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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2011Department 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 **NOV 1, 2011**, and ending **OCT 31, 2012**

Name of foundation

A Employer identification number

ROBERT STERLING CLARK FOUNDATION, INC.**13-1957792**

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

135 EAST 64TH STREET

B Telephone number

(212) 288-8900

City or town, state, and ZIP code

NEW YORK, NY 10065C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

\$ 91,733,173. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify) _____F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**

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

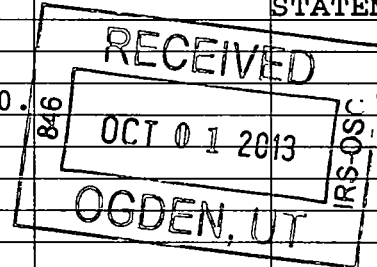
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,289,038.	2,289,038.		
	5a Gross rents	46,200.	46,200.		STATEMENT 1
	b Net rental income or (loss)	41,200.			STATEMENT 2
	6a Net gain or (loss) from sale of assets not on line 10	<523,268.>			
	b Gross sales price for all assets on line 6a	10,280,726.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,460,162.	1,460,162.		STATEMENT 3
	12 Total Add lines 1 through 11	3,272,132.	3,795,400.		
	13 Compensation of officers, directors, trustees, etc	268,760.	26,876.		241,883.
	14 Other employee salaries and wages	302,500.	0.		302,500.
	15 Pension plans, employee benefits	181,483.	4,516.		176,967.
	16a Legal fees STMT 4	5,934.	0.		5,934.
	b Accounting fees STMT 5	136,500.	40,950.		95,550.
	c Other professional fees STMT 6	287,142.	268,669.		18,473.
	17 Interest				
	18 Taxes STMT 7	114,164.	3,301.		29,713.
	19 Depreciation and depletion	39,045.	0.		
	20 Occupancy	81,177.	8,118.		73,059.
	21 Travel, conferences, and meetings	39,914.	0.		39,914.
	22 Printing and publications	12,620.	0.		12,620.
	23 Other expenses STMT 8	136,764.	13,188.		123,576.
	24 Total operating and administrative expenses Add lines 13 through 23	1,606,003.	365,618.		1,120,189.
	25 Contributions, gifts, grants paid	4,149,571.			4,149,571.
	26 Total expenses and disbursements. Add lines 24 and 25	5,755,574.	365,618.		5,269,760.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<2,483,442.>			
	b Net investment income (if negative, enter -0-)		3,429,782.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	12,021,784.	16,667.	16,667.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	1,995,287.	0.	0.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	79,515,082.	91,068,518.	91,101,098.
	14 Land, buildings, and equipment basis ▶ 1,154,633.			
	Less accumulated depreciation STMT 11 ▶ 565,080.	628,598.	589,553.	589,553.
	15 Other assets (describe ▶ STATEMENT 12)	25,530.	25,855.	25,855.
	16 Total assets (to be completed by all filers)	94,186,281.	91,700,593.	91,733,173.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	94,186,281.	91,700,593.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	94,186,281.	91,700,593.		
31 Total liabilities and net assets/fund balances	94,186,281.	91,700,593.		

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	94,186,281.
2 Enter amount from Part I, line 27a	2	<2,483,442.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	91,702,839.
5 Decreases not included in line 2 (itemize) ▶ PFIC INCOME RECORDED ON TAX RETURN	5	2,246.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	91,700,593.

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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 SALES OF SECURITIES - SCHEDULE A	P	VARIOUS	VARIOUS
b THE COLCHESTER GLOBAL BOND FUND	P	01/01/11	12/31/11
c THE WELLINGTON MANAGEMENT FUND	P	01/01/11	12/31/11
d 18,900 SHRS ENSTAR GROUP LTD	P	05/24/07	11/10/11
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 8,483,465.		8,793,177.	<309,712.>
b		9,460.	<9,460.>
c		6,444.	<6,444.>
d 1,797,261.		1,994,913.	<197,652.>
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			<309,712.>
b			<9,460.>
c			<6,444.>
d			<197,652.>
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	<523,268.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	5,848,624.	90,230,111.	.064819
2009	5,177,771.	85,764,193.	.060372
2008	5,573,439.	78,009,053.	.071446
2007	6,227,250.	112,873,827.	.055170
2006	6,292,904.	124,550,826.	.050525

2 Total of line 1, column (d)	2	.302332
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	.060466
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	82,523,165.
5 Multiply line 4 by line 3	5	4,989,846.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	34,298.
7 Add lines 5 and 6	7	5,024,144.
8 Enter qualifying distributions from Part XII, line 4	8	5,269,760.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	34,298.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	34,298.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	34,298.
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 payments and 2010 overpayment credited to 2011	6a	98,426.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	98,426.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	64,128.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 64,128. Refunded <input checked="" type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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) <input checked="" type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

N/A

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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? Website address ► <u>WWW.RSCLARK.ORG</u>	13	X	
14	The books are in care of ► <u>CHRISTOPHER WEIR</u> Located at ► <u>685 THIRD AVENUE, NEW YORK, NY</u> Telephone no. ► <u>212-503-8800</u> ZIP+4 ► <u>10017</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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 ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► _____	<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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5bOrganizations relying on a current notice regarding disaster assistance check here ☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

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

6b**X****7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		268,760.	45,164.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAURA WOLFF - 135 EAST 64TH STREET, NEW YORK, NY 10065	PROGRAM OFFICER 40.00	130,000.	52,728.	0.
ROSLYN BLACK-EIMICKE - 135 EAST 64TH STREET, NEW YORK, NY 10065	PROGRAM OFFICER 40.00	110,000.	27,316.	0.
ALICIA M. SYLVIA - 135 EAST 64TH STREET, NEW YORK, NY 10065	ADMINISTRATIVE ASSISTANT 40.00	62,500.	30,309.	0.

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MARKS PANETH & SHRON LLP 685 THIRD AVENUE, NEW YORK NY 10017	ACCOUNTING	109,000.
PRIME, BUCHHOLZ & ASSOCIATES, INC 273 CORPORATE DRIVE PORTSMOUTH, NH 03801	INVESTMENT ADVISOR	107,726.

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 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	78,845,451.
b Average of monthly cash balances	1b	1,515,080.
c Fair market value of all other assets	1c	3,419,332.
d Total (add lines 1a, b, and c)	1d	83,779,863.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	83,779,863.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,256,698.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	82,523,165.
6 Minimum investment return. Enter 5% of line 5	6	4,126,158.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	4,126,158.
2a Tax on investment income for 2011 from Part VI, line 5	2a	34,298.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	34,298.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	4,091,860.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	4,091,860.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,091,860.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,269,760.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,269,760.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	34,298.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,235,462.

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				4,091,860.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	254,079.			
b From 2007	611,983.			
c From 2008	1,684,258.			
d From 2009	998,861.			
e From 2010	2,066,266.			
f Total of lines 3a through e	5,615,447.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	5,269,760.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				4,091,860.
e Remaining amount distributed out of corpus	1,177,900.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,793,347.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	254,079.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	6,539,268.			
10 Analysis of line 9:				
a Excess from 2007	611,983.			
b Excess from 2008	1,684,258.			
c Excess from 2009	998,861.			
d Excess from 2010	2,066,266.			
e Excess from 2011	1,177,900.			

N/A

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

☐ 4942(i)(3) or ☐ 4942(i)(5)

- b 85% of line 2a**

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3 Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 14

- 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**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE B			GRANTS	4,149,571.
Total			3a	4,149,571.
b Approved for future payment				
SEE ATTACHED SCHEDULE B			GRANTS	1,395,000.
Total			3b	1,395,000.

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	BUILDINGS	041596	SL	39.00	16	979,775.			979,775.	389,391.		25,122.
2	FURNITURE & FIXTURE	041596	SL	5.00	16	56,869.			56,869.	56,869.		0.
3	FURNITURE & FIXTURE	041597	SL	5.00	16	5,322.			5,322.	5,322.		0.
4	COMPUTER	041599	SL	5.00	16	4,854.			4,854.	4,854.		0.
5	PHONE EQUIPMENT	091599	SL	5.00	16	3,210.			3,210.	3,210.		0.
6	CAPITAL IMPROVEMENTS	071500	SL	39.00	16	8,000.			8,000.	2,323.		205.
7	CAPITAL IMPROVEMENTS	071500	SL	39.00	16	15,127.			15,127.	4,397.		388.
8	CAPITAL IMPROVEMENTS	071500	SL	39.00	16	2,400.			2,400.	703.		62.
9	CAPITAL IMPROVEMENTS	071500	SL	39.00	16	2,464.			2,464.	714.		63.
10	FURNITURE & FIXTURE	011500	SL	5.00	16	862.			862.	862.		0.
11	FURNITURE & FIXTURE	021500	SL	5.00	16	260.			260.	260.		0.
12	FURNITURE & FIXTURE	081500	SL	5.00	16	152.			152.	152.		0.
13	FURNITURE & FIXTURE	101500	SL	5.00	16	1,307.			1,307.	1,307.		0.
14	SOFA	111500	SL	5.00	16	2,600.			2,600.	2,600.		0.
15	FURNITURE & FIXTURE	111500	SL	5.00	16	2,206.			2,206.	2,206.		0.
16	COMPUTER EQUIPMENT	071503	SL	5.00	16	6,680.			6,680.	6,680.		0.
17	CARPET	070105	SL	5.00	16	4,750.			4,750.	4,750.		0.
18	VACUUM	050106	SL	5.00	16	483.			483.	483.		0.

128102
05-01-11

(D) - Asset disposed

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

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
19	MULTICHANNEL PHONE	050106SL		5.00	16	106.			106.	106.		0.
20	CARPET	110106SL		5.00	16	2,475.			2,475.	2,393.		0.
21	TELEVISION	090107SL		5.00	16	960.			960.	800.		160.
22	WEBSITE	102709SL		3.00	16	39,292.			39,292.	29,143.		10,149.
23	COMPUTER	060109SL		5.00	16	9,588.			9,588.	4,635.		1,918.
24	FURNITURE & FIXTURE	112009SL		5.00	16	4,891.			4,891.	1,875.		978.
	* TOTAL 990-PF PG 1 DEPR					1154633.		0.	1154633.	526,035.	0.	39,045.

FORM 990-PF	RENTAL INCOME	STATEMENT	1
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
135 E 64TH STREET NY, NY	1	46,200.
TOTAL TO FORM 990-PF, PART I, LINE 5A		46,200.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	2
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
VARIOUS RENTAL EXPENSES		5,000.	
- SUBTOTAL -	1		5,000.
TOTAL RENTAL EXPENSES			5,000.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			41,200.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	2,244.	2,244.	
PARTNERSHIP INCOME - CIPEF V, L.P.	1,455,672.	1,455,672.	
S.A.R.L.	2,246.	2,246.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,460,162.	1,460,162.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,934.	0.		5,934.
TO FM 990-PF, PG 1, LN 16A	5,934.	0.		5,934.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MARKS PANETH & SHRON, LLP	109,000.	32,700.		76,300.
BUCHBINDER TUNICK & COMPANY, LLP	27,500.	8,250.		19,250.
TO FORM 990-PF, PG 1, LN 16B	136,500.	40,950.		95,550.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEUTSCHE BANK	42,979.	42,979.		0.
BECK, MACK & OLIVER	33,474.	33,474.		0.
PRIME, BUCHHOLZ & ASSOCIATES, INC	107,726.	107,726.		0.
CONSULTING	18,473.	0.		18,473.
NORTHERN TRUST COMPANY	26,749.	26,749.		0.
STATE STREET BOSTON	57,741.	57,741.		0.
TO FORM 990-PF, PG 1, LN 16C	287,142.	268,669.		18,473.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	33,014.	3,301.		29,713.	
TAXES - OTHER	1,500.	0.		0.	
FEDERAL EXCISE TAX	79,650.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	114,164.	3,301.		29,713.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BOOKS & PERIODICALS	2,357.	0.		2,357.	
INSURANCE-OTHER	78,977.	0.		78,977.	
OFFICE	44,306.	11,077.		33,229.	
TELEPHONE	8,442.	2,111.		6,331.	
TEMPORARIES	2,682.	0.		2,682.	
TO FORM 990-PF, PG 1, LN 23	136,764.	13,188.		123,576.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS			0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B			0.	0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CIPEF V, LP	COST	3,750,649.	3,419,332.
PRIME BUCHHOLZ-SCHD C	FMV	87,317,869.	87,681,766.
TOTAL TO FORM 990-PF, PART II, LINE 13		91,068,518.	91,101,098.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
BUILDINGS	979,775.	414,513.	565,262.
FURNITURE & FIXTURE	56,869.	56,869.	0.
FURNITURE & FIXTURE	5,322.	5,322.	0.
COMPUTER	4,854.	4,854.	0.
PHONE EQUIPMENT	3,210.	3,210.	0.
CAPITAL IMPROVEMENTS	8,000.	2,528.	5,472.
CAPITAL IMPROVEMENTS	15,127.	4,785.	10,342.
CAPITAL IMPROVEMENTS	2,400.	765.	1,635.
CAPITAL IMPROVEMENTS	2,464.	777.	1,687.
FURNITURE & FIXTURE	862.	862.	0.
FURNITURE & FIXTURE	260.	260.	0.
FURNITURE & FIXTURE	152.	152.	0.
FURNITURE & FIXTURE	1,307.	1,307.	0.
SOFA	2,600.	2,600.	0.
FURNITURE & FIXTURE	2,206.	2,206.	0.
COMPUTER EQUIPMENT	6,680.	6,680.	0.
CARPET	4,750.	4,750.	0.
VACUUM	483.	483.	0.
MULTICHANNEL PHONE	106.	106.	0.
CARPET	2,475.	2,393.	82.
TELEVISION	960.	960.	0.
WEBSITE	39,292.	39,292.	0.
COMPUTER	9,588.	6,553.	3,035.
FURNITURE & FIXTURE	4,891.	2,853.	2,038.
TOTAL TO FM 990-PF, PART II, LN 14	1,154,633.	565,080.	589,553.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OTHER CURRENT ASSETS	25,530.	25,855.	25,855.
TO FORM 990-PF, PART II, LINE 15	25,530.	25,855.	25,855.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 13
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARGARET C. AYERS 135 EAST 64TH STREET NEW YORK, NY 10065	PRESIDENT 40.00	268,760.	45,164.	0.
JAMES ALLEN SMITH 135 EAST 64TH STREET NEW YORK, NY 10065	CHAIRMAN 0.50	0.	0.	0.
JOANNA D. UNDERWOOD 135 EAST 64TH STREET NEW YORK, NY 10065	SECRETARY 0.50	0.	0.	0.
CLARA MILLER 135 EAST 64TH STREET NEW YORK, NY 10065	TREASURER 0.50	0.	0.	0.
PAUL R. DOLAN 135 EAST 64TH STREET NEW YORK, NY 10065	TRUSTEE 0.50	0.	0.	0.
JULIE C. MURACO 135 EAST 64TH STREET NEW YORK, NY 10065	TRUSTEE 0.50	0.	0.	0.
JOHN HOYT STOOKEY 135 EAST 64TH STREET NEW YORK, NY 10065	TRUSTEE 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		268,760.	45,164.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 14
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LAURA WOLFF, ACTING EXECUTIVE DIRECTOR ROBERT STERLING CLARK FOUNDATION
135 EAST 64TH STREET
NEW YORK, NY 10065

TELEPHONE NUMBER

212-288-8900

FORM AND CONTENT OF APPLICATIONS

REQUESTS SHOULD INCLUDE BUDGETS (PAST, PRESENT, PROJECTED). THE INDIVIDUAL PROJECT PROPOSAL SHOULD INCLUDE, IN ADDITION TO A DESCRIPTION OF THE PLANNED WORK, A BUDGET, PRECISE EXPECTATIONS, PLANS FOR EVALUATION, BACKGROUND OF THOSE INVOLVED AND A STATEMENT OF PLANS FOR FUTURE SUPPORT. THE MAIN BODY OF THE APPLICATION SHOULD NOT EXCEED 15 PAGES ALSO, A ONE PAGE SUMMARY IS REQUIRED.

ANY SUBMISSION DEADLINES

THE FOUNDATION RECEIVES AND REVIEWS PROPOSALS YEAR ROUND.

RESTRICTIONS AND LIMITATIONS ON AWARDS

LIMITED TO THE THREE AREAS WITHIN ITS PRESENT CONCENTRATION

- 1) STRENGTHENING CULTURAL INSTITUTIONS.
- 2) IMPROVING THE PERFORMANCE OF PUBLIC INSTITUTIONS IN NEW YORK.
- 3) ENSURING ACCESS TO FAMILY PLANNING SERVICES.

N. B. THE FOUNDATION WILL CONTINUE TO SUPPORT NATIONAL ORGANIZATIONS WORKING IN THESE AREAS TO ENSURE THAT WOMEN HAVE ACCESS TO COMPREHENSIVE REPRODUCTIVE HEALTH INFORMATION AND SERVICES. FUNDS WILL ALSO BE MADE AVAILABLE TO ORGANIZATIONS WORKING IN INDIVIDUAL STATES TO SUPPORT THE DEVELOPMENT OF PRO-CHOICE COALITIONS TO COUNTERACT LOCAL ANTI-CHOICE INITIATIVES.

Marks Paneth & Shron LLP
REALIZED GAINS AND LOSSES
ROBERT STERLING CLARK FOUNDATION
Deutsche Bank
Account # 630868
From 11-01-11 Through 10-31-12

Open Date	Close Date	Quantity	Security	Security Symbol	Cost Basis	Proceeds	Gain Or Loss	
							Short Term	Long Term
VANGUARD FXD INC SECS INT-TRM TR ADM								
10-01-11	11-02-11	646 970	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	7,847 68	7,847 75	0 07	
09-01-11	11-02-11	642 500	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	7,748 49	7,793 52	45 03	
11-01-11	11-02-11	693 740	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	8,366 44	8,415 07	48 63	
08-01-11	11-02-11	767 300	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	9,023 45	9,307 35	283 90	
06-02-11	11-02-11	784 620	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	9,078 09	9,517 44	439 35	
07-01-11	11-02-11	784 970	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	9,050 73	9,521 69	470 96	
05-03-11	11-02-11	760 170	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	8,658 37	9,220 86	562 49	
01-31-11	11-02-11	36,139 850	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	409,825 90	438,376 32	28,550 42	
12-01-11	08-01-12	507 100	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	6,125 72	6,009 13	-116 59	
06-01-12	08-01-12	525 870	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	6,205 22	6,231 56	26 34	
02-01-12	08-01-12	505 430	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	5,953 92	5,989 35	35 43	
06-29-12	08-01-12	496 260	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	5,835 96	5,880 68	44 72	
01-01-12	08-01-12	503 940	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	5,896 14	5,971 69	75 55	
03-01-12	08-01-12	458 420	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	5,358 90	5,432 28	73 38	
12-30-11	08-01-12	12,128 390	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	141,659 54	143,721 41	2,061 87	
12-30-11	08-01-12	3,310 640	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	38,668 22	39,231 08	562 86	
05-01-12	08-01-12	462 790	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	5,400 78	5,484 06	83 28	
04-01-12	08-01-12	481 670	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	5,544 00	5,707 79	163 79	
04-01-12	08-01-12	1,452 200	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	16,714 82	17,208 57	493 75	
04-01-12	08-01-12	1,046 940	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	12,050 22	12,406 24	356 02	
01-31-11	08-01-12	26,643 560	VANGUARD FXD INC SECS INT-TRM TR ADM	mfusvfui x	302,137 97	315,726 16		13,588 19
					1,027,150 56	1,075,000 00	34,261 25	13,588 19

This report was compiled from information provided by various investment brokers and an independent pricing service

Marks Paneth & Shron LLP
REALIZED GAINS AND LOSSES
ROBERT STERLING CLARK FOUNDATION
Deutsche Bank
Account # 630868
From 11-01-11 Through 10-31-12

Open Date	Close Date	Quantity	Security	Security Symbol	Cost Basis	Proceeds	Gain Or Loss	
							Short Term	Long Term
VANGUARD INDEX FDS MIDCAP IDX SIG								
03-23-11	11-02-11	19 880	VANGUARD INDEX FDS MIDCAP IDX SIG	mfusvmis x	605 04	566 18	-38 86	
01-31-11	11-02-11	151,260 500	VANGUARD INDEX FDS MIDCAP IDX SIG	mfusvmis x	4,500,000 00	4,307,899 24	-192,100 76	
					4,500,605 04	4,308,465 42	-192,139 62	
VANGUARD INDEX FDS TTL STMKT IDSIG								
03-26-12	04-27-12	2,518 920	VANGUARD INDEX FDS TTL STMKT IDSIG	mfusvtss x	84,938 13	85,416 57	478 44	
03-25-11	04-27-12	779 980	VANGUARD INDEX FDS TTL STMKT IDSIG	mfusvtss x	24,772 00	26,449 12		1,677 12
06-24-11	04-27-12	790 800	VANGUARD INDEX FDS TTL STMKT IDSIG	mfusvtss x	24,688 70	26,816 03	2,127 33	
01-31-11	04-27-12	38,670 550	VANGUARD INDEX FDS TTL STMKT IDSIG	mfusvtss x	1,204,200 93	1,311,318 28		107,117 35
					1,338,599 76	1,450,000 00	2,605 77	108,794 47
VANGUARD STAR FD TOTAL INTL STK								
01-31-11	08-01-12	121,412 800	VANGUARD STAR FD TOTAL INTL STK	mfusvgts x	1,926,821 14	1,650,000 00		-276,821 14
TOTAL GAINS							36,983 61	122,382 66
TOTAL LOSSES							-192,256 21	-276,821 14
					8,793,176.49	8,483,465.42	-155,272.60	-154,438.47
TOTAL REALIZED GAIN/LOSS			-309,711 07					

This report was compiled from information provided by
various investment brokers and an independent
pricing service

ROBERT STERLING CLARK FOUNDATION, INC
Grants Paid or Approved for Future Payment
November 1, 2011 thru October 31, 2012

Organization	Address	Amount Paid	Amount Approved for Future Payment	Status	Memo/Description
Advocates for Children	151 W 30th St #5 New York, NY 10001	55,000	-	Public Charity	Improving the Performance of Public Institutions in New York
Alliance for Quality Education (Public Policy and Education Fund)	94 Central Avenue Albany NY 12206	30,000	30,000	Public Charity	Improving the Performance of Public Institutions in New York
American Civil Liberties Union Foundation	125 Broad Street New York, NY 10004	100,000	-	Public Charity	Protecting Reproductive Rights
American Dance Abroad (Dance Works, Inc)	246 West 38th Street, 4th Floor New York, NY 10018	75,000	-	Public Charity	Promoting International Arts Engagement
Art21	286 Spring Street, Suite 405 New York, NY 10013	100,000	-	Public Charity	Promoting International Arts Engagement
Bang on a Can	80 Hanson Pl Brooklyn, NY	100,000	100,000	Public Charity	Improving the Performance of Public Institutions in New York
Battery Dance Company	380 Broadway, 5th Floor New York, NY 10013	75,000	-	Public Charity	Promoting International Arts Engagement
Brooklyn Academy of Music (Dance Motion III)	30 Lafayette Street Brooklyn, NY 11217	100,000	100,000	Public Charity	Promoting International Arts Engagement
Campaign for Fiscal Equity	110 William Street New York, NY 10038	35,000	-	Public Charity	Improving the Performance of Public Institutions in New York
Catskill Mountainkeeper	P O Box 381 Youngsville NY 12791	25,000	20,000	Public Charity	Improving the Performance of Public Institutions in New York
CEC Arts Link	435 Hudson Street, 8th Floor New York, NY 10014	65,000	65,000	Public Charity	Promoting International Arts Engagement
Center for Reproductive Rights	120 Wall Street New York, NY 10005	140,000	-	Public Charity	Protecting Reproductive Rights
Citizens Union Foundation	299 Broadway, Suite 700 New York, NY 10007	60,000	30,000	Public Charity	Improving the Performance of Public Institutions in New York
Community Service Society	105 East 22nd Street New York, NY 10010	25,000	25,000	Public Charity	Improving the Performance of Public Institutions in New York
Community Voices Heard	115 East 106th Street New York, NY 10029	45,000	25,000	Public Charity	Improving the Performance of Public Institutions in New York
Creative Time	59 East 4th Street New York, NY 10003	75,000	-	Public Charity	Promoting International Arts Engagement
Cultures in Harmony	6496 N Tuxedo St Indianapolis IN 46220	30,000	-	Public Charity	Promoting International Arts Engagement
CUNY Center for Urban Research (Research Foundation of the City University of New York)	365 Fifth Avenue, Room 6202 New York, NY 10016	25,000	-	Public Charity	Improving the Performance of Public Institutions in New York
Dancing Classroom	25 W 31st Street #4 New York, NY 10001	5,000	-	Public Charity	Improving the Performance of Public Institutions in New York
Donors Education Collaborative (Community Funds Inc)	c/o NY Community Trust 909 Third Ave New York, NY 10022	60,000	60,000	Public Charity	Improving the Performance of Public Institutions in New York
Empire Justice Center	119 Washington Avenue Albany, NY 12210	65,000	30,000	Public Charity	Improving the Performance of Public Institutions in New York
Environmental Advocates	353 Hamilton Street Albany NY 12210	30,000	30,000.00	Public Charity	Improving the Performance of Public Institutions in New York
Federation of Protestant Welfare Agencies	281 Park Avenue South New York, NY 10010	20,000	-	Public Charity	Improving the Performance of Public Institutions in New York
Feminist Majority Foundation	1600 Wilson Boulevard Suite 801 Arlington, VA 22209	90,000	-	Public Charity	Protecting Reproductive Rights
Foundation Center	79 Fifth Avenue New York, NY 10003	8,000	-	Public Charity	Improving the Performance of Public Institutions in New York
Funders Network on Population, Reproductive Health	P O Box 750 Rockville MD 20848-0750	2,875	-	Public Charity	Protecting Reproductive Rights
Glimmerglass Festival (Glimmerglass Opera, Inc)	7300 State Highway 80 P O Box 191 Cooperstown, NY 13326	25,000	-	Public Charity	Promoting International Arts Engagement
Grantmakers for Children, Youth and Families	8757 Georgia Avenue Suite 540 Silver Spring MD 20910	1,000	-	Public Charity	Improving the Performance of Public Institutions in New York
Grantmakers in the Arts	4055 21st Avenue West, Suite 100 Seattle WA 98199	6,000	-	Public Charity	Improving the Performance of Public Institutions in New York
Henry L. Stimson Center	1111 19th Street NW, 12th Floor Washington DC 20036	50,000	-	Public Charity	Promoting International Arts Engagement
Independent Curators International	401 Broadway Suite 1620 New York, NY 10013	60,000	-	Public Charity	Promoting International Arts Engagement
International Foundation for Art Research	500 Fifth Avenue Suite 935 New York, NY 10110	75,000	-	Public Charity	Promoting International Arts Engagement

ROBERT STERLING CLARK FOUNDATION, INC
Grants Paid or Approved for Future Payment
November 1, 2011 thru October 31, 2012

Organization	Address	Amount Paid	Amount Approved for Future Payment	Status	Memo/Description
John Jay College (Research Foundation of the City University of New York)	899 10th Ave New York, NY 10019	35,000	30,000	Public Charity	Improving the Performance of Public Institutions in New York
LARK Play Development Center	311 W 43rd St New York, NY 10036	60,000	-	Public Charity	Improving the Performance of Public Institutions in New York
Latino International Theater Festival of New York	142 East 27th Street, Suite 1A New York, NY 10016	150,000	-	Public Charity	Promoting International Arts Engagement
League of Women Voters of New York State Education Fund	1730 M Street, NW - Suite 1000 Washington DC 20036	18,860	-	Public Charity	Protecting Reproductive Rights
Make the Road New York	301 Grove St Brooklyn, NY 11237	65,000	-	Public Charity	Improving the Performance of Public Institutions in New York
MAPP International Productions	140 2nd Ave New York, NY 10003	100 000	100 000	Public Charity	Promoting International Arts Engagement
MergerWatch (Community Catalyst)	475 Riverside Drive, Suite 1600 New York, NY 10015	70 000	-	Public Charity	Improving the Performance of Public Institutions in New York
Metropolitan Waterfront Alliance	457 Madison Avenue New York, NY 10022	75 000	75 000	Public Charity	Improving the Performance of Public Institutions in New York
Metropolitan Waterfront Alliance	457 Madison Avenue New York, NY 10022	5,000	-	Public Charity	Improving the Performance of Public Institutions in New York
Mid Atlantic Arts Foundation	201 North Charles Street, Suite 401 Baltimore, MD 21201	100,000	-	Public Charity	Promoting International Arts Engagement
NARAL Pro-Choice America	1156 15th Street NW Washington DC 20005	80,000	-	Public Charity	Protecting Reproductive Rights
National Abortion Federation	1660 L Street, NW, Suite 450 Washington DC 20036	60 000	-	Public Charity	Protecting Reproductive Rights
National Center for Law and Economic Justice	275 Seventh Avenue Suite 1205 New York, NY 10001	80,000	-	Public Charity	Improving the Performance of Public Institutions in New York
National Family Planning and Reproductive Health Association	1627 K Street, NW, 12 Floor Washington DC 20006	50 000	50 000	Public Charity	Protecting Reproductive Rights
National Institute for Reproductive Health	470 Park Ave South, 7th Floor New York, NY 10016	80,000	-	Public Charity	Protecting Reproductive Rights
National Partnership for Women and Families	1875 Connecticut Avenue, NW Suite 650 Washington DC 20009	45 000	45 000	Public Charity	Protecting Reproductive Rights
National Performance Network	P O Box 56698 New Orleans, LA 70156	150,000	100 000	Public Charity	Promoting International Arts Engagement
National Public Radio	635 Massachusetts Avenue, NW Washington DC 20001	50 000	50 000	Public Charity	Improving the Performance of Public Institutions in New York
National Women's Law Center	11 Dupont Circle NW Washington DC 20036	100 000	-	Public Charity	Protecting Reproductive Rights
Natural Resources Defense Council	40 W 20th St New York, NY 10011	50 000	-	Public Charity	Improving the Performance of Public Institutions in New York
New York Civil Liberties Union Foundation	125 Broad Street New York, NY 10004	70 000	-	Public Charity	Protecting Reproductive Rights
New York Foundation for the Arts	20 Jay Street Suite 740 Brooklyn NY 11201	5 000	-	Public Charity	Promoting International Arts Engagement
New York Live Arts	219 W 19th St New York, NY 10011	65,000	65 000	Public Charity	Improving the Performance of Public Institutions in New York
New York Public Interest Research Group Fund	9 Murray St New York, NY 10007	25,000	30 000	Public Charity	Improving the Performance of Public Institutions in New York
Nonprofit Coordinating Committee	1350 Broadway, Suite 1801 New York, NY 10018	1,500	-	Public Charity	Improving the Performance of Public Institutions in New York
Old Town School of Folk Music	4544 N Lincoln Ave Chicago IL 60625	62,000	50 000	Public Charity	Promoting International Arts Engagement
Philanthropy New York	79 Fifth Avenue 4th Floor New York, NY 10003	7 250	-	Public Charity	Improving the Performance of Public Institutions in New York
Planned Parenthood Federation of America	434 West 33rd Street New York, NY 10001	150 000	-	Public Charity	Protecting Reproductive Rights
Population Institute	107 2nd St NE Washington DC 20002	2 000	-	Public Charity	Protecting Reproductive Rights
Product Stewardship Institute	29 Stanhope Street Boston, MA 02116	30,000	-	Public Charity	Protecting Reproductive Rights
Public Policy and Education Fund of New York	94 Central Avenue Albany NY 12206	25 000	25 000	Public Charity	Improving the Performance of Public Institutions in New York
Queens Botanical Garden	43-50 Main St New York, NY 11355	25 000	-	Public Charity	Improving the Performance of Public Institutions in New York
Queens Theater in the Park	14 United Nations Ave S Queens New York 11368	1,000	-	Public Charity	Improving the Performance of Public Institutions in New York

SCHEDULE B pg 2 of 3

ROBERT STERLING CLARK FOUNDATION, INC
Grants Paid or Approved for Future Payment
November 1, 2011 thru October 31, 2012

Organization	Address	Amount Paid	Amount Approved for Future Payment	Status	Memo/Description
Regional Plan Association	4 Irving Place, 7th Floor New York, NY 10003	25,000	25,000	Public Charity	Improving the Performance of Public Institutions in New York
Salzburg Global Seminars	1730 Pennsylvania Ave, NW, Suite 250 Washington, DC 20006	75,000	-	Public Charity	Promoting International Arts Engagement
Schuyler Center for Analysis and Advocacy	150 State Street Albany, NY 12207	30,000	30,000	Public Charity	Improving the Performance of Public Institutions in New York
Season of Cambodia (New York Foundation for the Arts)	20 Jay Street, Suite 740 Brooklyn, NY 11201	75,000	75,000	Public Charity	Improving the Performance of Public Institutions in New York
Sex Information and Education Council of the U S	130 West 42nd Street Suite 350 New York, NY 10036	50,000	-	Public Charity	Protecting Reproductive Rights
St Ann's Warehouse	29 Jay St New York, NY 11201	40,000	-	Public Charity	Improving the Performance of Public Institutions in New York
Supportive Housing Network of New York	247 W 37th Street 18th Floor New York, NY 10018	50,000	-	Public Charity	Improving the Performance of Public Institutions in New York
Teachers College, Columbia University	525 W 120th Street New York, NY 10027	30,000	30,000	Public Charity	Improving the Performance of Public Institutions in New York
Thalia Spanish Theater	41-17 Greenpoint Ave Sunnyside, NY 11104	50,000	-	Public Charity	Improving the Performance of Public Institutions in New York
The Joyce Theater	175 8th Ave New York, NY 10011	115,000	100,000	Public Charity	Improving the Performance of Public Institutions in New York
The Joyce Theater Foundation, Inc	175 8th Ave New York, NY 10011	1,000	-	Public Charity	Improving the Performance of Public Institutions in New York
Vermont Studio Center	Box 613 Johnson, VT 05656	50,000	-	Public Charity	Promoting International Arts Engagement
Matching Gifts Program		8,086	-	Public Charity	
Totals		<u>4,149,571</u>	<u>1,395,000</u>		

SCHEDULE B pg 3 of 3

ROBERT STERLING CLARK FOUNDATION, INC.
(Supplemental Schedules)
Schedule of Investments
As of October 31, 2012

Prime Buchholz

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Fair Value</u>
Archipelago Holdings Ltd	303,136	\$ 6,500,000	\$ 6,566,751
Forester Diversified Ltd	6,500	6,500,000	6,672,341
The Weatherlow Offshore Fund I Ltd	7,000	7,000,000	7,112,137
Eaton Vance Tax Managed Emerging Market Fund	102,855.90	5,063,908	4,814,685
Pimco Commodity Real Return Strategy Fund	591,969.98	5,223,844	4,066,834
Vanguard Fixed Income Inflation Protected Fund	161,595.71	4,169,087	4,744,450
Vanguard Fixed Income Inter-term Treasuries Fund	345,847.30	3,922,360	4,074,081
Vanguard Global Equity Fund	538,571.04	9,690,639	9,823,536
Vanguard Total Stock Market Index Fund	575,304.34	17,458,711	19,554,594
Vanguard Total International Stock Index Fund	508,390.97	7,934,345	7,275,075
The Colchester Global Bond Fund	141,635.80	4,607,295	4,626,790
Wellington Strategic Real Asset Fund	593,074.71	9,247,680	8,350,492
Total investments - Prime Buchholz		<u>\$ 87,317,869</u>	<u>\$ 87,681,766</u>

SCHEDULE C

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print File by the 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 STERLING CLARK FOUNDATION, INC.	<input checked="" type="checkbox"/> 13-1957792
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	135 EAST 64TH STREET	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10065	

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

0 4

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

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

- The books are in the care of **685 THIRD AVENUE - NEW YORK, NY 10017**
Telephone No. **212-503-8800** FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **SEPTEMBER 16, 2013**5 For calendar year ☐, or other tax year beginning **NOV 1, 2011**, and ending **OCT 31, 2012**6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ALL THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN IS NOT AVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	98,426.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	98,426.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature ☐Title ☐Date ☐

Form 8868 (Rev 1-2012)