HURRICANE SANDY TAX RELIEF PER IR-2012-83

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
SUSAN DEVINE CAMILLI FOUNDATION
C/O WITHUMSMITH+BROWN PC

A Employer identification number
13-3617665

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1411 BROADWAY

B Telephone number
212-751-9100

City or town, state, and ZIP code
NEW YORK, NY 10018

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)* ▶$ 5,545,660.

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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	145.	145.		STATEMENT 1
	4 Dividends and interest from securities	133,167.	133,167.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<37,136.>			
	b Gross sales price for all assets on line 6a 1,133,852.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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				
	12 **Total.** Add lines 1 through 11	96,176.	133,312.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	32,000.	0.		32,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	4,125.	0.		4,125.
	c Other professional fees STMT 4	50,294.	50,294.		0.
	17 Interest				
	18 Taxes STMT 5	8,981.	3,981.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	23,749.	0.		23,749.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	119,149.	54,275.		59,874.
	25 Contributions, gifts, grants paid	225,000.			223,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	344,149.	54,275.		282,874.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<247,973.>			
	b **Net investment income** (if negative, enter -0-)		79,037.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED FEB 05 2013

RECEIVED FEB 01 2013 OGDEN, UT

123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2011)

10101210 792218 91160.124 2011.04040 SUSAN DEVINE CAMILLI FOUNDA 911602F1

15

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	136,490.	124,983.	124,983.
	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 STMT 7	241,580.	250,184.	257,286.
	b Investments - corporate stock STMT 8	2,298,170.	1,926,653.	2,956,809.
	c Investments - corporate bonds STMT 9	1,214,796.	1,339,232.	1,403,033.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	801,623.	803,549.	803,549.
	16 Total assets (to be completed by all filers)	4,692,659.	4,444,601.	5,545,660.
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 ▶)	85.	0.	
	23 Total liabilities (add lines 17 through 22)	85.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,692,574.	4,444,601.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	4,692,574.	4,444,601.	
	31 Total liabilities and net assets/fund balances	4,692,659.	4,444,601.	

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	4,692,574.
2 Enter amount from Part I, line 27a	2	<247,973.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,444,601.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,444,601.

Form 990-PF (2011)

123511
12-02-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
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	69,531.		107,910.	<38,379.>
b	1,064,321.		1,063,078.	1,243.
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				<38,379.>
b				1,243.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 <37,136.>

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	235,743.	4,967,813.	.047454
2009	48,874.	4,490,963.	.010883
2008	342,432.	5,333,428.	.064205
2007	372,964.	6,201,207.	.060144
2006	383,663.	5,747,007.	.066759

2 **Total** of line 1, column (d)	2	.249445
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	.049889
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,106,399.
5 Multiply line 4 by line 3	5	254,753.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	790.
7 Add lines 5 and 6	7	255,543.
8 Enter qualifying distributions from Part XII, line 4	8	282,874.

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 ▶ [X] and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	790.
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	790.
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	790.
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,313.		
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	4,313.
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	3,523.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	3,523.	**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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 ▶ N/A

14 The books are in care of ▶ WITHUMSMITH+BROWN PC Telephone no ▶212-751-9100
Located at ▶1411 BROADWAY, NEW YORK, NY ZIP+4 ▶10018

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | 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
SUSAN D. CAMILLI C/O WSB PC, 1411 BROADWAY NEW YORK, NY 10018	DIRECTOR 20.00	12,000.	0.	0.
ANDRE CAMILLI C/O WSB PC, 1411 BROADWAY NEW YORK, NY 10018	DIRECTOR 20.00	10,000.	0.	0.
TURA CAMILLI C/O WSB PC, 1411 BROADWAY NEW YORK, NY 10018	DIRECTOR 20.00	10,000.	0.	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
NONE				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
BANK OF AMERICA, N.A. 114 WEST 47TH STREET, NEW YORK, NY 10036	TRUSTEE & EXECUTOR FEES	50,094.
Total number of others receiving over $50,000 for professional services ▶		0

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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	4,958,098.
b	Average of monthly cash balances	1b	221,232.
c	Fair market value of all other assets	1c	4,831.
d	Total (add lines 1a, b, and c)	1d	5,184,161.
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	5,184,161.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	77,762.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,106,399.
6	**Minimum investment return.** Enter 5% of line 5	6	255,320.

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	255,320.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 790.		
b	Income tax for 2011 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	790.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	254,530.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	254,530.
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	254,530.

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	282,874.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	282,874.
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	790.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	282,084.

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				254,530.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			134,482.	
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. ▶ $ 282,874.				
a Applied to 2010, but not more than line 2a			134,482.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				148,392.
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	0.			
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				106,138.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
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				

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 ▶ [X] 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

FOUNDATION DOES NOT ACCEPT APPLICATIONS FOR GRANTS.

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

N/A

c Any submission deadlines

N/A

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

N/A

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				
DOCTORS WITHOUT BORDERS				35,000.
NEW YORK PRESBYTERIAN HOSPITAL				30,000.
MARTHA'S TABLE				25,000.
BARNARDO'S				40,000.
MADISON SQUARE PARK CONSERVATORY				25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	225,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue					
a NONE					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	145.	
4 Dividends and interest from securities			14	133,167.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<37,136.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		96,176.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 96,176.

(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)

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

Susan Devine Camilli | 29 Dec 2012 | Trustee

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
MICHAEL STALLONE		DEC 10 2012		P00104108

Firm's name ▶ WITHUMSMITH+BROWN PC — Firm's EIN ▶ 22-2027092

Firm's address ▶ 1411 BROADWAY, 9TH FLOOR NEW YORK, NY 10018 — Phone no 212-751-9100

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MENIL FOUNDATION, INC				70,000.
Total from continuation sheets				70,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
THROUGH BANK OF AMERICA, N.A.	145.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	145.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THROUGH BANK OF AMERICA, N.A.	133,167.	0.	133,167.
TOTAL TO FM 990-PF, PART I, LN 4	133,167.	0.	133,167.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	4,125.	0.		4,125.
TO FORM 990-PF, PG 1, LN 16B	4,125.	0.		4,125.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK OF AMERICA, N.A.:				
TRUSTEE & EXECUTOR FEES	50,094.	50,094.		0.
INVESTMENT FEES	200.	200.		0.
TO FORM 990-PF, PG 1, LN 16C	50,294.	50,294.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	3,981.	3,981.		0.
U.S. EXCISE TAX (NET OF REFUND)	5,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,981.	3,981.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STORAGE EXPENSE FOR FINE ART	18,160.	0.		18,160.
FINE ART INSURANCE	5,339.	0.		5,339.
NYS CHARITABLE FILING FEE	250.	0.		250.
TO FORM 990-PF, PG 1, LN 23	23,749.	0.		23,749.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	X		250,184.	257,286.
TOTAL U.S. GOVERNMENT OBLIGATIONS			250,184.	257,286.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			250,184.	257,286.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	1,926,653.	2,956,809.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,926,653.	2,956,809.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	1,339,232.	1,403,033.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,339,232.	1,403,033.

FORM 990-PF	OTHER ASSETS	STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED: FINE ART ON LOAN TO MUSEUMS	797,163.	797,163.	797,163.
DIVIDENDS RECEIVABLE	3,275.	3,264.	3,264.
DUE FROM BROKER	1,185.	3,122.	3,122.
TO FORM 990-PF, PART II, LINE 15	801,623.	803,549.	803,549.

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5829116 SUSAN DEVINE CAMILLI FOUNDATION

Dec. 01, 2011 through Dec. 31, 2011

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash Equivalents								
4,310.700	FEDERATED US TREASURY CASH RESERVES #125 (Income Investment)	60934N682	$4,310.70	$0.03	$4,310.70 1.000	$0.00	$0.00	0.00%
120,672 770	FEDERATED US TREASURY CASH RESERVES #125	60934N682	120,672.77	1.15	120,672.77 1.000	0.00	0.00	0 00
	Total Cash Equivalents		**$124,983.47**	**$1.18**	**$124,983.47**	**$0.00**	**$0.00**	**0.00%**
Total Cash/Currency			**$124,983.47**	**$1.18**	**$124,983.47**	**$0.00**	**$0.00**	**0.00%**
Consumer Discretionary								
3,000 000	STARBUCKS CORP Ticker SBUX	855244109	$138,030.00 46.010	$0.00	$60,952.50 20.318	$77,077.50	$2,040.00	1.47%
3,000.000	WILEY JOHN & SONS INC CL A Ticker. JW A	968223206	133,200.00 44.400	600.00	66,708.30 22.236	66,491.70	2,400.00	1.80
	Total Consumer Discretionary		**$271,230.00**	**$600.00**	**$127,660.80**	**$143,569.20**	**$4,440.00**	**1.63%**
Consumer Staples								
8,000 000	DANONE SPONSORED ADR FRANCE Ticker: DANOY	23636T100	$100,880.00 12.610	$0.00	$76,840.00 9.605	$24,040 00	$2,048.00	2.03%
1,700.000	L'OREAL EUR0.2 ISIN FR0000120321 FRANCE Ticker OR FP	4057808#7	178,093.19 104.761	0.00	25,505.98 15.004	152,587.21	4,727.76	2.65
2,000 000	PEPSICO INC Ticker. PEP	713448108	132,700.00 66.350	1,030.00	91,220 00 45.610	41,480 00	4,120 00	3 10

(1) Market Value in the Portfolio Detail section does not include Accrued Income

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5829116 SUSAN DEVINE CAMILLI FOUNDATION

Dec 01, 2011 through Dec. 31, 2011

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Consumer Staples (cont)								
	Total Consumer Staples		**$411,673.19**	**$1,030.00**	**$193,565.98**	**$218,107.21**	**$10,895.76**	**2.64%**
Energy								
2,000.000	APACHE CORP Ticker: APA	037411105	$181,160.00 90.580	$0.00	$102,878.00 51.439	$78,282.00	$1,200.00	0.66%
3,774.000	EXXON MOBIL CORP Ticker. XOM	30231G102	319,884.24 84.760	0.00	125,898.63 33.359	193,985.61	7,095.12	2.21
3,000.000	SEADRILL LTD BERMUDA Ticker: SDRL	G7945E105	99,540.00 33.180	0.00	101,625.00 33.875	-2,085 00	9,120.00	9 16
	Total Energy		**$600,584.24**	**$0.00**	**$330,401.63**	**$270,182.61**	**$17,415.12**	**2.90%**
Health Care								
3,000 000	EXPRESS SCRIPTS INC Ticker. ESRX	302182100	$134,070.00 44.690	$0.00	$69,056.25 23.019	$65,013.75	$0.00	0 00%
1,500 000	JOHNSON & JOHNSON Ticker. JNJ	478160104	98,370.00 65.580	0.00	17,715.38 11.810	80,654.62	3,420.00	3.47
2,000.000	ST JUDE MED INC Ticker: STJ	790849103	68,600.00 34.300	420.00	77,730.00 38.865	-9,130.00	1,680.00	2.44
6,000 000	TEVA PHARMACEUTICAL INDS LTD ADR ISRAEL Ticker: TEVA	881624209	242,160.00 40.360	0.00	261,277 20 43.546	-19,117.20	4,710.00	1.94
	Total Health Care		**$543,200.00**	**$420.00**	**$425,778.83**	**$117,421.17**	**$9,810.00**	**1.80%**
Industrials								
3,500 000	JACOBS ENGR GROUP INC DEL Ticker JEC	469814107	$142,030.00 40.580	$0 00	$63,166 25 18.048	$78,863.75	$0 00	0 00%
2,000 000	UNITED PARCEL SVC INC CL B Ticker. UPS	911312106	146,380.00 73.190	0.00	115,480.00 57.740	30,900 00	4,160 00	2.84

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5829116 SUSAN DEVINE CAMILLI FOUNDATION

Dec. 01, 2011 through Dec. 31, 2011

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Industrials (cont)								
	Total Industrials		**$288,410.00**	**$0.00**	**$178,646.25**	**$109,763.75**	**$4,160.00**	**1.44%**
Information Technology								
2,000.000	CORNING INC Ticker: GLW	219350105	$25,960 00 12.980	$0.00	$32,288.60 16.144	-$6,328 60	$600.00	2 31%
4,000.000	EMC CORP Ticker EMC	268648102	86,160.00 21.540	0.00	109,700.00 27.425	-23,540 00	0.00	0.00
200.000	GOOGLE INC CL A COM Ticker GOOG	38259P508	129,180.00 645.900	0.00	101,402.01 507.010	27,777.99	0.00	0.00
3,600 000	SAP AG ORD NPV ISIN DE0007164600 GERMANY Ticker SAP GR	4846288#2	190,905.91 53.029	0.00	85,710 86 23.809	105,195 05	0.00	0 00
	Total Information Technology		**$432,205.91**	**$0.00**	**$329,101.47**	**$103,104.44**	**$600.00**	**0.13%**
Materials								
2,000 000	AIR PRODS & CHEMS INC Ticker: APD	009158106	$170,380.00 85.190	$1,160.00	$100,360.00 50.180	$70,020 00	$4,640.00	2.72%
3,752 000	FREEPORT-MCMORAN COPPER & GOLD INC COM Ticker. FCX	35671D857	138,036.08 36.790	0.00	115,533 46 30.793	22,502.62	3,752 00	2.71
2,000.000	PEABODY ENERGY CORP Ticker. BTU	704549104	66,220.00 33.110	0.00	83,815.05 41.908	-17,595.05	680 00	1 02
	Total Materials		**$374,636.08**	**$1,160.00**	**$299,708.51**	**$74,927.57**	**$9,072.00**	**2.42%**
Other Equities								
1,000 000	ISHARES FTSE CHINA 25 INDEX FUND Ticker FXI	464287184	$34,870.00 34.870	$0.00	$41,790.00 41.790	-$6,920.00	$765.00	2.19%
	Total Other Equities		**$34,870.00**	**$0.00**	**$41,790.00**	**-$6,920.00**	**$765.00**	**2.19%**

Trade Date

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5829116 SUSAN DEVINE CAMILLI FOUNDATION

Dec. 01, 2011 through Dec. 31, 2011

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
	EQUITIES (cont)							
	Other Equities (cont)							
	Total Equities		**$2,956,809.42**	**$3,210.00**	**$1,926,653.47**	**$1,030,155.95**	**$57,157.88**	**1.93%**
	FIXED INCOME							
	Investment Grade Taxable							
251,876.000	***2012*** UNITED STATES TREAS NT INFLATION INDEX DTD 07/15/02 3.000% DUE 07/15/12 Moody's. AAA S&P: AAA	912828AF7	$257,286.30 102.148	$3,490.67	$250,183.55 99.328	$7,102.75	$7,556.28	2.93%
155,225 002	***2039*** GOVERNMENT NATL MTG ASSN POOL #705471 DTD 02/01/09 4.500% DUE 02/15/39 Moody's. AAA S&P: AAA	36296YW81	(1) 169,665.58 109.303	582 09	157,025.74 101.160	12,639 84	6,985 13	4.11
121,399 808	COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES	19765N468	(1) 1,126,590.22 9.280	3,262.53	1,083,850 00 8.928	42,740 22	45,403 53	4 03
	Total Investment Grade Taxable		**$1,553,542.10**	**$7,335.29**	**$1,491,059.29**	**$62,482.81**	**$59,944.94**	**3.85%**
	International Developed Bonds							
95,000 000	***2015*** AUSTRALIAN GOVT BD SER 415 ISIN AU0000XCLWI3 DTD 04/15/02 6 250% DUE 04/15/15 Moody's. AAA S&P: NR	6531526#0	(1) $106,776 68 112.397	$1,281.42	$98,355.86 103.532	$8,420.82	$6,075 25	5.69%
	Total International Developed Bonds		**$106,776.68**	**$1,281.42**	**$98,355.86**	**$8,420.82**	**$6,075.25**	**5.69%**
	Total Fixed Income		**$1,660,318.78**	**$8,616.71**	**$1,589,415.15**	**$70,903.63**	**$66,020.19**	**3.97%**

Total Corp Bonds Σ(1) $1,403,033 $1,339,232

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5829116 SUSAN DEVINE CAMILLI FOUNDATION

Dec 01, 2011 through Dec 31, 2011

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
[illegible] Assets								
1.000	AMERICA MIXED MEDIA 2001 BY PLENSA *PRIVATE PLACEMENT RESTRICTION* *Not Held or Managed by the Bank*	991832536	$10,000 00 10,000.000	$0.00	$10,000.00 10,000.000	$0.00	$0.00	0.00%
1 000	ANDY GOLDSWORTHY PHOTOGRAH WET WOOL LAID ON ELM BARK REDRAWN FOUR TIMES ON FOUR CONSECUTIVE DAYS PHOTOGRAPHY, 5 PARTS IMAGE: 4X(40,6X40,6CM):TEXT·25,4X25,4CM *Not Held or Managed by the Bank*	99Z374136	40,926.00 40,926.000	0.00	40,926.00 40,926.000	0.00	0 00	0 00
1 000	ANTARCTIC MIXED MEDIA 2001 *PRIVATE PLACEMENT RESTRICTION *Not Held or Managed by the Bank*	991832544	10,000.00 10,000.000	0.00	10,000.00 10,000.000	0 00	0 00	0.00
1.000	ARCTIC MIXED MEDIA 2001 BY PLENSA *PRIVATE PLACEMENT RESTRICTION* *Not Held or Managed by the Bank*	991832742	10,000.00 10,000.000	0.00	10,000.00 10,000.000	0 00	0.00	0 00
1 000	ATLANTIC MIXED MEDIA 2001 *PRIVATE PLACEMENT RESTRICTION *Not Held or Managed by the Bank*	991832734	10,000.00 10,000.000	0 00	10,000.00 10,000.000	0 00	0 00	0 00
1 000	BLUE 1999 PHOTOGRAPH BY JENNY OKUN *Not Held or Managed by the Bank*	991825720	2,500.00 2,500.000	0.00	2,500.00 2,500.000	0 00	0 00	0 00
1.000	DREAM-DESIRE 2000 SCULPTURE BY JAUME PLENSA *Not Held or Managed by the Bank*	991826959	16,000.00 16,000.000	0.00	16,000.00 16,000.000	0 00	0.00	0.00
1.000	FULL CONTACT 2000 SCULPTURE BY JAUME PLENSA *Not Held or Managed by the Bank*	991826967	95,000.00 95,000.000	0.00	95,000 00 95,000.000	0 00	0.00	0.00
1.000	GREEN 1999 PHOTOGRPH BY JENNY OKUN *Not Held or Managed by the Bank*	991825753	2,500 00 2,500.000	0.00	2,500.00 2,500.000	0.00	0.00	0.00

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5829116 SUSAN DEVINE CAMILLI FOUNDATION

Dec. 01, 2011 through Dec 31, 2011

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
1.000	HEJ DUK CEDAR WOOD SCULPTURE BY VON RYDINGSVARD *Not Held or Managed by the Bank*	991832619	135,000.00 135,000.000	0.00	135,000.00 135,000 000	0.00	0.00	0.00
1 000	IGNASI ABALLI DIGITAL PRINT ON PAPER AND ALUMINUM 12 PIECES *Not Held or Managed by the Bank*	99Z396451	0.00	0.00	0.00	0 00	0.00	0 00
1.000	INDIAN MIXED MEDIA 2001 BY PLEASA*PRIVATE PLACEMENT RESTRICTION* *Not Held or Managed by the Bank*	991832528	10,000.00 10,000 000	0.00	10,000.00 10,000.000	0.00	0.00	0.00
1 000	JAUME PLENSA SILENT RAIN 2003 ARTWORK *Not Held or Managed by the Bank*	991832692	200,000.00 200,000.000	0 00	200,000.00 200,000.000	0.00	0.00	0 00
1.000	PACIFIC MIXED MEDIA 2001 BY PLENSA *PRIVATE PLACEMENT RESTRICTION* *Not Held or Managed by the Bank*	991832726	10,000.00 10,000.000	0.00	10,000 00 10,000.000	0 00	0.00	0.00
1 000	SILVER 1999 PHOTOGRAPH BY JENNY OKUN *Not Held or Managed by the Bank*	991825746	2,500 00 2,500.000	0.00	2,500.00 2,500.000	0.00	0.00	0.00
9.000	SOUTH END IMPROVEMENT GROUP INC	991819442	0.00	0.00	0.00	0 00	0.00	0 00
1 000	UNTITLED BRUSH 2000 SCULPTURE BY URSULA VON RYDINGSVARD BOOK ENTRY ONLY US TRUST NOT IN *Not Held or Managed by the Bank*	991825712	25,000.00 25,000 000	0.00	25,000.00 25,000 000	0 00	0.00	0.00
1.000	VIATGE D'HIVERN SCULPTURE BY LLE NA *Not Held or Managed by the Bank*	991837758	80,210.00 80,210.000	0.00	80,210.00 80,210.000	0 00	0.00	0 00
1 000	WEEPING PLATES BY URDULA VONRYDINGSVARD CEDAR DIPTYCH *Not Held or Managed by the Bank*	991837634	100,000.00 100,000.000	0.00	100,000.00 100,000.000	0 00	0 00	0 00
Total Other Non-Investable Assets			(1) **$759,636.00**	**$0.00**	**$759,636.00**	**$0.00**	**$0.00**	**0.00%**

Trade Date

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Dec 01, 2011 through Dec. 31, 2011

Account: 41-01-100-5829116 SUSAN DEVINE CAMILLI FOUNDATION

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Other Non-Investable Assets (cont)								
Total Portfolio			**$5,501,747.67**	**$11,827.89**	**$4,400,688.09**	**$1,101,059.58**	**$123,178.07**	**2.23%**
Accrued Income			$11,827.89					
Total			**$5,513,575.56**					
1.00	Sculpture Book by J Llena		① 2,717.		2,717.			
1.00	Ignasi Aballi "To Read Between the Lines"		① 34,810.21		34,810.21			

Proceeds From Broker Transactions

This section reports your proceeds from sales during the year. We report all transactions on a trade-date basis, which is the date shown in the sale date column. The net proceeds are less commissions, transfer charges, and premiums.

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
ST JUDE MEDICAL INC	790849103	2000	05/11/11	12/23/11	$69,530 66	$107,910 00	$-38,379 34
Total short term gain/loss from sales:					$69,530 66	$107,910 00	$-38,379 34

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
GOVERNMENT NATL MTG ASSN	36296YW81	3818 05	03/10/09	01/31/11	$3,818 05	$3,862 34	$-44 29
GOVERNMENT NATL MTG ASSN	36296YW81	1631 89	03/10/09	02/28/11	$1,631 89	$1,653 31	$-21 42
GOVERNMENT NATL MTG ASSN	36296YW81	268 75	03/10/09	03/31/11	$268 75	$268 75	$0 00
GOVERNMENT NATL MTG ASSN	36296YW81	893 53	03/10/09	04/30/11	$893.53	$903 90	$-10 37
STARBUCKS CORP	855244109	3000	01/08/08	05/11/11	$108,402.91	$60,952 50	$47,450 41
AMERICA MOVIL S A DE C V SPONSORED	02364W105	500	07/31/07	05/11/11	$26,246 10	$30,457 45	$-4,211 35
AMERICA MOVIL S A DE C V SPONSORED	02364W105	2000	07/05/07	05/11/11	$104,984 38	$129,850 00	$-24,865 62
DANONE	23636T100	2000	05/11/05	05/11/11	$27,759 46	$19,210 00	$8,549 46
GOLDMAN SACHS GROUP INC	38141G104	1000	10/17/03	05/12/11	$146,041 39	$88,600 00	$57,441 39
GOVERNMENT NATL MTG ASSN	36296YW81	261 72	03/10/09	05/31/11	$261 72	$261 72	$0 00
GOVERNMENT NATL MTG ASSN	36296YW81	259 11	03/10/09	06/30/11	$259 11	$259 11	$0 00

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
GOVERNMENT NATL MTG ASSN	36296YW81	1720.6	03/10/09	07/31/11	$1,720 60	$1,738 54	$-17 94
GOVERNMENT NATL MTG ASSN	36296YW81	2629 74	03/10/09	08/31/11	$2,629 74	$2,656 73	$-26 99
GOVERNMENT NATL MTG ASSN	36296YW81	4526 03	03/10/09	09/30/11	$4,526 03	$4,571 74	$-45 71
GOVERNMENT NATL MTG ASSN	36296YW81	5384 38	03/10/09	10/31/11	$5,384 38	$5,437 84	$-53 46
NEWS CORP CL B	65248E203	4000	02/09/99	11/04/11	$69,596 66	$58,620 00	$10,976 66
PETROLEO BRASILEIRO SA PETROBRAS	71654V408	4000	07/31/07	11/04/11	$109,097 90	$134,910 00	$-25,812 10
NEWS CORP CL B	65248E203	2000	03/08/99	11/04/11	$34,798 33	$29,257 50	$5,540 83
NEWS CORP CL B	65248E203	2000	08/13/99	11/04/11	$34,798 33	$31,695.00	$3,103 33
CORNING INC	219350105	6000	01/08/08	11/04/11	$85,528 35	$133,605 00	$-48,076 65
FEDERAL HOME LN MTG CORP MEDIUM	3128X3H89	250000	10/27/04	11/09/11	$250,000 00	$250,000 00	$0 00
GOVERNMENT NATL MTG ASSN	36296YW81	2422 37	03/10/09	11/30/11	$2,422 37	$2,446 01	$-23 64
BANK NEW YORK MELLON CORP	064058100	2000	06/14/06	12/23/11	$40,129 22	$68,708 40	$-28,579 18
GOVERNMENT NATL MTG ASSN	36296YW81	3122 22	03/10/09	01/17/12	$3,122 22	$3,152 17	$-29 95
Total long term gain/loss from sales:					$1,064,321 42	$1,063,078 01	$1,243 41

- 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	SUSAN DEVINE CAMILLI FOUNDATION C/O WITHUMSMITH+BROWN PC	[X] 13-3617665
	Number, street, and room or suite no. If a P.O. box, see instructions. 1411 BROADWAY	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10018	

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 ▶ WITHUMSMITH+BROWN PC 1411 BROADWAY - NEW YORK, NY 10018

  Telephone No. ▶ 212-751-9100 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 GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 2,400.
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	$ 4,313.
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 ▶ Date ▶

123842
01-06-12

10101210 792218 91160.124 2011.04040 SUSAN DEVINE CAMILLI FOUNDA 911602F1