Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/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
HENRY AND ELAINE KAUFMAN FOUNDATION, INC.

A Employer identification number
23-7045903

Number and street (or P O box number if mail is not delivered to street address)
590 MADISON AVENUE
5TH FLOOR

Room/suite

B Telephone number (see instructions)
( ) -

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10022

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ 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)* ▶ $ 29,130,553.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ____________________
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	4,571,485.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	203.	203.		ATCH 1
	4	Dividends and interest from securities	510,966.	510,966.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,175,793.			
	b	Gross sales price for all assets on line 6a 6,567,444.				
	7	Capital gain net income (from Part IV, line 2)		2,175,793.		
	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 3	4,271.	4,271.		
	12	**Total.** Add lines 1 through 11	7,262,718.	2,691,233.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ATCH 4	1,000.			1,000.
	b	Accounting fees (attach schedule) ATCH 5	7,500.	7,500.		
	c	Other professional fees (attach schedule) [6]	205,929.	205,929.		
	17	Interest ATCH 7	1,305.	1,305.		
	18	Taxes (attach schedule) (see instructions) [8]	72,486.	22,486.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 9	24,290.	23,528.		750.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	312,510.	260,748.		1,750.
	25	Contributions, gifts, grants paid	1,709,591.			1,709,591.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,022,101.	260,748.	0	1,711,341.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	5,240,617.			
	b	**Net investment income** (if negative, enter -0-)		2,430,485.		
	c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.**
4E1410 1 000

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	6,669,089.	79,828.	79,828.
	2	Savings and temporary cash investments		3,028,677.	3,028,677.
	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 10	9,888,309.	18,312,502.	24,563,379.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 11	4,095,622.	3,239,293.	1,458,669.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	20,653,020.	24,660,300.	29,130,553.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	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	20,653,020.	24,660,300.	
	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)	20,653,020.	24,660,300.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	20,653,020.	24,660,300.	

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	20,653,020.
2	Enter amount from Part I, line 27a	2	5,240,617.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	25,893,637.
5	Decreases not included in line 2 (itemize) ▶ ATCH 12	5	1,233,337.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,660,300.

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	2,175,793.
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	1,486,590.	20,984,577.	0.070842
2012	1,702,834.	12,172,197.	0.139895
2011	1,215,994.	16,289,180.	0.074650
2010	1,267,423.	16,268,698.	0.077906
2009	7,124,688.	15,445,184.	0.461289

2	**Total** of line 1, column (d)	2	0.824582
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	0.164916
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	24,825,946.
5	Multiply line 4 by line 3	5	4,094,196.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	24,305.
7	Add lines 5 and 6	7	4,118,501.
8	Enter qualifying distributions from Part XII, line 4	8	1,711,341.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	48,610.
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	48,610.
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	48,610.
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014. . . .	6a	65,055.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868).	6c	30,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	95,055.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	46,445.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 46,445. **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?.	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?.	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?. . . . . *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* ATCH 13	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HENRY KAUFMAN Telephone no ▶ 212-758-7100

Located at ▶590 MADISON AVENUE, 5TH FLOOR NEW YORK, NY ZIP+4 ▶ 10022

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

			Yes	No
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?	16		X
	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 ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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		
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)?		**5b**	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ 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?		**6b**	X
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?		**7b**	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		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 ▶

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		
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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	20,275,797.
b	Average of monthly cash balances		1b	3,791,319.
c	Fair market value of all other assets (see instructions)		1c	1,136,890.
d	**Total** (add lines 1a, b, and c)		1d	25,204,006.
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	25,204,006.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	378,060.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	24,825,946.
6	**Minimum investment return.** Enter 5% of line 5		6	1,241,297.

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	1,241,297.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	48,610.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	48,610.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,192,687.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,192,687.
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	1,192,687.

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	1,711,341.
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	1,711,341.
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	1,711,341.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1	Distributable amount for 2014 from Part XI, line 7					1,192,687.
2	Undistributed income, if any, as of the end of 2014					
a	Enter amount for 2013 only					
b	Total for prior years 20 12 ,20 11 ,20 10					
3	Excess distributions carryover, if any, to 2014					
a	From 2009	7,133,203.				
b	From 2010	1,267,423.				
c	From 2011	1,215,994.				
d	From 2012	1,214,484.				
e	From 2013	474,897.				
f	**Total** of lines 3a through e		11,306,001.			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 1,711,341.					
a	Applied to 2013, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2014 distributable amount					1,192,687.
e	Remaining amount distributed out of corpus		518,654.			
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		11,824,655.			
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					
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)		4,571,485.			
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		3,080,372.			
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		4,172,798.			
10	Analysis of line 9.					
a	Excess from 2010	1,267,423.				
b	Excess from 2011	1,215,994.				
c	Excess from 2012	1,214,484.				
d	Excess from 2013	474,897.				
e	Excess from 2014					

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the 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).)

ATTACHMENT 15

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.

N/A

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:

ATCH 16

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

APPLICATIONS SHOULD BE SUBMITTED IN WRITING.

c Any submission deadlines:

NONE

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
a *Paid during the year*				
ATCH 17				
Total . . . . ▶ **3a**				1,709,591.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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			14	203.	
4 Dividends and interest from securities			14	510,966.	
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			18	4,271.	
8 Gain or (loss) from sales of assets other than inventory			18	2,175,793.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,691,233.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 2,691,233.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)

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

		Yes	No
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	**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.

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

▶ HENRY KAUFMAN | 08-04-2015 | ▶ PRESIDENT

Signature of officer or trustee | Date | 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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DANIEL J CURRAN	DANIEL J CURRAN	07/29/2015		P00311611

Firm's name ▶ BENDER LANE ADVISORY, LLC

Firm's EIN ▶ 16-1627374

Firm's address ▶ 100 GREAT OAKS BLVD, STE 125
ALBANY, NY 12203

Phone no 518-218-1218

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2014

Name of the organization
HENRY AND ELAINE KAUFMAN FOUNDATION, INC.

Employer identification number
23-7045903

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 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 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or 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 990-PF, 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 HENRY AND ELAINE KAUFMAN FOUNDATION, INC.

Employer identification number 23-7045903

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	HENRY AND ELAINE KAUFMAN 590 MADISON AVENUE NEW YORK, NY 10022	$ 4,571,485.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization HENRY AND ELAINE KAUFMAN FOUNDATION, INC.

Employer identification number 23-7045903

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	7 SHARES BERKSHIRE HATHAWAY CL A	$ 1,230,947.	01/06/2014
1	5,500 SHARES COMCAST CORP.	$ 271,315.	01/06/2014
1	1,031 SHARES MASTERCARD INC.	$ 854,977.	01/06/2014
1	14,750 SHARES WELLS FARGO & CO.	$ 672,379.	01/06/2014
1	$1,500,000 IN CASH	$ 1,500,000.	12/31/2014
		$	

Name of organization HENRY AND ELAINE KAUFMAN FOUNDATION, INC.

Employer identification number 23-7045903

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

ELECTION TO TREAT UNUSED PRIOR YEAR CORPUS DISTRIBUTIONS AS CURRENT YEAR CORPUS DISTRIBUTIONS

HENRY & ELAINE KAUFMAN FOUNDATION INC.
EIN 23-7045903
2014 TAX YEAR

Pursuant to Reg. 53 4942(a)-3(c)(2)(iv), the above referenced foundation hereby elects to treat, as a current corpus distribution, the following unused prior tax year's distributions that were treated as corpus distributions under Reg. 53 4942(a)-3(d)(1)(iii) in such prior tax year:

Tax Year	Amount
2009	4,052,831
Plus 2014 Corpus Distributions	518,654
Total Corpus Distributions	**4,571,485**

Signed: Henry Kaufman

HENRY KAUFMAN, PRESIDENT
HENRY & ELAINE KAUFMAN FOUNDATION INC.

08-04-2015
Date

CALCULATION FOR STATUS AS A CONDUIT PRIVATE FOUNDATION
INTERNAL REVENUE CODE SECTION 170(b)(1)(F)(ii)
INTERNAL REVENUE CODE SECTION 4942(h)(2)

HENRY & ELAINE KAUFMAN FOUNDATION INC.
EIN 23-7045903
2014 TAX YEAR

A. 2014 QUALIFYING DISTRIBUTIONS REQUIREMENTS TO BE TREATED AS A CONDUIT FOUNDATION

2013 UNDISTRIBUTED INCOME	-
2014 DISTRIBUTABLE AMOUNT (Part XI, Line 7, Page 8, 2014 Form 990-PF)	1,192,687
2014 TOTAL CONTRIBUTIONS RECEIVED (Part I, Line 1(a), Page 1, 2014 Form 990-PF)	4,571,485
TOTAL AMOUNT TO BE DISTRIBUTED BY 3/15/15 TO BE DEEMED A CONDUIT FOUNDATION	5,764,172

B. 2014 QUALIFYING DISTRIBUTIONS MADE

TOTAL QUALIFYING DISTRIBUTIONS FOR 2014 (Part I, Line 26(d), Page 1 and Part XII, Line 4, Page 8, 2014 Form 990-PF)	1,711,341
ELECTION MADE ON 2014 FORM 990-PF TO TREAT UNUSED PRIOR TAX YEAR'S DISTRIBUTIONS TREATED AS CORPUS DISTRIBUTIONS AS A CURRENT CORPUS DISTRIBUTION	4,052,831
TOTAL AMOUNT DISTRIBUTED BY 3/15/2015	5,764,172

THEREFORE, THE FOUNDATION MEETS THE REQUIREMENTS OF IRC SECTION 170(b)(1)(A)(vii), 170(b)(1)F)(ii) AND 4942(h)(2) IN THAT QUALIFYING DISTRIBUTIONS OUT OF CORPUS WERE MADE IN AN AMOUNT EQUAL TO 100% OF ALL CONTRIBUTIONS RECEIVED DURING THE 2014 TAX YEAR AND IN THAT THERE WAS NO REMAINING UNDISTRIBUTABLE INCOME FOR THE 2013 AND 2014 TAX YEARS. THUS, THE FOUNDATION IS A CONDUIT PRIVATE FOUNDATION AND THE FOUNDATION QUALIFIES AS A 50% CHARITY.

Signed:

HENRY KAUFMAN, PRESIDENT
HENRY & ELAINE KAUFMAN FOUNDATION INC.

08-04-2015
Date

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN	63.	63.
MORGAN STANLEY	11.	11.
CHIEFTAIN/PERSHING		
GARDNER RUSSO/PERSHING		
SQ ADVISORS/SCHWAB	128.	128.
UBS	1.	1.
TOTAL	203.	203.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN	6,481.	6,481.
MORGAN STANLEY	76,900.	76,900.
CITIBANK	3,000.	3,000.
CHIEFTAIN/PERSHING	25,552.	25,552.
GARDNER RUSSO/PERSHING	171,593.	171,593.
SQ ADVISORS/SCHWAB	55,852.	55,852.
UBS	12,000.	12,000.
CERBERUS ASIA PARTNERS, LP	384.	384.
LEEDS EQUITY PARTNERS IV - ESTIMATE	25,916.	25,916.
KKR & CO (MS)	8,226.	8,226.
KINDER MORGAN PARTNERS (MS)	247.	247.
KKR & CO (CITI)	9,636.	9,636.
ELEVATION DUNDEE	115,179.	115,179.
TOTAL	510,966.	510,966.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CERBERUS ASIA PARTNERS, LP	11.	11.
KKR & CO (MS)	634.	634.
KKR & CO (CITI)	3,437.	3,437.
KINDER MORGAN (MS)	189.	189.
TOTALS	4,271.	4,271.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CLEARY GOTTLIEB	1,000.			1,000.
TOTALS	1,000.			1,000.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BENDER LANE ADVISORY, LLC	7,500.	7,500.		
TOTALS	7,500.	7,500.		

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CHIEFTAIN MANAGEMENT FEES	89,725.	89,725.	
GARDNER RUSSO MANAGE/CUST FEES	76,752.	76,752.	
SQ ADVISORS MANAGEMENT FEES	39,207.	39,207.	
CITIBANK WIRE FEES	95.	95.	
UBS WIRE FEES	150.	150.	
TOTALS	205,929.	205,929.	

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CERBERUS ASIA PARTNERS, LP	6.	6.	
KKR & CO (MS)	40.	40.	
KKR & CO (CITI)	1,106.	1,106.	
KINDER MORGAN (MS)	153.	153.	
TOTALS	1,305.	1,305.	

ATTACHMENT 8

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGNTAXES -GARDNER RUSSO	16,440.	16,440.	
FOREIGN TAXES - SQ ADVISORS	6,007.	6,007.	
FOREIGN-CERBERUS ASIA PTNRS,LP	26.	26.	
UNITED STATES TREASURY	50,000.		
FOREIGN TAXED - KINDER MORGAN	13.	13.	
TOTALS	72,486.	22,486.	

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
NYS DEPT OF LAW	750.		750.
ALM			
CERBERUS ASIA PARTNERS, LP	377.	377.	
ELEVATION PARTNERS, LP	2,041.	2,041.	
LEEDS EQUITY PARTNERS IV, LP	8,578.	8,578.	
KKR & CO (MS)	1,734.	1,734.	
KKR & CO (CITI/UBS)	4,236.	4,236.	
KINDER MORGAN	6,562.	6,562.	
KINDER MORGAN NON-DEDUCT EXP.	12.		
TOTALS	24,290.	23,528.	750.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CHIEFTAIN	2,988,456.	4,257,147.
JP MORGAN	26,374.	232,310.
MORGAN STANLEY	3,399,710.	5,218,200.
GARDNER RUSSO GARDNER	6,530,796.	8,560,422.
SQ ADVISORS	4,448,288.	5,146,000.
UBS	693,125.	917,200.
CITIBANK		
KKR & CO. (UBS)	225,753.	232,100.
KKR & CO (MS)		
TOTALS	18,312,502.	24,563,379.

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AUTONOMY CAPITAL FD CL B	135,850.	147,275.
CERBERUS ASIA PARTNERS LTD	146,438.	175,079.
ELEVATION PARTNERS LP	354,607.	1,164.
LEEDS EQUITY PARTNERS IV LP	2,600,458.	1,104,913.
ELEVATION DUNDEE PARTNERS, LP	304.	4,788.
ELEVATION MSP, LP	1,636.	25,450.
TOTALS	3,239,293.	1,458,669.

ATTACHMENT 12

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ADJUST. TO BOOK VALUE OF CONTRIBUTIONS	1,089,196.
ADJUST. TO BOOK VALUE OF FACEBOOK SHS	5,234.
ADJUST TO BOOK VALUE OF WRB SHS	138,907.
TOTAL	1,233,337.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 13

NAME AND ADDRESS

HENRY AND ELAINE KAUFMAN
590 MADISON AVENUE
NEW YORK, NY 10022

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
HENRY KAUFMAN 590 MADISON AVENUE 5TH FLOOR NEW YORK, NY 10022	PRES/TREAS/DIR - AS NEEDED
ELAINE KAUFMAN 590 MADISON AVENUE 5TH FLOOR NEW YORK, NY 10022	VP/DIR - AS NEEDED
DANIEL S KAUFMAN 590 MADISON AVENUE 5TH FLOOR NEW YORK, NY 10022	SEC/DIR - AS NEEDED
GLENN D KAUFMAN 590 MADISON AVENUE 5TH FLOOR NEW YORK, NY 10022	DIRECTOR - AS NEEDED
CRAIG S KAUFMAN 590 MADISON AVENUE 5TH FLOOR NEW YORK, NY 10022	DIRECTOR - AS NEEDED

ATTACHMENT 15

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

HENRY KAUFMAN
ELAINE KAUFMAN

ATTACHMENT 16

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DR. HENRY & ELAINE KAUFMAN
590 MADISON AVENUE
NEW YORK, NY 10022
212-758-7100

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ADL 605 3RD AVE NEW YORK, NY 10158	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
ADL 605 3RD AVE NEW YORK, NY 10158	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
AMERICAN ACADEMY OF ARTS & SCIENCES 136 IRVING ST CAMBRIDGE, MA 02138	NONE 501 (C) (3)	GENERAL CHARITABLE	5,000.
AMERICAN FOLK ART MUSEUM 1865 BROADWAY 11TH FLOOR NEW YORK, NY 10023	NONE 501 (C) (3)	GENERAL CHARITABLE	2,000.
AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 FIFTH AVE NEW YORK, NY 10110	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
AMERICAN JEWISH COMMITTEE 165 EAST 56TH STREET NEW YORK, NY 10022	NONE 501 (C) (3)	GENERAL CHARITABLE	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN JEWISH COMMITTEE 165 EAST 56TH STREET NEW YORK, NY 10022	NONE 501 (C) (3)	GENERAL CHARITABLE	3,600.
ANIMAL MEDICAL CENTER 510 E 62ND ST NEW YORK, NY 10065	NONE 501 (C) (3)	GENERAL CHARITABLE	10,000.
ASCAP FOUNDATION ONE LINCOLN PLZ NEW YORK, NY 10023	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
ATLANTA JEWISH FILM FESTIVAL P.O. BOX 550529 ATLANTA, GA 30355	NONE 501 (C) (3)	GENERAL CHARITABLE	1,500.
AUSTEN RIGGS CENTER 25 MAIN STREET STOCKBRIDGE, MA 01262	NONE 501 (C) (3)	GENERAL CHARITABLE	25,000.
BERGEN CATHOLIC TEE OFF CLUB 1040 ORADELL AVENUE ORADELL, NJ 07649	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BERGEN VOLUNTEER MEDICAL INITIATIVE, INC. 241 MOORE STREET HACKENSACK, NJ 07601	NONE 501 (C) (3)	GENERAL CHARITABLE	5,000.
CAMP SUNSHINE 1850 CLAIRMONT RD DECATUR, GA 30033	NONE 501 (C) (3)	GENERAL CHARITABLE	3,000.
CAMP SUNSHINE 1850 CLAIRMONT RD DECATUR, GA 30033	NONE 501 (C) (3)	GENERAL CHARITABLE	1,500.
CENTER FOR FINANCIAL STABILITY 1120 AVENUE OF THE AMERICANS FL 4 NEW YORK, NY 10036	NONE 501 (C) (3)	GENERAL CHARITABLE	10,000.
CENTER FOR JEWISH LIFE PO BOX 20526 STANFORD, CA 94309	NONE 501 (C) (3)	GENERAL CHARITABLE	500.
CHABAD 719 EASTERN PARKWAY 1 BROOKLYN, NY 11213	NONE 501 (C) (3)	GENERAL CHARITABLE	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDREN'S HEALTHCARE OF ATLANTA FDN. 1584 TULLIE CIR NE ATLANTA, GA 30329	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
CONGREGATION SHIR SHALOM 252 W SPAIN ST SONOMA, CA 95476	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
COUNCIL FOR ECONOMIC EDUCATION 122 EAST 42ND STREET SUITE 2600 NEW YORK, NY 10168	NONE 501 (C) (3)	GENERAL CHARITABLE	2,500.
COUNCIL ON FOREIGN RELATIONS 58 E 68TH ST NEW YORK, NY 10065	NONE 501 (C) (3)	GENERAL CHARITABLE	25,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE 2ND FLOOR NEW YORK, NY 10001	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
DWIGHT-ENGLEWOOD SCHOOL 315 E PALISADE AVE ENGLEWOOD, NJ 07631	NONE 501 (C) (3)	GENERAL CHARITABLE	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EDUCATION THROUGH MUSIC 122 E 42ND ST NEW YORK, NY 10168	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
ENGLEWOOD HOSPITAL & MEDICAL CENTER 350 ENGLE ST ENGLEWOOD, NJ 07631	NONE 501 (C) (3)	GENERAL CHARITABLE	200.
FELTSMAN PIANO FOUNDATION 18 HAWK HILL RD NEW YORK, NY 12561	NONE 501 (C) (3)	GENERAL CHARITABLE	20,000.
FIDF 1430 BOARDWAY NEW YORK, NY 10018	NONE 501 (C) (3)	GENERAL CHARITABLE	4,000.
FRACTURED ATLAS 248 WEST 35 ST NEW YORK, NY 10001	NONE 501 (C) (3)	GENERAL CHARITABLE	5,000.
FRANKLIN LAKES POLICE 490 PULIS AVE FRANKLIN LAKES, NJ 07417	NONE 501 (C) (3)	GENERAL CHARITABLE	100.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRANKLIN LAKES POLICE 490 PULIS AVE FRANKLIN LAKES, NJ 07417	NONE 501 (C) (3)	GENERAL CHARITABLE	100.
FRANKLIN LAKES AMBULANCE PO BOX 302 FRANKLIN LAKES, NJ 07417	NONE 501 (C) (3)	GENERAL CHARITABLE	200.
FRANKLIN LAKES FIRE 480 DEKORTE DRIVE FRANKLIN LAKES, NJ 07417	NONE 501 (C) (3)	GENERAL CHARITABLE	100.
GLEN ROCK JEWISH CENTER 682 HARRISTOWN ROAD GLEN ROCK, NJ 07452	NONE 501 (C) (3)	GENERAL CHARITABLE	200.
GRASSROOTS ENVIRONMENTAL EDUCATION 52 MAIN STREET PORT WASHINGTON, DC 11050	NONE 501 (C) (3)	GENERAL CHARITABLE	5,000.
GWHS BASEBALL FUND 549 AUDUBON AVENUE BRONX, NY 10046	NONE 501 (C) (3)	GENERAL CHARITABLE	4,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOPE HOSPICE 9470 HEALTHPARK CIR FORT MYERS, FL 33908	NONE 501 (C) (3)	GENERAL CHARITABLE	500.
HOSPITAL FOR SPECIAL SURGERY FUND, INC. 535 EAST 70TH STREET NEW YORK, NY 10021	NONE 501 (C) (3)	GENERAL CHARITABLE	3,000.
INSTITUTE OF INTERNATIONAL EDUCATION 809 UNITED NATIONS PLAZA NEW YORK, NY 10017	NONE 501 (C) (3)	GENERAL CHARITABLE	20,000.
INSTITUTE OF INTERNATIONAL EDUCATION 809 UNITED NATIONS PLAZA NEW YORK, NY 10017	NONE 501 (C) (3)	GENERAL CHARITABLE	200,000.
JELF 4549 CHAMBLEE DUNWOODY ROAD ATLANTA, GA 30338	NONE 501 (C) (3)	GENERAL CHARITABLE	5,000.
JERUSALEM FELLOWSHIPS, INC. 28 PARK AVE AIRMONT, NY 10952	NONE 501 (C) (3)	GENERAL CHARITABLE	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JEWISH FAMILY & CAREER SERVICES 4549 CHAMBLEE DUNWOODY ROAD ATLANTA, GA 30338	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
JEWISH FAMILY & CAREER SERVICES 4549 CHAMBLEE DUNWOODY ROAD ATLANTA, GA 30338	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
JEWISH FAMILY SERVICE OF NORTH JERSEY ONE PIKES DRIVE WAYNE, NJ 07470	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
JEWISH FEDERATION 50 EISENHOWER DRIVE PARAMUS, NJ 07652	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
JEWISH FEDERATION OF NORTH JERSEY 50 EISENHOWER DRIVE PARAMUS, NJ 07652	NONE 501 (C) (3)	GENERAL CHARITABLE	10,000.
JEWISH FEDERATION OF NORTH JERSEY 50 EISENHOWER DRIVE PARAMUS, NJ 07652	NONE 501 (C) (3)	GENERAL CHARITABLE	60,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JEWISH FEDERATION OF PALM BEACH 4601 COMMUNITY DR WEST PALM BEACH, FL 33417	NONE 501 (C) (3)	GENERAL CHARITABLE	3,000.
JEWISH FEDERATION OF PALM BEACH COUNTY 4601 COMMUNITY DR WEST PALM BEACH, FL 33417	NONE 501 (C) (3)	GENERAL CHARITABLE	200.
JEWISH FEDERATION OF PALM BEACH COUNTY 4601 COMMUNITY DR WEST PALM BEACH, FL 33417	NONE 501 (C) (3)	GENERAL CHARITABLE	3,000.
JEWISH HOME AT ROCKLEIGH 10 LINK DRIVE ROCKLEIGH, NJ 07647	NONE 501 (C) (3)	GENERAL CHARITABLE	5,000.
JEWISH HOME FOUNDATION OF NORTH JERSEY 10 LINK DRIVE ROCKLEIGH, NJ 07647	NONE 501 (C) (3)	GENERAL CHARITABLE	20,000.
KAUFMAN CENTER 129 WEST 67TH STREET NEW YORK, NY 10023	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KAUFMAN MUSIC CENTER 129 WEST 67TH STREET NEW YORK, NY 10023	NONE 501 (C) (3)	GENERAL CHARITABLE	200,000.
KAUFMAN MUSIC CENTER 129 WEST 67TH STREET NEW YORK, NY 10023	NONE 501 (C) (3)	GENERAL CHARITABLE	23,000.
KAUFMAN MUSIC CENTER 129 WEST 67TH STREET NEW YORK, NY 10023	NONE 501 (C) (3)	GENERAL CHARITABLE	9,000.
KIDNEY & UROLOGY FOUNDATION OF AMERICA 2 WEST 47TH STREET STE 401 NEW YORK, NY 10036	NONE 501 (C) (3)	GENERAL CHARITABLE	5,000.
KOL AMI 8200 PETERS RD PLANTATION, FL 33324	NONE 501 (C) (3)	GENERAL CHARITABLE	250.
KRAVIS CENTER FOR THE PERFORMING ARTS 701 OKEECHOBEE BLVD WEST PALM BEACH, FL 33401	NONE 501 (C) (3)	GENERAL CHARITABLE	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEO BAECK INSTITUTE 15 W 16TH ST NEW YORK, NY 10011	NONE 501 (C) (3)	GENERAL CHARITABLE	5,000.
LOST TREE VILLAGE CHARITABLE FOUNDATION 8 CHURCH LN N PALM BEACH, FL 33408	NONE 501 (C) (3)	GENERAL CHARITABLE	200.
MANHATTAN THEATRE CLUB 311 WEST 43RD STREET NEW YORK, NY 10036	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
MARCUS JEWISH COMMUNITY CENTER OF ATLANTA 5342 TILLY MILL RD DUNWOODY, GA 30338	NONE 501 (C) (3)	GENERAL CHARITABLE	5,000.
MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVE NEW YORK, NY 10021	NONE 501 (C) (3)	GENERAL CHARITABLE	100.
MORSELIFE FOUNDATION, INC. 4847 FRED GLADSTONE DR WEST PALM BEACH, FL 33417	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW YORK PUBLIC RADIO GALA 160 VARICK STREET NEW YORK, NY 10013	NONE 501 (C) (3)	GENERAL CHARITABLE	500.
NEW YORK UNIVERSITY 105 E 17TH STREET NEW YORK, NY 10003	NONE 501 (C) (3)	GENERAL CHARITABLE	100,000.
NEW YORK-PRESBYTERIAN 525 EAST 68TH STREET NEW YORK, NY 10065	NONE 501 (C) (3)	GENERAL CHARITABLE	100,000.
NORTON MUSEUM OF ART 1451 S OLIVE AVE WEST PALM BEACH, FL 33401	NONE 501 (C) (3)	GENERAL CHARITABLE	25,000.
NORTON MUSEUM OF ART 1451 S OLIVE AVE WEST PALM BEACH, FL 33401	NONE 501 (C) (3)	GENERAL CHARITABLE	200,000.
NORTON MUSEUM OF ART 1451 S OLIVE AVE WEST PALM BEACH, FL 33401	NONE 501 (C) (3)	GENERAL CHARITABLE	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTON MUSEUM OF ART 1451 S OLIVE AVE WEST PALM BEACH, FL 33401	NONE 501 (C) (3)	GENERAL CHARITABLE	30,000.
ORPHEUS CHAMBER ORCHESTRA 490 RIVERSIDE DRIVE; 11TH FLOOR NEW YORK, NY 10027	NONE 501 (C) (3)	GENERAL CHARITABLE	2,000.
ORPHEUS CHAMBER ORCHESTRA 490 RIVERSIDE DRIVE; 11TH FLOOR NEW YORK, NY 10027	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
PALM BEACH COUNTRY CLUB FOUNDATION 760 N OCEAN BLVD PALM BEACH, FL 33480	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
PALM BEACH DRAMA WORKS 201 CLEMATIS STREET WEST PALM BEACH, FL 33401	NONE 501 (C) (3)	GENERAL CHARITABLE	500.
PALM BEACH UNITED WAY 2600 QUANTUM BLVD BOYNTON BEACH, FL 33426	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PATH FOUNDATION P.O. BOX 14327 ATLANTA, GA 30324	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
PEDS 1389 PEACHTREE ST NE ATLANTA, GA 30309	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
PRINCETON ALUMNICORPS 12 STOCKTON STREET PRINCETON, NJ 08540	NONE 501 (C) (3)	GENERAL CHARITABLE	500.
RISING TIDE CAPITAL 348 MARTIN LUTHER KING JR. DRIVE JERSEY CITY, NJ 07305	NONE 501 (C) (3)	GENERAL CHARITABLE	6,000.
RIVERDALE COUNTRY SCHOOL 5250 FIELDSTON RD BRONX, NY 10471	NONE 501 (C) (3)	GENERAL CHARITABLE	10,000.
SACRED HEART SCHOOL 410 NORTH M STREET LAKE WORTH, FL 33460	NONE 501 (C) (3)	GENERAL CHARITABLE	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEMPLE BETH ABRAHAM 25 LEROY AVENUE TARRYTOWN, NY 10591	NONE 501 (C) (3)	GENERAL CHARITABLE	3,396.
TEMPLE BETH EL 190 N. COUNTY ROAD PALM BEACH, FL 33480	NONE 501 (C) (3)	GENERAL CHARITABLE	900.
TEMPLE BETH RISHON 585 RUSSELL AVENUE WYCKOFF, NJ 07481	NONE 501 (C) (3)	GENERAL CHARITABLE	100,000.
TEMPLE BETH RISHON 585 RUSSELL AVENUE WYCKOFF, NJ 07481	NONE 501 (C) (3)	GENERAL CHARITABLE	360.
TEMPLE BETH RISHON 585 RUSSELL AVENUE WYCKOFF, NJ 07481	NONE 501 (C) (3)	GENERAL CHARITABLE	2,470.
TEMPLE BETH RISHON 585 RUSSELL AVENUE WYCKOFF, NJ 07481	NONE 501 (C) (3)	GENERAL CHARITABLE	12,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEMPLE EMANU-EL OF PALM BEACH 190 N. COUNTRY ROAD PALM BEACH, FL 33480	NONE 501 (C) (3)	GENERAL CHARITABLE	250.
TEMPLE EMANU-EL OF PALM BEACH 190 N. COUNTRY ROAD PALM BEACH, FL 33480	NONE 501 (C) (3)	GENERAL CHARITABLE	40,000.
TEMPLE EMANU-EL OF PALM BEACH 190 N. COUNTRY ROAD PALM BEACH, FL 33480	NONE 501 (C) (3)	GENERAL CHARITABLE	5,575.
TEMPLE EMANU-EL OF PALM BEACH 190 N. COUNTRY ROAD PALM BEACH, FL 33480	NONE 501 (C) (3)	GENERAL CHARITABLE	1,800.
TEMPLE SINAI 5645 DUPREE DRIVE NW SANDY SPRINGS, GA 30327	NONE 501 (C) (3)	GENERAL CHARITABLE	1,500.
THE BLUE & GOLD FOUNDATION 3688 CHAMBLEE-DUNWOODY ROAD CHAMBLEE, GA 30341	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE BRETTON WOODS COMMITTEE 1726 M ST NW STE 200 WASHINGTON, DC 20036	NONE 501 (C) (3)	GENERAL CHARITABLE	500.
THE DAVIS ACADEMY 8105 ROBERTS DR ATLANTA, GA 30350	NONE 501 (C) (3)	GENERAL CHARITABLE	3,500.
THE FUND FOR REUNION, INC. PO BOX 1481 PRINCETON, NJ 08542	NONE 501 (C) (3)	GENERAL CHARITABLE	250.
THE GROUP OF THIRTY 1726 M ST NW STE 200 WASHINGTON, DC 20036	NONE 501 (C) (3)	GENERAL CHARITABLE	3,000.
THE JEWISH MUSEUM 1109 5TH AVENUE NEW YORK, NY 10128	NONE 501 (C) (3)	GENERAL CHARITABLE	10,000.
THE JEWISH MUSEUM 1109 5TH AVENUE NEW YORK, NY 10128	NONE 501 (C) (3)	GENERAL CHARITABLE	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE METROPOLITAN OPERA 30 LINCOLN CENTER NEW YORK, NY 10023	NONE 501 (C) (3)	GENERAL CHARITABLE	5,000.
THE MUSSAR INSTITUTE 6545 SW 133RD DR PINECREST, FL 33156	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
THE NEW SCHOOL 66 WEST 12TH STREET NEW YORK, NY 10011	NONE 501 (C) (3)	GENERAL CHARITABLE	200.
THE SOCIETY OF THE FOUR ARTS FOUR ARTS PLAZA PALM BEACH, FL 33480	NONE 501 (C) (3)	GENERAL CHARITABLE	10,000.
THE TEMPLE 1589 PEACHTREE STREET NE ATLANTA, GA 30309	NONE 501 (C) (3)	GENERAL CHARITABLE	2,675.
THE TEMPLE 1589 PEACHTREE STREET NE ATLANTA, GA 30309	NONE 501 (C) (3)	GENERAL CHARITABLE	2,750.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ULI FOUNDATION 1025 THOMAS JEFFERSON STREET NW NO WASHINGTON, DC 20007	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
UNIVERSITY OF MARYLAND COLLEGE PARK FDN. 2119 MAIN ADMINISTRATION BLDG COLLEGE PARK, MD 20742	NONE 501 (C) (3)	GENERAL CHARITABLE	200,000.
VALLEY HOSPITAL FOUNDATION 223 NORTH VAN DEIN AVENUE RIDGEWOOD, NJ 07450	NONE 501 (C) (3)	GENERAL CHARITABLE	20,000.
WASHINGTON UNIVERSITY 1 BROOKINGS DRIVE ST. LOUIS, MO 63130	NONE 501 (C) (3)	GENERAL CHARITABLE	5,000.
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVE NEW YORK, NY 10021	NONE 501 (C) (3)	GENERAL CHARITABLE	9,515.
WNET 825 8TH AVE FL 14 NEW YORK, NY 10019	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOODRUFF ARTS CENTER 1280 PEACHTREE ST N.E. ATLANTA, GA 30309	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
WXEL TV 3401 S CONGRESS AVE BOYNTON BEACH, FL 33426	NONE 501 (C) (3)	GENERAL CHARITABLE	1,000.
YIVO INSTITUTE FOR JEWISH RESEARCH 15 WEST 16TH ST NEW YORK, NY 10011	NONE 501 (C) (3)	GENERAL CHARITABLE	200.
		TOTAL CONTRIBUTIONS PAID	1,709,591.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2014

Name of estate or trust	Employer identification number
HENRY AND ELAINE KAUFMAN FOUNDATION, INC.	23-7045903

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b .				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2013 Capital Loss Carryover Worksheet	6	( )
7	**Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back . . . . ▶	7	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b .				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	6,567,444.	4,391,651.		2,175,793.

11	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.	12	
13	Capital gain distributions.	13	
14	Gain from Form 4797, Part I.	14	
15	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2013 Capital Loss Carryover Worksheet	15	( )
16	**Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back . . . . ▶	16	2,175,793.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			
18	**Net long-term gain or (loss):**				
a	Total for year	18a			2,175,793.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			2,175,793.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or b** $3,000 . . . 20 (   )

Note: *If the loss on line 19, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if·*

- *Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 21
22 Enter the **smaller** of line 18a or 19 in column (2) but not less than zero . . . 22
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 23
24 Add lines 22 and 23 . . . 24
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶ 25
26 Subtract line 25 from line 24. If zero or less, enter -0- . . . 26
27 Subtract line 26 from line 21. If zero or less, enter -0- . . . 27
28 Enter the **smaller** of the amount on line 21 or $2,500 . . . 28
29 Enter the **smaller** of the amount on line 27 or line 28 . . . 29
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% . . . ▶ 30
31 Enter the **smaller** of line 21 or line 26 . . . 31
32 Subtract line 30 from line 26 . . . 32
33 Enter the **smaller** of line 21 or $12,150 . . . 33
34 Add lines 27 and 30 . . . 34
35 Subtract line 34 from line 33. If zero or less, enter -0- . . . 35
36 Enter the **smaller** of line 32 or line 35 . . . 36
37 Multiply line 36 by 15% . . . ▶ 37
38 Enter the amount from line 31 . . . 38
39 Add lines 30 and 36 . . . 39
40 Subtract line 39 from line 38. If zero or less, enter -0- . . . 40
41 Multiply line 40 by 20% . . . ▶ 41
42 Figure the tax on the amount on line 27 Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 42
43 Add lines 37, 41, and 42 . . . 43
44 Figure the tax on the amount on line 21 Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 44
45 **Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . ▶ 45

Form 8949 (2014) Attachment Sequence No **12A** Page **2**

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side	**Social security number or taxpayer identification number**
HENRY AND ELAINE KAUFMAN FOUNDATION, INC.	23-7045903

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later)

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.**		**(h) Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
PUBLICLY TRADED SECURITIES			6,222,470.	4,382,086.			1,840,384.
KKR & COMPANY INC. (MS K-1 CAPITAL GAINS			10,418.				10,418.
KINDER MORGAN PARTNERS K-1 CAPITAL LOSSES				723.			-723.
KKR & COMPANY (CITI) K-1 CAPITAL GAINS			21,942.				21,942.
CERBERUS ASIA PARTNERS LP K-1 CAPITAL LOSS				8,842.			-8,842.
ELEVATION PARTNERS, LP K-1 CAPITAL GAINS			6,794.				6,794.
LEEDS EQUITY PARTNERS K-1 CAPITAL GAINS			305,820.				305,820.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			6,567,444.	4391651.			2175793.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

HENRY AND ELAINE KAUFMAN FOUNDATION, INC. 23-7045903

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)	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES						
6,222,470.		4,382,086.					1,840,384.	
		KKR & COMPANY INC. (MS) K-1 CAPITAL GAIN PROPERTY TYPE: SECURITIES				P		
10,418.							10,418.	
		KINDER MORGAN PARTNERS K-1 CAPITAL LOSSE PROPERTY TYPE: SECURITIES				P		
		723.					-723.	
		KKR & COMPANY (CITI) K-1 CAPITAL GAINS PROPERTY TYPE: SECURITIES				P		
21,942.							21,942.	
		CERBERUS ASIA PARTNERS, LP K-1 CAPITAL L PROPERTY TYPE: SECURITIES				P		
		8,842.					-8,842.	
		ELEVATION PARTNERS, LP K-1 CAPITAL GAINS PROPERTY TYPE: SECURITIES				P		
6,794.							6,794.	
		LEEDS EQUITY PARTNERS K-1 CAPITAL GAINS PROPERTY TYPE: SECURITIES				P		
305,820.							305,820.	
TOTAL GAIN(LOSS)							2,175,793.	