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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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
THE NARARO FOUNDATION CO THOMAS I WHITMAN

A Employer identification number
02-0229861

Number and street (or P O box number if mail is not delivered to street address) 720 WESTVIEW ST | Room/suite

B Telephone number (see instructions)
(215) 569-5574

City or town, state, and ZIP code
PHILADELPHIA, PA 19119

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 15,470,781

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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

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

			(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 (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	3	3		
	4	Dividends and interest from securities	302,822	302,822		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	234,743			
	b	Gross sales price for all assets on line 6a 5,556,432				
	7	Capital gain net income (from Part IV, line 2)		1,998,091		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-112	-112		
	12	**Total.** Add lines 1 through 11	537,456	2,300,804		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	17,339	7,315		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	100	100		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	17,439	7,415		0
	25	Contributions, gifts, grants paid	616,289			616,289
	26	**Total expenses and disbursements.** Add lines 24 and 25	633,728	7,415		616,289
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-96,272			
	b	**Net investment income** (if negative, enter -0-)		2,293,389		
	c	**Adjusted net income** (if negative, enter -0-)				

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	50,219	73,896	73,896
	2	Savings and temporary cash investments	56,215	406,791	406,791
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	13,619,926	13,149,400	14,990,091
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	2	3	3
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	13,726,362	13,630,090	15,470,781
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	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** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	13,726,362	13,630,090	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	13,726,362	13,630,090	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	13,726,362	13,630,090	

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	13,726,362
2	Enter amount from Part I, line 27a	2	-96,272
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	13,630,090
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,630,090

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	1,998,091
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	

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 page 18 of 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))
2011	644,771	13,021,375	0 049516
2010	634,599	12,328,206	0 051475
2009	665,892	7,499,849	0 088787
2008	607,339	9,636,529	0 063025
2007	533,899	12,179,202	0 043837

2	**Total** of line 1, column (d).	2	0 296640
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 059328
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	13,756,548
5	Multiply line 4 by line 3.	5	816,148
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	22,934
7	Add lines 5 and 6.	7	839,082
8	Enter qualifying distributions from Part XII, line 4.	8	616,289

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	45,868
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	45,868
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	45,868
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,160		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	40,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	47,160
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,292
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	1,292	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
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)?	1b		No
	If the answer is "Yes" to ***1a*** *or* ***1b,*** *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶THOMAS I WHITMAN Telephone no ▶(215) 569-5574

Located at ▶720 WESTVIEW STREET PHILADELPHIA PA ZIP +4 ▶19119

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 |

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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

			Yes	No
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)?	**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?	**6b**		No
	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?	**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
THOMAS I WHITMAN 720 WESTVIEW STREET PHILADELPHIA, PA 19119	MANAGING TRUSTEE 4 00	0	0	0
MIRA RABIN 720 WESTVIEW STREET PHILADELPHIA, PA 19119	MANAGING TRUSTEE 4 00	0	0	0

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

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

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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0
2	
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	13,584,455
b	Average of monthly cash balances	1b	381,581
c	Fair market value of all other assets (see instructions)	1c	3
d	**Total** (add lines 1a, b, and c)	1d	13,966,039
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	13,966,039
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	209,491
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,756,548
6	**Minimum investment return.** Enter 5% of line 5	6	687,827

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	687,827
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 45,868		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	45,868
3	Distributable amount before adjustments Subtract line 2c from line 1	3	641,959
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	641,959
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	641,959

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	616,289
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	616,289
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	616,289

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				641,959
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			145,541	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 616,289				
a Applied to 2011, but not more than line 2a			145,541	
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 2012 distributable amount.				470,748
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				171,211
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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

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 Additional Data Table				
Total . . . . ▶ **3a**				616,289
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	3	
4 Dividends and interest from securities			14	302,822	
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	234,743	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a FOREIGN EXHANGE LOSS			01	-112	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e) . .		0		537,456	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 537,456

(See worksheet in line 13 instructions to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-07-30 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
MARTIN GREIF	MARTIN GREIF			P00029738

Firm's name ▶ MCGLADREY LLP — Firm's EIN ▶ 42-0714325

Firm's address ▶ 1185 AVENUE OF THE AMERICAS NEW YORK, NY 100362602 — Phone no (212) 372-1000

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1,460 SHS TEJON RANCH CO		2002-12-31	2012-02-07
185 SHS TEJON RANCH CO		2010-06-14	2012-02-07
15,253 203 SHS THIRD AVENUE INTL VALUE FUND		2003-01-13	2012-09-18
3,950 994 SHS THIRD AVENUE REAL ESTATE VALUE FUND		2002-12-31	2012-09-18
5,500 802 SHS THIRD AVENUE REAL ESTATE VALUE FUND		2003-01-13	2012-09-18
12,710 002 SHS THIRD AVENUE VALUE FUND		2002-04-02	2012-11-05
87,289 998 SHS THIRD AVENUE VALUE FUND		2004-12-20	2012-11-05
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
43,159		32,833	10,326
5,469		4,255	1,214
249,995		151,315	98,680
104,502		41,796	62,706
145,493		87,575	57,918
622,536		494,422	128,114
4,275,464		2,746,145	1,529,319
109,814			109,814

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			10,326
			1,214
			98,680
			62,706
			57,918
			128,114
			1,529,319
			109,814

Form 990PF Part XV Line 1a - 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).

THOMAS I WHITMAN
MIRA RABIN

Form 990PF Part XV Line 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*				
ACADEMY IN MANAYUNK 169 CONARROE STREET PHILADELPHIA,PA 19127	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,500
ACCION INTERNATIONAL 56 ROLAND STREET BOSTON,MA 02129	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	20,000
ACLU FOUNDATION 125 BROAD STREET 18TH FLOOR NEW YORK,NY 10004	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000
ADULT CONGENITAL HEART ASSOCIATION 6757 GREENE STREET PHILADELPHIA,PA 19119	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000
ALLENS LANE ART CENTER 610 W ALLENS LANE PHILADELPHIA,PA 19119	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	6,000
AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY STREET PHILADELPHIA,PA 19102	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	25,000
ARDEN THEATRE COMPANY 40 N SECOND STREET PHILADELPHIA,PA 19106	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	3,000
BACK BAY CHORALE PO BOX 61 BOSTON,MA 02117	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000
BIKES NOT BOMBS 284 AMORY STREET JAMAICA PLAIN,MA 02130	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
BOSTON AFTERSCHOOL AND BEYOND 89 SOUTH ST 601 BOSTON,MA 02111	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
BOSTON WOMEN'S FUND 14 BEACON STREET SUITE 805 BOSTON,MA 02108	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,500
BREAD AND ROSES COMMUNITY FUND 1500 WALNUT STREET SUITE 1305 PHILADELPHIA,PA 19102	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	20,000
CEASEFIRE PA 111 SOUTH INDEPENDENCE MALL EAST SUITE 966 PHILADELPHIA,PA 19106	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000
CENTER FOR COMMUNITY ARTS 717 FRANKLIN STREET CAPE MAY,NJ 08204	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	3,000
CENTER SCHOOL 2450 HAMILTON AVENUE ABINGTON,PA 19001	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,500

Form 990PF Part XV Line 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*				
CHESTER FUND FOR EDUCATION AND THE ARTS 510 WESTMINISTER AVENUE SWARTHMORE, PA 19081	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	50,000
CHINESE AMERICAN COMMUNITY CENTER 1313 LITTLE BALTIMORE ROAD HOCKESSIN, DE 19707	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
DEXTER KEEZER FUND PO BOX 572 TRURO, MA 02666	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE 2ND FLOOR NEW YORK, NY 100015004	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	15,000
EQUALITY NOW 250 WEST 57TH STREET SUITE 1527 NEW YORK, NY 10107	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
FREE LIBRARY OF PHILADELPHIA FOUNDATION 1901 VINE STREET SUITE 111 PHILADELPHIA, PA 191029358	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	15,000
FRIENDS OF LOVETT MEMORIAL LIBRARY 6945 GERMANTOWN AVENUE PHILADELPHIA, PA 19119	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,000
FRIENDS OF THE WISSAHICKON INC 8708 GERMANTOWN AVENUE PHILADELPHIA, PA 191182717	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	3,000
GAZA MENTAL HEALTH FOUNDATION PO BOX 495 BOSTON, MA 02112	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000
INTERCULTURAL FAMILY SERVICES INC 4225 CHESTNUT STREET PHILADELPHIA, PA 19104	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	3,500
INTERFAITH HOSPITALITY NETWORK 7047 GERMANTOWN AVENUE PHILADELPHIA, PA 10119	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
LIVING BEYOND BREAST CANCER 354 LANCASTER AVENUE SUITE 224 HAVERFORD, PA 19041	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	7,500
LOWER CAPE OUTREACH COUNCIL INC PO BOX 665 ORLEANS, MA 02653	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	3,000
MADRE 121 W 27TH STREET 301 NEW YORK, NY 10001	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
MANNA 2323 RANSTEAD STREET PHILADELPHIA, PA 19103	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000

Form 990PF Part XV Line 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*				
MATAHARI EYE OF THE DAY C/O THIRD SECTOR NEW ENGLAND 89 SOUTH STREET 7TH FLOOR BOSTON,MA 02111	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,500
MIGHTY WRITERS INC 1501 CHRISTIAN STREET 1ST FLOOR PHILADELPHIA,PA 19146	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	8,000
MT AIRY USA 6703 GERMANTOWN AVENUE SUITE 200 PHILADELPHIA,PA 19119	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000
MUSICOPIA 2001 MARKET STREET SUITE 3100 PHILADELPHIA,PA 191037044	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	15,000
OCEANA 1350 CONNECTICUT AVENUE NW 5TH FLOOR WASHINGTON,DC 20036	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000
PAN-MASS CHALLENGE 77 4TH AVENUE NEEDHAM,MA 02494	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,289
PENNSYLVANIA BALLET 1819 JFK BLVD SUITE 210 PHILADELPHIA,PA 19103	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	3,000
PHILA HABITAT FOR HUMANITY 1829 NORTH 19TH STREET PHILADELPHIA,PA 19121	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000
PHILABUNDANCE 3616 SOUTH GALLOWAY STREET PHILADELPHIA,PA 191487555	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	20,000
PHILADELPHIA ORCHESTRA EDUCATION FUND 260 SOUTH ROAD STREET 16TH FLOOR PHILADELPHIA,PA 191025080	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	3,000
PLANNED PARENTHOOD OF SE PA 1144 LOCUST STREET PHILADELPHIA,PA 19107	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	20,000
PLAY ON PHILLY PO BOX 8662 PHILADELPHIA,PA 19101	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	20,000
PLYMOUTH MEETING FRIENDS SCHOOL 2150 BUTLER PIKE PLYMOUTH MEETING,PA 19462	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000
PRADER-WILLI CALIFORNIA FOUNDATION 514 N PROSPECT AVENUE SUITE 110-LL REDONDO BEACH,CA 90277	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	3,000
PROJECT HOME 1515 FAIRMOUNT AVENUE PHILADELPHIA,PA 19130	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	25,000

Form 990PF Part XV Line 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*				
PROVINCETOWN ART ASSOCIATION & MUSEUM 460 COMMERCIAL STREET PROVINCETOWN, MA 02657	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	3,000
PUBLIC CITIZENS FOR CHILDREN & YOUTH 1709 BENJAMIN FRANKLIN PARKWAY SIXTH FLOOR PHILADELPHIA, PA 19103	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
SETTLEMENT MUSIC SCHOOL PO BOX 63966 PHILADELPHIA, PA 191473966	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	20,000
STRATFORD FRIENDS SCHOOL 2 BISHOP HOLLOW ROAD NEWTOWN SQUARE, PA 19073	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
SUSTAINABLE CAPE CENTER FOR PRESERVATION & EDUCATION PO BOX 1004 TRURO, MA 02666	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,500
SWARTHMORE COLLEGE - CHESTER CHILDREN'S CHORUS 500 COLLEGE AVENUE SWARTHMORE, PA 19081	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	25,000
SYRACUSE UNIVERSITY EBV MARTIN J WHITMAN SCHOOL OF MANGEMENT 900 SOUTH CROUSE AVENUE SYRACUSE, NY 13244	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000
TEMPLE UNIVERSITY - BEASLEY SCHOOL OF LAW 1719 N BROAD STREET PHILADELPHIA, PA 191226002	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
TRURO CENTER FOR THE ARTS CASTLE HILL PO BOX 756 TRURO, MA 02666	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	3,000
TRURO CONSERVATION TRUST PO BOX 327 NORTH TRURO, MA 02652	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	15,000
VERDE VALLEY SANCTUARY PO BOX 595 SEDONA, AZ 86339	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	6,000
VISITING NURSE ASSOCIATION 1421 HIGHLAND AVENUE ABINGTON, PA 19001	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
WAND EDUCATION FUND 691 MASSACHUSETTS AVENUE ARLINGTON, MA 02476	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
WAW-AFGHAN WOMEN'S FUND 158-24 73RD AVENUE FRESH MEADOWS, NY 11366	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
WEAVER'S WAY COMMUNITY PROGRAMS 559 CARPENTER LANE PHILADELPHIA, PA 19119	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	30,000

Form 990PF Part XV Line 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*				
WELLFLEET HARBOR ACTORS THEATER PO BOX 797 WELLFLEET,MA 026670797	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	3,000
WELLFLEET PRESERVATION HALL PO BOX 3024 WELLFLEET,MA 02667	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	3,000
WEST MT AIRY NEIGHBORS 6703 GERMANTOWN AVENUE SUITE 200 PHILADELPHIA,PA 19119	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
WISSAHICKON HOSPICE 150 MONUMENT ROAD SUITE 300 BALA CYNWYD,PA 19004	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,500
WISSAHICKON RESTORATION VOLUNTEERS 3721 MIDVALE AVENUE PHILADELPHIA,PA 19129	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,000
WOMEN AGAINST ABUSE 100 SOUTH BROAD STREET SUITE 1341 PHILADELPHIA,PA 19110	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
WOMEN IN TRANSITION 21 S 12TH STREET 6TH FLOOR PHILADELPHIA,PA 191073606	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
WOMEN'S LAW PROJECT 125 S NINTH STREET SUITE 300 PHILADELPHIA,PA 19107	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	6,000
WOMEN'S MEDICAL FUND PO BOX 40748 PHILADELPHIA,PA 19107	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000
WOMR PO BOX 975 494 COMMERCIAL STREET PROVINCETOWN,MA 02657	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,000
Total . . . . ▶ **3a**				616,289

TY 2012 All Other Program Related Investments Schedule

Name: THE NARARO FOUNDATION CO THOMAS I WHITMAN

EIN: 02-0229861

Category	Amount
NONE	0

TY 2012 Investments Corporate Stock Schedule

Name: THE NARARO FOUNDATION CO THOMAS I WHITMAN

EIN: 02-0229861

Name of Stock	End of Year Book Value	End of Year Fair Market Value
143,116 SHS COVANTA HOLDING CORP.	2,320,591	2,636,197
2,250 SHS FOREST CITY ENTERPR.	37,029	36,338
75 SHS WHITE MOUNTAIN INS GP.	24,055	38,625
100,701.159 SHS THIRD AVENUE REAL ESTATE VALUE FUND	2,587,579	2,554,788
113,618.335 SHS THIRD AVENUE VALUE FUND	5,184,489	5,662,738
19,921.197 SHS THIRD AVENUE INTERNATIONAL VALUE FUND	303,856	337,864
94,625,000 SHS LAI SUN DEVELOPMENT CO LTD	2,691,801	3,723,541

TY 2012 Other Assets Schedule

Name: THE NARARO FOUNDATION CO THOMAS I WHITMAN

EIN: 02-0229861

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM BROKER	2	3	3

TY 2012 Other Expenses Schedule

Name: THE NARARO FOUNDATION CO THOMAS I WHITMAN

EIN: 02-0229861

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	80	80		0
INVESTMENT EXPENSES	20	20		0

TY 2012 Other Income Schedule

Name: THE NARARO FOUNDATION CO THOMAS I WHITMAN

EIN: 02-0229861

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FOREIGN EXHANGE LOSS	-112	-112	-112

TY 2012 Taxes Schedule

Name: THE NARARO FOUNDATION CO THOMAS I WHITMAN

EIN: 02-0229861

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	10,024	0		0
FOREIGN WITHHOLDING TAX	7,315	7,315		0