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Return of Private Foundation

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

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning NOV 1, 2013, and ending OCT 31, 2014

Name of foundation ROBERT AND MARJORIE ALPERN FOUNDATION		A Employer identification number 38-6162747
Number and street (or P.O. box number if mail is not delivered to street address) 184 COUNTY HIGHWAY 52	Room/suite	B Telephone number 607-437-0206
City or town, state or province, country, and ZIP or foreign postal code COOPERSTOWN, NY 13326		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,874,119.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	37,189.	37,189.	37,189.	STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	206,638.			
b Gross sales price for all assets on line 6a	2,120,282.			
7 Capital gain net income (from Part IV, line 2)		206,638.		
8 Net short-term capital gain			N/A	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	243,827.	243,827.	37,189.	
13 Compensation of officers, directors, trustees, etc.	17,700.	8,850.	0.	8,850.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 2	2,969.	1,485.	0.	1,484.
b Accounting fees STMT 3	2,920.	1,460.	0.	1,460.
c Other professional fees STMT 4	13,444.	13,444.	0.	0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	37,033.	25,239.	0.	11,794.
25 Contributions, gifts, grants paid	340,175.			340,175.
26 Total expenses and disbursements. Add lines 24 and 25	377,208.	25,239.	0.	351,969.
27 Subtract line 26 from line 12	<133,381.>			
a Excess of revenue over expenses and disbursements		218,588.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			37,189.	

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	<1.>		
	2 Savings and temporary cash investments	29,757.	135,432.	135,432.
	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 5	1,804,639.	1,565,582.	1,738,687.
	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)	1,834,395.	1,701,014.	1,874,119.	
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	1,807,222.	1,807,222.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	27,173.	<106,208.>	
30 Total net assets or fund balances	1,834,395.	1,701,014.		
31 Total liabilities and net assets/fund balances	1,834,395.	1,701,014.		

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	1,834,395.
2 Enter amount from Part I, line 27a	2	<133,381.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,701,014.
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	1,701,014.

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 SEE SCHEDULE ATTACHED	P		
b SEE SCHEDULE ATTACHED	P		
c CAPITAL GAINS DIVIDENDS			
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 523,468.		526,897.	<3,429.>
b 1,596,814.		1,410,060.	186,754.
c			23,313.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			<3,429.>
b			186,754.
c			23,313.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	206,638.
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		3	19,884.

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	44,545.	2,061,064.	.021613
2011	50,670.	1,944,280.	.026061
2010	286,362.	2,104,198.	.136091
2009	1,454,914.	2,601,711.	.559214
2008	59,482.	1,017,253.	.058473

2 Total of line 1, column (d)	2	.801452
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	.160290
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,416,319.
5 Multiply line 4 by line 3	5	387,312.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,186.
7 Add lines 5 and 6	7	389,498.
8 Enter qualifying distributions from Part XII, line 4 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	8	351,969.

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	4,372.
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	4,372.
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	4,372.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	9.
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	9.
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	4,363.
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MI		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 ▶ KATHRYN LENTER Telephone no ▶ 248 357-7820 Located at ▶ 25505 W. TWELVE MILE RD. #1000, SOUTHFIELD, MI ZIP+4 ▶ 48034			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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

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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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
NANCY LEVIN	CO-TRUSTEE			
2055 WEST BEND CT				
BLOOMFIELD HILLS, MI 48302	5.00	6,000.	0.	0.
WAYNE ALPERN	CO-TRUSTEE			
450 WEST END AVE APT #C				
NEW YORK, NY 10024	5.00	4,500.	0.	0.
HARLAN ALPERN	CO-TRUSTEE			
184 COUNTY HWY 52				
COOPERSTOWN, NY 13326	6.00	7,200.	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

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	2,248,249.
b	Average of monthly cash balances	1b	204,867.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,453,116.
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	2,453,116.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36,797.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,416,319.
6	Minimum investment return. Enter 5% of line 5	6	120,816.

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	120,816.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,372.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,372.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	116,444.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	116,444.
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	116,444.

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	351,969.
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	351,969.
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	351,969.

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				116,444.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				1,320,243.
c From 2010				183,077.
d From 2011				
e From 2012				
f Total of lines 3a through e	1,503,320.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	351,969.			
a Applied to 2012, but not more than line 2a			0.	
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				116,444.
e Remaining amount distributed out of corpus	235,525.			
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:	1,738,845.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0.
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	1,738,845.			
10 Analysis of line 9				
a Excess from 2009	1,320,243.			
b Excess from 2010	183,077.			
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	235,525.			

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

N/A

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

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a 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

Tax year

(a) 2013

(b) 2012

Prior 3 years

(c) 2011

(d) 2010

(e) Total

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALL CONTRIBUTORS LISTED WERE PAID TO EXEMPT ORGANIZATIONS		PUBLICLY SUPPORTED CHARITIES	EXEMPT PURPOSE	340,175.
Total			3a	340,175.
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		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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 <i>Harlan Alpen</i>	Date 2/12/15	Title Trustee		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	KATHRYN LENTER, CPA	<i>Kathryn Lenter</i>	2/4/15		P01405352
	Firm's name ▶ KATHRYN LENTER, C.P.A.				Firm's EIN ▶ 62-1780471
	Firm's address ▶ 25505 W. TWELVE MILE RD, STE 1000 SOUTHFIELD, MI 48034				Phone no (248) 357-7820

Form **990-PF** (2013)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	37,189.	0.	37,189.	37,189.	37,189.
TO PART I, LINE 4	37,189.	0.	37,189.	37,189.	37,189.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,969.	1,485.	0.	1,484.
TO FM 990-PF, PG 1, LN 16A	2,969.	1,485.	0.	1,484.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,920.	1,460.	0.	1,460.
TO FORM 990-PF, PG 1, LN 16B	2,920.	1,460.	0.	1,460.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER	13,444.	13,444.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	13,444.	13,444.	0.	0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	1,565,582.	1,738,687.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,565,582.	1,738,687.

Charitable Contributions:2

11/01/2013 through 10/31/2014

Date	Num	Description	Amount
ALS Association	42	Brooklyn, NY, NY 10004	-250.00
11/04/2013	215	ALS Association	-150.00
06/01/2014	229	ALS Association	-100.00
Angel Network Charity		Community Foundation VA, 8833 Greenboro Dr, McLean, VA 22102	-1,000.00
12/16/2013	305	Angel Network Charity	-1,000.00
ASPCA		484 E 92nd St, New York, NY 10128	-100.00
12/15/2013	217	ASPCA	-100.00
Audubon Society		425 Madison St, The Bronx, New York, NY 10014	-1,000.00
05/05/2014	355	Audubon Society	-1,000.00
Ballet X		265 South Broadway, Philadelphia, PA 19107	-100.00
12/18/2013	218	Ballet X	-100.00
Barber National Institute Community Pool		600 Parkway Place, Eau Claire, PA 16507	-250.00
12/04/2013	295	Barber National Institute Community Pool	-250.00
Bassett Hospital Dept Physical Therapy		1 Atwell Rd, Cooperstown, NY 13326	-1,000.00
12/16/2013	309	Bassett Hospital Dept Physical Therapy	-1,000.00
Birmingham Bloomfield Chai Ctr		P.O. Box 1894, Birmingham, AL 35202	-1,000.00
10/03/2014	303	Birmingham Bloomfield Chai Ctr	-1,000.00
Center For Continuous Adult Learning		31 Maple St, P.O. Box 5746, Orem, UT 84058	-100.00
03/10/2014	318	Center For Continuous Adult Learning	-100.00
Children's Hospital		3201 Riverchase Dr, Detroit, MI 48201	-10,000.00
09/29/2014	362	Children's Hospital	-10,000.00
Chokgyur Lingra Foundation		Cooperstown, NY	-2,500.00
12/20/2013	311	Chokgyur Lingra Foundation	-2,500.00
05/31/2014	327	Chokgyur Lingra Foundation	-500.00
Christ Church Of Cooperstown		46 Riverchase, Cooperstown, NY 13326	-100.00
08/01/2014	328	Christ Church Of Cooperstown	-100.00
Cooperstown Art Association		88 N. Main St, Cooperstown, NY 13326	-500.00
12/16/2013	300	Cooperstown Art Association	-500.00
Cooperstown Fire Department Fund		P.O. Box 1, Cooperstown, NY 13326	-100.00
12/16/2013	301	Cooperstown Fire Department Fund	-100.00
Cooperstown Food Bank		25 Church St, Cooperstown, NY 13326	-2,000.00
12/16/2013	303	Cooperstown Food Bank	-2,000.00
Cranbrook Educational Community		39221 Woodward Ave, P.O. Box 801, Bloomfield Hills, MI 48303	-1,170.00
12/10/2013	270	Cranbrook Educational Community	-1,000.00
06/26/2014	297	Cranbrook Educational Community	-170.00
Cranbrook Schools		39221 Woodward Ave, P.O. Box 801, Bloomfield Hills, MI 48303	-150,200.00
03/12/2014	286	Cranbrook Schools	-100.00

Charitable Contributions:2

11/01/2013 through 10/31/2014

Date	Num	Description	Amount
06/23/2014	296	Cranbrook Schools	-100.00
10/18/2014	306	Cranbrook Schools	-150,000.00
Debra Of America	16	East 41st St, 3rd Floor, New York NY 10017	-50.00
02/16/2014	220	Debra Of America	-50.00
Detroit Public Tv	239	1000 Broadview Ave, 11th Floor, New York, NY 10033	-5,150.00
10/24/2014	239	Detroit Public Tv	-150.00
08/18/2014	360	Detroit Public Tv	-5,000.00
Doctors Without Borders	333	11th Ave, New York, NY 10001	-150.00
10/27/2014	307	Doctors Without Borders	-150.00
Erie County Public Library	160	East Front St, Erie, PA 16507	-200.00
12/02/2013	291	Erie County Public Library	-200.00
Erie PA Zoo	423	W. 38th St, Erie, PA 16508	-200.00
12/02/2013	293	Erie PA Zoo	-200.00
Fenimore Art Museum	5798	State Rte 80, Cooperstown, NY 13326	-250.00
10/13/2014	331	Fenimore Art Museum	-250.00
Fractured Atlas	245	W. 35th St, 10th Floor, New York, NY 10001	-100.00
05/10/2014	226	Fractured Atlas	-100.00
George A. Orley Memorial Fund	2635	Telegard Rd, Blountsville, TN 37021	-150.00
05/28/2014	295	George A. Orley Memorial Fund	-150.00
Great Lakes Protection Fund	1520	Shuman Ave, Ste 880, Evanston, IL 60201	-1,000.00
05/05/2014	356	Great Lakes Protection Fund	-1,000.00
HSUS	2100	L Street, NW, Washington DC 20037	-85.00
08/31/2014	234	HSUS	-50.00
10/19/2014	239	HSUS	-35.00
Humane Society Of Erie PA	2407	Zimmerman Rd, Erie, PA 16506	-200.00
12/02/2013	292	Humane Society Of Erie PA	-200.00
Imago Relationships International			-30.00
12/16/2013	274	Imago Relationships International	-30.00
Jewish Federation Of Metropolitan Detroit	4735	Telegard Rd, Blountsville, TN 37021	-52,200.00
10/03/2014	302	Jewish Federation Of Metropolitan Detroit	-200.00
05/05/2014	354	Jewish Federation Of Metropolitan Detroit	-1,000.00
08/02/2014	359	Jewish Federation Of Metropolitan Detroit	-15,000.00
10/14/2014	363	Jewish Federation Of Metropolitan Detroit	-36,000.00
Jewish Home For The Aged	4710	West Maple Rd, Blountsville, TN 37021	-46,000.00
10/17/2014	364	Jewish Home For The Aged	-46,000.00
Kadima	1509	12 mile Rd, Blountsville, TN 37021	-100.00
01/30/2014	281	Kadima	-100.00
KAT Adoption Rescue Education	68	Corton Ave, Hutton, NY 14468	-300.00

Charitable Contributions:2

11/01/2013 through 10/31/2014

Date	Num	Description	Amount
12/16/2013	297	KAT Adoption Rescue Education	-300.00
Kids Kicking Cancer			
10/03/2014	299	27600 Northwestern Hwy, Ste 200, Southfield, MI 48034	-100.00
League Of Michigan Bicyclists			
10/07/2014	235	4166 E Cedar St, A, Lannua, MI 48912	-42.00
League Of Michigan Bicyclists			
Lesley University			
05/08/2014	321	29 Everett St, Cambridge, MA 02138	-150.00
Lesley University			
05/08/2014	321	685 E Rose Brewer, Troy, MI 48063	-150.00
MADD			
04/26/2014	223	MADD	-50.00
10/19/2014	241	MADD	-25.00
Maharishi Foundation			
12/19/2013	278	1100 W 4th St, Ste 102, Fairfield, IA 52556	-54.00
Maharishi Foundation			
Make a Wish Foundation			
02/23/2014	284	7600 Grand Divis Ave #175, Brighton, MI 48114	-54.00
Make a Wish Foundation			
Marine Conservation Biology Institute			
12/19/2013	280	400 Stone Way N, Ste 210, Seattle, WA 98103	-100.00
Marine Conservation Biology Institute			
Meher Spiritual Center			
03/14/2014	291	10200 N. Huron Hwy, Middle Branch, SC 29572	-54.00
Meher Spiritual Center			
Memorial Sloan Kettering			
11/10/2013	276	1275 York Avenue, New York, NY 10065	-25.00
Memorial Sloan Kettering			
MI Public Radio			
10/24/2014	241	535 W. Wabash St, Ste 110, Ann Arbor, MI 48103	-500.00
MI Public Radio			
Michigan Humane Society			
12/10/2013	272	30300 Telegraph Rd, Ste 200, Dearborn, MI 48125	-200.00
Michigan Humane Society			
05/01/2014	353	Michigan Humane Society	-10,025.00
Michigan Radio			
03/13/2014	287	535 W. Wabash St, Ste 110, Ann Arbor, MI 48103	-25.00
Michigan Radio			
Michigan Trails & Greenways			
12/19/2013	277	1213 Center St, Lannua, MI 48906	-10,000.00
Michigan Trails & Greenways			
Milne Library Of College At Oneonta			
03/06/2014	317	103 Park Ave, Oneonta, NY 13820	-100.00
Milne Library Of College At Oneonta			
MSK Cancer Center			
05/11/2014	227	1275 York Avenue, New York, NY 10065	-250.00
MSK Cancer Center			
Nature Conservancy			
10/27/2014	308	4245 North Lamar Dr, Ste 100, Arlington, VA 22203	-100.00
Nature Conservancy			
Oakland Steiner School			
10/03/2014	304	3976 S. Lumber Rd, Rochester, MI 48302	-100.00
Oakland Steiner School			
Oberlin College			
		173 West Lovers Street, Oberlin, OH 44074	-500.00
			-720.00

Charitable Contributions:2

11/01/2013 through 10/31/2014

01/28/2015

Page 4

Date	Num	Description	Amount
09/23/2014	236	Oberlin College	-620.00
10/04/2014	238	Oberlin College	-100.00
OHSU Foundation	1121	Southwest Salmon St #100, Portland, OR 97205	-2,000.00
10/03/2014	300	OHSU Foundation	-2,000.00
Otsego 2000 Foundation	101	New St, Cooperstown, NY 13326	-100.00
12/16/2013	313	Otsego 2000 Foundation	-100.00
Otsego County Conservation Association	7093	St Hwy 80, Cooperstown, NY 13326	-200.00
12/16/2013	308	Otsego County Conservation Association	-200.00
Oxfam America	296	Lawrence Street, 5th Floor, Boston, MA 02114	-200.00
12/16/2013	314	Oxfam America	-200.00
Paralyzed Veterans Of America	477	Nichols Ave, Detroit, MI 48202	-200.00
09/14/2014	329	Paralyzed Veterans Of America	-200.00
Public Broadcasting Service	2100	Universal Drive, 3rd Floor, New York, NY 10022	-25,000.00
09/15/2014	361	Public Broadcasting Service	-25,000.00
Rangjung Yeshe Gomde Cooperstown	412	Cooperstown Rd, Cooperstown, NY 13326	-250.00
05/21/2014	325	Rangjung Yeshe Gomde Cooperstown	-250.00
Rescue Mission Of Utica, NY	212	Putney St, Utica, NY 13501	-300.00
12/16/2013	307	Rescue Mission Of Utica, NY	-300.00
Richfield Veterans Club	600	Stuyvesant, New York, NY 13459	-2,000.00
10/13/2014	332	Richfield Veterans Club	-2,000.00
Salvation Army	25	Box 21, Oneonta, NY 13820	-300.00
12/16/2013	298	Salvation Army	-300.00
SEVA Foundation	1786	First St, Berkeley, CA 94701	-2,000.00
12/20/2013	310	SEVA Foundation	-2,000.00
Sheriar Foundation	603	Briarwood Dr, Murfreesboro, TN 37132	-25.00
03/14/2014	290	Sheriar Foundation	-25.00
Sikh Dharma International	P.O. Box 2213	Escondido, CA 92532	-5,000.00
05/05/2014	357	Sikh Dharma International	-5,000.00
St. Elizabeth Church	280	Escondido Rd, Troy, NY 12180	-1,000.00
07/14/2014	358	St. Elizabeth Church	-1,000.00
St. Jude's Children's Research Hospital	282	Donnan, Memphis, TN 38105	-1,000.00
10/27/2014	333	St. Jude's Children's Research Hospital	-1,000.00
State University Of New York At Oneonta	108	Thruway Plaza, Oneonta, NY 13820	-2,000.00
12/06/2013	296	State University Of New York At Oneonta	-1,000.00
05/04/2014	320	State University Of New York At Oneonta	-1,000.00
Susquehanna SPCA	4841	State Hwy 28, Cooperstown, NY 13326	-300.00
12/16/2013	299	Susquehanna SPCA	-300.00
THAW	607	Salisbury St, Oneonta, NY 13820	-100.00

Charitable Contributions

11/01/2013 through 10/31/2014

Date	Num	Description	Amount
10/30/2014	310	THAW	-100.00
The Church Of The Savior			
12/10/2013	271	The Church Of The Savior	-150.00
10/27/2014	309	The Church Of The Savior	-50.00
The Field			
08/10/2014	232	75 Maiden Lane #202, New York, NY 10038	-100.00
The HSUS			
04/26/2014	224	The Field	-500.00
06/01/2014	230	2100 L Street, NW, Washington DC 20037	-500.00
The Manor - Otsego County Nursing Facility			
12/02/2013	294	The Manor - Otsego County Nursing Facility	-70.00
03/05/2014	316	The Manor - Otsego County Nursing Facility	-35.00
05/21/2014	322	The Manor - Otsego County Nursing Facility	-35.00
10/10/2014	DEP	The Manor - Otsego County Nursing Facility	-4,455.00
The Salvation Army			
12/10/2013	273	16130 Northwoods Dr, Southfield, MI 48075	-2,000.00
Thirteen			
10/19/2014	240	The Salvation Army	-2,000.00
United Way Delaware & Otsego Co			
12/16/2013	304	825 Zappa Ave, New York, NY 10019	-2,000.00
Village Of Cooperstown Library			
12/16/2013	306	Thirteen	1,545.00
Waldorf Institute Of SE Michigan			
10/03/2014	305	PO Box 631, Oneonta, NY 13820	-25.00
WCNY Television Syracuse			
05/28/2014	326	United Way Delaware & Otsego Co	-25.00
09/22/2014	330	82 N Main St, Cooperstown, NY 13326	-200.00
WDET			
03/14/2014	288	Village Of Cooperstown Library	-300.00
10/24/2014	240	Waldorf Institute Of SE Michigan	-300.00
WNYC Radio			
12/01/2013	216	1983 Geddes Ave, San Anso, MI 48104	-250.00
03/25/2014	221	506 Old Liverpool Rd, PO Box 2400, Syracuse, NY 13220	-250.00
05/25/2014	228	WCNY Television Syracuse	-250.00
World Wildlife Fund			
08/31/2014	233	WCNY Television Syracuse	-175.00
Writers Gathering			
12/19/2013	275	4600 Cass Ave, Detroit, MI 48201	-75.00
		WDET	-100.00
		Wdet	-390.00
		160 Varick St, New York, NY 10013	-120.00
		WNYC Radio	-150.00
		WNYC Radio	-120.00
		WNYC Radio	-25.00
		1850 24th St NW, Washington DC 20037	-90.00
		World Wildlife Fund	-90.00
		Writers Gathering	-90.00

02/03/2015

Charitable Contributions
11/01/2013 through 10/31/2014

Date	Num	Description	Amount
Yeshiva Foundation Gedola			
12/19/2013	279	Yeshiva Foundation Gedola	-90.00
			-90.00
		OVERALL TOTAL	-340,175.00