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

OMB No 1545-0052

**2011**

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

For calendar year 2011 or tax year beginning

06/01, 2011, and ending

05/31, 2012

Name of foundation <b>ROBERT RAUSCHENBERG FOUNDATION</b>		A Employer identification number <b>65-0200989</b>
Number and street (or P O box number if mail is not delivered to street address) <b>381 LAFAYETTE STREET</b>		B Telephone number (see instructions) <b>(212) 228-5283</b>
City or town, state, and ZIP code <b>NEW YORK, NY 10003</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 380,685,659.</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) <input type="checkbox"/> if the foundation is not required to attach Sch B		325,978,217.			
2 Check <input type="checkbox"/> Interest on savings and temporary cash investments		1,109.	1,109.	1,109.	ATCH 1
3 Dividends and interest from securities		93,081.	93,081.	93,081.	ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		16,838,513.			
b Gross sales price for all assets on line 6a <b>20,476,195.</b>					
7 Capital gain net income (from Part IV, line 2)			16,838,513.		
8 Net short-term capital gain				9,225.	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)				9,006.	ATCH 3
12 Total. Add lines 1 through 11		342,919,926.	16,932,703.	112,421.	
13 Compensation of officers, directors, trustees, etc.		358,750.	5,381.	5,381.	353,369.
14 Other employee salaries and wages		268,401.			268,401.
15 Pension plans, employee benefits		70,163.	1,688.	1,688.	68,475.
16a Legal fees (attach schedule) <b>ATCH 4</b>		738,141.	17,692.	17,692.	559,471.
b Accounting fees (attach schedule) <b>ATCH 5</b>		53,233.	719.	719.	46,514.
c Other professional fees (attach schedule) *		327,583.	4,200.	4,200.	310,265.
17 Interest					
18 Taxes (attach schedule) (see instructions) *		66,908.	1,408.	1,408.	65,500.
19 Depreciation (attach schedule) and depletion		97,153.			
20 Occupancy					
21 Travel, conferences, and meetings		82,097.			82,097.
22 Printing and publications		5,829.			5,829.
23 Other expenses (attach schedule) <b>ATCH 8</b>		386,161.			305,762.
24 Total operating and administrative expenses. Add lines 13 through 23		2,454,419.	31,088.	31,088.	2,065,683.
25 Contributions, gifts, grants paid		1,337,574.			992,955.
26 Total expenses and disbursements Add lines 24 and 25		3,791,993.	31,088.	31,088.	3,058,638.
27 Subtract line 26 from line 12		339,127,933.			
a Excess of revenue over expenses and disbursements			16,901,615.		
b Net investment income (if negative, enter -0-)				81,333.	
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

\*ATCH 6 JSA \*\* ATCH 7

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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		225,089.	262,910.	262,910.
	2	Savings and temporary cash investments		569,394.	10,606,322.	10,606,322.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		45,754.	93,246.	93,246.
	10 a	Investments - U.S. and state government obligations (attach schedule), **			700,085.	700,085.
	b	Investments - corporate stock (attach schedule) <b>ATCH 10</b>		2,500,893.	9,616,064.	9,616,064.
	c	Investments - corporate bonds (attach schedule) <b>ATCH 11</b>		275,615.	970,151.	970,151.
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) <b>ATCH 12</b>			243,938,012.	243,938,012.
14		Land, buildings, and equipment basis		52,800,489.		
		Less accumulated depreciation (attach schedule)		981,325.		
15		Other assets (describe <b>ATCH 13</b> )		9,886,500.	37,995,205.	62,679,705.
16		<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		16,459,993.	356,001,159.	380,685,659.
Net Assets or Fund Balances	17	Accounts payable and accrued expenses		82,992.	390,979.	
	18	Grants payable		254,310.	598,929.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )				
	23	<b>Total liabilities</b> (add lines 17 through 22)		337,302.	989,908.	
Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.	24	Unrestricted		16,122,691.	355,011,251.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	<b>Total net assets or fund balances</b> (see instructions)		16,122,691.	355,011,251.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		16,459,993.	356,001,159.		

### 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	16,122,691.
2	Enter amount from Part I, line 27a	2	339,127,933.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	355,250,624.
5	Decreases not included in line 2 (itemize) <b>ATTACHMENT 14</b>	5	239,373.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	355,011,251.

\*\*ATCH 9

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	16,838,513.	
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	9,225.	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,944,237.	3,190,177.	0.609445
2009	785,905.	2,145,206.	0.366354
2008	824,147.	1,544,899.	0.533463
2007	291,776.	997,744.	0.292436
2006	316,907.	850,415.	0.372650
2 Total of line 1, column (d)			2 2.174348
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 0.434870
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 28,381,699.
5 Multiply line 4 by line 3			5 12,342,349.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 169,016.
7 Add lines 5 and 6			7 12,511,365.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 3,222,707.

**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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	338,032.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	338,032.
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	338,032.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	36,505.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	370,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	406,505.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	68,473.	
11 Enter the amount of line 10 to be credited to 2012 estimated tax	11	68,473.	Refunded

**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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (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? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) DELAWARE, FLORIDA AND NEW YORK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	

Website address **WWW.RAUSCHENBERGFOUNDATION.ORG**

14 The books are in care of **SHARON ULLMAN** Telephone no **212-228-5283**  
 Located at **381 LAFAYETTE STREET NEW YORK, NY** ZIP + 4 **10003**

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

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes <input 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)? . . . . .		X
Organizations relying on a current notice regarding disaster assistance check here <b>▶</b> <input type="checkbox"/>		
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? . . . . .		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <b>▶</b> _____		
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.) . . . . .		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>▶</b> _____		
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) . . . . .		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		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? . . . . .		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

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

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

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

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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? ☐ Yes ☒ No **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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 16		358,750.	17,023.	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
ATTACHMENT 17		185,579.	5,106.	0

**Total number of other employees paid over \$50,000** ☐ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 18		656,757.
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 CONTINUATION OF A PROGRAM TO PROVIDE INSTRUCTION TO TEACHERS OF LEARNING DISABLED. HOST ANNUAL WORKSHOP TO PROVIDE GUIDANCE ON THE USE OF ART AS AN EDUCATIONAL ENHANCEMENT.	122,721.
2 THE FOUNDATION'S COLLECTION OF ARTWORK IS AVAILABLE FOR LOAN TO PUBLIC EXHIBITIONS IN FURTHERANCE OF ITS EXEMPT PURPOSE TO ENSURE THE ARTWORK'S VISIBILITY AND INTEGRATION INTO	
3 SCHOLARSHIP. IN THIS YEAR, ARTWORK WAS LOANED TO, AMONG OTHERS, THE GUGGENHEIM MUSEUM, MUSEUM LUDWIG, KUNSTHAUS BREGENZ AND FERRARA ARTE S.P.A.	289,464.
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	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	4,518,283.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,806,125.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	21,489,500.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	28,813,908.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	28,813,908.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	432,209.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	28,381,699.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,419,085.

**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.)

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

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	3,058,638.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	164,069.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	3,222,707.
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	3,222,707.

**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.

Form 990-PF (2011)

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**Part XIII Undistributed Income** (see instructions)

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

Form 990-PF (2011)

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

**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 . . . . .

06/30/1991

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

☒ X

4942(j)(3) or

4942(j)(5)

**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 . . . . .

Tax year	Prior 3 years				(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008		
81,333.	65,550.	73,885.	31,700.		252,468.
69,133.	55,718.	62,802.	26,945.		214,598.
3,222,707.	1,974,949.	785,905.	824,464.		6,808,025.
992,955.	520,639.	518,549.	462,846.		2,494,989.
2,229,752.	1,454,310.	267,356.	361,618.		4,313,036.
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
946,057.	106,339.	71,507.	51,497.		1,175,400.
<b>c</b> "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) )

N/A

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

N/A

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

Check here ☒ 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

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

**c** Any submission deadlines

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b> ATTACHMENT 19				992,955.
<b>Total</b> ..... ► <b>3a</b>				992,955.
<b>b Approved for future payment</b> ATTACHMENT 19				598,929.
<b>Total</b> ..... ► <b>3b</b>				598,929.

Form **990-PF** (2011)

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments . . . . .					
3	Interest on savings and temporary cash investments			14	1,109.	
4	Dividends and interest from securities . . . . .			14	93,081.	
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	16,838,513.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a					
b	MISCELLANEOUS INCOME					9,006.
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e) . . . .				16,932,703.	9,006.
13	Total. Add line 12, columns (b), (d), and (e) . . . . .				13	16,941,709.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]



# Schedule of Contributors

OMB No 1545-0047

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

2011

Name of the organization

ROBERT RAUSCHENBERG FOUNDATION

Employer identification number

65-0200989

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)(3) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

## General Rule

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

## Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

Name of organization ROBERT RAUSCHENBERG FOUNDATION

Employer identification number  
65-0200989**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT RAUSCHENBERG REVOCABLE TRUST 275 MADISON AVENUE NEW YORK, NY 10016	\$ 324,028,217.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	ROBERT RAUSCHENBERG REVOCABLE TRUST 275 MADISON AVENUE NEW YORK, NY 10016	\$ 1,950,000.	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)

Employer identification number

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

[illegible]

Name of organization ROBERT RAUSCHENBERG FOUNDATION

Employer identification number

65-0200989

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

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

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

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

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
MONEY MARKET INTEREST	1,109.	1,109.	1,109.
TOTAL	<u>1,109.</u>	<u>1,109.</u>	<u>1,109.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
BOND INTEREST DIVIDENDS	7,869. 85,212.	7,869. 85,212.	7,869. 85,212.
TOTAL	<u>93,081.</u>	<u>93,081.</u>	<u>93,081.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
MISCELLANEOUS INCOME	9,006.	9,006.
TOTALS	9,006.	9,006.

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PATTERSON BELKNAP WEBB & TYLER LLP - LEGAL SERVICES	353,845.	17,692.	17,692.	279,041.
VENABLE LLP				
- LEGAL SERVICES	612.			1,921.
CAPLIN & DRYSDALE				
- LEGAL SERVICES	12,381.			13,595.
ACKERMAN SENTERFITT				
- LEGAL SERVICES	51,145.			982.
LAIRD A. LILE, P.A.				
- LEGAL SERVICES	11,400.			7,919.
STEVEN L. HEARN, P.A.				
- LEGAL SERVICES	5,846.			5,846.
GOLDMAN FELCOSKI & STONE P.A.				
- LEGAL SERVICES	302,912.			250,167.
TOTALS	<u>738,141.</u>	<u>17,692.</u>	<u>17,692.</u>	<u>559,471.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONDON O'MEARA MCGINTY & DONNELLY LLP - ACCOUNTING & TAX SERVICES	53,233.	719.	719.	46,514.
TOTALS	<u>53,233.</u>	<u>719.</u>	<u>719.</u>	<u>46,514.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING FEES	276,981.	4,200.	4,200.	259,663.
OTHER PROFESSIONAL FEES	50,602.			50,602.
TOTALS	<u>327,583.</u>	<u>4,200.</u>	<u>4,200.</u>	<u>310,265.</u>

ATTACHMENT 7FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL EXCISE TAX	65,500.			65,500.
FOREIGN TAXES	1,408.	1,408.	1,408.	
TOTALS	<u>66,908.</u>	<u>1,408.</u>	<u>1,408.</u>	<u>65,500.</u>

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
OFFICE EXPENSES	117,763.
UTILITIES	16,208.
INSURANCE	70,368.
EVENT EXPENSES	48,720.
WEBSITE DEVELOPMENT	88,857.
MISCELLANEOUS EXPENSES	44,245.
TOTALS	<u>386,161.</u>

CHARITABLE PURPOSES
110,763.
16,208.
117,860.
48,720.
10,542.
1,669.
<u>305,762.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION

SEE ATTACHED SCHEDULE

US OBLIGATIONS TOTAL

<u>ATTACHMENT 9</u>	
<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
700,085.	700,085.
<u>700,085.</u>	<u>700,085.</u>

**Robert Rauschenberg Foundation**  
**12/31/2012**

**US Government Obligations**

	As of May 31, 2012		
	Shares	Cost	FMV
GNMA #430354 SF(4.00 - 08/15/41)	449,999.89	489,726.44	493,033.38
UNITED STATES TREASURY N/B(0.13 - 09/30/13)	100,000.00	99,890.63	99,848.00
UNITED STATES TREASURY N/B(5.25 - 11/15/28)	75,000.00	102,890.63	107,203.50
Total US Government Obligations		692,507.70	700,084.88

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 10

DESCRIPTION

SEE ATTACHED SCHEDULE

TOTALS

<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
9,616,064.	9,616,064.
<u>9,616,064.</u>	<u>9,616,064.</u>

Robert Rauschenberg Foundation  
12/31/2012

Corporate Stock

As of May 31, 2012		
Shares	Cost	FMV

3M CO.	1,580 00	135,844 26	133,367 80
ADOBE SYSTEMS INC	3,446 00	111,709 24	106,998 30
AIR PRODUCTS & CHEMICALS	1,851.00	161,134 60	146,303.04
ALLIANZ NFJ DIVIDEND VALUE FUND	4,959 93	59,569 00	56,444 00
AMAZON COM INC	727.00	142,632 85	154,785.57
AMER EXPRESS	3,022 00	163,464 49	168,718.26
AMERICAN BEACON ST BOND FUND CL C	57,534 43	505,116 72	502,275 55
ANALOG DEVICES	5,375 00	201,699 63	195,488 75
APPLE INC	397.00	213,536 43	229,358.81
BAKER HUGHES INC	2,460 00	108,999 80	102,655 80
BECTON DICKINSON	1,501 00	113,977 39	109,768.13
BLACKROCK MULTI SECTOR BOND FUND CL C	30,876 44	320,698 87	318,644 81
CANADIAN NATURAL RESOURCES	1,550 00	51,520 73	44,299.00
CARNIVAL CORP	2,212 00	67,245 77	70,983 08
CATERPILLAR INC	1,298 00	131,628 36	113,730 76
CISCO SYSTEMS INC	10,273 00	196,622 67	167,758 09
COCA-COLA COMPANY	2,189 00	158,000 87	163,583 97
COMCAST CORP	6,948 00	201,723 54	200,866 68
COSTCO WHOLESALE CORP	1,941 00	165,297 65	167,682 99
EBAY INC	2,562 00	105,557 22	100,404 78
EMERSON ELECTRIC COMPANY	3,086 00	150,436 21	144,332.22
EOG RESOURCES INC	860 00	91,949 00	85,398 00
EXELON CORP	2,600 00	99,797 00	96,148.00
FACEBOOK INC	2,275 00	84,164.13	67,340 00
FEDEX CORPORATION	1,875 00	165,911.80	167,137.50
FIDELITY ADVISOR STRATEGIC INCOME FD CL C	28,488 21	347,386 95	348,410 76
GOLDMAN SACHS GROUP INC	548 00	61,681 37	52,443 60
GOOGLE INC-CL A	334 00	201,045 51	194,007 24
GRAINGER WW	1,122 00	229,146 63	217,275 30
INTL BUSINESS MACHINES	803 00	159,726 10	154,898 70
JOHNSON & JOHNSON	2,264 00	146,294 72	141,341 52
JPM CHASE 8 625% J PFD CALL 9/2013	2,200 00	60,258 00	58,234 00
JP MORGAN CORE BOND FD CL C	28,889 59	312,396 00	348,986 19
M&T BANK CORPORATION	1,290 00	105,998 16	104,902 80
MICROSOFT CORP	7,285 00	227,195 75	212,649 15
MONSANTO COMPANY	2,267 00	172,944 38	175,012 40
NESTLES SA ADR	4,590 00	275,805 45	260,941 50
NOVARTIS AG-ADR	2,427 00	130,474 65	126,276 81
OCCIDENTAL PETROLEUM CORP	1,861 00	175,496 47	147,521 47
OPPENHEIMER RISING DIVIDENDS FD CL C	1,251 87	20,883 00	18,089 55
PEPSICO INC	2,385 00	153,047 46	161,822 25
PIMCO REAL RETURN FD CL C	28,171 48	320,800 31	348,481 26
PIMCO TOTAL RETURN CL C	25,496 64	260,878 00	287,602 07
PROCTER & GAMBLE CO	2,241 00	147,609 27	139,591.89
PROGRESSV CP OH	9,425 00	204,235 27	204,805 25
QUALCOMM INC	2,069.00	127,019 68	118,574.39
ROCHE HOLDINGS LTD-SPONS ADR	3,340 00	144,055 40	130,827 80
RS LOW DURATION BOND FD CL C	49,685 37	510,759 45	509,771 86
SOUTHWESTERN ENERGY CO	4,039 00	123,988 14	113,213.17
STAPLES INC	6,285 00	93,828 26	82,584 90
SYSO CORP	4,808 00	138,457 98	134,191.28
TEXAS INSTRUMENTS INC	3,396 00	105,608 46	96,718.08
TIFFANY & CO	1,631 00	106,286 27	90,341 09
UNION PACIFIC CORPORATION	1,119.00	120,864 44	124,656 60
US BANCORP	5,534 00	165,178.34	172,162 74
UTI WORLDWIDE INC	4,223 00	68,485 20	66,047 72
WALT DISNEY CO	3,693 00	157,204 48	168,807 03
WELLS FARGO & CO	5,339 00	168,846 11	171,114.95
WELLS FARGO 8 000% J PFD CALL 12/2017	2,000 00	58,980 00	58,140 00
WELLS FARGO ADVANTAGE ADJ RATE GOVT FD CL C	6,675 19	62,771 30	61,144 73

Total Corporate Stock

9,773,875 19 9,616,063.94

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED SCHEDULE	970,151.	970,151.
TOTALS	<u>970,151.</u>	<u>970,151.</u>

**Robert Rauschenberg Foundation**  
**12/31/2012**

**Corporate Bonds**

	As of May 31, 2012		
	Shares	Cost	FMV
BERKSHIRE HATHAWAY INC(1.90 - 01/31/17)	100,000.00	101,750.00	101,700.00
BP CAPITAL MARKETS PLC(5.25 - 11/07/13)	100,000.00	107,180.00	106,036.00
CONTINENTAL AIRLINES INC EETC 1997-4(6.90 - 01/02/18)	95,379.21	103,248.00	101,941.31
FORD MOTOR CREDIT CO LLC(8.00 - 06/01/14)	50,000.00	55,375.00	55,641.00
GOLDMAN SACHS GROUP INC MEDIUM TERM NTS MED	125,000.00	125,006.95	128,526.25
GOLDMAN SACHS GROUP INC MEDIUM TERM NTS MED	125,000.00	125,006.95	134,913.75
HOME DEPOT INC(5.40 - 03/01/16)	100,000.00	115,900.00	115,230.00
STAPLES INC(9.75 - 01/15/14)	100,000.00	114,125.00	112,623.00
WPP FINANCE (UK)(8.00 - 09/15/14)	100,000.00	115,000.00	113,540.00
Total Corporate Bonds		962,591.90	970,151.31

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 12

DESCRIPTION

ENDING  
BOOK VALUE

ENDING  
FMV

SUBSIDIARY HOLDINGS- UNTITLED  
PRESS, INC & ROBERT  
RAUSCHENBERG, INC- SEE  
STATEMENT ATTACHED

243,938,012.

243,938,012.

TOTALS

243,938,012.

243,938,012.

## BALANCE SHEET:

## PART II, LINE 12:OTHER INVESTMENTS

UNTITLED PRESS, INC. IS A FUNCTIONALLY RELATED BUSINESS WITH RESPECT TO THE FOUNDATION WHICH HOLDS ORIGINAL ARTWORK CREATED BY ROBERT RAUSCHENBERG. ROBERT RAUSCHENBERG, INC. IS A PASSIVE HOLDING COMPANY WHOSE PRINCIPAL ASSET, AN ART WAREHOUSE, IS USED IN FURTHERANCE OF THE FOUNDATION'S EXEMPT PURPOSES.

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 13

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ARTWORK I	6,805,000.	31,489,500.
ARTWORK II	31,190,205.	31,190,205.
TOTALS	<u>37,995,205.</u>	<u>62,679,705.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED DEPRECIATION OF INVESTMENTS

239,373.

TOTAL

239,373.

ATTACHMENT 15FORM 990PF, PART VII-A, LINE 11A-TRANSFERS FROM CONT. ENT. STATEMENT

CONTROLLED ENTITY'S NAME: UNTITLED PRESS, INC.  
CONTROLLED ENTITY'S ADDRESS: 381 LAFAYETTE ST  
CITY, STATE & ZIP: NEW YORK, NY 10003  
EIN: 59-1466448

CONTROLLED ENTITY'S NAME: ROBERT RAUSCHENBERG, INC.  
CONTROLLED ENTITY'S ADDRESS: 381 LAFAYETTE ST  
CITY, STATE & ZIP: NEW YORK, NY 10003  
EIN: 59-1280136

## ROBERT RAUSCHENBERG FOUNDATION

65-0200989

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CHRISTY MACLEAR 381 LAFAYETTE STREET NEW YORK, NY 10003	EXECUTIVE DIRECTOR 40.00	215,000.	2,605.	0
SHARON ULLMAN 381 LAFAYETTE STREET NEW YORK, NY 10003	DIR. FIN. & ADMIN. 40.00	143,750.	14,418.	0
CHRISTOPHER RAUSCHENBERG 381 LAFAYETTE STREET NEW YORK, NY 10003	PRESIDENT 15.00	0	0	0
DOROTHY LICHTENSTEIN 381 LAFAYETTE STREET NEW YORK, NY 10003	VICE PRESIDENT 2.00	0	0	0
ALLAN FULKERSON 381 LAFAYETTE STREET NEW YORK, NY 10003	TREASURER 15.00	0	0	0
SUSAN DAVIDSON 381 LAFAYETTE STREET NEW YORK, NY 10003	SECRETARY 15.00	0	0	0

MS. DAVIDSON WAS NOT COMPENSATED AS A BOARD MEMBER & SECRETARY BUT RECEIVED \$42,000 IN CONSULTING COMPENSATION FOR CURATOR SERVICES.

## ROBERT RAUSCHENBERG FOUNDATION

65-0200989

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 16 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
-------------------------	---	---------------------	--	--

SIDNEY FELSEN 381 LAFAYETTE STREET NEW YORK, NY 10003	BOARD MEMBER 2.00	0	0	0
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AGNES GUND 381 LAFAYETTE STREET NEW YORK, NY 10003	BOARD MEMBER 2.00	0	0	0
--	----------------------	---	---	---

FREDERICKA HUNTER 381 LAFAYETTE STREET NEW YORK, NY 10003	BOARD MEMBER 2.00	0	0	0
---	----------------------	---	---	---

RICHARD E. OLDENBURG 381 LAFAYETTE STREET NEW YORK, NY 10003	BOARD MEMBER 2.00	0	0	0
--	----------------------	---	---	---

BRADLEY JEFFRIES 381 LAFAYETTE STREET NEW YORK, NY 10003	BOARD MEMBER 1.00	0	0	0
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BOARD MEMBER UNTIL AUGUST 2011.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 16 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DAVID WHITE 381 LAFAYETTE STREET NEW YORK, NY 10003 BOARD MEMBER UNTIL AUGUST 2011. MR. WHITE WAS NOT COMPENSATED AS A BOARD MEMBER BUT RECEIVED COMPENSATION OF \$66,000 AS AN EMPLOYEE SUBSEQUENT TO RESIGNING FROM THE BOARD.	BOARD MEMBER 1.00	0	0	0
GINA GUY 381 LAFAYETTE STREET NEW YORK, NY 10003 BOARD MEMBER UNTIL AUGUST 2011. MS. GUY WAS NOT COMPENSATED AS A BOARD MEMBER BUT RECEIVED COMPENSATION OF \$42,150 AS AN EMPLOYEE SUBSEQUENT TO RESIGNING FROM THE BOARD.	BOARD MEMBER 1.00	0	0	0
DARRYL POTTORF 381 LAFAYETTE STREET NEW YORK, NY 10003 BOARD MEMBER UNTIL JUNE 2011.	BOARD MEMBER 2.00	0	0	0
GRAND TOTALS		358,750.	17,023.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>ATTACHMENT 17</u>	
			<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>	<u></u>
THOMAS BUEHLER 381 LAFAYETTE STREET NEW YORK, NY 10003	COLLECTIONS MANAGER 40.00	63,750.	0	0
DANIEL RILEY 381 LAFAYETTE STREET NEW YORK, NY 10003	OPERATIONS COOR. 40.00	55,829.	5,106.	0
DAVID WHITE 381 LAFAYETTE STREET NEW YORK, NY 10003	SENIOR CURATOR 40.00	66,000.	0	0
	TOTAL COMPENSATION	185,579.	5,106.	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
PATTERSON BELKNAP WEBB & TYLER LLP 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	LEGAL SERVICES	353,845.
GOLDMAN FELCOSKI & STONE P.A. 734 12TH AVENUE SOUTH NAPLES, FL 34102	LEGAL SERVICES	302,912.
	TOTAL COMPENSATION	<u>656,757.</u>

# Robert Rauschenberg Foundation

## June 2011 through May 2012

Grantee Organization	Beginning Balance	Authorized	Amount Paid FY 2012	Balance Due
General Operating Support				
<b>Merce Cunningham Dance Company</b>				
55 Bethune Street, New York, NY 10014	Public	50,000	50,000	
General Operating Support				
<b>Trisha Brown Dance Company</b>				
465 Greenwich Street, New York, NY 10013	Public	50,000	50,000	
General Operating Support				
<b>Lab School of Washington</b>				
4759 Reservoir Rd NW, Washington, DC 20007	Public	101,827	97,553	4,274
Lab School Power of Art program				
<b>Animal Refuge Center</b>				
P O Box 6642, Ft Myers, FL 33911	Public	10,000	10,000	
Medical/Surgical program				
<b>Big Arts (Barrier Island Group)</b>				
900 Dunlop Road, Sanibel, FL 33957	Public	5,000	5,000	
Scholarship program				
<b>Coalition for the Homeless, NYC</b>				
129 Fulton Street, New York, NY 10038	Public	75,000	75,000	
General Operating Support				
<b>Foundation for Lee County Public Schools</b>				
P O Box 1608, Fort Myer, FL 33902	Public	25,747	150,402	124,655
ArtSpeak program				
<b>RESPONSIVE GRANTS</b>				
<b>Aperture Foundation</b>				
547 West 27th Street, 4th Floor, New York, NY 10001	Public	6,000	6,000	
Support for multimedia application <i>Merce Cunningham Fifty Years</i>				
<b>Creative Time</b>				
59 East 4th Street 6th Floor, New York, NY 10003	Public	20,000	20,000	
Support for Local Reports program				
<b>Exit Art</b>				
475 Tenth Avenue, New York, NY 10018	Public	20,000	20,000	

# Robert Rauschenberg Foundation

## June 2011 through May 2012

Grantee Organization	Beginning Balance	Authorized	Amount Paid FY 2012	Balance Due
<b>AIC GRANTS</b>				
<b>Bemis Center for Contemporary Arts</b>	Public	50,000	50,000	
724 South 12th Street, Omaha, NE 68102				
Support for <i>Town Hall</i> project				
<b>The Drawing Center</b>	Public	105,000	40,000	65,000
35 Wooster St, New York, NY 10013				
Three performance works: <i>point-move-line, Seven and Drawing Lessons</i>				
<b>Heart of Los Angeles</b>	Public	150,000	50,000	100,000
2701 Wilshire Blvd Suite 100, Los Angeles, CA 90057				
Support for Public Art and Visual Art Programs				
<b>Machine Project</b>	Public	50,000	15,000	35,000
1200-D North Alvarado Street, Los Angeles, CA 90026				
Support for two untitled public projects				
<b>North Dakota Museum of Art</b>	Public	150,000	50,000	100,000
261 Centennial Drive, Grand Forks, ND 58202				
Support for Spirit Lake Reservation project				
<b>Streb Inc,</b>	Public	150,000	75,000	75,000
51 North 1st Street, Brooklyn, NY 11211				
Support for ESSENTIALIST ACTS				
<b>Space One Eleven</b>	Public	20,000	20,000	
2409 Second Avenue North, Birmingham, AL 35203				
Support for planning of (re)Moving Walls				
<b>Ballroom Marfa</b>	Public	75,000	75,000	
P O Box 1661, Marfa, TX 79843				
Support for <i>Carbon 13</i> and <i>Marfa Dialogues</i>				
<b>New York Foundation for the Arts - Mary Miss/City as Living Laboratory</b>	Public	50,000		50,000
20 Jay Street 7th Floor, Brooklyn, NY 11201				
Support for <i>Broadway 1000 Steps</i> project				
<b>LEGACY GRANTS</b>				
<b>Abuse, Counseling, and Treatment, Inc</b>	Public	75,000	75,000	
P O Box 60401, FT Myers, FL 33906				

**Robert Rauschenberg Foundation**  
**June 2011 through May 2012**

Grantee Organization	Beginning Balance	Authorized	Amount Paid FY 2012	Balance Due
Support for publication <i>Unfinished Memories 30 Years of Exit Art</i>				
<b>Museum of Contemporary Art Cleveland</b>	Public	20,000	20,000	
8501 Carnegie Avenue, Cleveland, OH 44106				
Support for <i>Inside Out and From the Ground Up</i>				
<b>Noguchi Museum</b>	Public	34,000	34,000	
32037 Vernon Boulevard, Long Island City, NY 11106				
Support for <i>Civic Action A Vision for Long Island City</i>				
<b>International Print Center New York</b>	Public	5,000	5,000	
508 West 26th Street, 5th Floor, New York, NY 10001				
General Operating Support				
<b>LongHouse Reserve</b>	Public	5,000		5,000
133 Hands Creek Road, East Hampton, NY 11937				
General Operating Support				
<b>Brooklyn Academy of Music</b>	Public	25,000		25,000
30 Lafayette Ave, Brooklyn, NY 11217				
Support for BAM Richard B Fisher Building programs				
<b>The Aspen Institute</b>	Public	15,000		15,000
One Dupont Circle, Washington DC 20036				
Support for National Study of Artist-Endowed Foundations				
	254,310	1,337,574	992,955	598,929

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
488,995.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 451,682.				37,313.	
255,000.		ARTWORK - # 98.F002 PROPERTY TYPE: OTHER 115,000.				140,000.	
102,000.		ARTWORK - # 98.F005 PROPERTY TYPE: OTHER 3,500.				98,500.	
3,060,000.		ARTWORK - # 98.F008 PROPERTY TYPE: OTHER 310,000.				2,750,000.	
595,000.		ARTWORK - # 98.F012 PROPERTY TYPE: OTHER 25,000.				570,000.	
7,650,000.		ARTWORK - # 98.F015 PROPERTY TYPE: OTHER 350,000.				7,300,000.	
1,275,000.		ARTWORK - # 98.F013 PROPERTY TYPE: OTHER 175,000.				1,100,000.	
1,275,000.		ARTWORK - # 98.F016 PROPERTY TYPE: OTHER 350,000.				925,000.	
1,275,000.		ARTWORK - # 202.F001 PROPERTY TYPE: OTHER 275,000.				1,000,000.	
495,000.		ARTWORK - # 202.F006 PROPERTY TYPE: OTHER 125,000.				370,000.	
10,200.		ARTWORK - # 204.F001 PROPERTY TYPE: OTHER 4,000.				6,200.	
2,975,000.		ARTWORK - # 206.F004 PROPERTY TYPE: OTHER 800,000.				2,175,000.	

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
255,000.		ARTWORK - # 206.F007 PROPERTY TYPE: OTHER 250,000.				5,000.	
425,000.		ARTWORK - # 206.F010 PROPERTY TYPE: OTHER 350,000.				75,000.	
255,000.		ARTWORK - # 206.F011 PROPERTY TYPE: OTHER 3,500.				251,500.	
42,500.		ARTWORK - # 206.F012.AP1/2 PROPERTY TYPE: OTHER 50,000.				-7,500.	
17,000.		ARTWORK - # 67.C004 PROPERTY TYPE: OTHER				17,000.	
25,500.		ARTWORK - # 69.C005 PROPERTY TYPE: OTHER				25,500.	
TOTAL GAIN(LOSS) .....						<u>16838513.</u>	

Form **8868**

(Rev. January 2012)

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

**Type or  
print**File by the  
due date for  
filing your  
return. See  
instructions

Name of exempt organization or other filer, see instructions.

Employer identification number (EIN) or

ROBERT RAUSCHENBERG FOUNDATION

☒ 65-0200989

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

381 LAFAYETTE STREET

City, town or post office, state, and ZIP code. For a foreign address, see instructions

NEW YORK, NY 10003

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

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

- The books are in the care of ► SHARON ULLMAN

Telephone No. ► 212 228-5283

FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 01/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year 20\_\_\_\_ or
- ☒ tax year beginning 06/01, 2011, and ending 05/31, 2012

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

- 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. **3a** \$ 406,505
- b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. **3b** \$ 36,505
- c **Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. **3c** \$ 370,000

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

• 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).

<b>Type or print</b>  File by the due date for filing your return See instructions	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	ROBERT RAUSCHENBERG FOUNDATION	<input checked="" type="checkbox"/> 65-0200989
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	381 LAFAYETTE STREET	<input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions.	
	NEW YORK, NY 10003	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . ☐ 0 ☐ 1 ☐ 2 ☐ 3 ☐ 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 **SHARON ULLMAN**  
Telephone No **212 228-5283** 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

- I request an additional 3-month extension of time until **04/15**, 20 **13**
- For calendar year , or other tax year beginning **06/01**, 20 **11**, and ending **05/31**, 20 **12**
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension **ALL THE INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTIVELY REQUEST ADDITIONAL TIME TO COMPLETE THE RETURN.**

<b>8a</b> 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	<b>8a</b> \$ <b>406,505</b>
<b>b</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	<b>8b</b> \$ <b>406,505</b>
<b>c Balance Due.</b> Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	<b>8c</b> \$ <b>0-</b>

**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

ACCOUNTANTS AUTHORIZED TO SIGN RETURNS

**JAN 11 2013**

Signature

Title

Date

Form 8868 (Rev 1-2012)

CONDON O'MEARA MCGINTY & DONNELLY  
1 BATTERY PARK PLAZA, 7TH Floor  
NEW YORK, NY 10004-1405