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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation S & A AGATE FOUNDATION, INC.		A Employer identification number 13-6109670
Number and street (or P O box number if mail is not delivered to street address) C/O ANCHIN, BLOCK & ANCHIN LLP 1375 BROADWAY		B Telephone number (see instructions) (212) 840-3456
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10018-7001		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) ▶ \$ 5,582,485.		F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		90,304.	90,304.		ATCH 1
5a Gross rents					
b Net rental income or (loss)		868,026.			
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a 2,482,558.			868,026.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 2		1,389.	1,389.		
12 Total. Add lines 1 through 11		959,719.	959,719.		
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) ATCH 3		5,000.	3,333.		1,667.
c Other professional fees (attach schedule) [4]		78,968.	78,968.		
17 Interest					
18 Taxes (attach schedule) (see instructions) [5]		26.	26.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6		1,059.	141.		918.
24 Total operating and administrative expenses. Add lines 13 through 23.		85,053.	82,468.		2,585.
25 Contributions, gifts, grants paid		282,515.			282,515.
26 Total expenses and disbursements. Add lines 24 and 25		367,568.	82,468.	0	285,100.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		592,151.			
b Net investment income (if negative, enter -0-)			877,251.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		8,792.	3,485.	3,485.
	2	Savings and temporary cash investments		137,935.	60,962.	60,962.
	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				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7	3,558,565.	3,173,145.	4,436,323.	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule)				
15		Other assets (describe ATCH 8)		1,068,953.	1,081,715.	
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,705,292.	4,306,545.	5,582,485.	
17		Accounts payable and accrued expenses				
18		Grants payable				
19	Deferred revenue					
20	Loans from officers, directors, trustees, and other disqualified persons					
21	Mortgages and other notes payable (attach schedule)					
22	Other liabilities (describe)					
23	Total liabilities (add lines 17 through 22)	0	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				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	3,705,292.	4,306,545.		
	31	Total liabilities and net assets/fund balances (see instructions)	3,705,292.	4,306,545.		

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	3,705,292.
2	Enter amount from Part I, line 27a	2	592,151.
3	Other increases not included in line 2 (itemize) ATCH 9	3	9,102.
4	Add lines 1, 2, and 3	4	4,306,545.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,306,545.

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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 PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
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	868,026.	
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	0	

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	278,937.	5,596,587.	0.049841
2012	232,172.	4,996,344.	0.046468
2011	191,783.	5,417,822.	0.035399
2010	267,352.	4,965,691.	0.053840
2009	241,607.	4,171,651.	0.057916
2 Total of line 1, column (d)			2 0.243464
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 0.048693
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 6,626,491.
5 Multiply line 4 by line 3			5 322,664.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,773.
7 Add lines 5 and 6			7 331,437.
8 Enter qualifying distributions from Part XII, line 4 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.			8 285,100.

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)		1	17,545.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	17,545.
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	17,545.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	4,439.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,439.	
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	13,106.	
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 ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b 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
c 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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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

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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 C/O ANCHIN BLOCK & ANCHIN, LLP Telephone no 212-840-3456 Located at 1375 BROADWAY, NEW YORK, NY ZIP+4 10018-7001			
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			
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	
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? ☐ Yes ☒ No If "Yes," list the years		
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	X
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) ☐	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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? ☐	4b	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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
ATCH 10		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. ☐

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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 (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NOT APPLICABLE

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 NOT APPLICABLE

2

All other program-related investments See instructions

3 NONE

Total. Add lines 1 through 3 ▶

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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	5,535,817.
b	Average of monthly cash balances	1b	109,871.
c	Fair market value of all other assets (see instructions)	1c	1,081,714.
d	Total (add lines 1a, b, and c)	1d	6,727,402.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,727,402.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	100,911.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,626,491.
6	Minimum investment return. Enter 5% of line 5	6	331,325.

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	331,325.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	17,545.
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	17,545.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	313,780.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	313,780.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	313,780.

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	285,100.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	285,100.
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	285,100.

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.

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Page **9****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				313,780.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			278,824.	
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>285,100.</u>				
a Applied to 2013, but not more than line 2a			278,824.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				6,276.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				307,504.
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Form **990-PF** (2014)

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

NOT APPLICABLE

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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(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 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).)

ANITA AGATE/ ANITA DANN FRIEDMAN

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

NOT APPLICABLE

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 ATTACHED	NONE	PC	PUBLIC CHARITY	282,515.
Total			3a	282,515.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	90,304.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	868,026.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATCH 11 _____				1,389.		
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)				959,719.		
13 Total. Add line 12, columns (b), (d), and (e)					13	959,719.

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.)
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[illegible]

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

**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.

Signature of officer or trustee

5/15/15
Date

► President
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
E. RICHARD BAUM

Preparer's signature,

Date

Check ☐ if self-employed

PTIN	
------	--

Firm's name ► ANCHIN BLOCK & ANCHIN LLP

Firm's EIN ▶ 13-0436940

Firm's address ► 1375 BROADWAY
NEW YORK, NY

10018-7001

Phone no 212-840-3456

Form **990-PF** (2014)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,482,558.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 1,614,532.				P	VAR 868,026.	VAR
TOTAL GAIN (LOSS)							<u>868,026.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NEUBERGER BERMAN	90,304.	90,304.
TOTAL	<u>90,304.</u>	<u>90,304.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION
INCOME FROM BROOKFIELD
ORDINARY EARNINGS -PFIC- BROOKFIELD

REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
1,330. 59.	1,330. 59.
<u>1,389.</u>	<u>1,389.</u>

TOTALS

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING, TAX PREPARATION & CONSULTING FEES	5,000.	3,333.		1,667.
TOTALS	<u>5,000.</u>	<u>3,333.</u>		<u>1,667.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	78,968.	78,968.
TOTALS	<u>78,968.</u>	<u>78,968.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX	26.	26.
TOTALS	<u>26.</u>	<u>26.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FILING FEES	918.		918.
OTHER DEDUCTIONS-BROOKFIELD	141.	141.	
TOTALS	1,059.	141.	918.

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED STATEMENT	3,558,565.	3,173,145.	4,436,323.
TOTALS	<u>3,558,565.</u>	<u>3,173,145.</u>	<u>4,436,323.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BROOKFIELD PROPERTY PARTNERS INSTITUTIONAL DIVERSIFIED ARB.		68,953. 1,000,000.	76,615. 1,005,100.
TOTALS		<u>1,068,953.</u>	<u>1,081,715.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
EXCECSS OF FMV OVER COST OF SECURITIES CONTRIBUTION GIVEN	9,102.
TOTAL	<u>9,102.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ANITA DANN FRIEDMAN 625 NORTH HILLCREST ROAD BEVERLY, HILLS, CA 90210	PRESIDENT/TREASURER 2.00	0	0	0
ADAM B. FRIEDMAN 625 NORTH HILLCREST ROAD BEVERLY HILLS, CA 90210	SECRETARY 1.00	0	0	0
GRAND TOTALS		0	0	0

S & A AGATE FOUNDATION, INC.

13-6109670

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 11

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER INCOME INVESTMENT - BROOKFIELD ORDINARY EARNINGS -PFIC- BROOKFIELD			18	1,330.	
			18	59.	
TOTALS				1,389.	

S & A Agate Foundation					
Contributions Paid					
December 31, 2014					
Donee	Address	Relationship	Status	Purpose	Amount
Ballet Theatre Foundation	890 Broadway, New York, NY 10003-1211	None	Public Charity	General Fund	500.00
Cedars Sinai Medical Center	8700 Beverly Boulevard, Suite 2416, Los Angeles, CA 90048	None	Public Charity	General Fund	1,375.00
Cedars Sinai Medical Center	8701 Beverly Boulevard, Suite 2416, Los Angeles, CA 90048	None	Public Charity	General Fund	150,125.25
Clinton Foundation	1271 Avenue of the Americas, 42nd Flr, New York, NY 10020	None	Public Charity	General Fund	230.00
Congregation Emanuel	One East 65th Street, New York, NY 10065	None	Public Charity	General Fund	2,950.00
Givesmart US Inc	2839 Paces Ferry Road SE, Suite 125, Atlanta, GA 30339	None	Public Charity	General Fund	825.00
GMHC/Aids Walk NY	446 West 33rd Street, Floor 6, New York, NY 10001	None	Public Charity	General Fund	100.00
Jewish Federation of Los Angeles	6505 Wilshire Boulevard, 6th Floor, Los Angeles, CA 90048	None	Public Charity	General Fund	5,000.00
Legal Advocacy Resource Center	197 Friend Street, Boston, MA 02114	None	Public Charity	General Fund	3,000.00
Love Without Borders	P O Box 182, South Plainfield, NJ 07080	None	Public Charity	General Fund	5,000.00
Lupus LA	8383 Wilshire Boulevard, Suite 232, Beverly Hills, CA 90211	None	Public Charity	General Fund	1,025.00
Maple Counseling Center	2021 Sperry Ave, Suite 22, Ventura, CA 93003	None	Public Charity	General Fund	6,200.00
MOMA (Museum of Modern Art)	11 West 53rd Street, New York, NY 10019	None	Public Charity	General Fund	85.00
New York University	70 Washington Square South, New York, NY 10012	None	Public Charity	General Fund	25,000.00
Oakwood School	11600 Magnolia Blvd, North Hollywood, CA 91601-3015	None	Public Charity	General Fund	15,000.00
Our House	1663 Sawtelle Blvd, Suite 300, Los Angeles, CA 90025	None	Public Charity	General Fund	50.00
Pitzer College	1050 North Hills Ave, Claremont, CA 91711	None	Public Charity	General Fund	100.00
RSRT(Rett Syndrome Research Trust)	67 Under Cliff Road, Trumbull, CT 06611	None	Public Charity	General Fund	1,300.00
St Jude Children's Research Hospital	262 Danny Thomas Place, Memphis, TN 38105	None	Public Charity	General Fund	1,000.00
The Barbra Streisand Women's Heart Center	127 S San Vicente Blvd, Los Angeles, CA 90048	None	Public Charity	General Fund	50,000.00
The Dalton School	53 East 91st Street, New York, NY 10128	None	Public Charity	General Fund	1,000.00
The Lustgarten Foundation	1111 Stewart Ave, Bethpage, NY 11714	None	Public Charity	General Fund	2,500.00
The Music Center	135 N. Grand Avenue, Los Angeles, CA 90012	None	Public Charity	General Fund	2,500.00
The Trustees of the University of Pennsylvania	3451 Walnut Street, 433 Franklin Bldg, Philadelphia, PA 1910-6205	None	Public Charity	General Fund	250.00
Tower Cancer Research Foundation	9090 Wilshire Blvd, Suite 350, Beverly Hills, CA 90211	None	Public Charity	General Fund	2,000.00
University Synagogue	11960 Sunset Blvd, Los Angeles, CA 90049-4228	None	Public Charity	General Fund	200.00
Wilshire Boulevard Temple	3663 Wilshire Boulevard, Los Angeles, CA 90010	None	Public Charity	General Fund	5,200.00
Total					282,515.25

Client Statement

For the period 11/29/2014 to 12/31/2014

S & A AGATE FOUNDATION INC

NEUBERGER BERMAN

JPMCC Account: 541-21391 002
Base Currency: USD
NB Account Number: 550-14000

Positions In Your Account

CASH		Total Cost	Mkt. Value	% Portfolio
CASH	(USD Exchange Rate: 1.000000000)	824.53	824.53	0.02
TOTAL CASH		824.53	824.53	0.02

Quantity	Description	Unit Cost	Average Unit Cost	Total Cost	Price	Mkt. Value	% Portfolio	Annual Income	Yield
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CASH EQUIVALENT

60,137.7	STATE STR INSTL INVT TR	1.0000		60,137.70	1.0000	60,137.70	1.31	0.00	0.00
	TREASURY PLUS FD INSTL CL								
TOTAL CASH EQUIVALENT				60,137.70		60,137.70	1.31	0.00	0.00

EQUITIES

4,400	AETNA INC NEW	63.8309		281,285.80	98.8300	390,852.00	8.55	4,400.00	1.13
4,800	ANADARKO PETROLEUM CORP	27.9884		128,885.00	82.5000	378,500.00	8.30	4,968.00	1.31
1,050	***AON PLC	92.4542		97,076.91	94.8300	98,571.50	2.18	1,050.00	1.05
	SHS CL A								
4,500	APACHE CORP	68.3633		307,634.85	62.6700	282,015.00	6.17	4,500.00	1.80
3,350	***BROOKFIELD PROPERTY PARTNERS L P	20.7108		68,380.51	22.8700	76,814.50	1.88	3,350.00	4.37
2,550	COMCAST CORPORATION	56.8006		144,841.53	57.5650	148,790.75	3.21	2,286.00	1.58
	NEW SPL CLASS A								
8,975	D R HORTON INC	21.7482		151,693.78	25.2900	178,387.75	3.88	1,743.75	0.99
1,750	DEVON ENERGY CORPORATION NEW	58.8979		103,071.33	81.2100	107,117.50	2.34	1,580.00	1.57
2,400	FEDEX CORP	77.4233		185,816.02	175.6600	416,764.00	5.11	1,920.00	0.46
1,175	GOLDMAN SACHS GROUP INC	193.2282		225,865.78	193.8300	223,760.25	4.88	2,820.50	1.24

Client Statement

For the period 11/29/2014 to 12/31/2014

S & A AGATE FOUNDATION INC

NEUBERGER BERMAN

JPMCC Account: 541-21391 002
Base Currency: USD
NB Account Number: 550-14000

Positions In Your Account

Quantity	Description	Ticker/Cusip	Average Unit Cost ⁽¹⁾⁽⁴⁾⁽⁹⁾	Total ⁽¹⁾⁽⁴⁾⁽⁹⁾ Cost	Price	Mkt. Value	% Portfolio ⁽¹²⁾	Annual ⁽⁸⁾ Income	Yield ⁽¹⁰⁾
EQUITIES (Continued)									
2,150	HALLIBURTON COMPANY	HAL	66.4849	142,889.54	39.3300	84,559.50	1.85	1,548.00	1.83
1,150	INTERNATIONAL BUSINESS MACHINES CORP	IBM	104.1839	119,788.49	160.4400	184,506.00	4.03	5,080.00	2.74
2,400	JPMORGAN CHASE & CO	JPM	60.1510	144,362.40	62.6800	150,192.00	3.28	3,840.00	2.58
2,700	LINCOLN NATIONAL CORP-IND	LNC	58.6829	153,043.83	57.8700	155,709.00	3.40	2,160.00	1.39
5,500	METLIFE INC	MET	43.8858	241,371.79	54.0900	287,485.00	6.50	7,700.00	2.59
4,900	ORACLE CORPORATION	ORCL	21.9430	107,520.58	44.8700	220,353.00	4.82	2,352.00	1.07
7,750	PFIZER INC	PFE	15.1378	117,317.85	31.1500	241,412.50	5.28	8,880.00	3.60
2,200	REINSURANCE GROUP OF AMERICA INCORPORATED	RGA	37.9509	83,491.84	87.8200	192,784.00	4.21	2,904.00	1.51
1,400	SANDISK CORP	SNDK	103.3499	144,888.86	97.9800	137,172.00	3.00	1,680.00	1.22
1,300	SANOFI SPONSORED ADR	SNY	48.0505	62,590.58	45.6100	59,293.00	1.30	1,712.10	2.89
2,400	THE TRAVELERS COMPANIES INC	TRV	49.3450	118,427.89	105.8500	254,040.00	5.55	5,280.00	2.08
3,200	UNITED CONTINENTAL HLDGS INC	UAL	28.2029	93,449.28	86.8900	214,048.00	4.68	0.00	0.00
TOTAL EQUITIES				3,224,525.72		4,494,937.25	98.28	71,842.85	1.59
NON-DISCRETIONARY									
18,000	STATE STR INSTL INVT TR TREASURY PLUS FD INSTL CL	STSAY	1.0000	18,000.00	1.0000	18,000.00	0.39	0.00	0.00
TOTAL NON-DISCRETIONARY				18,000.00		18,000.00	0.39	0.00	0.00
GRAND TOTAL⁽⁶⁾						4,512,937.25	100.00	71,842.85	1.57