fair market value of all other assets (see instructions)  6 Reduction claimed for blockage or other factors reported on lines 1a and 1c (altach detailed explanation)  7 Catal (add lines 1a, b, and c)  8 Reduction claimed for blockage or other factors reported on lines 1a and 1c (altach detailed explanation)  1 Catach detailed explanation)  2 Acquisition indebtedness applicable to line 1 assets  3 Subtract line 2 from line 1d  4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)  5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4  6 Minimum investment return. Enter 5% of line 5  6 Minimum investment return from Part K, line 5  1 I At 59,889.  Part XII Distributable Amount (see instructions) (Section 4942(0)(3) and (1)(5) private operating foundations and certain foreign organizations check here b and non complete this part)  1 Interest of 2013 (This does not include the tax from Part VI)  2 Add lines 2 and 2b  3 Distributable amount before adjustments Subtract line 2 from line 1  4 Recoveres of amounts treated as qualifying distributions  5 Add lines 2 and 2b  6 Deduction from distributable amount (see instructions)  7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1  8 Amounts paid (including administrative expenses) to accomplish charitable, etc. purposes  a Expenses, contributions, gifts, etc total from Part I, column (d), line 26  b Program—related investments - total from Part IV. B  Cash distribution test (attach the required schedule)  5 Cash distribution test (attach the required schedule)  5 Cash distribution test (attach the required schedule)  6 Cash distributio	Form 9	90-PF (2013)		Page 8
purposes a Average monthly fair market value of securities b Average of monthly cash balances c Fair market value of all other assets (see instructions) d Total (add lines 1a, b, and c) c Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) d Cattach detailed explanation)  2 Acquisition indebtedness applicable to line 1 assets 2 Subtract line 2 from line 1d 4 Cash deemed held for chantable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 5 9,197,780. Minimum investment return. Enter 5% of line 5 (for greater amount) minimum investment return. Enter 5% of line 5 (for greater amount) minimum investment return from Part X, line 6 5 459,889.  Part XII Distributable Amount (see instructions) (Section 4942(I)(3) and (I)(5) private operating foundations and certain foreign organizations check here 9 1 and do not complete this part)  1 Minimum investment income for 2013 from Part VI, line 5 2 a 1,553. b Income tax for 2013 (This does not include the tax from Part VI) 2b  1 Cadd lines 2a and 2b 1 Add lines 3 and 4 1 Cadd lines 3 and 4 2 Cadd lines 3 and 4 3 Cadd lines 3 and 4 4 Recoveries of amounts treated as qualifying distributions 1 Add lines 3 and 4 5 Add lines 3 and 4 5 Add lines 3 and 4 6 Deduction from distributable amount (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 1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes 3 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc purposes 3 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc purposes 3 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc purposes 3 Amounts paid to acquire as	Part	see instructions )	gn founda	itions,
a Average monthly fair market value of securities b Average of monthly cash balances c Fair market value of all other assets (see instructions) d Total (add lines 1a, b, and c) c Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 2 Acquisition indebtedness applicable to line 1 assets 2 Subtract line 2 from line 1d 3 9,337,848.  4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) Net value of noncharitable—use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 5 9,197,780. 6 Minimum investment return. Enter 5% of line 5 6 Minimum investment return from Part X, line 6. 1 459,889.  Part XI Distributable Amount (see instructions) (Section 4942())(3) and ())(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. 2 Tax on investment income for 2013 from Part VI, line 5 2 Tax on investment income for 2013 from Part VI, line 5 3 Distributable amount before adjustments Subtract line 2c from line 1 3 459,839.  2 C 1,553. 3 Distributable amount before adjustments Subtract line 2c from line 1 5 Add lines 3 and 4 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.  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 IX.B  2 Amounts paid (including administrative expenses) to accomplish charitable, etc. purposes 3 Amounts set aside for specific charitable projects that satisfy the a Sutlability test (prior IRS approval required) 5 Cash distribution test (lattach the required schedule) 5 Cash distribution and line 6 will be used in Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax o	1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
b Average of monthly cash balances c Fair market value of all other assets (see instructions) d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)  2 Acquisition indebtedness applicable to line 1 assets 3 Subtract line 2 from line 1d 4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 5 9,197,780. 6 Minimum investment return. Enter 5% of line 5 6 Minimum investment return. Enter 5% of line 5 6 Minimum investment return from Part X, line 6. 2a Tax on investment return from Part X, line 6. 2b Income tax for 2013 (fins does not include the lax from Part VI). c Add lines 2a and 2b 5 Add lines 3 and 4 6 Deduction from distributable amount (see instructions) 1 Minimum investment income for 2013 from Part VI, line 5 2c from line 1 6 Deduction from distributable amount (see instructions) 1 Menorial and 4 1 Associated a supplication of the				
b Average of monthly cash balances   16   2,538,346. c Fair market value of all other assets (see instructions)   1c   d Total (add lines 1a, b, and c)   1d   9,337,848. e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   2   Acquisition indebtedness applicable to line 1 assets   2   3 Subtract line 2 from line 1d   2   3   9,337,848.  4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)   4   140,068. 5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4   5   9,197,780. 6 Minimum investment return. Enter 5% of line 5   6   459,889.  Part XII   Distributable Amount (see instructions) (Section 4942())(3) and ()(5) private operating foundations and certain foreign organizations check here   and do not complete this part)   1   459,889.  1 Minimum investment return from Part X, line 6   2a   1,553. b Income tax for 2013 (This does not include the tax from Part VI)   2b   2c   1,553. 3 Distributable amount before adjustments Subtract line 2 form line 1   3   458,336. 4 Recoveries of amounts treated as qualifying distributions   4   4   4   4   4   4   4   4   4	а	Average monthly fair market value of securities	1a	
c Far market value of all other assets (see instructions)   1c   1d   9,337,848.   e Reduction claimed for blockage or other factors reported on lines 1a and 1 c (attach detailed explanation)   1d   2   2   Acquisition indebtedness applicable to line 1 assets   2   3   Subtract line 2 from line 1d   3   9,337,848.   4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)   4   140,068.   5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4   5   9,197,780   6   459,889.    Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here   3   and do not complete this part   4   459,889	þ	Average of monthly cash balances	1b	2,538,346.
d Total (add lines 1a, b, and c)  Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)  Acquisition indebtedness applicable to line 1 assets  Acquisition indebtedness applicable to line 1 assets  Bubtract line 2 from line 1d  Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions).  Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4  Minimum investment return. Enter 5% of line 5  Minimum investment return. Enter 5% of line 5  Minimum investment return. Enter 5% of line 5  Minimum investment return (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ and do not complete this part)  Minimum investment return from Part X, line 6  Tax on investment return from Part X, line 6  Tax on investment income for 2013 from Part VI, line 5  Income tax for 2013 (This does not include the tax from Part VI)  Recoveries of amounts treated as qualifying distributions  Recoveries of amounts treated as qualifying distributions  Add lines 3 and 4  Recoveries of amounts treated as qualifying distributions  Add lines 3 and 4  Distributable amount (see instructions)  Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.  Amounts paid (including administrative expenses) to accomplish charitable, etc. purposes  Expenses, contributions, gifts, etc - total from Part IX-B  Amounts paid including administrative expenses) to accomplish charitable, etc. purposes  Amounts set aside for specific charitable projects that satisfy the subtraction tax qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)  Cash distribution test (attach the required schedule)  Adjusted qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)  Cash distr	C	Fair market value of all other assets (see instructions)	1c	
1 c(attach detailed explanation)	d	Total (add lines 1a, b, and c)	1d	9,337,848.
2 Acquisition indebtedness applicable to line 1 assets 3 Jey 337, 848.  Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).  Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 9, 197, 780.  Minimum investment return. Enter 5% of line 5.	е	Reduction claimed for blockage or other factors reported on lines 1a and		
2 Acquisition indebtedness applicable to line 1 assets 3 Jey 337, 848.  Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).  Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 9, 197, 780.  Minimum investment return. Enter 5% of line 5.		1c (attach detailed explanation)		
3 Subtract line 2 from line 1d	2	Acquisition indebtedness applicable to line 1 assets		
nistructions)  Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.  Ninumum investment return. Enter 5% of line 5.  Ninumum investment return (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here □ and do not complete this part)  Ninumum investment return from Part X, line 6.  Ninumum investment income for 2013 from Part VI, line 5.  Net value of noncharitable amount form Part X, line 6.  Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation.  1	3	Subtract line 2 from line 1d	3	9,337,848.
Sequence of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see		
Minimum investment return. Enter 5% of line 5   6   459,889.		instructions)		
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	5			9,197,780.
and certain foreign organizations check here ▶ and do not complete this part.)  Minimum investment return from Part X, line 6	6	Minimum investment return. Enter 5% of line 5	1 - 1	459,889.
2a Tax on investment income for 2013 from Part VI, line 5 b Income tax for 2013 (This does not include the tax from Part VI) c Add lines 2a and 2b c Add lines 2a and 2b c Distributable amount before adjustments Subtract line 2c from line 1 3 458,336.  4 Recoveries of amounts treated as qualifying distributions 4 Add lines 3 and 4 5 Add lines 3 and 4 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. 7 458,336.  Part XIII Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes a Expenses, contributions, gifts, etc total from Part IX.B 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 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) 6 Qualifying distributions. Subtract line 5 from line 4 Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	Pari		dations	
b Income tax for 2013 (This does not include the tax from Part VI)		Minimum investment return from Part X, line 6	1	459,889.
b Income tax for 2013 (This does not include the tax from Part VI)	2 a	Tax on investment income for 2013 from Part VI, line 5 2a 1,553.		
c Add lines 2a and 2b Distributable amount before adjustments Subtract line 2c from line 1 Recoveries of amounts treated as qualifying distributions Add lines 3 and 4 Deduction from distributable amount (see instructions) Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.  Part XII Qualifying Distributions (see instructions)  Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes Expenses, contributions, gifts, etc total from Part I, column (d), line 26 Program-related investments - total from Part IX-B Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes Amounts set aside for specific charitable projects that satisfy the Suttability test (prior IRS approval required) Cash distribution test (attach the required schedule) Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 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) Adjusted qualifying distributions. Subtract line 5 from line 4 Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	b	Income tax for 2013 (This does not include the tax from Part VI) 2b	]	
4 Recoveries of amounts treated as qualifying distributions 4 Add lines 3 and 4 5 Deduction from distributable amount (see instructions) 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. 7 458,336.  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 b Program-related investments - total from Part IX-B 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 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) 6 Adjusted qualifying distributions. Subtract line 5 from line 4 Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	С	Add lines 2a and 2b	2c	1,553.
4 Recoveries of amounts treated as qualifying distributions 4 Add lines 3 and 4 5 Deduction from distributable amount (see instructions) 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. 7 458,336.  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 b Program-related investments - total from Part IX-B 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 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) 6 Adjusted qualifying distributions. Subtract line 5 from line 4 Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	3	Distributable amount before adjustments Subtract line 2c from line 1	3	458,336.
5 458,336. 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		Recoveries of amounts treated as qualifying distributions	4	
Deduction from distributable amount (see instructions)  Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	5		5	458,336.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	6	Deduction from distributable amount (see instructions)	6	
Part XII Qualifying Distributions (see instructions)  1	7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII,		
Part XII Qualifying Distributions (see instructions)  1		line 1	7	458,336.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 b Program-related investments - total from Part IX-B  2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc. purposes  3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 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) 6 Adjusted qualifying distributions. Subtract line 5 from line 4 Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	Pari	XII Qualifying Distributions (see Instructions)		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 b Program-related investments - total from Part IX-B  2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc. purposes  3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 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) 6 Adjusted qualifying distributions. Subtract line 5 from line 4 Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
b Program-related investments - total from Part IX-B  2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  3 Amounts set aside for specific charitable projects that satisfy the  a Suitability test (prior IRS approval required)  b Cash distribution test (attach the required schedule)  4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  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)  6 Adjusted qualifying distributions. Subtract line 5 from line 4  Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	а		1a	
Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.  purposes  Amounts set aside for specific charitable projects that satisfy the  Suitability test (prior IRS approval required)  Cash distribution test (attach the required schedule)  Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  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)  Adjusted qualifying distributions. Subtract line 5 from line 4  Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	b		1b	<del></del>
purposes  Amounts set aside for specific charitable projects that satisfy the  Suitability test (prior IRS approval required)  Cash distribution test (attach the required schedule)  Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  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)  Adjusted qualifying distributions. Subtract line 5 from line 4  Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	2			
Amounts set aside for specific charitable projects that satisfy the  a Suitability test (prior IRS approval required).  b Cash distribution test (attach the required schedule).  4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4.  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).  6 Adjusted qualifying distributions. Subtract line 5 from line 4.  Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation			2	
a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 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) 6 Adjusted qualifying distributions. Subtract line 5 from line 4  Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	3	Amounts set aside for specific charitable projects that satisfy the		
b Cash distribution test (attach the required schedule) 4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 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) 6 Adjusted qualifying distributions. Subtract line 5 from line 4  Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	а		3a	
Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	b		3b	
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)  Adjusted qualifying distributions. Subtract line 5 from line 4  Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation		Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b></b>	
Enter 1% of Part I, line 27b (see instructions)  6 Adjusted qualifying distributions. Subtract line 5 from line 4  Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation				
6 Adjusted qualifying distributions. Subtract line 5 from line 4 6 Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation			1 1	0
Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	6		<del></del>	0
	-		alculating	whether the foundation

Form 990-PF (2013)

to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	Pe	TO All Undistributed income (see instru	uctions)			
2 Undistributed income, if any as of the end of 2013	1	Distributable amount for 2013 from Part XI,	1			
2 Undistributed income, if any as of the end of 2013		fine 7				458,336.
b Total for prior years 20 11 20 10 , 20 09  a Excess distributions carryover, if any, to 2013  a From 2008 b From 2010 c From 2011 c From 2011 f Total of hines 3a through e  C Qualifying distributions for 2013 from Part XI, line 4 b S  a Applied to 2012, but not more than line 2a, b Applied to condistributed income of prior years (Election required - see instructions).  c Treated as distributions out of corpus (Election required - see instructions) and Applied to 2013 distributable amount.  A Remaining amount distributed out of corpus 1  5 Excess distributions carryover applied to 2013 (if an amount appears in column (d), the same amount must be shown in column (a). The same amount must	2					
b Total for prior years 20 11 20 10 , 20 09  a Excess distributions carryover, if any, to 2013  a From 2008 b From 2010 c From 2011 c From 2011 f Total of hines 3a through e  C Qualifying distributions for 2013 from Part XI, line 4 b S  a Applied to 2012, but not more than line 2a, b Applied to condistributed income of prior years (Election required - see instructions).  c Treated as distributions out of corpus (Election required - see instructions) and Applied to 2013 distributable amount.  A Remaining amount distributed out of corpus 1  5 Excess distributions carryover applied to 2013 (if an amount appears in column (d), the same amount must be shown in column (a). The same amount must	а	Enter amount for 2012 only				
3 Excess distributions carryover, if any, to 2013 a From 2008 b From 2009 c From 2010 c From 2010 c From 2010 c From 2011 c From 2012 c Fr						
a From 2008   From 2010   C From 2010   C From 2010   C From 2010   C From 2011   C From 2011   C From 2011   C From 2012   T Total of Innes 3a through e   C Usalifying distributions for 2013 from Part XII, line 4 ▶ \$ 3   A polied to 2012, but not more than line 2a   A polied to 2012, but not more than line 2a   A polied to 2012, but not more of prior years (Election required - see instructions)   C Froeld as a distributions out of corpus (Election required - see instructions)   C Froeld as a distributions carryover applied to 2013   C Froeld as a distributions carryover applied to 2013   C Froeld as a distribution carryover applied to 2013   C Froeld as a distribution carryover applied to 2013   C Froeld as a distribution carryover applied to 2013   C Froeld as a distribution carryover applied to 2013   C Froeld as a distribution carryover applied to 2013   C Froeld as a distribution carryover applied to 2013   C Froeld as a distribution carryover applied to 2013   C Froeld as a distribution carryover applied to 2013   C Froeld as a distribution carryover applied to 2014   C Froeld as a distribution carryover applied to 2014   C Froeld as a distribution carryover from 2008 not applied on line 5 or line 7 (see instructions)   C Froeld and S Froeld as a distribution carryover from 2008 not applied on line 5 or line 7 (see instructions)   C Froeld as a distribution carryover from 2008 not applied on line 5 or line 7 (see instructions)   C Froeld as a distribution carryover from 2014   C Froeld as distributions carryover from 2014   C Froeld as a distribution carryover from 2014   C Froeld as a distribution carryover from 2014   C Froeld as a distribution carryover from 2014   C Froe						
b From 2010 d From 2011 e From 2012 1 Total of linnes 3a through e 2 Qualifying distributions for 2013 from Part XII, line 4 b \$ \$ a Applied to 2012, but not more than line 2a b Applied to 2012, but not more than line 2a b Applied to undistributed income of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2013 distributable amount e Remaining amount distributed out of corpus Exess distributions carryover applied to 2013 (if an amount appears in column (a) the same amount must be shown in column (a) the same amount must be shown in column (a) a Corpus Acid lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 5 b Prior years' undistributed income Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b e 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 Undistributed income for 2012 Subtract line 4a from line 2 Taxable amount - see instructions Undistributed income for 2012 Subtract line 4a from line 2 Taxable amount - see instructions Undistributed income for 2012 Subtract line 4a from line 2 Taxable amount - see instructions Undistributed income for 2013 Subtract line 4a from line 2 Taxable amount - see instructions Undistributed income for 2012 Subtract line 4a from line 2 Taxable amount - see instructions  Undistributed income for 2012 Subtract line 4a from line 2 Taxable amount - see instructions  Undistributed income for 2012 Subtract line 4a from line 2 Taxable amount - see instructions  Undistributed income for 2012 Subtract line 4a from line 2 Taxable amount - see instructions  Excess from 2014  Amount freated as distributions carryover to 2014 subtract line 7 and 8 from line 6  Analysis of line 9 a Excess from 2010  Excess from 2011  Exe	а					
d From 2011  e From 2012  f Total of Innes 3 through e  Qualifying distributions for 2013 from Part XII, line 4 ▶ \$  A Applied to 2012, but not more than line 2a  b Applied to Undistributed income of prior years (Election required - see instructions)  C Freated as distributions out of corpus (Election required - see instructions)  4 Applied to 2013 distributibuted auto of corpus (Election required - see instructions)  6 Applied to 2013 distributibuted auto of corpus (Election required - see instructions)  7 Applied to 2013 distributibuted auto of corpus (Election required - see instructions)  8 Exeast distributions carryover applied to 2013 of the same amount must be shown in column (a)  9 Exeast distributions carryover applied to 2013 of the same amount must be shown in column (a)  9 Enter the net total of each column as indicated below:  a Corpus Add lines 3f, 4c, and 4e Subtract line 5  b Prior years' undistributed income Subtract line 4b from line 2b  c Enter the amount of prior years' undistributed income for which a mice of deficiency has so that the same and the same a	b	From 2009				
d From 2011	С	From 2010				
From 2012						
f Total of lines 3 at through e.  Qualifying distributions for 2013 from Part XII, line 4 ▶ \$  a Applied to 2012, but not more than line 2a.  b Applied to undistributed income of prior years (Election required - see instructions).  C Treated as distributions out of corpus (Election required - see instructions).  d Applied to 2013 distributable amount.  Remaining amount distributed out of corpus.  Excess distributions carryover applied to 2013.  If an amount appears in column (a).  Entire the net total of each column as indicated below:  a Corpus Add lines 31, 4c, and 4e Subtract line 5.  b Prior years' undistributed income Subtract line 4b from line 2b.  Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 494(a) tax has been previously assessed.  Undistributed income for 2012 Subtract line 4a from line 2b. Taxable amount - see instructions.  Undistributed income for 2012 Subtract line 4a from line 2b. Taxable amount - see instructions.  Undistributed income for 2013 Subtract line 4a from line 2a. Taxable amount - see instructions.  Undistributed income for 2013 Subtract line 4a from line 2a. Taxable amount - see instructions.  Undistributed income for 2013 Subtract line 4a from line 2b. Taxable amount - see instructions.  4 John Line Stributions carryover to 2008 not applied on line 5 or line 7 (see instructions).  Excess distributions carryover to 2014 Subtract lines 4 can be applied on line 5 or line 7 (see instructions).  Excess from 2010 .  Excess from 2010 .  Excess from 2011 .  Excess from 2011 .  Excess from 2011 .  Excess from 2012 .	-	From 2012				
4 Qualifying distributions for 2013 from Part XII, line 4 ₱ \$  a Applied to 2012, but not more than line 2a.  b Applied to undistributed income of prior years (Election required - see instructions).  c Treated as distributions out of corpus (Election required - see instructions).  d Applied to 2013 distributiable amount.  e Remaining amount distributed out of corpus.  5 Excess distributions carryover applied to 2013 (If an amount appears in column (cl), the same amount must be shown in column (cl)).  5 Enter the net total of each column as indicated below:  a Corpus Add lines 3f, 4c, and 4e Subtract line 5.  b Prior years' undistributed income Subtract line 4b from line 2b.  c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.  d Subtract line 6b from line 6b Taxable amount use einstructions.  d Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions.  f Undistributed income for 2013 Subtract line 4a from line 2 anable amount - see instructions.  d Undistributed income for 2013 Subtract line add from line 2 anable amount - see instructions.  Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).  8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).  9 Excess distributions carryover to 2014 Subtract lines 9 Excess from 209 ince 5 or line 7 (see instructions).  0 Analysis of line 9 Excess from 209 ince 5 or line 7 (see instructions).  1 Excess from 209 .  1 Excess from 2010 .  1 Excess from 2011 .  2 Excess from 2012 .	f	Total of lines 3a through a				
In e4 ▶ \$ a Applied to 2012, but not more than line 2a. b Applied to undistributed income of prior years (Election required - see instructions).  c Treated as distributions out of corpus (Election required - see instructions).  d Applied to 2013 distributable amount.  e Remaining amount distributed out of corpus.  Excess distributions carryover applied to 2013. (if an amount appears in column (d), the same amount must be shown in column (a).  Enter the net total of each column as indicated below:  a Corpus Add lines 3f, 4c, and 4e Subtract line 5  Pror years' undistributed income Subtract line 4b from line 2b.  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.  c Undistributed income for 2012 Subtract line 4d far from line 2 a Taxable amount - see instructions.  I Undistributed income for 2013 Subtract line 4d and 5 from line 1 This amount must be distributed in come for 2013 Subtract line 4d and 5 from line 1 This amount must be distributed in 2014.  7 Amounts treated as distributions out of corpus to salisfy requirements imposed by section 170(b)(1)(F) or 4942(a)(a) (see instructions).  8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).  9 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).  9 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).  9 Excess from 2001.  C Excess from 2010.  Excess from 2011.  d Excess from 2011.			·	-	-,,,,,	
a Applied to 2012, but not more than line 2a.  b Applied to undistributed income of prior years (Election required - see instructions).  c Treated as distributions out of corpus (Election required - see instructions).  d Applied to 2013 distributable amount.  e Remaining amount distributed out of corpus.  5 Excess distributions carryover applied to 2013. (If an amount appears in column (a) is the net total of each column as indicated below:  a Corpus Add lines 3f, 4c, and 4e Subtract line 5  b Prior years' undistributed income Subtract line 4b from line 2b.  c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 494(a) tax has been previously assessed.  d Subtract line 6c from line 6b Taxable amount - see instructions.  f Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions.  f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.  Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.  458,336.  7 Amounts treated as distributions out of corpus to saisfy requirements imposed by section 170(b)(1)(F) or 4942(a)(3) (see instructions).  8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).  9 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).  9 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).  9 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).  9 Excess from 2009.  1 Excess from 2010.  1 Excess from 2010.  2 Excess from 2011.  3 Excess from 2012.	7	· ·				
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  e Remaining amount distributed out of corpus.  Excess distributions carryover applied to 2013 (if an amount appears in column (g), the same amount must be shown in column (g). the same amount must be shown in column (g). the same amount must be shown in column (g).  Enter the net total of each column as indicated below:  a Corpus Acid lines 3f, 4c, and 4e Subtract line 5  b Prior years' undistributed income Subtract line 4b from line 2b.  c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(g) tax has been previously assessed.  d Subtract line 6c from line 6b Taxable amount - see instructions.  d Undistributed income for 2012 Subtract line amount - see instructions.  Image: Taxable amount - see instructions in line 2 a Taxable amount - see instructions.  The distributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.  Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).  Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).  9 Excess distributions carryover to 2014  Subtract lines 7 and 8 from line 6a.  0 Analysis of line 9  Excess from 2009.  Excess from 2009.  Excess from 2010.  Excess from 2011.	2	<del></del>				
(Election required - see instructions).  c Treated as distributions out of corpus (Election required - see instructions).  d Applied to 2013 distributable amount eRamaning amount distributed out of corpus.  Excess distributions carryover applied to 2013.  (If an amount appears in column (d), the same amount must be shown in column (a)).  6 Enter the net total of each column as indicated below:  a Corpus Add lines 3f, 4c, and 4e Subtract line 5  b Prior years' undistributed income Subtract line 4b from line 2b.  c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.  d Subtract line 6c from line 6b Taxable amount - see instructions.  d Undistributed income for 2012 Subtract line 4a from line 2 Taxable amount - see instructions.  f Undistributed income for 2013 Subtract line 4d afrom line 2 Taxable amount - see instructions.  f Undistributed income for 2013 Subtract line 4d afrom line 2 Taxable amount must be distributed in 2014.  Analysis of line 7 (see instructions)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)  9 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)  9 Excess from 2009 .  c Excess from 2010 .  c Excess from 2011 .  d Excess from 2011 .						
required - see instructions)	ь	Applied to undistributed income of prior years (Election required - see instructions)				
d Applied to 2013 distributed amount e Remaning amount distributed out of corpus 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a)) 5 Enter the net total of each column as indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.  d Subtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2012 Subtract lines 4a from line 2 a Taxable amount - see instructions f Undistributed income for 2013 Subtract lines 4d a from line 1 This amount must be distributed in 2014 A Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)  9 Excess distributions carryover to 2014 Subtract lines 5 and 8 from line 6a  10 Analysis of line 9 a Excess from 2010 . Excess from 2011 . d Excess from 2011 .	С					
e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2013 ( If an amount appears in column (a), 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 b Prior years' undistributed income Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 494(a) tax has been previously assessed.  d Subtract line 6c from line 6b Taxable amount - see instructions.  Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions.  f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014	ď					
5 Excess distributions carryover applied to 2013 (if an amount appears in column (d), the same amount must be shown in column (a))  Enter the net total of each column as indicated below:  a Corpus Add lines 3f, 4c, and 4e Subtract line 5  b Prior years' undistributed income Subtract line 4b from line 2b.  c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.  d Subtract line 6c from line 6b Taxable amount - see instructions.  Undistributed income for 2012 Subtract line 4a from line 2 a Taxable amount - see instructions.  Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014  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? (see instructions)  9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a  10 Analysis of line 9  a Excess from 2009 .  b Excess from 2010 .  Excess from 2011 .  d Excess from 2012 .					·	
(If an amount appears in column (d), the same amount must be shown in column (a))  Enter the net total of each column as indicated below:  a Corpus Add lines 3f, 4c, and 4e Subtract line 5  b Prior years' undistributed income Subtract line 4b from line 2b.  Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.  d Subtract line 6c from line 6b Taxable amount see instructions.  e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount see instructions.  f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					· · · · · · · · · · · · · · · · · · ·	-
Enter the net total of each column as indicated below:  a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b. c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.  d Subtract line 6c from line 6b Taxable amount - see instructions. e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions.  f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014		(If an amount appears in column (d), the same			· · · · · · · · · · · · · · · · · · ·	<del></del>
indicated below:  a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b	6					,
b Prior years' undistributed income Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed	•					· ·
line 4b from line 2b  C Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed	а	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.  d Subtract line 6c from line 6b Taxable amount - see instructions.  e Undistributed income for 2012 Subtract line 4a from line 2 Taxable amount - see instructions	b	Prior years' undistributed income Subtract				
income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		Enter the amount of prior years' undestributed		<del> </del>		
been issued, or on which the section 4942(a) tax has been previously assessed	·					
d Subtract line 6c from line 6b Taxable amount - see instructions.  e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions		been issued, or on which the section 4942(a)				
amount - see instructions.  e Undistributed income for 2012 Subtract lines 4d afrom line 2a Taxable amount - see instructions.  f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)  9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a  10 Analysis of line 9  a Excess from 2009 .  b Excess from 2010 . c Excess from 2011 d Excess from 2012 .		tax has been previously assessed				
e Undstributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions	d					İ
4a from line 2a Taxable amount - see instructions	_	amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014	е	4a from line 2a Taxable amount - see				
4d and 5 from line 1 This amount must be distributed in 2014						
4d and 5 from line 1 This amount must be distributed in 2014	f	Undistributed income for 2013 Subtract lines				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)  9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a  10 Analysis of line 9  a Excess from 2009 . b Excess from 2010 . c Excess from 2011 d Excess from 2012 .		4d and 5 from line 1 This amount must be				
to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)  9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a  10 Analysis of line 9  a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012		distributed in 2014				458,336.
170(b)(1)(F) or 4942(g)(3) (see instructions)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)  9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a 0  10 Analysis of line 9  a Excess from 2009	7					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) 9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a 0 10 Analysis of line 9 a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012		to satisfy requirements imposed by section				
applied on line 5 or line 7 (see instructions)  9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a  10 Analysis of line 9  a Excess from 2009  b Excess from 2010  c Excess from 2011  d Excess from 2012		170(b)(1)(F) or 4942(g)(3) (see instructions)				
applied on line 5 or line 7 (see instructions)  9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a  10 Analysis of line 9  a Excess from 2009  b Excess from 2010  c Excess from 2011  d Excess from 2012	8	Excess distributions carryover from 2008 not				
Subtract lines 7 and 8 from line 6a 0  Analysis of line 9  a Excess from 2009						
0 Analysis of line 9 a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	9	Excess distributions carryover to 2014				
0 Analysis of line 9 a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012		Subtract lines 7 and 8 from line 6a				
b Excess from 2010	10					
c Excess from 2011 d Excess from 2012	а	Excess from 2009				
d Excess from 2012	b	Excess from 2010				
	С	Excess from 2011				
e Excess from 2013	d	Excess from 2012				

1 a	rt XIV Private Ope	erating Foundations				NOT APPLICA
	foundation, and the ruling				ating	
b	Check box to indicate wh					42(j)(3) or 4942(j
_		Taxyear	private operating recine			42())(3) 61 4342()
2 a	Enter the lesser of the ad-	- '	(5) 2040	Prior 3 years		(e) Total
	justed net income from Part I or the minimum investment	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
	return from Part X for each					
	year listed	<del></del>		-		
b	85% of line 2a		_			
С	Qualifying distributions from Part					
а	XII, line 4 for each year listed .  Amounts included in line 2c not					
٠	used directly for active conduct					
	of exempt activities					
е	Qualifying distributions made directly for active conduct of					
	exempt activities Subtract line					
,	2d from line 2c					
3	Complete 3a, b or c for the alternative test relied upon					
а	"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 invest-					
	ment return shown in Part X, line 6 for each year listed					
С	"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)(m)					
	(3) Largest amount of sup- port from an exempt					
	organization					
	(4) Gross investment income.					
Pa		tary Information (		t only if the found	ation had \$5,00	00 or more in as:
	·	during the year - s				
	Information Regarding					
а	List any managers of t					
	before the close of any	tax year (but only if th	iey have contributed n	nore than \$5,000) (Se	ee section 507(d)(2	2))
	N/A					
b	List any managers of	the foundation who	own 10% or more of	f the stock of a corp	oration (or an equ	ually large portion of
	ownership of a partners	ship or other entity) of	which the foundation	has a 10% or greater	ınterest	, ,
	N/A					
2	Information Regarding	Contribution, Grant	, Gift, Loan, Scholarsh	ip. etc Programs	<del></del> -	
	Check here ► X if th			•		
	unsolicited requests fo	r funds if the found	ation makes oifts, ora	nts etc (see instruct	iable organization ions) to individual	s and does not ac
	other conditions, comp			(000	iono, to marridual	5 or organizations u
а	The name, address, ar			he person to whom an	olications should be	addressed
_			1. 3a address 01 t	percento miloni api	Sacations Srivula De	addicoocd
h	The form in which appli	cations should be suf	mitted and information	on and materials thou	should include	
-	milon appli	seriono onodia de sul	too and imoninatio	and materials they	Should Include	
_	Any submission deadlin		· · · · · · · · · · · · · · · · · · ·			
C	Any submission deading	162				
_	Any rostrictions or lim	outations on awards	auch on hu soners	phinal areas should	ala fialda firada a	
	Any restrictions or lin factors	intations on awards,	such as by geogra	pnicai areas, charital	pie fields, kinds d	or institutions, or ot
šΑ						
						E. 000 DE 46
10	oo 3599MA 1945 4/	10.1000	45 PM V 13-7.	15 COP		Form <b>990-PF</b> (2

Form 990-PF (2013)

Supplementary Information (c	continuea)			
3 Grants and Contributions Paid Durin Recipient Name and address (home or business)	If recipient is an individual,	Oved for I	-uture Payment	
Name and address (home or business)	show any relationship to any foundation manager	status of	Purpose of grant or contribution	Amount
a Paid during the year	or substantial contributor	recipient		
a Tala during the year				
			]	
			1	
		İ		
		ļ		
		ļ		
		1		
T-A-1			<u> </u>	
b Approved for future payment		· · · · · ·	▶ 3a	
b Approved for future payment				
		}		
	•			
Total	<u> </u>	l	▶ 3h	

Part XVI	amounts unless otherwise indicated		ated business income	Excluded by	y section 512, 513, or 514	(e)
-		(a) Business code	(b) Amount	(c)	(d) Amount	Related or exempt function income
_	service revenue			Examination code	7 1111-2-11	(See instructions)
. —		<u> </u>		<u> </u>		
				_		
f	·					
g Fees	and contracts from government agencies					· · · · · · · · · · · · · · · · · · ·
2 Member	rship dues and assessments					
	on savings, and temporary cash investments					<del></del> .
	ds and interest from securities		· · · · · · · · · · · · · · · · · · ·	14	74,273.	
	tal income or (loss) from real estate			<del></del>		
	t-financed property	<del></del>				
	debt-financed property			<del></del>		
	al income or (loss) from personal property					· · · · · · · · · · · · · · · · · · ·
	envestment income			18	11,846.	
	loss) from sales of assets other than inventory	'		10	11,040.	
	ome or (loss) from special events	ļ		<del> </del>		
•	profit or (loss) from sales of inventory			+		
	evenue a			_		
						<u> </u>
е						
	l Add columns (b), (d), and (e)				86,119.	
	dd line 12, columns (b), (d), and (e)				·	86,119.
Part XVI	heet in line 13 instructions to verify calc  Relationship of Activities  Explain below how each activities	s to the Ac				uted importantly to th
▼	accomplishment of the foundation					•
					<del></del>	
		<del>-</del>				
					., ···	
					· · ·	
		_				
			·			
				·		
	ļ					
		_				
		_				

•		
orm 990-PF (2013)		Par

Part XV			ansfers To and Trans	actions an	d Relationships With Non		le
ın se					ny other organization described section 527, relating to political	Ye	s No
		_	a noncharitable exempt o	-			
	(1) Cash						
	Other assets er transactions:	• • • • • • • • • • • • • • • • • • • •		• • • • • •		1a(2)	<u> </u>
		ncharitable exe	mpt organization			16(1)	х
(2) F	Purchases of assets from	om a noncharita	able exempt organization			1b(2)	Х
(3) F	Rental of facilities, equ	ipment, or other	assets			1b(3)	X
(4) F	Reimbursement arrang	ements				15(4)	X
(5) L	oans or loan guarante	es		• • • • • • • • • • • • • • • • • • •		1b(5)	X
						1b(6) 1c	$\frac{\hat{x}}{x}$
d If the value	e answer to any of the of the goods, other e in any transaction o	ne above is "Ye assets, or serv r sharing arran	es," complete the following ices given by the reporting gement, show in column (	g schedule g foundation d) the value	Column (b) should always show If the foundation received less of the goods, other assets, or s	the fair than fair ervices re	market ceived.
(a) Line no	(b) Amount involved N/A	(c) Name of I	noncharitable exempt organization	(d) Des	scription of transfers, transactions, and sha	nng arrangen	nents
						-	
	-					<del></del>	
			<del></del> -	-			
			······································				
							<u>.</u>
	-						
_	<del> </del>	-	<del></del>			<del></del> =	
			<u>.</u> .				
	<del>                                     </del>			_			
	cribed in section 501(c	) of the Code (o			re tax-exempt organizations n 527?	Yes [	X No
	(a) Name of organization		(b) Type of organization	on	(c) Description of relations	ship	
				}			
وعبله	nder penalties of perjury, I declaration of	are that I have exam I preparer (ofther than I	ned this return, including accompany axpayer) is based on all information of w	ing schedules and thich preparer has	· · ·		
Sign Here	Signature of officer or trustee	20/1	1/26/17 Date	Title		S discuss the reparer showns)? X Yes	n below
	Print/Type preparer's na		Preparer's signature	, -44	Date Check if	PTIN	
Paid	Christopher R. Wi		Christyle 72.	William	05/31/17 self-employed		
Prepare	Firm's name EF	RNST & YOUN	G U.S. LLP		Firm's EIN ▶34-6	565596	
Use Onl	- I	TIMES SQUA	RE				
	NE NE	W YORK, N	Υ	10	036 Phone no 212-7	73-3000	

## Schedule B

(Form 990, 990-EZ,

**Schedule of Contributors** 

OMB No 1545-0047

or 990-PF) Department of the Treasury Internal Revenue Service

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs gov/form990.

Name of the organization Employer identification number

THE HEINEMAN-RUSSELL FAMILY FOUNDATION.

C/O GLENN HASCHER - ERNST & YOUNG, LLP 27-0961125					
Organization type (check one)					
Filers of.	Section:				
Form 990 or 990-EZ	501(c)( ) (enter number) organization				
	4947(a)(1) nonexempt charitable trust not treated as a private fou	ındatıon			
	527 political organization				
Form 990-PF	X 501(c)(3) exempt private foundation				
	4947(a)(1) nonexempt charitable trust treated as a private foundation				
	501(c)(3) taxable private foundation				
· ·	overed by the <b>General Rule</b> or a <b>Special Rule</b> . , (8), or (10) organization can check boxes for both the General Rule and a S	Special Rule See			
General Rule					
_	filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 one contributor. Complete Parts I and II	or more (in money or			
Special Rules					
under sections 509(a	(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support to a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during th ,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form III	e year, a contribution of			
during the year, total	(7), (8), or (10) organization filing Form 990 or 990-EZ that received from a contributions of more than \$1,000 for use <i>exclusively</i> for religious, charital uses, or the prevention of cruelty to children or animals. Complete Parts I, II,	ble, scientific, literary,			
during the year, cont not total to more tha year for an exclusivel applies to this organ	(7), (8), or (10) organization filing Form 990 or 990-EZ that received from a tributions for use <i>exclusively</i> for religious, charitable, etc., purposes, but the in \$1,000. If this box is checked, enter here the total contributions that werely religious, charitable, etc., purpose. Do not complete any of the parts unlest ization because it received <i>nonexclusively</i> religious, charitable, etc., contributions.	ese contributions did e received during the ss the General Rule utions of \$5,000 or			
<del>-</del>	s not covered by the General Rule and/or the Special Rules does not file S t answer "No" on Part IV, line 2_of its Form 990_or check the box on line I				

Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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

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

3Criedule B (FORM 990, 98	Page	
Name of organization	THE HEINEMAN-RUSSELL FAMILY FOUNDATION.	Employer identification number
	C/O GLENN HASCHER - ERNST & YOUNG, LLP	27-0961125

Palli	Contributors (see instructions) Use duplicate copies of P	art i ii additoriai space is riee	ueu 
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1_	BEN W. HEINEMAN 1997 IRREVOCABLE TRUST P.O. BOX 804418 CHICAGO, IL 60680	\$ <u>7,381,907.</u>	Person X Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2_	BEN W. HEINEMAN 1997 IRREVOCABLE TRUST  P.O BOX 804418  CHICAGO, IL 60680	\$2,201,368.	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		.   .   \$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)

Page 3

Name of organization THE HEINEMAN-RUSSELL FAMILY FOUNDATION. C/O GLENN HASCHER - ERNST & YOUNG, LLP

Employer identification number 27-0961125

Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed				
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received		
2	SECURITIES	\$2,201,368.	07/31/2013		
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received		
		\$			
(a) No from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received		
		\$			
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received		
		\$			
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received		
		\$			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received		
		\$	 		

Name of or	rganization THE HEINEMAN-RUSSELL F	AMILY FOUNDATION	. ис	Employer identification number				
	C/O GLENN HASCHER - EF			27-0961125				
Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry							
	For organizations completing Part III, contributions of \$1,000 or less for th	enter the total of execution execution execution end of the execution en	clusively religious, information once. S	charitable, etc , ee instructions ) ▶ \$				
	Use duplicate copies of Part III if addit			,				
(a) No from Part I	(b) Purpose of gift	(c) Use	of gift	(d) Description of how gift is held				
		(e) Trans	fer of gift					
	Transferee's name, address, ar	nd ZIP + 4	Relation	nship of transferor to transferee				
(a) No from	(b) Purpose of gift	(c) Use	of gift	(d) Description of how gift is held				
Part I								
	(e) Transfer of gift							
	Transferee's name, address, ar	Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee						
(a) No from Part I	(b) Purpose of gift	(c) Use	of gift	(d) Description of how gift is held				
			·					
		(e) Transf	er of gift					
	Transferee's name, address, ar	nd ZIP + 4	Relation	nship of transferor to transferee				
(a) No		• ·						
from Part I	(b) Purpose of gift	(c) Use	of gift	(d) Description of how gift is held				
		(e) Transf	er of gift					
	Transferee's name, address, ar	nd ZIP + 4	Relation	ship of transferor to transferee				
				·				
104				Schedule B (Form 990, 990-FZ, or 990-PF) (2013)				

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

C/	APITAL GAI	INS AND LO	SSES FUI	TAX UN	INVES II	<u>/1</u> 上 Pl	NI INCOM					
Kind of	Kind of Property Description		of Property		Kind of Property Description		roperty Description			or Date		Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)					
		TOTAL SHORT-	TERM CAPIT	AL GAIN DIV	IDENDS		4,629.					
		TOTAL LONG-1	TERM CAPITA	L GAIN DIVI	DENDS		11,611.					
125,000.		125,000 SHS 129,394.	GOLDMAN SAG	CHS GROUP IN	NC		08/05/2012 -4,394.	07/15/2013				
TOTAL GAIN(L	oss)					-	11,846.					
					,							
				,								
					:							

ATTACHMENT 1

L U	-
TTT	
ر 110	
G	
NO a	
Ĺ	
F.O.	
ITFDF	
INT	_
DIND	
U	
N	
$\Box$	_
NTV	
į	
<b>⊢</b>	
A P.T.	
Ω	
T C	
9	
Z	7 77 7
FOR	)

	NET	INVESTMENT	INCOME	74,273.
REVENUE	AND	EXPENSES	PER BOOKS	74,273.
			-	
			DESCRIPTION	NORTHERN TRUST

74,273.
TOTAL

EES	
OTHER PROFESSIONAL FEES	
ı ⊢	
PART	
990PF,	
FORM	

	NET	INVESTMENT	INCOME	6,532.	6,532.
REVENUE	AND	EXPENSES	PER BOOKS	6,532.	6,532.
			DESCRIPTION	NORTHERN TRUST MANAGEMENT FEES	TOTALS

	PER BOOKS
--	-----------

NET INVESTMENT INCOME

TOTALS

FOREIGN TAXES PAID

DESCRIPTION

1,940.

1,940.

1,940.

1,940.

- CORPORATE STOCK

PART II

FORM 990PE,

ENDING <u>FMV</u>	125,547. 2,101,970. 1,958,366. 1,070,748. 156,289. 273,840.
ENDING BOOK VALUE	101,746. 1,865,445. 1,750,345. 953,404. 150,000. 258,740.
DESCRIPTION	9,177.46 SHS MFB NORTHERN MULT 24,700 SHS MFC FLEXSHARES TR 19,600 SHS MFC FLEXSHARES TR 25,000 SHS PNM RESOURCES FRACT 15,723.27 SHS MFB NORTHERN FDS 6,922.14 SHS MFO RS INVT TR

## - CORPORATE BONDS PART II FORM 990PF,

ENDING <u>FMV</u>	352,392. 1,354,516. 261,726. 708,056. 353,500.
ENDING BOOK VALUE	350,000. 1,350,840. 254,915. 702,977. 350,840.
DESCRIPTION	18,401.68 SHS SHORT BD FD 132,276.92 SHS ULTRA SHORT 33,990.37 SHS HIGH YIELD FIXED 6,700 SHS ISHARES 1-3 YEAR 14,000 SHS MFC FLEXSHARES

AS AMENDED

PART II - OTHER ASSETS FORM 990PF,

DESCRIPTION

THIRTEEN PARTNERS OFFSHORE

ENDING BOOK VALUE

ENDING FMV

1,000,000.

1,044,376.

TOTALS

1,000,000.

1,044,376.

- NEW SUBSTANTIAL CONTRIBUTORS

LINE 10

PART VII-A,

FORM 990PE,

ATTACHMENT

## NAME AND ADDRESS

BEN W. HEINEMAN 1997 IRREVOCABLE TRUST P.O. BOX 804418 CHICAGO, IL 60680

BEN W. HEINEMAN 1997 IRREVOCABLE TRUST P.O BOX 804418 CHICAGO, IL 60680

8	EXPENSE ACCT AND OTHER ALLOWANCES	0	0	0
ATTACHMENT 8	1	0	0	
	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS			
	COMPENSATION	0	0	O
FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	TRUSTEE .25	TRUSTEE .25	GRAND TOTALS
	NAME AND ADDRESS	BENJAMIN W HEINEMAN, JR. 5 TIMES SQUARE NEW YORK, NY 10036	CRISTINE RUSSELL HEINEMAN 5 TIMES SQUARE NEW YORK, NY 10036	