

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990 and its instructions is at www.irs.gov/form990 and ending

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning and ending

B Check if applicable: **C** Name of organization **D** Employer identification number

Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

MODEST NEEDS FOUNDATION

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
115 EAST 30TH STREET **FL 1**

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10016

47-0863430

E Telephone number

212-463-7042

G Gross receipts \$

1,746,870.

H(a) Is this a group return for subordinates? Yes No

H(b) Are all subordinates included? Yes No

H(c) Group exemption number: **▶**

If "No," attach a list. (see instructions)

L Year of formation: **2002** M State of legal domicile: **DE**

Part I Summary

1 Briefly describe the organization's mission or most significant activities: **MODEST NEEDS EXISTS PRIMARILY TO PREVENT OTHERWISE FINANCIALLY SELF-SUFFICIENT INDIVIDUALS AND**

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets.

3 Number of voting members of the governing body (Part VI, line 1a) **3** 5

4 Number of independent voting members of the governing body (Part VI, line 1b) **4** 5

5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) **5** 10

6 Total number of volunteers (estimate if necessary) **6** 0

7 a Total unrelated business revenue from Part VIII, column (C), line 12 **7a** 0.

b Net unrelated business taxable income from Form 990-T, line 34 **7b** 0.

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	1,780,459.	1,746,796.
9 Program service revenue (Part VIII, line 2g)	0.	0.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	192.	74.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,780,651.	1,746,870.
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	589,486.	681,230.
14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	355,072.	687,306.
16 a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 158,313.		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	564,972.	1,254,804.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,509,530.	2,623,340.
19 Revenue less expenses. Subtract line 18 from line 12	271,121.	-876,470.
20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26)	1,601,801.	792,204.
22 Net assets or fund balances. Subtract line 21 from line 20	51,345.	118,218.
	1,550,456.	673,986.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Signature of officer **DR. KEITH TAYLOR, PRESIDENT** Date

Print/Type preparer's name **JACOB GOLDBURD** Preparer's signature **JACOB GOLDBURD** Date **11/17/14** Check if self-employed PTIN **P00674529**

Firm's name **GOLDBURD & CO LLP** Firm's EIN **13-3487848**

Firm's address **42 WEST 38TH STREET** Phone no. **212 302-8970**

NEW YORK, NY 10018

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission:

**MODEST NEEDS EXISTS PRIMARILY TO PREVENT OTHERWISE FINANCIALLY
MODEST NEEDS EXISTS INDIVIDUALS AND FAMILIES FROM ENTERING THE CYCLE OF
POVERTY BY HELPING THESE PERSONS TO SHOULDER THE BURDEN OF A
SHORT-TERM, EMERGENCY EXPENSE, THEREBY LESSENING THE BURDEN OF STATE**

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 2,366,606. including grants of \$ 681,230.) (Revenue \$ 1,746,796.)
**WE PROVIDE SPECIFIC ASSISTANCE TO INDIVIDUALS WHO ENCOUNTER TEMPORARY
FINANCIAL CRISIS THROUGH NO IMMEDIATE FAULT OF THEIR OWN, THEREBY
BOLSTERING THE SELF-SUFFICIENCY OF OUR CLIENTS AND LESSENING THE BURDEN
OF STATE AND FEDERAL AGENCIES CHARGED WITH THE CARE OF THE TRULY
INDIGENT.**

4b (Code:) (Expenses \$) including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$) including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)

(Expenses \$) including grants of \$) (Revenue \$)

4e Total program service expenses **2,366,606.**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A.		
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I.	X	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II.		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III.		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I.		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II.		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III.		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV.		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V.		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		X
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.		X
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.	X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII.	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional.	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E.	X	
14a Did the organization maintain an office, employees, or agents outside of the United States?	X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV.		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV.		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV.		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I.		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II.		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III.		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H.		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and II		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations?		X
32 If "Yes," complete Schedule N, Part I		
33 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
34 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
35a Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1		X
b Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?		X
Note. All Form 990 filers are required to complete Schedule O		
38	X	

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		0
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		10
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country: _____		X
5a	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8866-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		X
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		7d
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state?		
b	Note. See the instructions for additional information the organization must report on Schedule O. Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13a	
c	Enter the amount of reserves on hand	13b	
		13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?		
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14a	X
		14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

	1a	1b	5	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.					
b Enter the number of voting members included in line 1a, above, who are independent.					
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?					X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?					X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?					X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?					X
6 Did the organization have members or stockholders?					X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?					X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?					X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:					
a The governing body?					X
b Each committee with authority to act on behalf of the governing body?					X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.					X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		X
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13.		X
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		X
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done.		
13 Did the organization have a written whistleblower policy?		X
14 Did the organization have a written document retention and destruction policy?		X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		X
a The organization's CEO, Executive Director, or top management official		X
b Other officers or key employees of the organization		X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		X

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **NY, TN, OR, NJ**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **DR. KEITH TAYLOR - 212-463-7042**
115 EAST 30TH STREET, FL 1, NEW YORK, NY 10016

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts					
1	a Federated campaigns				
	b Membership dues				
	c Fundraising events				
	d Related organizations				
	e Government grants (contributions)				
	f All other contributions, gifts, grants, and similar amounts not included above	1,746,796.			
	1f Total. Add lines 1a-1f	1,746,796.			
Program Service Revenue					
2	a				
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f				
3	Investment income (including dividends, interest, and other similar amounts)	74.	74.		
4	Income from investment of tax-exempt bond proceeds				
5	Royalties				
Other Revenue					
6	a Gross rents				
	b Less: rental expenses				
	c Rental income or (loss)				
	d Net rental income or (loss)				
7	a Gross amount from sales of assets other than inventory				
	b Less: cost or other basis and sales expenses				
	c Gain or (loss)				
	d Net gain or (loss)				
8	a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18				
	b Less: direct expenses				
	c Net income or (loss) from fundraising events				
9	a Gross income from gaming activities. See Part IV, line 19				
	b Less: direct expenses				
	c Net income or (loss) from gaming activities				
10	a Gross sales of inventory, less returns and allowances				
	b Less: cost of goods sold				
	c Net income or (loss) from sales of inventory				
11	a Miscellaneous Revenue				
	b				
	c				
	d All other revenue				
	e Total. Add lines 11a-11d	74.	74.	0.	0.
12	Total revenue. See instructions.	1,746,870.	74.	0.	0.

Part IX Statement of Functional ExpensesSection 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).
Check if Schedule O contains a response or note to any line in this Part IX

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	681,230.	681,230.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	365,081.	247,999.	41,511.	75,571.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	258,580.	230,270.		28,310.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	30,476.	26,635.	1,912.	1,929.
10 Payroll taxes	33,169.	28,989.	2,081.	2,099.
11 Fees for services (non-employees):				
a Management				
b Legal	105,748.	98,332.	3,868.	3,548.
c Accounting	40,000.	31,000.	4,000.	5,000.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	144,295.	134,175.	5,279.	4,841.
12 Advertising and promotion	18,108.	11,482.		6,626.
13 Office expenses	9,571.	8,855.	320.	396.
14 Information technology				
15 Royalties				
16 Occupancy	39,447.	36,085.	1,328.	2,034.
17 Travel	22,596.	19,808.		2,788.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	467,747.	420,972.	32,743.	14,032.
23 Insurance	6,781.	6,078.	703.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a WEBSITE MAINTENANCE	292,459.	292,459.		
b BANK, MERCHANT AND FILM	43,241.	33,374.	3,704.	6,163.
c EQUIPMENT RENTAL & MAIN	24,580.	24,580.		
d TELEPHONE	13,011.	12,098.	437.	476.
e All other expenses	27,220.	22,185.	535.	4,500.
25 Total functional expenses. Add lines 1 through 24e	2,623,340.	2,366,606.	98,421.	158,313.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

	(A) Beginning of year	(B) End of year
Assets		
1 Cash - non-interest-bearing	144,222.	85,494.
2 Savings and temporary cash investments		
3 Pledges and grants receivable, net		
4 Accounts receivable, net	300,000.	
5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		
6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		
7 Notes and loans receivable, net		
8 Inventories for sale or use		
9 Prepaid expenses and deferred charges		
10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	1,587,357.	
10b Less: accumulated depreciation	891,390.	695,967.
11 Investments - publicly traded securities		
12 Investments - other securities. See Part IV, line 11		
13 Investments - program-related. See Part IV, line 11		
14 Intangible assets		
15 Other assets. See Part IV, line 11		
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,125,578.	695,967.
Liabilities		
17 Accounts payable and accrued expenses		
18 Grants payable		
19 Deferred revenue		
20 Tax-exempt bond liabilities		
21 Escrow or custodial account liability. Complete Part IV of Schedule D		
22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	32,001.	10,743.
23 Secured mortgages and notes payable to unrelated third parties	1,601,801.	792,204.
24 Unsecured notes and loans payable to unrelated third parties	41,922.	92,802.
25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	9,423.	25,416.
26 Total liabilities. Add lines 17 through 25	51,345.	118,218.
Net Assets or Fund Balances		
27 Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
28 Unrestricted net assets	1,550,456.	673,986.
29 Temporarily restricted net assets		
29 Permanently restricted net assets		
Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.		
30 Capital stock or trust principal, or current funds		
31 Paid-in or capital surplus, or land, building, or equipment fund		
32 Retained earnings, endowment, accumulated income, or other funds		
33 Total net assets or fund balances	1,550,456.	673,986.
34 Total liabilities and net assets/fund balances	1,601,801.	792,204.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1,746,870.
2	Total expenses (must equal Part IX, column (A), line 25)	2,623,340.
3	Revenue less expenses. Subtract line 2 from line 1	-876,470.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	1,550,456.
5	Net unrealized gains (losses) on investments	
6	Donated services and use of facilities	
7	Investment expenses	
8	Prior period adjustments	
9	Other changes in net assets or fund balances (explain in Schedule O)	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	673,986.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

- 1 Accounting method used to prepare the Form 990: Cash Accrual Other
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant? Yes No
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant? Yes No
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? Yes No
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		<input checked="" type="checkbox"/>
2b	<input checked="" type="checkbox"/>	
2c	<input checked="" type="checkbox"/>	
3a		<input checked="" type="checkbox"/>
3b		

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2692950.	1928397.	2146648.	1780649.	1746870.	10295514.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	2692950.	1928397.	2146648.	1780649.	1746870.	10295514.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						10295514.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	2692950.	1928397.	2146648.	1780649.	1746870.	10295514.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	-702.	33.		192.	74.	-403.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						10295111.

12 Gross receipts from related activities, etc. (see instructions)

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	100.00	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	99.98	%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>			
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>			
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>			
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>			
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>			

Part II Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.

▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

MODEST NEEDS FOUNDATION

Employer identification number
47-0863430

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

- Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (e.g., recreation or education)
 Preservation of an historically important land area
 Protection of natural habitat
 Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	
b Total acreage restricted by conservation easements	
c Number of conservation easements on a certified historic structure included in (a)	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year	

4 Number of states where property subject to conservation easement is located

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

- (i) Revenues included in Form 990, Part VIII, line 1 \$
 - (ii) Assets included in Form 990, Part X \$
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1 \$
 - b Assets included in Form 990, Part X \$

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332051
09-25-13

Schedule D (Form 990) 2013

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
b Scholarly research
c Preservation for future generations

- d Loan or exchange programs
e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?
b If "Yes," explain the arrangement in Part XIII and complete the following table:

Table with 6 columns: Description, 1c Amount, 1d, 1e, 1f, and Yes/No columns.

2a Did the organization include an amount on Form 990, Part X, line 21?
b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

- 1a Beginning of year balance
b Contributions
c Net investment earnings, gains, and losses
d Grants or scholarships
e Other expenditures for facilities and programs
f Administrative expenses
g End of year balance

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment %
b Permanent endowment %
c Temporarily restricted endowment %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
(ii) related organizations

Small table with 2 columns: Yes/No and 3a(i), 3a(ii), 3b.

b If "Yes" to 3a(i), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Table with 4 columns: Description of property, (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value.

Part VII Investments - Other Securities.

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and Other (A-H).

Part VIII Investments - Program Related.

Table with 3 columns: (a) Description of investment, (b) Book value, (c) Method of valuation. Includes Total line and rows (1) through (9).

Part IX Other Assets.

Table with 2 columns: (a) Description, (b) Book value. Includes Total line and rows (1) through (9).

Part X Other Liabilities.

Table with 2 columns: (a) Description of liability, (b) Book value. Includes Total line and rows (1) through (9).

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII [X]

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	1,746,870.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
	a Net unrealized gains on investments	2a	
	b Donated services and use of facilities	2b	
	c Recoveries of prior year grants	2c	
	d Other (Describe in Part XIII.)	2d	
	e Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	1,746,870.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
	b Other (Describe in Part XIII.)	4b	
	c Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	1,746,870.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	2,623,340.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
	a Donated services and use of facilities	2a	
	b Prior year adjustments	2b	
	c Other losses	2c	
	d Other (Describe in Part XIII.)	2d	
	e Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	2,623,340.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
	b Other (Describe in Part XIII.)	4b	
	c Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	2,623,340.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2:

EXPLANATION: MODEST NEEDS IS SUBJECT TO THE PROVISIONS OF THE FINANCIAL

ACCOUNTING STANDARDS

BOARDS ACCOUNTING STANDARDS CODIFICATION (ASC) 740-10-05 RELATING TO THE

ACCOUNTING AND REPORTING FOR UNCERTAINTY IN INCOME TAXES.

INCOME TAX UNCERTAINTIES

EXPLANATION: PART X, LINE 2

INCOME TAX UNCERTAINTIES

MODEST NEEDS IS SUBJECT TO THE PROVISIONS OF THE FINANCIAL ACCOUNTING

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.
▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990

Employer identification number
47-0863430

Part I **General Information on Grants and Assistance**
MODEST NEEDS FOUNDATION
Name of the organization

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.
Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
3 Enter total number of other organizations listed in the line 1 table

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Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SELF SUFFICIENCY	533	320,561.	0.		
GRANT TO OTHER PROGRAMS	9	16,490.	0.		
NEW EMPLOYMENT	49	16,836.	0.		
INDEPENDENT LIVING	0	0.	0.		
GOOD SAMARITAN GRANT	5	4,219.	0.		

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

GRANT POLICY

EXPLANATION: GRANT POLICY - MODEST NEEDS' OFFICERS SELECT GRANTEEES

BASED ON RECOMMENDATION OF ITS STAFF AND DONORS TO THE ORGANIZATION, AS

WELL AS RESEARCH TO FIND THOSE ORGANIZATIONS WHOSE PROGRAMS ARE IN

LINE WITH THE GENERAL MISSION OF MODEST NEEDS.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
BRIDGE GRANT	39.	30,857.	0.		
HURRICANE SANDY	238.	258,567.	0.		
HOMECOMING HEROS	24.	20,014.	0.		
HOLIDAY HELP GRANT	193.	13,686.	0.		

**SCHEDULE J
(Form 990)**

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/efile990

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

MODEST NEEDS FOUNDATION

Employer identification number
47-0863430

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- First-class or charter travel
 - Housing allowance or residence for personal use
 - Travel for companions
 - Payments for business use of personal residence
 - Tax indemnification and gross-up payments
 - Health or social club dues or initiation fees
 - Discretionary spending account
 - Personal services (e.g., maid, chauffeur, chef)
- b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain
- 2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?
- 3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.
- Compensation committee
 - Written employment contract
 - Independent compensation consultant
 - Compensation survey or study
 - Form 990 of other organizations
 - Approval by the board or compensation committee
- 4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:
- a** Receive a severance payment or change-of-control payment?
 - b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
 - c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.
- Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**
- 5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:
- a** The organization?
 - b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.
- 6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:
- a** The organization?
 - b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.
- 7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III
- 8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III
- 9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b		X
4c		X
5a	X	
5b	X	
6a		X
6b		X
7		X
8		X
9		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2013

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation						(E) Total of columns (B)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)-(D)		
(i) DR. KATH TAYLOR PRESIDENT	291,183.	0.	0.	0.	9,204.	300,387.	0.	
(ii)								
(iii)								
(i)								
(ii)								
(iii)								
(i)								
(ii)								
(iii)								
(i)								
(ii)								
(iii)								
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(iii)								
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(ii)								
(iii)								
(i)								
(ii)								
(iii)								

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

Open to Public
Inspection

Employer identification number
47-0863430

MODEST NEEDS FOUNDATION

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

FAMILIES FROM ENTERING THE CYCLE OF POVERTY BY HELPING THESE PERSONS
WITH A SHORT-TERM, EMERGENCY EXPENSE.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:
AND FEDERAL AGENCIES CHARGED WITH THE CARE OF THE TRULY INDIGENT.

FORM 990, PART VI, SECTION B, LINE 11:

EXPLANATION: REVIEW OF THE 990

BEFORE FILING THE FORM 990, THE YEAR'S AUDITED FINANCIAL STATEMENTS AND
FORM 990 ARE DISTRIBUTED TO THE ORGANIZATION'S BOARD OF DIRECTORS FOR
REVIEW. THE FORM 990 IS PUBLISHED ONLY WHEN IT HAS BEEN APPROVED BY THE
UNANIMOUS VOTE OF THE ORGANIZATION'S BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION: CONFLICT OF INTEREST

MODEST NEEDS FOUNDATION HAS IN PLACE A POLICY REQUIRING ALL DIRECTORS AND
EMPLOYEES TO DISCLOSE ANY INTEREST(S) THAT THEY MAY HAVE IN THE FINANCIAL
OR OTHER TRANSACTIONS(S) ENTERED INTO BY THE ORGANIZATION AND REQUIRING
DIRECTORS OR EMPLOYEES WHO MAY HAVE SUCH INTEREST TO ABSTAIN FROM
DISCUSSION, VOTING OR OTHER CONSIDERATION OF THE TRANSACTIONS(S) UNDER
CONSIDERATION. EACH YEAR, MODEST NEEDS' BOARD MEMBERS AND EMPLOYEES
COMPLETE AND SIGN A "CONFLICT OF INTEREST" QUESTIONNAIRE STIPULATING TO
THIS POLICY AND DISCLOSING ANY CONFLICTS OF WHICH THEY ARE AWARE AT THE
TIME THE POLICY IS SIGNED. BOARD MEMBERS AND OTHER EMPLOYEES MUST

IMMEDIATELY DISCLOSE ANY CONFLICTS OF INTEREST THAT MIGHT ARISE THROUGHOUT

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2013)

Name of the organization

MODEST NEEDS FOUNDATION

Employer identification number

47-0863430

THE YEAR.

ANY TRANSACTIONS OF ANY SIZE THAT MIGHT RESULT IN A CONFLICT OF INTEREST MUST BE APPROVED BY THE BOARD OF DIRECTORS, WITH THE POTENTIALLY INTERESTED PARTY ABSTAINING FROM ANY CONSIDERATION OF THE TRANSACTION IN QUESTION.

FORM 990, PART VI, SECTION B, LINE 15:

EXPLANATION: DETERMINATION OF COMPENSATION

MODEST NEEDS FOUNDATION'S DIRECTORSHIP SETS THE SALARY OF THE PRESIDENT OF THE ORGANIZATION BY CONSIDERING THE PERFORMANCE OF THE PRESIDENT AND AVAILABLE COMPARABILITY DATA FOR THE PRIOR YEAR AGAINST THIS PROJECTED BUDGET OF THE ORGANIZATION FOR THE CURRENT YEAR. THE PRESIDENT OF THE ORGANIZATION SETS THE SALARIES FOR OTHER OFFICERS AND EMPLOYEES BY EVALUATING THE PRIOR YEAR'S PERFORMANCE OF THE EMPLOYEE AND AVAILABLE COMPARABILITY DATA FOR THE PRIOR YEAR AGAINST THE PROJECTED BUDGET OF THE ORGANIZATION FOR THE CURRENT YEAR.

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: PUBLIC AVAILABILITY OF GOVERNING DOCUMENTS

MODEST NEEDS MAKES ITS FINANCIAL DOCUMENTS, CONFLICT OF INTEREST POLICY, AND OTHER GOVERNING DOCUMENTS AVAILABLE FOR INSTANT DOWNLOAD VIA ITS WEBSITE AT [HTTP://WWW.MODESTNEEDS.ORG](http://www.modestneeds.org). HARD COPIES OF THESE DOCUMENTS MAY LIKEWISE BE REQUESTED BY REGULAR MAIL, FACSIMILE, OR TELEPHONE.

FORM 990, PART XII, LINE 2C:

EXPLANATION: THE PROCESS HAS NOT CHANGED FROM PREVIOUS YEARS

Depreciation and Amortization 990
(Including Information on Listed Property)
▶ See separate instructions. ▶ Attach to your tax return.

MODEST NEEDS FOUNDATION

FORM 990 PAGE 10 47-0863430

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

	1	2	3	4	5
1 Maximum amount (see instructions)					500,000.
2 Total cost of section 179 property placed in service (see instructions)					
3 Threshold cost of section 179 property before reduction in limitation					2,000,000.
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-					
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions					

	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
6			
7			
8			
9			
10			
11			
12			
13			

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)
 14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year
 15 Property subject to section 168(f)(1) election
 16 Other depreciation (including ACRS)
 19,072.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)
 Section A
 17 MACRS deductions for assets placed in service in tax years beginning before 2013
 18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System							
19a	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
b	3-year property		19,065.	5 YRS.	HY	200DB	3,812.
c	5-year property						
d	7-year property						
e	10-year property						
f	15-year property						
g	20-year property						
h	25-year property						
i	Residential rental property	/		25 yrs.		S/L	
		/		27.5 yrs.		S/L	
		/		27.5 yrs.		S/L	
		/		39 yrs.		S/L	
	Nonresidential real property	/				S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System			
20a	Class life		
b	12-year		
c	40-year		

Part IV Summary (See instructions.)
 21 Listed property. Enter amount from line 28
 22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21.
 23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs
 467,746.

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

Table with 10 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation deduction, (i) Elected section 179 cost. Row 24a: Do you have evidence to support the business/investment use claimed? Yes No 24b if "Yes," is the evidence written? Yes No

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use 25

26 Property used more than 50% in a qualified business use:

Table with 3 columns: %

27 Property used 50% or less in a qualified business use:

Table with 3 columns: %, S/L, S/L

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 28 29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table with 6 columns: (a) Vehicle, (b) Vehicle, (c) Vehicle, (d) Vehicle, (e) Vehicle, (f) Vehicle. Rows 30-36: 30 Total business/investment miles driven during the year, 31 Total commuting miles driven during the year, 32 Total other personal (noncommuting) miles driven, 33 Total miles driven during the year, 34 Was the vehicle available for personal use during off-duty hours?, 35 Was the vehicle used primarily by a more than 5% owner or related person?, 36 Is another vehicle available for personal use?

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

Table with 2 columns: Yes, No. Rows 37-41: 37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?, 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners, 39 Do you treat all use of vehicles by employees as personal use?, 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?, 41 Do you meet the requirements concerning qualified automobile demonstration use?

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

Table with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year. Row 42: Amortization of costs that begins during your 2013 tax year.

43 Amortization of costs that began before your 2013 tax year

Table with 2 columns: 43, 44. Row 44: Total. Add amounts in column (f). See the instructions for where to report 43 44