Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 07/01 , 2013, and ending 06/30, 2014

Name of foundation: BORIS LURIE ART FOUNDATION

A Employer identification number: 98-0590515

Number and street (or P O box number if mail is not delivered to street address): FOUNDATION SOURCE 501 SILVERSIDE RD

Room/suite: 123

B Telephone number (see instructions): (800) 839-1754

City or town, state or province, country, and ZIP or foreign postal code: WILMINGTON, DE 19809-1377

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [X]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 60,687,783.

J Accounting method: [ ] Cash [ ] Accrual [X] Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	786.	786.		
	4 Dividends and interest from securities	268,395.	268,395.		
	5a Gross rents	253,891.	253,891.		
	b Net rental income or (loss) 39,162.				
	6a Net gain or (loss) from sale of assets not on line 10	418,822.			
	b Gross sales price for all assets on line 6a 17,490,520.				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 1	-8,592.	-8,592.		
	12 **Total.** Add lines 1 through 11	933,302.	514,480.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	462,324.			462,324.
	14 Other employee salaries and wages	143,244.			143,244.
	15 Pension plans, employee benefits	30,361.			30,361.
	16a Legal fees (attach schedule) ATCH 2	651,321.			311,639.
	b Accounting fees (attach schedule) ATCH 3	9,770.			9,770.
	c Other professional fees (attach schedule) *	824,403.			567,141.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	101,088.			14,981.
	19 Depreciation (attach schedule) and depletion	96,100.			
	20 Occupancy	103,781.			60,154.
	21 Travel, conferences, and meetings	23,289.			23,273.
	22 Printing and publications	59,249.			59,136.
	23 Other expenses (attach schedule) ATCH 6	307,289.			294,048.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,812,219.			1,976,071.
	25 Contributions, gifts, grants paid	65,000.			65,000.
	26 Total expenses and disbursements Add lines 24 and 25	2,877,219.	0	0	2,041,071.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,943,917.			
	b **Net investment income** (if negative, enter -0-)		514,480.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	1,503,135.	1,226,440.	1,226,440.
3	Accounts receivable ▶ 5,800.			
	Less allowance for doubtful accounts ▶		5,800.	5,800.
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) **	2,154,879.	1,252,961.	1,252,961.
b	Investments - corporate stock (attach schedule) ATCH 8	19,471,156.	20,358,151.	20,358,151.
c	Investments - corporate bonds (attach schedule) ATCH 9	1,416,652.	1,455,503.	1,455,503.
11	Investments - land, buildings, and equipment basis ▶ 2,245,670.			ATCH 10
	Less accumulated depreciation (attach schedule) ▶ 143,136.	2,634,497.	2,102,534.	2,245,670.
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 11	3,201,570.	3,034,590.	3,034,590.
14	Land, buildings, and equipment basis ▶ 795,709.			ATCH 12
	Less accumulated depreciation (attach schedule) ▶ 68,917.	14,692.	726,792.	777,617.
15	Other assets (describe ▶ ATCH 13)	4,695,350.	30,331,051.	30,331,051.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	35,091,931.	60,493,822.	60,687,783.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ ATCH 14)	11,688.	56,157.	
23	**Total liabilities** (add lines 17 through 22)	11,688.	56,157.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	35,080,243.	60,437,665.	
30	**Total net assets or fund balances** (see instructions)	35,080,243.	60,437,665.	
31	**Total liabilities and net assets/fund balances** (see instructions)	35,091,931.	60,493,822.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	35,080,243.
2	Enter amount from Part I, line 27a	2	-1,943,917.
3	Other increases not included in line 2 (itemize) ▶ ATCH 15	3	27,301,339.
4	Add lines 1, 2, and 3	4	60,437,665.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	60,437,665.

**ATCH 7

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012			
2011			
2010			
2009			
2008			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	20,579.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	20,579.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	20,579.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 23,835.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 500.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	24,335.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	8.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,748.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 3,748. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ BORISLURIEART.ORG

14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754
Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ SWITZERLAND			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 16		462,325.	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 17		114,583.	0	0

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

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3E1460 1 000

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 18		918,040.
Total number of others receiving over $50,000 for professional services ▶		5

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 FOUNDATION EFFORTS TO MAKE THE NO! ART MOVEMENT AU COURANT AND KEEP THE WORKS OF THE ARTISTS ALIVE IN THE ART WORLD. EXAMPLES ARE: GALLERY AND MUSEUM EXHIBITIONS OF NO! ART.	513,314.
2 STEWARDSHIP OF WORKS OF ART - RESTORATION, STORAGE, AND MAINTENANCE OF ART HELD BY THE FOUNDATION INCLUDING ART CREATED BY BORIS LURIE AS WELL AS OTHERS.	442,548.
3 THE TRANSLATION AND PUBLICATION OF BORIS LURIE'S POETRY, ESSAYS, BOOKS, AND ARTICLES AS WELL AS THE COMMISSION OF NEW PUBLICATIONS ABOUT BORIS LURIE.	2,868.
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	23,382,258.
b	Average of monthly cash balances	1b	1,091,965.
c	Fair market value of all other assets (see instructions)	1c	5,542,789.
d	**Total** (add lines 1a, b, and c)	1d	30,017,012.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	30,017,012.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	450,255.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,566,757.
6	**Minimum investment return.** Enter 5% of line 5	6	1,478,338.

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

1	Minimum investment return from Part X, line 6			1	1,478,338.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	20,579.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	20,579.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,457,759.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,457,759.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,457,759.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,041,071.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	767,696.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,808,767.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,808,767.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					1,457,759.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only					
b Total for prior years 20 11 ,20 10 ,20 09					
3 Excess distributions carryover, if any, to 2013					
a From 2008					
b From 2009					
c From 2010	1,449,061.				
d From 2011	350,217.				
e From 2012	47,345.				
f Total of lines 3a through e		1,846,623.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 2,808,767.					
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					1,457,759.
e Remaining amount distributed out of corpus		1,351,008.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		3,197,631.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		3,197,631.			
10 Analysis of line 9					
a Excess from 2009					
b Excess from 2010	1,449,061.				
c Excess from 2011	350,217.				
d Excess from 2012	47,345.				
e Excess from 2013	1,351,008.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 19				
Total . . . . ▶ **3a**				65,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	786.	
4 Dividends and interest from securities			14	268,395.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	39,162.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	418,822.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 20				-8,592.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				718,573.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 718,573.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee | Date 5/14/2015 | Title Chairman

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	05/13/2015		P01345770

Firm's name ▶ FOUNDATION SOURCE — Firm's EIN ▶ 510398347

Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042 — Phone no 8008391754

JSA
3E1493 1 000

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities	VARIOUS	PURCHASE	VARIOUS	$ 17,484,720	$ 17,069,698	$ 415,022
Saul Goodman Paintings	VARIOUS	DONATION	5/31/2014	$ 5,800	$ 2,000	$ 3,800
Part I, Line 6a Total				$ 17,490,520	$ 17,071,698	$ 418,822

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS LAZARD LTD	100.	100.
FOREIGN CURRENCY LOSSES	-8,692.	-8,692.
TOTALS	-8,592.	-8,592.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GEN GOV, EXHIBIT CONTRACTS, IP	311,639.			311,639.
ESTATE LITIGATION/INV REL SVCS	339,682.			
TOTALS	651,321.			311,639.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT SUPPORT	9,770.			9,770.
TOTALS	9,770.			9,770.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ADMINISTRATION OF FOUNDATION	52,949.	40,383.
ADVISORY BOARD CONSULTANT FEES	20,000.	20,000.
ARCHIVAL & CATALOGUING SVCS	20,113.	20,113.
ART PRESERVATION & RESTORATION	48,640.	48,640.
ART TRANSPORTATION FEES	112,290.	112,290.
COMPUTER REPAIR & SETUP	380.	380.
EXHIBITION FEES	252,938.	252,938.
INVESTMENT MANAGEMENT FEES	223,457.	
LANDSCAPING	26,549.	5,310.
PROGRAM RESEARCH	12,550.	12,550.
PROMOTION	49,432.	49,432.
SIGN INSTALLATION	1,450.	1,450.
WEBSITE CONSULTING	3,655.	3,655.
TOTALS	824,403.	567,141.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
990-PF ESTIMATED TAX FOR 2014	21,800.	
FOREIGN TAX PAID	4,335.	
IRS MISCELLANEOUS FEE	48.	
PROPERTY TAXES	74,905.	14,981.
TOTALS	101,088.	14,981.

Company Name BORIS LURIE ART FOUNDATION
EIN: 98-0590515
FYE: 06/30/2014

FORM 990-PF, PART I, LINE 19 - DEPRECIATION

Description	Current Depreciation
Land Improvements	5,697.
Buildings	70,590.
Leasehold Improvements	15,041.
Equipment	2,697.
Furniture & Fixtures	2,075.
Total Depreciation Expense	96,100.
Amortization Expense	
Total Depreciation & Amortization line 19	96,100.

NOTE Depreciation is calculated using the straight-line method over the estimated useful life of the asset

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	75,000.	75,000.
ART SUPPLIES	1,767.	1,767.
ATONEMENT DVD REPRODUCTIONS	1,000.	1,000.
BANK CHARGES	1,593.	
COMMUNICATIONS	1,962.	1,962.
EQUIPMENT MAINTENANCE	5,458.	2,881.
EXHIBITION SUPPLIES	909.	909.
FOUNDATION DUES & MEMBERSHIPS	35,000.	35,000.
HOLIDAY GIFTS	1,356.	1,356.
INSURANCE	21,043.	12,657.
K-1 EXP LAZARD LTD	1.	
OFFICE SUPPLIES	5,223.	4,570.
OTHER CONTRACT SERVICES	3,785.	3,785.
PAYROLL PROCESSING FEES	1,747.	1,747.
PHOTOGRAPHY	227.	227.
POSTAGE/DELIVERY SERVICE	8,991.	8,960.
STATE OR LOCAL FILING FEES	750.	750.
STORAGE FEE	141,477.	141,477.
TOTALS	307,289.	294,048.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US TREAS .07 - 7/24/14	97,999.	97,999.
US TREAS BILLS - EXP 9-18-2014	1,154,962.	1,154,962.
US OBLIGATIONS TOTAL	1,252,961.	1,252,961.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ADVANCE AUTO PARTS INC	65,166.	65,166.
AIA GROUP LTD ADR	36,715.	36,715.
ALLIANZ SE ADR	41,538.	41,538.
ALLY FINANCIAL INC	16,570.	16,570.
AMC NETWORKS INC	3,075.	3,075.
AMERICAN AIRLINES GROUP INC	6,229.	6,229.
AMERICAN EXPRESS CO	28,366.	28,366.
AMERICAN SELECTION HOLDINGS A	1,240,431.	1,240,431.
ANHEUSER BUSCH COS INC	31,953.	31,953.
APACHE CORPORATION	25,960.	25,960.
APPLE INC.	123,597.	123,597.
APPLIED MICRO CIRCUITS CORP	3,243.	3,243.
ARISAIG ASIA CONSUMER FUND PRE	239,502.	239,502.
ARM HOLDINGS PLC	27,823.	27,823.
ARRAY BIOPHARMA INC	2,052.	2,052.
ARRIS GROUP INC	13,012.	13,012.
ATLAS COPCO AB A SHS ADR	22,180.	22,180.
ATMEL CORPORATION	14,524.	14,524.
AVNET INC.	8,862.	8,862.
BAIDU.COM - ADR	13,077.	13,077.
BANCO BILBAO ARG SA	25,285.	25,285.
BANCO ITAU HOLDING FINANCIERA	37,776.	37,776.
BAXTER INTERNATIONAL INC.	37,307.	37,307.
BAYERISCHE MOTOREN WERKE	32,825.	32,825.
BERKSHIRE HATHAWAY INC. CLASS	68,722.	68,722.
BG GROUP PLC ADS	23,720.	23,720.
BLOOMIN BRANDS INC	6,280.	6,280.
BOYD GAMING CORP	3,033.	3,033.
BROCADE COMMUNICATIONS SYST IN	9,044.	9,044.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BUNGE LTD	25,339.	25,339.
CABLEVISION SYSTEMS CORP CL A	6,178.	6,178.
CAE INC	7,878.	7,878.
CAMBIAR SMALL CAP FUND - INSTI	518,899.	518,899.
CAMECO CORPORATION	9,805.	9,805.
CANADIAN NATL RAILWAY CO	29,649.	29,649.
CAREFUSION CORP	25,546.	25,546.
CARPENTER TECH	6,135.	6,135.
CATERPILLAR INC.	7,064.	7,064.
CHECK POINT SOFTWARE TECHNOLOG	13,875.	13,875.
CHEVRON CORP	27,024.	27,024.
CINCINNATI BELL INC	5,502.	5,502.
CISCO SYSTEMS INC	48,358.	48,358.
CITIGROUP INC	26,093.	26,093.
CITRIX SYSTEMS INC	10,071.	10,071.
COACH INC	35,900.	35,900.
COCHLEAR ORD PLC	12,739.	12,739.
COGNEX CORPORATION	7,680.	7,680.
COGNIZANT TECHNOLOGY SOLUTIONS	51,845.	51,845.
COMCAST CORP	21,919.	21,919.
CONSOL ENERGY INC.	22,666.	22,666.
CORR CP OF AMER	21,451.	21,451.
CSL LTD.	22,835.	22,835.
CUMMINS INC	40,733.	40,733.
DASSAULT SYS SA SPN ADR	46,765.	46,765.
DBS GROUP HLDGS SPON ADR	19,152.	19,152.
DEVON ENERGY CORPORATION	25,726.	25,726.
DICK'S SPORTING GDS	7,450.	7,450.
DISCOVERY COMMUNICATIONS, INC	14,518.	14,518.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DWS RREF REAL ESTATE SECURITY	883,919.	883,919.
DYAX CORP	2,880.	2,880.
EASTMAN CHEMICAL CO.	22,274.	22,274.
EATON VANCE FLOATING RATE FUND	474,877.	474,877.
EBAY INC.	6,458.	6,458.
ELI LILLY & CO	20,392.	20,392.
EMC CORP-MASS	73,673.	73,673.
ENDOCYTE INC	989.	989.
ENN ENERGY HOLDINGS LIMITED	12,530.	12,530.
EUROPEAN SELECTION HOLDINGS A	574,143.	574,143.
EXPRESS SCRIPTS HOLDING CO.	51,651.	51,651.
FAIRWAY GROUP HOLDINGS CORPORA	1,995.	1,995.
FANUC LIMITED UNSPONSORED	39,758.	39,758.
FEDERATED STRAT VAL FD IS	841,385.	841,385.
FOSTER WHEELER AG	11,925.	11,925.
FRESENIUS MED CAR AG	18,486.	18,486.
FUCHS PETROLUB SE	11,577.	11,577.
GANNETT CO INC	17,221.	17,221.
GLOBAL SELECTION HOLDING B	2,597,396.	2,597,396.
GOOGLE INC CL A	25,725.	25,725.
GOOGLE INC CL C	25,312.	25,312.
GR. ORO LINGOTTI KR 1	423,598.	423,598.
HARDING LOEVNER INSTITUTIONAL	1,457,427.	1,457,427.
HARMONIC INC.	4,103.	4,103.
HARTFORD FINANCIALSERVICES GRO	19,803.	19,803.
HELMERICH PAYNE	14,514.	14,514.
HEWLETT PACKARD CO	8,757.	8,757.
HEXCEL CP DELAWARE	8,180.	8,180.
HOLLYFRONTIER CORP	13,413.	13,413.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HONEYWELL INTERNATIONAL INC.	15,244.	15,244.
HONG KONG EX&CL UNSP/ADR	16,803.	16,803.
IAC/INTERACTIVE CORP	6,923.	6,923.
ICICI BK LTD ADS	30,938.	30,938.
IMMUNOGEN, INC	1,778.	1,778.
IMPERIAL OIL LMT	31,525.	31,525.
ING US INC	10,139.	10,139.
INTEL CORP	7,107.	7,107.
INTERCONTINETAL EXCHANGE INC	24,179.	24,179.
INTERNATIONAL PAPER CO.	16,857.	16,857.
INTERXION HOLDING N.V.	5,476.	5,476.
IRIDIUM COMMUNICATIONS INC	2,961.	2,961.
ISIS PHARMACEUTICALS, INC.	10,335.	10,335.
JANUS CAPITAL GROUP INC.	4,368.	4,368.
JC PENNEY	7,919.	7,919.
JDS UNIPHASE CORP	4,988.	4,988.
JGC CORP ADR	28,707.	28,707.
JOY GLOBAL INC.	6,096.	6,096.
KANSAS CITY SOUTHERN	10,751.	10,751.
KELLOGG CO	8,410.	8,410.
KOHLS CORP	6,796.	6,796.
L'AIR LIQUIDE ADR OTC	38,896.	38,896.
L'OREAL ADR	33,850.	33,850.
LAM RESEARCH CORP	19,395.	19,395.
LAS VEGAS SANDS CORP	19,055.	19,055.
LEVEL 3 COMMUNICATIONS, INC	8,782.	8,782.
LEVERAGED CAPITAL HOLDINGS NV	336,372.	336,372.
LIBERTY MEDIA CORPORATION COM	6,834.	6,834.
LKQ CORPORATION	18,550.	18,550.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LVMH MOET HENN UNSP	16,512.	16,512.
M&T BANK CORP	42,673.	42,673.
MACY'S INC	17,522.	17,522.
MADISON SQUARE GARDEN CO.	6,245.	6,245.
MAXIM INTEGRATED PRODS INC.	6,593.	6,593.
MCKESSON CORP	17,318.	17,318.
MEAD JOHNSON NUTRITI	33,541.	33,541.
MEDICINES COMPANY	2,906.	2,906.
MICROSOFT CORPORATION	14,261.	14,261.
MITSUBISHI ESTATE CO ADR	16,823.	16,823.
MOLSON COOR BREW CO CL B	50,355.	50,355.
MONOTARO CO., LTD	7,756.	7,756.
MORGAN STANLEY	23,051.	23,051.
MTN GROUP LTD SPON ADR	24,952.	24,952.
MYRIAD GENETICS, INC	7,784.	7,784.
NATL OILWELL VARCO	23,470.	23,470.
NCR CP	8,176.	8,176.
NESTLE S.A.	52,893.	52,893.
NORWEGIAN CRUISE LINE HOLDINGS	15,121.	15,121.
NOVO NORDISK A S	25,866.	25,866.
NOW INC.	2,571.	2,571.
OAKMARK INTERNATIONAL SMALL CA	495,890.	495,890.
ORIENT-EXPRESS HOTEL	9,451.	9,451.
OWENS ILLINOIS	9,976.	9,976.
PALL CP	12,809.	12,809.
PERRIGO CO PLC	34,399.	34,399.
PFIZER INC.	55,976.	55,976.
PIMCO COMMODITY REAL RETURN ST	738,540.	738,540.
PRECISION CASTPARTS	17,668.	17,668.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PRICELINE.COM INCORPORATED	27,669.	27,669.
QUALCOMM INC	68,270.	68,270.
R F MICRO DEVICES INC	10,549.	10,549.
RAYMOND JAMES FINANCIAL INC	5,073.	5,073.
REGENERON PHARMACEUTICALS, INC	21,185.	21,185.
REGIONS FINANCIAL CORP	21,155.	21,155.
REPUBLIC SVCS INC.	12,302.	12,302.
ROBERT HALF INTL INC.	4,774.	4,774.
ROCHE HOLDING LTD ADR	44,536.	44,536.
ROWAN CO PLC	4,790.	4,790.
ROYAL CARRIBEAN CRUISE	16,680.	16,680.
SANDS CHINA LTD UNSP ADR	24,658.	24,658.
SAP AKTIENGESELL ADS	35,035.	35,035.
SASOL LTD	14,721.	14,721.
SCHLUMBERGER LTD	70,652.	70,652.
SCHNEIDER ELEC UNSP/ADR	35,137.	35,137.
SEACHANGE INTERNATIONAL, INC	3,204.	3,204.
SEATTLE GENETICS, INC.	7,650.	7,650.
SERVICEMASTER GLOBAL HOLDINGS	6,089.	6,089.
SINCLARI BROADCAST GROUP INC	12,163.	12,163.
SONOVA HOLDING AG AD	17,818.	17,818.
SOTHEBYS	6,299.	6,299.
STARZ	4,469.	4,469.
STERICYCLE INC	37,776.	37,776.
STILLWATER MINING CO	8,775.	8,775.
SVENSKA HANDELSBK UNS ADR	14,970.	14,970.
SWATCH GROUP AG	19,202.	19,202.
SYMRISE AG UNSPONSORED	13,882.	13,882.
SYSCO CORP	33,405.	33,405.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SYSMEX CORP UNSP ASDR	31,888.	31,888.
TAIWAN SEMICONDUCTOR MFG CO LT	54,673.	54,673.
TELEPHONE & DATA SYS INC.	2,611.	2,611.
TERADYNE INC	13,328.	13,328.
TESCO PLC S ADR	12,760.	12,760.
THE COLCHESTER GLOBAL BOND FUN	405,367.	405,367.
THE COLCHESTER LOCAL MARKETS B	501,682.	501,682.
THE MOSAIC CO	9,890.	9,890.
TIGER SELECTION HOLDINGS A	701,713.	701,713.
TIME WARNER TELECOM INC.	10,078.	10,078.
TRADING CAPITAL HOLDINGS A	1,516,643.	1,516,643.
TRANSOCEAN LTD.	25,892.	25,892.
TRIMBLE NAV LTD	14,780.	14,780.
TRIQUINT SEMICONDUCTOR, INC.	8,696.	8,696.
TURKIYE GARANTI BANK	20,536.	20,536.
TYCO INTERNATIONAL LTD.	17,875.	17,875.
UNICHARM CORP - SPN ADR	30,164.	30,164.
UNIFI INC.	4,130.	4,130.
UNILEVER PLC AMER	15,949.	15,949.
UNITED STATES CELLULAR CORP	4,080.	4,080.
UNITEDHEALTH GROUP INC.	13,979.	13,979.
USD CYRUSONE INC	2,490.	2,490.
VALSPAR CORP	11,429.	11,429.
VARIAN MEDICAL SYSTEMS INC	27,021.	27,021.
VERISK ANALYTICS, INC	24,608.	24,608.
VIACOM INC. CL B	38,248.	38,248.
VISA INC	51,624.	51,624.
VISHAY INTERTECH	5,422.	5,422.
VITRUVIUS SICAV ASIAN EQUITY B	372,511.	372,511.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VITRUVIUS SICAV EMERGING GREAT	296,343.	296,343.
VITRUVIUS SICAV EUROPE EQUITY	471,537.	471,537.
VITRUVIUS SICAV JAPAN EQUITY B	691,210.	691,210.
VITRUVIUS SICAV US EQUITY B	688,477.	688,477.
WADDELL&REED FIN INC	7,824.	7,824.
WORLD WRESTLING ENT	2,983.	2,983.
WPP GROUP PLC	44,359.	44,359.
XEROX CP	21,795.	21,795.
XINYI GLASS HLDG ADR	4,880.	4,880.
ZOETIS INC	53,633.	53,633.
TOTALS	20,358,151.	20,358,151.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALCOA INC - 6.150% - 08/15/202	51,019.	51,019.
ALTRIA GROUP INC - 9.70% - 11/	29,992.	29,992.
AMERICAN TOWER CORP - 3.40% -	19,877.	19,877.
AMERICAN TOWER CORP - 4.500% -	28,296.	28,296.
ARROW ELECTRONICS INC NOTE 03.	5,175.	5,175.
ARROW ELECTRONICS INC NOTE 04.	41,806.	41,806.
AVNET INC - 6.625% - 09/15/201	49,848.	49,848.
BALL CORP - 5.750% - 05/15/202	31,913.	31,913.
BALL CORP SR-6.75%-09/15/2020	15,994.	15,994.
CENTURYLINK INC - 5.80% - 03/1	52,062.	52,062.
CHEVRON CORP - 1.104% - 12/05/	28,867.	28,867.
CHEVRON CORP 2.427% 6/24/2020	12,177.	12,177.
COCA-COLA CO/THE BOND 02.450%	48,168.	48,168.
DAVITA INC - 6.625% - 11/01/20	34,000.	34,000.
DELUXE CORP SR NT - 7.000% - 0	48,150.	48,150.
EXPEDIA INC DEL - 5.950% - 08/	50,916.	50,916.
FISERV INC - 6.860% - 11/20/20	52,070.	52,070.
GAP INC - 5.950% - 04/12/2021	46,291.	46,291.
HERTZ CORP SR NT - 6.750% - 04	47,700.	47,700.
HUMANA - 6.450% - 06/01/2016	33,044.	33,044.
HUMANA INC NOTE CALL - 7.20% -	11,871.	11,871.
IAC INTERACTIVE CORP - 4.75% -	46,236.	46,236.
INTL GAME TECHNOLOGY - 5.00% -	21,259.	21,259.
INTL GAME TECHNOLOGY - 7.500%	22,735.	22,735.
JANUS CAP GROUP INC - 6.700% -	50,924.	50,924.
JARDEN CORP - 7.500% - 05/01/2	45,400.	45,400.
L-3 COMMUNICATIONS CORP - 5.20	45,000.	45,000.
LEXMARK INTL INC - 6.650% - 06	51,049.	51,049.
LIMITED BRANDS INC - 6.900% -	45,400.	45,400.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MICROSOFT CORP SR NT 3.000% -	47,868.	47,868.
RR DONELLEY & SONS - 7.875% -	5,750.	5,750.
RR DONELLEY & SONS CO NOTES -	26,623.	26,623.
SEAGATE HDD CAYMAN - 7.00% - 1	39,638.	39,638.
SEAGATE TECH - 6.800% - 10/01/	6,669.	6,669.
URS CORP 5.000% - 04/01/2022	51,968.	51,968.
VALMONT INDUSTRIES INC - 6.625	53,473.	53,473.
VERISK ANALYTICS - 4.125% - 09	20,416.	20,416.
VERISK ANALYTICS INC - 4.875%	26,963.	26,963.
WILLIS NORTH AMERICA INC - 6.2	49,473.	49,473.
XEROX CORP - 4.50% - 05/15/202	59,423.	59,423.
TOTALS	1,455,503.	1,455,503.

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ATTACHMENT 10

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
239 E 77TH BLDG	SL	1,503,059.			1,503,059	81,910.	54,657		136,567
239 E 77TH IMPROVE2	SL	49,928			49,928		1,815		1,815
239 E 77TH LD IMP	SL	25,544			25,544	196	1,703.		1,899
239 E 77TH LAND	L	611,173			611,173				
239 E 77TH LD IMP	SL		55,966.		55,966.		2,855		2,855.
TOTALS		2,189,704.			2,245,670.	82,106.			143,136.

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALTERNATIVEFOCUS SABA CAPITAL	211,980.	211,980.
ARTWORK NOT USED IN FD PROGRAM	1,147,500.	1,147,500.
ESG CROSS BORDER OFFSHORE FUND	641,873.	641,873.
KROM RIVER COMMODITY FUND INC	229,685.	229,685.
LAZARD LTD	5,156.	5,156.
TITAN MASTERS INTERNATIONAL FU	798,396.	798,396.
TOTALS	3,034,590.	3,034,590.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 12

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
EQUIPMENT	SL	13,486			13,486	7,853.	2,697.		10,550
FURNITURE	SL	14,527.			14,527	5,467	2,075.		7,542
WAREHOUSE	SL		206,279		206,279		15,041		15,041
239 E 77TH BLDG	SL	375,765.			375,765.	20,478.	13,664.		34,142
239 E 77TH IMPROVE	SL	12,482.			12,482.		454		454
239 E 77TH LD IMP	SL	6,386			6,386	49	426		475.
239 E 77TH LAND	L	152,793			152,793				
239 E 77TH LD IMP	SL		13,991		13,991		713		713.
TOTALS		575,439.			795,709.	33,847.			68,917.

ATTACHMENT 13

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COLLECTION OF BORIS LURIE ART	28,220,500.	28,220,500.
COLLECTION OF NO! MOVEMENT ART	2,042,620.	2,042,620.
BOOKS-CDS-LIBRARY	1,002.	1,002.
FRAMES FOR ARTWORK	37,929.	37,929.
ART COMMISSIONED BY FOUNDATION	29,000.	29,000.
TOTALS	30,331,051.	30,331,051.

ATTACHMENT 14

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
TENANT SECURITY DEPOSITS	56,157.
TOTALS	56,157.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED APPRECIATION OF ASSETS		27,301,339.
	TOTAL	27,301,339.

BORIS LURIE ART FOUNDATION 98-0590515

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
KRISTEN BEYSTEHNER FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	SEC 1.00	
GEO CAMPONOVO FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	DIR 1.00	38,847.
ALEXANDRA LAUVAUX FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377 * REMOVED FROM FOUNDATION IN FYE 6/30/2014	SEC* 1.00	
WILLIAM F PEPPER FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377 * RESIGNED ON 2/1/14	DIR* 1.00	13,321.
PETER SPRENGER FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	DIR 1.00	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 16 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
GERTRUDE STEIN FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	CHAIRMAN / DIR 40.00	400,157.
ANTHONY WILLIAMS FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	DIR 1.00	10,000.
	GRAND TOTALS	462,325.

ANTHONY WILLIAMS IS A PARTNER OF THE FIRM MCKENNA, LONG, & ALDRIDGE LLP WHICH WAS PAID $355,943 BY THE FOUNDATION DURING FYE 06/30/14 FOR PROVIDING LEGAL SERVICES.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 17

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		
DAVID STEIN 501 SILVERSIDE RD, STE 123 WILMINGTON, DE 19809	EMPLOYEE 40.00	59,583.	0	0
RON MOROSAN 501 SILVERSIDE RD, STE 123 WILMINGTON, DE 19809	ART RESTORER 40.00	55,000.	0	0
	TOTAL COMPENSATION	114,583.		

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 18

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
MCKENNA LONG & ALDRIDGE LLP PO BOX 116573 ATLANTA, GA 30368	LEGAL	355,943.
FIDELITY PO BOX 770001 CINCINNATI, OH 45277	INVESTMENT MGMT	156,786.
DLA PIPER LLP (US) PO BOX 75190 BALTIMORE, MD 21275	LEGAL	148,628.
NITSAN BAR-ILAN 39-41 HAMEGINIM BLVD 33265 HAIFA ISRAEL	LEGAL	132,341.
PENINSULA CONSTRUCTION INC. 39-41 HAMEGINIM BLVD 33265 HAIFA ISRAEL	CONSTRUCTION	124,342.
TOTAL COMPENSATION		918,040.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICA-ISRAEL CULTURAL FOUNDATION INC 1140 BROADWAY, STE 304 NEW YORK, NY 10001	N/A PC	SCHOLARSHIP FUNDS AND PROGRAMS IN ISRAEL	20,000
INTERNATIONAL FOUNDATION FOR ART RESEARCH INC 500 5TH AVE STE 935 NEW YORK, NY 10110	N/A PC	GENERAL & UNRESTRICTED	25,000.
JEWISH PARTISAN EDUCATIONAL FOUNDATION INC 2107 VAN NESS AVE STE 302 SAN FRANCISCO, CA 94109	N/A PC	PRODUCTION AND DISTRIBUTION OF THE TEACHER TRAINING KIT, "JPEF IN A BOX"	15,000.
NEW YORK UNIVERSITY 726 BROADWAY - 2ND FL - RM 238 NEW YORK, NY 10003	N/A PC	GREY ART GALLERY'S RESEARCH AND PLANNING FOR THE EXHIBITION, "INVENTION DOWNTOWN: ARTIST-RUN GALLERIES IN NEW YORK CITY, 1950-1965"	5,000.
		TOTAL CONTRIBUTIONS PAID	65,000.

BORIS LURIE ART FOUNDATION 98-0590515

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 20

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS			14	100.	
FOREIGN CURRENCY LOSSES			14	-8,692.	
TOTALS				-8,592.	