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

Department of the Treasury
Internal Revenue Service

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

EXTENSION ATTACHED 2012

Open to Public Inspection

For calendar year **2012** or tax year beginning , **2012**, and ending , **20**

Name of foundation
UBS FOUNDATION USA

Number and street (or P O box number if mail is not delivered to street address) Room/suite
677 WASHINGTON BLVD, ATTN: UBS TAX DEPT

City or town, state, and ZIP code
STAMFORD, CT 06901

A Employer identification number
04-6032804

B Telephone number (see instructions)
203-719-3000

C If exemption application is pending, check here

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

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

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

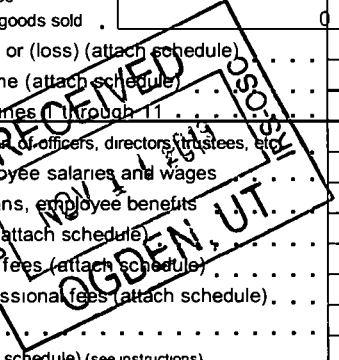
G Check all that apply:
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **92,561** (Part I, column (d) must be on cash basis)
J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	0			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	0	0	0	
4	Dividends and interest from securities	198	198	0	
5a	Gross rents	0	0	0	
b	Net rental income or (loss)	0			
6a	Net gain or (loss) from sale of assets not on line 10	1,928			
b	Gross sales price for all assets on line 6a	0			
7	Capital gain net income (from Part IV, line 2)		1,928		
8	Net short-term capital gain				
9	Income modifications			0	
10a	Gross sales less returns and allowances	0			
b	Less: Cost of goods sold	0			
c	Gross profit or (loss) (attach schedule)	0		0	
11	Other income (attach schedule)	0	0	0	
12	Total. Add lines 1 through 11	2,126	2,126		
13	Compensation of officers, directors, trustees, etc.	0	0	0	0
14	Other employee salaries and wages	0	0	0	0
15	Pension plans, employee benefits	0	0	0	0
16a	Legal fees (attach schedule)	0	0	0	0
b	Accounting fees (attach schedule)	0	0	0	0
c	Other professional fees (attach schedule)	0	0	0	0
17	Interest	0	0	0	0
18	Taxes (attach schedule) (see instructions)	50	50	0	0
19	Depreciation (attach schedule) and depletion	0	0	0	
20	Occupancy	0	0	0	0
21	Travel, conferences, and meetings	0	0	0	0
22	Printing and publications	0	0	0	0
23	Other expenses (attach schedule)	10,743	10,743	0	0
24	Total operating and administrative expenses. Add lines 13 through 23	10,793	10,793		
25	Contributions, gifts, grants paid	107,000			107,000
26	Total expenses and disbursements. Add lines 24 and 25	117,793	10,793		107,000
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-115,667			
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

SCANNED BY NIA 3/2 2013
Operating and Administrative Expenses



3014
5

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	2,940	538	538	
2 Savings and temporary cash investments	97,440		0	
3 Accounts receivable ▶ 0				
Less allowance for doubtful accounts ▶ 0	0		0	
4 Pledges receivable ▶ 0				
Less allowance for doubtful accounts ▶ 0	0		0	
5 Grants receivable	0	0	0	
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0	
7 Other notes and loans receivable (attach schedule) ▶ 0				
Less allowance for doubtful accounts ▶ 0	0		0	
8 Inventories for sale or use	0	0	0	
9 Prepaid expenses and deferred charges	0	0	0	
10 a Investments - U S and state government obligations (attach schedule)	0	0	0	
b Investments - corporate stock (attach schedule)	0	0	0	
c Investments - corporate bonds (attach schedule)	0	0	0	
11 Investments - land, buildings, and equipment basis ▶ 0				
Less accumulated depreciation ▶ (attach schedule) 0	0		0	
12 Investments - mortgage loans	0	0	0	
13 Investments - other (attach schedule)	107,924	92,023	92,023	
14 Land, buildings, and equipment basis ▶ 0				
Less accumulated depreciation ▶ (attach schedule) 0	0		0	
15 Other assets (describe ▶ 0)	0	0	0	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	208,304	92,561	92,561	
Liabilities				
17 Accounts payable and accrued expenses	0	0		
18 Grants payable	0	0		
19 Deferred revenue	0	0		
20 Loans from officers, directors, trustees, and other disqualified persons	0	0		
21 Mortgages and other notes payable (attach schedule)	0	0		
22 Other liabilities (describe ▶ 0)	0	0		
23 Total liabilities (add lines 17 through 22)				
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	208,304	92,561		
25 Temporarily restricted	0	0		
26 Permanently restricted	0	0		
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
27 Capital stock, trust principal, or current funds	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	0	0		
30 Total net assets or fund balances (see instructions)	208,304	92,561		
31 Total liabilities and net assets/fund balances (see instructions)	208,304	92,561		

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	208,304
2 Enter amount from Part I, line 27:	2	-115,667
3 Other increases not included in line 2 (itemize) ▶	3	-76
4 Add lines 1, 2, and 3	4	92,561
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	92,561

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				
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	1,928		1,928	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			1,928	
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	1,928
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	{ 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 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	0	193,540	
2010	1,026,000	950,395	1.0796
2009	2,964,492	1,679,773	1.7648
2008	8,299,025	5,980,153	1.3878
2007	8,713,055	13,940,244	0.6250
2 Total of line 1, column (d)			4.8572
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			0.9714
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			156,314
5 Multiply line 4 by line 3			151,843
6 Enter 1% of net investment income (1% of Part I, line 27b)			
7 Add lines 5 and 6			151,843
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			107,000

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)		
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	1	0
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	
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	
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,000
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	2,000
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,000
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,000 Refunded <input type="checkbox"/> 1,000	11	1,000

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		x
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		x
c Did the foundation file Form 1120-POL for this year?		x
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		x
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	x	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
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? <i>If "No," attach explanation</i>	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		x
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		x

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	X		
14	The books are in care of ▶ <u>UBS FINANCIAL SERVICES INC</u> Telephone no ▶ <u>203-719-3000</u> Located at ▶ <u>677 Washington Boulevard Attn: UBS Tax Department</u> ZIP+4 ▶ <u>06901</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-221 If "Yes," enter the name of the foreign country ▶ _____		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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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 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	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 2012?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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? Yes No **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARSHA ASKINS 1285 AVENUE OF THE AMERICAS, NY NY 10019	TRUSTEE	0	0	0
LORI FEINSILVER 1285 AVENUE OF THE AMERICAS, NY NY 10019	TRUSTEE	0	0	0
PATRICK CORRY 1200 HARBOR BLVD, WEEHAWKEN, NJ 07086	TRUSTEE	0	0	0
JENNIFER SAVICA 1200 HARBOR BLVD, WEEHAWKEN, NJ 07086	TRUSTEE	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

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
NOT APPLICABLE		
Total number of others receiving over \$50,000 for professional services		▶

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 NOT APPLICABLE	
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 NOT APPLICABLE	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	▶

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	0
b	Average of monthly cash balances	1b	66,671
c	Fair market value of all other assets (see instructions)	1c	92,023
d	Total (add lines 1a, b, and c)	1d	158,694
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	158,694
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,380
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	156,314
6	Minimum investment return. Enter 5% of line 5	6	7,816

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	7,816
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,816
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	7,816
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	7,816

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	107,000
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	107,000
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	107,000

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				7,816
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007	8,035,677			
b From 2008	8,003,645			
c From 2009	2,880,502			
d From 2010	968,803			
e From 2011				
f Total of lines 3a through e	19,888,627			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ _____ 107,000				
a Applied to 2011, 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 2012 distributable amount				7,816
e Remaining amount distributed out of corpus	99,184			
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	19,987,811			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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)	8,035,677			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	11,952,134			
10 Analysis of line 9				
a Excess from 2008	8,003,645			
b Excess from 2009	2,880,502			
c Excess from 2010	968,803			
d Excess from 2011				
e Excess from 2012	99,184			

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

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

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

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0	0	0	0	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed	0	0	0	0	
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	
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	0	0	0	0	
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).	0	0	0	0	
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0	0	0	0	
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).	0	0	0	0	
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)	0	0	0	0	
(3) Largest amount of support from an exempt organization	0	0	0	0	
(4) Gross investment income	0	0	0	0	

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 or e-mail of the person to whom applications should be addressed.

UBS FOUNDATION USA, MARSHA ASKINS, 1285 AVENUE OF THE AMERICAS, NY, NY 10019, 212-713-6151

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

c Any submission deadlines:

DECEMBER 1ST

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

NOT APPLICABLE

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
<p>a Paid during the year VALLEY ECONOMIC DEVL P'T CENTER SEMPRE FI FUND</p>			<p>ECONOMIC DEVL P'T SVCS FINANCIAL SUPPORT FOR INJURED MEMBERS OF U S ARMED FORCES</p>	<p>100,000 7,000</p>
Total				107,000
<p>b Approved for future payment</p>				
Total				3b

UBS FOUNDATION USA
EIN# 04-6032804
FOR THE YEAR ENDED DECEMBER 31, 2012

Form 990-PF, Part I, Line 23

Other Expenses	12/31/12
Advertising - ALM Media NY law Journal	-
Bank Charges	-
Investment Management Fees - RMA's	583
Other Investment Fees	60
Loan Interest/Late Fees	-
Miscellaneous Expenses	0
Foreign Taxes Withheld or Paid	-
	<hr/>
	643
Other Expense through Limited Partnerships	<hr/>
	10,100
Total Expense (990PF, p.1, Col. A)	<hr/> 10,743 <hr/>
Less	-
Total Investment Expense (990PF, p.1, Col. B)	<hr/> 10,743 <hr/>

**UBS FOUNDATION USA
SCHEDULE OF OTHER INVESTMENTS
FOR THE YEAR ENDED DECEMBER 31, 2012**

Form 990-PF, Part II, line 13:

Other Investments	<u>2011 BASIS</u>	<u>2012 BASIS</u>	<u>2011 FMV</u>
Millenium Technology Ventures	107,924	92,023	92,023
EES Distressed Securities Fund	-	-	-
<hr/>			
Total	107,924	92,023	92,023

UBS FOUNDATION USA
EIN# 04-6032804
FOR THE YEAR ENDED DECEMBER 31, 2012
Form 990-PF, Part IV, line 1:

1/1/2012 Through 12/31/2012

Account	Security	Bought	Sold	Capital Gains S/T & L/T		Realized Gains / Losses
				Gross Proceeds	Cost Basis	
Through Partnerships	STATEMENT 7A	Various	Various	1,928	-	1,928
Other Investments	STATEMENT 7C	Various	Various	-	-	-
TOTAL				1,928	-	1,928

UBS FOUNDATION USA
EIN# 04-6032804
FOR THE YEAR ENDED DECEMBER 31, 2012
Form 990-PF, Part IV, line 1:

1/1/2012 Through 12/31/2012

Capital Gains S/T & L/T

Account	Security	Gross Proceeds	Cost Basis	Realized Gains / Losses:
Short Term				
	Millenium Tech Ventures LP	-		-
Total Short Term		-	-	-
Long Term				
	Millenium Tech Ventures LP	1,928	-	1,928
Total Long Term		1,928	-	1,928
Total Partnerships		1,928	-	1,928

UBS FOUNDATION USA
EIN# 04-6032804
ANALYSIS OF CHANGE IN NET ASSETS
FOR THE YEAR ENDED DECEMBER 31, 2012

Form 990-PF, Part III, line 5:

Beginning Net Asset Balance	208,304
Excess Expense over Revenue	<u>(115,667)</u>
	92,637
Other Increases	
Non Taxable Dividends & Interest	-
Federal Tax Refund in Transit Received 1/2012	
Net Unrealized Gain/(Loss) on Investment in Limited Partnerships	-
Tax Exempt Income through Limited Partnerships	-
K-1 Distribution in Transit	
Return of Capital	
Other - RMA Timing Differences - Interest & Dividends	-
Unreconciled	<u>-</u>
Other Decreases	
Net Unrealized Gain/(Loss) on Investment in Limited Partnerships	
Book Tax Differences through Limited Partnerships	54
Tax Exempt Income through Limited Partnerships	
Quicken Timing Differences for Interest & Dividends	
Outstanding check NY Law Journal	(130)
Unreconciled	<u>(76)</u>
Ending Net Asset Balance	<u><u>92,561</u></u>
Net Asset Balance per Balance Sheet	<u><u>92,561</u></u>

**UBS FOUNDATION USA
EXPENDITURE RESPONSIBILITY
REPORT OF GRANTS
AS REQUIRED UNDER REGS. SEC. 53-4945-5(d)
FOR YEAR ENDED 12/31/2011**

GRANTEE: JOSEPH J. GRANO JR. SCHOLARSHIP FOUNDATION
EIN: 54-2137988
C/O UBS TAX GROUP
677 WASHINGTON BOULEVARD,
STAMFORD, CT 06901

PURPOSE OF GRANTS: TO PROVIDE SCHOLARSHIP AWARDS THAT MEET
THE REQUIREMENTS OF SEC. 4945(g)(1)

AMOUNTS EXPENDED BY GRANTEE:	\$	55,000.00	12/31/2004
	\$	55,000.00	12/31/2005
	\$	56,250.00	12/31/2006
	\$	66,500.00	12/31/2007
	\$	67,550.00	12/31/2008
	\$	50,000.00	12/31/2009
	\$	47,500.00	12/31/2010
	\$	50,000.00	12/31/2011
	\$	55,000.00	12/31/2012
		<hr/>	
	\$	502,800.00	

TO THE BEST OF OUR KNOWLEDGE THE GRANTEE HAS NOT DIVERTED ANY
PORTION OF THE FUNDS (OR THE INCOME THEREFROM) FROM THE
PURPOSE OF THE GRANT.

FINANCIAL (ACCOUNTS) STATEMENTS OF THE GRANTEE ARE RECEIVED AND
REVIEWED MONTHLY BY THE GRANTOR.

Application for Extension of Time To File an Exempt Organization Return

COPY

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

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

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

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

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

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

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

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns Enter filer's identifying number, see instructions

Type or print <small>File by the due date for filing your return See instructions</small>	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	UBS FOUNDATION USA	04-6032804
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	677 WASHINGTON BLVD, ATTN: UBS TAX DEPT City, town or post office, state, and ZIP code For a foreign address, see instructions	
STAMFORD, CT 06901		

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ UBS FINANCIAL SERVICES INC

Telephone No ▶ (203) 719-3000 FAX No ▶ (203) 719-4756

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 20 12 or
 ▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	\$	0.00
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,000.00
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	\$	0.00

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

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

Form **8868** (Rev 1-2013)

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

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	UBS FOUNDATION USA		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions		04-6032804	
	677 WASHINGTON BOULEVARD, ATTN: TAX DEPARTMENT		Social security number (SSN)	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.		STAMFORD, CT 06901		

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 or Form 990-EZ	01	Form 990	01
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ► UBS FINANCIAL SERVICES INC
 Telephone No. ► (203) 719-3000 FAX No. ► (203) 719-4756

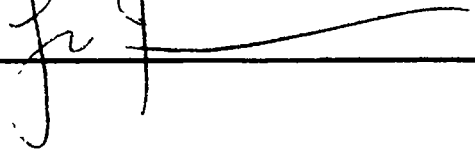
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box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

- I request an additional 3-month extension of time until NOVEMBER 15, 20 13.
- For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____.
- If the tax year entered in line 5 is for less than 12 months, check reason. Initial return Final return
 Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO ASSEMBLE RECORDS NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	0
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 \$	2,000
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 ► Trustee Date ► 8/8/13