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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 PRICE FAMILY FOUNDATION CO MICHAEL F PRICE

A Employer identification number
22-3483367

Number and street (or P O box number if mail is not delivered to street address)
1180 LARGER CROSS ROAD

Room/suite

B Telephone number (see instructions)
(973) 921-2210

City or town, state or province, country, and ZIP or foreign postal code
FAR HILLS, NJ 07931

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 23,400,807

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))*

			(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)	14,180,327			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	82	82		
	4	Dividends and interest from securities	351,623	351,623		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	390,194			
	b	Gross sales price for all assets on line 6a 4,206,328				
	7	Capital gain net income (from Part IV, line 2)		2,796,850		
	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)	108,068	93,621		
	12	**Total.** Add lines 1 through 11	15,030,294	3,242,176		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	2,086	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	20,775	0		0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	251,250	0		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	30,867	0		30,867
	22	Printing and publications				
	23	Other expenses (attach schedule)	294,625	145,243		149,382
	24	**Total operating and administrative expenses.** Add lines 13 through 23	599,603	145,243		180,249
	25	Contributions, gifts, grants paid	11,507,913			11,507,913
	26	**Total expenses and disbursements.** Add lines 24 and 25	12,107,516	145,243		11,688,162
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,922,778			
	b	**Net investment income** (if negative, enter -0-)		3,096,933		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,170,379	777,248	777,248
	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)	717,427	337,740	629,757
	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)	13,272,382	18,632,326	21,993,802
	14	Land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	15	Other assets (describe ▶ ______)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	16,160,188	19,747,314	23,400,807
Liabilities	17	Accounts payable and accrued expenses	66,507	132,000	
	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)	66,507	132,000	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	16,093,681	19,615,314	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	16,093,681	19,615,314	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	16,160,188	19,747,314	

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	16,093,681
2	Enter amount from Part I, line 27a	2	2,922,778
3	Other increases not included in line 2 (itemize) ▶ ______	3	598,855
4	Add lines 1, 2, and 3	4	19,615,314
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	19,615,314

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

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

	(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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	2,796,850
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	13,077,432	19,917,911	0 656566
2011	7,131,639	18,053,455	0 395029
2010	4,628,596	22,796,129	0 203043
2009	2,230,038	21,983,055	0 101443
2008	4,674,194	16,536,215	0 282664

2	**Total** of line 1, column (d).	2	1 638745
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 327749
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	21,235,240
5	Multiply line 4 by line 3.	5	6,959,829
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	30,969
7	Add lines 5 and 6.	7	6,990,798
8	Enter qualifying distributions from Part XII, line 4.	8	11,688,162

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	30,969
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	30,969
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	30,969
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 60,000		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	60,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	29,031
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 29,031 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
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) ▶ ________			
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		No
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)*

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 ▶MICHAEL F PRICE Telephone no ▶(212) 679-1007

Located at ▶C/O MFP INVESTORS 667 MADISON AVE NEW YORK NY ZIP+4 ▶10065

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

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

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

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
MICHAEL F PRICE 20 EAST 78TH STREET NEW YORK, NY 10075	MANAGER 1 00	0	0	0
JORDAN PRICE EHMANN 1180 LARGER CROSS ROAD FAR HILLS, NJ 07931	TRUSTEE 1 00	2,086	0	0
CLAUDIA FORBES 31635 CANYON CIRCLE EVERGREEN, CO 80439	TRUSTEE 0 00	0	0	0
JENNIFER C PRICE 20 EAST 78TH STREET NEW YORK, NY 10075	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 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
JOANNE DUHL 164 WHITE PINE DRIVE WAITSFIELD,VT 05623	CONSULTANT	132,000
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	1,024,565
b	Average of monthly cash balances	1b	1,048,783
c	Fair market value of all other assets (see instructions)	1c	19,485,271
d	**Total** (add lines 1a, b, and c)	1d	21,558,619
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	21,558,619
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	323,379
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,235,240
6	**Minimum investment return.** Enter 5% of line 5	6	1,061,762

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	1,061,762
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 30,969		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b: 26,091		
c	Add lines 2a and 2b	2c	57,060
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,004,702
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,004,702
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	1,004,702

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	11,688,162
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	11,688,162
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	30,969
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	11,657,193

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					1,004,702
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2013					
a From 2008.	4,687,784				
b From 2009.	2,230,038				
c From 2010.	4,628,596				
d From 2011.	7,138,418				
e From 2012.	13,129,905				
f Total of lines 3a through e.		31,814,741			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 11,688,162					
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.					1,004,702
e Remaining amount distributed out of corpus		10,683,460			
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		42,498,201			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .		4,687,784			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		37,810,417			
10 Analysis of line 9					
a Excess from 2009. . . .	2,230,038				
b Excess from 2010. . . .	4,628,596				
c Excess from 2011. . . .	7,138,418				
d Excess from 2012. . . .	13,129,905				
e Excess from 2013. . . .	10,683,460				

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))

See Additional Data Table

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**				11,507,913
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	82	
4 Dividends and interest from securities. . . .			14	351,623	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	108,068	
8 Gain or (loss) from sales of assets other than inventory			18	390,194	
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		849,967	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 849,967

(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

****** | 2015-03-26 | ******

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
		2015-03-04		P01404771

Firm's name ▶	POOLE & ASSOCIATES	Firm's EIN ▶ 13-3614447
Firm's address ▶	60 EAST 42ND STREET STE 2311 NEW YORK, NY 10165	Phone no (212) 679-1007

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
6110 SHS GYRODYNE	D	1989-08-24	2014-01-02
10000 SHS BOISE CASCADE	D	2004-10-01	2014-03-11
13769 SHS BOISE CASCADE	D	2004-10-01	2014-04-01
25000 SHS PFIZER	D	2011-08-10	2014-04-28
75000 SHS SYMETRA	D	2004-01-01	2014-09-18
25000 SHS SYMETRA	D	2004-01-01	2014-09-25
10000 SHS PFIZER	P	2005-11-30	2014-09-30
BAIN CAPITAL IX COINVESTMENT	P	2012-01-01	2013-12-31
BAIN CAPITAL VIII COINVESTMENT	P	2012-01-01	2013-12-31
BAIN CAPITAL (OSI) IX COINVESTMENT	P	2012-01-01	2013-12-31
MFP PARTNERS L P	P	2013-06-30	2013-12-31
MFP PARTNERS L P	P	2012-01-01	2013-12-31
PENNANT ONSHORE PARTNERS	P	2013-06-30	2013-12-31
PENNANT ONSHORE PARTNERS	P	2012-01-01	2013-12-31
REBOUND PARTNERS	P	2013-06-30	2013-12-31
REBOUND PARTNERS	P	2012-01-01	2013-12-31
STADIUM CAPITAL PARTNERS	P	2013-06-01	2013-12-31
STADIUM CAPITAL PARTNERS	P	2012-01-01	2013-12-31

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
68,165		130,327	-62,162
282,093		172,300	109,793
392,563		237,240	155,323
795,725		434,650	361,075
1,782,118		861,938	920,180
583,270		287,313	295,957
302,394		215,900	86,494
			59,051
			104,108
			4,409
			16,364
			632,918
			-165,198
			199,308
			73,125
			19,058
			66,229
			-79,182

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-62,162
			109,793
			155,323
			361,075
			920,180
			295,957
			86,494
			59,051
			104,108
			4,409
			16,364
			632,918
			-165,198
			199,308
			73,125
			19,058
			66,229
			-79,182

Form 990PF Part XV Line 1a - 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).

MICHAEL F PRICE
JENNIFER C PRICE

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*				
AGAHOZO-SHALOM YOUTH VILLAGE 5 HANOVER SQUARE STE 2103 NEW YORK, NY 10004	NONE	IRC S 501(A)	GENERAL USE	25,000
ALBERT EINSTEIN COLLEGE OF MEDICINE 500 WEST 185TH STREET BH 725 NEW YORK, NY 10033	NONE	IRC S 501(A)	GENERAL USE	1,545,975
ALBERT EINSTEIN COLLEGE OF MEDICINE HEALTHY STEPS PROGRAM 1300 MORRIS PARK AVENUE ROOM 726 BRONX, NY 10461	NONE	IRC S 501(A)	GENERAL USE	42,675
BOYS & GIRLS CLUBS OF NEWARK 1 AVON AVENUE NEWARK, NJ 07108	NONE	IRC S 501(A)	GENERAL USE	30,000
BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL, MA 02467	NONE	IRC S 501(A)	GENERAL USE	180,000
BOTTOM LINE INC 26 COURT STREET BROOKLYN, NY 11242	NONE	IRC S 501(A)	GENERAL USE	100,000
BROOKLYN WORKFORCE INNOVATIONS 621 DEGRAW STREET BROOKLYN, NY 11217	NONE	IRC S 501(A)	GENERAL USE	25,000
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022	NONE	IRC S 501(A)	GENERAL USE	54,000
CITY YEAR NEW YORK 20 WEST 22ND STREET 3RD FLOOR NEW YORK, NY 10010	NONE	IRC S 501(A)	GENERAL USE	100,000
CONNECTICUT ALLIANCE FOR TENNIS EDUCATION PO BOX 1732 NEW CANAAN, CT 06840	NONE	IRC S 501(A)	GENERAL USE	5,000
EAST HARLEM TUTORIAL PROGRAM 2050 SECOND AVENUE NEW YORK, NY 10029	NONE	IRC S 501(A)	GENERAL USE	150,000
EXALT YOUTH 175 REMSON STREET SUITE 1000 NEW YORK, NY 11201	NONE	IRC S 501(A)	GENERAL USE	50,000
FIDELITY CHARITABLE GIFT FUND PO BOX 770001 CINCINNATI, OH 45277	NONE	IRC S 501(A)	GENERAL USE	50,000
FRIENDS OF THE CHILDREN NEW YORK 218 WEST 113TH STREET NEW YORK, NY 10026	NONE	IRC S 501(A)	GENERAL USE	312,500
GEORGETOWN UNIVERSITY BOX 57123 WASHINGTON, DC 20057	NONE	IRC S 501(A)	GENERAL USE	5,000
Total . . . . ▶ **3a**				11,507,913

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*				
GRAHAM WINDHAM 33 IRVING PLACE NEW YORK, NY 10003	NONE	IRC S 501(A)	GENERAL USE	100,000
GODDARD RIVERSIDE COMMUNITY CENTER 593 COLUMBUS AVENUE NEW YORK, NY 10024	NONE	IRC S 501(A)	GENERAL USE	25,000
GOOD SHEPHERD SERVICES 305 SEVENTH AVENUE 9TH FLOOR NEW YORK, NY 10001	NONE	IRC S 501(A)	GENERAL USE	450,564
GREAT INVESTORS' BEST IDEAS FOUNDATION 1901 N AKARD ST DALLAS, TX 75201	NONE	IRC S 501(A)	GENERAL USE	10,000
HARLEM RBI 333 EAST 100TH STREET NEW YORK, NY 10029	NONE	IRC S 501(A)	GENERAL USE	50,000
HARMONY PROGRAM INC 205 EAST 42ND STREET 9TH FLOOR NEW YORK, NY 10017	NONE	IRC S 501(A)	GENERAL USE	50,000
HUMAN RIGHTS WATCH 350 FIFTH AVENUE 34TH FLOOR NEW YORK, NY 10118	NONE	IRC S 501(A)	GENERAL USE	3,000
JAZZ AT LINCOLN CENTER 3 COLUMBUS CIRCLE 12TH FLOOR NEW YORK, NY 10019	NONE	IRC S 501(A)	GENERAL USE	500,000
JOHN HOPKINS BERMAN INSTITUTE OF BIOETHICS 1809 ASHLAND AVENUE BALTIMORE, MD 21205	NONE	IRC S 501(A)	GENERAL USE	50,000
JOHN HOPKINS HOSPITAL 100 N CHARLES STREET BALTIMORE, MD 21201	NONE	IRC S 501(A)	GENERAL USE	70,000
MONTEFIORE MEDICAL CENTER 111 EAST 210TH STREET BRONX, NY 10467	NONE	IRC S 501(A)	GENERAL USE	44,280
NATIONAL INSTITUTE FOR REPRODUCTIVE HEALTH 470 PARK AVENUE SOUTH 7TH FL NEW YORK, NY 10016	NONE	IRC S 501(A)	GENERAL USE	15,000
NEW HEIGHTS 2576 BROADWAY PMB 213 NEW YORK, NY 10025	NONE	IRC S 501(A)	GENERAL USE	75,000
NEW YORK CARES 214 WEST 29TH STREET 5TH FLOOR NEW YORK, NY 10001	NONE	IRC S 501(A)	GENERAL USE	31,250
NEW YORK CITY POLICE FOUNDATION 555 FIFTH AVENUE 15TH FLOOR NEW YORK, NY 10017	NONE	IRC S 501(A)	GENERAL USE	125,500
Total . . . . ▶ **3a**				11,507,913

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*				
NEW YORK PRESBYTERIAN 654 WEST 170TH STREET NEW YORK, NY 10032	NONE	IRC S 501(A)	GENERAL USE	3,181,510
NYS TROOPERS PBA SIGNAL 30 BENEFIT FUND 120 STATE STREET ALBANY, NY 12207	NONE	IRC S 501(A)	GENERAL USE	1,000
POLO PLAYERS SUPPORT GROUP 11924 FOREST HILL BLVD SUITE 22-287 WELLINGTON, FL 33414	NONE	IRC S 501(A)	GENERAL USE	40,000
RUTGERS UNIVERSITY FOUNDATION 390 GEORGE STREET NEW BRUNSWICK, NJ 08901	NONE	IRC S 501(A)	GENERAL USE	124,318
SAINT DAVIDS SCHOOL 12 EAST 89TH STREET NEW YORK, NY 10128	NONE	IRC S 501(A)	GENERAL USE	500,000
SCO FAMILY SERVICES 1 ALEXANDER PLACE GLEN COVE, NY 11542	NONE	IRC S 501(A)	GENERAL USE	356,000
SIASCONSET BEACH PRESERVATION FUND PO BOX 2279 NANTUCKET, MA 02584	NONE	IRC S 501(A)	GENERAL USE	50,000
SALK INSTITUTE FOR BIOLOGIC STUDIES 10010 NORTH TORREY PINES ROAD LA JOLLA, CA 92037	NONE	IRC S 501(A)	GENERAL USE	149,334
SELF HELP COMMUNITIES SERVICES 520 EIGHTH AVENUE NEW YORK, NY 10018	NONE	IRC S 501(A)	GENERAL USE	62,500
SOHN CONFERENCE FOUNDATION 626 RXR PLAZA UNIONDALE, NY 11556	NONE	IRC S 501(A)	GENERAL USE	5,000
SOUTH BRONX UNITED INC 199 LINCOLN AVENUE BRONX, NY 10454	NONE	IRC S 501(A)	GENERAL USE	55,000
STEPHEN GAYNOR SCHOOL 148 WEST 90TH STREET NEW YORK, NY 10024	NONE	IRC S 501(A)	GENERAL USE	260,000
SUMMER SEARCH NEW YORK CITY 261 5TH AVENUE8TH FLOOR NEW YORK, NY 10016	NONE	IRC S 501(A)	GENERAL USE	50,000
SYRACUSE UNIVERSITY SUMMER COLLEGE NYC OUTREACH 102 ARCHBOLD GYMNASIUM SYRACUSE, NY 13244	NONE	IRC S 501(A)	GENERAL USE	165,000
SCONSET TRUST PO BOX 821 SIASCONSET, MA 02564	NONE	IRC S 501(A)	GENERAL USE	5,000
Total . . . . ▶ **3a**				11,507,913

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE BLUE CARD 171 MADISON AVENUE NEW YORK, NY 10016	NONE	IRC S 501(A)	GENERAL USE	100,000
THE CHILDRENS AID SOCIETY 105 EAST 22ND STREET NEW YORK, NY 10010	NONE	IRC S 501(A)	GENERAL USE	229,000
THE CHILDRENS HEALTH FUND 215 WEST 125TH STREET SUITE 301 NEW YORK, NY 10027	NONE	IRC S 501(A)	GENERAL USE	62,500
THE OPPORTUNITY NETWORK 55 EXCHANGE PLACE SUITE 503 NEW YORK, NY 10005	NONE	IRC S 501(A)	GENERAL USE	91,545
THE PHILANTHROPIC INITIATIVE 75 ARLINGTON STREET 10TH FLOOR BOSTON, MA 02116	NONE	IRC S 501(A)	GENERAL USE	285,000
THE ROCKEFELLER UNIVERSITY WOMEN & SCIENCE 1230 YORK AVENUE NEW YORK, NY 10065	NONE	IRC S 501(A)	GENERAL USE	11,000
THE UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE	IRC S 501(A)	GENERAL USE	648,800
THE CHILDREN'S INSTITUTE 6 REGENT STREET LIVINGSTON, NJ 07039	NONE	IRC S 501(A)	GENERAL USE	180,000
YEAR UP NEW YORK 55 EXCHANGE PLACE NEW YORK, NY 10005	NONE	IRC S 501(A)	GENERAL USE	50,000
THE RYE POLICE ASSOCIATION SCHOLARSHIP FUND PO BOX 246 RYE, NY 10580	NONE	IRC S 501(A)	GENERAL USE	5,000
WOMEN'S REFUGEE COMMISSION 122 EAST 42ND STREET NEW YORK, NY 10168	NONE	IRC S 501(A)	GENERAL USE	1,000
HOT BREAD KITCHEN 1590 PARK AVENUE NEW YORK, NY 10029	NONE	IRC S 501(A)	GENERAL USE	52,162
HUNTS POINT ALLIANCE FOR CHILDREN 889 HUNTS POINT AVENUE BRONX, NY 10474	NONE	IRC S 501(A)	GENERAL USE	75,000
THE INVESTIGATIVE PROJECT ON TERRORISM FOUNDATION 5614 CONNECTICUT AVE NW 341 WASHINGTON, DC 20015	NONE	IRC S 501(A)	GENERAL USE	100,000
THE BROAD INSTITUTE OF MIT AND HARVARD 7 CAMBRIDGE CENTER CAMBRIDGE, MA 02142	NONE	IRC S 501(A)	GENERAL USE	337,500
Total . . . . ▶ 3a				11,507,913

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491103005145

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.	OMB No 1545-0047 **2013**

Name of the organization	Employer identification number
THE PRICE FAMILY FOUNDATION CO MICHAEL F PRICE	22-3483367

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
THE PRICE FAMILY FOUNDATION CO MICHAEL F PRICE	22-3483367

Part I **Contributors** (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	See Additional Data Table	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Name of organization
THE PRICE FAMILY FOUNDATION CO MICHAEL F PRICE

Employer identification number
22-3483367

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	10,000 SHS BOISE CASCADE CO	$ 283,700	2014-03-11
3	13,769 SHS BOISE CASCADE CO	$ 390,627	2014-04-01
4	25,000 SHS PFIZER INC	$ 796,500	2014-04-28
5	75,000 SHS SYMETRA FINANCIAL CORP	$ 1,774,875	2014-09-17
6	25,000 SHS SYMETRA FINANCIAL CORP	$ 584,625	2014-09-25
7	INTEREST IN MFP PARTNERS L P	$ 10,000,000	2014-06-15

Name of organization
THE PRICE FAMILY FOUNDATION CO MICHAEL F PRICE

Employer identification number
22-3483367

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 22-3483367
Name: THE PRICE FAMILY FOUNDATION CO MICHAEL F PRICE

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MICHAEL F PRICE 20 EAST 78TH STREET NEW YORK, NY 10075	$ 350,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
2	MICHAEL F PRICE 20 EAST 78TH STREET NEW YORK, NY 10075	$ 283,700	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contribution)
3	MICHAEL F PRICE 20 EAST 78TH STREET NEW YORK, NY 10075	$ 390,627	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contribution)
4	MICHAEL F PRICE 20 EAST 78TH STREET NEW YORK, NY 10075	$ 796,500	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contribution)
5	MICHAEL F PRICE 20 EAST 78TH STREET NEW YORK, NY 10075	$ 1,774,875	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contribution)
6	MICHAEL F PRICE 20 EAST 78TH STREET NEW YORK, NY 10075	$ 584,625	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contribution)
7	MICHAEL F PRICE 20 EAST 78TH STREET NEW YORK, NY 10075	$ 10,000,000	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contribution)

TY 2013 Accounting Fees Schedule

Name: THE PRICE FAMILY FOUNDATION CO MICHAEL F PRICE

EIN: 22-3483367

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	20,775	0		0

TY 2013 Distribution from Corpus Election

Name: THE PRICE FAMILY FOUNDATION CO MICHAEL F PRICE

EIN: 22-3483367

Election: THE FOUNDATION HEREBY ELECTS, PURSUANT TO REG. SEC. 53.4942 (A)-3(D) (2), TO APPLY ALL OF THE 2012 QUALIFYING DISTRIBUTION TO CORPUS.

TY 2013 Explanation of Non-Filing with Attorney General Statement

Name: THE PRICE FAMILY FOUNDATION CO MICHAEL F PRICE

EIN: 22-3483367

Statement: NEW JERSEY DOES NOT REQUIRE A PRIVATE FOUNDATION THAT HAS NOT RECEIVED MORE THAN $20,000 FROM THE GENERAL PUBLIC TO REGISTER AND PROVIDE A COPY OF FORM 990PF.

TY 2013 Investments Corporate Stock Schedule

Name: THE PRICE FAMILY FOUNDATION CO MICHAEL F PRICE

EIN: 22-3483367

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCK HELD AT JP MORGAN	76,172	319,137
STOCK HELD AT CREDIT SUISSE	261,568	310,620

TY 2013 Investments - Other Schedule

Name: THE PRICE FAMILY FOUNDATION CO MICHAEL F PRICE

EIN: 22-3483367

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MFP PARTNERS LP	FMV	9,606,408	9,606,408
REBOUND PARTNERS	FMV	2,490,562	2,490,562
OWL CREEK OVERSEAS FUND LTD	FMV	1,900,000	5,261,476
BAIN CAPITAL VIII COINVESTMENT FUND, L.P.	FMV	330,711	330,711
BAIN CAPITAL (TRU) VIII COINVESTMENT, L.P.	FMV	28,137	28,137
BAIN CAPITAL IX COINVESTMENT FUND, L.P.	FMV	111,033	111,033
BAIN CAPITAL (OSI) IX	FMV	29,739	29,739
BAIN CAPITAL (CC) IX COINVESTMENT, L.P.	FMV	12,424	12,424
BAIN CAPITAL (CCD) IX COINVESTMENT, L.P.	FMV	9,191	9,191
PENNANT ONSHORE PARTNERS, LP	FMV	2,490,928	2,490,928
STADIUM CAPITAL PARTNERS LP	FMV	1,623,193	1,623,193

TY 2013 Other Expenses Schedule

Name: THE PRICE FAMILY FOUNDATION CO MICHAEL F PRICE

EIN: 22-3483367

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PHILANTHROPIC-CONSULTING	149,382	0		149,382
MFP PARTNERS, L P PORTFOLIO DEDUCTION	25,466	25,466		0
MFP PARTNERS, L P INTEREST EXPENSE	226	226		0
BAIN CAPITAL VIII-PORTFOLIO DEDUCTION	9,738	9,738		0
BAIN CAPITAL IX-PORTFOLIO DEDUCTION	4,725	4,725		0
PENNANT ONSHORE PARTNERS, L P -INVEST INTEREST EXPENSE	50,341	50,341		0
REBOUND PARTNERS, L P -INVEST INTEREST EXPENSE	7,309	7,309		0
STADIUM PARTNERS, L P OTHER DEDUCTIONS	18,616	18,616		0
PENNANT ONSHORE PARTNERS, L P -INVEST PORTFOLIO DEDUCTIONS	28,818	28,818		0
MFP PARTNERS, L P CONTRIBUTIONS	4	4		0

TY 2013 Other Income Schedule

Name: THE PRICE FAMILY FOUNDATION CO MICHAEL F PRICE

EIN: 22-3483367

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MFP PARTNERS - ORDINARY INCOME	3,446	0	3,446
PENNANT ONSHORE PARTNERS - OTHER PORTFOLIO INCOME	30,010	29,074	30,010
PENNANT ONSHORE PARTNERS - SECTION 1256 GAIN	5,922	5,922	5,922
REBOUND PARTNERS, L P - ORDINARY INCOME	68,921	58,672	68,921
MFP PARTNERS - OTHER INCOME	3,296	3,296	3,296
MFP PARTNERS - OTHER PORTFOLIO INCOME	-3,365	-3,365	-3,365
MFP PARTNERS - NET RENTAL INCOME	30	0	30
MFP PARTNERS - SECTION 1231 LOSS	-214	0	-214
STADIUM CAPITAL PARTNERS	22	22	22

TY 2013 Other Increases Schedule

Name: THE PRICE FAMILY FOUNDATION CO MICHAEL F PRICE

EIN: 22-3483367

Description	Amount
UNREALIZED GAIN IN BALANCE SHEET ASSETS	598,855

TY 2013 Taxes Schedule

Name: THE PRICE FAMILY FOUNDATION CO MICHAEL F PRICE

EIN: 22-3483367

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	568	0		0
FEDERAL TAXES	249,825	0		0
FOREIGN TAXES	857	0		0