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Form 990-PF — Department of the Treasury, Internal Revenue Service

Return of Private Foundation

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

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

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

1411

OMB No 1545-0052 — 2013 — Open to Public Inspection

For calendar year 2013 or tax year beginning DEC 1, 2013 , and ending NOV 30, 2014

Name of foundation: MIDLER FAMILY FOUNDATION C/O SUSSMAN & ASSOCIATES

Beth

A Employer identification number: 13-7437183

Number and street (or P O box number if mail is not delivered to street address): 700 12TH AVENUE SOUTH, SUITE 201 — Room/suite

B Telephone number: 615-320-9161

City or town, state or province, country, and ZIP or foreign postal code: NASHVILLE, TN 37203

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

04

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 6,001,644.

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).)

	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	55,842.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	42,942.	42,942.		STATEMENT 1
	4 Dividends and interest from securities	80,971.	80,971.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	474,768.			
	b Gross sales price for all assets on line 6a 1,845,959.				
	7 Capital gain net income (from Part IV, line 2)		474,768.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<1,567.>	<1,567.>		STATEMENT 3
	12 Total Add lines 1 through 11	652,956.	597,114.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 4	23,984.	0.		0.
	17 Interest				
	18 Taxes STMT 5	1,053.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	56.	0.		0.
	24 Total operating and administrative expenses Add lines 13 through 23	25,093.	0.		0.
	25 Contributions, gifts, grants paid	621,287.			621,287.
	26 Total expenses and disbursements. Add lines 24 and 25	646,380.	0.		621,287.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	6,576.			
	b Net investment income (if negative, enter -0-)		597,114.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form 990-PF (2013)

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14431013 786488 MIDLERFAMILY 2013.06010 MIDLER FAMILY FOUNDATION C/ MIDLERF1

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	16,507.	12,602.	12,602.
	2 Savings and temporary cash investments	542,933.	426,565.	426,565.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	3,488,444.	3,615,293.	5,562,477.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,047,884.	4,054,460.	6,001,644.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] 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	4,047,884.	4,054,460.	
	30 Total net assets or fund balances	4,047,884.	4,054,460.	
	31 Total liabilities and net assets/fund balances	4,047,884.	4,054,460.	

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	4,047,884.
2 Enter amount from Part I, line 27a	2	6,576.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,054,460.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,054,460.

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				
b	SEE ATTACHED STATEMENT			
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	1,845,959.		1,371,191.	474,768.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				474,768.

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	474,768.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	173,350.	5,249,957.	.033019
2011	487,070.	5,299,542.	.091908
2010	0.	188,447.	.000000
2009	673,315.	4,688,521.	.143609
2008	650,316.	5,433,619.	.119684

2 Total of line 1, column (d)	2	.388220
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	.077644
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,590,717.
5 Multiply line 4 by line 3	5	434,086.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,971.
7 Add lines 5 and 6	7	440,057.
8 Enter qualifying distributions from Part XII, line 4	8	621,287.

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

3

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	5,971.
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	5,971.
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	5,971.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
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	0.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	107.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	6,078.
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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

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

			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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUSSMAN & ASSOCIATES Telephone no ▶615-320-9161
Located at ▶700 12TH AVENUE SOUTH, SUITE 201, NASHVILLE, TN ZIP+4 ▶37203

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BETTE MIDLER 700 12TH AVENUE SOUTH, SUITE 201 NASHVILLE, TN 37203	TRUSTEE 0.00	0.	0.	0.

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

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

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

Form **990-PF** (2013)

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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	5,196,050.
b	Average of monthly cash balances	1b	479,805.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,675,855.
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	5,675,855.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	85,138.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,590,717.
6	**Minimum investment return.** Enter 5% of line 5	6	279,536.

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	279,536.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 5,971.		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	5,971.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	273,565.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	273,565.
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	273,565.

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	621,287.
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	621,287.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	5,971.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	615,316.

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				273,565.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008 381,383.				
b From 2009 444,785.				
c From 2010				
d From 2011 234,005.				
e From 2012				
f Total of lines 3a through e	1,060,173.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 621,287.				
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				273,565.
e Remaining amount distributed out of corpus	347,722.			
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	1,407,895.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	381,383.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	1,026,512.			
10 Analysis of line 9				
a Excess from 2009 444,785.				
b Excess from 2010				
c Excess from 2011 234,005.				
d Excess from 2012				
e Excess from 2013 347,722.				

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

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

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

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

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))

BETTE MIDLER

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022			GENERAL DONATION	
CHAI LIFELINE 151 WEST 30TH STREET, 3RD FLOOR NEW YORK, NY 10001			GENERAL DONATION	
CHEZ PANISSE FONDATION 1517 SHATTUCK AVENUE BERKELEY, CA 94709			GENERAL DONATION	
CITY PARKS FOUNDATION 830 5TH AVENUE NEW YORK, NY 10021			GENERAL DONATION	
COALITION FOR THE HOMELESS 129 FULTON STREET NEW YORK, NY 10038			GENERAL DONATION	
Total SEE CONTINUATION SHEET(S)			▶ 3a	0.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					42,942.
4 Dividends and interest from securities					80,971.
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					<1,567.>
8 Gain or (loss) from sales of assets other than inventory					474,768.
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.		0.	597,114.

13 Total. Add line 12, columns (b), (d), and (e) 13 597,114.

(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)
4	PROVIDING FUNDS FOR THE ORGANIZATIONS EXEMPT PURPOSES
7	PROVIDING FUNDS FOR THE ORGANIZATIONS EXEMPT PURPOSES
8	PROVIDING FUNDS FOR THE ORGANIZATIONS EXEMPT PURPOSES

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date | Title: FOUNDER

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
CHARLES SUSSMAN		10/13/15		P00591462

Firm's name ▶ SUSSMAN & ASSOCIATES — Firm's EIN ▶ 62-1572536

Firm's address ▶ 700 12TH AVE. SOUTH, SUITE 201 NASHVILLE, TN 37203 — Phone no 615-320-9161

323622 10-10-13

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	EVERCORE INVESTMENTS - SEE ATTACHMENT A	P		
b	THE BLACKSTONE GROUP, L.P.	P		
c	EVERCORE INVESTMENTS - SEE ATTACHMENT A	P		
d	EVERCORE INVESTMENTS - SEE ATTACHMENT A	P		
e	EVERCORE INVESTMENTS - SEE ATTACHMENT A	P		
f	THE BLACKSTONE GROUP, L.P.	P		
g	ENBRIDGE ENERGY PARTNERS, L.P.			
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(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	53,924.		44,416.	9,508.
b	11.			11.
c	1,683,725.		1,221,853.	461,872.
d	22,361.		20,737.	1,624.
e	83,434.		84,172.	<738.>
f	2,407.			2,407.
g			13.	<13.>
h	97.			97.
i				
j				
k				
l				
m				
n				
o				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				9,508.
b				11.
c				461,872.
d				1,624.
e				<738.>
f				2,407.
g				<13.>
h				97.
i				
j				
k				
l				
m				
n				
o				

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	474,768.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

323591
05-01-13

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BOND PREMIUM ADJUSTMENT - MUNI BONDS	<645.>	<645.>	
CITY NATIONAL BANK	1.	1.	
EVERCORE	49,339.	49,339.	
EVERCORE - ACCRUED INTEREST	1,491.	1,491.	
EVERCORE - AMORTIZATION	<11,072.>	<11,072.>	
EVERCORE - MUNI BONDS	3,364.	3,364.	
EVERCORE - OID	111.	111.	
THE BLACKSTONE GROUP, L.P.	353.	353.	
TOTAL TO PART I, LINE 3	42,942.	42,942.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ENTERPRISE RESOURCE PARTNERS	3.	0.	3.	3.	
EVERCORE	79,124.	56.	79,068.	79,068.	
THE BLACKSTONE GROUP, L.P.	1,941.	41.	1,900.	1,900.	
TO PART I, LINE 4	81,068.	97.	80,971.	80,971.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
THE BLACKSTONE GROUP, L.P.	1,002.	1,002.	
NONDIVIDEND DISTRIBUTIONS	2,249.	2,249.	
ENBRIDGE ENERGY PARTNERS, LP	<1,936.>	<1,936.>	
ENTERPRISE RESOURCE PARTNERS	<2,944.>	<2,944.>	
SETTLEMENT CLAIM	62.	62.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<1,567.>	<1,567.>	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	23,984.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	23,984.	0.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	628.	0.		0.
FOREIGN TAX WITHHOLDINGS	425.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,053.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	56.	0.		0.
TO FORM 990-PF, PG 1, LN 23	56.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	3,615,293.	5,562,477.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,615,293.	5,562,477.

MIDLER FAMILY FOUNDATION
13-7437183
ATTACHMENT FOR 2013 FORM 990-PF
CAPITAL GAINS AND LOSSES
STATEMENT A

LJG
10/13/2015
12.25 33 PM

	REF TO 1099-B	REF TO 8949	PROCEEDS	COST	GAIN / (LOSS)
SHORT TERM					
EVERCORE	2014	BOX A	53,923 97	44,415 67	9,508 30
THE BLACKSTONE GROUP, L P					4 00
THE BLACKSTONE GROUP, L P					7 00
			53,923.97	**44,415.67**	**9,519.30**
LONG TERM					
EVERCORE	2014	BOX D	1,990,795 10	1,108,004 08	882,791 02
ADD DEC 2013 TRANSACTIONS	2013	BOX D	191,153 00	196,860 00	(5,707 00)
LESS DEC TRANSACTIONS	2014	BOX D	(498,223 11)	(83,011 15)	(415,211 96)
EVERCORE - 28%	2014		22,353 32	20,737 10	1,616 22
ADD DEC 2013 TRANSACTIONS	2013		8 00	0 00	8 00
LESS DEC TRANSACTIONS	2014				0 00
EVERCORE					0 00
ADD DEC 2013 TRANSACTIONS	2013	BOX E	83,434 00	84,172 00	(738 00)
EVERCORE - 28%					0 00
THE BLACKSTONE GROUP, L P					2,301 00
THE BLACKSTONE GROUP, L P					106 00
ENBRIDGE ENERGY PARTNERS, LP	2014				(13 00)
			1,789,520.31	**1,326,762.03**	**465,152.28**
TOTAL FOR STATEMENT A			**1,843,444.28**	**1,371,177.70**	**474,671.58**

2014 Tax Information Statement

EVERCORE TRUST COMPANY, N.A
55 EAST 52ND STREET
NEW YORK, NY 10055

Account Number: 1012106
Recipient's Tax ID Number: XX-XXX7183

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
BETTE MIDLER CHARITABLE FOUNDATION
C/O SUSSMAN & ASSOCIATES
700 12TH AVENUE SOUTH, SUITE 201
NASHVILLE, TN 37203

2014 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
BEAM INC									
073730103	01/17/2014	05/24/2013	8,340.97	6,735 99		0 00	1,604.98	0.00	0.00
NOBLE CORPORATION PLC									
G65431101	04/24/2014	06/03/2013	3,107.80	3,915.00		0 00	-807 20	0.00	0 00
POLARIS INDUSTRIES INC									
731068102	01/17/2014	05/24/2013	20,597.64	13,820 99		0.00	6,776.65	0.00	0.00
POLARIS INDUSTRIES INC									
731068102	09/08/2014	Various	14,645.68	13,057 74		0.00	1,587.94	0.00	0.00
YUMI BRANDS INC									
988498101	01/17/2014	05/24/2013	7,231.88	6,885.95		0.00	345.93	0.00	0.00
Total Short Term Sales			**53,923.97**	**44,415.67**		**0 00**	**9,508.30**	**0.00**	**0.00**
Long Term Sales									
ALLERGAN INC									
018490102	05/09/2014	02/07/2002	242,820.63	48,385.06		0.00	194,435.57	0.00	0.00
ALLERGAN INC									
018490102	12/04/2014	02/07/2002	318,562.95	48,385.06		0.00	270,177.89	0.00	0.00

This is important tax information and is being furnished to you.

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NASHVILLE, TN 37203

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Description of property / Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
APPLE COMPUTER INC									
037833100	01/17/2014	03/08/2005	27,428.02	2,175.00		0.00	25,253.02	0.00	0.00
APPLE COMPUTER INC									
037833100	07/30/2014	03/08/2005	98,498.32	6,214.29		0.00	92,284.03	0.00	0.00
APPLE COMPUTER INC									
037833100	07/30/2014	03/08/2005	59,080.75	3,728.57		0.00	55,352.18	0.00	0.00
APPLE COMPUTER INC									
037833100	07/31/2014	03/08/2005	38,879.14	2,485.71		0.00	36,393.43	0.00	0.00
APPLE COMPUTER INC									
037833100	12/11/2014	03/08/2005	78,559.68	4,350.00		0.00	74,209.68	0.00	0.00
APPLE COMPUTER INC									
037833100	12/23/2014	03/08/2005	28,159.40	1,553.57		0.00	26,605.83	0.00	0.00
BEAM INC									
073730103	01/17/2014	10/10/2012	29,193.41	20,184.00		0.00	9,009.41	0.00	0.00
CONTL AIRLINES ABS 7.339% 4/19/14									
21079QAA2	04/19/2014	01/25/2011	1,621.85	1,628.95		0.00	-7.10	0.00	0.00
COVENTRY HEALTH 6.300% 8/15/14									
222862AH7	02/21/2014	01/18/2012	102,596.00	101,771.13		0.00	824.87	0.00	0.00

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Cusip Number	Description of property / Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
	DEVON ENERGY CORPORATIOIN NEW								
25179M103	04/28/2014	12/14/2011	40,490.66	35,360 34		0 00	5,130.32	0.00	0.00
	DIAMOND OFFSHORE 4.875% 7/01/15								
25271CAJ1	09/30/2014	01/11/2012	51,507.00	51,046 26		0 00	460.74	0.00	0.00
	DIRECTV								
25490A309	05/22/2014	12/14/2011	23,081.50	12,512 47		0.00	10,569.03	0.00	0.00
	DIRECTV								
25490A309	07/31/2014	12/14/2011	42,980 24	22,749.95		0 00	20,230.29	0.00	0.00
	DOUBLELINE TOTAL RET BD-I								
258620103	01/17/2014	12/27/2011	63,073.41	63,995 03		0.00	-921.62	0.00	0.00
	DUPONT E I DE NEMOURS & CO COM								
263534109	12/23/2014	12/14/2011	15,095.82	8,739.98		0.00	6,355 84	0.00	0.00
	ENBRIDGE ENERGY PARTNERSH L.P.								
29250R106	06/19/2014	12/14/2011	40,658.62	35,035 50		0.00	5,623.12	0.00	0.00
	FORD MOTOR CREDIT 7.000% 4/15/15								
345397VN0	09/30/2014	06/21/2010	25,836.25	25,023.77		0.00	812.48	0.00	0.00
	HARBOR INTERNATIONAL FD-INS								
411511306	11/07/2014	09/12/2013	49,353.24	50,000 00		0.00	-646 76	0.00	0.00

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NASHVILLE, TN 37203

Sales are listed at Gross Proceeds less commissions and option premiums.
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
L-3 COMMS CORP 3.950% 11/15/16									
502413BB2	01/30/2014	01/23/2012	106,745.00	101,641.29		0.00	5,103.71	0.00	0.00
MASCO CORP 6.125% 10/03/16									
574599BD7	09/30/2014	07/08/2010	10,731.30	9,945.43		0.00	785.87	0.00	0.00
MASTERCARD INC CL A									
57636Q104	12/23/2014	12/14/2011	4,382.91	1,806.70		0.00	2,576.21	0.00	0.00
NJ EDA NJ PERF ARTS 3.250% 6/15/14									
645918XJ7	06/15/2014	01/26/2012	75,000.00	75,000.00		0.00	0.00	0.00	0.00
NOBLE CORPORATION PLC									
G65431101	04/24/2014	01/04/2013	20,200.70	24,285.37		0.00	-4,084.67	0.00	0.00
OSTERWEIS STRATEGIC INCOME FUND									
742935489	10/17/2014	Various	299,404.65	297,399.39		0.00	2,005.26	0.00	0.00
ROPER INDS INC									
776696106	12/23/2014	12/14/2011	7,990.32	4,075.87		0.00	3,914.45	0.00	0.00
UNION PACIFIC CORP									
907818108	12/23/2014	12/14/2011	12,049.74	4,929.00		0.00	7,120.74	0.00	0.00
WESTERN DIGITAL CORP									
958102105	12/11/2014	12/14/2011	10,772.77	3,056.99		0.00	7,715.78	0.00	0.00

This is important tax information and is being furnished to you.

2014 Tax Information Statement

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55 EAST 52ND STREET
NEW YORK, NY 10055

Account Number: 1012106
Recipient's Tax ID Number: XX-XXX7183

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
BETTE MIDLER CHARITABLE FOUNDATION
C/O SUSSMAN & ASSOCIATES
700 12TH AVENUE SOUTH, SUITE 201
NASHVILLE, TN 37203

Sales are listed at Gross Proceeds less commissions and option premiums.
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
	WESTERN DIGITAL CORP								
958102105	12/23/2014	12/14/2011	22,649.52	6,113.98		0 00	16,535.54	0.00	0.00
	YUMI BRANDS INC								
988498101	01/17/2014	12/14/2011	43,391 30	34,425.42		0 00	8,965.88	0.00	0 00
Total Long Term Sales			**1,990,795.10**	**1,108,004.08**		**0.00**	**882,791.02**	**0.00**	**0.00**

Long Term 28% Sales

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
	SPDR GOLD TRUST								
78463V107	01/14/2014	Various	7.52	0.00	C	0.00	7.52	0.00	0.00
	SPDR GOLD TRUST								
78463V107	01/17/2014	Various	15,098.51	11,001.96	C	0.00	4,096.55	0.00	0.00
	SPDR GOLD TRUST								
78463V107	01/17/2014	01/10/2013	7,247.29	9,735.15	C	0.00	-2,487.86	0.00	0.00
Total Long Term 28% Sales			**22,353.32**	**20,737.11**		**0.00**	**1,616.21**	**0.00**	**0.00**

This is important tax information and is being furnished to you.

Cash Reconciliation (continued)

Statement of Value and Activity

December 1, 2013 - December 31, 2013

Date	Transaction Description	Principal Cash	Income Cash
	Sales & Maturities		
	Combined Sales for the Period 12/1/13 - 12/31/13 of BlackRock Liq Fd Treasury-In	$181,104 03	$0.00
12/2/13	Matured 50,000 Par Value of Ici Wilmington 5.625% 12/01/13 Trade Date 12/1/13 Theor. Settlement Date 12/1/13 Taxable to Federal and State 50,000 Par Value at 100 %	$50,000.00	$0.00
12/19/13	Sold 20,661.157 Units of Doubleline Total RET Bd-I Trade Date 12/18/13 Theor. Settlement Date 12/19/13 LT Capital Loss of $6,445.08- on Federal Cost Federal Tax Cost $231,031.86 Taxable to Federal and State 20,661.157 Units at $10.87	$224,586.78	$0 00
Total Sales & Maturities		**$455,690.81**	**$0.00**
12/31/13	**Ending Balance**	**-$367,651.78**	**$367,651.78**

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