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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation EVERETT FOUNDATION, INC.		A Employer identification number 11-6038040
Number and street (or P.O. box number if mail is not delivered to street address) 150 EAST 69TH STREET	Room/suite	B Telephone number 212-503-8800
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10021		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,244,079. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	68,663.	68,663.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,816.			
	b Gross sales price for all assets on line 6a	775,000.			
	7 Capital gain net income (from Part IV, line 2)		1,816.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	70,479.	70,479.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	10,000.	7,500.		2,500.
	c Other professional fees				
	17 Interest				
	18 Taxes	5,484.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	325.	0.		325.
	22 Printing and publications				
	23 Other expenses	2,914.	38.		2,876.
	24 Total operating and administrative expenses. Add lines 13 through 23	18,723.	7,538.		5,701.
	25 Contributions, gifts, grants paid	941,373.			941,373.
26 Total expenses and disbursements. Add lines 24 and 25	960,096.	7,538.		947,074.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<889,617.>				
b Net investment income (if negative, enter -0-)		62,941.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	57,999.	32,904.	32,904.
	2 Savings and temporary cash investments	715,363.	624,026.	624,026.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	2,022,874.	1,209,966.	1,209,966.
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7		5,252,953.	5,377,183.	5,377,183.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		8,049,189.	7,244,079.	7,244,079.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	8,049,189.	7,244,079.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	8,049,189.	7,244,079.		
31 Total liabilities and net assets/fund balances	8,049,189.	7,244,079.		

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	8,049,189.
2 Enter amount from Part I, line 27a	2	<889,617.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	84,507.
4 Add lines 1, 2, and 3	4	7,244,079.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,244,079.

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 200,000 FHLMC NOTE	P	09/23/05	01/15/14
b 25,000 FFCB BOND	P	05/29/09	04/17/14
c 200,000 FHLMC NOTE	P	09/21/05	01/30/14
d 200,000 FHLMC NOTE	P	09/29/05	11/13/14
e 150,000 FHLB BOND	P	03/05/08	08/13/14

(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 200,000.		200,500.	<500.>
b 25,000.		24,754.	246.
c 200,000.		199,750.	250.
d 200,000.		198,180.	1,820.
e 150,000.		150,000.	0.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<500.>
b			246.
c			250.
d			1,820.
e			0.

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	1,816.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	1,071,963.	8,636,644.	.124118
2012	1,295,680.	9,237,969.	.140256
2011	1,184,297.	10,211,312.	.115979
2010	1,516,201.	11,192,582.	.135465
2009	4,702,170.	14,201,061.	.331114

2 Total of line 1, column (d)	2	.846932
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	.169386
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	7,501,786.
5 Multiply line 4 by line 3	5	1,270,698.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	629.
7 Add lines 5 and 6	7	1,271,327.
8 Enter qualifying distributions from Part XII, line 4	8	947,074.

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 instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,259.
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	1,259.
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	1,259.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	5,040.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,040.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,781.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 3,781. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SARA RABI Located at ► 150 EAST 69TH STREET, NEW YORK, NY Telephone no. ► 212-710-1812 ZIP+4 ► 10021			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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 the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 2014?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EDITH EVERETT 150 EAST 69TH STREET NEW YORK, NY 10021	PRESIDENT/CHAIRWOMAN 40.00	0.	0.	0.
DAVID F. EVERETT 150 EAST 69TH STREET NEW YORK, NY 10021	VICE PRESIDENT/DIRECTOR 10.00	0.	0.	0.
MARK LEVENFUS 150 EAST 69TH STREET NEW YORK, NY 10021	TREASURER/DIRECTOR 10.00	0.	0.	0.
DANIEL REINGOLD 150 EAST 69TH STREET NEW YORK, NY 10021	DIRECTOR 10.00	0.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,523,832.
b	Average of monthly cash balances	1b	777,126.
c	Fair market value of all other assets	1c	5,315,068.
d	Total (add lines 1a, b, and c)	1d	7,616,026.
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	7,616,026.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	114,240.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,501,786.
6	Minimum investment return. Enter 5% of line 5	6	375,089.

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	375,089.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,259.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,259.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	373,830.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	373,830.
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	373,830.

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	947,074.
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	947,074.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	947,074.

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				373,830.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	3,998,273.			
b From 2010	962,153.			
c From 2011	679,177.			
d From 2012	840,008.			
e From 2013	646,815.			
f Total of lines 3a through e	7,126,426.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$	947,074.			
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				373,830.
e Remaining amount distributed out of corpus	573,244.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	7,699,670.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr.			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	3,998,273.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	3,701,397.			
10 Analysis of line 9:				
a Excess from 2010	962,153.			
b Excess from 2011	679,177.			
c Excess from 2012	840,008.			
d Excess from 2013	646,815.			
e Excess from 2014	573,244.			

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(i)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT ATTACHED	NONE	NFP	UNRESTRICTED USE	941,373.
Total			▶ 3a	941,373.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

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

- b** If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	 Signature of officer or trustee	15/8/15 Date	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	RABI, SARA	Sara Rabi	5/7/15		P00103265
	Firm's name ▶ MARKS PANETH LLP			Firm's EIN ▶ 11-3518842	
	Firm's address ▶ 685 THIRD AVENUE NEW YORK, NY 10017			Phone no. 212-503-8800	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
STIFEL NICOLAUS	58,163.	0.	58,163.	58,163.	
STIFEL NICOLAUS - US INTEREST	10,500.	0.	10,500.	10,500.	
TO PART I, LINE 4	68,663.	0.	68,663.	68,663.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	10,000.	7,500.		2,500.
TO FORM 990-PF, PG 1, LN 16B	10,000.	7,500.		2,500.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	5,484.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,484.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	140.	0.		140.
INSURANCE	2,486.	0.		2,486.
BANK CHARGES	38.	38.		0.
LICENSES AND PERMITS	250.	0.		250.
TO FORM 990-PF, PG 1, LN 23	2,914.	38.		2,876.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
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DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION/DEPRECIATION	84,507.
TOTAL TO FORM 990-PF, PART III, LINE 3	84,507.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - US GOVERNMENT OBLIGATIONS	X		1,209,966.	1,209,966.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,209,966.	1,209,966.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,209,966.	1,209,966.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BARLOW PARTNERS OFFSHORE LIMITED	FMV	5,377,183.	5,377,183.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,377,183.	5,377,183.

Contributions	Relationship	Foundation Status of Recipient	Purpose of Grant or Contribution.	Amount
American Civil Liberties Union 125 Broad Street New York, NY 10004	None	501 (c)(3)	Unrestricted Use	500 00
American Friends of Ghetto Figh 181 The Plaza Teaneck, NJ 07666	None	501 (c)(3)	Unrestricted Use	25,000 00
American-Israel Cooperative Enterprise 2810 Blaine Drive Chevy Chase, MD 20815	None	501 (c)(3)	Unrestricted Use	1,800 00
American Museum of Natural Hist Central Park West At 79th St New York, NY 10024	None	501 (c)(3)	Unrestricted Use	1,000 00
American Supporters of Yedid 245 5th Avenue New York, NY 10016	None	501 (c)(3)	Unrestricted Use	50,000 00
Anti-Defamation League 605 3rd Avenue New York, NY 10158	None	501 (c)(3)	Unrestricted Use	1,000 00
Arnold P Gold Foundation (The 619 Palisade Ave Englewood Cliffs, NJ 07632	None	501 (c)(3)	Unrestricted Use	1,000 00
Auburn Theological Seminary 3041 Broadway New York , NY 10027	None	501 (c)(3)	Unrestricted Use	500 00
B'Nai B'Rith Youth Organization 2020 K Street NW Washington, DC 20006	None	501 (c)(3)	Unrestricted Use	10,000 00
Carnegie Council 170 East 64Th Street New York, NY 10021	None	501 (c)(3)	Unrestricted Use	2,000 00
Center for Creative Change 205 Washington St SW Blacksburg, VA 24060	None	501 (c)(3)	Unrestricted Use	1,000 00
Center for Public Integrity 910 17th Street NW Washington, DC 20006	None	501 (c)(3)	Unrestricted Use	25,000 00
Colombia School of Journalism 2950 Broadway New York, NY 10027	None	501 (c)(3)	Unrestricted Use	50,000 00
Community Solutions 125 Maiden Ln #16c New York, NY 10038	None	501 (c)(3)	Unrestricted Use	5,000 00
Consumer Reports Foundation 101 Truman Avenue Yonkers, New York 10703-1057	None	501 (c)(3)	Unrestricted Use	500 00
Cuny School of Law 65-21 Main Street Flushing, NY 11367	None	501 (c)(3)	Unrestricted Use	60,000 00
Dance Theatre of Harlem 466 West 152nd Street New York, NY 10031	None	501 (c)(3)	Unrestricted Use	1,000 00

East Midwood Jewish Center 1625 Ocean Avenue Brooklyn, NY 11230	None	501 (c)(3)	Unrestricted Use	250 00
Education Update 695 Park Avenue, Ste New York, NY 10065	None	501 (c)(3)	Unrestricted Use	2,000 00
Friends of Israel Sci-Tech 25 West 45th Street New York, NY 10036	None	501 (c)(3)	Unrestricted Use	156,150 00
FJC IRAC Fund 520 Eighth Avenue New York, NY 10018	None	501 (c)(3)	Unrestricted Use	1,000 00
Friends of Ethiopian Jews P.O. Box 960059 Boston, MA 02196	None	501 (c)(3)	Unrestricted Use	1,000 00
Friends of Sifsei Tzadi 1846 49TH ST BROOKLYN NY 11204-1244	None	501 (c)(3)	Unrestricted Use	10,000 00
Green America 1612 K Street NW, Suite 600 Washington DC 20006	None	501 (c)(3)	Unrestricted Use	25,000 00
Hadassah The Women's Zionist Or 50 West 58th Street New York, NY 10019	None	501 (c)(3)	Unrestricted Use	25,000 00
Hebrew Home of Riverdale 5901 Palisade Ave New York, NY 10471	None	501 (c)(3)	Unrestricted Use	15,000 00
Institute for Policy Studies 1112 16th St. NW Suite 600 Washington DC 20036	None	501 (c)(3)	Unrestricted Use	2,500 00
ISEF Foundation 30325 Bainbridge Rd Cleveland, OH 44139	None	501 (c)(3)	Unrestricted Use	500 00
Israel Policy Forum 165 East 56th Steet New York, NY 10022	None	501 (c)(3)	Unrestricted Use	5,000 00
JCC Association 520 8th Avenue New York, NY 10018	None	501 (c)(3)	Unrestricted Use	10,000 00
JDC 711 Third Avenue New York, NY 10017	None	501 (c)(3)	Unrestricted Use	1,100 00
Jewish Board of Family & Childr 120 West 57th Street New York, NY 10019	None	501 (c)(3)	Unrestricted Use	65,000 00
Jewish Book Council 520 8th Avenue, 4th Floor New York, NY 10018	None	501 (c)(3)	Unrestricted Use	27,000 00

Jewish Council For Public Affairs 443 Park Avenue South New York, NY 10016	None	501 (c)(3)	Unrestricted Use	10,840 00
Jewish Museum (The) 1109 Fith Avenue New York, NY 10128	None	501 (c)(3)	Unrestricted Use	7,500 00
Jewish Theological Seminary of 3080 Broadway New York, NY 10027	None	501 (c)(3)	Unrestricted Use	5,000 00
J Street Education Fund Inc PO Box 66073 Washington DC 20035	None	501 (c)(3)	Unrestricted Use	5,000 00
Judaism Democracy Action Alliance 309 W. 99th St. #6B New York, NY 10025	None	501 (c)(3)	Unrestricted Use	50,000 00
Lincoln Center Theater 20 Lincoln Center Plz New York , NY 10023	None	501 (c)(3)	Unrestricted Use	20,000 00
Medicare Rights Center 520 Eight Avenue New York, NY 10018	None	501 (c)(3)	Unrestricted Use	10,000 00
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028	None	501 (c)(3)	Unrestricted Use	1,750 00
Museum of Jewish Heritage 36 Battery Place New York, NY 10280	None	501 (c)(3)	Unrestricted Use	500 00
New Israel Fund 1101 14th Street Washington, DC 20005	None	501 (c)(3)	Unrestricted Use	81,383 00
New York Botanical Garden Bronx River Parkway at Fordham Road Bronx, New York 10458	None	501 (c)(3)	Unrestricted Use	50,000 00
NY Historical Society 170 Central Park West New York, NY 10024	None	501 (c)(3)	Unrestricted Use	10,000 00
P.E.F. Israel Endowment Funds 317 Madison Avenue New York NY 10017	None	501 (c)(3)	Unrestricted Use	37,500 00
Planned Parenthood 434 west 33rd Street New York, NY 1001	None	501 (c)(3)	Unrestricted Use	1,000 00

Religious Action Center 2027 Massachusetts Ave NW, Washington, DC 20036	None	501 (c)(3)	Unrestricted Use	35,000 00
Summer Camp Inc. 8 Church St. Bridgton, ME 04009	None	501 (c)(3)	Unrestricted Use	500 00
The Doe Fund 232 East 84th Street New York, NY 10028	None	501 (c)(3)	Unrestricted Use	1,000 00
The Grad Center Foundation 365 Fifth Avenue New York, NY 10016	None	501 (c)(3)	Unrestricted Use	1,000 00
The Hunter College Foundation 695 Park Avenue E1313 New York, NY 10065	None	501 (c)(3)	Unrestricted Use	1,000 00
UJA Federation of New York 130 E 59th St. New York, NY 10022	None	501 (c)(3)	Unrestricted Use	3,600 00
Upper East Side Hatzolah, Inc 125 East 85th Steet New York, NY 10028	None	501 (c)(3)	Unrestricted Use	1,000 00
US Holocaust Memorial Museum 1000 Raoul Wallenberg Place Washington, DC 20024	None	501 (c)(3)	Unrestricted Use	25,000 00
Visiting Nurse Service of NY 107 East 70th Street New York, NY 10021	None	501 (c)(3)	Unrestricted Use	1,000 00
Total Contributions				<u>941,373 00</u>