

Form **990-PF**

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

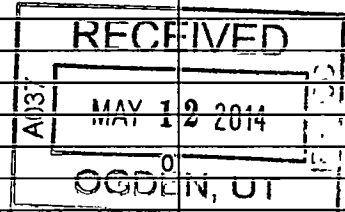
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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation GOULD FAMILY FOUNDATION		A Employer identification number 02-0595263
Number and street (or P O box number if mail is not delivered to street address) 229 CHRYSTIE STREET	Room/suite 816	B Telephone number (see instructions) 212-673-3113
City or town, state or province, country, and ZIP or foreign postal code NEW YORK NY 10002		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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 27,075,338	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	579,664	579,664		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,522,528			
	b Gross sales price for all assets on line 6a	6,541,966			
	7 Capital gain net income (from Part IV, line 2)		1,522,528		
	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) Stmt 1	24	24			
12 Total. Add lines 1 through 11	2,102,216	2,102,216	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	79,502	1,988		77,514
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See Stmt 2	8,100			8,100
	b Accounting fees (attach schedule) Stmt 3	23,730			23,730
	c Other professional fees (attach schedule) Stmt 4	135,076	105,866		29,210
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 5	12,060	5,867		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	84,370			84,370
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch) Stmt 6	40,695	94		40,601
	24 Total operating and administrative expenses. Add lines 13 through 23	383,533	113,815	0	263,525
	25 Contributions, gifts, grants paid	1,020,000			1,020,000
26 Total expenses and disbursements. Add lines 24 and 25	1,403,533	113,815	0	1,283,525	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	698,683				
b Net investment income (if negative, enter -0-)		1,988,401			
c Adjusted net income (if negative, enter -0-)			0		



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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	1,866,354	1,106,465	1,106,465
	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 (att. schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule) Stmt 7	2,217,032	2,068,614	2,226,689
	b Investments – corporate stock (attach schedule) See Stmt 8	12,575,194	13,233,791	20,016,712
	c Investments – corporate bonds (attach schedule) See Stmt 9	2,723,691	3,675,833	3,725,472
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	19,382,271	20,084,703	27,075,338	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	19,382,271	20,084,703	
	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)	19,382,271	20,084,703		
31 Total liabilities and net assets/fund balances (see instructions)	19,382,271	20,084,703		

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	19,382,271
2 Enter amount from Part I, line 27a	2	698,683
3 Other increases not included in line 2 (itemize) ▶ See Statement 10	3	4,600
4 Add lines 1, 2, and 3	4	20,085,554
5 Decreases not included in line 2 (itemize) ▶ See Statement 11	5	851
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	20,084,703

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	DEUTSCHE BANK SEE STMT 12	P	Various	Various
b	DEUTSCHE BANK SEE STMT 12	P	Various	Various
c	DEUTSCHE BANK SEE STMT 12	P	Various	Various
d	CAPITAL GAIN DISTRIBUTION			
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	975,353		992,134	-16,781
b	333,830		354,840	-21,010
c	5,173,139		3,672,464	1,500,675
d	59,644			59,644
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-16,781
b				-21,010
c				1,500,675
d				59,644
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	1,522,528
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 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	1,432,300	23,220,268	0.061683
2011	1,329,279	23,537,305	0.056475
2010	1,301,171	23,007,396	0.056554
2009	1,201,159	21,662,561	0.055449
2008	1,221,977	27,095,090	0.045100

2	Total of line 1, column (d)	2	0.275261
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	0.055052
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	24,742,495
5	Multiply line 4 by line 3	5	1,362,124
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	19,884
7	Add lines 5 and 6	7	1,382,008
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	1,283,525

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	39,768
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	0
3	Add lines 1 and 2	3	39,768
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	39,768
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	8,800
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	8,800
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	5
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	30,973
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?	N/A	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	N/A	
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A		X	
14	The books are in care of ▶ ED MATTHEWS JR. ESQ. & ANTHONY GOULD Telephone no ▶ 212-673-3113 229 CHRYSTIE STREET SUITE 816 Located at ▶ NEW YORK NY ZIP+4 ▶ 10002			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? N/A	1c	
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? <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) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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 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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? X	4a	
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? X	4b	

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)? **N/A** **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** 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** Yes No **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? **N/A** **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
EDWIN S MATTHEWS JR 229 CHRYSTIE STREET SUITE 816 NY 10002	TRUSTEE 20.00	39,751	0	0
ANTHONY GOULD 229 CHRYSTIE STREET SUITE 816 NEW YORK NY 10002	TRUSTEE 20.00	39,751	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 **0**

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
LEGG MASON INVESTMENT COUNSEL 640 FIFTH AVE NEW YORK NY 10019	INVEST. MGT	117,629

Total number of others receiving over \$50,000 for professional services ▶ **0**

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	23,893,017
b	Average of monthly cash balances	1b	1,226,267
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	25,119,284
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	25,119,284
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	376,789
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,742,495
6	Minimum investment return. Enter 5% of line 5	6	1,237,125

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,237,125
2a	Tax on investment income for 2013 from Part VI, line 5	2a	39,768
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	39,768
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,197,357
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,197,357
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,197,357

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	1,283,525
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,283,525
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,283,525

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				1,197,357
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			423,585	
b Total for prior years 20____, 20____, 20____				
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 ▶ \$ 1,283,525				
a Applied to 2012, but not more than line 2a			423,585	
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				859,940
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				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 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				337,417
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)

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year				(e) Total
	(a) 2013	(b) 2012	Prior 3 years		
			(c) 2011	(d) 2010	
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
**THE GOULD FAMILY FOUNDATION C/O E MATTHEWS ESQ & ANTHONY GOULD
229 CHRISTIE STREET STE 816 NEW YORK NY 10002**

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

c Any submission deadlines
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED				1,020,000
Total			▶ 3a	1,020,000
b Approved for future payment N/A				
Total			▶ 3b	

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		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

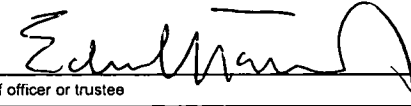
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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
N/A		

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 furnished to him.

Sign Here 
Signature of officer or trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's name
ALAN BERNSTEIN CPA	<i>[Signature]</i>
Firm's name ▶	BERNSTEIN & BERNSTEIN LLP
Firm's address ▶	20 CEDAR ST STE 108 NEW ROCHELLE, NY 10801

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	\$ 24	\$ 24	\$
Total	\$ 24	\$ 24	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
HUGHES HUBBARD & REED	\$ 8,100	\$	\$	\$ 8,100
Total	\$ 8,100	\$ 0	\$ 0	\$ 8,100

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
BERNSTEIN & BERNSTEIN	\$ 23,730	\$	\$	\$ 23,730
Total	\$ 23,730	\$ 0	\$ 0	\$ 23,730

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGG MASON INVESTMENT MGT FEES	\$ 117,629	\$ 105,866	\$	\$ 11,763
DEUTSCHE BANK FEES	17,447			17,447
Total	\$ 135,076	\$ 105,866	\$ 0	\$ 29,210

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2012 ESTIMATED TAX PAYMENTS	\$ 6,193	\$	\$	\$
FOREIGN TAXES	5,867	5,867		
Total	\$ 12,060	\$ 5,867	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
NY FEE	750			750
OFFICE EXPENSES	37,694			37,694
ADR FEE	94	94		
TELEPHONE				
POSTAGE	654			654
INSURANCE	1,503			1,503
Total	\$ 40,695	\$ 94	\$ 0	\$ 40,601

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US GOVERNMENT OBLIGATIONS SEE ATTACH	\$ 2,217,032	\$ 2,068,614	Cost	\$ 2,226,689
Total	\$ 2,217,032	\$ 2,068,614		\$ 2,226,689

Statement of Principal Assets on Hand 12/31/2013

<u>US GOVERNMENT OBLIGATIONS</u>	<u>Inventory Value</u>	<u>Market Value</u>
Federal Home Loan Dated 05/03/06 5 375% Due 05/18/2016 \$310,000 00	\$324,887 90	\$345,138 50
Federal Home LN MTG CORP Dated 07/16/04 5 00% Due 07/15/2014 \$250,000 00	\$254,140 75	\$256,495 00
Federal Home LN MTG CORP DTD 03/27/09 3 75% 3/27/19 \$300,000 00	\$331,099 80	\$326,991 00
Federal NATL MTG ASSN Dated 03/30/05 5 00% 04/15/2015 \$500,000 00	\$485,444 50	\$530,300 00
Federal NATL MTG ASSN Dated 11/17/06 4 875% 12/15/2006 \$500,000 00	\$477,150 50	\$559,280 00
United States Treasury Notes Dtd 02/15/15 4% Due 02/15/15 \$200,000 00	\$195,890 62	\$208,484 00
<u>TOTAL US GOVERNMENT OBLIGATIONS</u>	<u>\$2,068,614.07</u>	<u>\$2,226,688.50</u>

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED	\$ 12,575,194	\$ 13,233,791	Cost	\$ 20,016,712
Total	<u>\$ 12,575,194</u>	<u>\$ 13,233,791</u>		<u>\$ 20,016,712</u>

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED	\$ 2,723,691	\$ 3,675,833	Cost	\$ 3,725,472
Total	<u>\$ 2,723,691</u>	<u>\$ 3,675,833</u>		<u>\$ 3,725,472</u>

Statement of Principal Assets on Hand 12/31/2013

<u>Stock</u>	<u>Inventory Value</u>	<u>Market Value</u>
Accenture PLC 4,555 Shs	\$311,473 53	\$374,512 10
Affiliated Managers Group 2,300 Shs	\$191,535 26	\$498,824 00
AG Mortgage Investment 10,525 Shs	\$199,975 00	\$164,611 00
Allergan Inc 2,365 Shs	\$238,516 16	\$262,704 20
Archer Capital Group 3,420 Shs	\$173,454 19	\$204,139 80
Celegene Corp 3,000 Shs	\$151,486 50	\$506,904 00
Cerner Corp 3,770 Shs	\$185,207 66	\$210,139 80
Chevron Corp 3,500 Shs	\$186,879 00	\$437,185 00
Cisco Sys 15,000 Shs	\$410,441 25	\$336,450 00
Covidien Plc Ord Ord 6,000 Shs	\$220,251 47	\$408,600 00
CVS Caremark 5,995 Shs	\$305,868 73	\$429,062 15
Danaher Corp 6,500 Shs	\$343,116 12	\$501,800 00
Du Pont 5,710 Shs	\$292,114 46	\$370,978 70
Eaton Corp 3,575 Shs	\$253,043 51	\$272,129 00
Emerson Elec Co 7,200 Shs	\$234,427 68	\$505,296 00

Statement of Principal Assets on Hand 12/31/2013

<u>Stock</u>	<u>Inventory Value</u>	<u>Market Value</u>
Ebay Inc 4,580 Shs	\$257,785 30	\$251,281 70
Estee Lauder Cos Inc 4,100 Shs	\$236,660 60	\$308,812 00
Exxon Mobil Corp 4,500 Shs	\$230,149 60	\$455,400 00
Express Scripts Hldg Co 3,935 Shs	\$94,093 72	\$276,394 40
Thermo Fisher Scientific Intl Inc com 6,000 Shs	\$239,044 20	\$668,100 00
General Mills 6,300 Shs	\$231,457 91	\$314,433 00
Google Inc 435 Shs	\$182,559 41	\$487,508 85
Gilead Sciences Inc Com 6,310 Shs	\$122,729 50	\$473,881 00
Home Depot 3,145	\$244,614 82	\$258,959 30
J P Morgan Chase 6,700 Shs	\$294,018 78	\$391,816 00
Johnson & Johnson 4,000 Shs	\$233,740 40	\$366,360 00
McDonalds 2,550 Shs	\$169,748 91	\$247,426 50
National Oil Well Varco 6,400 Shs	\$344,136 02	\$508,992 00
Nestle 4,500 Shs	\$230,400 00	\$330,408 00
Netapp Inc 8,200 Shs	\$107,010 00	\$337,348 00
Nextera Energy Inc 4,000 Shs	\$191,198 00	\$342,480 00
Northeast Utilities 3,725 Shs	\$101,377 74	\$157,902 75

Statement of Principal Assets on Hand 12/31/2013

<u>Stock</u>	<u>Inventory Value</u>	<u>Market Value</u>
Oracle Corp 8,600 Shs	\$239,855 72	\$329,036 00
Parker Hannifin Corp 3,000 Shs	\$269,693 80	\$385,920 00
Pepsico 3,600 Shs	\$236,043 00	\$298,584 00
Qualcomm Inc 3,990 Shs	\$240,986 46	\$296,257 50
Quanta SVCS Inc 9,770 Shs	\$262,327 36	\$308,341 20
Robert Half Intl 7,335 Shs	\$235,912 34	\$307,996 65
SAP Aktiengesellschaft ADR 2,165 Shs	\$162,493 64	\$188,658 10
Schlumberger Ltd Com Com 3,000 Shs	\$259,260 00	\$270,330 00
United Technologies Corp Com 3,105 Shs	\$219,351 17	\$353,349 00
TJX Cos Inc 6,800 Shs	\$316,079 66	\$433,364 00
Union PAC Corp 2,470 Shs	\$236,851 21	\$414,960 00
United Health Care Group 5,820 Shs	\$291,074 45	\$438,246 00
U S Bancorp 6,400 Shs	\$167,552 00	\$258,560 00
V F Corp 6,540 Shs	\$119,670 55	\$407,703 60
Visa Inc 1,515 Shs	\$271,280 45	\$337,360 20
Vmware Inc 1,935 Shs	\$158,514 04	\$173,588 85
Wells Fargo & Co 5,750 Shs	\$177,814 44	\$261,050 00
Yum Brands Inc 5,340 Shs	\$139,851 40	\$403,757 40

Statement of Principal Assets on Hand 12/31/2013

<u>Common Funds</u>	<u>Inventory Value</u>	<u>Market Value</u>
Harbor Fd Intl Fd Instl Cl 15,040 42 Units	\$842,989 69	\$1,068,018 88
Royce Fd Pennsylvania Mutual Fd 96,455 65 Shs	\$1,177,673 98	\$1,420,791 46
<u>TOTAL STOCK</u>	<u>\$13,233,790.79</u>	<u>\$20,016,712.09</u>

Statement of Principal Assets on Hand 12/31/2013

<u>CORPORATE BONDS & NOTES</u>	<u>Inventory Value</u>	<u>Market Value</u>
Du Pont El De Nemours & Co Nt 4 875% Due 04/30/14 \$200,000 00	\$204,880 00	\$202,906 00
General Electric Cap MTN DTD 4/21/08 5 625% 05/01/18 \$200,000 00	\$231,368 00	\$229,674 00
Glaxosmithkline Cap Inc dated 04/06/04 4 375% Due 04/15/14 \$200,000 00	\$195,106 00	\$202,234 00
JP Morgan Chase DTD 12/20/07 6% 01/15/18 \$250,000 00 Purchased interest	\$288,430 00 \$416 67	\$287,870 00
Merck & Co DTD 6/25/2009 4% 6/30/15 \$180,000 00	\$179,276 40	\$189,118 80
Novartis Cap Corp NT DTD 2/10/09 4 125% 2/10/2014 \$200,000 00	\$203,556 00	\$200,782 00
Texas Instruments Inc DTD 8/6/12 45% 8/3/15 \$250,000	\$249,282 50	\$249,827 50
United Technologies Corp Nt Dtd 4 875% Due 05/01/2015 \$500,000 00	\$485,680 00	\$528,400 00
<u>Investment Funds</u>		
Pimco Low Duration Fund II 68,197 97	\$677,637 82	\$675,159 90
Goldman Sachs H/Y Floating Rate Fund 95,000 00	\$960,200 00	\$959,500 00
<u>TOTAL CORPORATE BONDS & NOTES</u>	<u>\$3,675,833.39</u>	<u>\$3,725,472.20</u>

02-0595263

Federal Statements

FYE: 12/31/2013

Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
Federal tax refund from 2006	\$ 4,600
Total	\$ 4,600

Statement 11 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
DECREASE ATTRIBUTABLE TO BOOK VS TAX TIMING DIFFERENCES IN REPORTING INCOME	\$ 851
Total	\$ 851

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
NONE	\$ -
Total	\$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	\$ -
Total	\$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
LETTER

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NONE

GRANTS AND CONTRIBUTIONS PAID DURING 2013

<u>Recipient Name & Address</u>	<u>Recipient Relationship</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
350.Org 1850 M St NW Ste 1100 Washington DC 20036-5845	None	Public Charity	Advocacy against climate change	\$25,000 00
American Museum of Natural History Central Park West @ 79Th St NY, NY 10024	None	Public Charity	Exibitions & research	\$50,000 00
Common Ground High School 358 Springside Ave New Haven , CT 06515	None	Public Charity	New school house	\$100,000 00
Connecticut Fund for Envirnoment 142 Temple Street Suite 305 New Haven, CT 06510	None	Public Charity	Litigation to reduce nitrogen discharge into Long Island Sound	\$35,000 00
Dalton School 63 East 91st St, New York, NY 10128	None	Public Charity	Education scholarship fund	\$250,000 00
Danbury Animal Welfare Society 147 Grassy Plain Street Bethel, CT 06801-2806	None	Public Charity	Animal rescue operations	\$10,000 00
Earth Justice 426 17th Street , 5th floor Oakland , CA 94612	None	Public Charity	Litigation to require disclosure of chemicals used in fracking	\$25,000 00

GRANTS AND CONTRIBUTIONS PAID DURING 2013

<u>Recipient Name & Address</u>	<u>Recipient Relationship</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Electronic Frontier Foundation 454 Shotwell St San Francisco, CA 94110-1914	None	Public Charity	Internet free speech activism	\$25,000 00
Federation of American Scientists 1725 Desales St NW 6TH FL Washington DC 20036-4406	None	Public Charity	Research and news reporting	\$25,000 00
Halo Trust (USA) Inc 1730 Rhode Island Ave NW Washington DC 20036-3118	None	Public Charity	Land mine clearance	\$100,000 00
Housatonic Valley Association P O Box 28 Cornwall Bridge , CT 06754-0028	None	Public Charity	Study of polutants into 9 Mile River	\$10,000 00
Independent Journalism Foundation 875 West End Avenue APT 8 NY,NY 10025	None	Public Charity	Training of journalists in Burma	\$30,000 00
Library of America 14 E 60th Street NY,NY 10022-1006	None	Public Charity	Development of lesson plans around American earth	\$30,000 00
Metropolitan Opera Lincoln Plz NY,NY 10023-7105	None	Public Charity	Support for opera broadcasts	\$50,000 00

GRANTS AND CONTRIBUTIONS PAID DURING 2013

<u>Recipient Name & Address</u>	<u>Recipient Relationship</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Metropolitan Museum OF Art 1000 Fifth Ave NY, NY 10028-0198	None	Public Charity	Acquisitions by Costume Institute	\$50,000 00
Newtown Foundation P O Box 3325 Newtown, CT 064702	None	Public Charity	General support	\$5,000 00
Strays and Others P O Box 473 New Canaan CT 06840	None	Public Charity	Animal rescue operations	\$5,000 00
Warren Land Trust 151 Melius RD Cornwall Bridge , CT 06754-1504	None	Public Charity	Preservation of land	\$25,000 00
Warren Public Library 15 Sackett Hill Rd Cornwall Brdge , CT 06754-1713	None	Public Charity	Book acquisitions & operations	\$10,000 00
Warren Volunteer Fire Co 11 Sackett Hill Road Cornwall Brdge, CT 06754-1713	None	Public Charity	Firefighting equipment	\$10,000 00
Washington Park Foundation One Green Hill Circle Washington Depot , CT 06794	None	Public Charity	Purchase of land for park in Washington Depot, CT	\$150,000 00
Total Paid:				<u>\$1,020,000.00</u>