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Forca	endar year 2
Departr Internal	ant of the Treasi
Form	990-PF

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

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990of.

Fo	r ca	alen	dar year 2013 or tax year beginning	DEC	1, 2013	, and ending	NOV 30, 2014	
N	am	e of	foundation				A Employer identification	number
NSN Foundation, Inc.								
	Ati	tn:	Ken Slutsky, Tax Exempt Ins	t Grp			22-3769097	
N	umb	oer a	nd street (or P O box number if mail is not delivered	to street	address)	Room/suite	B Telephone number	
	65	Li	vingston Avenue				973-597-2510	
C	City or town, state or province, country, and ZIP or foreign postal code						C if exemption application is p	ending, check here
:	Roseland, NJ 07068							
G	Ch	ieck	all that apply: Initial return		Initial return of a fo	ormer public charity	D 1. Foreign organizations	, check here
			Final return		Amended return		9	
			Address change		Name change		Foreign organizations me check here and attach co	mputation
Н	Ch	ieck	type of organization: x Section 501	(c) <u>(3)</u> ex	cempt private foundation	otion OY	E If private foundation stat	tus was terminated
L		Se	ction 4947(a)(1) nonexempt charitable trus	<u>: </u>	Other taxable private founda	ation 9	under section 507(b)(1)	(A), check here
1	Faii	r ma	arket value of all assets at end of year J	Account	ng method: X Cash	Accrual	F If the foundation is in a (60-month termination
	(fro	m F	Part II, col (c), line 16)		ther (specify)		under section 507(b)(1)	(B), check here
	≥ 9	•		t I, colu	mn (d) must be on cash i	basis.)		<u> </u>
F	aı	rt I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) in necessarily equal the amounts in column (a))	nay not	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
>_	T	1	Contributions, gifts, grants, etc., received			`	N/A	
T		2	Check X if the foundation is not required to attach	Sch B				
₹		3	Interest on savings and temporary cash investments					* * *
		4	Dividends and interest from securities		4,207.	4,207		Statement1
ري اپ		5a	Gross rents					
1 L		b	Net rental income or (loss)					
	اه	6a	Net gain or (loss) from sale of assets not on line 10		0.	·		
ב ב	Ž	þ	Gross sales price for all assets on line 6a 213,	458.	,			` '
		7	Capital gain net income (from Part IV, line 2)		,	0	,	
	-	8	Net short-term capital gain		<u> </u>			
	-	9	Income modifications					<u></u>
	1	10a	Gross sales less returns and allowances			, , , , ,		*
0		b	Less Cost of goods sold		*/	` ` `	ļ	
		C	Gross profit or (loss)			,		·
		11	Other income					
	-	12	Total. Add lines 1 through 11		4,207.	4,207		_
		13	Compensation of officers, directors, trustees, etc		0.	0	,	0.
	- 1	14	Other employee salaries and wages				-	
			Pension plans, employee benefits			•		
	uses		Legal fees				 	
	8		Accounting fees				 	
L	Operating and Administrative Expens		Other professional fees		·			
:	<u>ĕ</u>		Interest				RECEIVED	}
	34	18	Taxes				IAEOELACO	
,	<u> </u>	19	Depreciation and depletion Occupancy			100	107 9 9 9815 9	
1	5		Travel, conferences, and meetings			 	DC 7 2 2013 7	
	اڠ	21 22	Printing and publications		<u>-</u>		DODEN UT	
	ğ		Other expenses		··		()(-1) - N ()]
•	ĔΊ		Total operating and administrative				†	
	<u>e</u>	27	expenses. Add lines 13 through 23		0.	0		0.
Ċ	5	25	Contributions, gifts, grants paid		49,000,000.			*8,000,000.
	- 1		Total expenses and disbursements.					, 12,200
			Add lines 24 and 25		49,000,000.	0	.[8,000,000.
_	\dagger	27	Subtract line 26 from line 12:		, , ,		1	, , , , , , , , , , , , , , , , , , , ,
			Excess of revenue over expenses and disburseme	nts	<48,995,793.	, •		
			Net investment income (if negative, enter -0-)		· - · - ·	4,207		
			Adjusted net income (if negative, enter -0-)			,	N/A	
32 10	350 - 10-		LHA For Paperwork Reduction Act Not	ice, see	instructions.		·	Form 990-PF (2013)

*See Statement 3

ㅁ	art,	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End o	f year
ᄕ	arı,	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	50,673,010.	1,890,675.	1,890,675.
	3	Accounts receivable ►		, , ,	
	ŀ	Less: allowance for doubtful accounts			
	4	Pledges receivable	N	/	
		Less: allowance for doubtful accounts ▶	Transcript on the remaining		
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons			
	7	Other notes and loans receivable	* * * * * * * * * * * * * * * * * * * *		
		Less: allowance for doubtful accounts			******* . .
ß	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges			
ğ	10a	Investments - U.S. and state government obligations			
	Ь	Investments - corporate stock			
	l c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis	· · · · · · · · · · · · · · · · · · ·	. 4.	, x
		Less accumulated depreciation		me 'e b mete e	/ M/
	12	Investments - mortgage loans			
	13	Investments - other Stmt 2	236,025.	22,567.	11,817.
	14	Land, buildings, and equipment basis ▶			,
		Less accumulated depreciation		A	Taking a region
	15	Other assets (describe ►)			
	1	Total assets (to be completed by all filers - see the			
		instructions. Also, see page 1, item 1)	50,909,035.	1,913,242.	1,902,492.
	17	Accounts payable and accrued expenses			,
Liabilities	18	Grants payable			
	19	Deferred revenue			,
	20	Loans from officers, directors, trustees, and other disqualified persons			
abi	21	Mortgages and other notes payable			,
=	22	Other liabilities (describe)	=		
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31.			,
ces	24	Unrestricted			•
	25	Temporarily restricted			1
Fund Balar	26	Permanently restricted			1
Ē		Foundations that do not follow SFAS 117, check here			
Ţ		and complete lines 27 through 31.			
SO	27	Capital stock, trust principal, or current funds	1,000.	1,000.	
set	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.] `
Net Assets or	29	Retained earnings, accumulated income, endowment, or other funds	50,908,035.	1,912,242.	,
Net	30	Total net assets or fund balances	50,909,035.	1,913,242.] , ,
					<u> </u>
	31	Total liabilities and net assets/fund balances	50,909,035.	1,913,242.	
ГР	art	III Analysis of Changes in Net Assets or Fund B	Balances		
\equiv					
1		I net assets or fund balances at beginning of year - Part II, column (a), line	J U		F0 000 000
_	•	st agree with end-of-year figure reported on prior year's return)		. 1	50,909,035.
		r amount from Part I, line 27a		2	<48,995,793.>
		r increases not included in line 2 (itemize)		3	0.
		lines 1, 2, and 3	•	4	1,913,242.
		eases not included in line 2 (itemize)	olumn (h) line 20	5	1,913,242.
6	iota	net assets or fund balances at end of year (line 4 minus line 5) - Part II, c	oranin (D), inte 30		Form 990-PF (2013)

Part IV Capital Gains a	nd Losses for Tax on	Investment	Income							
					low acqui - Purchas - Donatio	e '') Date ac (mo., day		(d) Date sold (mo., day, yr.)	
1a Paydowns on Asset Back	ed Securities		-		P	v	arious		various	
b							-			
C						_				
d				-						
_ e	(f) Depreciation allowed	(a) Coo	st or other basis	┷			(h) Cour	or (loss)		
(e) Gross sales price	(or allowable)	, , , , ,	xpense of sale				(h) Gain or (loss) (e) plus (f) minus (g)			
a 213,458.			213,4	58.					0.	
<u>b</u>		_								
c d				+		<u>.</u>				
e				-+						
Complete only for assets showing	gain in column (h) and owned t	by the foundation	on 12/31/69		•	(1) (iains (Col.	(h) gain	minus	
	(j) Adjusted basis		cess of col. (i)			col. (I	c), but not	t less thar	1 -0-) or	
(i) F.M.V. as of 12/31/69	as of 12/31/69	over	col. (j), if any			ļ	osses (fr	om coi. (i	n))	
a									0,	
b										
С										
d										
e	* * * * * *			_		,		···		
2 Capital gain net income or (net cap	If gain, also en	iter in Part I, line -0- in Part I, line	7 7	}	2				0.	
3 Net short-term capital gain or (loss	•			[[
If gain, also enter in Part I, line 8, c] [
If (loss), enter -0- in Part I, line 8					3			N/A		
	ider Section 4940(e) f	•				nt inco	me			
(For optional use by domestic private	foundations subject to the sectio	n 4940(a) tax on	net investment in	icome	-)					
If section 4940(d)(2) applies, leave thi	s part blank.									
Was the foundation liable for the section	on 4042 toy on the distributable	amount of any w	ar in the bace per	nod2					Yes X No	
If "Yes," the foundation does not qualif		• •	•	iou:					res [.x. No	
1 Enter the appropriate amount in ea				ntries						
(a) Base period years	(b)			(c)				Dietrih	(d) ution ratio	
Calendar year (or tax year beginning	g in) Adjusted qualifying (distributions	Net value of no	nchar	ıtable-use	assets	(c		ided by col. (c))	
2012		2,749,908.				26,057.			.052155	
2011		2,949,873.				94,252.			.053061	
2010		3,074,820.				98,562.			.052473	
2009		3,249,640.				70,323.			.052608	
2008		3,373,005.			64,9	48,854.	 		.051933	
6. 7. 1. (1) 4. (1)									.262230	
2 Total of line 1, column (d)3 Average distribution ratio for the 5	war has nariad divide the tot	al an line 2 by F	or by the number	ofvo	250		2		.262230	
the foundation has been in existen		al off life 2 by 5,	or by the number	OI yea	115		3		.052446	
the foundation has been in existen	Le II Iess IIIaii 5 years						\vdash		.032440	
4 Enter the net value of noncharitable	e-use assets for 2013 from Part	X. line 5					4		23,994,302.	
. Embrare no not value of monomernae.		.,							, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
5 Multiply line 4 by line 3							5		1,258,405.	
										
6 Enter 1% of net investment income	e (1% of Part I, line 27b)						6		42.	
7 Add lines 5 and 6							7		1,258,447.	
8 Enter qualifying distributions from	•						8		*8,000,000.	
If line 8 is equal to or greater than	line 7, check the box in Part VI, li	ine 1b, and comp	lete that part usin	g a 19	% tax rate					
See the Part VI instructions.									000 DE (0040)	

NSN Foundation In	ion Inc.
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Form 990-PF (2013) Attn: Ken Slutsky, Tax Exempt Inst Grp				769097		6	Page 4
Part VI Excise Tax Based on Investment Income (Section 494	40(a), 4940(b),	4940(e), or 4	948	- see ins	truc	tio	าร)
1a Exempt operating foundations described in section 4940(d)(2), check here ▶ and	enter "N/A" on line 1.	<u> </u>					
Date of ruling or determination letter: (attach copy of letter if ne	ecessary-see instruc	tions)					
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here	🖊 🗓 and enter 1	%	1			_	42.
of Part I, line 27b							
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 49	% of Part I, line 12, o	ol. (b). J					
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				42.
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				42.
6 Credits/Payments:			₹ .>				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,621.	3	.			
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			4,	621.
8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is att	ached		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			4	579.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax	4,57	Refunded -	11				0.
Part VII-A Statements Regarding Activities		,					
1a During the tax year, did the foundation attempt to influence any national, state, or local legi	islation or did it parti	cipate or intervene	ın		Y	es	No
any political campaign?	·	•		ļ .	a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purpo	oses (see instruction	s for the definition)?		ь		х
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities a							
distributed by the foundation in connection with the activities.	, ,	•					
c Did the foundation file Form 1120-POL for this year?				1 .	ic	1	х
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during th	ne year:						
(1) On the foundation. ▶ \$ 0. (2) On foundation manager		0.				- 1	
e Enter the reimbursement (if any) paid by the foundation during the year for political expens		n foundation					
managers. ▶ \$ 0.	·						
2 Has the foundation engaged in any activities that have not previously been reported to the	IRS?				2		x
If "Yes," attach a detailed description of the activities	•				\neg		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing	instrument, articles	of incorporation, o	r				
bylaws, or other similar instruments? If "Yes," attach a conformed copy of the change		,		1	3		х
4a Did the foundation have unrelated business gross income of \$1,000 or more during the ye	-			·	a	\neg	х
b If "Yes," has it filed a tax return on Form 990-T for this year?			N,		ь		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year	? See Statem	ent 4			5	\mathbf{x}	
If "Yes," attach the statement required by General Instruction T							
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied (either:			İ			
By language in the governing instrument, or				ļ			
By state legislation that effectively amends the governing instrument so that no mandato	ory directions that co	nflict with the state	law	l			
remain in the governing instrument?	,				6	x	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," co	omplete Part II. col	(c) and Part XV	,	_	` 	x	
Jia and loan danier at loads \$40,000 in addition at any anno 121 mg and 142 in 700, 000	in proto r art ii, oor	(0), 4.74 / 4.17 / 1		-	+	_	
8a Enter the states to which the foundation reports or with which it is registered (see instructi	ons) ►				-		
ŊJ			-				
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)	-		l		
of each state as required by General Instruction G? If "No," attach explanation	,	3 -,		·	ь -	x	-
9 Is the foundation claiming status as a private operating foundation within the meaning of s	ection 4942(1)(3) or	4942(i)(5) for cale	ndar	- <u>`</u>	_	\neg	
year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes,"					9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a scheo	•			⊢	0		x

	1990-PF(2013) Actr: Ken Slutsky, Tax Exempt Inst Grp 22-3769	09/		Page :
_	art 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		1	1
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		х
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	<u>L</u>	х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address N/A			
14	The books are in care of ► Kenneth J. Slutsky - TEIG Telephone no. ► 973-59	7-2510		
	Located at ► Lowenstein Sandler 65 Livingston Ave, Roseland NJ ZIP+4 ►	07068		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			lacksquare
	and enter the amount of tax-exempt interest received or accrued during the year	N	/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16		х
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign	/		
	country			
Pa	art 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
18	a 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?	。		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	-	1	
	a disqualified person?	0		*
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	.		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	.	İ	
	(5) Transfer any income or assets to a disqualified person (or make any of either available			i
	for the benefit or use of a disqualified person)?	.		
	(6) Agree to pay money or property to a government official? (Exception. Check "No"	`		1
	if the foundation agreed to make a grant to or to employ the official for a period after	Ì		
	termination of government service, if terminating within 90 days.)	.	ļ	1
	b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations]
Ì	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	16	1	1
	Organizations relying on a current notice regarding disaster assistance check here	¬ ¨	 	
	c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected	-		
•	before the first day of the tax year beginning in 2013?	1c		x
9	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation	''	┼	 ^ -
4	defined in section 4942(j)(3) or 4942(j)(5)):		1	
	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 X N	o ;		
	If "Yes," list the years > , , ,	" <i>"</i>		2
	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	┼	ļ
•	c if the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
3				
	during the year? Yes X N	°	1.	
	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		1	
	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	1	1 *	
	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,	1.		ļ.'
	Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	 	<u> </u>
	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	-	Х
I	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	L	X_

	•	1	,	1
NISON Mangement, LLC	Member			
65 Livingston Avenue]		1	1
Roseland, NJ 07068	0.10	0.	0.	0
2 Compensation of five highest-paid employees (other than those in	cluded on line 1). If none,	enter "NONE."		
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
	1			
	_]			
	<u> </u>			
			į	}
	l		<u> </u>	
Total number of other employees paid over \$50,000			▶_	

3 Five highest-paid independent contractors for professional services. If none, ente	r "NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<u> </u>		
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 statis	tical information such as the	
number of organizations and other beneficiaries served, conferences convened, research papers produced to the conference of organizations and other beneficiaries served, conferences convened, research papers produced to the conference of organizations and other beneficiaries served.	duced, etc.	Expenses
1 N/A		
2		
3		
4		
Part IX-B Summary of Program-Related Investments		<u></u>
Describe the two largest program-related investments made by the foundation during the tax year on	lines 1 and 2.	Amount
1 N/A		
2		
All other program-related investments. See instructions.		1
3		
Total. Add lines 1 through 3	•	0.
		Form 990-PF (2013)

P	Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndations, se	e instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	99,139.
b	Average of monthly cash balances	1b	24,260,558.
	Fair market value of all other assets	1c	<u></u>
d	Total (add lines 1a, b, and c)	1d	24,359,697.
е	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	24,359,697.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	365,395.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,994,302.
6	Minimum investment return. Enter 5% of line 5	6	1,199,715.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	nd certain	
1	Minimum investment return from Part X, line 6	1	1,199,715.
2a	Tax on investment income for 2013 from Part VI, line 5		
b	Income tax for 2013. (This does not include the tax from Part VI.)	<u> </u>	
C	Add lines 2a and 2b	2c	42.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,199,673.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,199,673.
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	1,199,673.
P	Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		<u></u>
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	8,000,000.
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	
þ	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	*8,000,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income. Enter 1% of Part I, line 27b	5	42.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,999,958.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of	qualifies for th	e section

Form **990-PF** (2013)

*See Statement 3

4940(e) reduction of tax in those years.

Attn: Ken Slutsky, Tax Exempt Inst Grp

Page 9

Part XIII Undistributed Income (see instructions)

1 Distributable amount for 2013 from Part XI, Inter 2 Understreaded moons, rate, is as the send of 2019 activated moons, rate, is as the send of 2019 because after amount for 2012 only brotal for price years: 9. 3 Excess scribosultons carryover, if any, to 2013: a From 2008 br From 2009 c From 2010 d From 2011 c From 2012 from 2011 c From 2012 from 2011 c From 2012 from 2011 c From 2012 from 2014 c From 2012 from 2014 c From 2015 f		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
Enter annount for 2012 only Floral for promy years: 0. Steess distributions carry over, if any, to 2013: a From 2098 b From 2099 c From 2010 d From 2011 e From 2011 e From 2011 e From 2012 I Total of lims 3.3 through e 0. Applied to 2012, but not more than line 2a Applied to 2012, but not more than line 2a Applied to 2012, but not more than line 2a Applied to 2012, but not more than line 2a Applied to 2012, but not more than line 2a Applied to 2013 distributibility amount e Fleat and as fortholded amount e Remaining amount distributed out of corpus (Election required - see instructions) 0. Enter the net total of a cholenta amount e Remaining amount distribution of the same amount e Remaining amount distribution of the same amount e Remaining amount distribution of the same amount e Remaining amount distribution on the corpus (I file ton a see a file and to 10 to corpus I file in the net total of a cholenta in a file file in the set of the section of 40 to corpus I file in the net total of a cholenta in a file file in the set of the section of 40 to corpus I file in the net total of a cholenta in a file file in the section of 40 to corpus I file in the net total of a cholenta in a file in the section of 40 to corpus I file in the net total of a cholenta in a file in the section of 40 total of 40 total of 40 total of 40 total of 40 total of 40		,	>	,	1,199,673.
3 Excess distributions carryover, if any, to 2013: a From 2008 b From 2009 c From 2010 c From 2011 c From 2012 c F	2 Undistributed income, if any, as of the end of 2013		, \$		
Sizeses distributions carryover, if any, to 2013: a From 2008 b From 2009 c From 2010 d From 2011 c From 2011 c From 2011 d F	-			2,635,164.	\$ '
3 Excess distributions carryover, if any, to 2013: a From 2008 b From 2019 c From 2011 c From 2011 f Total of lines 3a through e 4. Dualifying distributions for 2013 from Part XII, line 4 1 ► \$ * * * * * * * * * * * * * * * * * *	b Total for prior years:			,	· · · · · · · · · · · · · · · · · · ·
b From 2009	3 Excess distributions carryover, if any, to 2013:				
From 2010 dFrom 2011 1 Total of lines 3a through e 0. 4 Qualifying distributions for 2013 from Part XII, Ilma 4: ▶ \$ 8,000,000. Applied to 10; but not more than line 2a DApplied to 10; but not more than line 2a DApplied to 10; distributied income of prior years (Election required - see instructions) (Freated as distributions out of corpus (Election required - see instructions) (I of a distribution out of corpus (Election required - see instructions) 0. dApplied to 2013 distributions dound of corpus (Election required - see instructions) 0. dApplied to 2013 distributions dound of corpus (Election required - see instructions) 1. 1,199,673. 9. department of the same amount and the same amount mast seatement another (see in the same amount mast seatement outputs) 1. 1,199,673. 9. department of the same amount of the same amount mast seatement outputs (see in the same amount of the sam	a From 2008		,	٠,	ì
dFrom 2011 eFrom 2012 Total of Ines 3a through e	b From 2009	,		·	
dFrom 2011 eFrom 2012 Total of Ines 3a through e		·	•		5
Total of lines 3a through e	dFrom 2011			,	4 \$
Total of lines 3a through e	e From 2012			·	
4. Qualifying distributions for 2013 from Part XII, Ime 4: Ps	<u> </u>	······ 0.		,	
Part XII, line 4: N 5		,			
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 eRemaining amount distributed out of corpus 5 Excess destivations carryover applied to 2013 (if an immount appears in column (s)) d Enter the net total of each column as indicated below; a Corpus Add Innes 34. e.a. and se Subtract line 3 before the amount of prior years' undistributed income for which a notice of dictionerly has been previously assessed of 4942(s) tax has been previously assessed 1942(s) tax has been previously assessed under the form line 6b. Taxable amount -see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount -see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount -see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount -see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount -see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount -see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount -see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount -see instructions e Compus to satisfy requirements imposed by section 170(fb)(1)(f) or 4942(p)(3) Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover from 2008 Excess from 2010 EXCESS from 2011 EXCESS from 2011 EXCESS from 2011 EXCESS from 2012					
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amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	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		0.		,
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section 170(b)(1)(F) or 4942(g)(3) 8	7 Amounts treated as distributions out of		, ,	1	· ·
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not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 4 ,165 ,163. 10 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	section 170(b)(1)(F) or 4942(g)(3)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 4 ,165 ,163. 10 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	8 Excess distributions carryover from 2008		,		
Subtract lines 7 and 8 from line 6a 4 , 165 , 163 . 10 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	not applied on line 5 or line 7	0.		,	
a Excess from 2009 b Excess from 2010 c Excess from 2012 d Excess from 2012					
a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	Subtract lines 7 and 8 from line 6a	4,165,163.		`	
b Excess from 2010 c Excess from 2011 d Excess from 2012	10 Analysis of line 9:	,	*,* *		, ,
d Excess from 2011 dExcess from 2012	a Excess from 2009	,	κ .		
d Excess from 2012	b Excess from 2010			_	
	c Excess from 2011		, ,	«, ·	*
e Excess from 2013 4,165,163.	d Excess from 2012		The state of the s	y	
	e Excess from 2013 4,165,163.		\$	*	

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

c Any submission deadlines:

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3 Grants and Contributions Paid During the Y		Payment		
Recipient	If recipient is an individual,		T	
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
a Paid during the year				
CHDI Foundation Inc *		501C-3	For the general fund	
350 Seventh Ave			of the charity	
New York, NY 10001				49,000,000.
Total			▶ 3a	49,000,000.
b Approved for future payment				1
Wassa				
None				
				Ì
		1		
	1	 		
				1
T-1.1	<u> </u>	<u></u>	1	
Total			<u>▶</u> 3b_	0.

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Attn: Ken Slutsky, Tax Exempt Inst Grp

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated	business income	Exclud	ded by section 512, 513, or 514	(e)
chief gross amounts unless otherwise mulcated.	(a)	(b)	(C) Exclu-	(d)	Related or exempt
4 Due avere company restantes	(a) Business	Amount	sion	Amount	function income
1 Program service revenue:	code		1-000		
å			╂		
b			┼		
C					
d			4		
e					
f			1		
g Fees and contracts from government agencies			1		
2 Membership dues and assessments			↓		
3 Interest on savings and temporary cash					
investments			ļ		
4 Dividends and interest from securities			14	4,207.	
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			1 1		
property	1 1			ŀ	
7 Other investment income					
8 Gain or (loss) from sales of assets other			1		
than inventory	1 1				
9 Net income or (loss) from special events		<u>-</u>	1		
10 Gross profit or (loss) from sales of inventory	 		1 1		,_
11 Other revenue:			1		
	1 1				
	 		 		
		 	+		
d	-				
<u> </u>	 		+ -		
6 40 Cubasta Add calumas (b) (d) and (e)	 	0	+	4,207.	0.
12 Subtotal, Add columns (b), (d), and (e)	<u> </u>	•	•		4,207.
13 Total. Add line 12, columns (b), (d), and (e)				13	4,207.
(See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities t	o the Acco	mplishment of E	xemp	t Purposes	
Line No. Explain below how each activity for which inco	ma io reported in	a column (a) of Part VVI (\ oontrib	uted importantly to the secom	nlichment of
the foundation's event nursees (ather than			A COITHIN	uted importantly to the accom	pasimentoi
the foundation's exempt purposes (other than	by providing fair	ds for such purposes).			
				· · ·	· · · · · · · · · · · · · · · · · · ·
			-	· · ·	· · · · · · · · · · · · · · · · · · ·
			-		
	-				
			-		
			-		

22-3769097 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Excitipt organ	izationo					
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of						n 501(c) of	Yes	No
the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?							Į.	1
a	Transfers t	from the reporting founda	ation to a noncharitable exempt org	ganization of:				
	(1) Cash					1a(1)	x
	(2) Other	assets				1a(2)	х
b	Other trans	sactions:						
	(1) Sales	of assets to a noncharital	ble exempt organization			1b(1)	х
	(2) Purch	ases of assets from a noi	ncharitable exempt organization			1b(2)	x
	(3) Renta	l of facilities, equipment,	or other assets			1b(3)	x
	(4) Reimb	oursement arrangements				1b(4)	х
	(5) Loans	or loan guarantees				1b(5)	х
	(6) Perfor	rmance of services or me	mbership or fundraising solicitatio	ins		16(6)	x
C	Sharing of	facilities, equipment, ma	iling lists, other assets, or paid em	ployees		10		х
d	If the answ	ver to any of the above is	"Yes," complete the following sche	dule. Column (b) should alwa	ays show the fair ma	arket value of the goods, other a	ssets,	
	or services	s given by the reporting fo	oundation. If the foundation receive	ed less than fair market value	in any transaction (or sharing arrangement, show i	1	
	column (d) the value of the goods,	other assets, or services received.					
(a)ı	ine no	(b) Amount involved	(c) Name of noncharitable	e exempt organization	(d) Description (of transfers, transactions, and sharing	arrangem	ents
			N/A		<u> </u>			
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0-	la Aba face	-dation dispaths or indicas	the effiliated with an related to ano	or more toy everet ergenz	tions described			
Za		=	tly affiliated with, or related to, one		ations described		. [v	□No
			r than section 501(c)(3)) or in sect	110H 327 F		L 1	#S LA	100
D	ii Yes, co	omplete the following sch (a) Name of org		(b) Type of organization		c) Description of relationship		
		N/A	ganizution	(b) Type of organization		o pescription of relationship		
		N/A	·—··		· · · · · · · · · · · · · · · · · · ·			
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-	Under	penalties of perjury, I declare	that I have examined this return, including	ng accompanying schedules and s	tatements, and to the t	pest of my knowledge	uv diamon	
Si	gn and be	allef, it is true, correct, and cor	mplete Declaration of preparer (other tha	in taxpayer) is based on all informa	ation of which preparer	. a lotain with	the prepa	arer
	ere	Kom (1	US	1/0/13/16	Vice Pres		ow (see in	No No
	Sign	nature of officer or trustee		Date	Title		-	لــــــــــــــــــــــــــــــــــــــ
		Print/Type preparer's na	ame Preparer's s	(gusture	Date	Check If PTIN		
			.1(.)	12/10-	9/29/15	self- employed		
Pa	aid	James ta	(·110	if directs	1/27/13	P012983	13	
	eparer	Firm's name ► KPMG	LLP			Firm's EIN ▶ 13-5565207		
U	se Only	L						
		Firm's address ► 345	Park Avenue					
		New	v York, NY 10154			Phone no. 212-758-970)	
						Form C	On DE	(2013)

Form 990-PF	Dividends	and Interest	from Secur	ities	Statement 1
Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest ment Incom	(c) t~ Adjusted me Net Income
Divd Inc - Mny Fds Int income - Asset	3,649.	0.	3,649.	3,64	19.
backed Securities	558.	0.	558.	55	58.
To Part I, line 4	4,207.	0.	4,207.	4,20	07.
Form 990-PF		Other Invest	ments		Statement 2
Description		Valua: Metho		k Value	Fair Market Value
Asset Backed Securit	ties	COS	r	22,567.	11,817.
Total to Form 990-Pi	F, Part II,	line 13		22,567.	11,817.

FORM 990-PF	Statement 3
Part I, Line 25, column (d); Part V, Line 8;	
Part XII, Lines 1a and 4; Part XIII, Line 4	

Although the Foundation distributed \$49,000,000 in cash to CHDI Foundation, Inc. ("CHDI") on May 28, 2014 (see Part 1, Line 25, column (a)), only \$8,000,000 of that total is reported on Part 1, Line 25, column (d) because only this amount constituted a "qualifying distribution" within the meaning of section 4942(g) of the Internal Revenue Code (the "Code") for the Foundation's taxable year ending November 30, 2014. CHDI is an organization described in Code section 4942(g)(1)(A)(ii). Thus, in order for any contribution from the Foundation to CHDI to qualify as a "qualifying distribution", it must satisfy the requirements of Code section 4942(g)(3) and Treasury Regulations section 53.4942(a)-3(c).

The Foundation's \$8,000,000 contribution to CHDI constitutes a "qualifying distribution" within the meaning of Code section 4942(g)(3) and Treasury Regulations section 53.4942(a)-3(c) because:

- i. not later than the close of its taxable year ending October 31, 2014, the taxable year in which such contribution was received, CHDI satisfied the obligation to distribute the amount of such contribution (by use of its excess distributions carryover) and such distribution was a qualifying distribution (within the meaning of Code section 4942(g)(1) or (g)(2), without regard to Code section 4942(g)(3)) which was treated under Code section 4942(h) as a distribution out of corpus;
- ii. CHDI had no remaining undistributed income for any prior taxable year; and
- iii. the Foundation obtained adequate records from CHDI showing (i) that such qualifying distribution had been made by CHDI, (ii) that such distribution was satisfied by CHDI's use of its excess distributions carryover, which had not been, and will not be, availed of by CHDI for any other purpose, and (iii) CHDI elected pursuant to Treasury Regulations section 53.4942(a)-3(c)(2)(iv) to treat as a current distribution out of corpus \$8,000,000 of its excess qualifying distributions carryover from a prior taxable year.

Although the remaining \$41,000,000 component of the distribution is not a qualifying distribution with respect to the Foundation, the Foundation has exercised expenditure responsibility with respect to such component (as well as the \$8,000,000 component which constitutes a qualifying distribution) (see Statement 5).

NSN	Foun	dation,	Inc.
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FORM 990-PF	
Part VII-A, Line	5

Statement 4

On May 28, 2014 the Foundation distributed \$49,000,000 in cash to CHDI Foundation, Inc., a private foundation organized as a New Jersey not-for-profit corporation, located at 65 Livingston Avenue, Roseland, New Jersey 07068. Of this total, \$8,000,000 constituted a qualifying distribution by the Foundation. In accordance with General Instruction T, this distribution is disclosed on this line because it constituted more than 25% of the fair market value of the net assets of the Foundation at the beginning of the Foundation's tax year.

FORM 990-PF

Statement 5

Part VII-B, Line 5c; Part XV, Line 3a

Report in Accordance with Treasury Regulations Section 53.4945-5(d)

On May 28, 2014, the Foundation distributed \$49,000,000 in cash to CHDI Foundation, Inc. ("CHDI") (EIN: 73-1683871), consisting of a \$8,000,000 component that constitutes a qualifying distribution and a \$41,000,000 component that does not constitute a qualifying distribution. CHDI is classified as a private foundation. In accordance with the "expenditure responsibility" requirements of Internal Revenue Code section 4945(h) and Treasury Regulations section 53.4945-5, the Foundation conducted a pre-grant inquiry and the total contribution is governed by two written grant agreements between the Foundation and CHDI (one grant agreement covering the \$8,000,000 component and the second grant agreement covering the \$41,000,000 component). In order for the Foundation to satisfy the requirements of Treasury Regulations section 53.4945-5(d), attached are two reports (one report covering the \$8,000,000 component and the second report covering the \$41,000,000 component) regarding the status of the grant funds as of October 31, 2014, which were submitted by CHDI to the Foundation in accordance with Treasury Regulations section 53.4945-5(c).