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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2014

Open to Public Inspection

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

Name of foundation THE PALETTE FUND INC		A Employer identification number 26-2736653	
% TERRENCE MECK		B Telephone number (see instructions)	
Number and street (or P O box number if mail is not delivered to street address) 1201 BROADWAY	Room/suite		
City or town, state or province, and ZIP or foreign postal code NEW YORK, NY 10001		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 20,261,238		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

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)	54,050			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	81	81	81	
	4 Dividends and interest from securities.	586,485	586,485	586,485	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	299,980			
	b Gross sales price for all assets on line 6a 4,672,437				
	7 Capital gain net income (from Part IV, line 2) . . .		299,980		
	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)				
Operating and Administrative Expenses	11 Other income (attach schedule)	104,599	104,599	104,599	
	12 Total. Add lines 1 through 11	1,045,195	991,145	691,165	
	13 Compensation of officers, directors, trustees, etc	110,000			110,000
	14 Other employee salaries and wages	138,458			138,458
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	126,949	126,949	126,949	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	33,897	33,897	33,897	
	19 Depreciation (attach schedule) and depletion	698			
	20 Occupancy	24,334			24,334
	21 Travel, conferences, and meetings	88,176			88,176
	22 Printing and publications				
	23 Other expenses (attach schedule)	137,336		137,336	137,336
	24 Total operating and administrative expenses. Add lines 13 through 23	659,848	160,846	298,182	498,304
	25 Contributions, gifts, grants paid	1,129,115			1,121,615
	26 Total expenses and disbursements. Add lines 24 and 25	1,788,963	160,846	298,182	1,619,919
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-743,768			
	b Net investment income (if negative, enter -0-)		830,299		
	c Adjusted net income (if negative, enter -0-)			392,983	

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	611,169	83,533	83,533
	2	Savings and temporary cash investments	3,190,693	3,136,936	3,136,936
	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) ▶ <u>2,896,932</u> Less allowance for doubtful accounts ▶ _____	2,998,768	2,896,932	2,896,932
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	6,779	6,372	6,372
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,401,869	5,980,243	6,530,574
	c	Investments—corporate bonds (attach schedule).	3,912,578	3,996,832	4,085,036
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,936,397	3,258,946	3,513,086
	14	Land, buildings, and equipment basis ▶ <u>9,467</u> Less accumulated depreciation (attach schedule) ▶ <u>698</u>	0	8,769	8,769
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	20,058,253	19,368,563	20,261,238	
Liabilities	17	Accounts payable and accrued expenses	0	46,578	
	18	Grants payable	0	7,500	
	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	54,078	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	20,058,253	19,314,485	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	20,058,253	19,314,485	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	20,058,253	19,368,563	

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 20,058,253
2	Enter amount from Part I, line 27a	2 -743,768
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 19,314,485
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 19,314,485

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	299,980
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	1,674,322	19,600,745	0 085421
2012	1,484,105	18,369,423	0 080792
2011	1,477,353	17,983,257	0 082152
2010	1,111,688	13,562,196	0 08197
2009	394,692	7,324,506	0 053887

2	Total of line 1, column (d).	2	0 384222
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 076844
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	19,106,892
5	Multiply line 4 by line 3.	5	1,468,250
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	8,303
7	Add lines 5 and 6.	7	1,476,553
8	Enter qualifying distributions from Part XII, line 4.	8	1,619,919

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1

Date of ruling or determination letter (attach copy of letter if necessary—see instructions)

1

8,303

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

8,303

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

4

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.

5

8,303

6

Credits/Payments

a

2014 estimated tax payments and 2013 overpayment credited to 2014

6a

10,000

b

Exempt foreign organizations—tax withheld at source

6b

c

Tax paid with application for extension of time to file (Form 8868)

6c

d

Backup withholding erroneously withheld

6d

7

10,000

8

Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.

8

84

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

1,613

11

Enter the amount of line 10 to be Credited to 2015 estimated tax 1,613 Refunded

11

Part VII-AStatements Regarding Activities

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

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?

1b

No

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

No

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?

2

No

If "Yes," attach a detailed description of the activities.

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

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

No

b

If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5

No

If "Yes," attach the statement required by General Instruction T.

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

Yes

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

Yes

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

Yes

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV

9

No

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

10

No

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Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ WWW.THEPALETTEFUND.ORG				
14	The books are in care of ▶ TERRENCE MECK Telephone no ▶ (646) 861-3292 Located at ▶ 1201 BROADWAY SUITE 504 NEW YORK NY ZIP +4 ▶ 10001			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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 ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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 Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>			
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			No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). 2b			No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>). 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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.	<input checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
See Additional Data Table				
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
RYAN FULLER	CONTROLLER	38,250	4,250	
1201 BROADWAY STE 504 NEW YORK, NY 10001	40 0			
CLARA RODRIGUEZ	PROGRAM DIRECTOR	100,000	0	
1201 BROADWAY STE 504 NEW YORK, NY 10001	40 0			
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
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	
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	
2	
All other program-related investments. See instructions.	
3	
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	10,357,422
b	Average of monthly cash balances.	1b	3,511,166
c	Fair market value of all other assets (see instructions).	1c	5,529,272
d	Total (add lines 1a, b, and c).	1d	19,397,860
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	0
3	Subtract line 2 from line 1d.	3	19,397,860
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	290,968
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,106,892
6	Minimum investment return. Enter 5% of line 5.	6	955,345

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	955,345
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	8,303
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,303
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	947,042
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	947,042
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	947,042

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	1,619,919
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,619,919
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	8,303
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,611,616

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				947,042
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 2012 , 2011 , 2010		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	32,006			
b From 2010.	440,424			
c From 2011.	587,682			
d From 2012.	584,770			
e From 2013.	713,409			
f Total of lines 3a through e.	2,358,291			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 1,619,919				
a Applied to 2013, but not more than line 2a			0	
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.				947,042
e Remaining amount distributed out of corpus	672,877			
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	3,031,168			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	32,006			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	2,999,162			
10 Analysis of line 9				
a Excess from 2010. . . .	440,424			
b Excess from 2011. . . .	587,682			
c Excess from 2012. . . .	584,770			
d Excess from 2013. . . .	713,409			
e Excess from 2014. . . .	672,877			

Part XIV

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

3

Part XV

1

2

Time	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100
Time	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,121,615
b Approved for future payment BROADWAY CARES 165 WEST 46TH STREET SUITE 1300 NEW YORK, NY 10036			CONTRIBUTION	7,500
Total			3b	7,500

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

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?

(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

[illegible]

b If "Yes," complete the following schedule

(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.

<div style="border-bottom: 1px solid black; margin-bottom: 5px;"></div> <div style="display: flex; justify-content: space-between;"> ***** 2015-11-11 </div> <div style="display: flex; justify-content: space-between;"> Signature of officer or trustee Date </div>	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"></div> <div>*****</div> <div>Title</div>	<div style="border: 1px solid black; padding: 5px;"> May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div>
---	---	--

Print/Type preparer's name Brian K Stein CPA	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00370567
Firm's name <input checked="" type="checkbox"/> Tarlow & Co CPA's			Firm's EIN <input checked="" type="checkbox"/>	
Firm's address <input checked="" type="checkbox"/> 7 Penn Plaza Suite 210 New York, NY 10001			Phone no (212) 697-8540	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
MORGAN STANLEY LT COVERED 113541 - SEE ATTACHED STATEMENT	P	2012-05-10	2014-01-15
MORGAN STANLEY ST COVERED 118335 - SEE ATTACHED STATEMENT	P	2014-08-06	2014-12-17
MORGAN STANLEY ST NONCOVERED 118335 - SEE ATTACHED STATEMENT	P	2013-10-01	2014-01-24
MORGAN STANLEY LT NONCOVERED 118335 - SEE ATTACHED STATEMENT	P	2012-09-07	2014-12-17
MORGAN STANLEY ST COVERED 014425 - SEE ATTACHED STATEMENT	P	2014-02-21	2014-02-26
MORGAN STANLEY LT COVERED 014425 - SEE ATTACHED STATEMENT	P	2012-04-16	2014-03-24
MORGAN STANLEY LT NONCOVERED 014425 - SEE ATTACHED STATEMENT	P	2009-06-16	2014-12-31
MORGAN STANLEY ST COVERED 016428 - SEE STATEMENT ATTACHED	P	2014-02-25	2014-10-08
MORGAN STANLEY LT COVERED 016428 - SEE ATTACHED STATEMENT	P	2012-10-19	2014-12-31
MORGAN STANLEY LT NONCOVERED 016428 - SEE ATTACHED STATEMENT	P	2012-04-18	2014-10-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
85,561		100,000	-14,439
526,617		525,409	1,208
279,998		277,585	2,413
1,202,299		1,185,742	16,557
10,133		10,566	-433
9,625		5,283	4,342
57,871		33,423	24,448
243,281		231,486	11,795
668,658		502,000	166,658
34,358		18,171	16,187

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-14,439
			1,208
			2,413
			16,557
			-433
			4,342
			24,448
			11,795
			166,658
			16,187

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
MORGAN STANLEY ST COVERED 017125 - SEE ATTACHED STATEMENT	P	2014-04-18	2014-12-31
MORGAN STANLEY LT COVERED 017125 - SEE ATTACHED STATEMENT	P	2013-04-18	2014-12-31
WELLS FARGO ST COVERED 9742 - SEE ATTACHED STATEMENT	P	2014-01-31	2014-12-31
WELLS FARGO LT COVERED 9742 - SEE ATTACHED STATEMENT	P	2012-01-17	2014-12-31
WELLS FARGO LT NONCOVERED 9742 - SEE ATTACHED STATEMENT	P	2011-03-15	2014-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
29,453		27,895	1,558
35,289		33,566	1,723
912,889		905,916	6,973
338,173		333,495	4,678
183,217		181,920	1,297


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,558
			1,723
			6,973
			4,678
			1,297


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TERRENCE MECK	PRESIDENT 40 0	110,000	15,000	0
1201 BROADWAY NEW YORK, NY 10001				
PETER BENASSI	CHAIR 1 0	0		
1201 BROADWAY NEW YORK, NY 10001				
KRISTIN RESNANSKY	SECRETARY & TREASURER 1 0	0		
1201 BROADWAY NEW YORK, NY 10001				
TODD SEARS	DIRECTOR 1 0	0		
1201 BROADWAY NEW YORK, NY 10001				
BLAIRE MILANESE	DIRECTOR 1 0	0		
1201 BROADWAY NEW YORK, NY 10001				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TRUE COLORS FUND 330 WEST 38TH STREET SUITE 405 NEWYORK,NY 10018			CONTRIBUTION	9,970
GOD'S LOVE WE DELIVER 166 AVENUE OF THE AMERICAS NEWYORK,NY 10013			CONTRIBUTION & GRANT	112,500
THRESHOLD FOUNDATION PO BOX 29903 SAN FRANCISCO,CA 94129			CONTRIBUTION	40,850
LGBT COMMUNITY CENTER 1800 MARKEY STREET SAN FRANCISCO,CA 94012			CONTRIBUTION	10,000
BROADWAY CARES 165 West 46th Street Suite 1300 NEWYORK,NY 10036			CONTRIBUTION	5,100
AMERICAN PROGRESS CENTER 1333 H Street NW 10th Floor WASHINGTON,DC 20005			GRANT	50,000
FRIENDS OF HIGH LINE 529 W 20th St 8W NEWYORK,NY 10011			GRANT	20,000
FIRST DESCENTS 767 SANTA FE DRIVE DENVER,CO 80204			GRANT	25,000
ROSIE'S THEATER KIDS 455 WEST 45TH STREET NEWYORK,NY 10036			GRANT	22,500
FOOD FIGHT 285 RIVERSIDE DRIVE NEWYORK,NY 10025			GRANT	25,000
JEFFREY FASHION CARES 120 WALL STREET NEWYORK,NY 10005			GRANT	50,000
LIBERTY HILLQUEER YOUTH FUND 6420 WILSHIRE BLVD LOS ANGELES,CA 90048			GRANT	68,708
POINT FOUNDATION PO BOX 60108 LOS ANGELES,CA 90060			GRANT	19,800
PANCAN 1500 Rosecrans Avenue Suite 200 MANHATTAN BEACH,CA 90266			CONTRIBUTION	50,000
SMITH CENTER FOR HEALING 1632 U STREET NW WASHINGTON,DC 20009			GRANT	50,000
Total  3a				1,121,615

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SHARE OUR STRENGTH 1030 15th Street Washington, DC 20000			CONTRIBUTION	10,000
ROUNABOUT THEATRE 231 West 39th Street Suite 1200 NEW YORK, NY 10018			CONTRIBUTION	5,000
AIDS WALK NYC 611 S Kingsley Drive Los Angeles, CA 90000			CONTRIBUTION	5,000
BAILEY HOUSE 1751 Park Avenue NEW YORK, NY 10035			CONTRIBUTION	15,000
VARIOUS ONLINE ORGANIZATIONS 1201 BROADWAY NEW YORK, NY 10001			CONTRIBUTION	67,187
MOVEMENT ADVANCEMENT PROJECT 8403 Colesville Road Suite 450 Silver Spring, MD 20910			GRANT	25,000
CAMPUS PRIDE GRANT PO Box 240473 Charlotte, NC 28224			GRANT	7,500
MAUTNER PROJECT 1110 VERMONT AVE NW STE 550 WASHINGTON, DC 20005			GRANT	10,000
IMMIGRATION EQUALITY 40 Exchange Place Suite 1300 NEW YORK, NY 10005			GRANT	20,000
GLAD 30 Winter Street Suite 800 Boston, MA 02108			GRANT	15,000
CENTERLINK P O Box 24490 Fort Lauderdale, FL 33307			GRANT	25,000
COLUMBIA UNIVERSITY 615 West 131st Street Room 254 NEW YORK, NY 10027			GRANT	40,000
ELTON JOHN AIDS FOUNDATION 584 BROADWAY SUITE 906 NEW YORK, NY 10012			GRANT	10,000
TRUE COLORS FUND 330 WEST 38TH STREET SUITE 405 NEW YORK, NY 10018			CONTRIBUTION	25,000
UCLA FOUNDATION 10920 WILSHIRE BLVD 900 LOS ANGELES, CA 90024			CONTRIBUTIONS	25,000
Total  3a				1,121,615

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HETRICK MARTIN INSTITUTE 2 ASTOR PLACE NEW YORK, NY 10003			CONTRIBUTION	50,000
FRIENDS IN DEED 594 BROADWAY SUITE 706 NEW YORK, NY 10012			CONTRIBUTION	20,000
BROADWAY CARES GRANT 165 W 46TH STREET APT 1300 NEW YORK, NY 10036			CONTRIBUTION & GRANT	15,000
CHILDRENS RADIO FOUNDATION 115 WEST 30TH STREET SUITE 400 NEW YORK, NY 10001			CONTRIBUTION	15,000
THE CENTER FOR ANTI VIOLENCE 327 7TH STREET SUITE 2 BROOKLYN, NY 11215			CONTRIBUTION	10,000
IM FROM DRIFTWOOD 126 SOUTH 8TH STREET SUITE 3 BROOKLYN, NY 11249			CONTRIBUTION	30,000
POLITICAL RESEARCH ASSOCIATES 1310 BROADWAY SUITE 201 SOMERVILLE, MA 02144			CONTRIBUTION	25,000
ST MARYS HEALTHCARE SYSTEM 2901 216TH STREET NEW YORK, NY 11360			CONTRIBUTION	25,000
PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON, NJ 08540			CONTRIBUTION	50,000
TRANSGENDER LAW CENTER 1629 TELEGRAPH AVENUE SUITE 400 OAKLAND, CA 94612			CONTRIBUTION	12,500
FRACTURED ATLAS - HARVEY MILK 248 W 35TH STREET 10TH FLOOR NEW YORK, NY 10001			CONTRIBUTION	5,000
Total			3a	1,121,615

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Depreciation Schedule

Name: THE PALETTE FUND INC

EIN: 26-2736653

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BROADWAY FURNITURE	2014-06-18	8,717		SL	7	623			
PRINTER	2014-06-18	750		SL	5	75			

TY 2014 Investments - Other Schedule**Name:** THE PALETTE FUND INC**EIN:** 26-2736653

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MORGAN STANLEY CROSSROADS	AT COST	694,695	694,695
MSSB REAL ESTATE DEBT	AT COST	126,660	126,660
RENEWAL 2 SOCIAL FUND	AT COST	171,027	171,027
D.E. SHAW OCULUS INT'L FUND	AT COST	1,327,383	1,391,053
FRONTPOINT OFFSHORE	AT COST	16,824	6,555
STARBOARD OFFSHORE	AT COST	900,962	1,101,701
RENEWAL 3 US LIMITED	AT COST	21,395	21,395

TY 2014 Land, Etc. Schedule

Name: THE PALETTE FUND INC

EIN: 26-2736653

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BROADWAY FURNITURE	8,717	623	8,094	8,769
PRINTER	750	75	675	

TY 2014 Other Expenses Schedule**Name:** THE PALETTE FUND INC**EIN:** 26-2736653

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	9,571		9,571	9,571
INSURANCE	3,451		3,451	3,451
LICENSE AND PERMITS	775		775	775
OFFICE SUPPLIES	10,171		10,171	10,171
TELEPHONE	3,819		3,819	3,819
WEBSITE	2,808		2,808	2,808
BANK SERVICE CHARGE	179		179	179
INVESTMENT ADVISORY FEES	104,763		104,763	104,763
MISCELLANEOUS	1,799		1,799	1,799

TY 2014 Other Income Schedule

Name: THE PALETTE FUND INC

EIN: 26-2736653

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	3,454	3,454	3,454
OTHER INCOME FROM K-1S	101,145	101,145	101,145

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Other Notes/Loans

Receivable Long Schedule

Name: THE PALETTE FUND INC

EIN: 26-2736653

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
JAMMIN PROPERTIES LLC		3,150,000	2,896,932	2012-04	2032-04	MONTHLY	500 %				

TY 2014 Other Professional Fees Schedule**Name:** THE PALETTE FUND INC**EIN:** 26-2736653

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	67,769	67,769	67,769	
PAYROLL & 401K FEES	4,180	4,180	4,180	
CONSULTING FEES	55,000	55,000	55,000	

TY 2014 Taxes Schedule**Name:** THE PALETTE FUND INC**EIN:** 26-2736653

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL	13,929	13,929	13,929	
PAYROLL TAXES	19,968	19,968	19,968	

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.</div>	<div>OMB No 1545-0047</div> <div>2014</div>
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<div>Name of the organization</div> <div>THE PALETTE FUND INC</div>	<div>Employer identification number</div> <div>26-2736653</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)() (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>
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Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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
<u> 1 </u>	CAMBR CHARITABLE FOUNDATION 10 EAST 59TH STREET NEW YORK, NY 10153	\$ <u> 50,000 </u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE PALETTE FUND INC	Employer identification number 26-2736653
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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
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____

Name of organization THE PALETTE FUND INC	Employer identification number 26-2736653
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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	
_____		_____	
_____		_____	
_____		_____	