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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning

, 2011, and ending

Name of foundation

The Sidney Hillman Foundation Inc.

Number and street (or P O box number if mail is not delivered to street address)
12 West 31st StreetRoom/suite
12th Fl

City or town

New York

State

ZIP code
NY 10001

G Check all that apply:

Initial return

Final return

Amended return

Address change

Name change

H Check type of organization:

Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust

Other taxable private foundation

I Fair market value of all assets at end of year
(from Part II, column (c), line 16)

► \$ 573,693.

J Accounting method

Cash

Accrual

Other (specify)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
R E V E N U E	1 Contributions, gifts, grants, etc, received (att sch)	604,090.			
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	1.	1.	0.	
	4 Dividends and interest from securities	10,945.	10,945.	0.	
	5a Gross rents	0.	0.	0.	
	b Net rental income or (loss)	0.	L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	5,618.			
	b Gross sales price for all assets on line 6a	306,395.			
	7 Capital gain net income (from Part IV, line 2)		5,618.		
	8 Net short-term capital gain			359.	
	9 Income modifications				
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	620,654.	16,564.	359.		
A D M I N I S T R A T I V E O P E R A T I N G A N D E X P E N S E S	13 Compensation of officers, directors, trustees, etc	76,371.	0.	0.	76,371.
	14 Other employee salaries and wages	14,400.	0.	0.	14,400.
	15 Pension plans, employee benefits	24,712.	0.	0.	24,712.
	16a Legal fees (attach schedule)	0.	0.	0.	0.
	b Accounting fees (attach sch)	5,054.	0.	0.	5,054.
	c Other prof fees (attach sch)	101,104.	0.	0.	101,104.
	17 Interest	0.	0.	0.	0.
	18 Taxes (attach schedule) (see instrs) See Line 18 Stmt	7,250.	0.	0.	7,125.
	19 Depreciation (attach sch) and depletion	12,095.	0.	0.	
	20 Occupancy	0.	0.	0.	0.
	21 Travel, conferences, and meetings	5,212.	0.	0.	5,212.
	22 Printing and publications	502.	0.	0.	502.
	23 Other expenses (attach schedule) See Line 23 Stmt	416,329.	0.	0.	416,329.
24 Total operating and administrative expenses. Add lines 13 through 23	663,029.	0.	0.	650,809.	
25 Contributions, gifts, grants paid	77,946.				
26 Total expenses and disbursements. Add lines 24 and 25	740,975.	0.	0.	650,809.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-120,321.				
b Net investment income (if negative, enter -0-)		16,564.			
c Adjusted net income (if negative, enter -0-)			359.		

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6/12/11

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year
			(a) Book Value	(b) Book Value
			(c) Fair Market Value	
ASSETS	1 Cash – non-interest-bearing		24,351.	32,266.
	2 Savings and temporary cash investments		2,429.	4,224.
	3 Accounts receivable	► 0.		
	Less allowance for doubtful accounts	► 0.	26,041.	0.
	4 Pledges receivable	► 30,000.		
	Less allowance for doubtful accounts	► 0.	0.	30,000.
	5 Grants receivable		0.	0.
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0.	0.
	7 Other notes and loans receivable (attach sch)	► 0.		
	Less allowance for doubtful accounts	► 0.	0.	0.
	8 Inventories for sale or use		0.	0.
	9 Prepaid expenses and deferred charges		0.	0.
	10a Investments – U S and state government obligations (attach schedule)	L-10a Stmt	615,137.	496,548.
	b Investments – corporate stock (attach schedule)		0.	0.
	c Investments – corporate bonds (attach schedule)		0.	0.
LIABILITIES	11 Investments – land, buildings, and equipment basis	► 0.		
	Less accumulated depreciation (attach schedule)	► 0.	0.	0.
	12 Investments – mortgage loans		0.	0.
	13 Investments – other (attach schedule)		0.	
	14 Land, buildings, and equipment basis	► 37,289.		
	Less accumulated depreciation (attach schedule)	L-14 Stmt ► 31,982.	976.	5,307.
	15 Other assets (describe ► L-15 Stmt _____)		11,549.	5,348.
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		680,483.	573,693.
	17 Accounts payable and accrued expenses		12,798.	12,711.
	18 Grants payable		0.	0.
	19 Deferred revenue		0.	0.
	20 Loans from officers, directors, trustees, & other disqualified persons		0.	0.
	21 Mortgages and other notes payable (attach schedule)		0.	0.
	22 Other liabilities (describe ► L-22 Stmt _____)		48.	528.
	23 Total liabilities (add lines 17 through 22)		12,846.	13,239.
NET FUND	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>		
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds		0.	0.
	28 Paid-in or capital surplus, or land, building, and equipment fund		0.	0.
	29 Retained earnings, accumulated income, endowment, or other funds		667,637.	560,454.
	30 Total net assets or fund balances (see instructions)		667,637.	560,454.
	31 Total liabilities and net assets/fund balances (see instructions)		680,483.	573,693.

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	667,637.
2 Enter amount from Part I, line 27a	2	-120,321.
3 Other increases not included in line 2 (itemize) ► Unrealized Appreciation In Value Of Investments	3	14,643.
4 Add lines 1, 2, and 3	4	561,959.
5 Decreases not included in line 2 (itemize) ► Prior Year Audit Adjustment	5	1,505.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	560,454.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
a FNMA		P	01/19/10	02/01/11
b US Treasury Notes		P	02/19/10	02/01/11
c UST Notes (TIPS)		P	01/19/10	02/09/11
d UST Notes (TIPS)		P	01/19/10	02/17/11
e See Columns (a) thru (d)				
(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 10,155.	0.	10,200.	-45.	
b 5,029.	0.	5,002.	27.	
c 9,805.	0.	9,551.	254.	
d 8,546.	0.	8,357.	189.	
e See Columns (e) thru (h)	0.	267,667.	5,193.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a			-45.	
b			27.	
c			254.	
d			189.	
e See Columns (i) thru (l)			5,193.	
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	5,618.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	359.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	471,623.		
2009			
2008			
2007			
2006			

2 Total of line 1, column (d)

2

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

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4

0.

5 Multiply line 4 by line 3

5

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

166.

7 Add lines 5 and 6

7

166.

8 Enter qualifying distributions from Part XII, line 4

8

650,809.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter (attach copy of letter if necessary – see instrs)	1	166.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	166.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
3 Add lines 1 and 2	5	166.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6 Credits/Payments:		
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	0.
b Exempt foreign organizations – tax withheld at source	6b	0.
c Tax paid with application for extension of time to file (Form 8868)	6c	0.
d Backup withholding erroneously withheld	6d	0.
7 Total credits and payments Add lines 6a through 6d	7	0.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	166.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ► Refunded	11	

Part VII-A | Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b	X
<i>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</i>		
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 ► \$ (2) On foundation managers ► \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>	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? <i>If 'Yes,' attach a conformed copy of the changes</i>	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4a	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>	4b	
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?	5	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	6	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY – New York	7	X
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 <i>General Instruction G?</i> 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)? <i>If 'Yes,' complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>	10	X

Part VII-A | Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	<input checked="" type="checkbox"/> 11	<input type="checkbox"/> 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)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► www.hillmanfoundation.org	<input checked="" type="checkbox"/> 13	<input checked="" type="checkbox"/> X
14	The books are in care of ► Robert Freeman Telephone no ► (646) 448-6414 Located at ► 12 West 31st Street, 12th Fl New York NY ZIP + 4 ► 10001		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►	<input checked="" type="checkbox"/> 16	<input type="checkbox"/> X

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

	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►		
1b			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		
1c			<input checked="" type="checkbox"/> 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? If 'Yes,' list the years ► 20__, 20__, 20__, 20__	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)		
2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20__, 20__, 20__, 20__		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)		
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<input checked="" type="checkbox"/> 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			<input checked="" type="checkbox"/> 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

 Yes No

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

 Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

 Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

 Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

 Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

 Yes Nob 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

Organizations relying on a current notice regarding disaster assistance check here ► Yes No

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?

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

7b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Alexandra Lescaze 12 West 31st Street, 12th Fl New York NY 10001	Executive Director 40.00	76,371.	20,896.	0.
Bruce Raynor 12 West 31st Street, 12th Fl New York NY 10001	President 1.00	0.	0.	0.
Noel Beasley 12 West 31st Street, 12th FL New York NY 10001	Director 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
0				
0				
0				
0				

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

None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

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

None

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 <u>The Sidney Hillman Foundation Inc. gives awards for outstanding media publications dealing with the themes relating to the ideas of Sidney Hillman</u>	555,312.
2 <u>The Sidney Hillman Foundation Sponsors the Triangle Shirtwaist Factory Fire Commemoration</u>	112,354.
3 _____	
4 _____	

Part IX-B | Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	None	
2		0.
All other program-related investments See instructions.		
3		
Total. Add lines 1 through 3		► None

All other program-related investments See instructions.

3 _____

Total. Add lines 1 through 3 ► **None**

Total. Add lines 1 through 3

None

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
 - b Average of monthly cash balances
 - c Fair market value of all other assets (see instructions)
 - d **Total** (add lines 1a, b, and c)
 - e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)
- 2 Acquisition indebtedness applicable to line 1 assets
- 3 Subtract line 2 from line 1d
- 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
(for greater amount, see instructions)
- 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4
- 6 **Minimum investment return.** Enter 5% of line 5

1a	
1b	
1c	
1d	
1e	
2	
3	0.
4	0.
5	0.
6	0.

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
- 2a Tax on investment income for 2011 from Part VI, line 5
- b Income tax for 2011 (This does not include the tax from Part VI)
- c Add lines 2a and 2b
- 3 Distributable amount before adjustments Subtract line 2c from line 1
- 4 Recoveries of amounts treated as qualifying distributions
- 5 Add lines 3 and 4
- 6 Deduction from distributable amount (see instructions)
- 7 **Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1

1	0.
2a	166.
2b	
2c	166.
3	0.
4	
5	0.
6	
7	0.

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

1a	650,809.
1b	0.
2	
3a	
3b	
4	650,809.
5	166.
6	650,643.

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				0.
2 Undistributed income, if any, as of the end of 2011			33,844.	
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006	0.			
b From 2007	0.			
c From 2008	0.			
d From 2009	0.			
e From 2010	471,623.			
f Total of lines 3a through e	471,623.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 650,809.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus	650,809.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	1,122,432.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			33,844.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0.		
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,122,432.			
10 Analysis of line 9:				
a Excess from 2007	0.			
b Excess from 2008	0.			
c Excess from 2009	0.			
d Excess from 2010	471,623.			
e Excess from 2011	650,809.			

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

N/A

Part XV **Supplementary Information** (Complete this part only if the organization 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

Alexandra Lescaze

12 West 31st Street, 12th Floor

12 West 51st Street, Tech Floor
New York NY 10001

(646) 448-6413

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

Copy Of Material Considered With Covered Letter

• Any submission deadlines

January 31

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

Journalism. Books. Blogs. Photography. Video Published Or Aired In Previous Year

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
International Labor Rights Forum orum 1634 I Street, Suite 1001 New York NY 10001		Donee	Donation	75.
CUNY Graduate School Of Journalism 219 West 40th Street, Room 403A New York NY 10018		Donee	Donation	2,500.
New Press 38 Greene Street, 4th Floor New York NY 10013		Donee	Donation	75,000.
Personal Democracy Forum 220 Lafayette Street, 2nd Floor New York NY 10022		Donee	Donation	371.
Total			► 3a	77,946.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1.	
4 Dividends and interest from securities			14	10,945.	
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		5,618.
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)				10,946.	5,618.
13 Total. Add line 12, columns (b), (d), and (e)				13	16,564.
(See worksheet in line 13 instructions to verify calculations.)					

(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) (See instructions)
n/a	N/A

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	1 a (1)	X
(2)	Other assets	1 a (2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3)	Rental of facilities, equipment, or other assets	1 b (3)	X
(4)	Reimbursement arrangements	1 b (4)	X
(5)	Loans or loan guarantees	1 b (5)	X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	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

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
Workers United	Labor Union	Common Control & Historic

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.

Sign Here ►  | 11/14/12 ► Executive Director
Signature of officer or trustee Date Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ► <u>WORKERS UNITED</u>	Firm's EIN ►			Phone no
	Firm's address ► <u>12 WEST 31ST STREET, 12TH FLOOR</u> <u>NEW YORK</u> <u>NY</u> <u>10001</u>				

BAA

Form 990-PF (2011)

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

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

2011

Name of the organization	Employer identification number
The Sidney Hillman Foundation Inc.	13-5550943
Organization type (check one):	
Form 990 or 990-EZ	Section: <input type="checkbox"/> 501(c)(____) (enter number) organization <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation <input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation <input type="checkbox"/> 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)

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

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

Name of organization

The Sidney Hillman Foundation Inc.

Employer identification number

13-5550943

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALICO 333 Westchester Avenue White Plains NY 10604	\$ 65,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	American Life Insurance Company 1200 Wooded Acres Drive Waco TX 76710	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	The Blackstone Charitable Foundation 345 Park Avenue New York NY 10154	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	Blue Wolf Capital Partners LLC 48 Wall Street, 3rd Floor New York NY 10005	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	Brad & Roberta Karp 115 Central Park West, Apt 3D New York NY 10023	\$ 11,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	BREF Partners, LLC Three World Financial Centre New York NY 10281	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

The Sidney Hillman Foundation Inc.

Employer identification number

13-5550943

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	Grant & Eisenhofer P.A. 1201 North Market Street Wilmington DE 19801	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	KPS Capital Partners, LP 485 Lexington Avenue, 3rd Floor New York NY 10017	\$ 250,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
9	Labaton Sucharow LLP 140 Broadway New York NY 10005	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
10	Landon Butler & Company, LP 700 13th Street, NW Suite 925 Washington DC 20005	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	Levi Strauss & Co 1155 Battery Street San Francisco CA 94111	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
12	Schulte Roth & Zabel LLP 919 Third Avenue New York NY 10022	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

The Sidney Hillman Foundation Inc.

Employer identification number

13-5550943

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	Amalgamated Bank 275 Seventh Avenue New York NY 10001	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
14	Phillips-Van Heusen Foundation, Inc. 200 Madison Avenue New York NY 10016	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
15	Council For American Fashion 33 West 14th Street New York NY 10011	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
16	United Federation Of Teachers, Local 2 52 Broadway New York NY 10004	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
17	Liz Claiborne Inc One Claiborne Avenue North Bergen NJ 07047	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
18	Home Box Office 1100 Avenue Of The Americas New York NY 10036	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

The Sidney Hillman Foundation Inc.

Employer identification number

13-5550943

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	1199SEIU United Healthcare Workers East 310 West 43rd Street NEW YORK NY 10036	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	S. Rothschild & Co., Inc. 500 7th Avenue NEW YORK NY 10018	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name	Employer Identification Number		
The Sidney Hillman Foundation Inc.	13-5550943		
Asset Information:			
Description of Property	<u>US Government Treasury Notes</u>		
Date Acquired:	How Acquired		
Date Sold:	Name of Buyer		
Sales Price	<u>306,395.</u>	Cost or other basis (do not reduce by depreciation)	<u>0.</u>
Sales Expense:	<u>300,777.</u>	Valuation Method	<u>Cost</u>
Total Gain (Loss):	<u>5,618.</u>	Accumulation	Depreciation
Description of Property			
Date Acquired:	How Acquired		
Date Sold:	Name of Buyer		
Sales Price	Cost or other basis (do not reduce by depreciation)		
Sales Expense:	Valuation Method		
Total Gain (Loss):	Accumulation Depreciation		
Description of Property			
Date Acquired	How Acquired		
Date Sold:	Name of Buyer		
Sales Price:	Cost or other basis (do not reduce by depreciation)		
Sales Expense:	Valuation Method		
Total Gain (Loss):	Accumulation Depreciation		
Description of Property			
Date Acquired:	How Acquired		
Date Sold:	Name of Buyer		
Sales Price:	Cost or other basis (do not reduce by depreciation)		
Sales Expense:	Valuation Method		
Total Gain (Loss):	Accumulation Depreciation		
Description of Property			
Date Acquired:	How Acquired		
Date Sold:	Name of Buyer		
Sales Price:	Cost or other basis (do not reduce by depreciation)		
Sales Expense:	Valuation Method		
Total Gain (Loss):	Accumulation Depreciation		
Description of Property			
Date Acquired:	How Acquired		
Date Sold:	Name of Buyer		
Sales Price:	Cost or other basis (do not reduce by depreciation)		
Sales Expense:	Valuation Method		
Total Gain (Loss):	Accumulation Depreciation		
Description of Property:			
Date Acquired:	How Acquired		
Date Sold:	Name of Buyer		
Sales Price:	Cost or other basis (do not reduce by depreciation)		
Sales Expense:	Valuation Method		
Total Gain (Loss):	Accumulation Depreciation		
Description of Property			
Date Acquired:	How Acquired		
Date Sold:	Name of Buyer		
Sales Price:	Cost or other basis (do not reduce by depreciation)		
Sales Expense:	Valuation Method		
Total Gain (Loss):	Accumulation Depreciation		

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Excise Tax</u>	<u>-180.</u>	<u>0.</u>	<u>0.</u>	<u>-180.</u>
<u>NY State Charitable Tax</u>	<u>125.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
<u>Payroll Taxes</u>	<u>7,305.</u>	<u>0.</u>	<u>0.</u>	<u>7,305.</u>
 Total	 <u>7,250.</u>	 <u>0.</u>	 <u>0.</u>	 <u>7,125.</u>

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Sidney Hillman Awards - NY</u>	<u>191,862.</u>	<u>0.</u>	<u>0.</u>	<u>191,862.</u>
<u>Sidney Hillman Awards - Canada</u>	<u>59,672.</u>	<u>0.</u>	<u>0.</u>	<u>59,672.</u>
<u>Sidney Hillman Awards - SC</u>	<u>31,134.</u>	<u>0.</u>	<u>0.</u>	<u>31,134.</u>
<u>Temporary Help</u>	<u>5,475.</u>	<u>0.</u>	<u>0.</u>	<u>5,475.</u>
<u>Postage</u>	<u>990.</u>	<u>0.</u>	<u>0.</u>	<u>990.</u>
<u>Office Supplies</u>	<u>385.</u>	<u>0.</u>	<u>0.</u>	<u>385.</u>
<u>Telephone</u>	<u>1,523.</u>	<u>0.</u>	<u>0.</u>	<u>1,523.</u>
<u>Insurance</u>	<u>194.</u>	<u>0.</u>	<u>0.</u>	<u>194.</u>
<u>Advertising</u>	<u>3,596.</u>	<u>0.</u>	<u>0.</u>	<u>3,596.</u>
<u>Photos</u>	<u>225.</u>	<u>0.</u>	<u>0.</u>	<u>225.</u>
<u>Amortization</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
<u>Investment Manager Fees</u>	<u>2,049.</u>	<u>0.</u>	<u>0.</u>	<u>2,049.</u>
<u>Bank Charges</u>	<u>427.</u>	<u>0.</u>	<u>0.</u>	<u>427.</u>
<u>Sidney Award</u>	<u>5,269.</u>	<u>0.</u>	<u>0.</u>	<u>5,269.</u>
<u>Payroll Service Fee</u>	<u>1,174.</u>	<u>0.</u>	<u>0.</u>	<u>1,174.</u>
<u>Triangle Fire Commemoration</u>	<u>112,354.</u>	<u>0.</u>	<u>0.</u>	<u>112,354.</u>
 Total	 <u>416,329.</u>	 <u>0.</u>	 <u>0.</u>	 <u>416,329.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a)	(b)	(c)	(d)
List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	How acquired P — Purchase D — Donation	Date acquired (month, day, year)	Date sold (month, day, year)
<u>US Treasury Notes</u>	<u>P</u>	<u>01/19/10</u>	<u>03/01/11</u>
<u>US Treasury Notes</u>	<u>P</u>	<u>01/19/10</u>	<u>03/09/11</u>
<u>US Treasury Notes</u>	<u>P</u>	<u>01/19/10</u>	<u>05/02/11</u>
<u>US Treasury Notes</u>	<u>P</u>	<u>01/19/10</u>	<u>05/02/11</u>
<u>FHLMC</u>	<u>P</u>	<u>01/19/10</u>	<u>05/23/11</u>
<u>FNMA</u>	<u>P</u>	<u>01/19/10</u>	<u>05/23/11</u>
<u>US Treasury Notes</u>	<u>P</u>	<u>01/19/10</u>	<u>06/01/11</u>
<u>FHLMC</u>	<u>P</u>	<u>01/19/10</u>	<u>06/03/11</u>
<u>FNMA</u>	<u>P</u>	<u>01/19/10</u>	<u>06/03/11</u>
<u>US Treasury Notes</u>	<u>P</u>	<u>01/19/10</u>	<u>06/03/11</u>
<u>US Treasury Notes</u>	<u>P</u>	<u>05/23/11</u>	<u>06/03/11</u>
<u>US Treasury Notes</u>	<u>P</u>	<u>01/19/10</u>	<u>06/03/11</u>
<u>US Treasury Notes</u>	<u>P</u>	<u>01/19/10</u>	<u>06/03/11</u>
<u>US Treasury Notes</u>	<u>P</u>	<u>01/19/10</u>	<u>06/09/11</u>
<u>US Treasury Notes</u>	<u>P</u>	<u>07/01/10</u>	<u>06/30/11</u>
<u>US Treasury Notes</u>	<u>P</u>	<u>07/01/10</u>	<u>06/30/11</u>
<u>US Treasury Notes</u>	<u>P</u>	<u>01/19/10</u>	<u>06/30/11</u>
<u>US Treasury Notes</u>	<u>P</u>	<u>01/19/10</u>	<u>06/30/11</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
US Treasury Notes	P	01/19/10	06/30/11
FNMA	P	01/19/10	07/08/11
UST Notes (TIPS)	P	01/19/10	07/14/11
FHLMC	P	01/19/10	08/16/11
FNMA	P	01/19/10	08/16/11
US Treasury Notes	P	07/21/10	09/14/11
UST Notes (TIPS)	P	01/19/10	09/14/11
FHLMC	P	01/19/10	09/22/11
FNMA	P	05/02/11	09/22/11
FNMA	P	01/19/10	09/22/11
US Treasury Notes	P	07/21/10	09/22/11
US Treasury Notes	P	07/01/10	09/22/11
US Treasury Notes	P	07/01/10	09/22/11
US Treasury Notes	P	07/01/10	09/22/11
FHLMC	P	01/19/10	10/06/11
US Treasury Notes	P	01/19/10	10/06/11
US Treasury Notes	P	01/19/10	10/06/11
US Treasury Notes	P	01/19/10	11/04/11
US Treasury Notes	P	01/19/10	11/21/11

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
5,219.	0.	5,404.	-185.
5,215.	0.	5,404.	-189.
5,047.	0.	5,044.	3.
5,185.	0.	5,404.	-219.
5,293.	0.	5,101.	192.
5,810.	0.	5,608.	202.
15,142.	0.	15,160.	-18.
11,007.	0.	11,033.	-26.
10,700.	0.	10,818.	-118.
10,110.	0.	10,069.	41.
5,116.	0.	5,044.	72.
10,953.	0.	10,146.	807.
5,054.	0.	5,034.	20.
4,051.	0.	4,025.	26.
7,305.	0.	7,327.	-22.
10,463.	0.	10,906.	-443.
10,854.	0.	10,902.	-48.
17,294.	0.	16,696.	598.
5,199.	0.	5,417.	-218.
12,751.	0.	11,680.	1,071.
5,063.	0.	5,071.	-8.
5,175.	0.	5,417.	-242.
5,020.	0.	5,004.	16.
6,224.	0.	5,424.	800.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (e) thru (h)

(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)
5,094.	0.	5,087.	7.
5,310.	0.	5,054.	256.
10,632.	0.	10,117.	515.
10,040.	0.	10,008.	32.
5,078.	0.	5,032.	46.
10,848.	0.	10,082.	766.
3,477.	0.	3,140.	337.
5,656.	0.	5,101.	555.
10,124.	0.	10,021.	103.
2,171.	0.	1,870.	301.
5,058.	0.	5,010.	48.
10,122.	0.	10,007.	115.
Total	0.	267,667.	5,193.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h)) gain minus column (k), but not less than -0- or losses (from column (h))
			-185.
			-189.
			3.
			-219.
			192.
			202.
			-18.
			-26.
			-118.
			41.
			72.
			807.
			20.
			26.
			-22.
			-443.
			-48.
			598.
			-218.
			1,071.
			-8.
			-242.
			16.
			800.
			7.
			256.
			515.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h)) gain minus column (k), but not less than -0- or losses (from column (h))
			32.
			46.
			766.
			337.
			555.
			103.
			301.
			48.
			115.
Total			<u>5,193.</u>

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>Clayola Brown</u> <u>12 West 31st Street, 12th FL</u> <u>New York NY 10001</u>	Director 1.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>Gary Bonadonna</u> <u>12 West 31st Street, 12th FL</u> <u>New York NY 10001</u>	Director 1.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>Danny Glover</u> <u>12 West 31st Street, 12th FL</u> <u>New York NY 10001</u>	Director 1.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>Jean Hervey</u> <u>12 West 31st Street, 12th FL</u> <u>New York NY 10001</u>	Director 1.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>Thomas Dubbs</u> <u>12 West 31st Street, 12th FL</u> <u>New York NY 10001</u>	Treasurer 1.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>Gerald Hudson</u> <u>12 West 31st Street, 12th FL</u> <u>New York NY 10001</u>	Director 1.00	0.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1

Continued

Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Mark Levinson 12 West 31st Street, 12th FL New York NY 10001	Secretary 1.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Michael Psaros 12 West 31st Street, 12th FL New York NY 10001	Director 1.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
US Treasury Notes			496,548.	496,548.
Total			496,548.	496,548.

Form 990-PF, Page 2, Part II, Line 14

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Computer Software	34,360.	29,053.	5,307.
Computer Hardware	2,929.	2,929.	0.
Total	37,289.	31,982.	5,307.

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	Fair Market Value
Deposits	11,458.	5,298.	5,298.
Accrued Interest Purchased	91.	50.	50.

Form 990-PF, Page 2, Part II, Line 15

Continued

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
	Book Value	Fair Market Value	
Total	<u>11,549.</u>	<u>5,348.</u>	<u>5,348.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Payroll Deductions Payable	48.	528.
Total	<u>48.</u>	<u>528.</u>