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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

12/01, 2013, and ending

11/30, 2014

Name of foundation
CUNNIF FAMILY FUND

Number and street (or P O box number if mail is not delivered to street address)

C/O RUANE, CUNNIF & GOLDFARB, INC.
9 WEST 57TH STREET

Room/suite

5000

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

NEW YORK, NY 10019-2701

G Check all that apply
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name changeH Check type of organization
 Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust
 Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c), line
16) ► \$ 2,256,420.
J Accounting method
 Cash
 Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number
13-7105085B Telephone number (see instructions)
(212) 832-5280C If exemption application is
pending, check here ► D 1 Foreign organizations, check here ►
2 Foreign organizations meeting the
85% test, check here and attach
computation ► E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ► Part I Analysis of Revenue and Expenses (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants etc received (attach schedule)	672,212.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	14,064.	14,064.		
5a Gross rents				ATCH 1
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	63,017.			
b Gross sales price for all assets on line 6a	761,265.			
7 Capital gain net income (from Part IV, line 2)		63,017.		
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)				
12 Total Add lines 1 through 11	749,293.	77,081.		
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 2	6,750.	3,375.		3,375.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 3.	3,868.	102.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 4.	369.	119.		250.
24 Total operating and administrative expenses.				
Add lines 13 through 23	10,987.	3,596.		3,625.
25 Contributions, gifts, grants paid	25,000.			25,000.
26 Total expenses and disbursements Add lines 24 and 25	35,987.	3,596.	0	28,625.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	713,306.			
b Net investment income (if negative, enter -0)		73,485.		
c Adjusted net income (if negative, enter -0)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
Assets	1 Cash - non-interest-bearing	59,176.	30,160.	30,160.
	2 Savings and temporary cash investments	118,207.	642,802.	642,802.
	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			
	10 a Investments - US and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 5	537,051.	692,635.	1,521,315.
	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)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	15 Other assets (describe ► ATCH 6)		62,143.	62,143.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	714,434.	1,427,740.	2,256,420.
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	
	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			
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ► X and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	714,434.	1,427,740.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	714,434.	1,427,740.	
	31 Total liabilities and net assets/fund balances (see instructions)	714,434.	1,427,740.	

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	714,434.
2 Enter amount from Part I, line 27a	2	713,306.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	1,427,740.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,427,740.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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					
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					
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	63,017.	
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	0	

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	133,550.	1,323,617.	0.100898
2011	162,399.	1,181,211.	0.137485
2010	214,723.	1,152,284.	0.186346
2009	123,695.	1,107,207.	0.111718
2008	52,715.	1,032,781.	0.051042

2 Total of line 1, column (d)	2	0.587489
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	0.117498
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,681,295.
5 Multiply line 4 by line 3	5	197,549.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	735.
7 Add lines 5 and 6	7	198,284.
8 Enter qualifying distributions from Part XII, line 4	8	28,625.

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

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

1a	'Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1,470.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		2
3	Add lines 1 and 2 . . .		3 1,470.
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 1,470.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a 2,500.	
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 2,500.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .		8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .		9
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .		10 1,030.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► 1,030. Refunded ►		11

Part VII-A Statements Regarding Activities

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? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
1c	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	X	
2	Did the foundation file Form 1120-POL for this year? . . .	X	
3	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
4a	(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
4b	N/A		
5	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	X	
6	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .	X	
7	<i>If "Yes," attach a detailed description of the activities</i>		
8a	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . .	X	
8b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	X	
9	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .		
10	<i>If "Yes," attach the statement required by General Instruction T</i>		
10	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? . . .		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . .	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
	NY, _____		
8b	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . .	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)? <i>If "Yes," complete Part XIV</i> . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . ATCH. 7 . . .	X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► C/O RUANE, CUNNIFF & GOLDFARB Located at ► 9 WEST 57TH STREET, ROOM 5000 NEW YORK, NY	Telephone no ► 2128325280 ZIP+4 ► 10019-2701
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
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 ►	Yes X

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	N/A	
1c 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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)		
3b	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X
4b		X

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

5a	During the year did the foundation pay or incur any amount to		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?				5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>					
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 <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?					

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
ATCH 8	2	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				

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (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		0
Total number of others receiving over \$50,000 for professional services ►		

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3 ►	

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 1,431,294.
b	Average of monthly cash balances	1b 275,604.
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 1,706,898.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 1,706,898.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 25,603.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 1,681,295.
6	Minimum investment return. Enter 5% of line 5	6 84,065.

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 84,065.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 1,470.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 1,470.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 82,595.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 82,595.
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 82,595.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a 28,625.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b
b	Program-related investments - total from Part IX-B	2
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a
3	Amounts set aside for specific charitable projects that satisfy the	3b
a	Suitability test (prior IRS approval required)	4 28,625.
b	Cash distribution test (attach the required schedule)	5 0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6 28,625.
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)	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	

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				82,595.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008 1,320.				
b From 2009 68,498.				
c From 2010 159,163.				
d From 2011 105,300.				
e From 2012 69,803.				
f Total of lines 3a through e	404,084.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 28,625.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				28,625.
e Remaining amount distributed out of corpus	53,970.			53,970.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions	350,114.			
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	350,114.			
10 Analysis of line 9				
a Excess from 2009 15,848.				
b Excess from 2010 159,163.				
c Excess from 2011 105,300.				
d Excess from 2012 69,803.				
e Excess from 2013				

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

NOT APPLICABLE

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 foundation is a private operating foundation described in section

b Check box to indicate whether the foundation 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	
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)(ii)				
	(3) Largest amount of support from an exempt organization.				
	(4) Gross investment income				

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

1. Information Regarding Foundation Managers:

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

RICHARD T. GUNNIE

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

NONE.

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

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

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

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

6 Any submission deadlines

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

Form 990-PF (2013)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATCH 9				
Total			► 3a	25,000.
b Approved for future payment				
NONE				
Total			► 3b	NONE

JSA
3E1491 1 000

Form 990-PF (2013)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	
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	14,064.
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				
8 Gain or (loss) from sales of assets other than inventory				18	63,017.
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)				77,081.
13 Total Add line 12, columns (b), (d), and (e)			13	77,081.

(See worksheet in line 13 instructions to verify calculations)

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

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

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

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

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

Sign
Here

► *Marilyn J. Cunniff* | 8/4/15
Signature of officer or trustee Date

► TRUSTEE

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

Paid Preparer Use Only	Print/Type preparer's name PETER MICHAELSON	Preparer's signature 	Date 07/28/2015	Check <input type="checkbox"/> if self-employed	PTIN P00081039
	Firm's name ► EISNERAMPER LLP	Firm's EIN ► 13-1639826			
	Firm's address ► 750 THIRD AVENUE NEW YORK, NY	10017-2703	Phone no	212-891-4164	

► 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.

Name of the organization

CUNNIFF FAMILY FUND

Employer identification number

13-7105085

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ -----

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

Name of organization CUNNIFF FAMILY FUND

Employer identification number
13-7105085**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF RICHARD CUNNIFF 9 WEST 57TH STREET, ROOM 5000 NEW YORK, NY 10019-2701	\$ 607,964.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	ESTATE OF RICHARD CUNNIFF 9 WEST 57TH STREET, ROOM 5000 NEW YORK, NY 10019-2701	\$ 2,105.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	ESTATE OF RICHARD CUNNIFF 9 WEST 57TH STREET, ROOM 5000 NEW YORK, NY 10019-2701	\$ 62,143.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization CUNNIFF FAMILY FUND

Employer identification number

13-7105085

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	500 SHS CHUBB	\$ 45,900.	09/23/2014
2	882 SHS CITIGROUP INC	\$ 46,781.	09/23/2014
3	3,864 SHS DAIMLER-CHRYSLER AG	\$ 310,183.	09/23/2014
4	1,000 SHS DOW CHEMICAL	\$ 52,860.	09/23/2014
5	1,500 SHS JP MORGAN CHASE & CO	\$ 91,365.	09/23/2014
6	127 SHS RAYTHEON CO	\$ 13,004.	09/23/2014

Name of organization CUNNIFF FAMILY FUND

Employer identification number

13-7105085

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
7	504 SHS TRAVELERS COMPANIES INC.	\$ 47,678.	09/23/2014
8	1 SHS VISTEON CORP	\$ 103.	09/23/2014
9	2 SHS VISTEON CORP WTS EXP 10/01/15	\$ 89.	09/23/2014
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Application for Extension of Time To File an
Exempt Organization Return► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ►
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	CUNNIF FAMILY FUND	13-7105085
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	C/O RUANE, CUNNIF & GOLDFARB, INC., 9 WEST 57TH ST.	
City, town or post office, state, and ZIP code For a foreign address, see instructions		
NEW YORK, NY 10019-2701		

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ►C/O RUANE, CUNNIF & GOLDFARB, 9 WEST 57TH STREET, ROOM 5000 NY NY 10019

Telephone No ► 212 8325280 FAX No ► -----

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 07/15, 2015, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► calendar year 20 ____ or

► tax year beginning 12/01, 2013, and ending 11/30, 2014.

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$ 2,500.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$ 2,500.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$ 0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2014)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ►

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions CUNNIFF FAMILY FUND	Employer identification number (EIN) or 13-7105085
	Number, street, and room or suite no. If a P O box, see instructions C/O RUANE, CUNNIFF & GOLDFARB, INC.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10019-2701	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 1041-A	08
Form 990-BL	02	Form 4720 (other than individual)	09
Form 4720 (individual)	03	Form 5227	10
Form 990-PF	04	Form 6069	11
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 8870	12
Form 990-T (trust other than above)	06		

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ► C/O RUANE, CUNNIFF & GOLDFARB, 9 WEST 57TH STREET, ROOM 5000 NEW YORK, Telephone No ► 212 8325280 Fax No. ►
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 10/15, 20 15.
- 5 For calendar year , or other tax year beginning 12/01, 20 13, and ending 11/30, 20 14.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension AWAITING INFORMATION FROM THIRD PARTY SOURCES
NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$ 2,500.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$ 2,500.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ►

Title ►

Date ►

Form 8868 (Rev. 1-2014)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
599,545.		SEE SCHEDULE 1 ATTACHED PROPERTY TYPE: SECURITIES 626,279.				P/D	VARIOUS -26,734.	VARIOUS
159,301.		SEE SCHEDULE 1 ATTACHED PROPERTY TYPE: SECURITIES 71,969.				P	VARIOUS 87,332.	VARIOUS
2,419.		IMI PLC - OPT INC PROPERTY TYPE: SECURITIES				P	VARIOUS 2,419.	03/07/2014
TOTAL GAIN(LOSS)							<u>63,017.</u>	

Ruane, Cunniff & Goldfarb Inc.
REALIZED GAINS AND LOSSES

FBO: Cunniff Family Fund
Marilyn F.Cunniff, Trustee
RCG372837

From 12-01-13 Through 11-30-14

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss		P/D
						Short Term	Long Term	
12-13-13	12-13-13	631	Darling International Inc	11,989.00	12,061.87	72.87		P
07-29-10	12-19-13	29	Perrigo Co PLC	1,600.20	4,505.14		2,904.94	P
07-21-10	12-19-13	42	Perrigo Co PLC	2,317.38	6,524.68		4,207.30	P
07-19-10	12-19-13	85	Perrigo Co PLC	4,687.89	13,204.72		8,516.83	P
07-20-10	12-19-13	39	Perrigo Co PLC	2,147.06	6,058.63		3,911.57	P
03-14-11	02-20-14	1	IMI PLC Shs New	8.73	12.80		4.07	P
05-03-12	03-18-14	99	Pirelli & Co SPA	1,253.72	1,570.04		316.32	P
05-02-12	03-18-14	32	Pirelli & Co SPA	396.48	507.49		111.01	P
05-02-12	03-19-14	104	Pirelli & Co SPA	1,288.57	1,604.10		315.53	P
05-04-12	03-19-14	206	Pirelli & Co SPA	2,541.23	3,177.36		636.13	P
05-07-12	03-19-14	8	Pirelli & Co SPA	98.57	123.39		24.82	P
05-07-12	03-20-14	60	Pirelli & Co SPA	739.24	915.95		176.71	P
05-08-12	03-20-14	100	Pirelli & Co SPA	1,222.87	1,526.58		303.71	P
05-08-12	03-21-14	227	Pirelli & Co SPA	2,775.91	3,443.23		667.32	P
04-30-12	03-21-14	6	Pirelli & Co SPA	73.12	91.01		17.89	P
04-30-12	03-24-14	65	Pirelli & Co SPA	792.17	988.00		195.83	P
05-09-12	03-24-14	153	Pirelli & Co SPA	1,844.29	2,325.61		481.32	P
05-11-12	03-24-14	101	Pirelli & Co SPA	1,158.76	1,535.20		376.44	P
11-03-10	03-24-14	1	Hiscox Ltd	4.91	7.70		2.79	P
05-11-12	03-25-14	152	Pirelli & Co SPA	1,743.87	2,350.30		606.43	P
05-15-12	03-25-14	5	Pirelli & Co SPA	57.14	77.31		20.17	P
05-15-12	03-26-14	92	Pirelli & Co SPA	1,051.46	1,417.42		365.96	P
05-17-12	03-26-14	70	Pirelli & Co SPA	798.51	1,078.47		279.96	P
05-17-12	03-27-14	16	Pirelli & Co SPA	182.52	245.96		63.44	P
05-14-12	03-27-14	155	Pirelli & Co SPA	1,762.75	2,382.70		619.95	P
05-16-12	03-27-14	22	Pirelli & Co SPA	249.36	338.19		88.83	P
05-16-12	03-28-14	46	Pirelli & Co SPA	521.38	732.88		211.50	P
05-10-12	03-28-14	176	Pirelli & Co SPA	1,961.38	2,804.08		842.70	P
05-18-12	03-28-14	173	Pirelli & Co SPA	1,914.32	2,756.29		841.97	P
10-22-12	03-28-14	63	Pirelli & Co SPA	691.68	1,003.73		312.05	P
10-22-12	03-31-14	5	Pirelli & Co SPA	54.89	78.80		23.91	P
10-17-12	03-31-14	144	Pirelli & Co SPA	1,575.24	2,269.52		694.28	P
10-23-12	03-31-14	19	Pirelli & Co SPA	206.87	299.45		92.58	P
10-23-12	04-01-14	5	Pirelli & Co SPA	54.44	78.90		24.46	P
10-16-12	04-01-14	134	Pirelli & Co SPA	1,456.23	2,114.62		658.39	P
10-16-12	04-02-14	57	Pirelli & Co SPA	619.44	894.21		274.77	P
05-21-12	04-02-14	52	Pirelli & Co SPA	561.54	815.77		254.23	P
05-21-12	04-03-14	29	Pirelli & Co SPA	313.16	449.37		136.21	P
10-24-12	04-03-14	24	Pirelli & Co SPA	259.00	371.89		112.89	P
11-13-12	04-03-14	26	Pirelli & Co SPA	277.96	402.88		124.92	P
11-08-12	04-03-14	52	Pirelli & Co SPA	554.46	805.77		251.31	P
08-01-12	04-03-14	20	Pirelli & Co SPA	203.21	309.91		106.70	P
07-30-12	04-03-14	42	Pirelli & Co SPA	425.41	650.81		225.40	P
07-31-12	04-03-14	75	Pirelli & Co SPA	758.19	1,162.17		403.98	P
07-27-12	04-03-14	38	Pirelli & Co SPA	375.91	588.83		212.92	P
11-17-08	07-24-14	29	Ritchie Bros Auctioneers Inc	525.57	727.09		201.52	P
11-17-08	07-25-14	8	Ritchie Bros Auctioneers Inc	144.99	199.67		54.68	P
11-17-08	07-28-14	8	Ritchie Bros Auctioneers Inc	144.99	197.69		52.70	P
11-17-08	08-04-14	11	Ritchie Bros Auctioneers Inc	199.36	265.25		65.89	P
11-12-08	08-04-14	50	Ritchie Bros Auctioneers Inc	895.72	1,205.69		309.97	P
11-12-08	08-05-14	26	Ritchie Bros Auctioneers Inc	465.77	632.37		166.60	P

Charitable account

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

FBO: Cunniff Family Fund

Marilyn F.Cunniff, Trustee

RCG372837

From 12-01-13 Through 11-30-14

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss		P/D
						Short Term	Long Term	
11-13-08	08-05-14	27	Ritchie Bros Auctioneers Inc	480 12	656 70		176 58	P
10-28-08	08-05-14	6	Ritchie Bros Auctioneers Inc	103 52	145 93		42 41	P
10-28-08	08-06-14	29	Ritchie Bros Auctioneers Inc	500 33	701 09		200 76	P
10-28-08	08-08-14	11	Ritchie Bros Auctioneers Inc	189 78	266 45		76 67	P
10-28-08	08-11-14	13	Ritchie Bros Auctioneers Inc	224 28	317 92		93 64	P
10-28-08	08-12-14	1	Ritchie Bros Auctioneers Inc	17 25	24 36		7 11	P
10-24-08	08-12-14	5	Ritchie Bros Auctioneers Inc	85 91	121 79		35 88	P
10-24-08	08-13-14	14	Ritchie Bros Auctioneers Inc	240 56	340 58		100 02	P
10-24-08	08-14-14	10	Ritchie Bros Auctioneers Inc	171 83	241 55		69 72	P
10-24-08	08-18-14	29	Ritchie Bros Auctioneers Inc	498 31	699 09		200 79	P
03-06-09	08-19-14	14	Ritchie Bros Auctioneers Inc	201 19	339 19		138 00	P
03-06-09	08-20-14	15	Ritchie Bros Auctioneers Inc	215 56	362 36		146 80	P
03-06-09	08-21-14	9	Ritchie Bros Auctioneers Inc	129 34	217 20		87 86	P
03-06-09	08-22-14	11	Ritchie Bros Auctioneers Inc	158 08	265 71		107 63	P
03-06-09	08-25-14	9	Ritchie Bros Auctioneers Inc	129 34	217 86		88 52	P
03-06-09	08-26-14	14	Ritchie Bros Auctioneers Inc	201 19	337 73		136 54	P
03-06-09	08-27-14	7	Ritchie Bros Auctioneers Inc	100 60	168 24		67 64	P
08-01-07	09-11-14	28	Rolls-Royce Holdings PLC	289 21	467 86		178 65	P
08-01-07	09-19-14	20	Rolls-Royce Holdings PLC	206 58	335 45		128 87	P
08-11-88	09-30-14	439	Phillips 66	3,668 61	35,667 96		31,999 35	P
11-10-09	10-16-14	95	Qinetiq Group PLC	269 47	296 91		27 44	P
11-25-09	10-16-14	187	Qinetiq Group PLC	520 04	584 45		64 41	P
11-25-09	10-17-14	233	Qinetiq Group PLC	647 97	743 73		95 76	P
11-25-09	10-20-14	153	Qinetiq Group PLC	425 49	491 57		66 08	P
03-06-09	10-21-14	14	Ritchie Bros Auctioneers Inc	201 19	330 26		129 07	P
11-25-09	10-21-14	224	Qinetiq Group PLC	622 94	730 18		107 24	P
03-06-09	10-22-14	9	Ritchie Bros Auctioneers Inc	129 34	212 57		83 23	P
11-25-09	10-22-14	186	Qinetiq Group PLC	517 26	605 33		88 07	P
09-23-14	10-23-14	882	Citigroup Inc	46,781 28	45,545 47	-1,235 81		D
09-23-14	10-23-14	500	Chubb	45,900 00	47,333 95	1,433 95		D
09-23-14	10-23-14	3,864	Daimler-Chrysler AG	310,183 00	294,816 68	-15,366 32		D
09-23-14	10-23-14	1,000	Dow Chemical	52,860 00	48,028 68	-4,831 32		D
09-23-14	10-23-14	1,500	JP Morgan Chase & Co	91,365 00	87,524 56	-3,840 44		D
03-06-09	10-23-14	5	Ritchie Bros Auctioneers Inc	71 85	117 45		45 60	P
09-23-14	10-23-14	127	Raytheon Co	13,003 53	12,387 30	-616 23		D
09-23-14	10-23-14	504	Travelers Companies Inc	47,678 40	48,821 40	1,143 00		D
09-23-14	10-23-14	1	Visteon Corp	103 40	94 11	-9 29		D
11-25-09	10-23-14	93	Qinetiq Group PLC	258 63	304 38		45 75	P
10-29-09	10-23-14	13	Qinetiq Group PLC	35 73	42 55		6 82	P
09-23-14	10-23-14	2	Visteon Corp WTS Exp	89 40	70 49	-18 91		D
			10/01/15					
03-06-09	10-24-14	7	Ritchie Bros Auctioneers Inc	100 60	165 04		64 44	P
10-29-09	10-24-14	82	Qinetiq Group PLC	225 38	270 08		44 70	P
03-06-09	10-27-14	5	Ritchie Bros Auctioneers Inc	71 85	118 15		46 30	P
03-06-09	10-28-14	11	Ritchie Bros Auctioneers Inc	158 08	261 09		103 01	P
03-06-09	10-29-14	16	Ritchie Bros Auctioneers Inc	229 93	382 57		152 64	P
10-29-09	10-29-14	95	Qinetiq Group PLC	261 11	312 60		51 49	P
10-30-09	10-29-14	24	Qinetiq Group PLC	65 83	78 97		13 14	P
03-06-09	10-30-14	17	Ritchie Bros Auctioneers Inc	244 31	410 61		166 30	P
10-30-09	10-30-14	72	Qinetiq Group PLC	197 48	234 92		37 44	P
03-06-09	10-31-14	15	Ritchie Bros Auctioneers Inc	215 56	364 16		148 60	P

Charitable account

CUNNIFF FAMILY FUND
13-7105085

Ruane, Cunniff & Goldfarb Inc.
REALIZED GAINS AND LOSSES
FBO: Cunniff Family Fund
Marilyn F.Cunniff, Trustee
RCG372837
From 12-01-13 Through 11-30-14

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss		P/D
						Short Term	Long Term	
10-30-09	10-31-14	89	Qinetiq Group PLC	244 10	287 11		43 01	P
03-06-09	11-03-14	25	Ritchie Bros Auctioneers Inc	359 27	606 19		246 92	P
10-30-09	11-03-14	88	Qinetiq Group PLC	241 36	283 66		42 30	P
03-06-09	11-04-14	5	Ritchie Bros Auctioneers Inc	71 85	119 32		47 47	P
03-03-09	11-04-14	3	Ritchie Bros Auctioneers Inc	42 71	71 59		28 88	P
10-30-09	11-04-14	198	Qinetiq Group PLC	543 06	640 82		97 76	P
03-03-09	11-05-14	41	Ritchie Bros Auctioneers Inc	583 66	990 35		406 69	P
10-30-09	11-05-14	25	Qinetiq Group PLC	68 57	82 00		13 43	P
12-07-09	11-05-14	113	Qinetiq Group PLC	306 55	370 63		64 08	P
12-16-09	11-05-14	60	Qinetiq Group PLC	162 45	196 80		34 35	P
03-03-09	11-06-14	9	Ritchie Bros Auctioneers Inc	128 12	218 74		90 62	P
12-16-09	11-06-14	57	Qinetiq Group PLC	154 32	185 41		31 09	P
12-03-09	11-06-14	60	Qinetiq Group PLC	162 33	195 17		32 84	P
11-02-09	11-06-14	117	Qinetiq Group PLC	316 24	380.57		64 33	P
11-02-09	11-07-14	94	Qinetiq Group PLC	254 07	306 74		52 67	P
11-02-09	11-11-14	57	Qinetiq Group PLC	154 07	188 80		34 73	P
12-08-09	11-11-14	5	Qinetiq Group PLC	13 52	16 56		3 04	P
10-05-09	11-12-14	6	Advance Auto Parts	226 50	876 96		650 46	P
12-08-09	11-12-14	92	Qinetiq Group PLC	248 70	301 19		52 49	P
10-05-09	11-13-14	5	Advance Auto Parts	188 75	731 37		542 62	P
10-05-09	11-14-14	3	Advance Auto Parts	113 25	439 20		325 95	P
10-24-08	11-14-14	16	Idexx Laboratories Corp	507 51	2,413 29		1,905 78	P
12-08-09	11-14-14	33	Qinetiq Group PLC	89 21	107 49		18 28	P
12-14-09	11-14-14	27	Qinetiq Group PLC	72 86	87 95		15 09	P
10-24-08	11-17-14	22	Idexx Laboratories Corp.	697 83	3,308 05		2,610 22	P
12-14-09	11-17-14	50	Qinetiq Group PLC	134 94	161 44		26 50	P
12-11-09	11-17-14	40	Qinetiq Group PLC	107 55	129 16		21 61	P
10-05-09	11-18-14	9	Advance Auto Parts	339 75	1,315 55		975 80	P
10-24-08	11-18-14	11	Idexx Laboratories Corp	348 91	1,653 88		1,304 97	P
06-30-14	11-18-14	52	Serco Group PLC	324 08	170 85	-153 23		P
12-11-09	11-18-14	31	Qinetiq Group PLC	83 36	100 56		17 20	P
12-10-09	11-18-14	28	Qinetiq Group PLC	75 25	90 83		15 58	P
06-30-14	11-19-14	14	Serco Group PLC	87 25	42 34	-44 91		P
07-03-14	11-19-14	54	Serco Group PLC	336 49	163 31	-173 18		P
07-15-14	11-19-14	52	Serco Group PLC	323 27	157 26	-166 01		P
07-16-14	11-19-14	60	Serco Group PLC	372 84	181 45	-191 39		P
07-10-14	11-19-14	49	Serco Group PLC	304 33	148 19	-156 14		P
05-20-10	11-20-14	19	TJX Cos - New	419 55	1,205.55		786 00	P
07-10-14	11-20-14	101	Serco Group PLC	627 28	284 12	-343 16		P
07-09-14	11-20-14	80	Serco Group PLC	496 74	225 05	-271 69		P
10-05-09	11-21-14	2	Advance Auto Parts	75 50	292 18		216 68	P
05-20-10	11-21-14	93	TJX Cos - New	2,053 57	5,909 47		3,855 90	P
12-10-09	11-21-14	43	Qinetiq Group PLC	115 56	137 59		22 03	P
11-26-09	11-21-14	96	Qinetiq Group PLC	257 18	307 18		50 00	P
05-20-10	11-24-14	57	TJX Cos - New	1,258 64	3,619 79		2,361 15	P
07-09-14	11-24-14	21	Serco Group PLC	130 40	55 52	-74 88		P
07-04-14	11-24-14	58	Serco Group PLC	359 97	153 34	-206 63		P
07-04-14	11-25-14	42	Serco Group PLC	260 66	112 35	-148 31		P
07-17-14	11-25-14	85	Serco Group PLC	527 28	227 38	-299 90		P
07-23-14	11-25-14	12	Serco Group PLC	74 41	32 10	-42 31		P
06-27-14	11-25-14	74	Serco Group PLC	458 78	197 95	-260 83		P

Charitable account

CUNNIFF FAMILY FUND
13-7105085

Ruane, Cunniff & Goldfarb Inc.
REALIZED GAINS AND LOSSES

FBO: Cunniff Family Fund
Marilyn F.Cunniff, Trustee
RCG372837

From 12-01-13 Through 11-30-14

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss		P/D
						Short Term	Long Term	
07-11-14	11-25-14	135	Serco Group PLC	836.81	361.12	-475.69		P
07-14-14	11-25-14	60	Serco Group PLC	371.92	160.50	-211.42		P
07-21-14	11-25-14	65	Serco Group PLC	402.44	173.88	-228.56		P
07-18-14	11-25-14	5	Serco Group PLC	30.92	13.37	-17.55		P
11-26-09	11-25-14	246	Qinetiq Group PLC	659.03	795.32		136.29	P
10-05-09	11-28-14	20	Advance Auto Parts	755.00	2,944.22		2,189.22	P
10-24-08	11-28-14	3	Idexx Laboratories Corp	95.16	449.90		354.74	P
				698,248.16	758,845.38		-26,734.29	87,331.51

	PROCEEDS	COST	GAIN/(LOSS)
SHORT TERM	599,544.59	626,278.88	(26,734.29)
LONG TERM	159,300.79	71,969.28	87,331.51
TOTAL	758,845.38	698,248.16	60,597.22

Charitable account

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
RUANE, CUNNIFF & GOLDFARB LLC - NOMINEE RUANE, CUNNIFF & GOLDFARB LLC - NOMINEE	12,365. 1,699.	12,365. 1,699.
TOTAL	<u><u>14,064.</u></u>	<u><u>14,064.</u></u>

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	6,750.	3,375.	3,375.	3,375.
TOTALS	<u><u>6,750.</u></u>	<u><u>3,375.</u></u>		<u><u>3,375.</u></u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES EXPENSES	102.		102.	
EXCISE TAX PAYMENTS	3,766.			
TOTALS	<u><u>3,868.</u></u>	<u><u>102.</u></u>		

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSESATTACHMENT 4

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEE	119.	119.		
NYS FILING FEE	250.			250.
TOTALS	<u><u>369.</u></u>	<u><u>119.</u></u>	<u><u>250.</u></u>	

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
73 SHS ADVANCE AUTO PTS INC	4,454.	2,756.	10,737.
72 SHS CANADIAN NATURAL RES	1,005.	1,005.	2,396.
371 SHS CRODA INT'L ORD	6,701.	10,402.	14,255.
2,136 SHS FASTENAL CO.	32,404.	43,394.	96,547.
246 SHS GOLDMAN SACHS GROUP	35,922.	35,922.	46,349.
49 SHS GOOGLE CL A	23,543.	11,790.	26,905.
1,806 SHS HISCOX LTD	11,603.	11,598.	19,879.
491 SHS IDEXX LABS INC.	16,989.	15,340.	73,331.
250 SHS IBM	32,895.	32,895.	40,543.
202 SHS MOHAWK INDUSTRIES	9,904.	9,904.	31,025.
195 SHS PERRIGO CO PLC	10,752.	30,291.	31,237.
274 SHS PRAXAIR	21,216.	21,216.	35,176.
383 SHS PRECISION CASTPARTS CO	26,123.	26,123.	91,116.
5,403 SHS QINETIQ GRP PLC LOND	20,985.	12,473.	16,738.
538 SHS RITCHIE BROS AUCTIONEER	8,632.	8,632.	49,189.
3,729 SHS ROLLS ROYCE GRP PLC	35,225.	34,730.	175,853.
2,658 SHS TJX COMPANIES INC.	62,424.	58,692.	391,697.
2,693 SHS VALEANT PHARMACEUTIC	49,877.	49,877.	38,470.
149 SHS VISA INC-CLASS A	11,509.	11,509.	18,112.
400 SHS WORLD FUEL SVCS CORP	13,555.	13,555.	20,474.
237 SHS SIRONA DENTAL SYSTEMS	9,673.	9,673.	19,703.
170 SHS WATER CORP	13,543.	13,543.	20,397.
1,103 SHS TMI PLC ORD	10,578.	19,643.	20,484.
465 SHS NOVOZYME'S A/S SHS B	12,379.	12,379.	12,640.
7 SHS ADMIRAL GROUP PLC	91.	91.	136.
272 SHS JACOBS ENGINEERING	6,064.	6,064.	12,634.
439 SHS PHILLIPS 66	3,668.	3,668.	20,936.
2,853 SHS PIRELLI & CO. SPA	32,815.	32,815.	11,618.
194 SHS TIFFANY & CO	11,618.	11,618.	20,936.

ATTACHMENT 5 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
50 SHS WEST PHARMACEUTICAL SVC	904.	904.	2,601.
750 SHS BERKSHIRE HATHAWAY		105,601.	111,518.
244 SHS CABELAS INC CL A		15,643.	13,235.
74 SHS GOOGLE INC CL C		25,012.	40,095.
1,557 SHS SERCO GROUP PLC		9,438.	4,272.
268 SHS CIE FINANCIERE		22,978.	25,275.
TOTALS	<u><u>537,051.</u></u>	<u><u>692,635.</u></u>	<u><u>1,521,315.</u></u>

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CONTRIBUTION RECEIVABLE	NONE	62,143.	62,143.
TOTALS		<u>62,143.</u>	<u>62,143.</u>

ATTACHMENT 6

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

ESTATE OF RICHARD CUNNIFF
9 WEST 57TH STREET, ROOM 5000
NEW YORK, NY 10019-2701

ATTACHMENT 7

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
RICHARD T. CUNNIFF C/O RUANE, CUNNIFF & GOLDFARB, INC. 9 WEST 57TH STREET, ROOM 5000 NEW YORK, NY 10019-2701	TRUSTEE 1.00	0	0	0
MARILYN F CUNNIFF C/O RUANE, CUNNIFF & GOLDFARB, INC. 9 WEST 57TH STREET, ROOM 5000 NEW YORK, NY 10019-2701	TRUSTEE 1.00	0	0	0
GRAND TOTALS		0	0	0

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS

CUNNIFF-DIXON FOUNDATION

NONE

PUBLIC

PO BOX 800
ESSEX, CT 06426FOUNDATION STATUS OF RECIPIENTPURPOSE OF GRANT OR CONTRIBUTIONAMOUNT

25,000.

CHARITABLE

TOTAL CONTRIBUTIONS PAID

25,000.