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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation MERTZ GILMORE FOUNDATION		A Employer identification number 13-2872722
Number and street (or P O box number if mail is not delivered to street address) 218 EAST 18TH STREET	Room/suite	B Telephone number (212) 475-1137
City or town, state, and ZIP code NEW YORK, NY 10003-3694		C If exemption application is pending, check here ▶☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 102,201,945.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	1,135,000.		N/A	
	2	Check ▶☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,899,675.	1,899,675.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	5,388,120.			
	b	Gross sales price for all assets on line 6a 24,638,744.				
	7	Capital gain net income (from Part IV, line 2)		5,388,120.		
	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)				
	11	Other income	-17,309.	-231,403.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	8,405,486.	7,056,392.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	525,832.	116,253.		409,579.
	14	Other employee salaries and wages STMT C	441,780.	0.		441,780.
	15	Pension plans, employee benefits STMT C	362,809.	36,036.		326,773.
	16a	Legal fees STMT 3	18,094.	1,809.		16,285.
	b	Accounting fees STMT 4	36,189.	24,127.		12,062.
	c	Other professional fees STMT 5	601,585.	574,947.		26,638.
	17	Interest				
	18	Taxes STMT 6	270,638.	50,388.		0.
	19	Depreciation and depletion	148,918.	0.		
	20	Occupancy STMT C	108,458.	7,471.		100,987.
	21	Travel, conferences, and meetings	14,020.			14,020.
	22	Printing and publications				
	23	Other expenses STMT 7	109,141.	6,554.		102,587.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,637,464.	817,585.		1,450,711.
	25	Contributions, gifts, grants paid	5,695,488.			5,695,488.
	26	**Total expenses and disbursements.** Add lines 24 and 25	8,332,952.	817,585.		7,146,199.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	72,534.			
	b	**Net investment income** (if negative, enter -0-)		6,238,807.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	118,858.	36,263.	36,263.
	2 Savings and temporary cash investments	334,968.	1,290,185.	1,290,185.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	9,579,030.	9,632,509.	11,228,749.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	76,309,626.	75,252,455.	87,237,195.
	14 Land, buildings, and equipment: basis ▶ 3,598,170.			
	Less accumulated depreciation STMT 12 ▶ 1,666,389.	2,034,928.	1,931,781.	1,931,781.
	15 Other assets (describe ▶ STATEMENT 13)	77,233.	477,772.	477,772.
	16 **Total assets** (to be completed by all filers)	88,454,643.	88,620,965.	102,201,945.
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			
	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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	88,454,643.	88,620,965.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	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**	88,454,643.	88,620,965.	
	31 **Total liabilities and net assets/fund balances**	88,454,643.	88,620,965.	

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	88,454,643.
2	Enter amount from Part I, line 27a	2	72,534.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	257,984.
4	Add lines 1, 2, and 3	4	88,785,161.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	164,196.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	88,620,965.

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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				
b	SEE ATTACHED STATEMENT			
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	24,638,744.		19,250,624.	5,388,120.

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				5,388,120.

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 5,388,120.

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). If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	7,034,801.	99,715,451.	.070549
2009	7,844,903.	88,509,066.	.088634
2008	8,366,685.	104,648,352.	.079950
2007	8,480,154.	115,913,454.	.073159
2006	6,911,404.	106,596,446.	.064837

2	**Total** of line 1, column (d)	2	.377129
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	.075426
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	104,816,396.
5	Multiply line 4 by line 3	5	7,905,881.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	62,388.
7	Add lines 5 and 6	7	7,968,269.
8	Enter qualifying distributions from Part XII, line 4	8	7,591,970.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	124,776.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	124,776.
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	124,776.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	268,520.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	268,520.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	143,744.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	143,744.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY, CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.MERTZGILMORE.ORG

14 The books are in care of ▶ MARION CAPPIELLO Telephone no. ▶ (212) 475-1137

Located at ▶ 218 EAST 18TH STREET, NEW YORK, NY ZIP+4 ▶ 10003-3694

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? SEE PART VIII ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
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

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)? ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** No: X

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? SEE STATEMENT E ☒ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		525,832.	134,002.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
MARY PICCIONE - 218 EAST 18TH STREET, NEW YORK, NY 10003	GRANTS/SYSTEMS MGR 35.00	72,240.	24,549.	0.
VANESSA LLANA - 218 EAST 18TH STREET, NEW YORK, NY 10003	EXECUTIVE ASSISTANT 35.00	63,648.	22,905.	0.
RACHAEL YOUNG - 218 EAST 18TH STREET, NEW YORK, NY 10003	PROGRAM ASSOCIATE 35.00	53,856.	23,492.	0.
SHARON TORRES - 218 EAST 18TH STREET, NEW YORK, NY 10003	ASSISTANT TO THE CHAIRMAN 30.00	56,835.	15,705.	0.
PAUL BENNETT - 218 EAST 18TH STREET, NEW YORK, NY 10003	BUILDING/OPERATIONS COORDINATOR 35.00	53,136.	15,606.	0.

Total number of other employees paid over $50,000 ▶ 1

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SILCHESTER INTERNATIONAL INVESTORS 780 3RD AVENUE, NEW YORK, NY 10017	INVESTMENT MANAGER	116,714.
WELLINGTON TRUST COMPANY 75 STATE STREET, BOSTON, MA 02109	INVESTMENT MANAGER	77,525.
EDGEWOOD MANAGEMENT - 350 PARK AVENUE 18TH FLOOR, NEW YORK, NY 10022	INVESTMENT MANAGER	65,348.
DARUMA ASSET MANAGEMENT, INC. 80 WEST 40TH STREET, NEW YORK, NY 10018	INVESTMENT MANAGER	64,674.
MONTICELLO ASSOCIATES ONE TABOR CENTER, DENVER, CO 80202	CONSULTANT	60,000.
Total number of others receiving over $50,000 for professional services ▶		2

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 DURING 2011, THE FOUNDATION MADE A PROGRAM RELATED INTEREST FREE LOAN TO A 501(C)3 ORGANIZATION.	400,000.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	400,000.

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	104,483,817.
b	Average of monthly cash balances	1b	1,850,996.
c	Fair market value of all other assets	1c	77,772.
d	**Total** (add lines 1a, b, and c)	1d	106,412,585.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	106,412,585.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,596,189.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	104,816,396.
6	**Minimum investment return.** Enter 5% of line 5	6	5,240,820.

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	5,240,820.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 124,776.		
b	Income tax for 2011. (This does not include the tax from Part VI.) SEE STMT F — 2b: 250.		
c	Add lines 2a and 2b	2c	125,026.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,115,794.
4	Recoveries of amounts treated as qualifying distributions	4	1,734.
5	Add lines 3 and 4	5	5,117,528.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,117,528.

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	7,146,199.
b	Program-related investments - total from Part IX-B	1b	400,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	45,771.
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	7,591,970.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,591,970.

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				5,117,528.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,606,422.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 7,591,970.				
a Applied to 2010, but not more than line 2a			1,606,422.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	1,135,000.			
d Applied to 2011 distributable amount				4,850,548.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	1,135,000.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				266,980.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	1,135,000.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

** SEE STATEMENT 15

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

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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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).)

NONE

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

NONE

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

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

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

GOLDEN B. BECKNER, C/O MERTZ GILMORE FOUNDATION, 212-475-1137
218 EAST 18TH STREET, NEW YORK, NY 10003

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

SEE STATEMENT D

c Any submission deadlines:

NONE

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

SEE STATEMENT D

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT B				5,695,488.
Total			▶ 3a	5,695,488.
b Approved for future payment				
MOVEMENT RESEARCH, INC 55 AVENUE C NEW YORK, NY 10009		501(C)(3)	GENERAL SUPPORT	25,000.
Total			▶ 3b	25,000.

Form **990-PF** (2011)

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	1,899,675.	
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	900000	1,713.	14	-231,403.	
8 Gain or (loss) from sales of assets other than inventory			18	5,388,120.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a ADMINISTRATIVE SVC. FEES					210,647.
b GRANT REFUNDS /					
c UNEXPENDED AMOUNTS			01	1,734.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		1,713.		7,058,126.	210,647.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 7,270,486.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
11A	FEES FOR GRANT APPLICATION REVIEW SERVICES FOR A CHARITABLE TRUST AND
11A	A NOT FOR PROFIT ORGANIZATION

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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.

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Maria Cappello | 11/15/2012 | Asst. Treasurer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LAUREN CRESCI	Lauren Cresci	11/14/12		P01268493
Firm's name ▶ LUTZ AND CARR, CPAS LLP			Firm's EIN ▶ 13-1655065	
Firm's address ▶ 300 EAST 42ND STREET NEW YORK, NY 10017			Phone no. 212-697-2299	

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	Employer identification number
MERTZ GILMORE FOUNDATION	13-2872722

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 foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ 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).

Name of organization	Employer identification number
MERTZ GILMORE FOUNDATION	13-2872722

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	TRUST U/W OF JOYCE MERTZ-GILMORE C/O BANK OF NEW YORK, 1290 AVENUE OF THE AMERICAS, 5TH FLOOR NEW YORK, NY 10104	$ 1,135,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
MERTZ GILMORE FOUNDATION	13-2872722

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
MERTZ GILMORE FOUNDATION	13-2872722

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) ▶ $________

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	DARUMA ASSET MNGMGMNT - PUBLICLY TRADED SECURITIE	P	VARIOUS	VARIOUS
b	EDGEWOOD MGMNT - PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	WELLINGTON TRUST CO RESEARCH EQUITY PORTFOLIO	P	VARIOUS	VARIOUS
d	SILCHESTOR INT'L INVESTORS	P	VARIOUS	VARIOUS
e	WELLINGTON DIH	P	VARIOUS	VARIOUS
f	WAMCO CORE PLUS PORTFOLIO	P	VARIOUS	VARIOUS
g	TIFF PARTNERS I, LLC	P	VARIOUS	VARIOUS
h	GMO - QUALITY FUND III	P	VARIOUS	VARIOUS
i	CAPITAL GAIN PASSTHROUGH FROM LIMITED PARTNERSHIP	P	VARIOUS	VARIOUS
j				
k				
l				
m				
n				
o				

	(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	3,760,337.		3,056,763.	703,574.
b	2,260,372.		2,085,242.	175,130.
c	13,627,947.		11,058,336.	2,569,611.
d	1,316,713.		1,528,723.	-212,010.
e	546,035.		482,018.	64,017.
f	100,000.		87,557.	12,443.
g	507.			507.
h	1,000,000.		951,985.	48,015.
i	2,026,833.			2,026,833.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				703,574.
b				175,130.
c				2,569,611.
d				-212,010.
e				64,017.
f				12,443.
g				507.
h				48,015.
i				2,026,833.
j				
k				
l				
m				
n				
o				

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	5,388,120.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LAND	VARIES	L			500,000.			500,000.			0.
2	BUILDING & ACQUISITION	VARIES	SL	40.00	16	869,591.			869,591.	451,100.		21,740.
3	BUILDING IMPROVEMENTS	VARIES	SL	40.00	16	2091333.			2091333.	1006657.		100,105.
4	EQUIPMENT & FURNITURE	VARIES	SL	5.00	16	137,246.			137,246.	59,714.		27,073.
	* TOTAL 990-PF PG 1 DEPR					3598170.		0.	3598170.	1517471.	0.	148,918.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND & INTEREST INCOME	1,899,675.	0.	1,899,675.
TOTAL TO FM 990-PF, PART I, LN 4	1,899,675.	0.	1,899,675.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER LOSSES FROM LIMITED PARTNERSHIPS	-231,403.	-231,403.	
UNRELATED BUSINESS INCOME FROM LIMITED PARTNERSHIPS	1,713.	0.	
ADMINISTRATIVE SVC. FEES	210,647.	0.	
GRANT REFUNDS / UNEXPENDED AMOUNTS	1,734.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-17,309.	-231,403.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	18,094.	1,809.		16,285.
TO FM 990-PF, PG 1, LN 16A	18,094.	1,809.		16,285.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND TAX FEES	36,189.	24,127.		12,062.
TO FORM 990-PF, PG 1, LN 16B	36,189.	24,127.		12,062.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMUNICATION FEES	7,668.	1,150.		6,518.
INVESTMENT & MANAGEMENT FEES	573,797.	573,797.		0.
OUTSIDE ADMINISTRATIVE	5,370.	0.		5,370.
GRANT RELATED FEES	14,750.	0.		14,750.
TO FORM 990-PF, PG 1, LN 16C	601,585.	574,947.		26,638.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	220,000.	0.		0.
STATE UNRELATED BUSINESS INCOME TAXES	250.	0.		0.
FOREIGN TAX EXPENSE PASSED THROUGH FROM K-1'S	50,388.	50,388.		0.
TO FORM 990-PF, PG 1, LN 18	270,638.	50,388.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT RELATED EXPENSES	2,993.	0.		2,993.
EQUIPMENT MAINTENANCE & RENTAL	37,951.	3,795.		34,156.
OFFICE OPERATIONS	41,371.	2,069.		39,302.
RESEARCH & MEMBERSHIP	11,392.	0.		11,392.
BOARD OF DIRECTORS TRAVEL & EXPENSES	6,326.	316.		6,010.
INSURANCE	7,473.	374.		7,099.
FILING FEES AND FOUNDATION NOTICE	1,635.	0.		1,635.
TO FORM 990-PF, PG 1, LN 23	109,141.	6,554.		102,587.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
DIFFERENCE IN TAX BASIS ON LIQUIDATION OF WELLINGTON TR CO RESEARCH EQUITY	257,984.
TOTAL TO FORM 990-PF, PART III, LINE 3	257,984.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
NONTAXABLE LOSS PER K-1'S FROM PARTNERSHIPS	164,196.
TOTAL TO FORM 990-PF, PART III, LINE 5	164,196.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - SEE STATEMENT G (PAGE 1/8)	9,632,509.	11,228,749.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,632,509.	11,228,749.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MONEY MARKETS	COST	279,790.	279,790.
CERTIFICATES OF DEPOSIT	COST	100,000.	100,000.
MUTUAL FUNDS	COST	21,052,805.	23,174,366.
CASH IN TRANSIT	COST	367,732.	367,732.
HEDGE FUNDS - SEE STATEMENT A	COST	19,140,563.	29,714,994.
COMINGLED FUNDS - SEE STATEMENT A	COST	27,092,613.	24,897,080.
PRIVATE EQUITY FUNDS - SEE STATEMENT A	COST	7,218,952.	8,703,233.
TOTAL TO FORM 990-PF, PART II, LINE 13		75,252,455.	87,237,195.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND	500,000.	0.	500,000.
BUILDING & ACQUISITION	869,591.	472,840.	396,751.
BUILDING IMPROVEMENTS	2,091,333.	1,106,762.	984,571.
EQUIPMENT & FURNITURE	137,246.	86,787.	50,459.
TOTAL TO FM 990-PF, PART II, LN 14	3,598,170.	1,666,389.	1,931,781.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXCHANGES & LOANS	1,130.	1,669.	1,669.
ARTWORK & ANTIQUES	76,103.	76,103.	76,103.
PROGRAM RELATED LOAN RECEIVABLE	0.	400,000.	400,000.
TO FORM 990-PF, PART II, LINE 15	77,233.	477,772.	477,772.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LARRY E. CONDON C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	FORMER CHAIRMAN OF BOARD 35.00	10,008.	18,220.	0.
MIKKI SHEPARD C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	CHAIRMAN OF BOARD 1.00	5,000.	0.	0.
WILLIAM B. O'CONNOR C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	ASSISTANT SECRETARY 1.00	0.	0.	0.
ANDREW PARK C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	DIRECTOR 1.00	5,500.	0.	0.
RINI BANERJEE C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	DIRECTOR 1.00	4,000.	0.	0.
GOLDEN BECKNER, JR. C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	PRESIDENT 35.00	234,000.	48,160.	0.

LUKAS HAYNES C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	VICE PRESIDENT 35.00		159,120.	39,385.	0.
MARION CAPPIELLO C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	SENIOR DIR. OF FINANCE & ASST TRE 35.00		108,204.	28,237.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII			525,832.	134,002.	0.

FORM 990-PF | ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS | STATEMENT 15

PAGE 9, PART XIII - UNDISTRIBUTED INCOME - LINE 4(C)

THE FOUNDATION HEREBY ELECTS TO TREAT $1,135,000 AS A DISTRIBUTION OUT OF CORPUS TO SATISFY THE REQUIREMENTS IMPOSED BY SECTION 4942(H)(2). AN ELECTION IS HEREBY MADE PURSUANT TO REG. 53.4942(A)-3(D)(2) TO TREAT $1,135,000 AS A DISTRIBUTION OUT OF THE 2011 UNDISTRIBUTED INCOME AND OUT OF CORPUS.

BY: Maria Cappiello

DATE: 11/15/2012

Mertz Gilmore Foundation
Schedule of Investments
December 31, 2011
EIN # 13-2872722

	Cost Basis	Market Value
Hedge Funds		
Viking Global Equities III	$ 3,000,000	$ 3,983,987
Maverick Fund, LTD	5,000,000	4,438,426
Addison Clark	2,373,085	5,857,937
TIFF Absolute Return Pool	4,611,870	11,228,006
Davidson Kempner	4,155,608	4,206,638
	$ 19,140,563	$ 29,714,994
Commingled Funds		
Capital Guardian Emerging Mkts Fund	$ 5,231,746	$ 5,009,588
NewPort Asia Institutional Fund	4,547,292	5,556,355
Silchester Int'l Investors	13,438,582	10,154,624
Wellington Management CTF _ DIH	3,874,993	4,176,513
	$ 27,092,613	$ 24,897,080
Private Equity Funds		
TIFF Partners I	$ -	$ 23,513
TIFF Partners III	544,741	622,170
TIFF Partners IV	1,177,217	1,478,824
TIFF Private Equity Ptnrs 2005	2,193,226	2,818,728
TIFF Private Equity Partners 2007	1,656,043	1,956,376
TIFF Partners V - US	1,061,656	1,292,110
TIFF Partners V - INT'L	586,069	511,512
	$ 7,218,952	$ 8,703,233

Statement B (1/16)

MERTZ GILMORE
FOUNDATION

2011 Grants Paid List
(alphabetical listing)

Attachment to 990-PF

With Addresses, Project Titles,
and Tax Statuses

Statement B 2/16

Mertz Gilmore Foundation 990 PF #13-2872722 12/31/2011

GRANTS PAID IN 2011

Paid Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
4/21/2011	1Sky Education Fund	6930 Carroll Avenue. Suite 1000 Takoma Park, MD 20912	$50,000	1Sky New York and the 1Sky Campaign	509a(1) - 170 (b) (1) (A) (vi) 6/6/2008
4/21/2011	651 Arts	651 Fulton Street Brooklyn, NY 11217	$15,000	Black Dance Tradition and Transformation	509a(1) - 170 (b) (1) (A) (vi) 12/5/2000
11/28/2011	92nd Street Y	1395 Lexington Avenue New York, NY 10128	$20,000	DANCE PROGRAM	509a(1) - 170 (b) (1) (A) (vi) 9/30/1996
8/23/2011	92nd Street Y	1395 Lexington Avenue New York, NY 10128	$20,000	Dance Rehearsal Space Enhancement Grant New Flooring for Buttenweiser Studio Subflooring and Marley	509a(1) - 170 (b) (1) (A) (vi) 9/30/1996
11/28/2011	A Better Balance	80 Maiden Lane, Suite 606 New York, NY 10038	$20,000	New York City Paid Sick Leave Campaign	509a(1) - 170 (b) (1) (A) (vi) 10/10/2006
4/21/2011	Alliance for a Greater New York	c/o New York Jobs with Justice 50 Broadway, Suite 1602 New York, NY 10004	$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 6/21/2007
4/21/2011	Alliance for a Greater New York	c/o New York Jobs with Justice 50 Broadway, Suite 1602 New York, NY 10004	$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 6/21/2007
7/5/2011	Alliance of Resident Theatres/New York Inc.	520 Eighth Avenue, Suite 319 New York, NY 10018	$750	2011 Spring Gala	509a(1) - 170 (b) (1) (A) (vi) 9/9/2005
7/28/2011	American Indian Artists, Inc.	15 Rutherford Place New York, NY 10003	$5,000	Production of THIEVES at The Public Theater	509a(1) - 170 (b) (1) (A) (vi) 5/23/1989
7/5/2011	Apollo Theater Foundation, Inc.	253 West 125th Street New York, NY 10027	$2,550	2011 Spring Gala	509a(1) - 170 (b) (1) (A) (vi) 4/15/2002
11/30/2011	Appalachian Voices	191 Howard Street Boone, NC 28607	$25,000	Wise Energy for Virginia Coalition	509a(1) - 170 (b) (1) (A) (vi) 5/24/2002
7/19/2011	Asian Americans / Pacific Islanders in Philanthropy	211 Sutter Street. Suite 600 San Francisco, CA 94108	$2,500	Institutional Membership	509a(2) 2/12/2005
12/28/2011	Asian Women Giving Circle	218 East 18th Street New York, NY 10003	$4,000	General support	509a(1) - 170 (b) (1) (A) (vi) 6/19/2009

Statement B 3/16

Paid Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
10/13/2011	Bard College	P.O Box 5000 Annandale-on-Hudson, NY 12504-5000	$7,500	Bard Center for Environmental Policy: C2C Fellows Program	509a(1) - 170 (b) (1) (A) (vi) 10/21/1992
4/21/2011	Baryshnikov Arts Center	450 West 37th Street, Suite 501 New York, NY 10018	$20,000	General support of its dance presentations	509a(1) - 170 (b) (1) (A) (vi) 1/14/2009
4/21/2011	Battered Women's Resource Center	P O. Box 20181 Greeley Square Station New York, NY 10001	$45,000	VOICES OF WOMEN ORGANIZING PROJECT	509a(1) - 170 (b) (1) (A) (vi) 6/5/2006
4/21/2011	Battery Dance Company	380 Broadway, 5th Floor New York, NY 10013	$10,000	Downtown Dance Festival	509a(1) - 170 (b) (1) (A) (vi) 3/25/1997
8/23/2011	BAX / Brooklyn Arts Exchange	421 Fifth Avenue Brooklyn, NY 11215	$9,000	Dance Rehearsal Space Enhancement Grant: Wall Soundproofing Studios A and B	509a(1) - 170 (b) (1) (A) (vi) 2/17/2000
11/28/2011	BAX / Brooklyn Arts Exchange	421 Fifth Avenue Brooklyn, NY 11215	$20,000	DANCE PRESENTING AND DEVELOPMENT PROGRAM	509a(1) - 170 (b) (1) (A) (vi) 2/17/2000
4/21/2011	Bedford Stuyvesant Restoration Corporation	1368 Fulton Street Brooklyn, NY 11216	$10,000	DanceAfrica Pre-Opening Events	509a(1) - 170 (b) (1) (A) (vi) 4/16/1999
12/8/2011	Bill Young & Dancers	100 Grand Street, 2nd Floor New York, NY 10013	$1,500	NYSCA Rehearsal Space Subsidy Grant	509a(1) - 170 (b) (1) (A) (vi) 10/10/2003
12/8/2011	Boys & Girls Clubs of Schenectady	400 Craig Street Schenectady, NY 12307	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 6/26/1996
11/28/2011	Bronx Academy of Arts and Dance	841 Barretto Street, 2nd Floor Bronx, NY 10474	$15,000	General support	509a(1) 6/15/2005
8/23/2011	Bronx Academy of Arts and Dance	841 Barretto Street, 2nd Floor Bronx, NY 10474	$17,363	Dance Rehearsal Space Enhancement Grant 1. Electrical upgrade 2 Lighting grid and installation	509a(1) 6/15/2005
12/28/2011	Bronx Academy of Arts and Dance	841 Barretto Street, 2nd Floor Bronx, NY 10474	$1,500	NYSCA Rehearsal Space Subsidy Grant	509a(1) 6/15/2005
5/16/2011	Bronx Early College Academy	250 East 164th Street, #411 Bronx, NY 10456	$1,000	Parent Teacher Association	501c(3) - University / School
5/16/2011	Brooklyn Academy of Music, Inc.	30 Lafayette Avenue Brooklyn, NY 11217-1486	$750	General support for production of King Lear.	509a(1) 6/16/2003

Statement B 4/16

Paid Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
4/21/2011	Brooklyn Academy of Music, Inc	30 Lafayette Avenue Brooklyn, NY 11217-1486	$100,000	Dance Commissions and Presentations at the BAM Richard B Fisher Building	509a(1) 6/16/2003
4/21/2011	Brooklyn Center for the Performing Arts	Brooklyn College P O Box 100163 Brooklyn, NY 11210-0163	$10,000	DANCE PRESENTATIONS New Work/New York, World Stages Dance Series Folk Fect Festival	509a(2) 10/21/1994
5/16/2011	Brooklyn Public Library	10 Grand Army Plaza Brooklyn, NY 11238	$2,000	Flatlands Branch - Support Our Shelves Campaign	509a(1) 3/5/1987
5/16/2011	Cause Effective	505 Eighth Avenue, Suite 1212 New York, NY 10018	$10,000	White Wave Rising Capacity Building Project	509a(1) - 170 (b) (1) (A) (vi) 3/22/2005
4/21/2011	Cause Effective	505 Eighth Avenue, Suite 1212 New York, NY 10018	$40,000	Capacity-building Consultancies	509a(1) - 170 (b) (1) (A) (vi) 3/22/2005
12/28/2011	Cave Organization, Inc	58 Grand Street Brooklyn, NY 11211	$1,000	NYSCA Rehearsal Space Subsidy Grant	509a(1) - 170 (b) (1) (A) (vi) 10/20/2007
5/31/2011	CEC Stuyvesant Cove	37 West 26th Street, Suite 209 New York, NY 10010	$5,000	SOLAR ONE: Green Design Lab Award	509a(1) - 170 (b) (1) (A) (vi) 3/25/2008
4/21/2011	CEC Stuyvesant Cove	37 West 26th Street, Suite 209 New York, NY 10010	$10,000	SOLAR ONE: Solar Powered Dance Series; and the Sun to Stars South Asian Festival	509a(1) - 170 (b) (1) (A) (vi) 3/25/2008
11/28/2011	CEC Stuyvesant Cove	37 West 26th Street, Suite 209 New York, NY 10010	$60 000	SOLAR ONE: Green Design Lab	509a(1) - 170 (b) (1) (A) (vi) 3/25/2008
11/28/2011	Center for Performance Research	361 Manhattan Avenue, Unit 1 Brooklyn, NY 11211	$30,000	DANCE PROGRAMMING	509a(1) - 170 (b) (1) (A) (vi) 4/9/2009
11/28/2011	Center for Traditional Music and Dance	32 Broadway, Suite 1314 New York, NY 10004	$20,000	DANCE PROGRAM	509a(1) - 170 (b) (1) (A) (vi) 6/20/2005
11/28/2011	Centro Hispano Cuzcatlan, Inc	148-13 Hillside Avenue Jamaica, NY 11435	$90,000	General support	509a(1) - 170 (b) (1) (A) (vi) 5/16/2006
5/16/2011	Chamber Music America	305 Seventh Avenue, 5th Floor New York, NY 10001-6008	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 8/7/2003
11/30/2011	Chesapeake Climate Action Network	P O Box 11138 Takoma Park, MD 20912	$25,000	Wise Energy for Virginia Coalition	509a(1) - 170 (b) (1) (A) (vi) 6/29/2004

Statement B 5/16

Paid Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
8/23/2011	Chez Bushwick, Inc	304 Boerum Street, #23 Brooklyn, NY 11206	$13 000	Dance Rehearsal Space Enhance Grant: 1 Soundproofing walls and doorways 2 Installation of HVAC unit	509a(1) - 170 (b) (1) (A) (vi) 6/18/2007
11/28/2011	Chez Bushwick, Inc.	304 Boerum Street, #23 Brooklyn, NY 11206	$30,000	DANCE PROGRAMMING	509a(1) - 170 (b) (1) (A) (vi) 6/18/2007
12/28/2011	Children's School	118 Scofieldtown Road Stamford, CT 06903	$4,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/1/1985 501c(3) - University / School
11/28/2011	Chinese Staff and Workers' Association	P O. Box 130401 New York, NY 10013-0995	$100,000	General support	509a(1) - 170 (b) (1) (A) (vi) 2/9/1987
11/28/2011	Chocolate Factory Theater	5-49 49th Avenue Long Island City, NY 11101	$15,000	DANCE PROGRAM	509a(1) - 170 (b) (1) (A) (vi) 8/16/2004
12/28/2011	Churchill School and Center	301 East 29th Street New York, NY 10016	$2,000	General support	509a(1) - 170 (b) (1) (A) (vi) 5/1/1972
5/31/2011	Citizens' Committee for Children of New York	105 East 22nd Street New York, NY 10010	$1,000	General support	509a(2) 1/4/2000
4/21/2011	Citizens for Pennsylvania's Future (PennFuture)	610 North Third Street Harrisburg, PA 17101	$30,000	Northeast Regional Low Carbon Fuel Standard Development	509a(1) - 170 (b) (1) (A) (vi) 10/24/2002
11/28/2011	Citizens Union Foundation of the City of New York	299 Broadway, Suite 700 New York, NY 10007	$45,000	ReShape NY	501c(3) 6/10/1998
8/23/2011	Clean Air - Cool Planet	161 Cherry Street New Canaan, CT 06840	$15,000	Community Climate Solutions Assessment Project	509a(1) - 170 (b) (1) (A) (vi) 6/8/2004
4/21/2011	Coalition for Asian American Children and Families	50 Broad Street, 18th Floor New York, NY 10004	$25,000	12% and Growing Coalition	509a(1) - 170 (b) (1) (A) (vi) 10/21/2002
11/28/2011	CoalSwarm	1254 Utah Street San Francisco, CA 94110	$35,000	Building Community-oriented Information Resources on Coal	509a(1) - 170 (b) (1) (A) (vi) 7/19/2007
11/28/2011	Coastal Conservation League	P.O. Box 1765 Charleston, SC 29402	$50,000	South Carolina Offshore Wind Development	509a(1) - 170 (b) (1) (A) (vi) 12/13/2001
10/13/2011	Community Voices Heard	115 East 106th Street, 3rd Floor New York, NY 10029	$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 3/31/2008

Statement R 6/16

Paid Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
4/21/2011	Conservation Law Foundation, Inc	62 Summer Street Boston, MA 02110-1016	$50,000	Clean Energy and Climate Change Advocacy Plan	509a(1) - 170 (b) (1) (A) (vi) 5/25/2000
12/28/2011	Construction Company Theater/Dance Associates	10 E 18th Street, 3rd Floor New York, NY 10003	$1,000	NYSCA Rehearsal Space Subsidy Grant	509a(1) - 170 (b) (1) (A) (vi) 5/24/1976
7/19/2011	Consultative Group on Biological Diversity	P O, Box 29361 San Francisco, CA 94129-0361	$12,000	Climate and Energy Funders Group	509a(1) - 170 (b) (1) (A) (vi) 8/21/1996
5/16/2011	Cornelia Connelly Center for Education	220 East 4th Street New York, NY 10009	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 3/23/2006
7/19/2011	Council on Foundations	2121 Crystal Drive, Suite 700 Arlington, VA 22202	$10,700	General support and membership dues	509a(1) 11/27/1970
12/8/2011	Dance New Amsterdam	280 Broadway, 2nd Floor New York, NY 10019	$1,500	NYSCA Rehearsal Space Subsidy Grant	509a(1) - 170 (b) (1) (A) (vi) 10/11/2005
4/21/2011	Dance Theater Workshop, Inc.	219 West 19th Street New York, NY 10011 4079	$35,000	General support	509a(2) 7/13/2007
11/28/2011	Dance Theatre Etcetera	480 Van Brunt Street, Suite 203 Brooklyn, NY 11231	$20,000	DANCE PROGRAMMING	509a(2) 2/4/1994
4/21/2011	Dance/NYC	63 Greene Street, #605 New York, NY 10012	$80,000	General support	509a(1) - 170 (b) (1) (A) (vi) 5/12/2006
4/21/2011	Dancenow/NYC	527 Hudson Street P.O. Box 20029 New York, NY 10014	$15,000	General support	509a(2) 10/20/2005
5/16/2011	Dances for a Variable Population	560 Riverside Drive, #9K New York, NY 10027	$4,000	General support	509a(1) - 170 (b) (1) (A) (vi) 6/6/2009
4/21/2011	Dancing in the Streets, Inc.	545 Eighth Avenue, Suite 8SE New York, NY 10018	$10,000	HIP HOP GENERATION NEXT	509a(1) - 170 (b) (1) (A) (vi) 5/7/1986
11/28/2011	Danspace Project, Inc.	St Mark's Church 131 East 10th Street New York, NY 10003	$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 2/13/1989
5/16/2011	Design Trust for Public Space	338 West 39th Street, 10th Floor New York, NY 10018	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 10/3/2000
11/28/2011	Dixon Place	161A Chrystie Street, Ground Floor New York, NY 10002-2995	$15,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/16/2002

Paid Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
1/3/2011	Dixon Place	161A Chrystie Street, Ground Floor New York, NY 10002-2995	$15,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/16/2002
5/16/2011	Doing Art Together	127 West 127th Street, Suite 107 & 109 New York, NY 10027	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 2/10/2011
8/23/2011	DUO Multicultural Arts Center	P O Box 1200 Cooper Station New York, NY 10276	$11,000	Dance Rehearsal Space Enhancement Grant Soundproofing 4th Floor Studio	509a(1) 11/18/1982
11/30/2011	Earthjustice	426 17th Street, 6th Floor Oakland, CA 94612	$40,000	Tennessee Valley Authority Coal Plant Retirement Campaign	509a(2) 4/19/2005
4/21/2011	Earthjustice	426 17th Street, 6th Floor Oakland, CA 94612	$40,000	Northeast Energy Project	509a(2) 4/19/2005
5/16/2011	East 11th Street Block Association	16 East 11th Street New York, NY 10003	$8,000	General support	509a(1) - 170 (b) (1) (A) (vi) 2/25/2009
5/31/2011	East Brunswick Public Library Foundation	2 Jean Walling Civic Center East Brunswick, NJ 08816	$3,000	General support of the East Brunswick Public Library	509a(1) - 170 (b) (1) (A) (vi) 12/15/2010
11/28/2011	Eco-Accountability Project	8419 West Boulevard Drive Alexandria, VA 22308	$40,000	General support	509a(1) - 170 (b) (1) (A) (vi) 11/12/2010
5/16/2011	Education Through Music, Inc.	122 East 42nd Street, Suite 1501 New York, NY 10168	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 3/16/2010
11/28/2011	Energy Action Coalition	1850 M Street, NW, Suite 1150 Washington, DC 20036	$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 3/1/1984
6/2/2011	Envirolution, Inc.	29 Broadway, 22nd Floor New York, NY 10006	$30,000	WIN-WIN CAMPAIGN	509a(1) - 170 (b) (1) (A) (vi) 2/8/2008
4/21/2011	Environment America Research and Policy Center	44 Winter Street, 4th Floor Boston, MA 02108	$50,000	Campaign for Cleaner Fuels in the Northeast and Mid-Atlantic	509a(1) - 170 (b) (1) (A) (vi) 2/19/2008
7/19/2011	Environment New Jersey Research and Policy Center	143 East State Street, Suite 7 Trenton, NJ 08608	$40,000	Campaign to Defend the Regional Greenhouse Gas Initiative	509a(1) - 170 (b) (1) (A) (vi) 2/10/2010
4/21/2011	Environment Northeast	P.O. Box 583 Rockport, ME 04586-0583	$75,000	Advancing Climate Solutions in the Energy and Transportation Sectors	509a(1) - 170 (b) (1) (A) (vi) 6/6/2003

Statement 8/16

Paid Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
4/21/2011	Environmental Advocates of New York	353 Hamilton Street Albany, NY 12210	$40,000	Gobal Warming Campaign	509a(1) - 170 (b) (1) (A) (vi) 3/23/2002
11/30/2011	Environmental Integrity Project	1 Thomas Circle NW, Suite 900 Washington DC 20005	$30,000	Tennessee Valley Authority Coal Plant Retirement Campaign	509a(1) - 170 (b) (1) (A) (vi) 4/21/2008
5/31/2011	Environmental Law & Policy Center	35 East Wacker Drive, Suite 1300 Chicago, IL 60601-2110	$25,000	Kentucky Coal Plant Challenge	509a(1) - 170 (b) (1) (A) (vi) 5/28/2003
12/28/2011	Eva Dean Dance Company	Union Street Dance 725 Union Street, Studio B Brooklyn, NY 11215	$1,500	NYSCA Rehearsal Space Subsidy Grant	509a(1) - 170 (b) (1) (A) (vi) 8/8/1992
11/28/2011	Families United for Racial and Economic Equality	81 Willoughby Street, Suite 701 Brooklyn, NY 11201	$100,000	General support	509a(1) - 170 (b) (1) (A) (vi) 10/22/2008
11/28/2011	Field, The	161 Sixth Avenue, 14th Floor New York, NY 10013	$60,000	Field Dance Fund	509a(2) 6/7/2001
7/5/2011	Field, The	161 Sixth Avenue, 14th Floor New York, NY 10013	$15,000	2011 Bessies at The Apollo Theater	509a(2) 6/7/2001
11/28/2011	Fifth Avenue Committee, Inc.	621 DeGraw Street Brooklyn, NY 11217	$140,000	South Brooklyn Accountable Development Initiative	509a(1) - 170 (b) (1) (A) (vi) 8/11/2005
11/28/2011	Financial Clinic	115 West 30th Street, #702 New York, NY 10001	$15,000	Cash Earners EITC Campaign	509a(1) - 170 (b) (1) (A) (vi) 2/28/2001
12/28/2011	Food Bank for New York City	39 Broadway, 10th Floor New York, NY 10006	$1,500	General support	509a(1) - 170 (b) (1) (A) (vi) 11/1/1983
7/19/2011	Foundation Center	79 Fifth Avenue New York, NY 10003-3076	$8,000	General support	509a(1) - 170 (b) (1) (A) (vi) 8/16/2007
4/21/2011	Fourth Arts Block, Inc	61 East 4th Street New York, NY 10003	$60,000	Dance Block Project	509a(1) - 170 (b) (1) (A) (vi) 5/23/2008
7/5/2011	Fractured Atlas Productions	248 West 35th Street, 10th Floor New York, NY 10001	$25,000	NYC Performing Arts Spaces Reservation System	509a(2) 8/4/2008
2/3/2011	Georgia Watch	55 Marietta Street, NW, Suite 903 Atlanta, GA 30303	$10,000	Challenging Coal-fired Power Plants in Georgia	509a(1) - 170 (b) (1) (A) (vi) 11/25/2008
7/28/2011	Gina Gibney Dance	890 Broadway, 5th Floor New York, NY 10003	$50,000	Capital Renovations Project for the Gibney Dance Center	509a(1) - 170 (b) (1) (A) (vi) 2/13/1996

Statement B 9/16

Paid Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
4/21/2011	Global Green USA	2218 Main Street, 2nd Floor Santa Monica, CA 90401-2370	$30,000	COALITION FOR RESOURCE RECOVERY Paper Foodservice Packaging Recycling Initiative	509a(1) - 170 (b) (1) (A) (vi) 11/17/1999
11/28/2011	Good Old Lower East Side	169 Avenue B New York, NY 10009	$40,000	General support	509a(1) - 170 (b) (1) (A) (vi) 5/8/1980
12/28/2011	Good Old Lower East Side	169 Avenue B New York, NY 10009	$15,000	Public Housing Report Card Campaign	509a(1) - 170 (b) (1) (A) (vi) 5/8/1980
7/28/2011	Grantmakers in the Arts	4055 21st Ave West, Suite 100 Seattle, WA 98199-1247	$5,000	General support and Membership dues	509a(1) - 170 (b) (1) (A) (vi) 6/12/2000
3/31/2011	GreenHomeNYC	P.O. Box 1052 JAP Building New York, NY 10116-1052	$15,000	NEW New York Green Street Festival	509a(2)
11/28/2011	Greenpeace Fund	702 H Street, NW, Suite 300 Washington, DC 20001	$50,000	Quit Coal Campaign	509a(1) - 170 (b) (1) (A) (vi) 6/12/2007
5/16/2011	Groove With Me	186 East 123rd Street, 2nd Floor New York, NY 10035	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 2/2/2001
11/28/2011	Harlem Stage/Aaron Davis Hall	150 Convent Avenue & West 135th Street New York, NY 10031	$20,000	DANCE PROGRAM	509a(1) - 170 (b) (1) (A) (vi) 8/6/1996
11/28/2011	Henry Street Settlement	265 Henry Street New York, NY 10002 4899	$15,000	ABRONS ARTS CENTER	509a(1) - 170 (b) (1) (A) (vi) 12/12/2000
11/28/2011	HERE Arts Center	145 Sixth Avenue New York, NY 10013	$25,000	DANCE PROGRAM	509a(1) - 170 (b) (1) (A) (vi) 8/25/1998
5/16/2011	Hospice Care Network	99 Sunnyside Blvd. Woodbury, NY 11797	$3,000	General support	509a(2) 2/19/2010
5/31/2011	Hudson School	601 Park Avenue Hoboken, NJ 07030	$7,500	General support	509a(1) - 170 (b) (1) (A) (vi) 5/26/1990 501c(3) - University / School
12/28/2011	Imperial Court of New York	P.O. Box 613 New York, NY 10116-0613	$2,000	General support	509a(2) 10/19/1993
11/28/2011	In Our Backyards	41 East 11th Street, 3rd Floor New York, NY 10003	$42,500	General support	509a(1) - 170 (b) (1) (A) (vi) 6/3/2009
5/16/2011	Independent Diplomat	137 Second Avenue, 2nd Floor New York, NY 10003	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 9/24/2008

Statement B 10/16

Paid Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
7/28/2011	Jacob's Pillow Dance Festival, Inc	358 George Carter Road Becket MA 01223	$5 000	Scholarships for Students at The School at Jacob's Pillow	509a(1) - 170 (b) (1) (A) (vi) 1/22/1996
4/21/2011	Jacob's Pillow Dance Festival. Inc	358 George Carter Road Becket, MA 01223	$50,000	New York Dance Artists at Jacob's Pillow 2010-11	509a(1) - 170 (b) (1) (A) (vi) 1/22/1996
7/5/2011	Jacob's Pillow Dance Festival, Inc.	358 George Carter Road Becket, MA 01223	$1,875	2011 Season Opening Gala	509a(1) - 170 (b) (1) (A) (vi) 1/22/1996
11/28/2011	Jamaica Center for Arts and Learning	161-04 Jamaica Avenue Jamaica, NY 11432	$15,000	MAKING MOVES	509a(1) - 170 (b) (1) (A) (vi) 3/18/1998
2/28/2011	Joyce Theater Foundation, Inc.	175 Eighth Avenue New York, NY 10011	$750	Presentation of Doug Varone and Dancers (general support)	509a(1) 8/1/1986
4/21/2011	Kentucky Coalition	P O. Box 1450 London. KY 40743	$50,000	Renew East Kentucky	509a(1) - 170 (b) (1) (A) (vi) 7/18/2008
4/21/2011	Kentucky Environmental Foundation	P O. Box 467 Berea, KY 40403	$25,000	Clean Air, Clean Energy Project	509a(1) - 170 (b) (1) (A) (vi) 4/17/1995
5/16/2011	Kingsborough Community College Foundation	Physical Science Department 2001 Oriental Blvd. Brooklyn, NY 11235	$2,000	Physical Science Department's Oceanography Program	509a(1) - 170 (b) (1) (A) (vi) 1/22/2004
11/28/2011	Kitchen. The	512 West 19th Street New York, NY 10011 2807	$20,000	DANCE PROGRAMS	509a(1) - 170 (b) (1) (A) (vi) 7/14/1989
4/21/2011	La MaMa Experimental Theatre Club, Inc.	74A East 4th Street New York. NY 10003	$15,000	General support	509a(1) - 170 (b) (1) (A) (vi) 7/7/2008
4/21/2011	LaGuardia Performing Arts Center	31-10 Thomson Avenue, Room E-241 Long Island City, NY 11101	$10.000	DANCE PROGRAMMING	509a(1) - 170 (b) (1) (A) (vi) 2/12/2002
12/8/2011	LCU Foundation	352 Seventh Avenue, Suite 801 New York. NY 10001	$1,000	General support	509(a) 7/14/2009
8/23/2011	LOTUS Music & Dance	109 West 27th Street, 8th Floor New York, NY 10001	$10.000	Dance Rehearsal Space Enhancement Grant Studio A Floor Installation (Flamenco and Tap)	509a(2) 9/25/1999
4/21/2011	Lower Manhattan Cultural Council	125 Maiden Lane. 2nd Floor New York. NY 10038	$15,000	DANCE PRESENTATION PROGRAMMING	509a(1) - 170 (b) (1) (A) (vi) 3/30/2006

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Paid Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
4/21/2011	Make the Road New York	301 Grove Street Brooklyn. NY 11237	$50,000	Fuerza Cooperativa Project	509a(1) - 170 (b) (1) (A) (vi) 12/10/2007
4/21/2011	Make the Road New York	301 Grove Street Brooklyn, NY 11237	$160,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/10/2007
4/21/2011	MinKwon Center for Community Action	136-19 41st Avenue, 3rd Floor Flushing, NY 11355	$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/9/2009
12/8/2011	Montclair Fund for Educational Excellence	22 Valley Road Montclair, NJ 07042	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 4/22/1996
11/28/2011	Mountain Association for Community Economic Development	433 Chestnut Street Berea. KY 40403	$35,000	HowSmartKY	509a(1) - 170 (b) (1) (A) (vi) 5/4/1990
11/28/2011	Movement for Justice in El Barrio	125 E 105th Street New York, NY 10029	$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 7/6/1995
12/28/2011	Movement Research, Inc.	55 Avenue C New York, NY 10009	$1,500	NYSCA Rehearsal Space Subsidy Grant	509a(2) 9/23/1982
12/28/2011	Nancy Meehan Dance Company	463 West Street, #A-1111 New York, NY 10014	$1,000	NYSCA Rehearsal Space Subsidy Grant	509a(2) 1/27/1976
7/19/2011	National Committee for Responsive Philanthropy	1331 H Street NW, Suite 200 Washington, DC 20005	$3,000	General support of membership	509a(2) 9/25/2002
4/21/2011	National Mobilization Against SweatShops	P.O. Box 130293 New York, NY 10013-0995	$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/11/2000
11/28/2011	National Parks Conservation Association	777 6th Street, NW. Suite 700 Washington. DC 20001-3723	$40,000	CLEAN AIR AND CLIMATE PROGRAM Coal Plant Litigation Project	509a(1) - 170 (b) (1) (A) (vi) 11/10/2000
10/13/2011	Neighbors Allied for Good Growth	110 Kent Avenue, 2nd Floor Brooklyn. NY 11249	$2,000	General support	509a(1) - 170 (b) (1) (A) (vi) 10/6/2000
12/8/2011	New Dance Alliance, Inc	182 Duane Street, 3rd Floor New York, NY 10013	$1,500	NYSCA Rehearsal Space Subsidy Grant	509a(2) 4/19/2006
5/19/2011	New York Communities for Change	2-4 Nevins Street, 2nd Floor Brooklyn, NY 11217	$50,000	New York City Anti-PCB Campaign	509a(2) 7/27/2010
5/16/2011	New York Foundation	10 East 34th Street New York, NY 10016	$15,000	Technical Assistance Workshop Series	509(a) 2/18/2010 Private Non-Operating Foundation Expenditure Responsibility SEE STATEMENT E (2/2)

Statement B 12/16

Paid Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
7/28/2011	New York Shakespeare Festival	425 Lafayette Street New York, NY 10003	$12 000	General support of Shakespeare in the Park Measure for Measure	509a(1) - 170 (b) (1) (A) (vi) 1/29/2002
12/28/2011	New York University, Research Center for Leadership in Action	NYU Wagner 295 Lafayette Street New York NY 10012	$75,000	Best Practices and Innovations in Sustainable Fundraising for Social Change Organizations	509a(1) - 170 (b) (1) (A) (vi) 9/29/2008
4/21/2011	New York University Research Center for Leadership in Action	NYU Wagner 295 Lafayette Street New York, NY 10012	$40,000	Best Practices and Innovations in Sustainable Fundraising for Social Change Organizations	509a(1) - 170 (b) (1) (A) (vi) 9/29/2008
10/13/2011	NORML Foundation	1600 K Street, NW Mezzanine Level Washington, DC 20006-2832	$2,000	Marijuana Resolve Project	509a(1) - 170 (b) (1) (A) (vi) 10/27/1997
5/16/2011	North East Community Center	P.O. Box 35 51 South Center Street Millerton. NY 12546	$4,000	General support	509a(1) - 170 (b) (1) (A) (vi) 11/18/2009
12/8/2011	Northeast Parent Teacher Organization	82 Schofieldtown Road Stamford, CT 06903	$2,000	Expanding the Cultural Program to include environmental and social issues	509a(2) 10/1/1992
4/21/2011	Northeast States for Coordinated Air Use Management	89 South Street, Suite 602 Boston, MA 02111	$50,000	Communicating the Northeast / Mid-Atlantic Low Carbon Fuel Standard	509a(1) - 170 (b) (1) (A) (vi) 5/23/2003
11/28/2011	Ohio Citizen Action Education Fund	614 W Superior Avenue, Suite 1200 Cleveland, OH 44113	$40,000	CLIMATE ORGANIZING LAB	509a(1) - 170 (b) (1) (A) (vi) 8/13/2003
4/21/2011	Pace University School of Law	78 North Broadway, E House Room 201 White Plains, NY 10603	$50,000	PACE ENERGY AND CLIMATE CENTER Advocacy of Clean Energy Policies in New York	509a(1) - 170 (b) (1) (A) (vi) 9/28/2005
12/8/2011	Part of the Solution, Inc	2759 Webster Avenue Bronx. NY 10458	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/27/1993
11/28/2011	People's Production House	666 Broadway. Suite 500 New York, NY 10012	$35,000	COMMUNITY NEWS PRODUCTION INSTITUTE	509a(1) - 170 (b) (1) (A) (vi) 2/28/2001
11/28/2011	Performance Space 122, Inc.	67 West Street, Unit 315 Brooklyn, NY 11222	$35,000	General support	509a(1) - 170 (b) (1) (A) (vi) 8/26/2008
7/19/2011	Philanthropy New York	79 Fifth Avenue, 4th Floor New York, NY 10003-3076	$9,200	General support and membership dues	509a(1) - 170 (b) (1) (A) (vi) 12/3/2009

Statement B13/16

Paid Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
11/28/2011	Picture the Homeless	2427 Morris Avenue, 2nd Floor Bronx, NY 10468	$80,000	General support	509a(1) - 170 (b) (1) (A) (vi) 5/28/2004
4/21/2011	Pratt Center for Community Development	200 Willoughby Avenue Brooklyn, NY 11205	$70,000	General support	509a(1) - 170 (b) (1) (A) (vi) 8/18/2005 501c(3) - University / School
4/21/2011	Pratt Center for Community Development	200 Willoughby Avenue Brooklyn, NY 11205	$80,000	General support	509a(1) - 170 (b) (1) (A) (vi) 8/18/2005 501c(3) - University / School
4/21/2011	Progressive America Fund	1133 Broadway, Suite 332 New York, NY 10010	$75,000	CENTER FOR WORKING FAMILIES: Green Jobs / Green New York Project	509a(1) - 170 (b) (1) (A) (vi) 5/4/2001
7/28/2011	Proteus Fund	101 University Drive, Suite A2 Amherst, MA 01002	$5,000	International Human Rights Funders Group	509a(1) - 170 (b) (1) (A) (vi) 2/26/1999
2/28/2011	Proteus Fund	101 University Drive, Suite A2 Amherst, MA 01002	$40,000	Piper Fund	509a(1) - 170 (b) (1) (A) (vi) 2/26/1999
7/5/2011	Public Interest Projects	45 West 36th Street, Floor 6 New York, NY 10018	$300,000	U S HUMAN RIGHTS FUND	509a(1) - 170 (b) (1) (A) (vi) 1/16/2007
7/28/2011	Public Interest Projects	45 West 36th Street, Floor 6 New York, NY 10018	$300,000	U S. HUMAN RIGHTS FUND	509a(1) - 170 (b) (1) (A) (vi) 1/16/2007
12/28/2011	Public Justice Foundation	1825 K Street NW, Suite 200 Washington, DC 20006	$100,000	Rotating Fund	509a(1) - 170 (b) (1) (A) (vi) 2/18/2011
4/21/2011	Public Justice Foundation	1825 K Street NW, Suite 200 Washington, DC 20006	$50,000	Coal Ash Lawsuits	509a(1) - 170 (b) (1) (A) (vi) 2/18/2011
4/29/2011	Public Justice Foundation	1825 K Street NW, Suite 200 Washington, DC 20006	$100,000	Rotating Fund	509a(1) - 170 (b) (1) (A) (vi) 2/18/2011
4/21/2011	Queens Council on the Arts	One Forest Park at Oak Ridge in Forest Park Woodhaven, NY 11421	$20,000	Dance Builds Community	509a(1) - 170 (b) (1) (A) (vi) 7/26/2007
11/28/2011	Queens Theatre in the Park	P.O. Box 520069 Flushing, NY 11352	$30,000	DANCING PROGRAMMING	509a(1) - 170 (b) (1) (A) (vi) 12/26/2001
5/16/2011	Residents for a More Beautiful Port Washington	P.O. Box 864 Port Washington, NY 11050	$3,000	General support	509a(1) - 170 (b) (1) (A) (vi) 11/7/2008
7/5/2011	Resource Generation	220 East 23rd Street, Suite 509 New York, NY 10010	$15,000	New York City Program	509a(1) 10/18/2004

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Paid Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
10/13/2011	Resource Media	325 Pacific Avenue, 3rd Floor San Francisco CA 94111	$25 000	Communications Support for the Kentucky Sustainable Energy Alliance and the Resource Innovation Group	509a(1) - 170 (b) (1) (A) (vi) 5/24/2006
11/28/2011	Restaurant Opportunities Center of New York	275 Seventh Avenue, Suite 1703 New York, NY 10001	$40.000	Workplace Justice and High Road Organizing Projects	509a(1) - 170 (b) (1) (A) (vi) 3.28/2008
11/28/2011	Riverside Theatre	91 Claremont Avenue New York. NY 10027	$20,000	DANCE AT RIVERSIDE	509a(2) 5/6/2007
4/29/2011	Rockefeller Family Fund	475 Riverside Drive, Suite 900 New York, NY 10115	$5,000	Coal Funders Forum	509a(1) - 170 (b) (1) (A) (vi) 7/18/2003
8/23/2011	Rod Rodgers Dance Company	62 East 4th Street New York. NY 10003	$7.300	Dance Rehearsal Space Enhancement Grant: 1. Six Mirrors 2. Repair Sprung Wood Floor 3. Door Installation	509a(1) - 170 (b) (1) (A) (vi) 4/19/1999
12/8/2011	Shambhala Mountain Center	151 Shambhala Way Red Feather Lakes, CO 80545	$2,000	General support	509a(2) 9/28/2000
12/8/2011	Shelburne Museum	P.O. Box 10 Shelburne, VT 05482	$7.000	Capital Campaign for new building	509a(2) 4/2/2001
11/30/2011	Sierra Club Foundation	85 Second Street, Suite 750 San Francisco. CA 94105	$25,000	Virginia Beyond Coal Campaign	509a(1) - 170 (b) (1) (A) (vi) 11/19/2003
11/28/2011	Social Justice Leadership	1916 Park Avenue, Suite 305 New York, NY 10037	$25,000	New York Transformative Organizing Initiative	509a(1) - 170 (b) (1) (A) (vi) 6/16/1989
2/3/2011	Southern Alliance for Clean Energy	P O. Box 1842 Knoxville, TN 37901	$25,000	SOUTHERN ENERGY NETWORK: Georgians for Smart Energy Campaign	509a(1) - 170 (b) (1) (A) (vi) 1/15/2009
2/3/2011	Southern Alliance for Clean Energy	P.O Box 1842 Knoxville, TN 37901	$15,000	Georgians for Smart Energy Campaign	509a(1) - 170 (b) (1) (A) (vi) 1/15/2009
11/30/2011	Southern Alliance for Clean Energy	P O. Box 1842 Knoxville, TN 37901	$30.000	Tennessee Valley Authority Coal Plant Retirement Campaign	509a(1) - 170 (b) (1) (A) (vi) 1/15/2009
12/28/2011	Spoke the Hub Dancing. Inc.	748 Union Street Brooklyn, NY 11215-1209	$1.000	NYSCA Rehearsal Space Subsidy Grant	509a(2) 2/17/2005
12/8/2011	St Aloysius Elementary Academy	721 West Side Avenue Jersey City. NJ 07306	$2,000	General support	501c(3) - University / School 6/28/2001 501c(3) - Religious Institution

Statement B 15/16

Paid Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
12/28/2011	St Joseph's Church in Greenwich Village	371 Sixth Avenue New York, NY 10014	$2,000	General support	501c(3) - Religious Institution 7/28/2009
4/21/2011	Supportive Housing Network of New York	247 West 37th Street, 18th Floor New York, NY 10018	$50,000	Green Supportive Housing Initiative	509a(1) 5/27/1999
4/21/2011	Thelma Hill Performing Arts Center	900 Fulton Street Brooklyn, NY 11238	$10.000	SOULS OF OUR FEET People of Color Dance Festival	509a(1) 10/21/1985
11/28/2011	Topaz Arts, Inc.	P O Box 770150 Woodside, NY 11377-0150	$20,000	DANCE PROGRAM	509a(1) - 170 (b) (1) (A) (vi) 3/22/2006
8/23/2011	Topaz Arts, Inc.	P O. Box 770150 Woodside. NY 11377-0150	$12,500	Dance Rehearsal Space Enhancement Grant: 1. Drywall Installation 2 New Curtains	509a(1) - 170 (b) (1) (A) (vi) 3/22/2006
12/8/2011	Trail Blazers	153 West 27th Street, Suite 1102 New York, NY 10001	$2,000	General support	509a(1) - 170 (b) (1) (A) (vi) 9/20/2006
8/23/2011	Triskelion Arts, Inc.	118 North 11th Street, 3rd Floor Brooklyn, NY 11211	$10,000	Dance Rehearsal Space Enhancement Grant Purchase & Installation of new heaters/air conditioners	509a(1) - 170 (b) (1) (A) (vi) 11/29/2002
5/16/2011	Truman National Security Project Educational Institute	1050 17th Street, Suite 375 Washington. DC 20035	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/23/2008
7/19/2011	Truman National Security Project Educational Institute	1050 17th Street. Suite 375 Washington, DC 20035	$25,000	Defending the Regional Greenhouse Gas Initiative in New Jersey	509a(1) - 170 (b) (1) (A) (vi) 12/23/2008
12/8/2011	Trust for Public Land	666 Broadway. 9th Floor New York. NY 10012	$2,000	New York City Program	509a(1) - 170 (b) (1) (A) (vi) 10/20/2003
7/5/2011	Turimiquire Foundation, Inc	33 Richdale Avenue Cambridge, MA 02140 SEE STATEMENT E (1/2)	$1,000	General support	Private-Operating Foundation 2/18/1998 509a(1)
4/21/2011	Union of Concerned Scientists, Inc.	2 Brattle Square Cambridge. MA 02238-9105	$50,000	1. Strengthening the Northeast Low Carbon Fuel Standard Project 2. Standing Up for Science Project	509a(1) - 170 (b) (1) (A) (vi) 8/24/2009

Statement B 16/16

Paid Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
3/31/2011	Union Theological Seminary	3041 Broadway New York, NY 10027	$12,000	POVERTY INITIATIVE Poverty Scholars Program Workshop on Movement Sustainability	509a(1) 7/15/1986
5/31/2011	Urban Justice Center	123 William Street, 16th Floor New York, NY 10038-3804	$3,000	Participatory Research for Organizing Toolkit	509a(1) - 170 (b) (1) (A) (vi) 9/9/1997
11/28/2011	Urban Sustainability Directors Network	c/o Global Philanthropy Partnership 643 W Arlington Place Chicago, IL 60614	$50,000	Replication of NYC Approach to Prioritizing Sustainability Behavior Change Actions	509a(1) - 170 (b) (1) (A) (vi) 1/31/2008
11/28/2011	Valerie Green Dance Entropy, Inc.	37-24 24th Street, #301 Long Island City, NY 11101	$20,000	Green Space Programs	509a(2) 5/22/2007
4/8/2011	White Wave Rising-Young Soon Kim Dance Company	25 Jay Street, Suite #100 Brooklyn, NY 11201	$25,000	General support	509a(1) - 170 (b) (1) (A) (vi) 1/8/2009
4/21/2011	Works & Process, Inc	845 Third Avenue, 16th Floor New York, NY 10022	$10,000	General support	509a(1) - 170 (b) (1) (A) (vi) 8/27/2001
7/5/2011	Zing Foundation	21 Linwood Street Arlington, MA 02474	$250	BOLDER GIVING INITIATIVE: 2011 NYC Progressive Philanthropy Event	509a(1) - 170 (b) (1) (A) (vi) 10/6/2004
Grand Totals (205 items)			$15,695,488		

Mertz Gilmore Foundation
Year Ended December 31, 2011
EIN# 13-2872722
Form 990-PF

Part I, Line 14 Other employee salaries and wages
Part I, Line 15 Pension plans, employee benefits
Part I, Line 20 Occupancy

To extend its philanthropic mission, the Mertz Gilmore Foundation makes its conference rooms available for meetings of **nonprofit groups** on a first-come, first-served basis. The room is free of charge during the Foundation's regular hours.

In 2011, there were a total of 221 meetings held by 82 different nonprofit groups with a total of 2,898 guests at the conference rooms of the Mertz Gilmore Foundation.

The amounts on Part I, Lines 14 and 15 include the costs of salaries and benefits of staff who maintain the conference room.

The amount on Part I, Line 20 includes the costs of maintaining the conference rooms.

MERTZ GILMORE FOUNDATION
EIN: 13-2872722
12/31/2011
FORM 990-PF

HOW TO APPROACH THE FOUNDATION

Please submit an inquiry letter of no more than two pages describing the mission of the organization and the purpose of the request. The Foundation will respond to all letters promptly. Do not send full proposals, video or audio cassettes, press clippings, books or other materials unless they are requested.

PROGRAM GUIDELINES AND INTERESTS

The Mertz Gilmore Foundation prefers to make general support grants to organizations whose work closely parallels its interests, but will support specific programs for political purposes such as lobbying or propaganda. Except in extraordinary circumstances, the Foundation does not provide funds for:

- endowments or annual fund appeals
- capital projects
- conferences or workshops
- sectarian religious concerns
- individual scholarships, research, fellowships, loans or travel
- film or media projects
- publications

STATEMENT D

Part. VII-B line 5(c)

Mertz Gilmore Foundation

EIN #13-2872722

Attachment to Year Ending 2011 Form 990-PF

EXPENDITURE RESPONSIBILITY REPORT
PURSUANT TO IRC SECTION 4945(h)(3)
and REGULATION 53.4945-5(d)

During 2011, the Mertz Gilmore Foundation made the following grant:

Amount Paid in Current Tax Year: $1,000 Date Paid: 7/5/2011

Organization Name:	Turimiquire Foundation, Inc.
Organization Address:	33 Richdale Avenue Cambridge, MA 02140

Purpose of Grant: General support

The Turimiquire Foundation supports human service, environmental, and animal welfare project in the Turimiquire mountain range of northeastern Venezuela. The Foundation is active in the following areas: Health and Women; Education and Children; Sustainable Agriculture; Micro enterprise & Aid to Families; Solar Energy; Animal Welfare; and Cultural Preservation.

Reporting Information: The Foundation has received and reviewed report(s) from this organization on the following date(s):

October 1, 2012

The Mertz Gilmore Foundation reviewed the grant report(s) on the date(s) mentioned above, but did not undertake any verification of the grantee's report(s) as there has been no reason to doubt the accuracy and reliability of the report(s).

The Foundation made a grant to Turimiquire Foundation, Inc., a private operating foundation, following pre-grant inquiry and pursuant to a written agreement. The amount of grant funds expended by the grantee during this fiscal year is expected to be the entire amount of the grant. To the best knowledge, information, and belief of the Foundation, none of the funds has been diverted from the purpose of the grant.

Mertz Gilmore Foundation
EIN #13-2872722
Attachment to Year Ending 2011 Form 990-PF

EXPENDITURE RESPONSIBILITY REPORT
PURSUANT TO IRC SECTION 4945(h)(3)
and REGULATION 53.4945-5(d)

During 2011, the Mertz Gilmore Foundation made the following grant:

Amount Paid in Current Tax Year: $15,000 Date Paid: 5/16/2011

Organization Name:	New York Foundation
Organization Address:	10 East 34th Street New York, NY 10016

Purpose of Grant: Technical Assistance Workshop Series

To support a series of technical assistance workshops for community-based grantees in New York City.

The New York Foundation (NYF) supports groups in New York City that are working on problems of urgent concern to residents of disadvantaged communities. To build the capacity of these groups, it coordinates an annual series of technical assistance workshops for community-based organizations in collaboration with peer funders in the field of grassroots organizing and advocacy, many of which share the same grantees. For the second year, Mertz Gilmore has joined six other funders to co-sponsor the workshop series. A grant to NYF will help make participation in the workshops possible for Mertz Gilmore's community-based grantees. The 2011 series, which Foundation staff are helping to plan, will include 11-12 workshops covering topics such as proposal writing, political engagement, fiscal management, grassroots fundraising, board leadership, strategic communications, community organizing, and succession planning.

Reporting Information: The Foundation has received and reviewed report(s) from this organization on the following date(s):

February 15, 2012

The Mertz Gilmore Foundation reviewed the grant report(s) on the date(s) mentioned above, but did not undertake any verification of the grantee's report(s) as there has been no reason to doubt the accuracy and reliability of the report(s).

The Foundation made a grant to New York Foundation, a private non-operating foundation, following pre-grant inquiry and pursuant to a written agreement. The amount of grant funds expended by the grantee during this fiscal year is expected to be the entire amount of the grant. To the best knowledge, information, and belief of the Foundation, none of the funds has been diverted from the purpose of the grant.

Mertz Gilmore Foundation
Year Ended December 31, 2011
EIN# 13-2872722
Form 990-PF

Part XI - line 2b - Income tax for 2011

2010 New York Form CT - 13, Unrelated business income tax	250

STATEMENT F

Mertz Gilmore Foundation
Schedule of Investments
December 31, 2011
EIN # 13-2872722
Form 990-PF

	Cost Basis	Market Value	
Publicly Traded Securities - Equities			
Daruma Asset Management	4,164,214	4,690,585	Statement G (5/8)
Edgewood Asset Management	5,468,296	6,538,164	Statement G (8/8)
	$ 9,632,510	$ 11,228,749	

STATEMENT G-(2)8

REPORT RUN: 08/02/2012 AT 10:43 AM

THE MERTZ GILMORE FOUNDATION
ACCOUNT # 440581560
BASE CURRENCY: U.S. DOLLAR

DARUMA

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL
TRADE DATE BASIS
AS OF DEC 31 2011

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
EQUITIES								
U.S. Dollar								
10,830.0000	ACXIOM CORP	12.7609	138,200.67	12.2100	132,234.30		N/A	0.00
25,570.0000	ADVANTAGE OIL & GAS LTD	6.1997	158,526.03	4.1400	105,859.80		N/A	0.00
1,970.0000	AIR METHODS CORP	33.9426	66,866.94	84.4500	166,366.50		N/A	0.00

STATEMENT G (3|8

THE MERTZ GILMORE FOUNDATION
ACCOUNT # 440581560
BASE CURRENCY: U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL
TRADE DATE BASIS
AS OF DEC 31 2011

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
8,362.0000	ALLSCRIPTS HEALTHCARE SOLUTIONS INC	14.7568	123,396.64	18.9400	158,376.28		N/A	0.00
2,910.0000	AMERIGROUP CORP	41.8338	121,736.25	59.0800	171,922.80		N/A	0.00
2,770.0000	ARMSTRONG WORLD INDS INC	35.4080	98,080.16	43.8700	121,519.90		N/A	0.00
4,310.0000	BALLY TECHNOLOGIES	38.9181	167,737.20	39.5600	170,503.60		N/A	0.00
4,930.0000	BRADY CORP CL A	26.5767	131,023.06	31.5700	155,640.10	3,648	2.34	0.00
16,990.0000	CADENCE DESIGN SYSTEMS INC	8.2601	140,338.36	10.4000	176,696.00		N/A	0.00
9,710.0000	CIENA CORP	15.6440	151,903.69	12.1000	117,491.00		N/A	0.00
2,730.0000	COSTAR GROUP INC	34.6696	94,647.91	66.7300	182,172.90		N/A	0.00
420.0000	FRESH MARKET INC	38.0612	15,985.69	39.9000	16,758.00		N/A	0.00
8,786.0000	HEALTHSOUTH CORP	21.3776	187,823.62	17.6700	155,248.62		N/A	0.00
3,430.0000	HILL-ROM HOLDINGS INC (USD)	31.7486	108,897.71	33.6900	115,556.70	1,544	1.34	0.00
20,450.0000	INTEGRATED DEVICE TECHNOLOGY INC	8.1157	165,965.91	5.4600	111,657.00		N/A	0.00
11,270.0000	INTERFACE INC CL A	7.4230	83,657.13	11.5400	130,055.80	902	0.69	0.00
9,440.0000	KNOLL INC	14.3046	135,035.11	14.8500	140,184.00	3,776	2.69	0.00

STATEMENT G (4/

THE MERTZ GILMORE FOUNDATION
ACCOUNT # 440581560
BASE CURRENCY: U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL
TRADE DATE BASIS
AS OF DEC 31 2011

U.S. Dollar — Cont

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
3,990.0000	LIFE TIME FITNESS INC	40.1651	160,258.88	46.7500	186,532.50		N/A	0.00
8,600.0000	LUMBER LIQUIDATORS INC	24.4599	210,354.96	17.6600	151,876.00		N/A	0.00
4,070.0000	MAXIMUS INC	30.8435	125,533.19	41.3500	168,294.50	1,465	0.87	0.00
13,680.0000	PINNACLE ENTMT INC	13.4422	183,889.50	10.1600	138,988.80		N/A	0.00
5,020.0000	PLEXUS CORP	31.7553	159,411.71	27.3800	137,447.60		N/A	0.00
7,485.0000	PROGRESS SOFTWARE CORP	21.6379	161,959.44	19.3500	144,834.75		N/A	0.00
2,670.0000	ROGERS CORP	39.7224	106,058.70	36.8600	98,416.20		N/A	0.00
4,960.0000	ROVI CORP	25.9986	128,952.94	24.5800	121,916.80		N/A	0.00
6,380.0000	SEMTECH CORP	12.1756	77,680.01	24.8200	158,351.60		N/A	0.00
5,930.0000	SHUTTERFLY INC	20.5074	121,608.70	22.7600	134,966.80		N/A	0.00
3,830.0000	SOTHEBY'S	16.1217	61,745.94	28.5300	109,269.90	1,226	1.12	0.00
4,130.0000	UNITED STATIONERS INC	17.4751	72,172.35	32.5600	134,472.80	2,148	1.60	536.90
5,490.0000	VALIDUS HOLDINGS LTD	24.3338	133,592.62	31.5000	172,935.00	5,490	3.17	0.00
3,790.0000	VERA BRADLEY INC	37.7412	143,039.08	32.2500	122,227.50		N/A	0.00

STATEMENT G(9)

THE MERTZ GILMORE FOUNDATION
ACCOUNT # 440581560
BASE CURRENCY: U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL
TRADE DATE BASIS
AS OF DEC 31 2011

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
2,820.0000	WABTEC	39.6250	111,742.57	69.9500	197,259.00	338	0.17	0.00
3,400.0000	WRIGHT EXPRESS CORP	34.2324	116,390.17	54.2800	184,552.00		N/A	0.00
Total U.S. Dollar			4,164,212.84		4,690,585.05	20,536	0.44	536.90
Total EQUITIES			4,164,212.84		4,690,585.05	20,536	0.44	536.90

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STATEMENT G(6)

REPORT RUN: 08/02/2012 AT 10:43 AM

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

THE MERTZ GILMORE FOUNDATION - EDGEWOOD
MANAGEMENT LLC
ACCOUNT # 440581570
BASE CURRENCY: U.S. DOLLAR

TRADE DATE BASIS
AS OF DEC 31 2011

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
EQUITIES								
U.S. Dollar								
2,243.0000	ALLERGAN INC	57.1108	128,099.60	87.7400	196,800.82	449	0.23	0.00
1,378.0000	AMAZON.COM INC	121.1167	166,898.86	173.1000	238,531.80		N/A	0.00
5,980.0000	AMERICAN TOWER CORP CL A	37.4810	224,136.57	60.0100	358,859.80		N/A	0.00

STATEMENT H (8/8)

THE MERTZ GILMORE FOUNDATION - EDGEWOOD
MANAGEMENT LLC
ACCOUNT # 440581570
BASE CURRENCY: U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2011

U.S. Dollar Cont

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
614.0000	APPLE INC	199.4562	122,466.10	405.0000	248,670.00	6,508	2.62	0.00
6,936.0000	CELGENE CORP	49.5744	343,847.81	67.6000	468,873.60		N/A	0.00
1,418.0000	CME GROUP INC	293.2011	415,759.14	243.6700	345,524.06	7,941	2.30	0 00
4,964.0000	COACH INC	54.7386	271,722.20	61.0400	303,002.56	4,468	1.47	989.78
6,057.0000	COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	30.7338	186,154.84	64.3100	389,525.67		N/A	0.00
2,419.0000	ECOLAB INC	55.3422	133,872.85	57.8100	139,842.39	1,935	1.38	352.80
520.0000	GOOGLE INC	536.3646	278,909.57	645.9000	335,868.00		N/A	0.00
7,310.0000	ILLUMINA INC	55.7829	407,772.91	30.4800	222,808.80		N/A	0.00
689.0000	INTUITIVE SURGICAL INC	265.9809	183,260.81	463.0100	319,013.89		N/A	0.00
2,970.0000	MEAD JOHNSON NUTRITION COMPANY	71.5414	212,477.95	68.7300	204,128.10	3,089	1.51	440.18
4,137.0000	NATIONAL OILWELL VARCO INC	70.0624	289,848.07	67.9900	281,274.63	1,986	0.71	0.00
11,038.0000	ORACLE CORP	25.7217	283,916.50	25.6500	283,124.70	2,649	0.94	0.00
2,342.0000	PRAXAIR INC	81.5466	190,982.10	106.9000	250,359.80	4,684	1.87	0.00

STATEMENT G (8)

THE MERTZ GILMORE FOUNDATION - EDGEWOOD
MANAGEMENT LLC
ACCOUNT # 440581570
BASE CURRENCY: U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2011

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar			Cont					
7,034.0000	PRICE T ROWE GROUP INC	49.9988	351,691.35	56.9500	400,586.30	8,722	2.18	0.00
7,957.0000	QUALCOMM INC	43.8637	349,023.75	54.7000	435,247.90	6,843	1.57	0.00
10,724.0000	QUANTA SERVICES INC	21.3373	228,821.20	21.5400	230,994.96		N/A	0.00
3,925.0000	SOUTHWESTERN ENERGY CO	41.3533	162,311.52	31.9400	125,364.50		N/A	0.00
4,258.0000	VISA INC CL A	69.4304	295,634.66	101.5300	432,314.74	3,747	0.87	0.00
5,549.0000	YUM BRANDS INC	43.3750	240,688.09	59.0100	327,446.49	6,326	1.93	0.00
Total U.S. Dollar			5,468,296.45		6,538,163.51	59,346	0.91	1,782.76
Total EQUITIES			5,468,296.45		6,538,163.51	59,346	0.91	1,782.76

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: MERTZ GILMORE FOUNDATION

Employer identification number (EIN) or [X] 13-2872722

Number, street, and room or suite no If a P O box, see instructions: 218 EAST 18TH STREET

Social security number (SSN) [ ]

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
NEW YORK, NY 10003-3694

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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	01	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 ▶ MARION WONG CAPPIELLO
218 EAST 18TH STREET - NEW YORK, NY 10003-3694
Telephone No. ▶ (212) 475-1137 FAX No ▶
- 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
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ______, and ending ______.

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	$ 175,000.
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	$ 268,520.
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	$ 0.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

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).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	MERTZ GILMORE FOUNDATION	[X] 13-2872722
	Number, street, and room or suite no If a P O box, see instructions 218 EAST 18TH STREET	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10003-3694	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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 ▶ MARION WONG CAPPIELLO 218 EAST 18TH STREET - NEW YORK, NY 10003-3694

Telephone No ▶ (212) 475-1137 FAX No. ▶

- 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 NOVEMBER 15, 2012

5 For calendar year 2011 , or other tax year beginning ______, and ending ______

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
ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO COMPLETE THE 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	$ 175,000.
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	$ 268,520.
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	$ 0.

Signature and Verification must be completed for Part II only.

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 ▶ Title ▶ CHAIRMAN Date ▶