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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation CHDI Foundation, Inc. Attn: Ken Slutsky, Tax Exempt Inst Grp		A Employer identification number 73-1683871
Number and street (or P.O. box number if mail is not delivered to street address) 65 Livingston Avenue	Room/suite	B Telephone number 973-597-2510
City or town, state or province, country, and ZIP or foreign postal code Roseland, NJ 07068		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 148,947,219	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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	224,312,921.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	558.	558.		Statement 1
	4 Dividends and interest from securities	13,725.	13,725.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	83,362.			
	b Gross sales price for all assets on line 6a	303,460.			
	7 Capital gain net income (from Part IV, line 2)		83,362.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	224,410,566.	97,645.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 3	10,000.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 4	168,979,174.	0.		168,974,708.
	24 Total operating and administrative expenses. Add lines 13 through 23	168,989,174.	0.		168,974,708.
	25 Contributions, gifts, grants paid	222,295.			222,295.
26 Total expenses and disbursements. Add lines 24 and 25	169,211,469.	0.		169,197,003.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	55,199,097.				
b Net investment income (if negative, enter -0-)		97,645.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

4618

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	16,203,288.	71,439,945.	71,439,945.
	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 Stmt 6	29,997,178.	77,482,561.	77,495,462.
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 7		231,932.	11,834.	11,812.
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)		46,432,398.	148,934,340.	148,947,219.
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 ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	3,000.	3,000.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	46,429,398.	148,931,340.	
30 Total net assets or fund balances	46,432,398.	148,934,340.		
31 Total liabilities and net assets/fund balances	46,432,398.	148,934,340.		

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	46,432,398.
2 Enter amount from Part I, line 27a	2	55,199,097.
3 Other increases not included in line 2 (itemize) ▶ See Statement 5	3	47,302,845.
4 Add lines 1, 2, and 3	4	148,934,340.
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	148,934,340.

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 Class action proceeds		P	various	various
b Paydowns on asset backed securities		P	various	various
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 90,002.			90,002.
b 213,458.		220,098.	<6,640.>
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			90,002.
b			<6,640.>
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	83,362.
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	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	156,503,695.	130,425,555.	1.199947
2011	142,345,779.	124,198,310.	1.146117
2010	111,337,697.	152,920,183.	.728077
2009	85,367,942.	226,672,113.	.376614
2008	77,589,682.	286,585,420.	.270738

2 Total of line 1, column (d)	2	3.721493
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	.744299
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	69,392,292.
5 Multiply line 4 by line 3	5	51,648,614.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	976.
7 Add lines 5 and 6	7	51,649,590.
8 Enter qualifying distributions from Part XII, line 4	8	169,197,003.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	976.
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	976.
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	976.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	10,000.	
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	10,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,024.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 9,024. Refunded ☒	11	0.	

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
c 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. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 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) ☒ NJ		
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 Stmt 8	X	

Form 990-PF (2013)

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 ► Kenneth J Slutsky - TEIG Located at ► Lowenstein Sandler 65 Livingston Ave, Roseland NJ Telephone no. ► 973-597-2510 ZIP+4 ► 07068			
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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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? If "Yes," list the years ► , , ,	☐ Yes ☒ No	
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?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) 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

Form 990-PF (2013)

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

6b

X

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

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

7b

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

N/A

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
See Statement 9		0.	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

Form 990-PF (2013)

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
CHDI Mgt. Inc 350 Seventh Ave, New York, NY 10001	Direct Program Svcs except for \$248220 of non-direct serv	21,601,174.

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 See Statement 10	147,373,534.
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.

Form 990-PF (2013)

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	21,062,033.
b	Average of monthly cash balances	1b	49,386,994.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	70,449,027.
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	70,449,027.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,056,735.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	69,392,292.
6	Minimum investment return. Enter 5% of line 5	6	3,469,615.

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	3,469,615.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	976.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	976.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,468,639.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,468,639.
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	3,468,639.

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	169,197,003.
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	169,197,003.
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	976.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	169,196,027.

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				3,468,639.
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 10,465,299.				
b From 2009 75,819,128.				
c From 2010 108,387,946.				
d From 2011 139,523,100.				
e From 2012 153,805,388.				
f Total of lines 3a through e	488,000,861.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 169,197,003.				
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				3,468,639.
e Remaining amount distributed out of corpus	165,728,364.			
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	653,729,225.			
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) *	8,000,000.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	2,465,299.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a **	639,391,489.			
10 Analysis of line 9:				
a Excess from 2009 75,819,128.				
b Excess from 2010 108,387,946.				
c Excess from 2011 139,523,100.				
d Excess from 2012 153,805,388.				
e Excess from 2013 161,855,927.				

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

1 Information Regarding Foundation Managers:

- Triplet Investment Company, L.L.C.

- None

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

- 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				
Gordon Research Conferences 512 Liberty Lane West Kingston, RI 02892		501c-3	General Fund Purposes	10,000.
Massachusetts Institute of Technology 77 Massachusetts Ave NE49-3077 Cambridge, MA 02139		501c-3	General Fund Purposes	117,295.
JOHNS HOPKINS UNIVERSITY 600 NORTH WOLFE STREET BALTIMORE, MD 21287		501c-3	General Fund Purposes	75,000.
HUNTINGTON STUDY GROUP, LTD 2604 ELMWOOD AVE, SUITE 335 ROCHESTER, NY 14618		501c-3	General Fund Purposes	20,000.
Total ▶ 3a 222,295.				
b Approved for future payment				
None				
Total ▶ 3b 0.				

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**

CHDI Foundation, Inc.

Attn: Ken Slutsky, Tax Exempt Inst Grp

Employer identification number

73-1683871

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 foundationCheck 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 CHDI Foundation, Inc. Attn: Ken Slutsky, Tax Exempt Inst Grp	Employer identification number 73-1683871
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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	VBS Holdings LLC c/o Lowenstein Sandler, TEIG 65 Livingston Ave. Roseland, NJ 07068	\$ 92,280,360.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	Lotsa LLC C/o Lowenstein Sandler, TEIG 65 Livingston Ave. Roseland, NJ 07068	\$ 4,250,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	NSN Foundation Inc. c/o Lowenstein Sandler, TEIG 65 Livingston Ave. Roseland, NJ 07068	\$ 49,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
4	Honorable Enterprises LP PMB 915,2711 Centerville Rd Wilmington, DE 19808	\$ 78,782,560.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer identification number

73-1683871

73-1683871

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
4	Fifty percent of both the lead and vested remainder interests in a charitable remainder trust	\$ 78,795,350.	10/13/14
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

CHDI Foundation, Inc.

Employer identification number

Attn: Ken Slutsky, Tax Exempt Inst Grp

73-1683871

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

(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

(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

(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

FORM 990-PF

ATTACHMENT A

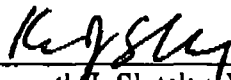
Part XIII, Line 7, column (a)

Election Under Treasury Regulation Section 53.4942(a)-3(c)(2)(iv)

NSN Foundation, Inc. ("NSN") made a contribution to CHDI Foundation, Inc. (the "Foundation") on May 28, 2014, \$8,000,000 of which NSN intends to report as a "qualifying distribution" within the meaning of section 4942(g)(3) of the Internal Revenue Code (the "Code") for its taxable year ending November 30, 2014. In order to satisfy the requirements of Code section 4942(g)(3) and Treasury Regulation section 53.4942(a)-3(c) in connection with the contribution of \$8,000,000 received by the Foundation from NSN, the Foundation hereby elects pursuant to Treasury Regulation section 53.4942(a)-3(c)(2)(iv) to treat as a current distribution out of corpus \$8,000,000 of its excess qualifying distributions carryover from its taxable year ending October 31, 2009 (as listed on line 3a of Part XIII). In accordance with Treasury Regulation section 53.4942(a)-3(c)(2)(iv), (i) such amount was treated under Treasury Regulation section 53.4942(a)-3(d)(1)(iii) as a distribution out of corpus in the Foundation's taxable year ending October 31, 2009, (ii) such amount has not been availed of by the Foundation for any other purpose, (iii) such corpus distribution occurred within the preceding 5 years of the Foundation's taxable year ending October 31, 2014, and (iv) such amount will not later be availed of by the Foundation for any other purpose. Further, the Foundation has no remaining undistributed income for its taxable year ending October 31, 2013, and it will have no remaining undistributed income for its taxable year ending October 31, 2014.

The amounts on Part XIII, line 9 and lines 10a-e shall be adjusted if and to the extent there is an adjustment of the amount of line 7, as described in the preceding paragraph.

CHDI FOUNDATION, INC.

By: 

Kenneth J. Slutsky Vice President

FORM 990-PF**ATTACHMENT B****Part XIII, Line 9, column (a) and Line 10e**

Pursuant to a Certificate of Merger and Plan of Merger effective July 31, 2014, Renewable Foundation, Inc. ("Renewable") transferred all of its net assets to, and merged into, CHDI Foundation, Inc. (the "Foundation"). Additionally, pursuant to another Certificate of Merger and Plan of Merger effective July 31, 2014, Sweetfeet Foundation, Inc. ("Sweetfeet") transferred all of its net assets to, and merged into, the Foundation.

Renewable and the Foundation are effectively controlled (within the meaning of Treasury Regulation section 1.482-1(a)(3), according to Treasury Regulation section 1.507-3(a)(9)(i)¹) by the same person or persons. Sweetfeet and the Foundation are also effectively controlled by the same person or persons. Thus, the Foundation is treated as if it were both Renewable and Sweetfeet for purposes of sections 4940 through 4948 and sections 507 through 509 of the Internal Revenue Code (the "Code"). See Treasury Regulation section 1.507-3(a)(9); Revenue Ruling 2002-28. Accordingly, following both mergers, the Foundation is treated as if it were Renewable and Sweetfeet for purposes of Code section 4942, which is an exception to the requirement under Treasury Regulation section 1.507-3(a)(5) that a private foundation meet the distribution requirements of Code section 4942 for any taxable year in which it makes a Code section 507(b)(2) transfer of its net assets to another private foundation.

As provided in Treasury Regulation section 1.507-3(a)(9) and Revenue Ruling 2002-28, the Foundation assumed all obligations with respect to the distribution of Renewable's undistributed income within the meaning of Code section 4942(c) and satisfied such distribution obligations, including the obligation to distribute \$1,437,262 for the taxable year ending November 30, 2013 and \$870,088 for the taxable year ending July 31, 2014, by using its own qualifying distributions for the taxable year ending October 31, 2014.

Further, as provided in Treasury Regulation section 1.507-3(a)(9) and Revenue Ruling 2002-28, the Foundation assumed all obligations with respect to the distribution of Sweetfeet's undistributed income within the meaning of Code section 4942(c) and satisfied such distribution obligations, including the obligation to distribute \$970,454 for the taxable year ending November 30, 2013 and \$594,633 for the taxable year ending July 31, 2014, by using its own qualifying distributions for the taxable year ending October 31, 2014.

In sum, the Foundation used \$3,872,437 of its own qualifying distributions for the taxable year ending October 31, 2014 to satisfy both the outstanding distribution obligations of Renewable and Sweetfeet under Code section 4942(c). Qualifying distributions used by the Foundation to satisfy the obligations of Renewable and Sweetfeet have not been, and will not be, used again by the Foundation to satisfy its own distribution obligations. Accordingly, the amounts listed on Line 9, column (a) (Excess distributions carryover to

¹ While the term "controlled" was previously defined in Treasury Regulation section 1.482-1(a)(3), the term is currently defined in Treasury Regulation section 1.482-1(i)(4).

2014) and Line 10e (Excess from 2013) must be reduced from \$643,263,926 to \$639,391,489 and from \$165,728,364 to \$161,855,927, respectively, to reflect the Foundation's use of \$3,872,437 of its own qualifying distributions for the taxable year ending October 31, 2014 to satisfy the distribution obligations of Renewable and Sweetfeet.

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
Int Income - Other	558.	558.	
Total to Part I, line 3	558.	558.	

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
Dividend Income - Money Funds	5,287.	0.	5,287.	5,287.	
Int Income - Asset Backed Security	0.	0.	0.	0.	
Int Income - US Treasury Obligations	8,438.	0.	8,438.	8,438.	
To Part I, line 4	13,725.	0.	13,725.	13,725.	

Form 990-PF Taxes Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Current year taxes	10,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	10,000.	0.		0.

Form 990-PF	Other Expenses			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Contract Research Expenses	147,373,534.	0.		147,373,534.	
G & A Expenses	4,466.	0.		0.	
Direct Program Srvcs except for \$248,220 of non-direct service exp's.	21,601,174.	0.		21,601,174.	
To Form 990-PF, Pg 1, ln 23	168,979,174.	0.		168,974,708.	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	5
Description		Amount	
Cash Transferred from Sweefet Fndtn Inc (22-3271692) with merger 07/31/14		19,203,554.	
Cash Transferred from Renewable Fndtn Inc (86-1135859) with merger 07/31/14		28,099,291.	
Total to Form 990-PF, Part III, line 3		47,302,845.	

Form 990-PF	U.S. and State/City Government Obligations			Statement	6
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	
Investment in US Treasury Obligations	x		77,482,561.	77,495,462.	
Total U.S. Government Obligations			77,482,561.	77,495,462.	
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			77,482,561.	77,495,462.	

Form 990-PF	Other Investments	Statement	7
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Description	Valuation Method	Book Value	Fair Market Value
Investment in Asset Backed Security	COST	11,834.	11,812.
Total to Form 990-PF, Part II, line 13		11,834.	11,812.

Form 990-PF	List of Substantial Contributors Part VII-A, Line 10	Statement	8
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Name of Contributor	Address
NSN Foundation Inc	c/o Lowenstein Sandler, TEIG 65 Livingston Ave Roseland, NJ 07068
Honorable Enter LP	PMB 915, 2711 Centerville Rd Wilmington, DE 19808

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 9
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account
Kenneth J Slutsky 65 Livingston Ave Roseland, NJ 07068	President/Treasurer 1.00	0.	0. 0.
Allen Levithan 65 Livingston Ave Roseland, NJ 07068	VP/ Secretary 0.10	0.	0. 0.
John L. Berger 65 Livingston Ave Roseland, NJ 07068	VP/ Asst Secretary 0.10	0.	0. 0.
Triplet Investment Company, L.L.C. Member 65 Livingston Ave Roseland, NJ 07068	8.00	0.	0. 0.
Robi Blumenstein-pd thru CHDI Mgt Inc 305 Seventh Ave Suite 601 New York, NY 10001	President CHDI Mgt Inc 35.00	0.	0. 0.
Totals included on 990-PF, Page 6, Part VIII		0.	0. 0.

Form 990-PF	Summary of Direct Charitable Activities	Statement 10
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Activity One

Medical(neurodegenerative)research performed on contrct basis on behalf and at direction of Fndn,plus workshops,conferences,advice,& dissemination of data&info to research community. Does not include "programatic pmts" in Section VIII.

To Form 990-PF, Part IX-A, line 1

Expenses

147,373,534.