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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning , 2011, and ending , 20

| | | |
|--|---|---|
| Name of foundation THE SAGE FOUNDATION, INC. C/O STEVEN A. DENNING | | A Employer identification number 06-1478711 |
| Number and street (or P O box number if mail is not delivered to street address) 16 KHAKUM DRIVE | Room/suite | B Telephone number (see instructions) (203) 629-8600 |
| City or town, state, and ZIP code GREENWICH, CT 06831 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply | 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 <input type="checkbox"/> | 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) \$ 95,861,973. | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | | 129,810,870. | | | |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | | |
| 3 Interest on savings and temporary cash investments | | 457,687. | 456,329. | | ATCH 1 |
| 4 Dividends and interest from securities | | | | | |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | -3,704. | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | | | | |
| b Gross sales price for all assets on line 6a 600,169. | | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 11,060,733. | | |
| 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) | | 6,737. | 6,737. | | ATCH 2 |
| 11 Other income (attach schedule) | | | | | |
| 12 Total. Add lines 1 through 11 | | 130,271,590. | 11,523,799. | | |
| 13 Compensation of officers, directors, trustees, etc | | | | | |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans/employee benefits | | | | | |
| 16a Legal fees (attach schedule) | | | | | |
| b Accounting fees (attach schedule) | | | | | |
| c Other professional fees (attach schedule) | | | | | |
| 17 Interest. ATTACHMENT 3 | | 1,172. | 1,172. | | |
| 18 Taxes (attach schedule) (see instructions) ** | | 249,492. | 10,492. | | |
| 19 Depreciation (attach schedule) and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses (attach schedule) ATCH 5 | | 55,553. | 55,553. | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 306,217. | 67,217. | | |
| 25 Contributions, gifts, grants paid | | 11,080,350. | | | 11,080,350. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 11,386,567. | 67,217. | | 11,080,350. |
| 27 Subtract line 26 from line 12 | | 118,885,023. | | | |
| a Excess of revenue over expenses and disbursements | | | 11,456,582. | | |
| b Net investment income (if negative, enter -0-) | | | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

For Paperwork Reduction Act Notice, see instructions.

JSA ** ATCH 4

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SCANNED FEB 12 2013

Revenue

Operating and Administrative Expenses

918-20

| Part II Balance Sheets | | 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 | 1,250,797. | 6,991,563. | 6,991,563. |
| | 3 | Accounts receivable ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10 a | Investments - U S. and state government obligations (attach schedule) . | | | |
| | b | Investments - corporate stock (attach schedule) | | | |
| | c | Investments - corporate bonds (attach schedule) | | | |
| | 11 | Investments - land, buildings, and equipment, basis Less: accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other (attach schedule) | 250,739. | 76,666,210. | 88,870,410. |
| | 14 | Land, buildings, and equipment, basis Less: accumulated depreciation (attach schedule) ▶ | | | |
| 15 | Other assets (describe ▶) | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 1,501,536. | 83,657,773. | 95,861,973. | |
| 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 <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/> | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds . . | | | |
| | 30 | Total net assets or fund balances (see instructions) | 1,501,536. | 83,657,773. | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 1,501,536. | 83,657,773. | | |

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 | 1,501,536. |
| 2 | Enter amount from Part I, line 27a | 2 | 118,885,023. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 120,386,559. |
| 5 | Decreases not included in line 2 (itemize) ▶ ATTACHMENT 7 | 5 | 36,728,786. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 83,657,773. |

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Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | | | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|---|---|--------------------------------------|----------------------------------|
| 1a SEE PART IV SCHEDULE | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | | |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | | 2 | 11,060,733. | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | | | 3 | 0 | |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|--|--|---|
| 2010 | 3,008,700. | 2,539,792. | 1.184625 |
| 2009 | 5,335,857. | 3,566,353. | 1.496166 |
| 2008 | 2,614,471. | 3,424,491. | 0.763463 |
| 2007 | 8,496,750. | 2,431,633. | 3.494257 |
| 2006 | 4,364,200. | 1,867,973. | 2.336329 |
| 2 Total of line 1, column (d) | | | 2 9.274840 |
| 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 1.854968 |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | | | 4 43,574,599. |
| 5 Multiply line 4 by line 3 | | | 5 80,829,487. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 114,566. |
| 7 Add lines 5 and 6 | | | 7 80,944,053. |
| 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 11,080,350. |

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

| | | | |
|--|----|----------|----------|
| 1 a 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 | 229,132. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b). | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | |
| 3 Add lines 1 and 2 | | 3 | 229,132. |
| 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 | 229,132. |
| 6 Credits/Payments | | | |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011 | 6a | 224,749. | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 34,000. | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 258,749. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 55. | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 29,562. | |
| 11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 29,562. Refunded <input type="checkbox"/> <input type="checkbox"/> | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1 a 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 page 19 of the instructions for definition)? | | X |
| If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | |
| c Did the foundation file Form 1120-POL for this year? | | X |
| 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? | | X |
| If "Yes," attach a detailed description of the activities. | | |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | X | |
| 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? | | X |
| If "Yes," attach the statement required by General Instruction T. | | |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 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 | |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CT, _____ | | |
| 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 2011 or the taxable year beginning in 2011 (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 |

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|---|--|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |
| Website address <input type="checkbox"/> N/A | | | | |
| 14 | The books are in care of <input type="checkbox"/> STEVEN A. DENNING Telephone no. <input type="checkbox"/> 203-629-8600 | | | |
| Located at <input type="checkbox"/> 16 KHAKUM DRIVE, GREENWICH, CT ZIP + 4 <input type="checkbox"/> 06831 | | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15 | | | |
| 16 | At any time during calendar year 2011, 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 <input type="checkbox"/> | 16 | 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"/> | 1b | N/A |
| 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 2011? | 1c | X |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/> | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) | 2b | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/> | | |
| 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 2011 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 2011) | 3b | N/A |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? | 4b | X |

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)? ☐ Yes ☒ No **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No **6b** X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No **7b** X

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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 |
|----------------------|---|---|---|---------------------------------------|
| ATTACHMENT 8 | 0 | 0 | 0 | 0 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| NONE | | 0 |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | |

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

| | Expenses |
|------------------|----------|
| 1 NOT APPLICABLE | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |

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 NOT APPLICABLE | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| All other program-related investments See instructions | |
| 3 NONE | |
| | |
| | |
| | |
| Total. Add lines 1 through 3 | |

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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 | 3,735,996. |
| b | Average of monthly cash balances | 1b | 2,617,347. |
| c | Fair market value of all other assets (see instructions) | 1c | 37,884,829. |
| d | Total (add lines 1a, b, and c) | 1d | 44,238,172. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 44,238,172. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 663,573. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 43,574,599. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 2,178,730. |

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 | 2,178,730. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 | 2a | 229,132. |
| b | Income tax for 2011 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 229,132. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,949,598. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 1,949,598. |
| 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 | 1,949,598. |

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 | 11,080,350. |
| 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 | 11,080,350. |
| 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 | N/A |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 11,080,350. |

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 2010 | (c) 2010 | (d) 2011 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7 | | | | 1,949,598. |
| 2 Undistributed income, if any, as of the end of 2011 | | | | |
| a Enter amount for 2010 only | | | | |
| b Total for prior years 20 09, 20 08, 20 07 | | | | |
| 3 Excess distributions carryover, if any, to 2011 | | | | |
| a From 2006 3,175,896. | | | | |
| b From 2007 8,496,750. | | | | |
| c From 2008 2,614,471. | | | | |
| d From 2009 5,221,579. | | | | |
| e From 2010 3,008,700. | | | | |
| f Total of lines 3a through e | 22,517,396. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 11,080,350. | | | | |
| a Applied to 2010, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see instructions). | | | | |
| c Treated as distributions out of corpus (Election required - see instructions) | * 11,080,350. | | | |
| d Applied to 2011 distributable amount | | | | |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a)) | 1,949,598. | | | 1,949,598. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 31,648,148. | | | |
| 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 2010. Subtract line 4a from line 2a. Taxable amount - see instructions | | | | |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 | | | | |
| 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 2006 not applied on line 5 or line 7 (see instructions) | 1,226,298. | | | |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a | 30,421,850. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2007 8,496,750. | | | | |
| b Excess from 2008 2,614,471. | | | | |
| c Excess from 2009 5,221,579. | | | | |
| d Excess from 2010 3,008,700. | | | | |
| e Excess from 2011 11,080,350. | | | | |

Form 990-PF (2011)

*SEE STATEMENT #16

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

| | Tax year | Prior 3 years | | | (e) Total |
|--|----------|---------------|----------|----------|-----------|
| | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test - enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

STEVEN A. DENNING

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

N/A

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| <div>Recipient</div> <div>Name and address (home or business)</div> | 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 ATTACHMENT 9 | | | | |
| Total | | | ▶ 3a | 11,080,350. |
| b Approved for future payment | | | | |
| Total | | | ▶ 3b | |

Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|---|--|---------------------------|---------------|--------------------------------------|---------------|---|
| | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | | |
| a _____ | | | | | | |
| b _____ | | | | | | |
| c _____ | | | | | | |
| d _____ | | | | | | |
| e _____ | | | | | | |
| f _____ | | | | | | |
| g Fees and contracts from government agencies | | | | | | |
| 2 Membership dues and assessments | | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | | |
| 4 Dividends and interest from securities | | | | 14 | 457,687. | |
| 5 Net rental income or (loss) from real estate: | | | | | | |
| a Debt-financed property | | | | | | |
| b Not debt-financed property | | | | | | |
| 6 Net rental income or (loss) from personal property . | | | | | | |
| 7 Other investment income | | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | | 18 | -3,704. | |
| 9 Net income or (loss) from special events . . . | | | | | | |
| 10 Gross profit or (loss) from sales of inventory . . | | | | | | |
| 11 Other revenue: a _____ | | | | | | |
| b ATTACHMENT 10 | | | 349. | | 6,737. | |
| c _____ | | | | | | |
| d _____ | | | | | | |
| e _____ | | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | | 349. | | 460,720. | |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | | | 461,069. |

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

[illegible]

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

| 1 | | Yes | No |
|--|-------|-----|----|
| Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name _____

LAWRENCE MONTAGUE

Preparer's signature

Date _____

122/13

| | |
|-------|----|
| Check | if |
|-------|----|

self-employed

PTIN

PO1261302

Firm's name ► DELOITTE TAX LLP

Firm's EIN ► 86-1065772

Firm's address ► TWO WORLD FINANCIAL CENTER

NEW YORK, NY

10281

Phone no. 212-436-2000

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011**Name of the organization**THE SAGE FOUNDATION, INC.
C/O STEVEN A. DENNING**Employer identification number**

06-1478711

Organization type (check one).**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

Special Rules

- ☐
- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use
- exclusively*
- for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an
- exclusively*
- religious, charitable, etc., purpose. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

JSA

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PAGE 15

Name of organization THE SAGE FOUNDATION, INC.
C/O STEVEN A. DENNING

Employer identification number
06-1478711

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---|----------------------------|---|
| 1 | STEVEN A. DENNING 16 KHAKUM DRIVE GREENWICH, CT 06831 | \$ 1,364,248. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| 2 | THE KHAKUM CHARITABLE REMAINDER UNITRUST 3 PICKWICK PLAZA GREENWICH, CT 06830 | \$ 127,972,889. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| 3 | ROBERTA B. DENNING 16 KHAKUM DRIVE GREENWICH, CT 06831 | \$ 473,733. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

Name of organization THE SAGE FOUNDATION, INC.
C/O STEVEN A. DENNING

Employer identification number
06-1478711

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| 1 | SEE ATTACHMENT 17 | \$ 1,364,248. | VARIOUS |
| 2 | SEE ATTACHMENT 17 | \$ 127,972,889. | VARIOUS |
| 3 | SEE ATTACHMENT 17 | \$ 473,733. | VARIOUS |
| | | \$ | |
| | | \$ | |
| | | \$ | |

Name of organization THE SAGE FOUNDATION, INC.
C/O STEVEN A. DENNING

Employer identification number
06-1478711

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---------------------|--|-------------------------------------|
| | | | |
| | | | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
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| | | | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| | | | |

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|------------------------------|---|--------------------------------------|
| MERRILL LYNCH A/C# 879-04000 | 3,388. | 2,030. |
| MERRILL LYNCH A/C# 879-04012 | 55. | 55. |
| JPMORGAN A/C# Q57784 | 5. | 5. |
| MERRILL LYNCH A/C# 879-04N23 | 75. | 75. |
| MERRILL LYNCH A/C# 879-04N28 | 94. | 94. |
| PASS THROUGH ENTITIES | 454,070. | 454,070. |
| TOTAL | <u>457,687.</u> | <u>456,329.</u> |

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION PASS THROUGH ENTITIES | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--------------------------------------|---|-----------------------------|
| | 6,737. | 6,737. |
| TOTALS | 6,737. | 6,737. |

ATTACHMENT 3

FORM 990PF, PART I - INTEREST EXPENSE

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--------------------|---|-----------------------------|
| PASS-THRU ENTITIES | 1,172. | 1,172. |
| TOTALS | 1,172. | 1,172. |

ATTACHMENT 4

FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--------------------------------|---|-----------------------------|
| FEDERAL EXCISE TAXES | 239,000. | |
| PASS-THRU ENTITY FOREIGN TAXES | 10,492. | 10,492. |
| TOTALS | 249,492. | 10,492. |

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-------------------------------|---|-----------------------------|
| MERRILL LYNCH A/C # 879-04000 | 197. | 197. |
| PASS-THRU ENTITIES | 55,356. | 55,356. |
| TOTALS | 55,553. | 55,553. |

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 6

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------|----------------------|---------------|
| STOCKS | 485,243. | 165,079. |
| PASS-THRU ENTITIES | 63,265,964. | 75,506,171. |
| STOCK -DLP | 12,915,003. | 13,199,160. |
| TOTALS | 76,666,210. | 88,870,410. |

ATTACHMENT 7FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

| <u>DESCRIPTION</u> | <u>AMOUNT</u> |
|--------------------|--------------------|
| OTHER DECREASES | 36,728,786. |
| TOTAL | <u>36,728,786.</u> |

THE SAGE FOUNDATION, INC.

06-1478711

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

ATTACHMENT 8

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | | | |
|---|---|---|---|---|
| ROBERTA B. DENNING 16 KHAKUM DRIVE GREENWICH, CT 06831 | CHAIRMAN | 0 | 0 | 0 |
| STEVEN A. DENNING 16 KHAKUM DRIVE GREENWICH, CT 06831 | SECRETARY | 0 | 0 | 0 |
| RICHARD GOLD C/O GENERAL ATLANTIC 3 PICKWICK PLZ - STE 200 GREENWICH, CT 06830 | ASST SEC | 0 | 0 | 0 |
| ALAN H. RAPPAPORT 5 ELM ROCK BRONXVILLE, NY 10708 | DIRECTOR | 0 | 0 | 0 |

GRAND TOTALS

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

ATTACHMENT 9

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE ATTACHMENT 12

NONE

PUBLIC CHARITY

11,080,350

TOTAL CONTRIBUTIONS PAID

11,080,350

THE SAGE FOUNDATION, INC.

06-1478711

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 10

| DESCRIPTION | BUSINESS CODE | EXCLUSION | | RELATED OR EXEMPT FUNCTION INCOME |
|----------------------------|------------------|-----------|------|--------------------------------------|
| | | AMOUNT | CODE | |
| FROM PASS-THROUGH ENTITIES | 110000 | 349. | 18 | 6,737. |
| TOTALS | | 349. | | 6,737. |

Sage Foundation
Capital gains summary
For the Year Ended December 31, 2011

| Number of Shares | Name of Stock | How Acquired, P or D | Date Acquired | Date Sold | Gross Sales Price | Cost or Other Basis | Gain/(Loss) |
|---------------------|--------------------------------------|----------------------------|-------------------|-----------|-------------------|------------------------|---------------|
| 4,731 | Dice | D | Various Long Term | 03/01/11 | \$ 65,363.17 | \$ 804.27 | \$ 64,558.90 |
| 3,550 | Dice | D | Various Long Term | 03/02/11 | \$ 49,556.69 | \$ 603.50 | \$ 48,953.19 |
| 10,645 | Dice | D | Various Long Term | 03/08/11 | \$ 151,986.37 | \$ 1,809.65 | \$ 150,176.72 |
| 90 | MercadoLibre | D | Various Long Term | 05/10/11 | \$ 7,968.56 | \$ 1,620.00 | \$ 6,348.56 |
| 146 | MercadoLibre | D | Various Long Term | 05/18/11 | \$ 12,845.34 | \$ 2,628.00 | \$ 10,217.34 |
| 50 | MercadoLibre | D | Various Long Term | 05/19/11 | \$ 4,449.63 | \$ 900.00 | \$ 3,549.63 |
| 2,000 | Dice | D | Various Long Term | 05/27/11 | \$ 28,299.45 | \$ 602.43 | \$ 27,697.02 |
| 36 | MercadoLibre | D | Various Long Term | 06/01/11 | \$ 3,268.21 | \$ 648.00 | \$ 2,620.21 |
| 102 | MercadoLibre | D | Various Long Term | 06/03/11 | \$ 9,271.95 | \$ 1,836.00 | \$ 7,435.95 |
| 6,600 | First Republic Bank ServiceSource | D | Various Long Term | 07/12/11 | \$ 200,783.97 | \$ 99,000.00 | \$ 101,783.97 |
| 1,620 | International | D | Various Long Term | 08/12/11 | \$ 26,648.48 | \$ 6,901.20 | \$ 19,747.28 |
| 111 | MercadoLibre | D | Various Long Term | 11/08/11 | \$ 9,727.95 | \$ 1,998.00 | \$ 7,729.95 |
| 1 | MercadoLibre | D | Various Long Term | 11/10/11 | \$ 85.79 | \$ 18.00 | \$ 67.79 |
| 84 | MercadoLibre | D | Various Long Term | 11/11/11 | \$ 7,228.92 | \$ 1,512.00 | \$ 5,716.92 |
| 147 | MercadoLibre | D | Various Long Term | 11/14/11 | \$ 12,724.49 | \$ 2,646.00 | \$ 10,078.49 |
| 70 | MercadoLibre | D | Various Long Term | 11/15/11 | \$ 5,965.92 | \$ 1,260.00 | \$ 4,705.92 |
| 47 | MercadoLibre | D | Various Long Term | 11/16/11 | \$ 3,993.95 | \$ 846.00 | \$ 3,147.95 |
| TOTAL | | | | | \$ 600,168.84 | \$ 125,633.05 | \$ 474,535.79 |

THE SAGE FOUNDATION, INC

06-1478711

12/31/2011

Form 990PF, Part XV - Grants and Contributions Paid During the Year

| Recipient Name | Recipient Address | Relationship to Substantial Contributor | Foundation Status of Recipient | Purpose of Grant or Contribution | Amount |
|--|--|---|--------------------------------|----------------------------------|------------|
| Common Sense Media | 1550 Bryant Street, San Francisco, CA 94103 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 25,000 |
| Health Light International | 1402 N Sailors Way, Gilbert AZ 85234 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,500 |
| Americans Aiding Refugees | 6310 Haskell St., Houston, TX 77007 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| Freedom to Marry | 155 West 19th St, 2nd Floor, New York, NY 10011 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Stanford University CSB | 518 Memorial Way, Stanford, CA 94305 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 50,000 |
| Stanford University | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 50,000 |
| The Carter Center | One Copenhill, 453 Freedom Parkway, Atlanta, GA 30307 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| WPB 016A1 Med CA | 7305 North Military Trail, West Palm Beach, FL 33410 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Share our Strength | P O Box 75475, Baltimore, MD 21275-5475 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| St Johns Foundation | 150 Highland Avenue, Rochester, NY 14620-3099 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Art Assn of Jackson Hole | 240 S Glenwood St., PO Box 1248, Jackson, WY 83001 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,000 |
| Common Sense Media | 1550 Bryant Street, San Francisco, CA 94103 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 50,000 |
| China Care Foundation Inc | P O Box 607, Westport, CT 06881 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,500 |
| Grand Teton Music Festure | 4015 W Lake Creek Drive #1, Wilson, WY 83014 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Audubon Greenwich | 613 Riversville Road, Greenwich, CT 6831 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Stanford University | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| National Fish & Wildlife Foundation | 1133 Fifteenth Street, N W, Suite 1100, Washington, D C 20005 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 25,000 |
| The Nixon Center | 1615 L Street, NW, Suite 1250, Washington, DC 20036-5651 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| CIA Officers Memorial Foundation | 205 Van Buren Street, Suite 450-A, Herndon, Virginia 20170 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 25,000 |
| American Museum of Natural History | Central Park West @ 79th Street, New York, NY 10024 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 25,000 |
| Stanford University | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 25,000 |
| Pan Massachusetts Challenge | 77 4th Avenue, Needham, MA 02494 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,500 |
| Childrens Health Fund | 215 West 125th Street, Suite 301, New York, NY 10027 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 25,000 |
| Jewish Community Relations Council | 225 West 34th Street, Suite 1607 (14 Penn Plaza) | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| American Red Cross | 2025 E Street, Washington, DC 20006 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 25,000 |
| National MS Society | PO Box 4527, New York, NY 10163 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| Venture Philanthropy Partners | 1201 15th Street, NW, Suite 510, Washington, DC, 20005 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 200,000 |
| Intl House | 500 Riverside Drive, New York, NY 10027-3916 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| Grand Teton National Park Fdn | P O Box 249, Moose, WY 83012 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| North Shore Land Alliance | 151 Post Road, Old Westbury, New York 11568 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| The Nature Conservancy | 4245 N Fairfax Drive, Suite 100 Arlington, VA 22203 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 50,000 |
| Greenwich Rotary Foundation | Headquarters One Rotary Center, 1560 Sherman Ave, Evanston, IL 60201 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| Memorial Sloan Kettering Cancer Center | 1275 York Avenue, New York, NY 10065 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| Stanford University | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Spur | 654 Mission Street San Francisco, CA 94105-4015 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| China Care Foundation Inc | P O Box 607, Westport, CT 06881 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| Council on Foreign Relations | 58 East 68th Street, NY, NY 10065 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 200,000 |
| American Cancer Society | 250 Williams St, Ste 600 Atlanta GA 30303 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,500 |
| Aids Walk New York | Old Chelsea Station, P O Box 10, New York, NY 10113-0010 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| Columbia College | 475 Riverside Drive, Suite 917, New York, NY 10115 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 30,000 |
| Jackson Hole Land Trust | 555 East Broadway, P O Box 2897, Jackson, WY 83001 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 20,000 |
| Wilson Volunteer Fire Department | P O Box 31, Wilson, WY 83014 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| International Rescue Committee | 122 East 42nd Street, New York, New York 10168-1289 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 25,000 |
| Hidden Villa | 26870 Moody Road, Los Altos Hills, CA 94022 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |

THE SAGE FOUNDATION, INC

06-1478711

12/31/2011

Form 990PF, Part XV - Grants and Contributions Paid During the Year

| Recipient Name | Recipient Address | Relationship to Substantial Contributor | Foundation Status of Recipient | Purpose of Grant or Contribution | Amount |
|---|--|---|--------------------------------|----------------------------------|--------------|
| Stanford University | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000,000 |
| Stanford University | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 525,000 |
| PNC Jimmy Fund | 77 4th Avenue, Needham, MA 02494 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,000 |
| Stanford University | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 75,000 |
| National Parks Conservation | 1300 19th Street, NW - Suite 300, Washington, DC 20036 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 50,000 |
| Stanford University | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 50,000 |
| Greenwich United Way | 1 Lafayette Court, Greenwich, CT 06830 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 25,000 |
| American Heart Association | 7272 Greenville Ave, Dallas, TX 75231 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| International Mental Health Research Organization | P O Box 680 Rutherford, CA, 94573 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 20,000 |
| Stanford University | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 200,000 |
| Stanford University | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 200,000 |
| Stanford University | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 725,000 |
| Stanford University | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,250,000 |
| Stanford University | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,850,000 |
| Stanford University | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 50,000 |
| Alliance For Children & Families | 11700 W Lake Park Drive, Milwaukee, WI 53224 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Alvin Ailey Dance Foundation | 211 West 61st Street, Floor 3, New York, New York 10023 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| George Jackson Academy | 104 Mark's Place, New York, NY 10009 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,500 |
| National Fish & Wildlife Foundation | 1133 Fifteenth Street, N W, Suite 1100, Washington, D C 20005 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 25,000 |
| China Care Foundation Inc | P O Box 607, Westport, CT 06881 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| Culture Council of Jacksons Hole | P O Box 3706, Jackson, WY 83001 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Alzheimers Association | 225 N Michigan Ave, Fl 17, Chicago, IL 60601 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,000 |
| American Museum of Natural History | Central Park West @ 79th Street, New York, NY 10024 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 50,000 |
| Accordia Global Health Foundation | 1101 14th Street, NW, Suite 801, Washington, DC 20005 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Regents of the University of California | 1111 Franklin St, 12Floor, Oakland, CA 94607 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| Teach for America | 315 West 36th Street, 7th Floor, New York, NY 10018 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 25,000 |
| Partnership for Public Service | 1100 New York Avenue NW, Suite 1090 East, Washington, DC 20005 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 25,000 |
| American Museum of Natural History | Central Park West @ 79th Street, New York, NY 10024 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 50,000 |
| American Cancer Society | 250 Williams St, Ste 600 Atlanta GA 30303 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Classroom Inc | Development Office Classroom, Inc., 245 5th Avenue, New York, NY 10016 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 25,000 |
| Greenwich Emergency Medical Services | 1111 East Putnam Avenue, Riverside, CT 06878 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,000 |
| Marne Semper Fi Fund | 825 College Blvd, Suite 102 PMB 609, Oceanside, CA 92057 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| Council on Foreign Relations | 58 East 68th Street, NY, NY 10065 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Wild Things Unlimited | P O Box 1522, Bozeman, Montana 59771 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| Cancer Research Institute | One Exchange Plaza, 55 Broadway, Suite 1802, New York, NY 10006 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Stanford Business School | 518 Memorial Way, Stanford, CA 94305 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 25,000 |
| Greenwich Library | 101 West Putnam Avenue, Greenwich, CT 06830-5387 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 25,000 |
| National Parks Conservation | 1300 19th Street, NW - Suite 300, Washington, DC 20036 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 250,000 |
| Georgia Institute of Technology | Georgia Institute of Technology, North Ave, Atlanta, Georgia, 30332 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 103,750 |
| Georgia Institute of Technology | Georgia Institute of Technology, North Ave, Atlanta, Georgia, 30332 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 781,000 |
| Columbia University | 116th Street and Broadway, New York, NY 10027 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 75,000 |
| Columbia University | 116th Street and Broadway, New York, NY 10027 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 918,750 |
| Williams College | 880 Main Street, Williamstown, MA 01267 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 100,000 |
| The Nature Conservancy | 4245 North Fairfax Drive, Suite 100, Arlington, VA 22203-1606 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 100,000 |

THE SAGE FOUNDATION, INC

06-1478711

12/31/2011

Form 990PF, Part XV - Grants and Contributions Paid During the Year

| Recipient Name | Recipient Address | Relationship to Substantial Contributor | Foundation Status of Recipient | Purpose of Grant or Contribution | Amount |
|--|---|---|--------------------------------|----------------------------------|-----------|
| International Documentary Association | 1201 West 5th Street, Suite M270, Los Angeles, CA 90017 USA | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| Lets Get Ready | National Office, 50 Broadway, Suite 806, New York, NY 10004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Family Centers Inc | 40 Arch Street Greenwich, CT 06830 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,500 |
| Boys & Girls Club of Greenwich | 4 Horseneck Lane, Greenwich, CT 06830 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Literacy Volunteers Stamford G | 141 Franklin Street, Stamford, CT 06901 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,500 |
| American Red Cross | 2025 E Street, Washington, DC 20006 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Fibrolamellar Cancer Foundation | 20 Horseneck Lane (2nd Floor), Greenwich, CT 06830 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| Reach Prep | One Dock Street Stamford, CT 06902 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| American Museum of Natural History | Central Park West @ 79th Street, New York, NY 10024 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Stanford University School of Humanities | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 15,000 |
| Leukemia & Lymphoma Society | 1311 Mamaroneck Avenue, Suite 310, White Plains, NY 10605 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 50,000 |
| Stanford Lively Arts | 365 Lasuen Street, Second Floor Littlefield Center, MC2250 Stanford, CA 94305 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| HRC Foundation | 1640 Rhode Island Ave N W, Washington, DC, 20036-3278 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| Dobbs Ferry St John's Riverside Hospital | 128 Ashford Avenue, Dobbs Ferry, NY 10522 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| Fairfield County Community Foundation | 383 Main Ave, Norwalk, CT 06851-1543 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Planned Parenthood Federation of America | 434 West 33rd Street, New York, NY 10001 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| Solomon R Guggenheim | 1071 Fifth Avenue, New York, NY 10128-0173 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| Greenwich Historical Society | 39 Strickland Road, Cos Cob, Connecticut 06807 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Audubon Greenwich | 613 Riversville Road, Greenwich, CT 06831 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| National Trust for Historic Preservation Glass House | 199 Elm Street, New Canaan, Connecticut, 06840 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| National Portrait Gallery Smithsonian | Eighth and F Streets NW Washington, DC 20001 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Japanese American Association of New York | 15 W 44th St # 11 New York, NY 10036 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| The Children's Aid Society | 105 East 22nd Street New York, NY 10010 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| Stanford University | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 25,000 |
| Japanese American Association of New York | 15 W 44th St # 11 New York, NY 10036 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| Stanford University | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 7,000 |
| Central Park Conservancy | 14 E 60th St, New York, NY, 10022 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Kids in Crisis | 1 Salem Street Cos Cob, CT 06807 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| Breast Cancer Alliance | 48 Maple Avenue, Greenwich, CT 06830 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,500 |
| The Norwich Free Academy Foundation Inc | 305 Broadway Norwich, CT 06360 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 3,000 |
| Solomon R Guggenheim | 1071 Fifth Avenue, New York, NY 10128-0173 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 7,500 |
| Central Park Conservancy | 14 E 60th St, New York, NY, 10022 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Calvary Baptist Church | 123 West 57th Street #3 New York, NY 10019 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| Boys & Girls Club of Greenwich | 4 Horseneck Lane, Greenwich, CT 06830 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| International Center of Photography | 1133 Avenue of the Americas at 43rd Street, New York, NY 10036 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Greenwich Hospital | 5 Perryridge Road, Greenwich, CT 06830 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| UNAFF | P O Box 19369, Stamford, CA 94309 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 25,000 |
| Dance Films Association | 48 West 21st Street, #907, New York, NY 10010-6989 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| Greenwich Library | 101 West Putnam Avenue, Greenwich, CT 06830 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| Greenwich Historical Society | 39 Strickland Road, Cos Cob, Connecticut 06807 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| Greenwich Country Day School | 401 Old Church Road, Greenwich CT | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| Greenwich Land Trust | 132 East Putnam Avenue, 2 East, Suite D, Cos Cob, CT 06807 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,500 |
| Nathaniel Witherell Inc | 70 Parsonage Road, Greenwich, CT 06830 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,500 |
| The Jim Arden Foundation | P O Box 4, Cos Cob, CT 06807 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,500 |

THE SAGE FOUNDATION, INC

06-1478711

12/31/2011

Form 990PF, Part XV - Grants and Contributions Paid During the Year

| Recipient Name | Recipient Address | Relationship to Substantial Contributor | Foundation Status of Recipient | Purpose of Grant or Contribution | Amount |
|---------------------------------------|--|---|--------------------------------|----------------------------------|---------------------|
| YMCA of Greenwich | 259 East Putnam Avenue, Greenwich, CT 06830 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,500 |
| Greenwich Historical Society | 39 Stickland Road, Cos Cob, Connecticut 06807 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,500 |
| Stanford University | 450 Serra Mall, Stanford, CA 94305-2004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 6,350 |
| Honzons National | One Park Street, Norwalk, CT 06851 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| Audubon Greenwich | 613 Riversville Road, Greenwich, CT 06831 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| Lets Get Ready | National Office, 50 Broadway, Suite 806, New York, NY 10004 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| Gilda's Club Westchester | 80 Maple Avenue, White Plains, NY 10601 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 1,000 |
| Fairfield County Community Foundation | 383 Main Ave, Norwalk, CT 06851-1543 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,500 |
| Reach Prep | One Dock Street, Stamford, CT 06902 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Caramoor | 149 GIRDLE RIDGE ROAD, KATONAH, NY 10536 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,500 |
| Center of the Arts | Center for the Arts, 240 South Glenwood, P O Box 2058, Jackson, WY 83001 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 5,000 |
| Family Centers Inc | 40 Arch Street, Greenwich, CT 06830 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,500 |
| Kids in Crisis | 902 Broadway, Suite 1603, New York, NY 10003 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 2,500 |
| Liberty Hill Foundation | 6420 Wilshire Blvd, Suite 700, Los Angeles, CA 90048 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| | Stanford Grad School of Business, Knight Mgmt Ctr, 655 Knight Way, Stanford, CA 94305-7298 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 9,500 |
| GSB Gives Back | 6420 Wilshire Blvd, Suite 700, Los Angeles, CA 90048 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 15,000 |
| Liberty Hill Foundation | 601 van Ness Ave, San Francisco, CA 94102 | None | SEC 501(C)(3) ORG | General Operating Purpose | \$ 10,000 |
| LTNM Awareness Corp | | | | Total Contributions Paid | \$11,080,350 |

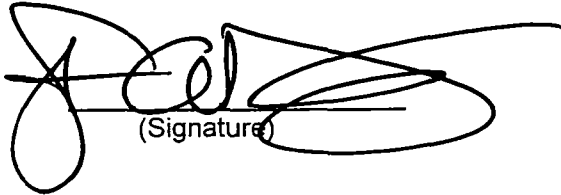
SAGE FOUNDATION, INC.
EIN: 06-1478711
FORM 990-PF
TAX PERIOD ENDED 12/31/2011

Supplemental Schedule of Information

Part XIII, Undistributed Income, Line 4c

Election Under IRC Reg. Sec. 53-4942(a)-3(d)(2)

Pursuant to IRC Section 4942(h)(2) and Regulation 53.4942(a)-3(d)(2), Sage Foundation, Inc. hereby elects to treat the current year's qualifying distributions in excess of the preceding years' undistributed income as being made out of corpus.


(Signature)

STEVEN A. DENNING
(Name)

SECRETARY
(Title)

THE SAGE FOUNDATION, INC**06-1478711****12/31/2011****Form 990-PF Schedule Part II - Noncash property**

| Quantity | Description | Date Received | Value |
|---|--|----------------------|--------------------|
| No. 1 Steven A. Denning | | | |
| 18,926 | Dice | 02/23/11 | 266,194 |
| 90 | MercadoLibre | 05/10/11 | 8,007 |
| 21,440 | Dice | 05/18/11 | 316,133 |
| 146 | MercadoLibre | 05/18/11 | 12,770 |
| 50 | MercadoLibre | 05/19/11 | 4,449 |
| 36 | MercadoLibre | 06/01/11 | 3,241 |
| 102 | MercadoLibre | 06/03/11 | 9,178 |
| 6,600 | First Republic Bank | 07/12/11 | 199,551 |
| 1,620 | Service Source | 08/02/11 | 30,335 |
| 460 | MercadoLibre | 11/08/11 | 40,657 |
| - | .05% Interest in The Denning Partnership, Ltd. | 12/31/11 | 473,733 |
| Total | | | 1,364,248 |
| No. 2 The Khakum Charitable Remainder Unitrust | | | |
| - | 99% Interest in The Denning Partnership, Ltd. | 08/22/11 | 127,972,889 |
| No. 3 Roberta B. Denning | | | |
| - | .05% Interest in The Denning Partnership, Ltd. | 12/31/11 | 473,733 |
| Total | | | 129,810,870 |

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

OMB No 1545-0092

2011

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

Name of estate or trust **THE SAGE FOUNDATION, INC.**
C/O STEVEN A. DENNING

Employer identification number
06-1478711

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

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

| (a) Description of property (Example: 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|--|------------------------------------|--------------------------------|-----------------|---|--|
| 1a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | | | | | 1b |
| 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | | | | | 2 |
| 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | | | | | 3 |
| 4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet | | | | | 4 () |
| 5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back | | | | | 5 |

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

| (a) Description of property (Example: 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|--|------------------------------------|--------------------------------|-----------------|---|--|
| 6a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | | | | | 6b 474,536. |
| 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | | | | | 7 |
| 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | | | | | 8 10,586,197. |
| 9 Capital gain distributions | | | | | 9 |
| 10 Gain from Form 4797, Part I | | | | | 10 |
| 11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet | | | | | 11 () |
| 12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back | | | | | 12 11,060,733. |

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

| | | (1) Beneficiaries' (see instr) | (2) Estate's or trust's | (3) Total |
|----|--|------------------------------------|----------------------------|-------------|
| 13 | Net short-term gain or (loss) | 13 | | |
| 14 | Net long-term gain or (loss): | | | |
| a | Total for year | 14a | | 11,060,733. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksht) | 14b | | |
| c | 28% rate gain | 14c | | |
| 15 | Total net gain or (loss). Combine lines 13 and 14a ▶ | 15 | | 11,060,733. |

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

| | | | |
|----|--|----|-----|
| 16 | Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000 | 16 | () |
|----|--|----|-----|

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

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

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

| | | | | |
|----|---|----|--|--|
| 17 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | 17 | | |
| 18 | Enter the smaller of line 14a or 15 in column (2) but not less than zero | 18 | | |
| 19 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) | 19 | | |
| 20 | Add lines 18 and 19 | 20 | | |
| 21 | If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶ | 21 | | |
| 22 | Subtract line 21 from line 20. If zero or less, enter -0- | 22 | | |
| 23 | Subtract line 22 from line 17. If zero or less, enter -0- | 23 | | |
| 24 | Enter the smaller of the amount on line 17 or \$2,300 | 24 | | |
| 25 | Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23. | 25 | | |
| 26 | Subtract line 25 from line 24. | 26 | | |
| 27 | Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 | 27 | | |
| 28 | Enter the amount from line 26 (If line 26 is blank, enter -0-) | 28 | | |
| 29 | Subtract line 28 from line 27 | 29 | | |
| 30 | Multiply line 29 by 15% (.15) | 30 | | |
| 31 | Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). | 31 | | |
| 32 | Add lines 30 and 31 | 32 | | |
| 33 | Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). | 33 | | |
| 34 | Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). | 34 | | |

Schedule D (Form 1041) 2011

Employer identification number

06-1478711

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 474,536.

Schedule D-1 (Form 1041) 2011

FEDERAL FOOTNOTES

THE TAXPAYER IS TIMELY FILING ITS 2011 TAX RETURN AS THE DUE DATE HAS BEEN EXTENDED BECAUSE THE TAXPAYER'S RECORDS WERE LOCATED IN THE FEDERAL COVERED DISASTER AREA DURING HURRICANE SANDY.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| | | TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS | | | | | 10586197. | |
| 600,169. | | SEE ATTACHMENT #11 125,633. | | | | | VARIOUS 474,536. | VARIOUS |
| TOTAL GAIN(LOSS) | | | | | | | <u>11060733.</u> | |

► **File a separate application for each return.**

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

| | |
|--------|--|
| Part I | Automatic 3-Month Extension of Time. Only submit original (no copies needed) |
|--------|--|

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

| | | |
|--|--|---|
| Type or print | Name of exempt organization THE SAGE FOUNDATION, INC. | Employer identification number 06-1478711 |
| File by the due date for filing your return See instructions | Number, street, and room or suite no. If a P O box, see instructions. C/O STEVEN A. DENNING, 16 KHAKUM DRIVE | |
| | City, town or post office, state, and ZIP code For a foreign address, see instructions. GREENWICH, CT 06831 | |

Enter the Return code for the return that this application is for (file a separate application for each return) 04

| Application Is For | Return Code | Application Is For | Return Code |
|---|-------------|--------------------------|-------------|
| Form 990 | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

- The books are in the care of ► STEVEN A. DENNING

Telephone No. ► 203-629-8600

FAX No. ► 203-622-4099

- If the organization does not have an office or place of business in the United States, check this box ☐
 • If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year 20 11 or
- ▶ ☐ tax year beginning _____, 20____, and ending _____, 20____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

| | | | | |
|----|---|----|----|---------|
| 3a | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ | 258,749 |
| b | If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ | 224,749 |
| c | Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ | 34,000 |

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Paperwork Reduction Act Notice, see Instructions

Form 8868 (Rev 1-2011)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

| | | |
|--|---|---|
| Type or print File by the extended due date for filing your return. See instructions. | Name of exempt organization THE SAGE FOUNDATION, INC. | Employer identification number 06-1478711 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. C/O STEVEN A. DENNING, 16 KHAKUM DRIVE | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. GREENWICH, CT 06831 | |

Enter the Return code for the return that this application is for (file a separate application for each return)

04

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|--------------------|-------------|
| Form 990 | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of **STEVEN A. DENNING**

Telephone No. **203-629-8600**

FAX No. **203-622-4099**

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **11/15**, 20 **12**.

5 For calendar year **2011**, or other tax year beginning , 20 , and ending , 20 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension **WE ARE AWAITING ADDITIONAL INFORMATION WHICH IS NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.**

| | | | | |
|----|---|----|----|------|
| 8a | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | \$ | NONE |
| b | If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b | \$ | NONE |
| c | Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c | \$ | NONE |

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►

TAXPAYER'S COPY

Title ►

Date ►