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Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation: ABRAMS FOUNDATION INC. A Employer identification number: 04-6856820. B Telephone number: (617) 646-6140. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. J Accounting method: Cash. Fair market value of all assets at end of year: \$90,780,763.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26). Total revenue: 15,222,906. Total expenses: 5,567,337. Net investment income: 4,281,922.

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	8,628,368	7,892,323	7,892,323		
	2	Savings and temporary cash investments	560,039	535,414	535,414		
	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)	4,615,509 <input type="checkbox"/>	4,705,239	8,565,684		
	c	Investments—corporate bonds (attach schedule)	793,081 <input type="checkbox"/>	831,414	823,239		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	31,780,510 <input type="checkbox"/>	44,280,510	72,964,103		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)	<input type="checkbox"/> 6,423,000	<input type="checkbox"/> 0	<input type="checkbox"/> 0			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	52,800,507	58,244,900	90,780,763			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)	<input type="checkbox"/> 26,170	<input type="checkbox"/> 0			
23	Total liabilities (add lines 17 through 22)	26,170	0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	150,015	150,015			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0			
29	Retained earnings, accumulated income, endowment, or other funds	52,624,322	58,094,885				
30	Total net assets or fund balances (see instructions)	52,774,337	58,244,900				
31	Total liabilities and net assets/fund balances (see instructions)	52,800,507	58,244,900				

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	52,774,337
2	Enter amount from Part I, line 27a	2	9,655,569
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	62,429,906
5	Decreases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	5	4,185,006
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	58,244,900

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
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	3,682,207
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 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))
2013	3,443,778	67,678,622	0.050884
2012	3,304,081	54,293,552	0.060856
2011	3,779,070	53,165,788	0.071081
2010	1,950,887	41,437,425	0.047080
2009	2,409,161	35,341,792	0.068167

2 Total of line 1, column (d).	2	0.298068
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	0.059614
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	80,270,309
5 Multiply line 4 by line 3.	5	4,785,234
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	42,819
7 Add lines 5 and 6.	7	4,828,053
8 Enter qualifying distributions from Part XII, line 4.	8	4,609,259

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	85,638
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	85,638
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	85,638
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	68,935
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	68,935
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	16,703
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA _____		
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? <i>If "No," attach explanation.</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		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? Website address N/A	13	Yes	
14	The books are in care of DAVID AMY ABRAMS Telephone no (617) 646-6140 Located at 222 BERKELEY STREET BOSTON MA ZIP+4 02116			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country	16	Yes	No

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
1c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2014 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870.</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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
DAVID C ABRAMS 222 BERKELEY STREET BOSTON, MA 02116	TRUSTEE AND DIRECTOR 1 00	0	0	0
AMY ABRAMS 222 BERKELEY STREET BOSTON, MA 02116	TRUSTEE AND DIRECTOR 8 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
GARDNER RUSSO & GARDNER 223 EAST CHESTNUT STREET LANCASTER, PA 17602	INVESTMENT MANAGEMENT SERVICES	85,803
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 NONE	0
2 _____ _____ _____	
All other program-related investments. See instructions	
3 	0
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	9,141,992
b	Average of monthly cash balances.	1b	7,969,887
c	Fair market value of all other assets (see instructions).	1c	64,380,820
d	Total (add lines 1a, b, and c).	1d	81,492,699
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	81,492,699
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,222,390
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	80,270,309
6	Minimum investment return. Enter 5% of line 5.	6	4,013,515

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	4,013,515
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	85,638
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	85,638
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,927,877
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,927,877
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	3,927,877

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	4,609,259
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	4,609,259
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,609,259

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				3,927,877
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	642,071			
b From 2010.				
c From 2011.	1,169,703			
d From 2012.	627,511			
e From 2013.	101,276			
f Total of lines 3a through e.	2,540,561			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>4,609,259</u>				
a Applied to 2013, 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 2014 distributable amount.				3,927,877
e Remaining amount distributed out of corpus	681,382			
5 Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,221,943			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions).	642,071			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a.	2,579,872			
10 Analysis of line 9				
a Excess from 2010.				
b Excess from 2011.	1,169,703			
c Excess from 2012.	627,511			
d Excess from 2013.	101,276			
e Excess from 2014.	681,382			

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(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 or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 4,549,743
b <i>Approved for future payment</i>				
Total				▶ 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (NET UBTI FROM PARTNERSHIPS, UBTI CAPITAL GAINS FROM PARTNERSHIPS), 12 Subtotal, 13 Total.

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: 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

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... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities...

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...

Table with 4 columns: (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... [] Yes [x] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here

Signature of officer or trustee: ***** Date: 2015-11-03 Title: *****

May the IRS discuss this return with the preparer shown below (see instr)? [x] Yes [] No

Paid Preparer Use Only

Print/Type preparer's name: RIAZ S QUREISHI CPA, Preparer's Signature, Date, Check if self-employed [x], PTIN: P00047903, Firm's name: PERELSON WEINER LLP, Firm's address: ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 100172286, Firm's EIN: 13-3791592, Phone no: (212) 605-3100

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)
FROM K-1 BAUPOST LIMITED PARTNERSHIP 1983	P		
FROM K-1 BAUPOST LIMITED PARTNERSHIP 1983	P		
FROM K-1 ACACIA INSTITUTIONAL PARTNERS	P		
FROM K-1 ACACIA INSTITUTIONAL PARTNERS	P		
FROM K-1 EQUINOX ILLIQUID FUND, LP	P		
FROM K-1 EQUINOX ILLIQUID FUND LP	P		
FROM K-1 RAFFLES ASSOCIATS LP	P		
FROM K-1 RAFFLES ASSOCIATS LP	P		
FROM K-1 RATIONAL INVESTMENT GROUP, LP	P		
FROM K-1 RATIONAL INVESTMENT GROUP, LP	P		

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)
			549,247
			41,813
			58,342
			1,232,766
			18,838
			-89,432
			-251,217
			-40,194
			41,270
			162,659

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			549,247
			41,813
			58,342
			1,232,766
			18,838
			-89,432
			-251,217
			-40,194
			41,270
			162,659

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)
FROM K-1 HIGHFIELDS CAPITAL IV LP	P		
FROM K-1 HIGHFIELDS CAPITAL IV LP	P		
FROM K-1 HIGH VISTA II LP	P		
FROM K-1 HIGH VISTA II LP	P		
FROM K-1 ARBITER SPECIAL OPPORTUNITY FUND I, LP	P		
FROM K-1 ARBITER PARTNERS QP LP	P		
FROM K-1 ARBITER PARTNERS QP LP	P		
FROM K-1 NEWTYN TE PARTNERS LP	P		
FROM K-1 NEWTYN TE PARTNERS LP	P		
FROM K-1 FINEPOINT CAPITAL PARTNERS II, LP	P		

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)
			248,177
			1,166,537
			-7,527
			-472
			295
			-202,156
			418,124
			1,259
			288,340
			5,349

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	
			248,177
			1,166,537
			-7,527
			-472
			295
			-202,156
			418,124
			1,259
			288,340
			5,349

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)
FROM K-1 FINEPOINT CAPITAL PARTNERS II, LP	P		
GARDNER RUSSO & GARDNER	P		
GARDNER RUSSO & GARDNER	P		

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)
			31,370
			-662
			9,481

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	
			31,370
			-662
			9,481

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).

DAVID C ABRAMS
AMY ABRAMS

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BERKLEE COLLEGE OF MUSIC 1140 BOYLSTON STREET BOSTON, MA 02215	NONE	PUBLIC CHARITY	PHILIP BAILEY CITY MUSIC SCHOLARSHIP/GENERAL PURPOSE	1,000,000
BOSTON SYMPHONY ORCHESTRA 301 MASSACHUSETTS AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY	GENERAL PURPOSE	10,000
BROWN UNIVERSITY 110 ELM STREET BOX 1893 PROVIDENCE, RI 02912	NONE	PUBLIC CHARITY	ANNUAL FUND	50,000
CIVIC LEADERSHIP FUND AT THE BOSTON FOUNDATION 75 ARLINGTON ST 10TH FLOOR BOSTON, MA 02116	NONE	PUBLIC CHARITY	GENERAL PURPOSE	25,000
COLUMBIA UNIVERSITY - SIPA 420 WEST 118TH STREET MAIL CODE 3328 INTERNATIONAL AFFAIRS BUILDING NEW YORK, NY 10027	NONE	PUBLIC CHARITY	ANNUAL FUND	25,000
COLUMBIA UNIVERSITY SCHOOL OF BUSINESS 33 W 60TH STREET 7TH FL NEW YORK, NY 10023	NONE	PUBLIC CHARITY	ANNUAL FUND	25,000
COMBINED JEWISH PHILANTHROPIES BOSTON 126 HIGH STREET BOSTON, MA 02110	NONE	PUBLIC CHARITY	ANNUAL FUND	500,000
FACING HISTORY AND OURSELVES 16 HARD ROAD BROOKLINE, MA 02445	NONE	PUBLIC CHARITY	ANNUAL FUND, PLEDGE PAYMENT	100,000
ISABELLA STEWART GARDNER MUSEUM 280 FENWAY BOSTON, MA 02215	NONE	PUBLIC CHARITY	GENERAL PROGRAM SUPPORT	1,000,000
KIPP ACADEMY LYNN 90 HIGH ROCK STREET LYNN, MA 01902	NONE	PUBLIC CHARITY	GENERAL PURPOSE	10,000
MATCH CHARTER PUBLIC SCHOOL 1001 COMMONWEALTH AVE BOSTON, MA 02215	NONE	PUBLIC CHARITY	GENERAL PURPOSE	10,000
MILTON ACADEMY 170 CENTRE STREET MILTON, MA 02186	NONE	PUBLIC CHARITY	ANNUAL FUND, CLASS I 2008 ENDOWMENT FUND FOR FACULTY	50,000
STEPPINGSTONE FOUNDATION 155 FEDERAL ST 800 BOSTON, MA 02110	NONE	PUBLIC CHARITY	GENERAL PURPOSE	10,000
STEPS TO SUCCESS 115 GREENOUGH STREET BROOKLINE, MA 02445	NONE	PUBLIC CHARITY	ANNUAL FUND	10,000
STRATEGIC GRANT PARTNERS 240 NEWBURY ST BOSTON, MA 02116	NONE	PUBLIC CHARITY	GENERAL PURPOSE	544,743
Total			3a	4,549,743

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SUMMER SEARCH 500 AMORY ST 2 JAMAICA PLAIN, MA 02130	NONE	PUBLIC CHARITY	GENERAL PURPOSE	10,000
TEACH FOR AMERICA 60 CANAL ST BOSTON, MA 02114	NONE	PUBLIC CHARITY	GENERAL PURPOSE	50,000
THE BETTER ANGELS SOCIETY ONE ASHFIELD STREET 3 SHELBURNE FALLS, MA 01370	NONE	PUBLIC CHARITY	KEN BURNS FILM VIETNAM	1,000,000
UNCOMMON SCHOOLS FBO ROXBURY PREPARATORY CHARTER SCHOOL 120 FISHER AVENUE ROXBURY, MA 02120	NONE	PUBLIC CHARITY	LITERACY POSITION/ANNUAL FUND	10,000
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA, PA 19104	NONE	PUBLIC CHARITY	GENERAL PURPOSE	50,000
WGBH ONE GUEST STREET BOSTON, MA 02135		PUBLIC CHARITY	INITIATIVE OF FRONTLINE	50,000
YEAR UP 93 SUMMER STREET 5TH FLOOR BOSTON, MA 02110	NONE	PUBLIC CHARITY	GENERAL PURPOSE	10,000
Total			3a	4,549,743

TY 2014 Accounting Fees Schedule

Name: ABRAMS FOUNDATION INC

EIN: 04-6856820

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	19,870	9,935		9,935

**TY 2014 All Other Program
Related Investments Schedule**

Name: ABRAMS FOUNDATION INC

EIN: 04-6856820

Category	Amount
NONE	0

**TY 2014 Investments Corporate
Bonds Schedule**

Name: ABRAMS FOUNDATION INC

EIN: 04-6856820

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DOUBLELINE TOTAL RETURN BOND FUND	831,414	823,239

**TY 2014 Investments Corporate
Stock Schedule****Name:** ABRAMS FOUNDATION INC**EIN:** 04-6856820

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GARDNER RUSSO & GARDNER - VARIOUS PUBLICLY TRADED SECURITIES	4,705,239	8,565,684

TY 2014 Investments - Other Schedule**Name:** ABRAMS FOUNDATION INC**EIN:** 04-6856820

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
KENSICO OFFSHORE FUND LTD	AT COST	2,650,000	10,577,955
RAFFLES ASSOCIATES, L.P.	AT COST	5,250,000	5,218,050
ACACIA INSTITUTIONAL PARTNERS, L.P..	AT COST	5,000,000	10,989,927
CROSS SHORE FUND, LTD.	AT COST	1,000,000	1,676,784
HIGHFIELDS CAPITAL IV LP	AT COST	3,453,510	6,635,528
BAUPOST LIMITED PARTNERSHIP 1983 C-1	AT COST	1,427,000	7,271,060
HIGHVISTA II LIMITED PARTNERSHIP	AT COST	1,000,000	1,651,416
EQUINOX ILLIQUID FUND, LP	AT COST	2,000,000	3,428,217
RATIONAL INVESTMENT GROUP, LP	AT COST	1,000,000	1,385,863
ARBITER SPECIAL OPPORTUNITIES FUND I, LP	AT COST	500,000	1,066,049
ARBITER PARTNERS QP, LP	AT COST	4,000,000	4,423,555
NEWTYN TE PARTNERS, LP	AT COST	3,000,000	3,733,711
GREENLIGHT CAPITAL	AT COST	4,500,000	5,272,478
ARBITER SPECIAL OPPORTUNITIES FUND II, LP	AT COST	2,000,000	1,966,188
FINEPOINT CAPITAL PARTNERS II, L.P.	AT COST	5,000,000	4,823,556
TBC OFFSHORE LTD.	AT COST	2,500,000	2,843,766

TY 2014 Other Assets Schedule

Name: ABRAMS FOUNDATION INC

EIN: 04-6856820

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DISTRIBUTION RECEIVABLE - HIGHFIELDS CAPITAL LTD	923,000	0	0
DEPOSIT FOR INVESTMENT - ARBITER SPECIAL OPPORTUNITIES	3,000,000	0	0
DEPOSIT FOR INVESTMENT - THREE BAYS CAPITAL (TBC OFFSHORE)	2,500,000	0	0

TY 2014 Other Decreases Schedule

Name: ABRAMS FOUNDATION INC

EIN: 04-6856820

Description	Amount
BOOK/TAX DIFFERENCE - PARTNERSHIP INCOME	4,185,006

TY 2014 Other Expenses Schedule

Name: ABRAMS FOUNDATION INC

EIN: 04-6856820

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER EXPENSES/FILING FEES	2,085	0		2,085
FROM K-1 RAFFLES ASSOCIATES LP	112,729	112,729		0
FROM K-1 ACACIA INSTITUTIONAL PARTNERS	3,614	3,614		0
FROM K-1 HIGHFIELDS CAPITAL IV LP	79,544	79,544		0
FROM K-1 BAUPOST LIMITED PARTNERSHIP 1983 C-1	33,986	33,986		0
FROM K-1 EQUINOX ILLIQUID FUND, LP	87,250	87,250		0
FROM K-1 HIGHVISTA II L P	35,420	35,420		0
FROM K-1 RATIONAL INVESTMENT GROUP, LP	30,556	30,556		0
FROM K-1 NEWTYN TE PARTNERS, LP	101,012	101,012		0
FROM K-1 ARBITER SPECIAL OPPORTUNITIES FUND I, LP	6,637	6,637		0
FROM K-1 ARBITER PARTNERS QP, LP	107,817	107,817		0
FROM K-1 ARBITER SPECIAL OPPORTUNITIES FUND II, LP	14,797	14,797		0
FROM K-1 FINEPOINT CAPITAL PARTNERS II LP	109,731	109,731		0

TY 2014 Other Income Schedule**Name:** ABRAMS FOUNDATION INC**EIN:** 04-6856820

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 HIGHVISTA II LP	0	0	0
FROM K-1 BAUPOST LIMITED PARTNERSHIP 1983 C-1	85,735	85,735	85,735
FROM K-1 RAFFLES ASSOCIATES LP	6,229	6,229	6,229
FROM K-1 RATIONAL INVESTMENT GROUP, LP	28	28	28
FROM K-1 ARBITER SPECIAL OPPORTUNITIES FUND I, LP	568	568	568
FROM K-1 ARBITER SPECIAL OPPORTUNITIES FUND II, LP	-1,528	-1,528	-1,528
FROM K-1 ARBITER PARTNERS QP LP	-193	-193	-193
FROM K-1 NEWTYN TE PARTNERS LP	58,537	58,537	58,537
FROM K-1 ACACIA INSTITUTIONAL PARTNERS	-7,154	-7,154	-7,154
FROM K-1 EQUINOX ILLIQUID FUND, LP	40,902	40,902	40,902
FROM K-1 FINEPOINT CAPITAL PARTNERS II, LP	-6,685	-6,685	-6,685
FROM K-1 HIGHFIELDS CAPITAL IV LP	38,793	38,793	38,793
NET UBTI FROM PARTNERSHIPS	-8,983		-8,983
UBTI CAPITAL GAINS FROM PARTNERSHIPS	31,889		31,889

TY 2014 Other Liabilities Schedule

Name: ABRAMS FOUNDATION INC

EIN: 04-6856820

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO BROKER FOR SECURITIES PURCHASED	26,170	0

TY 2014 Other Professional Fees Schedule

Name: ABRAMS FOUNDATION INC

EIN: 04-6856820

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	4,000	0		4,000
INVESTMENT MANAGEMENT FEES	85,803	85,803		0

TY 2014 Taxes Schedule

Name: ABRAMS FOUNDATION INC

EIN: 04-6856820

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	16,731	16,731		0
FROM K-1 ACACIA INSTITUTIONAL PARTNERS - FOREIGN TAXES	8,799	8,799		0
FROM K-1 EQUINOX ILLIQUID FUND, LP - FOREIGN TAXES	6,413	6,413		0
FROM K-1 RAFFLES ASSOCIATES LP - FOREIGN TAXES	2,480	2,480		0
FROM K-1 RATIONAL INVESTMENT GROUP, LP - FOREIGN TAXES	4,134	4,134		0
FROM K-1 HIGHFIELDS CAPITAL IV LP - FOREIGN TAXES	5,337	5,337		0
FROM K-1 BAUPOST LTD PARTNERSHIP 1983 C-1- FOREIGN TAXES	2,448	2,448		0
FORM K-1 HIGHVISTA II LP - FOREIGN TAXES	824	824		0
FROM K-1 NEWTYN TE PARTNERS, LP - FOREIGN TAXES	4,643	4,643		0
FROM K-1 ARBITER SPECIAL OPPORTUNITIES FUND I, LP - FOREIGN TAXES	2,139	2,139		0
FROM K-1 ARBITER PARTNERS QP, LP - FOREIGN TAXES	15,266	15,266		0
PAYROLL TAXES	3,496	0		3,496
FROM K-1 ARBITER SPECIAL OPPORTUNITIES FUND II, LP - FOREIGN TAXES	28,411	28,411		0
FROM K-1 FINEPOINT CAPITAL PARTNERS II, LP	1,622	1,622		0
FEDERAL EXCISE TAX	40,000	0		0

Schedule B
(Form 990, 990-EZ, or 990-PF)

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

▶ **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.

2014

Name of the organization

ABRAMS FOUNDATION INC

Employer identification number

04-6856820

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, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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
 ABRAMS FOUNDATION INC

Employer identification number
 04-6856820

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	DAVID C AND AMY ABRAMS 222 BERKELEY STREET BOSTON, MA 02116	\$ 10,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
ABRAMS FOUNDATION INC

Employer identification number
04-6856820

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
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____

Name of organization
ABRAMS FOUNDATION INC

Employer identification number
04-6856820

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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
_____	_____
_____	_____
_____	_____