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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: Tillie & William Blumstein Family Foundation, Inc

A Employer identification number: 13-2608346

Number and street (or P O box number if mail is not delivered to street address): c/o Poalino, CPA, 40 Woodstock Ave

Room/suite:

B Telephone number (see instructions): 802-422-4404

City or town: Rutland | State: VT | ZIP code: 05701

Foreign country name | Foreign province/state/county | Foreign postal code

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)* ▶ $ 285,751

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)	7,500			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	70	70		
	4	Dividends and interest from securities	5,888	5,888		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,786			
	b	Gross sales price for all assets on line 6a 65,799				
	7	Capital gain net income (from Part IV, line 2)		2,786		
	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)				
	12	**Total.** Add lines 1 through 11	16,244	8,744		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,919	1,279		640
	c	Other professional fees (attach schedule)	884	884		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	234	134		100
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	5			5
	24	**Total operating and administrative expenses.** Add lines 13 through 23	3,042	2,297		745
	25	Contributions, gifts, grants paid	13,205			13,205
	26	**Total expenses and disbursements.** Add lines 24 and 25	16,247	2,297		13,950
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-3			
	b	**Net investment income** (if negative, enter -0-)		6,447		
	c	**Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	122,283	136,107	136,107
	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			
	10a Investments—U S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	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)	154,772	140,821	149,520
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ Accrued Income on Securities)	184	124	124
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	277,239	277,052	285,751
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)			
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	258,350	258,350	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	18,889	18,702	
	30 **Total net assets or fund balances** (see instructions)	277,239	277,052	
	31 **Total liabilities and net assets/fund balances** (see instructions)	277,239	277,052	

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	277,239
2	Enter amount from Part I, line 27a	2	-3
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	277,236
5	Decreases not included in line 2 (itemize) ▶ Accrued Income on Securities	5	184
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	277,052

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 Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(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	2,786
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	-44

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))
2012	9,117	273,153	0 033377
2011	9,093	273,672	0 033226
2010	8,618	276,441	0 031175
2009	8,316	277,146	0 030006
2008	7,989	276,265	0.028918

2	**Total** of line 1, column (d)	2	0.156702
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 031340
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	280,452
5	Multiply line 4 by line 3	5	8,789
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	64
7	Add lines 5 and 6	7	8,853
8	Enter qualifying distributions from Part XII, line 4	8	13,950

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	64
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	64
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	64
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 300		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	300
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	236
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 236 **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	N/A	
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 2013 or the taxable year beginning in 2013 (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*	10		X

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

		Line	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 ▶ Timmie Rome Telephone no ▶ 802-422-4404

Located at ▶ P O Box 275 Killington VT ZIP+4 ▶ 05751-0275

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

		Line	Yes	No
16	At any time during calendar year 2013, 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 Form 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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☒ Yes ☐ No			
	If "Yes," list the years ▶ 20 11 , 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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	3b	N/A	
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 2013?	4b		X

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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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**	N/A	
	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**	N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 Attached Statement				

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 N/A	
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	155,528
b	Average of monthly cash balances	1b	129,195
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	284,723
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	284,723
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	4,271
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	280,452
6	**Minimum investment return.** Enter 5% of line 5	6	14,023

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	14,023
2a	Tax on investment income for 2013 from Part VI, line 5	2a	64		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	64
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	13,959
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	13,959
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	13,959

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	13,950
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	13,950
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	64
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	13,886

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				13,959
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			13,527	
b	Total for prior years: 20 09 , 20 10 , 20 11		14,528		
3	Excess distributions carryover, if any, to 2013:				
a	From 2008				
b	From 2009				
c	From 2010				
d	From 2011				
e	From 2012				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 13,950				
a	Applied to 2012, but not more than line 2a			13,527	
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 2013 distributable amount				423
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013. *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b		14,528		
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		14,528		
e	Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount—see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				13,536
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011				
d	Excess from 2012				
e	Excess from 2013				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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).)

NONE

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

NONE

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

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

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

Timmie Rome 100 Sunrise Ave. Palm Beach, FL 33480 802-236-3922

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

Letter with written outline describing the specific use of all contributions

c Any submission deadlines

Applications are accepted anytime

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

Restricted to use for religious, charitable, scientific, literary, arts and eductional purposes.

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*				
Alzheimers Association 360 Lexington Ave , 4th Floor New York, NY 10017		PC	Providing support services	300
American Parkinson Disease Foundation 135 Parkinson Ave Staten Island, NY 10305		PC	Providing support services	250
American Red Cross 2025 E Street, NW Washington, DC 20006		PC	Providing support services	700
Brady Campaign to Prevent Gun Violence 1225 Eye St, NW, Suite 1100 Washington, DC 20005		PC	Support emergency response services	100
NARAL 1156 Fifteenth St, NW, Ste 700 Washington, DC 20005		PC	Support educational services	50
Doctors Without Borders, USA 333 Seventh Ave, 2nd Floor New York, NY 10001		PC	Support humanitarian & health care services	200
Dana-Farber Cancer Institute 10 Brookline Place West, 6th Floor Brookline, MA 02445		PC	Support cancer research	400
Amnesty International 5 Penn Plaza New York, NY 10001		PC	Support humanitarian services	115
Vermont Foodbank 33 Parker Road Barre, VT 05670		PC	Provide food assistance to needy families	100
Guiding Eyes for the Blind 611 Granite Springs Road Yorktown Heights, NY 10598		PC	Provide assistance with research and education	250
Americans for the Arts 1000 Vermont Ave, NW, 6th Floor Washington, DC 20005		PC	Support and promotion of the arts	50
Total . . See Attached Statement . . . ▶ **3a**				13,205
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	70	
4 Dividends and interest from securities			14	5,888	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,786	
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)				8,744	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 8,744

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

[signature] 8/6/14 ▶ President & Treasurer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Michael A. Poalino	[signature]	8/5/14		P00172719
Firm's name ▶ Michael A Poalino, CPA, PC			Firm's EIN ▶ 03-0289159	
Firm's address ▶ 40 Woodstock Ave., Rutland, VT 05701			Phone no 802-747-4050	

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

2013

Name of the organization	**Employer identification number**
Tillie & William Blumstein Family Foundation, Inc	13-2608346

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

[X] 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

[X] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

[ ] For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to 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 of $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: Tillie & William Blumstein Family Foundation, Inc

Employer identification number: 13-2608346

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	Joseph Blumstein 520 East 75th Street New York NY 10021 Foreign State or Province. Foreign Country·	$ 7,500	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province· Foreign Country·	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province. Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country.	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
	Foreign State or Province· Foreign Country:	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province: Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
Tillie & William Blumstein Family Foundation, Inc	13-2608346

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	Employer identification number
Tillie & William Blumstein Family Foundation, Inc.	13-2608346

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than $1,000 for the year.** 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
For Prov Country	

(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
For Prov Country	

(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
For. Prov Country	

(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
For Prov Country	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
International Rescue Committee				
Street 122 East 42nd Street				
City New York		**State** NY	**Zip Code** 10168	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support humanitarian services				**Amount** 200

Name				
Arthritis Foundation				
Street 35 Cold Springs Rd , Bldg 400, Ste. 411				
City Rocky Hill		**State** CT	**Zip Code** 06067	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Provide assistance with research and education				**Amount** 125

Name				
CARE USA				
Street 151 Ellis Street, NE				
City Atlanta		**State** GA	**Zip Code** 30303	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support humanitarian services				**Amount** 300

Name				
Rutland Dismas House				
Street 103 Park Avenue				
City Rutland		**State** VT	**Zip Code** 05701	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support human assistance programs				**Amount** 150

Name				
Rutland County Women's Network & Shelter				
Street Grove Street				
City Rutland		**State** VT	**Zip Code** 05701	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support assistance for mothers and children				**Amount** 100

Name				
The Museum of Modern Art				
Street 11 West 53 Street				
City New York		**State** NY	**Zip Code** 10019	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support and promotion of the arts				**Amount** 85

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name THIRTEEN				
Street 450 West 33rd Street				
City New York		**State** NY	**Zip Code** 10001	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support of educational programming				**Amount** 90
Name World Jewish Congress Foundation				
Street 501 Madison Ave				
City New York		**State** NY	**Zip Code** 10022	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support humanitarian services				**Amount** 100
Name Town of Palm Beach United Way				
Street 44 Cocoanut Row, M201				
City Palm Beach		**State** FL	**Zip Code** 33480	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support humanitarian services				**Amount** 300
Name Community Service Society				
Street 105 East 22nd Street				
City New York		**State** NY	**Zip Code** 10010	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support human assistance programs				**Amount** 300
Name Special Olympics Vermont				
Street 368 Avenue D, Suite 30				
City Williston		**State** VT	**Zip Code** 05495	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support programs for special needs indivituals				**Amount** 100
Name Killington Music Festival				
Street PO Box 386				
City Rutland		**State** VT	**Zip Code** 05702	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support and promotion of the arts				**Amount** 100

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
Children's Aid Society				
Street 105 East 22nd Street				
City New York	**State** NY	**Zip Code** 10010	**Foreign Country**	
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support humanitarian services				**Amount** 300

Name				
City Harvest Inc.				
Street 6 East 32nd Street, 5th Floor				
City New York	**State** NY	**Zip Code** 10016	**Foreign Country**	
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support humanitarian services				**Amount** 200

Name				
Rutland Area Art Association, Inc				
Street PO Box 1447				
City Rutland	**State** VT	**Zip Code** 05701	**Foreign Country**	
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support and promotion of the arts				**Amount** 150

Name				
Direct Relief				
Street 27 S LaPatera Lane				
City Santa Barbara	**State** CA	**Zip Code** 93117	**Foreign Country**	
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support humanitarian services				**Amount** 200

Name				
The Doe Fund				
Street 232 East 84th Street				
City New York	**State** NY	**Zip Code** 10028	**Foreign Country**	
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support Philippine disaster relief				**Amount** 100

Name				
Hospice of Palm Beach County Foundation				
Street 5300 East Ave				
City West Palm Beach	**State** FL	**Zip Code** 33407	**Foreign Country**	
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Assistance with medical care of needy				**Amount** 300

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
New York Society for Ethical Culture				
Street				
Two West 64th Street				
City		**State**	**Zip Code**	**Foreign Country**
New York		NY	10023	
Relationship	**Foundation Status**			
	PC			
Purpose of grant/contribution				**Amount**
Support educational and cultural related programs				300

Name				
Mass. General Hospital - Lurie Autism Center Fund				
Street				
165 Cambridge St , Suite 600				
City		**State**	**Zip Code**	**Foreign Country**
Boston		MA	02114	
Relationship	**Foundation Status**			
	PC			
Purpose of grant/contribution				**Amount**
Support of autism research programs				1,000

Name				
JDRF New York Chapter				
Street				
432 Park Ave South, 15th Floor				
City		**State**	**Zip Code**	**Foreign Country**
New York		NY	10016	
Relationship	**Foundation Status**			
	PC			
Purpose of grant/contribution				**Amount**
Support youth research activities				500

Name				
Ethical Culture Fieldston School				
Street				
33 Central Park West				
City		**State**	**Zip Code**	**Foreign Country**
New York		NY	10023	
Relationship	**Foundation Status**			
	PC			
Purpose of grant/contribution				**Amount**
Support youth and educational programs				250

Name				
Boys and Girls Club of Rutland County				
Street				
71-77 Merchants Row				
City		**State**	**Zip Code**	**Foreign Country**
Rutland		VT	05701	
Relationship	**Foundation Status**			
	PC			
Purpose of grant/contribution				**Amount**
Support programs encouraging youth participation				100

Name				
The Fresh Air Fund				
Street				
633 Third Ave , 14th Floor				
City		**State**	**Zip Code**	**Foreign Country**
New York		NY	10017	
Relationship	**Foundation Status**			
	PC			
Purpose of grant/contribution				**Amount**
Support youth and educational programs				300

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
Jewish Federation of Palm Beach County				
Street 4601 Community Drive				
City West Palm Beach		**State** FL	**Zip Code** 33417	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support humanitarian services				**Amount** 200

Name				
Metropolitan Museum of Art				
Street 1000 Fifth Avenue				
City New York		**State** NY	**Zip Code** 10028	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support and promotion of the arts				**Amount** 200

Name				
New York Public Library				
Street 476 Fifth Avenue				
City New York		**State** NY	**Zip Code** 10018	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support and promotion of the arts				**Amount** 300

Name				
Habitat for Humanity International				
Street 121 Habitat Street				
City Americus		**State** GA	**Zip Code** 31709	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support humanitarian services				**Amount** 300

Name				
People for the American Way Foundation				
Street 2000 M Street, NW, Ste 400				
City Washington		**State** DC	**Zip Code** 20036	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support educational and research activities				**Amount** 100

Name				
Smile Train				
Street 41 Madison Ave , 28th Floor				
City New York		**State** NY	**Zip Code** 10010	**Foreign Country**
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Assistance with medical care of needy				**Amount** 200

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
Stanley M. Isaacs Neighborhood Center
Street
415 East 93rd Street

City	State	Zip Code	Foreign Country
New York	NY	10128	

Relationship	Foundation Status
	PC

Purpose of grant/contribution	Amount
Support humanitarian services	400

Name
Vermont Public Radio
Street
365 Troy Avenue

City	State	Zip Code	Foreign Country
Colchester	VT	05446	

Relationship	Foundation Status
	PC

Purpose of grant/contribution	Amount
Support of educational programming	150

Name
Vermont Public Television
Street
204 Ethan Allen Ave.

City	State	Zip Code	Foreign Country
Colchester	VT	05446	

Relationship	Foundation Status
	PC

Purpose of grant/contribution	Amount
Support of educational programming	90

Name
American Foundation for AIDS Research
Street
120 Wall Street, 13th Floor

City	State	Zip Code	Foreign Country
New York	NY	10005	

Relationship	Foundation Status
	PC

Purpose of grant/contribution	Amount
Provide assistance with research and education	200

Name
American Civil Liberties Union
Street
125 Broad St , 18th Floor

City	State	Zip Code	Foreign Country
New York	NY	10004	

Relationship	Foundation Status
	PC

Purpose of grant/contribution	Amount
Support protection of civil liberties	300

Name
National Glaucoma Research
Street
22512 Gateway Center Drive

City	State	Zip Code	Foreign Country
Clarksburg	MD	20871	

Relationship	Foundation Status
	PC

Purpose of grant/contribution	Amount
Provide assistance with research and education	100

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name Jewish Community Federation				
Street 121 Stuart Street				
City San Francisco	**State** CA	**Zip Code** 94105	**Foreign Country**	
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support humanitarian services				**Amount** 50

Name League of Women Voters				
Street 1730 M Street NW, Suite 1000				
City Washington	**State** DC	**Zip Code** 20036	**Foreign Country**	
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support humanitarian services				**Amount** 100

Name Macular Degeneration Foundation, Inc				
Street PO Box 531313				
City Henderson	**State** NV	**Zip Code** 89053	**Foreign Country**	
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Provide assistance with research and education				**Amount** 150

Name Make-a-Wish Vermont				
Street 100 Dorset St , Suite 14				
City South Burlington	**State** VT	**Zip Code** 05403	**Foreign Country**	
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Supporting activities for cancer stricken youth				**Amount** 100

Name Mount Sinai Medical Center				
Street One Gustave L Levy Place				
City New York	**State** NY	**Zip Code** 10029	**Foreign Country**	
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support humanitarian & health care services				**Amount** 150

Name NY Times Neediest Cases Fund				
Street 620 Eigth Ave , 16th Floor				
City New York	**State** NY	**Zip Code** 10018	**Foreign Country**	
Relationship	**Foundation Status** PC			
Purpose of grant/contribution Support humanitarian services				**Amount** 500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
Oxfam America					
Street					
226 Causeway Street, 5th Floor					
City		**State**	**Zip Code**	**Foreign Country**	
Boston		MA	02114		
Relationship	**Foundation Status**				
	PC				
Purpose of grant/contribution					**Amount**
Support humanitarian services					300
Name					
Progressive United					
Street					
PO Box 620062					
City		**State**	**Zip Code**	**Foreign Country**	
Middleton		WI	53562		
Relationship	**Foundation Status**				
	PC				
Purpose of grant/contribution					**Amount**
Support humanitarian services					100
Name					
Planned Parenthood Federation of America, Inc					
Street					
434 West 33rd Street					
City		**State**	**Zip Code**	**Foreign Country**	
New York		NY	10001		
Relationship	**Foundation Status**				
	PC				
Purpose of grant/contribution					**Amount**
Support humanitarian & health care services					200
Name					
Rutland Regional Medical Center					
Street					
160 Allen Street					
City		**State**	**Zip Code**	**Foreign Country**	
Rutland		VT	05701		
Relationship	**Foundation Status**				
	PC				
Purpose of grant/contribution					**Amount**
Support humanitarian & health care services					250
Name					
Teach for America					
Street					
315 W 36th St , 7th Floor					
City		**State**	**Zip Code**	**Foreign Country**	
New York		NY	10018		
Relationship	**Foundation Status**				
	PC				
Purpose of grant/contribution					**Amount**
Support youth and educational programs					200
Name					
United States Fund for UNICEF					
Street					
125 Maiden Lane					
City		**State**	**Zip Code**	**Foreign Country**	
New York		NY	10038		
Relationship	**Foundation Status**				
	PC				
Purpose of grant/contribution					**Amount**
Support humanitarian services					400

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	2,034
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	65,799	63,013	2,786
Other sales			

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	Columbia FDS Ser TR 1 Strat	19765L694			10/18/2012	P	10/16/2013	4	4	Cost				
2	X	Columbia FDS Ser TR 1 Select	19765Y688			9/2/2008	P	10/16/2013	7	4	Cost				3
3	X	Columbia Acorn TR Intl	197199813			1/11/2010	P	4/11/2013	2,226	1,801	Cost				425
4	X	Principal PFD SECS Fund	74253Q413			10/18/2012	P	10/16/2013	1	1	Cost				
5	X	Prudential S/T Corp	74441R508			6/3/2013	P	10/16/2013	2	2	Cost				
6	X	CMG Ultra S/T Bond	19765E823			4/11/2013	P	11/14/2013	19,956	20,000	Cost				-44
7	X	CMG Ultra S/T Bond	19765E823			10/22/2009	P	10/16/2013	8	8	Cost				
8	X	CMG Ultra S/T Bond	19765E823			10/22/2009	P	11/14/2013	19,233	19,618	Cost				-385
9	X	CMG Ultra S/T Bond	19765E823			1/31/2011	P	11/14/2013	1,087	1,093	Cost				-6
10	X	Mkt Vectors ETF AgriBus	57060U605			1/31/2011	P	4/11/2013	1,882	1,928	Cost				-46
11	X	PIMCO Foreign Bond FD	722005220			2/1/2011	P	6/3/2013	3,518	3,720	Cost				-202
12	X	IShares TR Goldman Sachs Co	464287242			12/23/2011	P	6/3/2013	4,102	3,961	Cost				141
13	X	IShares TR Goldman Sachs Co	464287242			1/31/2011	P	6/3/2013	11,720	10,856	Cost				864
14	X	PIMCO FDS PAC Invt Mgmt	722005626			6/21/2010	P	10/16/2013	10	10	Cost				
15	X	Colombia Div Inc CL Z	19765N245			6/21/2010	P	10/16/2013	9	7	Cost				2

Part I, Line 16b (990-PF) - Accounting Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,919	1,279		640
1	Michael A. Poalino, CPA, PC	1,919	1,279		640

Part I, Line 16c (990-PF) - Other Professional Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		884	884		
1	U.S. Trust - Investment Fees	884	884		

Part I, Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		234	134		100
1	Tax on investment income	134	134		
2	State Annual Report Fee	100			100

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		5			5
1	Bank and related fees	5			5

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			154,772	140,821	149,520
1	Columbia Div Inc Fund CL Z	AT COST	3,311	3,391	4,764
2	Columbia Sel Lrg Cap Grwth	AT COST	4,065	4,318	7,199
3	IShares Select Div ETF	AT COST	12,080	12,203	16,178
4	IShares Core S&P 500 ETF	AT COST	4,513	4,546	6,531
5	CMG Ultra S/T Bond Fund	AT COST	20,719		
6	PIMCO All Asset Fund	AT COST	15,937	16,336	16,922
7	Vanguard Mid-Cap ETF	AT COST	1,555	1,555	2,751
8	Vanguard Small-Cap ETF	AT COST	1,481	1,481	2,749
9	Colombia Acorn Intl Fund CL Z	AT COST	1,801		
10	Wisdomtree Emerg Mkts SC Div FD	AT COST	2,006	2,018	2,085
11	Market Vectors ETF TR AgriBusiness	AT COST	1,928		
12	IShares IBoxx Inv Gr Corp Bond Fund	AT COST	14,817		
13	PIMCO Foreign Bond Fund Unhedged Instl	AT COST	3,720		
14	PowerShares High Yield Corp BD Port	AT COST	1,839	1,861	1,941
15	Columbia Strategic Income Fund	AT COST	50,000	52,052	48,583
16	Principal Preferred Securities Fund	AT COST	15,000	15,624	14,553
17	IShares US Real Estate ETF	AT COST		1,822	1,592
18	IShares Intl Select Div ETF	AT COST		3,546	3,813
19	Prudential Short-Term Corp Bond Fund	AT COST		20,068	19,859

Part II, Line 15 (990-PF) - Other Assets

		Book Value Beg of Year	Book Value End of Year	FMV End of Year
		184	124	124
	Asset Description			
1	Accrued Income on Securities	184	124	124

art IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	2,034
Short Term CG Distributions	

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						63,765			63,013	752				752
1	Columbia FDS Ser TR 1 Strat	19765L694	P	10/18/2012	10/16/2013	4			4					
2	Columbia FDS Ser TR 1 Select	19765Y688	P	9/2/2008	10/16/2013	7			4	3				3
3	Columbia Acorn TR Intl	197199813	P	1/11/2010	4/11/2013	2,226			1,801	425				425
4	Principal PFD SECS Fund	74253Q413	P	10/18/2012	10/16/2013	1			1					
5	Prudential S/T Corp	74441R508	P	6/3/2013	10/16/2013	2			2					
6	CMG Ultra S/T Bond	19765E823	P	4/11/2013	11/14/2013	19,956			20,000	-44				-44
7	CMG Ultra S/T Bond	19765E823	P	10/22/2009	10/16/2013	8			8					
8	CMG Ultra S/T Bond	19765E823	P	10/22/2009	11/14/2013	19,233			19,618	-385				-385
9	CMG Ultra S/T Bond	19765E823	P	1/31/2011	11/14/2013	1,087			1,093	-6				-6
10	Mkt Vectors ETF AgriBus	57060U605	P	1/31/2011	4/11/2013	1,882			1,928	-46				-46
11	PIMCO Foreign Bond FD	722005220	P	2/1/2011	6/3/2013	3,518			3,720	-202				-202
12	IShares TR Goldman Sachs Corp	464287242	P	12/23/2011	6/3/2013	4,102			3,961	141				141
13	IShares TR Goldman Sachs Corp	464287242	P	1/31/2011	6/3/2013	11,720			10,856	864				864
14	PIMCO FDS PAC Invt Mgmt	722005626	P	6/21/2010	10/16/2013	10			10					
15	Colombia Div Inc CL Z	19765N245	P	6/21/2010	10/16/2013	9			7	2				2

'art VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Timmie Rome		100 Sunrise Ave	Palm Beach	FL	33480		President, Treasurer & Director	2 00			
2	Joseph Blumstein		520 East 75th Street	New York	NY	10021		Vice-President & Director				
3	Namc Rome		5912 Conway Road	Bethesda	MD	20817		Secretary & Director				
4	Mallory Rome		335 Juanita Way	San Francisco	CA	94127		Director				
5	Greg Blumstein		326 West 23rd St., Apt. 3R	Ney York	NY	10011		Director				