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Return of Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

For calendar year 2013 or tax year beginning SEP 1, 2013, and ending AUG 31, 2014

Name of foundation
DAVID HIMELBERG FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
B STRAUSS ASSOC LTD 307 5TH AVENUE 8TH FL

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10016-6517

A Employer identification number
13-7200887

B Telephone number

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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

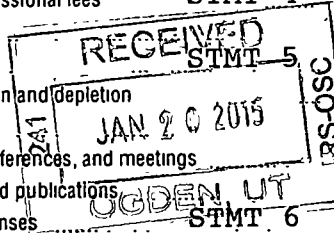
H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 10,269,498. (Part I, column (d) must be on cash basis.)

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	984,534.		N/A	
	2 Check <input type="checkbox"/> If the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	132.	132.		STATEMENT 1
	4 Dividends and interest from securities	198,664.	198,664.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	490,696.			
	b Gross sales price for all assets on line 6a	2,578,197.			
	7 Capital gain net income (from Part IV, line 2)		490,696.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	1,674,026.	689,492.		
	13 Compensation of officers, directors, trustees, etc	61,500.	46,125.		15,375.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1,675.	0.		1,675.
	c Other professional fees STMT 4	6,000.	6,000.		0.
	17 Interest				
	18 Taxes	9,733.	1,729.		0.
	19 Depreciation and depletion				
	20 Occupancy	50,800.	0.		50,800.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	250.	0.		250.
	24 Total operating and administrative expenses. Add lines 13 through 23	129,958.	53,854.		68,100.
	25 Contributions, gifts, grants paid	272,915.			272,915.
	26 Total expenses and disbursements. Add lines 24 and 25	402,873.	53,854.		341,015.
	27 Subtract line 26 from line 12.	1,271,153.			
	a Excess of revenue over expenses and disbursements		635,638.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED JAN 27 2015



Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,020,518.	1,075,801.	1,075,801.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	5,298,912.	6,514,782.	9,193,697.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	6,319,430.	7,590,583.	10,269,498.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	6,319,430.	7,590,583.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	6,319,430.	7,590,583.		
31 Total liabilities and net assets/fund balances	6,319,430.	7,590,583.		

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	6,319,430.
2 Enter amount from Part I, line 27a	2	1,271,153.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,590,583.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,590,583.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SCHEDULE ATTACHED		P		
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 2,578,197.		2,087,501.	490,696.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(l) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			490,696.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 </div> </div>	490,696.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8.	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8. </div> <div style="margin-left: 10px;"> 3 </div> </div>	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes ☐ No ☒

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	361,038.	7,183,404.	.050260
2011	292,034.	6,307,203.	.046302
2010	234,699.	5,980,074.	.039247
2009	227,041.	5,313,962.	.042725
2008	320,584.	4,975,552.	.064432

2 Total of line 1, column (d)	2	.242966
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	.048593
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,058,303.
5 Multiply line 4 by line 3	5	440,170.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,356.
7 Add lines 5 and 6	7	446,526.
8 Enter qualifying distributions from Part XII, line 4	8	341,015.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	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	1	12,713.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	12,713.
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	12,713.
6	Credits/Payments.		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,000.
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	5,000.
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	7,713.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
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? 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) <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? 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

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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		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? Website address ► N/A	13	X	
14	The books are in care of ► THE FOUNDATION Telephone no. ► Located at ► B STRAUSS ASSOC LTD 307 5TH AVENUE, NEW YORK, NY ZIP+4 ► 10016-6517			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐

N/A

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? ☐ Yes ☒ No

N/A

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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NORMAN HIMELBERG	TRUSTEE			
B STRAUSS ASSOC LTD, 307 5TH AVE				
NEW YORK, NY 10016-6517	40.00	61,500.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	8,262,688.
b	Average of monthly cash balances	1b	933,559.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,196,247.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,196,247.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	137,944.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,058,303.
6	Minimum investment return. Enter 5% of line 5	6	452,915.

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	452,915.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	12,713.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12,713.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	440,202.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	440,202.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	440,202.

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	341,015.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	341,015.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	341,015.

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

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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				440,202.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			301,345.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 341,015.				
a Applied to 2012, but not more than line 2a			301,345.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				39,670.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				400,532.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(i)(3) or ☐ 4942(j)(5)

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

(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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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				
SCHEDULE ATTACHED			GENERAL	272,915.
Total			▶ 3a	272,915.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

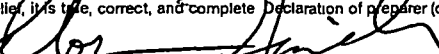
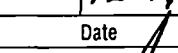
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | 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. | | |

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	 Signature of officer or trustee		12-14-14 Date	TRUSTEE Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	ARYE RINGEL			11/04/14		P00232499
	Firm's name ▶ BARRY M STRAUSS ASSOC., LTD.				Firm's EIN ▶ 13-3499413	
	Firm's address ▶ 307 FIFTH AVENUE, 8TH FL NEW YORK, NY 10016-6517				Phone no (212) 779-4700	

Form **990-PF** (2013)

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2013

Name of the organization

DAVID HIMELBERG FOUNDATION

Employer identification number

13-7200887

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

DAVID HIMELBERG FOUNDATION

13-7200887

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF DAVID HIMELBERG	\$ 984,534.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

DAVID HIMELBERG FOUNDATION

13-7200887

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

DAVID HIMELBERG FOUNDATION

13-7200887

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK OF NEW YORK	39.	39.	
FIDELITY	93.	93.	
TOTAL TO PART I, LINE 3	132.	132.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY	198,539.	0.	198,539.	198,539.	
TD AMERITRADE	125.	0.	125.	125.	
TO PART I, LINE 4	198,664.	0.	198,664.	198,664.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BARRY M STRAUSS ASSOC LTD	1,675.	0.		1,675.
TO FORM 990-PF, PG 1, LN 16B	1,675.	0.		1,675.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RESEARCH FEES	6,000.	6,000.		0.
TO FORM 990-PF, PG 1, LN 16C	6,000.	6,000.		0.

FORM 990-PF.	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
US EXCISE TAX - NET	8,004.	0.		0.	
FOREIGN TAX W/H	1,729.	1,729.		0.	
TO FORM 990-PF, PG 1, LN 18	9,733.	1,729.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NYS DEPT OF LAW - FILING FEE	250.	0.		250.	
TO FORM 990-PF, PG 1, LN 23	250.	0.		250.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SCHEDULE ATTACHED	6,514,782.	9,193,697.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,514,782.	9,193,697.		

Capital Gains Report by Year

9/1/13 Through 8/31/14

Page 1

Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
9/1/13 - 12/31/13						
ADP Inc	200.00	8/5/11	9/10/13	14,423.29	9,929.60	4,493.69
ADP Inc	200.00	11/28/11	9/10/13	14,423.29	9,799.60	4,623.69
ADP Inc	100.00	5/15/12	9/10/13	7,211.64	5,351.38	1,860.26
Pepsico Inc	100.00	11/22/10	10/3/13	7,939.33	6,377.00	1,562.33
Pepsico Inc	500.00	2/9/11	10/3/13	39,696.63	31,959.00	7,737.63
Pepsico Inc	300.00	6/8/11	10/3/13	23,817.98	20,630.40	3,187.58
Pepsico Inc	100.00	7/21/11	10/3/13	7,939.33	6,800.80	1,138.53
Southern Co	300.00	9/13/10	10/9/13	12,163.85	11,094.00	1,069.85
Southern Co	500.00	4/19/11	10/9/13	20,273.09	18,845.00	1,428.09
Southern Co	300.00	7/1/11	10/9/13	12,163.85	12,036.00	127.85
Southern Co	300.00	8/11/11	10/9/13	12,163.85	11,702.40	461.45
Southern Co	200.00	11/22/11	10/9/13	8,109.23	8,594.00	-484.77
Southern Co	200.00	9/7/12	10/9/13	8,109.23	9,072.72	-963.49
United Parcel Service	200.00	10/3/13	10/16/13	18,020.74	18,249.15	-228.41
Johnson & Johnson	300.00	2/17/09	10/30/13	27,576.75	17,046.00	10,530.75
Johnson & Johnson	200.00	2/5/10	10/30/13	18,384.50	12,562.00	5,822.50
Johnson & Johnson	300.00	7/29/10	10/30/13	27,576.75	17,328.00	10,248.75
Johnson & Johnson	200.00	12/3/10	10/30/13	18,384.50	12,343.98	6,040.52
Target Corp	200.00	5/28/13	11/6/13	12,973.82	13,751.93	-778.11
Chevron Corp	50.00	2/8/13	12/2/13	6,178.13	5,805.96	372.17
Chevron Corp	250.00	2/13/13	12/2/13	30,890.66	28,846.88	2,043.78
Chevron Corp	250.00	2/22/13	12/2/13	30,890.66	28,984.75	1,905.91
Chevron Corp	100.00	2/28/13	12/2/13	12,356.26	11,406.95	949.31
Chevron Corp	200.00	3/1/13	12/2/13	24,712.53	22,972.95	1,739.58
Chevron Corp	200.00	3/18/13	12/2/13	24,712.53	23,745.93	966.60
Chevron Corp	300.00	3/21/13	12/2/13	37,068.79	35,933.25	1,135.54
Chevron Corp	150.00	4/3/13	12/2/13	18,534.40	17,957.46	576.94
Intel Corp	500.00	11/14/07	12/5/13	11,863.07	13,144.25	-1,281.18
Intel Corp	500.00	11/19/07	12/5/13	11,863.07	12,940.00	-1,076.93
Ishares MSCI Japan Index	1,000.00	3/30/07	12/5/13	12,064.79	14,830.00	-2,765.21
Ishares MSCI Japan Index	500.00	4/12/07	12/5/13	6,032.39	7,370.00	-1,337.61
Ishares MSCI Eafe Index	200.00	4/2/07	12/5/13	13,200.39	15,128.00	-1,927.61
Ishares MSCI Eafe Index	100.00	4/12/07	12/5/13	6,600.19	7,771.00	-1,170.81
Ishares MSCI Eafe Index	200.00	4/16/07	12/5/13	13,200.39	15,578.00	-2,377.61
Eli Lilly & Co	750.00	5/12/05	12/5/13	37,825.07	44,722.50	-6,897.43
SPDR DJ Wilshire Global	175.00	5/22/07	12/5/13	7,329.42	12,129.25	-4,799.83
SPDR DJ Wilshire Global	125.00	5/25/07	12/5/13	5,235.30	8,641.25	-3,405.95
SPDR DJ Wilshire Global	200.00	5/30/07	12/5/13	8,376.48	13,668.00	-5,291.52
SPDR DJ Wilshire Global	200.00	5/31/07	12/5/13	8,376.48	13,588.00	-5,211.52
Southern Co	100.00	9/7/12	12/5/13	4,055.97	4,536.36	-480.39
Unilever Plc	200.00	4/26/13	12/5/13	8,021.32	8,631.29	-609.97
Unilever Plc	100.00	10/7/13	12/5/13	4,010.66	3,790.95	219.71
TOTAL 9/1/13 - 12/31/13				654,750.60	625,595.94	29,154.66
1/1/14 - 8/31/14						
Cardinal Health Inc	100.00	7/17/13	1/10/14	6,733.32	4,943.85	1,789.47
Colgate Palmolive Co	100.00	3/21/13	1/10/14	6,432.01	5,619.94	812.07
Colgate Palmolive Co	300.00	4/10/13	1/10/14	19,296.02	17,522.81	1,773.21
Nike Inc	200.00	12/14/12	1/10/14	15,569.33	9,952.95	5,616.38
Nike Inc	200.00	12/24/12	1/10/14	15,569.33	9,870.44	5,698.89
Illinois Tool Works Inc	250.00	5/30/07	1/15/14	20,579.05	13,140.00	7,439.05

Capital Gains Report by Year

9/1/13 Through 8/31/14

Page 2

Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
Illinois Tool Works Inc	250.00	6/8/07	1/15/14	20,579.05	12,940.00	7,639.05
Illinois Tool Works Inc	200.00	5/17/13	1/15/14	16,463.24	13,802.95	2,660.29
Ingersoll Rand Co	300.00	5/12/05	1/23/14	18,804.12	8,866.21	9,937.91
JP Morgan Chase & Co	500.00	5/12/05	2/14/14	28,557.50	17,505.00	11,052.50
JP Morgan Chase & Co	100.00	5/12/05	2/18/14	5,751.19	3,501.00	2,250.19
JP Morgan Chase & Co	100.00	6/29/10	2/18/14	5,751.19	3,797.00	1,954.19
Johnson & Johnson	200.00	8/8/11	2/21/14	18,438.17	12,678.00	5,760.17
Johnson & Johnson	100.00	10/21/11	2/21/14	9,219.09	6,363.80	2,855.29
Allergan Inc	300.00	5/12/05	2/24/14	37,666.54	11,456.25	26,210.29
Waste Management Inc	100.00	1/22/13	2/24/14	4,110.94	3,498.94	612.00
Waste Management Inc	100.00	4/10/13	2/24/14	4,110.94	3,866.95	243.99
Waste Management Inc	200.00	5/23/13	2/24/14	8,221.88	8,496.34	-274.46
McDonald's Corp	100.00	5/11/10	2/26/14	9,688.29	6,752.00	2,936.29
Becton Dickinson Co	50.00	8/7/13	2/27/14	5,747.92	5,102.95	644.97
Becton Dickinson Co	50.00	2/24/14	2/27/14	5,747.92	5,733.95	13.97
Express Scripts Hldg	100.00	10/21/13	3/3/14	7,391.92	6,361.40	1,030.52
Procter & Gamble Co	200.00	8/8/11	3/4/14	15,627.57	12,144.00	3,483.57
United Technologies Corp	100.00	7/22/13	3/11/14	11,749.61	10,082.63	1,666.98
McDonald's Corp	100.00	5/11/10	3/12/14	9,501.59	6,752.00	2,749.59
McDonald's Corp	300.00	6/30/10	3/12/14	28,504.78	20,256.00	8,248.78
McDonald's Corp	100.00	1/5/11	3/12/14	9,501.59	7,671.00	1,830.59
Pepsico Inc	200.00	7/21/11	3/24/14	16,352.61	13,601.60	2,751.01
Pepsico Inc	100.00	7/27/11	3/24/14	8,176.31	6,534.80	1,641.51
Pepsico Inc	300.00	7/27/11	4/2/14	24,874.52	19,604.40	5,270.12
Waste Management Inc	100.00	5/23/13	4/23/14	4,194.66	4,248.17	-53.51
Abbott Labs	50.00	11/19/10	4/23/14	1,931.10	1,150.68	780.42
Abbott Labs	100.00	1/30/12	4/23/14	3,862.21	2,622.32	1,239.89
Abbott Labs	500.00	2/3/12	4/23/14	19,311.04	12,957.59	6,353.45
Abbott Labs	300.00	4/2/12	4/23/14	11,586.62	8,776.06	2,810.56
Abbott Labs	500.00	4/5/12	4/23/14	19,311.04	14,662.61	4,648.43
Abbott Labs	200.00	8/27/12	4/23/14	7,724.41	6,276.17	1,448.24
Abbott Labs	350.00	10/24/12	4/23/14	13,517.72	11,256.36	2,261.36
Eli Lilly & Co	750.00	5/12/05	4/23/14	45,141.05	44,722.50	418.55
Allergan Inc	400.00	5/12/05	4/29/14	65,789.24	15,275.00	50,514.24
Allergan Inc	100.00	1/22/13	4/29/14	16,447.31	10,412.95	6,034.36
Allergan Inc	100.00	10/24/13	4/29/14	16,447.31	9,057.82	7,389.49
Allergan Inc	100.00	10/24/13	4/29/14	16,445.64	9,057.82	7,387.82
Allergan Inc	100.00	4/16/14	4/29/14	16,445.64	12,104.69	4,340.95
Glaxo Smithkline Plc	959.00	5/12/05	4/29/14	53,159.57	47,887.67	5,271.90
Glaxo Smithkline Plc	50.00	2/26/13	4/29/14	2,771.61	2,244.95	526.66
Glaxo Smithkline Plc	200.00	4/9/14	4/29/14	11,086.46	10,445.93	640.53
Abbott Labs	550.00	5/12/05	5/6/14	21,258.15	12,995.25	8,262.90
Abbott Labs	150.00	10/24/12	5/6/14	5,797.68	4,824.15	973.53
Abbott Labs	300.00	12/11/12	5/6/14	11,595.36	9,310.98	2,284.38
Norfolk Southern Corp	100.00	8/20/08	5/6/14	9,423.79	7,056.50	2,367.29
Norfolk Southern Corp	100.00	11/22/11	5/6/14	9,423.79	7,218.00	2,205.79
Norfolk Southern Corp	100.00	11/25/11	5/6/14	9,423.79	7,186.80	2,236.99
Norfolk Southern Corp	200.00	11/25/11	5/6/14	18,847.58	14,305.60	4,541.98
Norfolk Southern Corp	100.00	11/25/11	5/6/14	9,408.82	7,152.80	2,256.02
Norfolk Southern Corp	100.00	9/25/12	5/6/14	9,408.82	6,807.58	2,601.24
Nike Inc	500.00	12/24/12	5/12/14	36,036.86	24,676.09	11,360.77
El Du Pont de Nemours & Co	200.00	5/18/11	5/14/14	13,501.45	10,615.60	2,885.85
El Du Pont de Nemours & Co	300.00	8/4/11	5/14/14	20,252.17	15,302.40	4,949.77
El Du Pont de Nemours & Co	200.00	6/17/13	5/14/14	13,501.45	10,991.31	2,510.14
Johnson & Johnson	200.00	10/21/11	5/14/14	20,198.49	12,727.60	7,470.89
Johnson & Johnson	300.00	2/14/13	5/14/14	30,297.74	22,564.95	7,732.79
Johnson & Johnson	200.00	3/7/13	5/14/14	20,198.49	15,381.93	4,816.56
Johnson & Johnson	100.00	3/11/13	5/14/14	10,099.25	7,742.45	2,356.80

Capital Gains Report by Year

9/1/13 Through 8/31/14

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Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
Johnson & Johnson	600.00	4/1/13	5/14/14	60,595.48	48,149.44	12,446.04
Johnson & Johnson	100.00	4/3/13	5/14/14	10,099.25	8,139.48	1,959.77
JP Morgan Chase & Co	400.00	6/29/10	5/21/14	21,199.49	15,188.00	6,011.49
JP Morgan Chase & Co	100.00	5/19/11	5/21/14	5,299.87	4,276.80	1,023.07
Total SA	300.00	8/19/11	5/28/14	21,321.44	14,297.40	7,024.04
Total SA	100.00	9/9/11	5/28/14	7,107.15	4,457.70	2,649.45
St Jude Medical Inc	100.00	10/2/13	5/29/14	6,406.59	5,242.55	1,164.04
St Jude Medical Inc	100.00	10/8/13	5/29/14	6,406.59	5,406.95	999.64
Avery Dennison Corp	100.00	3/10/14	6/4/14	5,059.93	5,091.95	-32.02
Philip Morris Int'l	100.00	2/17/09	6/4/14	8,864.78	3,633.00	5,231.78
Philip Morris Int'l	300.00	4/29/10	6/4/14	26,594.35	15,162.00	11,432.35
Philip Morris Int'l	100.00	9/9/11	6/4/14	8,864.78	6,691.80	2,172.98
St Jude Medical Inc	200.00	11/6/13	6/4/14	12,991.67	11,543.57	1,448.10
St Jude Medical Inc	100.00	2/27/14	6/4/14	6,487.30	6,806.57	-319.27
Stryker Corp	200.00	6/11/10	6/6/14	17,110.31	10,074.00	7,036.31
Novartis AG	100.00	6/5/07	6/11/14	8,883.36	5,627.00	3,256.36
Novartis AG	200.00	12/24/09	6/11/14	17,766.72	10,772.74	6,993.98
Novartis AG	200.00	1/21/10	6/11/14	17,766.72	10,529.12	7,237.60
Novartis AG	50.00	5/15/14	6/11/14	4,441.68	4,422.59	19.09
Sysco Corp	100.00	3/19/14	6/11/14	3,766.94	3,599.53	167.41
Sysco Corp	100.00	5/5/14	6/11/14	3,766.94	3,625.46	141.48
Norfolk Southern Corp	100.00	9/25/12	6/12/14	10,192.82	6,807.58	3,385.24
Novartis AG	100.00	5/15/14	6/12/14	8,884.85	8,845.18	39.67
St Jude Medical Inc	100.00	2/27/14	6/17/14	6,485.42	6,806.57	-321.15
Wellpoint Inc	50.00	4/16/07	6/17/14	5,359.93	4,057.31	1,302.62
Novartis AG	50.00	5/15/14	6/18/14	4,460.46	4,422.59	37.87
Stryker Corp	200.00	7/29/10	6/19/14	17,183.67	9,470.00	7,713.67
ConocoPhillips	300.00	8/19/11	6/23/14	25,140.51	15,448.37	9,692.14
ConocoPhillips	300.00	3/27/12	6/23/14	25,140.51	17,709.85	7,430.66
ConocoPhillips	100.00	4/25/12	6/23/14	8,380.17	5,647.77	2,732.40
Ensco Plc	100.00	12/6/13	7/2/14	5,482.93	5,906.95	-424.02
Conagra Foods Inc	100.00	5/5/14	7/2/14	2,944.58	3,056.94	-112.36
Mastercard Inc	100.00	1/8/14	7/2/14	7,306.80	8,333.85	-1,027.05
Mastercard Inc	100.00	1/10/14	7/2/14	7,306.80	8,384.05	-1,077.25
Mastercard Inc	100.00	1/23/14	7/2/14	7,306.80	8,326.35	-1,019.55
Mastercard Inc	200.00	2/12/14	7/2/14	14,613.59	15,071.95	-458.36
Royal Dutch Shell Plc	300.00	8/18/11	7/17/14	24,684.50	19,896.00	4,788.50
Eli Lilly & Co	800.00	5/12/05	7/18/14	50,258.93	47,704.00	2,554.93
Duke Energy Corp	200.00	9/25/12	7/28/14	14,686.72	12,715.37	1,971.35
Duke Energy Corp.	154.00	6/2/11	7/28/14	11,315.07	8,125.12	3,189.95
Kimberly Clark Corp	200.00	8/17/12	7/28/14	21,923.08	16,523.95	5,399.13
McDonald's Corp	300.00	1/5/11	7/28/14	28,593.41	23,013.00	5,580.41
Procter & Gamble Co	200.00	11/25/11	7/28/14	16,002.34	12,401.60	3,600.74
Procter & Gamble Co	100.00	11/25/11	7/28/14	8,001.17	6,156.80	1,844.37
V F Corp	200.00	10/28/13	7/31/14	12,371.75	10,547.95	1,823.80
V F Corp	200.00	10/30/13	7/31/14	12,371.75	10,546.59	1,825.16
Walmart Stores Inc	200.00	12/17/12	7/31/14	15,145.81	13,811.95	1,333.86
Walmart Stores Inc	100.00	6/14/13	7/31/14	7,572.91	7,531.42	41.49
Walmart Stores Inc	100.00	8/30/13	7/31/14	7,572.91	7,300.94	271.97
Walmart Stores Inc	200.00	3/12/14	7/31/14	15,145.81	14,900.63	245.18
Amer Electric Power Inc	300.00	1/9/12	8/14/14	15,157.44	12,284.40	2,873.04
Amer Electric Power Inc	300.00	2/1/12	8/14/14	15,157.44	11,990.40	3,167.04
Novo-Nordisk AS	500.00	12/27/13	8/14/14	22,276.03	17,974.92	4,301.11
Novo-Nordisk AS	100.00	1/3/14	8/14/14	4,455.21	3,696.99	758.22
Allstate Corp	1,300.00	5/12/05	8/20/14	79,381.29	74,113.00	5,268.29
Deere & Co	300.00	5/17/11	8/20/14	25,419.62	27,002.40	-1,582.78
Deere & Co	200.00	3/5/13	8/20/14	16,946.41	17,624.75	-678.34
Deere & Co	100.00	4/23/13	8/20/14	8,473.21	8,266.34	206.87

Capital Gains Report by Year
9/1/13 Through 8/31/14

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Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
Mastercard Inc	100.00	2/24/14	8/20/14	7,641.36	7,672.95	-31.59
Mastercard Inc	100.00	3/12/14	8/20/14	7,641.36	7,788.95	-147.59
Microsoft Corp	200.00	11/14/07	8/20/14	8,917.35	7,148.00	1,769.35
AT&T Inc	600.00	11/23/09	8/26/14	20,778.29	15,694.80	5,083.49
TOTAL 1/1/14 - 8/31/14				1,923,446.20	1,461,904.62	461,541.58
OVERALL TOTAL				2,578,196.80	2,087,500.56	490,696.24

David Himelberg Foundation

EIN: 13-7200887

Form 990-PF

August 31, 2014

Part II, Line 10, Investments

# of Shares	Security	Book Value	Fair Market Value
1,700	3M Co	173,128.97	244,800
950	Abbott Labs	22,446.35	40,128
350	Abbvie Ltd	11,840.75	19,348
400	Accenture Ltd	31,568.46	32,424
1,500	ADP Inc	92,974.85	125,220
1,000	Aetna Inc	38,487.50	82,130
200	Allegion Plc	5,004.54	10,286
200	Allstate Corp	11,402.00	12,298
50	Amgen Inc	6,706.95	6,969
1,200	Apple Inc	100,566.74	123,000
4,300	AT&T Inc	132,541.62	150,328
7,000	Bank of America Corp	110,975.55	112,630
2,000	Baxter Int'l Inc	145,492.06	149,960
1,000	Bershire Hataway - Cl B	70,055.05	137,250
200	Blackstone Group LP	6,586.30	6,706
150	BNY Mellon Corp	4,228.50	5,877
6,000	Boeing Co	366,030.00	760,800
3,050	Chevron Corp	365,538.77	394,823
700	Citigroup Inc	41,576.03	36,155
3,000	Coca Cola Co	110,229.77	125,160
100	Colgate Palmolive Co	5,840.94	6,473
100	Comcast Corp	5,490.40	5,472
2,900	Consolidated Edison Inc	157,008.62	167,881
1,300	ConocoPhillips	84,038.79	105,586
300	Cornig Inc	5,908.43	6,258
400	CSX Corp	10,357.10	12,364
100	Danaher Corp	7,810.95	7,661
400	Deere & Co	33,762.84	33,636
1,500	Dover Corp	61,527.80	131,805
250	Dow Chemical Co	13,091.30	13,388
1,000	Duke Energy Corp	53,982.29	73,990
200	Eli Lilly & Co	11,926.00	12,712
1,800	Enterprise Products Partners LP	61,678.69	73,134
9,000	Exxon Mobil Corp	508,224.61	895,140
600	Franklin Res Inc	28,590.67	33,912
4	Frontier Communications	32.18	27
1,000	General Electric Co	36,060.00	25,980
150	Gilead Sciences Inc	13,264.40	16,134
300	Glaxo Smithkline Plc	14,481.36	14,730
100	Google Inc - Cl A	23,665.57	58,236
100	Google Inc - Cl C	23,589.98	57,160
300	HanesBrands Inc	26,066.40	30,804
100	Hilton Worldwide Hldgs	2,302.31	2,532
1,600	Honeywell Int'l Inc	80,264.80	152,368
4,000	IBM Corp	314,741.03	769,200
300	Ingersoll Rand Co	10,601.35	18,060
2,500	Johnson & Johnson	218,255.53	259,325
600	Johnson Controls Inc	25,723.54	29,286
1,500	JP Morgan Chase & Co	68,594.11	89,175
500	Kimberly Clark Corp	50,540.19	54,000
750	Knowles Corp	12,131.73	24,690
200	Kraft Foods Group Inc	9,308.07	11,780

David Himelberg Foundation

EIN: 13-7200887

Form 990-PF

August 31, 2014

Part II, Line 10, Investments. (Cont'd)

# of Shares	Security	Book Value	Fair Market Value
500	Lowes Cos	21,474.12	26,255
100	Marrnott Int'l Inc	5,691.65	6,940
300	Mastercard Inc	22,508.60	22,743
1,700	McDonald's Corp	150,984.76	159,324
50	McKesson Corp	9,502.95	9,752
100	Mead Johnson Nutrition Co	8,625.95	9,560
400	Medtronics Inc	23,969.68	25,540
2,000	Merck & Co Inc	73,949.55	120,220
300	MetLife Inc	15,187.72	16,422
300	Microsoft Corp	10,722.00	13,629
50	Molson Coors Brewing Co	3,672.45	3,698
500	Mondelez Int'l Inc	12,559.70	18,095
200	Monsanto Co	23,163.88	23,130
500	Morgan Stanley Co	20,787.32	17,155
200	Nestle SA	13,121.35	15,559
2,100	Nike Inc	129,350.14	164,955
1,400	Novo-Nordisk AS	56,046.70	64,344
150	Occidental Petroleum	15,119.90	15,560
100	Paychex Inc	3,318.66	4,165
1,500	Pepsico Inc	112,231.61	138,735
6,000	Pfizer Inc	169,522.95	176,340
1,000	Philip Morris Int'l	77,653.90	85,580
2,200	PPG Industries Inc	182,888.85	452,892
2,800	Procter & Gamble Co	215,173.24	232,708
200	Quest Diagnostics Inc	10,823.89	12,642
300	Raytheon Co	23,665.95	28,902
50	Robert Hall Int'l	2,037.45	2,511
357	Royal Dutch Shell Plc	23,512.82	28,906
900	Schlumberger Ltd	70,693.65	98,676
300	Southern Co	13,069.24	13,320
100	SPDR Tr S&P Depos Recpts	15,037.00	20,071
400	Spectra Energy Corp	15,615.88	16,664
500	Suncor Energy	19,699.87	20,545
200	T Rowe Price Group	14,679.30	16,199
200	Teva Pharmaceuticals Inds	12,004.00	10,504
25	Time Inc	409.42	587
700	Time Warner Inc	49,961.32	53,921
400	Total SA	16,880.10	26,384
100	TransCanada Corp	4,934.75	5,378
1,000	Tri Continental Corp	18,820.05	21,450
400	Union Pacific Corp	39,893.49	42,108
300	United Parcel Services	29,052.33	29,199
4,500	V F Corp	255,506.43	288,540
25	Vanguard Sector Index Fund	2,926.70	2,929
4,400	Verizon Communications Inc	193,946.04	219,208
2,300	Visa Inc	348,753.09	488,796
500	Walmart Stores Inc	38,364.50	37,750
700	Wells Fargo Co	27,159.92	36,008
100	Wisconsin Energy	4,542.51	4,533
760	Zimmer Holdings Inc	59,321.80	75,476
Totals		\$ 6,514,781.87	\$ 9,193,697

David Himelberg Foundation

EIN 13-7200887

8/31/2014

Schedule of Contributions:

Albert Einstein College of Medicine	
American Assn for Bikur Cholim Hospital	
American Committee for Sharre Zedek Hospital	\$ 29,500
American Committee for the Weizman Institute	5,000
American Friends of Magen David Adom	2,000
American Jewish Joint Distribution Committee	250
American Museum of Natural History	1,140
American Society for Yad Vashem	5,000
American Technion Society	26,000
Amit	6,000
Birthright Israel USA	25,000
Boston University	200
Boys Town Jerusalem Foundation	1,000
Braille Books for Blind Children	75
Chai Lifeline	3,000
Doctors without Borders	2,000
Friends of the Israel Defense Force	2,000
Friends of Yad Sarah	6,500
HIAS	4,500
Hadassah Hospital	18,500
Hebrew Free Burial Association	4,000
Hillel International	7,000
Israel Children's Cancer Foundation	1,000
Jewish Braille Institute	500
Jewish Genealogical Society	20,000
Jewish Guild for the Blind	5,000
John Hopkins Hospital	12,000
Lighthouse International	3,000
Metropolitan Museum of Art	1,200
Museum at Eldridge Street	300
Museum of Jewish Heritage	27,250
New York Public Library	300
New York University	2,500
National Jewish Outreach Program	1,000
Operation Smile	2,000
St Jude Childrens Hospital	14,000
Selfhelp Community Services	5,000
Simon Wiesenthal Center	2,000
Special Olympics - NY	200
Stern College for Women	3,000
Sy Syms School of Business - Yeshiva University	3,000
The Blue Card	6,000
The Center for Jewish History	1,000
UJA/Federation	2,000
US Holocaust Museum	10,000
Wounded Warrior Project	1,000
Yeshiva of Machzikai Hadas	1,000
Yeshiva University	

Total

\$ 272,915