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. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 12-01-2013 , and ending 11-30-2014

Name of foundation
RICHARD & KAREN LEFRAK CHARITABLE FOUNDATION INC

A Employer identification number
11-2994678

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1007 N ORANGE ST STE 210

B Telephone number (see instructions)
(302) 656-2390

City or town, state or province, country, and ZIP or foreign postal code
WILMINGTON, DE 19801

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 9,174,478

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

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

		Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	2,899,418			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	56,723	56,723		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,107,391			
	b	Gross sales price for all assets on line 6a 9,802,940				
	7	Capital gain net income (from Part IV, line 2)		2,107,391		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	285,364	285,364		
	12	**Total.** Add lines 1 through 11	5,348,896	2,449,478		
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 (attach schedule)	1,410	705		705
	b	Accounting fees (attach schedule)	8,917	4,459		4,458
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	57,045	31,520		25
	19	Depreciation (attach schedule) and depletion	267,720	267,720		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	77,866	49,884		27,982
	24	**Total operating and administrative expenses.** Add lines 13 through 23	412,958	354,288		33,170
	25	Contributions, gifts, grants paid	2,386,860			2,375,405
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,799,818	354,288		2,408,575
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,549,078			
	b	**Net investment income** (if negative, enter -0-)		2,095,190		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (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	2,891,081	7,637,747	7,637,877
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,166,585	1,317,432	1,536,601
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	14,469	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	8,072,135	8,955,179	9,174,478
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	8,072,135	8,955,179	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	8,072,135	8,955,179	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	8,072,135	8,955,179	

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	8,072,135
2	Enter amount from Part I, line 27a	2	2,549,078
3	Other increases not included in line 2 (itemize) ▶	3	1,112
4	Add lines 1, 2, and 3	4	10,622,325
5	Decreases not included in line 2 (itemize) ▶	5	1,667,146
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,955,179

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 Additional Data Table			
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	2,107,391
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	2,552,287	8,217,804	0 310580
2011	3,604,220	2,197,078	1 640461
2010	2,941,937	2,729,234	1 077935
2009	2,791,065	2,490,500	1 120685
2008	1,385,730	1,899,928	0 729359

2	**Total** of line 1, column (d).	2	4 879020
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 975804
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	9,111,320
5	Multiply line 4 by line 3.	5	8,890,863
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	20,952
7	Add lines 5 and 6.	7	8,911,815
8	Enter qualifying distributions from Part XII, line 4.	8	2,408,575

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	41,904
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	41,904
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	41,904
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a 10,668		
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	10,668
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	172
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	31,408
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** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶N/A

14 The books are in care of ▶THE LEFRAK TRUST COMPANY Telephone no ▶(302) 656-2390

Located at ▶1007 N ORANGE STREET STE 210 WILMINGTON DE ZIP+4 ▶19801

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 |

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

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

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

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HEATHER M DRYSDALE 1007 N ORANGE STREET SUITE 210 WILMINGTON, DE 19801	DIRECTOR, PRESIDENT & SECRETARY 5 00	0	0	0
LINDA DURSO 1007 N ORANGE STREET SUITE 210 WILMINGTON, DE 19801	TREASURER 5 00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	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	5,993,817
b	Average of monthly cash balances	1b	3,256,254
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	9,250,071
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	9,250,071
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	138,751
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,111,320
6	**Minimum investment return.** Enter 5% of line 5	6	455,566

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	455,566
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 41,904		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	41,904
3	Distributable amount before adjustments Subtract line 2c from line 1	3	413,662
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	413,662
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	413,662

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	2,408,575
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	2,408,575
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,408,575

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					413,662
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2013					
a From 2008.	1,294,924				
b From 2009.	2,666,946				
c From 2010.	2,805,475				
d From 2011.	3,494,366				
e From 2012.	2,159,347				
f **Total** of lines 3a through e.		12,421,058			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 2,408,575					
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.					413,662
e Remaining amount distributed out of corpus		1,994,913			
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		14,415,971			
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 instructions				0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .		1,294,924			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		13,121,047			
10 Analysis of line 9					
a Excess from 2009. . . .	2,666,946				
b Excess from 2010. . . .	2,805,475				
c Excess from 2011. . . .	3,494,366				
d Excess from 2012. . . .	2,159,347				
e Excess from 2013. . . .	1,994,913				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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

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 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* See Additional Data Table				
Total . . . . ▶ **3a**				2,386,860
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	56,723	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	285,364	
8 Gain or (loss) from sales of assets other than inventory			18	2,107,391	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		2,449,478	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 2,449,478

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2015-04-10	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
MARGARET M MCGARREY				P00856580

Firm's name ▶	WILMINGTON FAMILY OFFICE INC	Firm's EIN ▶ 20-4677514
Firm's address ▶	1100 N MARKET STREET WILMINGTON, DE 198901200	Phone no (302)651-8160

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
S&P 500 INDEX PUT - 1350 SHS	P	2013-12-24	2014-12-24
RCG OVERSEAS LTD	P	2010-04-30	2014-10-31
RAMIUS FUND CLASS I SERIES I	P	2008-01-01	2014-11-24
RAMIUS FUND LEHMAN SPV	P	2000-10-01	2014-07-17
5597 UNITS HUGOTON ROYALTY TRUST	P	2012-11-07	2014-10-02
5300 UNITS HUGOTON ROYALTY TRUST	P	2012-11-07	2014-10-03
7696 UNITS HUGOTON ROYALTY TRUST	P	2012-11-08	2014-10-06
15750 UNITS HUGOTON ROYALTY TRUST	P	2013-01-15	2014-10-07
21615 UNITS HUGOTON ROYALTY TRUST	P	2013-01-16	2014-10-08
16799 UNITS HUGOTON ROYALTY TRUST	P	2013-01-16	2014-10-09
19100 UNITS HUGOTON ROYALTY TRUST	P	2013-01-16	2014-10-10
59231 UNITS HUGOTON ROYALTY TRUST	P	2013-08-26	2014-10-14
13415 UNITS SAN JUAN BASIN ROYALTY TRUST	P	2013-01-15	2014-10-22
7601 UNITS SAN JUAN BASIN ROYALTY TRUST	P	2013-01-16	2014-10-23
25484 UNITS SAN JUAN BASIN ROYALTY TRUST	P	2013-02-15	2014-10-27
24000 UNITS FREEHOLD ROYALTIES	P	2014-01-06	2014-09-30
US TREASURY BILL 01/30/14	P	2013-08-01	2014-01-06
US TREASURY BILL 07/31/14	P	2014-01-29	2014-03-21
TALMER BANCORP INC - 200000 SHS	D	2010-01-01	2014-05-07
SALESFORCE COM INC - 2265 SHS	D	2012-04-27	2014-09-29
JPMORGAN W90601-00-1	P		2014-11-30
JPMORGAN W90601-00-1	P		2014-11-30
DREAM UNLIMITED CL A- 3800 SHS	P	2013-05-31	2014-09-30
GS+A PREMIUM INCOME TRUST	P	2013-01-31	2014-09-30
GS+A PREMIUM INCOME TRUST	P	2014-07-31	2014-09-30
GS+A PREMIUM INCOME TRUST - LTCG DISTRIBUTION	P		2014-07-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		123,360	-123,360
16,636		13,974	2,662
34,166		36,060	-1,894
35,664		4,164	31,500
51,180		33,122	18,058
47,549		31,402	16,147
68,976		45,680	23,296
133,640		109,183	24,457
186,443		160,846	25,597
147,159		125,008	22,151
168,750		142,131	26,619
519,064		439,542	79,522
228,658		153,192	75,466
129,428		91,074	38,354
443,986		319,766	124,220
490,178		494,474	-4,296
499,856		499,837	19
1,249,652		1,249,652	0
2,676,165		1,200,000	1,476,165
127,777		32,271	95,506
687,024		700,950	-13,926
685,215		620,381	64,834
44,715		49,791	-5,076
1,107,511		1,007,792	99,719
11,651		11,897	-246
11,897			11,897

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-123,360
			2,662
			-1,894
			31,500
			18,058
			16,147
			23,296
			24,457
			25,597
			22,151
			26,619
			79,522
			75,466
			38,354
			124,220
			-4,296
			19
			0
			1,476,165
			95,506
			-13,926
			64,834
			-5,076
			99,719
			-246
			11,897

Form 990PF Part XV Line 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*				
GLADES ACADEMY FOUNDATION INC ONE NORTH CLEMATIS STREET 200 WEST PALM BEACH, FL 33401	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	500
NEW YORK PHILHARMONIC 132 WEST 65TH STREET NEW YORK, NY 10023	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	25,000
NEW YORK PRESBYTERIAN FUND 425 E 61ST STREET 12TH FLOOR NEW YORK, NY 10065	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	1,000
THE POODLE CLUB OF AMERICA INC C/O JOANNE BOB STEELE 7240 FALLINGWOODS LANE CINCINNATI, OH 45241	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	250
YOUTH AMERICA GRAND PRIX 115 WEST 29TH STREET SUITE 803 NEW YORK, NY 10001	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	25,000
SAN MIGUEL ACADEMY OF NEWBURTH C/O CATHY JOYCE WOOTERS 245 RENWICK STREET NEWBURTH, NY 12550	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	500
PHILHARMONIC SYMPHONY SOCIETY OF NY INC C/O NEW YORK PHILHARMONIC 132 WEST 65TH STREET NEW YORK, NY 10023	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	1,000
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH STREET NEW YORK, NY 100245192	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	35,000
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	1,500
THE SOCIETY OF MSKCC 1233 YORK AVENUE B101 NEW YORK, NY 10065	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	4,000
NEW MUSIC USA 90 JOHN STREET SUITE 312 NEW YORK, NY 10038	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	1,000
AMERICAN FRIENDS OF THE ISRAEL PHILHARMONIC ORCHESTRA 122 E 42ND STREET ROOM 4507 NEW YORK, NY 10168	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	1,000
THE CROHN'S & COLITIS FOUNDATION OF AMERICA (CCFA) 215 PARK AVENUE SOUTH STE 2014 NEW YORK, NY 10003	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	500
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	1,000
NEW YORK PHILHARMONIC 132 WEST 65TH STREET NEW YORK, NY 10023	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	5,000
Total . . . . ▶ **3a**				2,386,860

Form 990PF Part XV Line 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*				
MOUNT HOLYOKE COLLEGE THE MOUNT HOLYOKE FUND 50 COLLEGE STREET SOUTH HADLEY, MA 010751485	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	2,500
THE BREAST CANCER RESEARCH FOUNDATION 60 EAST 56TH STREET 8TH FLOOR NEW YORK, NY 10022	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	1,000
SOUTHAMPTON HOSPITAL FOUNDATION 240 MEETING HOUSE SOUTHAMPTON, NY 11968	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	5,000
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	25,000
AMERICAN SKIN ASSOCIATION 6 EAST 43RD STREET 28TH FLOOR NEW YORK, NY 10017	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	1,000
LINCOLN CENTER FOR THE PERFORMING ARTS 70 LINCOLN CENTER PLAZA 9TH FLOOR NEW YORK, NY 100236583	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	1,000
THE GIVING BACK FOUNDATION 207 EAST 33RD STREET SUITE 4B NEW YORK, NY 100167801	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	500
CANCER RESEARCH INSTITUTE ONE EXCHANGE PLAZA 55 BROADWAY SUITE 1802 NEW YORK, NY 10006	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	1,000
JEWISH NATIONAL FUND LONG ISLAND DIVISION 42 EAST 69TH STREET NEW YORK, NY 10021	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	10
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH STREET NEW YORK, NY 100245192	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	2,000,000
UJA - FEDERATION OF NEW YORK 130 EAST 59TH STREET SUITE 929D NEW YORK, NY 10022	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	2,500
LUNG CANCER RESEARCH FOUNDATION 155 E 55TH STREET SUITE 6H NEW YORK, NY 10022	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	500
BALLET THEATRE FOUNDATION INC 890 BROADWAY NEW YORK, NY 10003	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	1,000
NEW YORK PHILHARMONIC 132 WEST 65TH STREET NEW YORK, NY 10023	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	2,500
CARON TREATMENT CENTERS 17-19 MARBLE AVENUE 2ND FLOOR PLEASANTVILLE, NY 10570	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	10,000
Total . . . . ▶ **3a**				2,386,860

Form 990PF Part XV Line 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				
THE CHILDREN'S HEARING INSTITUTE 380 SECOND AVENUE 9TH FLOOR NEW YORK, NY 10010	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	2,500
SOUTHAMPTON ANIMAL SHELTER FOUNDATION INC P O BOX 696 HAMPTON BAYS, NY 11946	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	1,000
NEW YORK PHILHARMONIC AVERY FISHER HALL 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	32,500
BETHEL WOOD CENTER FOR THE ARTS INC 200 HURD ROAD BETHEL, NY 12720	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	1,000
TRIFORM CAMPHILL COMMUNITY FOUNDATION 801 WEST END AVENUE SUITE 12A NEW YORK, NY 10025	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	250
CARON TREATMENT CENTERS 17-19 MARBLE AVENUE 2ND FLOOR PLEASANTVILLE, NY 10570	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	10,000
SOUTHAMPTON HOSPITAL FOUNDATION 240 MEETING HOUSE SOUTHAMPTON, NY 11968	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	7,500
NEW YORK PHILHARMONIC AVERY FISHER HALL 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	35,000
HOPE FOR DEPRESSION RESEARCH FOUNDATION 40 WEST 57TH STREET SUITE 1440 NEW YORK, NY 10019	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	1,000
THE BREAST CANCER RESEARCH FOUNDATION 60 EAST 56TH STREET 8TH FLOOR NEW YORK, NY 10022	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	2,500
BALLET THEATRE FOUNDATION INC 890 BROADWAY 3RD FLOOR NEW YORK, NY 10003	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCA	1,000
NEW YORK PHILHARMONIC AVERY FISHER HALL 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCA	3,000
OVANIAN CANCER RESEARCH FUND D/O INEZ WEINSTEIN SPECIAL EVENTS INC 215 PARK AVENUE SOUTH SUITE 201 NEW YORK, NY 10003	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCA	5,000
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCA	350
EXPLORING THE ARTS INC 162 WEST 56TH STREET SUITE 405 NEW YORK, NY 10019	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCA	2,500
Total . . . . ▶ **3a**				2,386,860

Form 990PF Part XV Line 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*				
CONGREGATION EMANU-EL OF THE CITY OF NY (ANNUAL FUND) 1 E 65TH STREET NEW YORK, NY 101310542	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	5,000
WORLD JEWISH CONGRESS AMERICAN SECTION 501 MADISON AVENUE 9TH FLOOR NEW YORK, NY 10022	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	500
ALZHEIMER'S DRUG DISCOVERY FOUNDATION 57 WEST 57TH STREET SUITE 904 NEW YORK, NY 10019	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	1,000
CONGREGATION EMANU-EL OF THE CITY OF NY (ANNUAL FUND) 1 E 65TH STREET NEW YORK, NY 101310542	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	5,000
AKC HUMANE FUND (MJS BENEFIT FUND) C/O PEGGY HAUCK 334 TERRACE DRIVE OVIEDO, FL 32765	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	500
AMERICAN CANCER SOCIETY C/O DEBORAH NORVILLE 655 PARK AVENUE NEW YORK, NY 10065	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	500
LENOX HILL NEIGHBORHOOD HOUSE INC 331 EAST 70TH STREET NEW YORK, NY 10021	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	1,000
HOPE FOR DEPRESSION RESEARCH FOUNDATION C/O MRS AUDREY GRUSS 40 WEST 57TH STREET SUITE 1440 NEW YORK, NY 10019	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	25,000
PROSTATE CANCER FOUNDATION 1250 FOURTH STREET SANTA MONICA, CA 90401	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	75,000
CHILD MIND INSTITUTE BENEFIT OFFICE 162 WEST 5TH STREET SUITE 405 NEW YORK, NY 10019	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	5,000
OVARIAN CANCER RESEARCH FUND 14 PENNSYLVANIA PLAZA 1710 NEW YORK, NY 10122	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	5,000
FIGURE SKATING IN HARLEM 361 W 125TH STREET 4TH FLOOR NEW YORK, NY 10027	NONE		RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	2,500
Total . . . . ▶ **3a**				2,386,860

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491105009275

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 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	Employer identification number
RICHARD & KAREN LEFRAK CHARITABLE FOUNDATION INC	11-2994678

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for 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 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
RICHARD & KAREN LEFRAK CHARITABLE FOUNDATION INC

Employer identification number
11-2994678

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	RICHARD S LEFRAK 10 E 73RD STREET NEW YORK, NY 10021	$ 2,772,000	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
2	RICHARD S LEFRAK 10 E 73RD STREET NEW YORK, NY 10021	$ 127,418	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)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
RICHARD & KAREN LEFRAK CHARITABLE FOUNDATION INC

Employer identification number
11-2994678

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
1	200,000 SHARES OF TALMER BANCORP, INC	$ 2,772,000	2014-03-07

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	2,265 SHARES SALESFORCE COM	$ 127,418	2014-09-26

(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
RICHARD & KAREN LEFRAK CHARITABLE FOUNDATION INC

Employer identification number
11-2994678

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 See instructions) ▶ $
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

TY 2013 Accounting Fees Schedule

Name: RICHARD & KAREN LEFRAK CHARITABLE FOUNDATION INC

EIN: 11-2994678

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	8,917	4,459		4,458

TY 2013 Investments - Other Schedule

Name: RICHARD & KAREN LEFRAK CHARITABLE FOUNDATION INC

EIN: 11-2994678

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT MASTER LP	AT COST	793,851	1,033,200
GLUSKIN SHEFF PORTFOLIO	AT COST	0	0
GLUSKIN SHEFF PREMIUM INCCOME TRUST	AT COST	0	0
RAMIUS MULTI STRATEGY FUND	AT COST	171,941	170,700
INVESTMENT ROYALTY TRUST	AT COST	0	0
RAMIUS RCG OVERSEAS LTD	AT COST	61,992	76,466
OPTIMA PARTNERS FOCUS FUND A	AT COST	250,000	255,935
S & P 500 INDEX PUT 12/21/13	AT COST	39,648	300

TY 2013 Legal Fees Schedule

Name: RICHARD & KAREN LEFRAK CHARITABLE FOUNDATION INC

EIN: 11-2994678

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,410	705		705

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491105009275

TY 2013 Other Assets Schedule

Name: RICHARD & KAREN LEFRAK CHARITABLE FOUNDATION INC

EIN: 11-2994678

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ROYALTY INCOME RECEIVABLE	14,469	0	0

TY 2013 Other Decreases Schedule

Name: RICHARD & KAREN LEFRAK CHARITABLE FOUNDATION INC

EIN: 11-2994678

Description	Amount
DIFFERENCE BETWEEN COST AND FMV OF DONATED SECURITIES - TALMER BANCORP	1,572,000
DIFFERENCE BETWEEN COST AND FMV OF DONATED SECURITIES - SALESFORCE.COM	95,146

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491105009275

TY 2013 Other Expenses Schedule

Name: RICHARD & KAREN LEFRAK CHARITABLE FOUNDATION INC

EIN: 11-2994678

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODIAN FEES	1,634	1,634		0
ADMINISTRATIVE FEES	10,000	5,000		5,000
MANAGEMENT FEES	45,965	22,983		22,982
HUGOTON ROYALTY TRUST ADMIN EXPENSE	8,051	8,051		0
SAN JUAN BASIN ROYALTY TRUST ADMIN EXPENSE	1,444	1,444		0
DORCHESTER MINERALS LP ROYALTY DEDUCTIONS	10,755	10,755		0
MISCELLANEOUS EXPENSE	17	17		0

TY 2013 Other Income Schedule

Name: RICHARD & KAREN LEFRAK CHARITABLE FOUNDATION INC

EIN: 11-2994678

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
DORCHESTER MINERALS LP	75,394	75,394	75,394
HUGOTON ROYALTY TRUST INCOME	168,331	168,331	168,331
SAN JUAN BASIN ROYALTY TRUST INCOME	61,097	61,097	61,097
FOREIGN CURRENCY LOSS	-23,292	-23,292	-23,292
GS+A PREMIUM INCOME TRUST	3,834	3,834	3,834

TY 2013 Other Increases Schedule

Name: RICHARD & KAREN LEFRAK CHARITABLE FOUNDATION INC

EIN: 11-2994678

Description	Amount
PRIOR PERIOD ADJUSTMENT - ROYALTY DISPOSITION	1,112

TY 2013 Taxes Schedule

Name: RICHARD & KAREN LEFRAK CHARITABLE FOUNDATION INC

EIN: 11-2994678

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DE ANNUAL FEE	25	0		25
FEDERAL EXCISE TAXES	25,500	0		0
FOREIGN TAXES PAID	7,875	7,875		0
HUGOTON ROYALTY TRUST SEVERANCE TAX	15,755	15,755		0
SAN JUAN BASIN ROYALTY SEVERANCE TAX	7,890	7,890		0