



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



Form 990-PF

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. By law, the IRS cannot redact the information on the form.
- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 09-01-2013, and ending 08-31-2014

Name of foundation THE LEBENSFELD FOUNDATION C/O SULLIVAN & CROMWELL LLP % ROBERT J GIUFFRA JR ESQ		A Employer identification number 13-6086169	
Number and street (or P O box number if mail is not delivered to street address) 125 BROAD STREET Suite		B Telephone number (see instructions) (212) 558-4000	
C If exemption application is pending, check here ► <input type="checkbox"/>			
D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>			
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>			
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 22,768,543	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)	0			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	27,987	27,987		
4	Dividends and interest from securities.	2,566	2,566		
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a _____				
7	Capital gain net income (from Part IV, line 2) . . .				
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)	3,630	3,630		
12	Total. Add lines 1 through 11	34,183	34,183		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	4,575	1,144	0	3,431
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	105			
19	Depreciation (attach schedule) and depletion . . .				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	1,040	150		890
24	Total operating and administrative expenses.				
	Add lines 13 through 23	5,720	1,294	0	4,321
25	Contributions, gifts, grants paid	1,049,000			1,049,000
26	Total expenses and disbursements. Add lines 24 and 25	1,054,720	1,294	0	1,053,321
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-1,020,537			
b	Net investment income (if negative, enter -0-) . . .		32,889		
c	Adjusted net income (if negative, enter -0-) . . .				

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	4,232,290	3,333,544	3,333,544	
	2 Savings and temporary cash investments	19,547,161	19,425,034	19,425,034	
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	9,629	9,965	9,965		
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►					
15 Other assets (describe ►)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	23,789,080	22,768,543	22,768,543		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0		
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
		24 Unrestricted			
		25 Temporarily restricted			
		26 Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
		27 Capital stock, trust principal, or current funds	23,789,080	22,768,543	
		28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)		23,789,080	22,768,543		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		23,789,080	22,768,543		

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	23,789,080
2	Enter amount from Part I, line 27a	2	-1,020,537
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	22,768,543
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	22,768,543

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,218,460	24,143,042	0.050468
2011	1,174,693	25,311,794	0.046409
2010	1,255,365	31,108,922	0.040354
2009	1,557,800	27,781,866	0.056073
2008	2,067,637	29,523,777	0.070033
2 Total of line 1, column (d).	2	0.26333	
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.05266	
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	23,040,977	
5 Multiply line 4 by line 3.	5	1,213,499	
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	32	
7 Add lines 5 and 6.	7	1,213,821	
8 Enter qualifying distributions from Part XII, line 4.	8	1,053,321	

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	658
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	658
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	658
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	14,263
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	14,263
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13,605
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 13,605 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

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

Website address ► N/A

14 The books are in care of ► ROBERT J GIUFFRA JR ESQ Telephone no ► (212) 558-4000
Located at ► 125 BROAD STREET New York NY ZIP +4 ► 10004

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

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
See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 page 20 of the instructions)?		1b	
	Organizations relying on a current notice regarding disaster assistance check here ►			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c	No
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 ► 20____, 20____, 20____, 20____			
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 ► 20____, 20____, 20____, 20____			
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	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b	No

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

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b

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
Lauri Pietrini	TRUSTEE 10	0	0	
C/O SULLIVAN CROMWELL LLP NEW YORK, NY 10004	president and trustee 10	0	0	
Andrew G Pietrini	VP, TREASURER AND SECRETARY 10	0	0	
C/O SULLIVAN CROMWELL LLP NEW YORK, NY 10004				
Robert J Giuffra Jr				
C/O SULLIVAN CROMWELL NEW YORK, NY 10004				

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

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".

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 NONE	
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 _____ _____	
2 _____ _____	

All other program-related investments See page 24 of the instructions

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 0
b	Average of monthly cash balances.	1b 23,381,883
c	Fair market value of all other assets (see instructions).	1c 9,965
d	Total (add lines 1a, b, and c).	1d 23,391,848
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2 0
3	Subtract line 2 from line 1d.	3 23,391,848
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 350,878
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 23,040,970
6	Minimum investment return. Enter 5% of line 5.	6 1,152,049

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 1,152,049
2a	Tax on investment income for 2013 from Part VI, line 5.	2a 658
b	Income tax for 2013 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 658
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 1,151,391
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 1,151,391
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 1,151,391

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 1,053,321
b	Program-related investments—total from Part IX-B.	1b 0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2 0
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a 0
b	Cash distribution test (attach the required schedule).	3b 0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 1,053,321
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 1,053,321

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				1,151,391
2 Undistributed income, if any, as of the end of 2013			0	
a Enter amount for 2012 only.		0		
b Total for prior years 2011, 2010, 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	598,345			
b From 2009.	1,557,800			
c From 2010.				
d From 2011.				
e From 2012.	11,981			
f Total of lines 3a through e.	2,168,126			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 1,053,321			0	
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.				1,053,321
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	98,070			98,070
6 Enter the net total of each column as indicated below:	2,070,056			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0	
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			0	
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				0
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	500,275			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,569,781			
10 Analysis of line 9				
a Excess from 2009.	1,557,800			
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.	11,981			
e Excess from 2013.				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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

ROBERT J GIUFFRA JR ESQ
C/O SULLIVAN CROMWELL LLP
NEW YORK, NY 10004
(212) 558-4000

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

NONE

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	1,049,000
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities.				14	27,987	
5 Net rental income or (loss) from real estate				14	2,566	
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property.						
7 Other investment income.				14	3,630	
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory. .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e).					34,183	
13 Total. Add line 12, columns (b), (d), and (e).						34,183
(See worksheet in line 13 instructions to verify calculations.)						

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

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

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

a Transfers from the reporting foundation to a noncharitable exempt organization or

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

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

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

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

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

* * * * *

2014-01-08

* * * * *

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

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name	Preparer's Signature	Date 2015-01-15	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00741480
----------------------------	----------------------	--------------------	--	-------------------

Scott Thompsett		2015-01-15	employed	FO0741490
Firm's name	GRANT THORNTON LLP			Firm's EIN
Firm's address	757 THIRD AVE 4TH FLOOR NEW YORK, NY 100172013			Phone no (212) 558-4000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALZHEIMER'S ASSOCIATION 225 N MICHIGAN AVENUE FLR 17 CHICAGO, IL 606017633		PC	GENERAL SUPPORT	20,000
AMERICAN FRIENDS OF YESHIVA D'MIR 5227 NEW UTRECHT AVE BROOKLYN, NY 11219		PC	GENERAL SUPPORT	5,000
ARMED FORCES RELIEF TRUST Department 6055 Washington, DC 200426055		PC	GENERAL SUPPORT	15,000
BARTH SYNDROME FOUNDATION PO BOX 618 LARCHMONT, NY 10538		PC	GENERAL SUPPORT	25,000
BRICK CHURCH 62 EAST 92ND STREET NEW YORK, NY 101281398		PC	GENERAL SUPPORT	20,000
CAMILLA HALL NURSING HOME 1140 King Road IMMACULATA, PA 19345		PC	GENERAL SUPPORT	10,000
CAPE ELIZABETH LAND TRUST 330 OCEAN HOUSE ROAD CAPE ELIZABETH, ME 04107		PC	GENERAL SUPPORT	10,000
FAIRFIELD COUNTY FOUNDATION FUND FOR WOMEN & GIRLS 383 MAIN AVENUE NORWALK, CT 06851		PC	GENERAL SUPPORT	30,000
GREENWICH UNITED WAY ONE LAFAYETTE COURT GREENWICH, CT 06830		PC	GENERAL SUPPORT	5,000
HOMEFRONT INC 1880 PRINCETON AVENUE LAWRENCEVILLE, NJ 08648		PC	GENERAL SUPPORT	20,000
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028		PC	GENERAL SUPPORT	20,000
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019		PC	GENERAL SUPPORT	20,000
NATIONAL FOUNDATION FOR FACIAL RECONSTRUCTION 333 EAST 30TH STREET NEW YORK, NY 10016		PC	GENERAL SUPPORT	25,000
NIGHTINGALE-BAMFORD SCHOOL 20 EAST 92ND STREET NEW YORK, NY 10128		PC	GENERAL SUPPORT	50,000
PRINCETON HEALTHCARE SYSTEM FOUNDATION 3626 US ROUTE ONE PRINCETON, NJ 08540		PC	GENERAL SUPPORT	100,000
Total			► 3a	1,049,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
RABBINICAL COLLEGE OF AMERICA PO Box 1996 MORRISTOWN, NJ 07962		PC	GENERAL SUPPORT	5,000
REFORMED CHURCH HOME 1990 ROUTE 18 NORTH OLD BRIDGE, NJ 08857		PC	GENERAL SUPPORT	15,000
SPECIAL OLYMPICS 1133 19TH STREET NW WASHINGTON, DC 20036		PC	GENERAL SUPPORT	10,000
ST GREGORY THE GREAT ACADEMY 4620 NOTTINGHAM WAY HAMILTON SQUARE, NJ 08690		PC	GENERAL SUPPORT	20,000
ST LUCY DAY SCHOOL 4251 L STREET PHILADELPHIA, PA 19124		PC	GENERAL SUPPORT	25,000
THE FEDERALIST SOCIETY 1015 18TH STREET NW WASHINGTON, DC 20036		PC	GENERAL SUPPORT	25,000
THE JEREMY FUND 234 SULLIVAN WAY EWING, NJ 08628		PC	GENERAL SUPPORT	10,000
THE NEW YORK PUBLIC LIBRARY 445 Fifth Avenue NEW YORK, NY 10016		PC	GENERAL SUPPORT	25,000
THE RAMAZ SCHOOL 114 EAST 85TH STREET NEW YORK, NY 10028		PC	GENERAL SUPPORT	50,000
THE SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023		PC	GENERAL SUPPORT	12,000
THE SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023		PC	GENERAL SUPPORT	2,000
TRENTON AREA SOUP KITCHEN 72 1/2 ESCHER STREET BOX 872 TRENTON, NJ 08605		PC	GENERAL SUPPORT	20,000
UNITED OSTOMY ASSOCIATIONS OF AMERICA INC BOX 512 NORTHFIELD, MN 55057		PC	GENERAL SUPPORT	5,000
VILLANOVA UNIVERSITY 800 LANCASTER AVENUE VILLANOVA, PA 19085		PC	GENERAL SUPPORT	100,000
WASHINGTON & LEE UNIVERSITY 204 W WASHINGTON STREET LEXINGTON, VA 244502116		PC	GENERAL SUPPORT	10,000
Total				1,049,000
			► 3a	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
YALE LAW SCHOOL 127 WALL STREET NEW HAVEN, CT 06511		PC	GENERAL SUPPORT	50,000
Interfaith Caregivers of Greater Mercer County 3635 Quakerbridge Road Hamilton, NJ 08619		PC	GENERAL SUPPORT	10,000
SPOTSWOOD REFORMED CHURCH 429 MAIN STREET SPOTSWOOD, NJ 08648		PC	GENERAL SUPPORT	15,000
JUDGES AND LAWYERS BREAST CANCER ALERT 1324 LEXINGTON AVEN PMB 324 NEW YORK, NY 10128		PC	GENERAL SUPPORT	5,000
THE SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023		PC	GENERAL SUPPORT	17,500
YOUNG AMERICA'S FOUNDATION EM KIRBY FREEDOM CENTER 110 ELDEN STREET HERNDON, VA 20170		PC	GENERAL SUPPORT	25,000
THE BROWNING SCHOOL 52 EAST 62ND STREET NEW YORK, NY 10065		PC	GENERAL SUPPORT	25,000
CROHN'S AND COLITIS FOUNDATION 45 WILSON AVENUE MANALPAN, NJ 07726		PC	GENERAL SUPPORT	5,000
BANCROFT FOUNDATION 800 KINGS HIGHWAY NORTH SUITE 401 CHERRY HILL, NJ 08034		PC	GENERAL SUPPORT	100,000
SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023		PC	GENERAL SUPPORT	22,500
AMERICAN SWISS FOUNDATION 317 MADISON AVENUE NEW YORK, NY 10017		PC	GENERAL SUPPORT	5,000
BUCKINGHAM BROWN & NICHOLS SCHOOL 80 GERRYS LANDING ROAD CAMBRIDGE, MA 02138		PC	GENERAL SUPPORT	7,500
PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON, NJ 08540		PC	GENERAL SUPPORT	40,000
THE RIVERS SCHOOL 333 WINTER STREET WESTON, MA 02493		PC	GENERAL SUPPORT	7,500
CAPE ELIZABETH EDUCATION FOUNDATION PO BOX 6225 CAPE ELIZABETH, ME 04107		PC	GENERAL SUPPORT	5,000
Total				1,049,000
			► 3a	

TY 2013 Accounting Fees Schedule

Name: THE LEBENSFELD FOUNDATION
C/O SULLIVAN & CROMWELL LLP
EIN: 13-6086169

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANT THORNTON LLP	4,575	1,144		3,431

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

TY 2013 Depreciation Schedule

Name: THE LEBENSFELD FOUNDATION
C/O SULLIVAN & CROMWELL LLP
EIN: 13-6086169

TY 2013 Investments - Land Schedule

Name: THE LEBENSFELD FOUNDATION
C/O SULLIVAN & CROMWELL LLP
EIN: 13-6086169

TY 2013 Investments - Other Schedule

Name: THE LEBENSFELD FOUNDATION
C/O SULLIVAN & CROMWELL LLP
EIN: 13-6086169

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN LP		9,965	9,965

TY 2013 Land, Etc. Schedule

Name: THE LEBENSFELD FOUNDATION
C/O SULLIVAN & CROMWELL LLP
EIN: 13-6086169

TY 2013 Other Expenses Schedule

Name: THE LEBENSFELD FOUNDATION
C/O SULLIVAN & CROMWELL LLP
EIN: 13-6086169

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NEW YORK DEPARTMENT OF LAW	750			750
BANK FEES	150	150		
PUBLICATION FEE	140			140

TY 2013 Other Income Schedule

Name: THE LEBENSFELD FOUNDATION
C/O SULLIVAN & CROMWELL LLP
EIN: 13-6086169

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INCOME FROM LP INVESTMENTS	3,630	3,630	

TY 2013 Taxes Schedule

Name: THE LEBENSFELD FOUNDATION
C/O SULLIVAN & CROMWELL LLP
EIN: 13-6086169

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE TAXES - (LP INVESTMENT)	105			