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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: MIRKEN FOUNDATION. A Employer identification number: 13-6916436. B Telephone number: (212) 687-0050. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$13,763,991. J Accounting method: Cash.

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: 5,487,382. Total expenses: 207,088. Net investment income: 4,825,036.

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

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .					
	<b>2</b>	Savings and temporary cash investments . . . . .	198,902	3,556,638	3,556,638		
	<b>3</b>	Accounts receivable ▶ <u>6,101</u>					
		Less allowance for doubtful accounts ▶ _____		6,101	6,101		
	<b>4</b>	Pledges receivable ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)					
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	1,210,113	1,561,589	3,323,001		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .					
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____					
	Less accumulated depreciation (attach schedule) ▶ _____						
<b>12</b>	Investments—mortgage loans . . . . .						
<b>13</b>	Investments—other (attach schedule) . . . . .	5,207,613	6,772,594	6,878,251			
<b>14</b>	Land, buildings, and equipment basis ▶ _____						
	Less accumulated depreciation (attach schedule) ▶ _____						
<b>15</b>	Other assets (describe ▶ _____)						
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	6,616,628	11,896,922	13,763,991			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>		<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>		<b>and complete lines 27 through 31.</b>				
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .					
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund					
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	6,616,628	11,896,922			
<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .	6,616,628	11,896,922				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	6,616,628	11,896,922				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	6,616,628
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	5,280,294
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	11,896,922
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	11,896,922

**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)
<b>1 a</b> SEE SCHEDULE ATTACHED	P	2014-01-01	2014-12-31
<b>b</b> SEE SCHEDULE ATTACHED	P	2000-01-01	2014-12-31
<b>c</b> 100000 FIVE BELOW INC	P	2000-01-01	2014-12-31
<b>d</b> 1000 M&T CAPITAL TR 8 5%	P	2012-06-13	2014-02-27
<b>e</b>			

(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)
<b>a</b> 261,667		294,950	-33,283
<b>b</b> 296,243		188,847	107,396
<b>c</b> 4,101,306			4,101,306
<b>d</b> 25,000		25,833	-833
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
<b>a</b>			-33,283
<b>b</b>			107,396
<b>c</b>			4,101,306
<b>d</b>			-833
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	4,174,586
<b>3</b> 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		<b>3</b>	-33,283

**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	40,385	8,630,194	0.00468
2012	47,880	3,529,133	0.01357
2011	167,450	3,464,634	0.04833
2010	1,090,274	2,194,894	0.49673
2009	184,257	931,550	0.19780

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.76111
<b>3</b> 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	<b>3</b>	0.15222
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	<b>4</b>	13,617,655
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	2,072,893
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	48,250
<b>7</b> Add lines 5 and 6.	<b>7</b>	2,121,143
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	23,435

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)**

<b>1a</b>	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>b</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 . . . . .	<b>1</b>	96,501
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	96,501
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	96,501
<b>6</b>	Credits/Payments		
<b>a</b>	2014 estimated tax payments and 2013 overpayment credited to 2014	<b>6a</b>	90,220
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	90,220
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	205
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	6,486
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</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
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		No
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY _____		
<b>b</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	
<b>9</b> 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
<b>10</b> 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)**

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>WILFRED WYLER &amp; CO</b> Telephone no <b>(212) 687-0050</b> Located at <b>14 PENN PLAZA-SUITE 1706 NEW YORK NY</b> ZIP+4 <b>10022</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
<b>16</b>	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	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.			<b>Yes</b>	<b>No</b>
<b>1a</b>	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? ( <b>Exception.</b> 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			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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? <input type="checkbox"/>	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	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 <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b>			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) <input type="checkbox"/>	<b>2b</b>		<b>No</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b>			
<b>3a</b>	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>b</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> ) <input type="checkbox"/>	<b>3b</b>		<b>No</b>
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> 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><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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><b>(5)</b> 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>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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><b>c</b> 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 If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> 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>b</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 If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> 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>b</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>	<b>5b</b>	<b>No</b>
<b>6b</b>	<b>6b</b>	<b>No</b>
<b>7b</b>	<b>7b</b>	<b>No</b>

**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
JANE ZENKER 5 FOX DEN ROAD MT KISCO, NY 10549	Trustee 0 00	0		
LESLIE RUBIN 6 CINDY WAY CHAPPAQUA, NY 10514	Trustee 0 00	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.

**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		
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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	
<b>1</b>		
<b>2</b>		
All other program-related investments. See instructions		
<b>3</b>		
<b>Total.</b> Add lines 1 through 3 . . . . .		

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	5,349,406
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	1,877,771
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	6,597,853
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	13,825,030
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	13,825,030
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	207,375
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	13,617,655
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	680,883

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	680,883
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5. . . . .	<b>2a</b>	96,501
<b>b</b>	Income tax for 2014 (This does not include the tax from Part VI). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	96,501
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	584,382
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	584,382
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	584,382

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	23,435
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	23,435
<b>5</b>	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). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	23,435

**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
<b>1</b> Distributable amount for 2014 from Part XI, line 7				584,382
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009. . . . .				93,395
<b>b</b> From 2010. . . . .				994,981
<b>c</b> From 2011. . . . .				
<b>d</b> From 2012. . . . .				
<b>e</b> From 2013. . . . .				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	1,088,376			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>23,435</u>				
<b>a</b> Applied to 2013, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2014 distributable amount. . . . .				23,435
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	560,947			560,947
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	527,429			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .				
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .				
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. . . . .				0
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2015.</b> Subtract lines 7 and 8 from line 6a. . . . .	527,429			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010. . . . .	527,429			
<b>b</b> Excess from 2011. . . . .				
<b>c</b> Excess from 2012. . . . .				
<b>d</b> Excess from 2013. . . . .				
<b>e</b> Excess from 2014. . . . .				

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

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**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 e-mail address of the person to whom applications should be addressed

ALAN B MIRKEN FOUNDATION  
 14 PENN PLAZA-SUITE 1706  
 NEW YORK, NY 10122  
 (212) 687-0050

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

LETTER STATING PURPOSE AND AMOUNT

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**c** Any submission deadlines

NONE



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

NONE

**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
<b>a</b> <i>Paid during the year</i> GODDARD RIVERSIDE COM CTR 593 COLUMBUS AVENUE NEW YORK, NY 10024	NONE	501C(3)	GENERAL FUND	12,500
ACKERMAN INSTITUTE FOR THE FAMILY 149 EAST 78 STREET NEW YORK, NY 10075	NONE	501C(3)	GENERAL FUND	10,000
<b>Total</b> . . . . .  <b>3a</b>				22,500
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .  <b>3b</b>				



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?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
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.

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 (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule
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 Title

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

Paid Preparer Use Only
Print/Type preparer's name STEVEN J ADER
Preparer's Signature
Date 2015-05-11
Check if self-employed
PTIN P00312766
Firm's name Wilfred Wyler & Co CPAs PC
Firm's address 14 Penn Plaza Suite 1706 New York, NY 101221012
Firm's EIN
Phone no (212) 687-0050

**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](http://www.irs.gov/form990).**

**2014**

**Name of the organization**  
MIRKEN FOUNDATION

**Employer identification number**  
13-6916436

**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 33<sup>1</sup>/<sub>3</sub>% 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**  
MIRKEN FOUNDATION

**Employer identification number**  
13-6916436

**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	ALAN MIRKEN DECEASED 733 PARK AVENUE 22ND FLOOR  NEW YORK, NY 10021	\$ 648,128	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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  
MIRKEN FOUNDATION

Employer identification number  
13-6916436

**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
1	INDIVIDUAL RETIREMENT ACCOUNT	\$ 648,128	2014-06-12
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____

Name of organization  
MIRKEN FOUNDATION

Employer identification number  
13-6916436

**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
_____ _____ _____	_____ _____ _____

# TY 2014 General Explanation Attachment

**Name:** MIRKEN FOUNDATION

**EIN:** 13-6916436

**Software ID:** 14000265

**Software Version:** 2014v5.0

Identifier	Return Reference	Explanation
	General Explanation Supplemental Information for Form 990-PF	OTHER INVESTMENTS COST MV INVESTMENT IN OVERBROOK OPPORTUNITY FUND I, LP 2,858,474 3,416,941 INVESTMENT IN OVERBROOK SELECT FUND, LP 3,914,120 3,461,310 TOTAL 6,772,594 6,878,251

## TY 2014 Other Expenses Schedule

**Name:** MIRKEN FOUNDATION

**EIN:** 13-6916436

**Software ID:** 14000265

**Software Version:** 2014v5.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVERTISEMENT	140			140
BANK FEES	45			45
FILING FEES	750			750

## TY 2014 Other Income Schedule

**Name:** MIRKEN FOUNDATION

**EIN:** 13-6916436

**Software ID:** 14000265

**Software Version:** 2014v5.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	567,749	567,749	

## TY 2014 Other Professional Fees Schedule

**Name:** MIRKEN FOUNDATION

**EIN:** 13-6916436

**Software ID:** 14000265

**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	14,075	14,075	0	0

# TY 2014 Taxes Schedule

**Name:** MIRKEN FOUNDATION

**EIN:** 13-6916436

**Software ID:** 14000265

**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	169,435			
FOREIGN WITHHOLDING TAX	143		143	



Schwab One® Account of  
MIRKEN FOUNDATION

Account Number  
1156-1820

Report Period  
January 1 - December 31,  
2014

2014 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) Accounting Method: High Cost

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ABENGOA S A ORD AGOAF	1,686.0000	09/03/14	10/14/14	\$6,279.18	\$9,678.86	(\$3,399.68)
ABENGOA S A ORD AGOAF	235.0000	09/05/14	10/14/14	\$875.21	\$1,362.27	(\$487.06)
ABENGOA S A ORD AGOAF	355.0000	09/09/14	10/14/14	\$1,322.13	\$2,019.22	(\$697.09)
ABENGOA S A ORD AGOAF	450.0000	06/27/14	11/14/14	\$686.49	\$2,403.11	(\$1,736.62)
ABENGOA S A ORD AGOAF	727.0000	09/09/14	11/14/14	\$1,076.74	\$4,135.13	(\$3,058.39)
ABENGOA S A ORD AGOAF	1,995.0000	06/27/14	11/17/14	\$3,959.91	\$10,653.77	(\$6,693.86)
ABENGOA S A ORD AGOAF	115.0000	07/11/14	11/17/14	\$228.27	\$578.84	(\$350.57)
ABENGOA S A ORD AGOAF	2,555.0000	07/16/14	11/17/14	\$5,071.47	\$13,344.15	(\$8,272.68)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report  
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\*G000076560207\*



Schwab One® Account of  
MIRKEN FOUNDATION

Report Period  
January 1 - December 31,  
2014

Account Number  
1156-1820

### 2014 Year-End Schwab Gain/Loss Report

#### Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ABENGOA S A ORD AGOAF	1,290.0000	08/07/14	11/17/14	\$2,560.54	\$6,230.08	(\$3,669.54)
<b>Security Subtotal</b>				<b>\$22,039.94</b>	<b>\$50,405.43</b>	<b>(\$28,365.49)</b>
AIR CANADA INC F: ACDVF	565.0000	12/11/13	11/19/14	\$5,020.47	\$4,122.18	\$898.29
AIR CANADA INC F: ACDVF	367.0000	05/22/14	11/19/14	\$3,261.09	\$2,752.24	\$508.85
AIR CANADA INC F: ACDVF	95.0000	12/11/13	11/21/14	\$861.25	\$693.11	\$168.14
AIR CANADA INC F: ACDVF	773.0000	12/11/13	12/09/14	\$7,469.56	\$5,539.73	\$1,829.83
AIR CANADA INC F: ACDVF	239.0000	01/03/14	12/09/14	\$2,309.48	\$1,657.04	\$652.44
AIR CANADA INC F: ACDVF	149.0000	01/03/14	12/10/14	\$1,478.35	\$1,033.05	\$445.30
AIR CANADA INC F: ACDVF	129.0000	01/03/14	12/11/14	\$1,283.34	\$894.38	\$388.96
<b>Security Subtotal</b>				<b>\$21,683.54</b>	<b>\$16,791.73</b>	<b>\$4,891.81</b>
ATLAS PIPELINE PART LP. APL	380.0000	05/02/14	10/08/14	\$13,140.10	\$12,623.07	\$517.03
<b>Security Subtotal</b>				<b>\$13,140.10</b>	<b>\$12,623.07</b>	<b>\$517.03</b>
BROOKFIELD PROP PART LPF. BPY	20.0000	04/25/13	01/07/14	\$388.73	\$422.28	(\$33.55)
<b>Security Subtotal</b>				<b>\$388.73</b>	<b>\$422.28</b>	<b>(\$33.55)</b>



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## 2014 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)		Accounting Method				High Cost
Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
BROOKFIELD RENEW EGY LPF BEP	275 0000	08/20/13	01/07/14	\$7,248.57	\$6,968.56	\$280.01
<b>Security Subtotal</b>				<b>\$7,248.57</b>	<b>\$6,968.56</b>	<b>\$280.01</b>
CEDAR FAIR L P DEP UTS: FUN	10 0000	04/22/14	11/03/14	\$478.72	\$525.45	(\$46.73)
<b>Security Subtotal</b>				<b>\$478.72</b>	<b>\$525.45</b>	<b>(\$46.73)</b>
CHEMTURA CORP NEW: CHMT	295 0000	02/27/14	04/01/14	\$7,493.07	\$7,519.96	(\$26.89)
CHEMTURA CORP NEW: CHMT	140 0000	02/27/14	04/02/14	\$3,581.86	\$3,568.80	\$13.06
<b>Security Subtotal</b>				<b>\$11,074.93</b>	<b>\$11,088.76</b>	<b>(\$13.83)</b>
DELEK US HOLDINGS INC DK	5 0000	05/29/13	04/02/14	\$145.01	\$177.99	(\$32.98)
DELEK US HOLDINGS INC: DK	63 0000	05/30/13	04/02/14	\$1,827.07	\$2,243.88	(\$416.81)
DELEK US HOLDINGS INC: DK	162 0000	06/04/13	04/02/14	\$4,698.18	\$5,584.04	(\$885.86)
DELEK US HOLDINGS INC: DK	150 0000	06/05/13	04/02/14	\$4,350.17	\$5,209.62	(\$859.45)
<b>Security Subtotal</b>				<b>\$11,020.43</b>	<b>\$13,215.53</b>	<b>(\$2,195.10)</b>
ENERGY TRANSFER EQUITY: ETE	158 0000	11/20/13	10/10/14	\$8,281.11	\$5,859.56	\$2,401.55
ENERGY TRANSFER EQUITY: ETE	88 0000	11/20/13	10/27/14	\$3,792.46	\$2,521.83	\$1,270.63



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#### Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Accounting Method. High Cost
						Realized Gain or (Loss)
ENERGY TRANSFER EQUITY: ETE	50.0000	11/20/13	11/03/14	\$2,943.56	\$1,854.29	\$1,089.27
ENERGY TRANSFER EQUITY: ETE	164.0000	11/20/13	11/19/14	\$10,446.65	\$6,082.07	\$4,364.58
<b>Security Subtotal</b>				<b>\$25,443.78</b>	<b>\$16,317.75</b>	<b>\$9,126.03</b>
FIDELITY NATL FINL NEW FNFV GROUP: FNFV	0.6535	02/14/14	07/02/14	\$10.67	\$11.35	(\$0.68)
<b>Security Subtotal</b>				<b>\$10.67</b>	<b>\$11.35</b>	<b>(\$0.68)</b>
GILEAD SCIENCES INC: GILD	36.0000	04/22/14	04/24/14	\$2,585.97	\$2,636.73	(\$50.76)
<b>Security Subtotal</b>				<b>\$2,585.97</b>	<b>\$2,636.73</b>	<b>(\$50.76)</b>
MENS WEARHOUSE INC: MW	210.0000	03/11/14	10/13/14	\$9,241.87	\$12,108.56	(\$2,866.69)
MENS WEARHOUSE INC: MW	95.0000	04/15/14	10/13/14	\$4,180.85	\$4,539.83	(\$358.98)
<b>Security Subtotal</b>				<b>\$13,422.72</b>	<b>\$16,648.39</b>	<b>(\$3,225.67)</b>
N C R CORP NEW: NCR	235.0000	12/10/13	04/02/14	\$8,615.68	\$7,638.35	\$977.33
<b>Security Subtotal</b>				<b>\$8,615.68</b>	<b>\$7,638.35</b>	<b>\$977.33</b>
NEW MEDIA INV GRP INC: NEWM	0.7171	02/14/14	02/14/14	\$9.19	\$8.82	\$0.37
NEW MEDIA INV GRP INC: NEWM	421.0000	02/14/14	08/21/14	\$6,813.47	\$5,178.30	\$1,635.17



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2014 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Accounting Method High Cost	
						Realized Gain or (Loss)	
NEW MEDIA INV GRP INC NEWM	16.0000	02/14/14	08/22/14	\$255.67	\$196.80	\$58.87	
<b>Security Subtotal</b>				<b>\$7,078.33</b>	<b>\$5,383.92</b>	<b>\$1,694.41</b>	
NEWCASTLE INVEST CP NEW REIT: NCT	1,028.3333	01/14/14	08/21/14	\$14,305.34	\$18,012.70	(\$3,707.36)	
NEWCASTLE INVEST CP NEW REIT: NCT	8.3333	01/31/14	08/21/14	\$115.93	\$137.00	(\$21.07)	
<b>Security Subtotal</b>				<b>\$14,421.27</b>	<b>\$18,149.70</b>	<b>(\$3,728.43)</b>	
NEWCASTLE INVESTMENT CP REIT: NCT	222.0000	03/21/13	03/21/14	\$992.43	\$1,340.63	(\$348.20)	
<b>Security Subtotal</b>				<b>\$992.43</b>	<b>\$1,340.63</b>	<b>(\$348.20)</b>	
NORTHSTAR ASSET MGMT GRP NSAM	0.5000	08/02/13	07/02/14	\$9.55	\$5.16	\$4.39	
<b>Security Subtotal</b>				<b>\$9.55</b>	<b>\$5.16</b>	<b>\$4.39</b>	
NORTHSTAR RLTY FIN NEW: NRF	0.5000	08/02/13	07/02/14	\$8.44	\$4.52	\$3.92	
<b>Security Subtotal</b>				<b>\$8.44</b>	<b>\$4.52</b>	<b>\$3.92</b>	
SCORPIO TANKERS INC F: STNG	663.0000	10/18/13	10/10/14	\$4,651.23	\$7,400.27	(\$2,749.04)	
SCORPIO TANKERS INC F: STNG	5.0000	10/21/13	10/10/14	\$35.08	\$56.75	(\$21.67)	

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### 2014 Year-End Schwab Gain/Loss Report

#### Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SCORPIO TANKERS INC F: STNG	200 0000	10/22/13	10/10/14	\$1,403.09	\$2,263.42	(\$860.33)
SCORPIO TANKERS INC F: STNG	130 0000	10/23/13	10/10/14	\$912.01	\$1,473.42	(\$561.41)
SCORPIO TANKERS INC F: STNG	230 0000	10/24/13	10/10/14	\$1,613.55	\$2,605.90	(\$992.35)
<b>Security Subtotal</b>				<b>\$8,614.96</b>	<b>\$13,799.76</b>	<b>(\$5,184.80)</b>
STARWOOD WAYPOINT RES TR: SWAY	200 0000	02/03/14	05/14/14	\$5,370.72	\$5,768.00	(\$397.28)
<b>Security Subtotal</b>				<b>\$5,370.72</b>	<b>\$5,768.00</b>	<b>(\$397.28)</b>
TESORO CORPORATION: TSO	325 0000	08/20/13	04/02/14	\$16,629.78	\$15,309.74	\$1,320.04
TESORO CORPORATION: TSO	140 0000	08/23/13	04/02/14	\$7,163.60	\$6,900.24	\$263.36
TESORO CORPORATION: TSO	84 0000	08/26/13	04/02/14	\$4,298.16	\$4,080.09	\$218.07
<b>Security Subtotal</b>				<b>\$28,091.54</b>	<b>\$26,290.07</b>	<b>\$1,801.47</b>
TRANSCANADA CORP F: TRP	125 0000	08/11/14	10/13/14	\$5,933.57	\$6,211.99	(\$278.42)
TRANSCANADA CORP F: TRP	389 0000	08/11/14	12/09/14	\$18,108.28	\$19,331.70	(\$1,223.42)
<b>Security Subtotal</b>				<b>\$24,041.85</b>	<b>\$25,543.69</b>	<b>(\$1,501.84)</b>
TRILOGY ENERGY CORP F: TETZF	116 0000	04/21/14	10/10/14	\$2,403.64	\$3,337.93	(\$934.29)

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Realized Gain or (Loss) (continued)		Accounting Method: High Cost					
Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)	
TRILOGY ENERGY CORP F: TETZF	296.0000	04/22/14	10/10/14	\$6,133.43	\$8,512.10	(\$2,378.67)	
TRILOGY ENERGY CORP F: TETZF	150.0000	04/22/14	10/14/14	\$2,843.90	\$4,313.57	(\$1,469.67)	
TRILOGY ENERGY CORP F: TETZF	2.0000	04/22/14	10/15/14	\$35.33	\$57.51	(\$22.18)	
<b>Security Subtotal</b>				<b>\$11,416.30</b>	<b>\$16,221.11</b>	<b>(\$4,804.81)</b>	
VOYA FINANCIAL INC VOYA	235.0000	05/06/14	10/16/14	\$8,223.17	\$8,290.57	(\$67.40)	
<b>Security Subtotal</b>				<b>\$8,223.17</b>	<b>\$8,290.57</b>	<b>(\$67.40)</b>	
WILLIAMS COMPANIES: WMB	325.0000	06/25/14	12/01/14	\$16,244.99	\$18,859.56	(\$2,614.57)	
<b>Security Subtotal</b>				<b>\$16,244.99</b>	<b>\$18,859.56</b>	<b>(\$2,614.57)</b>	
<b>Total Short-Term</b>				<b>\$261,667.33</b>	<b>\$294,950.07</b>	<b>(\$33,282.74)</b>	
Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)	
ABBOTT LABORATORIES: ABT	500.0000	07/15/97	01/22/14	\$19,006.17	\$7,179.37 <sup>a</sup>	\$11,826.80	
ABBOTT LABORATORIES: ABT	100.0000	09/30/99	01/22/14	\$3,801.23	\$1,689.52 <sup>a</sup>	\$2,111.71	

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## 2014 Year-End Schwab Gain/Loss Report

## Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ABBOTT LABORATORIES: ABT	500.0000	01/25/00	01/22/14	\$19,006.17	\$6,732.71 <sup>a</sup>	\$12,273.46
<b>Security Subtotal</b>				<b>\$41,813.57</b>	<b>\$15,601.60</b>	<b>\$26,211.97</b>
AMERICAN EXPRESS COMPANY: AXP	100.0000	08/31/98	05/14/14	\$8,912.81	\$2,281.09 <sup>a</sup>	\$6,631.72
<b>Security Subtotal</b>				<b>\$8,912.81</b>	<b>\$2,281.09</b>	<b>\$6,631.72</b>
BOULDER BRANDS INC: BDBD	150.0000	09/11/12	10/27/14	\$1,204.77	\$1,705.84	(\$501.07)
BOULDER BRANDS INC: BDBD	380.0000	09/11/12	10/27/14	\$3,052.09	\$4,301.71	(\$1,249.62)
<b>Security Subtotal</b>				<b>\$4,256.86</b>	<b>\$6,007.55</b>	<b>(\$1,750.69)</b>
DELEK US HOLDINGS INC: DK	33.0000	06/04/13	07/10/14	\$926.37	\$1,137.49	(\$211.12)
DELEK US HOLDINGS INC: DK	30.0000	06/11/13	07/10/14	\$842.15	\$1,020.90	(\$178.75)
DELEK US HOLDINGS INC: DK	40.0000	06/12/13	07/10/14	\$1,122.87	\$1,328.73	(\$205.86)
<b>Security Subtotal</b>				<b>\$2,891.39</b>	<b>\$3,487.12</b>	<b>(\$595.73)</b>
ENERGEN CORP EGN	135.0000	11/07/13	12/11/14	\$7,778.97	\$10,095.26	(\$2,316.29)
<b>Security Subtotal</b>				<b>\$7,778.97</b>	<b>\$10,095.26</b>	<b>(\$2,316.29)</b>



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**2014 Year-End Schwab Gain/Loss Report**

Realized Gain or (Loss) (continued)		Accounting Method: High Cost				
Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ENERGY TRANSFER EQUITY, ETE	990.0000	04/10/13	11/19/14	\$63,062.10	\$29,185.15	\$33,876.95
<b>Security Subtotal</b>				<b>\$63,062.10</b>	<b>\$29,185.15</b>	<b>\$33,876.95</b>
INTL BUSINESS MACHINES IBM	175.0000	07/20/10	10/21/14	\$28,533.51	\$21,967.60 <sup>a</sup>	\$6,565.91
<b>Security Subtotal</b>				<b>\$28,533.51</b>	<b>\$21,967.60</b>	<b>\$6,565.91</b>
JOHNSON & JOHNSON: JNJ	100.0000	04/14/97	02/13/14	\$9,252.14	\$2,585.25 <sup>a</sup>	\$6,666.89
JOHNSON & JOHNSON: JNJ	100.0000	05/22/97	02/13/14	\$9,252.14	\$2,991.50 <sup>a</sup>	\$6,260.64
JOHNSON & JOHNSON: JNJ	200.0000	10/28/97	02/13/14	\$18,504.28	\$5,408.00 <sup>a</sup>	\$13,096.28
<b>Security Subtotal</b>				<b>\$37,008.56</b>	<b>\$10,984.75</b>	<b>\$26,023.81</b>
JPMORGAN CHASE & CO: JPM	200.0000	12/21/07	05/14/14	\$10,902.36	\$8,673.46 <sup>a</sup>	\$2,228.90
<b>Security Subtotal</b>				<b>\$10,902.36</b>	<b>\$8,673.46</b>	<b>\$2,228.90</b>
NAVIOS MARITIME F NM	20.0000	11/01/13	12/01/14	\$90.60	\$144.76	(\$54.16)
<b>Security Subtotal</b>				<b>\$90.60</b>	<b>\$144.76</b>	<b>(\$54.16)</b>
NEW RESIDENTIAL INV CORP. NRZ	2,258.0000	05/16/13	08/21/14	\$14,248.79	\$15,557.62	(\$1,308.83)
<b>Security Subtotal</b>				<b>\$14,248.79</b>	<b>\$15,557.62</b>	<b>(\$1,308.83)</b>

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### 2014 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)		Accounting Method: High Cost					
Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)	
NEWCASTLE INVEST CP NEW REIT: NCT	0.6666	03/21/13	08/20/14	\$9.15	\$12.08	(\$2.93)	
NEWCASTLE INVEST CP NEW REIT: NCT	180.3333	03/21/13	08/21/14	\$2,508.65	\$3,267.02	(\$758.37)	
NEWCASTLE INVEST CP NEW REIT: NCT	63.3333	04/19/13	08/21/14	\$881.04	\$1,076.91	(\$195.87)	
NEWCASTLE INVEST CP NEW REIT: NCT	231.6666	06/25/13	08/21/14	\$3,222.76	\$3,446.51	(\$223.75)	
<b>Security Subtotal</b>				<b>\$5,621.60</b>	<b>\$7,802.52</b>	<b>(\$1,180.92)</b>	
NEWCASTLE INVESTMENT CP REIT: NCT	1,303.0000	03/19/13	03/21/14	\$5,824.92	\$8,242.37	(\$2,417.45)	
<b>Security Subtotal</b>				<b>\$5,824.92</b>	<b>\$8,242.37</b>	<b>(\$2,417.45)</b>	
PROCTER & GAMBLE: PG	100.0000	02/03/12	05/14/14	\$8,174.67	\$6,326.56	\$1,848.11	
PROCTER & GAMBLE: PG	75.0000	02/03/05	06/03/14	\$5,983.59	\$3,999.67 <sup>a</sup>	\$1,983.92	
PROCTER & GAMBLE: PG	125.0000	02/03/12	06/03/14	\$9,972.66	\$7,908.19	\$2,064.47	
PROCTER & GAMBLE: PG	425.0000	02/03/05	07/10/14	\$34,675.41	\$22,664.76 <sup>a</sup>	\$12,010.63	
<b>Security Subtotal</b>				<b>\$58,806.33</b>	<b>\$40,899.20</b>	<b>\$17,907.13</b>	

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## 2014 Year-End Schwab Gain/Loss Report

### Realized Gain or (Loss) (continued)

								Accounting Method: High Cost	
Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)			
TRILOGY ENERGY CORP F: TETZF	135 0000	05/08/13	10/10/14	\$2,797.34	\$4,051.51	(\$1,254.17)			
TRILOGY ENERGY CORP F: TETZF	10 0000	05/13/13	10/10/14	\$207.21	\$297.96	(\$90.75)			
TRILOGY ENERGY CORP F: TETZF	120 0000	05/15/13	10/10/14	\$2,486.52	\$3,568.04	(\$1,081.52)			
<b>Security Subtotal</b>				<b>\$5,491.07</b>	<b>\$7,917.51</b>	<b>(\$2,426.44)</b>			
<b>Total Long-Term</b>				<b>\$296,243.44</b>	<b>\$188,847.56</b>	<b>\$107,395.88</b>			
<b>Total Realized Gain or (Loss)</b>				<b>\$557,910.77</b>	<b>\$483,797.63</b>	<b>\$74,113.14</b>			

Schwab has provided realized gain/loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.

Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options.

### Endnotes For Your Account

Symbol Endnote Legend

a Data for this holding has been edited or provided by the advisor

Overbrook Management Corp.  
**PORTFOLIO APPRAISAL**  
**MIRKEN FOUNDATION**  
*Charles Schwab & Co., Inc.*  
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Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
<b>Cash and Equivalents</b>							
	ACCRUED DIVIDENDS		4,225.28		4,225.28	0.2	0.0
	SCHWAB US TREASURY MONEY FUND		446,015.22		446,015.22	21.4	0.0
			<u>450,240.50</u>		<u>450,240.50</u>	<u>21.6</u>	<u>0.0</u>
<b>Corporate Bonds</b>							
50,000	GOLDMAN SACHS GROUP INC	110.01	55,006.00	111.14	55,570.00	2.7	5.6
	6.250% Due 09-01-17		<u>55,006.00</u>		<u>55,570.00</u>	<u>2.7</u>	<u>5.6</u>
<b>Common Stock</b>							
<b>Financials</b>							
640	AMERICAN EXPRESS COMPANY	22.81	14,598.98	93.04	59,545.60	2.9	1.1
1,150	AMERICAN INTERNATIONAL GROUP INC	31.36	36,059.96	56.01	64,411.50	3.1	0.9
131	FIDELITY NATIONAL FINANCIAL GROUP	11.23	1,733.11	15.74	2,061.94	0.1	0.0
395	FIDELITY NATIONAL FINANCIAL INC	26.34	10,406.25	34.45	13,607.75	0.7	2.2
5	INVESTORS BANCORP INC	10.00	50.00	11.22	56.12	0.0	1.8
1,000	JPMORGAN CHASE & CO	43.37	43,167.29	62.58	62,580.00	3.0	2.6
250	TRAVELERS COMPANIES INC	105.75	26,437.50	105.85	26,462.50	1.3	2.1
7,691	VALLEY NATL BANCORP N J	9.67	74,371.97	9.71	74,679.61	3.6	4.5

Overbrook Management Corp.  
**PORTFOLIO APPRAISAL**  
**MIRKEN FOUNDATION**  
*Charles Schwab & Co., Inc.*  
 December 31, 2014

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
1,015	VOYA FINANCIAL, INC.	24.68	25,047.21	42.38	43,015.70	2.1	0.1
			232,072.27		346,420.72	16.6	2.1
<b>Health Care</b>							
1,100	ABBVIE INC. COM	15.38	16,918.59	65.44	71,984.00	3.5	3.1
			16,918.59		71,984.00	3.5	3.1
<b>Consumer Discretionary</b>							
550	LOWES COMPANIES INC	28.56	15,705.95	68.80	37,840.00	1.8	1.3
			15,705.95		37,840.00	1.8	1.3
<b>Real Estate</b>							
2,000	KIMCO REALTY CORP	25.58	51,160.00	25.14	50,280.00	2.4	3.8
2,181	NORTHSTAR ASSET MANAGEMENT GROUP, INC	10.11	22,056.62	22.57	49,225.17	2.4	1.8
2,181	NORTHSTAR REALTY FINANCE CORP	8.85	19,302.14	17.58	38,341.98	1.8	9.1
1,000	STARWOOD PPTY TR INC COM	15.14	15,144.04	23.24	23,240.00	1.1	8.3
			107,662.80		161,087.15	7.7	5.1
<b>Lodging &amp; Leisure</b>							
1,344	CEDAR FAIR I P DEPOSITORY UNIT	46.76	62,850.68	47.83	64,283.52	3.1	6.3
3,768	RYMAN HOSPITALITY PROPERTIES	35.71	134,552.28	52.74	198,724.32	9.5	4.9
			197,402.95		263,007.84	12.6	5.3

Overbrook Management Corp.  
**PORTFOLIO APPRAISAL**  
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**Charles Schwab & Co., Inc.**  
 December 31, 2014

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
<b>Information Technology</b>							
5,000	E M C CORP MASS	30.14	150,700.00	29.74	148,700.00	7.1	1.5
380	NICE SYSTEMS LTD	35.26	13,399.70	50.65	19,247.00	0.9	1.0
480	VERINI SYSTEMS INC	37.32	17,915.29	58.28	27,974.40	1.3	0.0
			182,014.99		195,921.40	9.4	1.3
<b>Industrials</b>							
400	3M COMPANY	165.48	66,192.00	164.32	65,728.00	3.2	2.5
1,075	BOEING COMPANY CMN	92.89	99,852.66	129.98	139,728.50	6.7	2.8
500	FEDEX CORPORATION	77.10	38,549.11	173.66	86,830.00	4.2	0.5
2,250	GENERAL ELECTRIC COMPANY	25.62	57,645.00	25.27	56,857.50	2.7	3.6
			262,238.77		349,144.00	16.7	2.3
<b>Consumer Staples</b>							
23	REMY INTERNATIONAL INC	21.72	499.65	20.92	481.16	0.0	1.9
			499.65		481.16	0.0	1.9
<b>Energy</b>							
1	TRANSCANADA CORP.COM	49.70	49.70	49.10	49.10	0.0	3.4
			49.70		49.10	0.0	3.4
<b>Telecom Services</b>							
4,530	GLOBALSTAR, INC	3.43	15,521.79	2.75	12,457.50	0.6	0.0
			15,521.79		12,457.50	0.6	0.0

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Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
Infrastructure							
1,348	MACQUARIE INFRASTRUCTURE	47.81	64,442.65	71.09	95,829.32	4.6	5.7
			64,442.65		95,829.32	4.6	5.7
Transportation							
2,059	AIR CANADA CMN	6.73	13,725.73	10.21	20,822.41	1.0	0.0
2,897	SCORPIO TANKERS INC	10.28	29,780.87	8.69	25,174.93	1.2	5.5
			43,506.60		45,997.34	2.2	3.0
	Common Stock Total		1,138,036.72		1,580,219.54	75.8	3.1
	<b>TOTAL PORTFOLIO</b>		<b>1,643,283.22</b>		<b>2,086,030.04</b>	<b>100.0</b>	<b>2.5</b>

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**PORTFOLIO APPRAISAL**  
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 December 31, 2014

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
<b>Cash and Equivalents</b>							
	ACCRUED DIVIDENDS		4,369.42		4,369.42	0.1	0.0
	SCHWAB ADVISOR CASH RESERVE PREMIER		3,010,389.55		3,010,389.55	64.0	0.0
			<u>3,014,758.97</u>		<u>3,014,758.97</u>	<u>64.1</u>	<u>0.0</u>
<b>Common Stock</b>							
<b>Financials</b>							
39,722	VALLEY NATL BANCORP N J	3.33	132,399.81	9.71	385,700.62	8.2	4.5
			<u>132,399.81</u>		<u>385,700.62</u>	<u>8.2</u>	<u>4.5</u>
<b>Consumer Discretionary</b>							
1,988	FIVE FLOW INC COM	0.00	0.00	40.83	81,170.04	1.7	0.0
			<u>0.00</u>		<u>81,170.04</u>	<u>1.7</u>	<u>0.0</u>
<b>Energy</b>							
13,200	EXXON MOBIL CORPORATION	18.60	245,520.00	92.45	1,220,340.00	26.0	3.0
			<u>245,520.00</u>		<u>1,220,340.00</u>	<u>26.0</u>	<u>3.0</u>
	Common Stock Total		<u>377,919.81</u>		<u>1,687,210.66</u>	<u>35.9</u>	<u>3.2</u>
	<b>TOTAL PORTFOLIO</b>		<b>3,392,678.78</b>		<b>4,701,969.63</b>	<b>100.0</b>	<b>1.2</b>