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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
THE ARTHUR AND EILEEN NEWMAN FAMILY FOUNDATION

A Employer identification number
16-1743917

Number and street (or P O box number if mail is not delivered to street address)
C/O SILVERCREST 230 COURT SQUARE
ROOM/SUITE 101

Room/suite

B Telephone number (see instructions)
(434) 977-4420

City or town, state or province, country, and ZIP or foreign postal code
CHARLOTTESVILLE, VA 22902

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 3,597,120

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities.	152,396	152,396		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	44,907			
	b	Gross sales price for all assets on line 6a 1,981,012				
	7	Capital gain net income (from Part IV, line 2) . . .		44,907		
	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	197,303	197,303		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).				
	b	Accounting fees (attach schedule).				
	c	Other professional fees (attach schedule)	21,178	21,178		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,084	1,834		
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	309	261		48
	24	**Total operating and administrative expenses.** Add lines 13 through 23	23,571	23,273		48
	25	Contributions, gifts, grants paid	1,522,460			1,522,460
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,546,031	23,273		1,522,508
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,348,728			
	b	**Net investment income** (if negative, enter -0-)		174,030		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,305,692	236,901	236,901
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,216,197	3,019,963	3,356,642
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	5,317	3,577	3,577
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,527,206	3,260,441	3,597,120
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	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	4,527,206	3,260,441	
	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 page 17 of the instructions)	4,527,206	3,260,441	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,527,206	3,260,441	

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	4,527,206
2	Enter amount from Part I, line 27a	2	-1,348,728
3	Other increases not included in line 2 (itemize) ▶	3	81,963
4	Add lines 1, 2, and 3	4	3,260,441
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	3,260,441

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
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	575,840		585,740	-9,900
b	1,405,153		1,350,365	54,788
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				-9,900
b				54,788
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	44,907
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	2,484,413	4,995,414	0 497339
2011	349,700	7,015,402	0 049847
2010	3,225,863	7,887,130	0 409003
2009	366,419	6,780,522	0 054040
2008	420,392	5,332,015	0 078843

2	**Total** of line 1, column (d).	2	1 089072
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 217814
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,877,649
5	Multiply line 4 by line 3.	5	844,606
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,740
7	Add lines 5 and 6.	7	846,346
8	Enter qualifying distributions from Part XII, line 4.	8	1,522,508

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	1,740
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	1,740
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,740
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — **6a** 5,317		
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	5,317
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,577
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 3,577 **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ __________ **(2)** On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶SILVERCREST ASSET MANAGEMENT GROUP Telephone no ▶(434) 977-4420

Located at ▶230 COURT SQUARE SUITE 101 CHARLOTTESVILLE VA ZIP+4 ▶22902

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 |

			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		No
	See 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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

			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)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
EILEEN D NEWMAN C/O SILVERCREST 230 COURT SQUARE SUITE 101 CHARLOTTESVILLE, VA 22902	TRUSTEE 1 00	0	0	0
SONDRA NEUSCHOTZ C/O SILVERCREST 230 COURT SQUARE SUITE 101 CHARLOTTESVILLE, VA 22902	TRUSTEE 1 00	0	0	0
ALLISON DUMAN C/O SILVERCREST 230 COURT SQUARE SUITE 101 CHARLOTTESVILLE, VA 22902	TRUSTEE 1 00	0	0	0
DAVID NEWMAN C/O SILVERCREST 230 COURT SQUARE SUITE 101 CHARLOTTESVILLE, VA 22902	TRUSTEE 1 00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶	

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
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	3,670,252
b	Average of monthly cash balances	1b	266,448
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,936,700
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	3,936,700
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	59,051
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,877,649
6	**Minimum investment return.** Enter 5% of line 5	6	193,882

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	193,882
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,740		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,740
3	Distributable amount before adjustments Subtract line 2c from line 1			3	192,142
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	192,142
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	192,142

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	1,522,508
b	Program-related investments—total from Part IX-B	1b	
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	1,522,508
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,740
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,520,768

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					192,142
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2013					
a From 2008.	159,007				
b From 2009.	70,555				
c From 2010.	2,840,380				
d From 2011.	5,570				
e From 2012.	2,243,712				
f Total of lines 3a through e.		5,319,224			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,522,508					
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.					192,142
e Remaining amount distributed out of corpus		1,330,366			
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		6,649,590			
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					
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					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .		159,007			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		6,490,583			
10 Analysis of line 9					
a Excess from 2009. . . .	70,555				
b Excess from 2010. . . .	2,840,380				
c Excess from 2011. . . .	5,570				
d Excess from 2012. . . .	2,243,712				
e Excess from 2013. . . .	1,330,366				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

ARTHUR EILEEN NEWMAN

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,522,460
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (See instructions)
	(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					
4 Dividends and interest from securities. . . .			14	152,396	
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	44,907	
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). .				197,303	

13 Total. Add line 12, columns (b), (d), and (e). **13** 197,303

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2015-07-13 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed	PTIN
EVAN KWIATKOWSKI		2015-07-13	☐	P01509799

Firm's name ▶	SILVERCREST FINANCIAL SERVICES INC	Firm's EIN ▶ 11-2461669
Firm's address ▶	230 COURT SQUARE SUITE 101 CHARLOTTESVILLE, VA 22902	Phone no (434) 977-4420

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ACKERMAN INSTITUTE 149 EAST 78TH ST NEW YORK, NY 10075	NONE	EXEMPT	DONATION	1,000
AMERICAN JEWISH COMMITTEE 165 EAST 56 ST NEW YORK, NY 10150	NONE	EXEMPT	DONATION	2,500
AMERICAN JEWISH COMMITTEE 165 EAST 56 ST NEW YORK, NY 10150	NONE	EXEMPT	DONATION	15,000
ASSOCIATION TO BENEFIT CHILDREN 419 E 86TH STREET NEW YORK, NY 10028	NONE	EXEMPT	DONATION	5,000
COLUMBIA LAND CONSERVANCY 49 MAIN STREET CHATHAM, NY 12037	NONE	EXEMPT	DONATION	10,000
CONGREGATION EMANU-EL 1 EAST 65TH STREET NEW YORK, NY 10065	NONE	EXEMPT	DONATION	500
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 10001	NONE	EXEMPT	DONATION	10,000
GODDARD RIVERSIDE COMMUNITY CENTER 593 COLUMBUS AVENUE NEW YORK, NY 10024	NONE	EXEMPT	DONATION	1,000
HARLEM VALLEY RAIL TRAIL 51 SOUTH CENTER STREET MILLERTON, NY 12546	NONE	EXEMPT	DONATION	5,000
HER JUSTICE 100 BROADWAY 10TH FLOOR NEW YORK, NY 10005	NONE	EXEMPT	DONATION	5,000
JEWISH BD FAMILY CHILD SVCS 135 WEST 50TH STREET NEW YORK, NY 10020	NONE	EXEMPT	DONATION	1,250
JEWISH GUILD HEALTHCARE 15 WEST 65TH STREET NEW YORK, NY 10023	NONE	EXEMPT	DONATION	750
MONTESSORI DAY SCHOOL OF BROOKLYN 237 PARK PLACE BROOKLYN, NY 11238	NONE	EXEMPT	DONATION	10,000
NAT RESOURCES DEFENSE COUNCIL 40 WEST 20TH ST NEW YORK, NY 10011	NONE	EXEMPT	DONATION	100,000
NATL FED FOR FACIAL RECONSTRUCTION 333 EAST 30TH STREET NEW YORK, NY 10016	NONE	EXEMPT	DONATION	150,000
Total . . . . ▶ **3a**				1,522,460

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NATL FED FOR FACIAL RECONSTRUCTION 333 EAST 30TH STREET NEW YORK, NY 10016	NONE	EXEMPT	DONATION	2,000
NATL FED FOR FACIAL RECONSTRUCTION 333 EAST 30TH STREET NEW YORK, NY 10016	NONE	EXEMPT	DONATION	100,000
NATL FED FOR FACIAL RECONSTRUCTION 333 EAST 30TH STREET NEW YORK, NY 10016	NONE	EXEMPT	DONATION	15,960
NEW MILFORD HIGH SCHOOL ONE SNYDER CIRCLE NEW MILFORD, NJ 07646	NONE	EXEMPT	DONATION	500
NEW YORK-PRESBYTERIAN HOSPITAL 654 WEST 170TH STREET NEW YORK, NY 10032	NONE	PUBLIC	DONATION	1,000,000
NORTHSIDE CENTER CHILD DEVELOPMENT 1301 5TH AVE NEW YORK, NY 10029	NONE	EXEMPT	DONATION	15,000
PACKER COLLEGIATE INSTITUTE 170 JORALEMON STREET BROOKLYN, NY 11201	NONE	EXEMPT	DONATION	5,000
ROSIE'S THEATER KIDS 445 WEST 45TH STREET NEW YORK, NY 10036	NONE	EXEMPT	DONATION	5,000
SNUG HARBOR CULTURAL CENTER 1000 RICHMOND TERRACE STATEN ISLAND, NY 10301	NONE	EXEMPT	DONATION	5,000
STEPHEN WISE FREE SYNAGOGUE 30 WEST 68TH STREET NEW YORK, NY 10023	NONE	EXEMPT	DONATION	1,000
TEACH FOR AMERICA 25 BROADWAY 12TH FLOOR NEW YORK, NY 10004	NONE	EXEMPT	DONATION	10,000
THE COMMUNITY SCHOOL 105 EAST 22ND STREET NEW YORK, NY 10010	NONE	EXEMPT	DONATION	20,000
THE FUND FOR PARK AVENUE 445 PARK AVENUE NEW YORK, NY 10022	NONE	EXEMPT	DONATION	1,000
THE SUMMIT SCHOOL 187-30 GRAND CENTRAL PKWY JAMAICA ESTATES, NY 11432	NONE	EXEMPT	DONATION	20,000
TINA L BROZMAN FOUNDATION 150 FEDERAL ST BOSTON, MA 02110	NONE	EXEMPT	DONATION	5,000
Total . . . . ▶ **3a**				1,522,460

TY 2013 Compensation Explanation

Name: THE ARTHUR AND EILEEN NEWMAN FAMILY FOUNDATION

EIN: 16-1743917

Person Name	Explanation
EILEEN D NEWMAN	
SONDRA NEUSCHOTZ	
ALLISON DUMAN	
DAVID NEWMAN	

TY 2013 Investments - Other Schedule

Name: THE ARTHUR AND EILEEN NEWMAN FAMILY FOUNDATION

EIN: 16-1743917

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BONDS	AT COST	1,793,985	1,697,719
EQUITIES	AT COST	1,225,978	1,658,923

TY 2013 Other Assets Schedule

Name: THE ARTHUR AND EILEEN NEWMAN FAMILY FOUNDATION

EIN: 16-1743917

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID EXCISE TAXES	5,317	3,577	3,577

TY 2013 Other Expenses Schedule

Name: THE ARTHUR AND EILEEN NEWMAN FAMILY FOUNDATION

EIN: 16-1743917

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MISCELLANEOUS	309	261		48

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491194003235

TY 2013 Other Increases Schedule

Name: THE ARTHUR AND EILEEN NEWMAN FAMILY FOUNDATION

EIN: 16-1743917

Description	Amount
TIMING DIFFERENCES	81,963

TY 2013 Other Professional Fees Schedule

Name: THE ARTHUR AND EILEEN NEWMAN FAMILY FOUNDATION

EIN: 16-1743917

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	21,178	21,178		

TY 2013 Taxes Schedule

Name: THE ARTHUR AND EILEEN NEWMAN FAMILY FOUNDATION

EIN: 16-1743917

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NYS FILING FEES	250			
FOREIGN TAX	1,834	1,834		

THE ARTHUR AND EILEEN NEWMAN FAMILY FOUNDATION

Trust Amendment

WHEREAS, a charitable trust (the "Foundation") was created under an Agreement of Trust dated as of December 6, 2005 between ARTHUR B NEWMAN and EILEEN NEWMAN, as Donors, and ARTHUR B. NEWMAN, EILEEN NEWMAN, SONDRA NEUSCHOTZ, ALLISON NEWMAN and DAVID NEWMAN, as Trustees (the "Trust Agreement"); and

WHEREAS, the current Trustees of the Foundation are Eileen Newman, Sondra Neuschotz, Allison Newman (now Allison Duman) and David Newman; and

WHEREAS, Subdivision B.2 of Article FIRST of the Trust Agreement sets forth a conflict of interest policy for the Foundation (the "Policy"),

WHEREAS, pursuant to Subdivision C of Article NINTH of the Trust Agreement, the Trust Agreement is governed and regulated in all respects according to and by the laws of the State of New York;

WHEREAS, pursuant to Subdivision B of Article NINTH of the Trust Agreement, the Trustees have the power to amend the Trust Agreement to conform the provisions of the Trust Agreement to laws or regulations affecting charitable trusts;

WHEREAS, effective July 1, 2014, the New York Non-Profit Revitalization Act (the "Act") imposes specific conflict of interest policy and disclosure requirements on charitable trusts governed by New York law, and

WHEREAS, the Trustees wish to amend the Trust Agreement to conform the Policy to the requirements of the Act:

NOW, THEREFORE, the Trustees hereby exercise their power under Subdivision B of Article NINTH of the Trust Agreement and amend the Trust Agreement as follows.

FIRST: The Trustees hereby delete Subdivision B.2 of Article FIRST of the Trust Agreement in its entirety and add a new Subdivision B.2 of Article FIRST, as follows:

"2. Conflict of Interest Policy.

a. For purposes of this Conflict of Interest Policy, the following terms shall have the following meanings:

i. "Related Party" means a Trustee, officer or Key Employee of the Foundation and his or her Family Members and Related Entities.

ii. "Key Employee" means any person other than a Trustee or an officer who is in a position to exercise substantial influence over the affairs of the Foundation.

iii. "Family Member" means the immediate family members of a Trustee, officer or Key Employee of the Foundation, consisting of the Trustee, officer or Key Employee's spouse or domestic partner, ancestors, siblings and their spouses, and lineal descendants and their spouses.

iv. "Related Entity" means any entity in which a Trustee, officer or Key Employee of the Foundation, and/or his or her Family Members, have a thirty-five percent or greater ownership interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest of more than five percent.

b. Any transaction, agreement or arrangement in which a Related Party has a financial interest and in which the Foundation is a participant (each, a "Conflict of Interest Transaction") shall be approved by the Trustees only after the Trustees determines that the transaction, agreement or arrangement is fair, reasonable and in the best interest of the Foundation. When a Trustee, officer or Key Employee of the

Foundation becomes aware that he or she, or his or her Family Members or Related Entities, may be involved in a Conflict of Interest Transaction:

i. he or she shall immediately disclose the existence and material facts of the financial interest in the Conflict of Interest Transaction to the Trustees;

ii. he or she may participate in the information-gathering stage of the Trustees' discussion but shall not be physically present during the deliberations or vote on the Conflict of Interest Transaction;

iii. if a Trustee, he or she shall not vote on the Conflict of Interest Transaction; and

iv. he or she shall refrain from improperly influencing the deliberations or vote on the Conflict of Interest Transaction.

c. In determining whether to approve a Conflict of Interest Transaction, disinterested Trustees shall take into account the restrictions regarding self-dealing under Section 4941 of the Internal Revenue Code of 1986, as amended

d. In determining whether to approve a Conflict of Interest Transaction in which a Related Party has a "substantial financial interest" as that term is interpreted from time to time for purposes of Section 8-1.9(c)(2) of the New York Estates, Powers and Trusts Law, disinterested Trustees shall, in addition to following the procedures set forth above:

i. consider alternative transactions to the extent available;

ii. approve the Conflict of Interest Transaction by not less than a majority vote of the Trustees present at the meeting; and

iii. contemporaneously document in the meeting minutes the basis for the Trustees' approval of the Conflict of Interest Transaction, including their consideration of any alternative transactions.

e. All questions as to whether a Trustee, officer or Key Employee (or their Family Members or Related Entities) has a financial interest or substantial financial interest in a transaction, agreement or arrangement in which the Foundation is a participant shall be resolved by a vote of the Trustees in which the interested individual, if he or she is a Trustee, may not vote.

f The Foundation's records, including any minutes of meetings of the Trustees at which a Conflict of Interest Transaction is considered, shall (i) reflect that the Related Party's financial interest in the Conflict of Interest Transaction was disclosed, (ii) state that the Related Party (and any Trustee, officer or Key Employee affiliated with the Related Party) was not present during the deliberations or vote of the Trustees on the Conflict of Interest Transaction, (iii) state that the Related Party, if a Trustee, abstained from voting on the Conflict of Interest Transaction, (iv) describe the action taken by the Trustees relating to the Conflict of Interest Transaction (e.g., approval or disapproval), and (v) describe any consideration of alternative transactions, to the extent applicable, by the Trustees.

g. Each Trustee of the Foundation shall complete, sign and file with the Foundation's records a conflict of interest disclosure statement prior to his or her election as a Trustee and thereafter on an annual basis. Each disclosure statement shall identify, to the best of the Trustee's knowledge, (i) any entity of which the Trustee is an officer, director, trustee, member, owner (either as a sole proprietor or partner) or employee and with which the Foundation has a relationship, and (ii) any Conflict of Interest Transaction in which the Trustee or his or her Family Members or Related Entities is involved or expects to be involved. The disclosure statements shall be provided to and filed in the Foundation's records The Trustees may, in their sole discretion, elect to treat any relationship, transaction or conflict of interest disclosed by any Trustee, officer or Key Employee of the Foundation as a "Conflict of Interest Transaction" subject to the terms of this Conflict of Interest Policy

SECOND: To the extent any provision of this amendment is inconsistent with any provision of the Trust Agreement, the provisions of this amendment shall control.

THIRD: Except as expressly provided in this amendment, no provision of the Trust Agreement shall be affected by this amendment.

This amendment may be signed in counterparts.

Dated: August 12, 2014

____
Eileen Newman Trustee

Witnesses:

______________________________ residing at ______________________________

____

______________________________ residing at ______________________________

____

Dated , 2014

Sondra Neuscholz Trustee

Witnesses:

residing at

residing at

Dated , 2014

Allison Duman Trustee

Witnesses:

residing at

residing at

Dated: , 2014

Sondra Neuschotz Trustee

Witnesses:

residing at

residing at

Dated: Sept 4 , 2014

Allison Duman Trustee

Witnesses:

residing at

residing at

Dated 9/11 , 2014

David Newman Trustee

Witnesses: PETER K. JACOB

residing at 407 3 ST

BROOKLYN N.Y. 11215

STEPHANIE LAZAR

residing at 83 Park Place

Brooklyn NY 11238

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On the 12 day of August, in the year 2014, before me, the undersigned, a Notary Public in and for said state, personally appeared EILEEN NEWMAN, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Signature of Notary Public

...ic, State of New York
No. 01NI6276074
Qualified in New York County
Commission Expires Feb. 04, 2017

STATE OF NEW YORK)
ss :
COUNTY OF NEW YORK)

On the [illegible] day of [illegible], in the year 2014, before me, the undersigned, a Notary Public in and for said state, personally appeared SONDRA NEUSCHOTZ, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Signature of Notary Public

CYNTHIA M. ERIT
Notary Public, State of New York
No. 01ER4818586
Qualified in New York County
Commission Expires August 31, 20[illegible]

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On the day of , in the year 2014, before me, the undersigned, a Notary Public in and for said state, personally appeared ALLISON DUMAN, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

____
Signature of Notary Public

STATE OF NEW YORK)
KINGS : ss.:
COUNTY OF ~~NEW YORK~~)

On the 11 day of SEPTEMBER, in the year 2014, before me, the undersigned, a Notary Public in and for said state, personally appeared DAVID NEWMAN, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument

PETER K. JACOB
NOTARY PUBLIC, STATE OF NY
NO. 01JA5053666
QUALIFIED IN KINGS COUNTY
COMMISSION EXP. DEC 10, 2017

Signature of Notary Public