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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 , and ending

Name of foundation: EDWARD JOHN NOBLE FOUNDATION, INC.

A Employer identification number: 06-1055586

Number and street (or P O box number if mail is not delivered to street address): P. O. BOX 954 | Room/suite

B Telephone number: (203) 438-5690

City or town, state, and ZIP code: RIDGEFIELD, CT 06877

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: [X] 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) ▶$ 97,911,010.

J Accounting method: [X] 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))

| | Line | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | | | N/A | |
| | 2 Check ▶ [X] if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 2,721,978. | 2,721,978. | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 4,570,354. | | | STATEMENT 1 |
| | b Gross sales price for all assets on line 6a 74,628,459. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 4,570,673. | | |
| | 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) | | | | |
| | 11 Other income | 206,307. | 206,307. | | STATEMENT 2 |
| | 12 **Total.** Add lines 1 through 11 | 7,498,639. | 7,498,958. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 649,641. | 180,376. | | 469,265. |
| | 14 Other employee salaries and wages | 182,210. | 32,963. | | 149,247. |
| | 15 Pension plans, employee benefits | 242,866. | 71,319. | | 171,547. |
| | 16a Legal fees STMT 3 | 189,327. | 61,258. | | 128,069. |
| | b Accounting fees STMT 4 | 100,325. | 75,244. | | 25,081. |
| | c Other professional fees STMT 5 | 548,743. | 474,886. | | 73,857. |
| | 17 Interest | | | | |
| | 18 Taxes STMT 6 | 210,837. | 11,304. | | 32,498. |
| | 19 Depreciation and depletion | 5,812. | 1,078. | | |
| | 20 Occupancy | 214,188. | 13,285. | | 200,903. |
| | 21 Travel, conferences, and meetings | 27,019. | 1,834. | | 25,185. |
| | 22 Printing and publications | | | | |
| | 23 Other expenses STMT 7 | 103,512. | 18,678. | | 84,834. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 2,474,480. | 942,225. | | 1,360,486. |
| | 25 Contributions, gifts, grants paid | 4,882,205. | | | 4,882,205. |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 7,356,685. | 942,225. | | 6,242,691. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | 141,954. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 6,556,733. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | N/A | |

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**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end of-year amounts only

| | | Beginning of year (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|
| Assets | 1 Cash - non-interest-bearing | 152,712. | 55,897. | 55,897. |
| | 2 Savings and temporary cash investments | | | |
| | 3 Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | 24,166. | 24,198. | 24,198. |
| | 10a Investments - U.S. and state government obligations STMT 10 | 23,515,213. | 14,487,208. | 14,731,340. |
| | b Investments - corporate stock STMT 11 | 51,606,342. | 62,226,286. | 69,535,311. |
| | c Investments - corporate bonds STMT 12 | 13,765,934. | 12,405,837. | 12,627,124. |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 13 | 265,415. | 256,405. | 899,992. |
| | 14 Land, buildings, and equipment: basis ▶ 355,648. | | | |
| | Less accumulated depreciation STMT 9 ▶ 319,500. | 20,243. | 36,148. | 36,148. |
| | 15 Other assets (describe ▶ SECURITY DEPOSIT ) | 1,000. | 1,000. | 1,000. |
| | 16 Total assets (to be completed by all filers) | 89,351,025. | 89,492,979. | 97,911,010. |
| 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 | | | |
| | 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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | 89,351,025. | 89,492,979. | |
| | 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 | | | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 Total net assets or fund balances | 89,351,025. | 89,492,979. | |
| | 31 Total liabilities and net assets/fund balances | 89,351,025. | 89,492,979. | |

**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 | 89,351,025. |
| 2 Enter amount from Part I, line 27a | 2 | 141,954. |
| 3 Other increases not included in line 2 (itemize) ▶ ROUNDING | 3 | 5. |
| 4 Add lines 1, 2, and 3 | 4 | 89,492,984. |
| 5 Decreases not included in line 2 (itemize) ▶ NONDEDUCTIBLE EXPENSES-EXCELSIOR K-1 | 5 | 5. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 89,492,979. |

## 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 | PUBLICLY TRADED SECURIES | P | VARIOUS | VARIOUS |
| 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 | 74,628,459. | | 70,057,786. | 4,570,673. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | 4,570,673. |
| 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 — 4,570,673.

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).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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 | 8,487,221. | 102,152,986. | .083083 |
| 2010 | 11,385,167. | 100,366,290. | .113436 |
| 2009 | 3,857,516. | 93,162,343. | .041406 |
| 2008 | 9,869,291. | 114,071,275. | .086519 |
| 2007 | 12,718,383. | 130,159,355. | .097714 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | .422158 |
| 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 | .084432 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 95,941,200. |
| 5 | Multiply line 4 by line 3 | 5 | 8,100,507. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 65,567. |
| 7 | Add lines 5 and 6 | 7 | 8,166,074. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 6,242,691. |

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

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

| | | | | | |
|---|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] 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 | 131,135. |
| 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 | 131,135. |
| 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 | 131,135. |
| 6 | Credits/Payments: | | | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 126,000. | | |
| b | Exempt foreign organizations - tax withheld at source | 6b | | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 6,000. | | |
| d | Backup withholding erroneously withheld | 6d | | | |
| 7 | Total credits and payments. Add lines 6a through 6d | | | 7 | 132,000. |
| 8 | Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached | | | 8 | 12. |
| 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 | 853. |
| 11 | Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 853. **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 | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? | 1b | | X |
| | *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 | | X |
| 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 | | X |
| | *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 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? | 5 | | X |
| | *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 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT, NY | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | X | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

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

| | | Line | 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 | | 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) SEE STATEMENT 14 | 12 | X | |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ▶ N/A

14 The books are in care of ▶ EDWARD JOHN NOBLE FOUNDATION Telephone no. ▶ (203) 438-5690
Located at ▶ P.O. BOX 954, RIDGEFIELD, CT ZIP+4 ▶ 06877

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

| | | Line | 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 | | X |
| | See the 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.**

| | | | Line | 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 instructions)? | | 1b | | X |
| | 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 | | 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? | ☐ Yes ☒ 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.) | N/A | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____ | | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | ☐ 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.)* | N/A | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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 [X] 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 [X] No | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | Yes [X] 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)? | [X] 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 [X] 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 | X |
| 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? SEE STATEMENT 16 | [X] 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 [X] No | | |
| **b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | 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 [X] No | | |
| **b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | N/A | 7b | |

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

**1 List all officers, directors, trustees, foundation managers and their compensation.**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| SEE STATEMENT 15 | | 649,641. | 161,033. | 0. |

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

| (a) Name and address of each employee paid more than $50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| NANCY E. REYES<br>32 EAST 57 STREET, NEW YORK, NY 10022 | OFFICE MGR<br>40.00 | 127,271. | 31,018. | 0. |
| LESLIE A. STODDART<br>14 SOPHIA DRIVE, RIDGEFIELD, CT 06877 | ADMIN<br>30.00 | 54,939. | 41,280. | 0. |

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

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| ROCKEFELLER & CO<br>30 ROCKEFELLER PLAZA, NEW YORK, NY 10112 | INVESTMENT CONSULTANT | 266,202. |
| BESSEMER TRUST COMPANY<br>630 5TH AVE, NEW YORK, NY 10111 | INVESTMENT CONSULTANT | 180,960. |
| NUSSBAUM YATES BERG KLEIN & WOLPOW<br>445 BROAD HOLLOW ROAD, MELVILLE, NY 11747 | ACCOUNTING & AUDITING | 100,325. |
| TROUTMAN SANDERS<br>405 LEXINGTON AVENUE, NEW YORK, NY 10174 | LEGAL | 74,441. |
| CRAVATH, SWAINE & MOORE - 825 5TH AVENUE<br>SUITE 4370, NEW YORK, NY 10019 | LEGAL | 57,713. |
| **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 N/A | |
| 2 | |
| 3 | |
| 4 | |

**Part IX-B** **Summary of Program-Related Investments**

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|---|
| 1 N/A | |
| 2 | |
| All other program-related investments. See instructions.<br>3 | |
| **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 | 97,341,752. |
| b | Average of monthly cash balances | | 1b | 60,482. |
| c | Fair market value of all other assets | | 1c | |
| d | **Total** (add lines 1a, b, and c) | | 1d | 97,402,234. |
| 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 | 97,402,234. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | | 4 | 1,461,034. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | | 5 | 95,941,200. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | | 6 | 4,797,060. |

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

| | | | | |
|---|---|---|---|---|
| 1 | Minimum investment return from Part X, line 6 | | 1 | 4,797,060. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a 131,135. | | |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | | |
| c | Add lines 2a and 2b | | 2c | 131,135. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | 3 | 4,665,925. |
| 4 | Recoveries of amounts treated as qualifying distributions | | 4 | 0. |
| 5 | Add lines 3 and 4 | | 5 | 4,665,925. |
| 6 | Deduction from distributable amount (see instructions) | | 6 | 0. |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | 7 | 4,665,925. |

**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 | 6,242,691. |
| 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 | 6,242,691. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 0. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 6,242,691. |

**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 | | | | 4,665,925. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 0. | |
| b Total for prior years: ____, ____, ____ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 6,428,989. | | | | |
| b From 2008 4,215,311. | | | | |
| c From 2009 | | | | |
| d From 2010 6,434,168. | | | | |
| e From 2011 3,468,714. | | | | |
| f **Total** of lines 3a through e | 20,547,182. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 6,242,691. | | | | |
| 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 | | | | 4,665,925. |
| e Remaining amount distributed out of corpus | 1,576,766. | | | |
| 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 | 22,123,948. | | | |
| 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 instr. | | | 0. | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 | 6,428,989. | | | |
| 9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a | 15,694,959. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 4,215,311. | | | | |
| b Excess from 2009 | | | | |
| c Excess from 2010 6,434,168. | | | | |
| d Excess from 2011 3,468,714. | | | | |
| e Excess from 2012 1,576,766. | | | | |

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

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 | | | |
|---|---|---|---|---|---|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | (e) Total |
| 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 | | | | | |
| 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 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:

E.J. NOBLE SMITH, 212-759-4212
32 EAST 57TH STREET, 19TH FLOOR, NEW YORK, NY 10022

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

SEE FOOTNOTE 1

c Any submission deadlines:

NO DEADLINES

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

SEE FOOTNOTE 2

**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* | | | | |
| BOYS' CLUB OF NEW YORK<br>NEW YORK, NY | | 509(A)(1),(2) OR(3) | GENERAL SUPPORT | 10,000. |
| CALM AIR VISIBILITY UNLIMITED<br>UNIVERSAL CITY, TX | | 509(A)(1),(2) OR(3) | GENERAL SUPPORT | 200,000. |
| CALM AIR VISIBILITY UNLIMITED<br>UNIVERSAL CITY, TX | | 509(A)(1),(2) OR(3) | GENERAL SUPPORT | 122,500. |
| CHARLESTON SCHOOL OF LAW FOUNDATION<br>CHARLESTON, SC | | 509(A)(1),(2) OR(3) | SCHOLARSHIP FUND | 100,000. |
| COMMUNITY FUNDS, INC.<br>NEW YORK, NY | | 509(A)(1),(2) OR(3) | UTS FUND | 375,000. |
| **Total** SEE CONTINUATION SHEET(S) | | | ▶ 3a | 4,882,205. |
| *b Approved for future payment* | | | | |
| AMERICAN MUSEUM OF NATURAL HISTORY<br>NEW YORK, NY | | 509(A)(1),(2) OR(3) | ARCHEOLOGICAL COLLECTION AND MANAGEMENT | 590,315. |
| ANTIQUE BOAT MUSEUM<br>CLAYTON, NY | | 509(A)(1),(2) OR(3) | ENDOWMENT OF THE BOAT BUILDER POSITION | 500,000. |
| COMMUNITY PERFORMANCE SERIES<br>POTSDAM, NY | | 509(A)(1),(2) OR(3) | ARTS EDUCATION OUTREACH PROGRAM | 84,255. |
| **Total** SEE CONTINUATION SHEET(S) | | | ▶ 3b | 4,257,070. |

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

| Enter gross amounts unless otherwise indicated. | Unrelated business income (a) Business code | Unrelated business income (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | Excluded by section 512, 513, or 514 (d) Amount | (e) Related or exempt function income |
|---|---|---|---|---|---|
| 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 | | | | | |
| 4 Dividends and interest from securities | | | 14 | 2,721,978. | |
| 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 | | | 14 | 19,353. | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 4,570,354. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a ROYALTIES | | | 15 | 186,939. | |
| b OTHER INCOME | | | 15 | 15. | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 7,498,639. | 0. |

13 **Total.** Add line 12, columns (b), (d), and (e) 13 7,498,639.

(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). |
|---|---|
| | N/A |

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

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

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

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | N/A | |

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 |
|---|---|---|
| N/A | | |

**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) is based on all information of which preparer has any knowledge

▶ E Mary Hoffman — 7/30/13 — ▶ ~~SECRETARY~~ Treasurer

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 |
|---|---|---|---|---|
| MARK L. DAVIS, CPA | Mark L Davis CPA | 07/29/13 | | P00111034 |

Firm's name ▶ NUSSBAUM YATES BERG KLEIN & WOLPOW, LLP — Firm's EIN ▶ 26-0221653

Firm's address ▶ 445 BROAD HOLLOW ROAD, STE 319 MELVILLE, NY 11747 — Phone no. (631)845-5252

**Part XV** **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient<br>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 |
|---|---|---|---|---|
| COMMUNITY FUNDS, INC.<br>NEW YORK, NY | | 509(A)(1),(2) OR(3) | WAINWRIGHT FUND | 70,000. |
| COMMUNITY PERFORMANCE SERIES<br>POTSDAM, NY | | 509(A)(1),(2) OR(3) | RESIDENCY IN THE ARTS AND OUTREACH | 82,355. |
| FAMILY CENTERS, INC.<br>GREENWICH, CT | | 509(A)(1),(2) OR(3) | SCHOLARSHIP SUPPORT | 10,000. |
| FAMILY COUNSELING SERVICES OF NORTHERN NEW YORK<br>WATERTOWN, NY | | 509(A)(1),(2) OR(3) | GENERAL SUPPORT | 18,000. |
| FRIENDS OF THE NATURE CENTER<br>FINEVIEW, NY | | 509(A)(1),(2) OR(3) | GENERAL SUPPORT | 10,000. |
| GEORGIA SEA TURTLE CENTER JEKYLL ISLAND FOUNDATION<br>JEKYLL ISLAND, GA | | 509(A)(1),(2) OR(3) | BEACH PATROL PARTNERSHIP | 5,000. |
| GREATER YELLOWSTONE COALITION<br>BOZEMAN, MT | | 509(A)(1),(2) OR(3) | GENERAL SUPPORT | 10,000. |
| GUILD HALL OF EAST HAMPTON<br>EAST HAMPTON, NY | | 509(A)(1),(2) OR(3) | GENERAL SUPPORT | 50,000. |
| LENSIC PERFORMING ARTS CENTER<br>SANTE FE, NM | | 509(A)(1),(2) OR(3) | COMMUNITY OUTREACH PROGRAMS | 25,000. |
| LINCOLN CENTER FOR THE PERFORMING ARTS, INC.<br>NEW YORK, NY | | 509(A)(1),(2) OR(3) | CAPITAL CAMPAIGN SUPPORT | 500,000. |
| **Total from continuation sheets** | | | | 4,074,705. |

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| 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 |
|---|---|---|---|---|
| LINCOLN CENTER FOR THE PERFORMING ARTS, INC.<br>NEW YORK, NY | | 509(A)(1),(2) OR(3) | INTERNSHIP PROGRAM | 50,000. |
| MAYO FOUNDATION<br>JACKSONVILLE, FL | | 509(A)(1),(2) OR(3) | RESEARCH ENDOWMENT | 50,000. |
| PHILANTHROPY NEW YORK<br>NEW YORK, NY | | 509(A)(1),(2) OR(3) | GENERAL SUPPORT | 14,350. |
| REDFORD CENTER<br>PARK CITY, UT | | 509(A)(1),(2) OR(3) | DOCUMENTARY FILM PRODUCTION | 75,000. |
| RIO GRANDE SCHOOL<br>SANTE FE, NM | | 509(A)(1),(2) OR(3) | GENERAL SUPPORT | 5,000. |
| SANTA FE COMMUNITY FOUNDATION<br>SANTE FE, NM | | 509(A)(1),(2) OR(3) | JORDAN AND DAVID SMITH CHARITABLE FUND | 25,000. |
| SEA TURTLE CONSERVANCY<br>GAINESVILLE, FL | | 509(A)(1),(2) OR(3) | GENERAL SUPPORT | 15,000. |
| ST. BARNABAS CHURCH<br>GREENWICH, CT | | 509(A)(1),(2) OR(3) | GENERAL SUPPORT | 15,000. |
| ST. CATHERINE'S ISLAND FDN, INC.<br>MIDWAY, GA | | 4942(J)(3) | GENERAL SUPPORT | 2,500,000. |
| ST. LAWRENCE UNIVERSITY<br>CANTON, NY | | 509(A)(1),(2) OR(3) | ARTS RESIDENCY | 25,000. |
| **Total from continuation sheets** | | | | |

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| 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 |
|---|---|---|---|---|
| ST. PAUL'S SCHOOL<br>CONCORD, NH | | 509(A)(1),(2) OR(3) | GENERAL SUPPORT | 10,000. |
| THE JUILLIARD SCHOOL<br>NEW YORK, NY | | 509(A)(1),(2) OR(3) | CAPITAL CAMPAIGN SUPPORT | 500,000. |
| THE JUILLIARD SCHOOL<br>NEW YORK, NY | | 509(A)(1),(2) OR(3) | SCHOLARSHIP FUND | 10,000. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| **Total from continuation sheets** | | | | |

**Part XV Supplementary Information**

**3 Grants and Contributions Approved for Future Payment (Continuation)**

| 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 |
|---|---|---|---|---|
| EDWARD JOHN NOBLE GUILD OF CANTON-POTSDAM HOSPITAL CANTON, NY | | 509(A)(1),(2) OR(3) | GENERAL SUPPORT | 10,000. |
| FOUNDATION FOR CONTEMPORARY ARTS NEW YORK, NY | | 509(A)(1),(2) OR(3) | INTERNSHIPS | 10,000. |
| OGDENSBURG COMMAND PERFORMANCES OGDENSBURG, NY | | 509(A)(1),(2) OR(3) | ARTS EDUCATION OUTREACH PROGRAM | 7,500. |
| ST. BARNABAS CHURCH GREENWICH, CT | | 509(A)(1),(2) OR(3) | GENERAL SUPPORT | 15,000. |
| ST. CATHERINE'S ISLAND FDN, INC. MIDWAY, GA | | 4942(J)(3) | GENERAL SUPPORT | 2,500,000. |
| THE JUILLIARD SCHOOL NEW YORK, NY | | 509(A)(1),(2) OR(3) | SECOND CENTURY FUND | 500,000. |
| THOUSAND ISLANDS ARTS CENTER CLAYTON, NY | | 509(A)(1),(2) OR(3) | GENERAL SUPPORT | 15,000. |
| THOUSAND ISLANDS PERFORMING ARTS FUND CLAYTON, NY | | 509(A)(1),(2) OR(3) | GENERAL SUPPORT | 25,000. |
| | | | | |
| | | | | |
| **Total from continuation sheets** | | | | 3,082,500. |

223635
05-01-12

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

| (A) DESCRIPTION OF PROPERTY | | | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|---|---|
| PUBLICLY TRADED SECURIES | | | | VARIOUS | VARIOUS |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 74,628,459. | 70,057,786. | 0. | 0. | 4,570,673. |

| (A) DESCRIPTION OF PROPERTY | | | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|---|---|
| FURNITURE & FIXTURE | | | PURCHASED | VARIOUS | VARIOUS |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 0. | 45,538. | 0. | 45,538. | 0. |

| (A) DESCRIPTION OF PROPERTY | | | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|---|---|
| FURNITURE & FIXTURE | | | PURCHASED | VARIOUS | VARIOUS |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 0. | 3,234. | 0. | 3,234. | 0. |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| FURNITURE & FIXTURE | PURCHASED | VARIOUS | VARIOUS |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 0. | 1,065. | 0. | 746. | -319. |

| | |
|---|---|
| NET GAIN OR LOSS FROM SALE OF ASSETS | 4,570,354. |
| CAPITAL GAINS DIVIDENDS FROM PART IV | 0. |
| TOTAL TO FORM 990-PF, PART I, LINE 6A | 4,570,354. |

FORM 990-PF — OTHER INCOME — STATEMENT 2

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| MISC SETTLEMENT FUND | 19,353. | 19,353. | |
| ROYALTIES | 186,939. | 186,939. | |
| OTHER INCOME | 15. | 15. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 206,307. | 206,307. | |

FORM 990-PF — LEGAL FEES — STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| CRAVATH SWAINE & MOORE | 57,713. | 14,428. | | 43,285. |
| FRANKFURT KURNIT KLEIN & SELZ, PC | 49,295. | 46,830. | | 2,465. |
| PATTERSON BELKNAP WEBB & TYLER LLP | 7,878. | 0. | | 7,878. |
| TROUTMAN SANDERS | 74,441. | 0. | | 74,441. |
| TO FM 990-PF, PG 1, LN 16A | 189,327. | 61,258. | | 128,069. |

FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| NUSSBAUM YATES KLEIN BERG & WOLPOW LLP | 100,325. | 75,244. | | 25,081. |
| TO FORM 990-PF, PG 1, LN 16B | 100,325. | 75,244. | | 25,081. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ROCKEFELLER & CO., INC. | 266,202. | 266,202. | | 0. |
| BESSEMER TRUST COMPANY, NA | 180,960. | 180,960. | | 0. |
| STATE STREET | 27,724. | 27,724. | | 0. |
| BLUMSHAPIRO | 654. | 0. | | 654. |
| JORDAN ASSOCIATES | 3,050. | 0. | | 3,050. |
| MILLIMAN USA | 48,326. | 0. | | 48,326. |
| NETWORK SYNERGY | 2,803. | 0. | | 2,803. |
| TOWERS WATSON | 19,024. | 0. | | 19,024. |
| TO FORM 990-PF, PG 1, LN 16C | 548,743. | 474,886. | | 73,857. |

FORM 990-PF TAXES STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| FEDERAL EXCISE TAX | 167,034. | 0. | | 0. |
| PAYROLL TAXES | 43,803. | 11,304. | | 32,498. |
| TO FORM 990-PF, PG 1, LN 18 | 210,837. | 11,304. | | 32,498. |

FORM 990-PF OTHER EXPENSES STATEMENT 7

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ELECTRIC NY OFFICE | 6,032. | 0. | | 6,032. |
| ELECTRIC CT OFFICE | 1,233. | 740. | | 493. |
| TELEPHONE NY OFFICE | 9,440. | 0. | | 9,440. |
| TELEPHONE CT OFFICE | 2,988. | 1,793. | | 1,195. |
| MAINTENANCE NY OFFICE | 7,152. | 0. | | 7,152. |
| MAINTENANCE CT OFFICE | 622. | 373. | | 249. |
| SUPPLIES & STATIONARY NY OFFICE | 4,397. | 0. | | 4,397. |
| SUPPLIES & STATIONARY CT OFFICE | 1,802. | 1,081. | | 721. |
| INSURANCE | 27,369. | 0. | | 27,369. |
| FILING FEES | 1,610. | 0. | | 1,610. |
| POSTAGE NY OFFICE | 4,215. | 0. | | 4,215. |
| POSTAGE CT OFFICE | 3,267. | 1,960. | | 1,307. |
| MISCELLANEOUS NY OFFICE | 15,243. | 0. | | 15,243. |
| MISCELLANEOUS CT OFFICE | 7,469. | 4,481. | | 2,988. |
| DUES & SUBSCRIPTIONS | 2,423. | 0. | | 2,423. |
| PORTFOLIO INVESTMENT FEES (EXCELSIOR) | 8,250. | 8,250. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 103,512. | 18,678. | | 84,834. |

FOOTNOTES STATEMENT 8

PART XV, QUESTION 2B- FOOTNOTE 1

APPLICATIONS SHOULD BE INITIATED BY LETTER, DESCRIBING THE PROJECT FOR WHICH SUPPORT IS REQUESTED. INCLUDED OR ATTACHED SHOULD BE:

1. A BRIEF DESCRIPTION OF THE NATURE AND PURPOSE OF THE ORGANIZATION

2. A CONCISE STATEMENT OF THE NEED FOR AND OBJECTIVES OF THE PROJECT, THE METHODS BY WHICH IT WILL BE CARRIED OUT, AND ITS ANTICIPATED DURATION.

3. THE QUALIFICATIONS OF THE KEY PERSONNEL INVOLVED

4. A PROGRAM BUDGET.

5. A LIST OF OTHER SOURCES OF SUPPORT ASSURED AND BEING SOUGHT.

6. A COPY OF THE ORGANIZATION'S MOST RECENT

501(C)(3) AND 509(A) RULINGS FROM THE IRS

7. A COPY OF THE ORGANIZATION'S MOST RECENT ANNUAL AUDIT OR FINANCIAL STATEMENT.

8. A LIST OF OFFICERS AND DIRECTORS OR TRUSTEES

ALL REQUESTS WILL BE REVIEWED AND ANSWERED AS SOON AS POSSIBLE. IF THE FOUNDATION IS ABLE TO GIVE FURTHER CONSIDERATION TO A PROPOSAL, ADDITIONAL INFORMATION WILL BE REQUESTED AS NEEDED AND A MEETING ARRANGED BY THE FOUNDATION, IF APPROPRIATE. EXPERIENCE HAS SHOWN THAT MEETINGS ARE LIKELY TO BE PRODUCTIVE ONLY AFTER REVIEW OF PRELIMINARY WRITTEN APPLICATIONS. WHEN A PROPOSAL IS CONSIDERED FOR A GRANT, THE APPLICANT WILL BE NOTIFIED PROMPTLY OF THE DIRECTORS' ACTION.

REQUESTS SHOULD BE ADDRESSED:
EDWARD JOHN NOBLE FOUNDATION, INC.
32 EAST 57TH STREET
NEW YORK, NY 10022

PART XV, QUESTION 2D- FOOTNOTE 2

APPLICATIONS FOR GRANTS

THE FOUNDATION'S PRINCIPAL INTERESTS LIE IN THE ARTS, EDUCATION, AND CONSERVATION AND HEALTH. IN EACH OF THESE FIELDS OUR PRIORITIES CAN BE DESCRIBED BRIEFLY AS FOLLOWS:

ARTS: TO ASSIST MAJOR CULTURAL ORGANIZATIONS AND SMALLER COMMUNITY ORGANIZATIONS LOCATED PRIMARILY IN NEW YORK CITY, PRIMARILY IN THEIR EDUCATION PROGRAMS.

EDUCATION: IN HIGHER EDUCATION TO ENCOURAGE EFFECTIVE INTERDISCIPLINARY PROGRAMS OF ENVIRONMENTAL STUDIES AND AWARENESS OF GLOBAL ISSUES. CONSIDERATION LIMITED TO PRIVATE COLLEGES AND UNIVERSITIES PRIMARILY IN THE EASTERN STATES.
IN SECONDARY EDUCATION, TO SUPPORT PROGRAMS LIKELY TO IMPROVE EDUCATIONAL OPPORTUNITIES FOR DISADVANTAGED GIFTED AND TALENTED YOUTH PRIMARILY IN NEW YORK CITY.

CONSERVATION: TO SUPPORT THE SEVERAL CONSERVATION PROJECTS ON ST. CATHERINE'S ISLAND AND SELECTED OTHER NATIONAL ORGANIZATIONS WHICH HELP PRESERVE THE NATURAL ENVIRONMENT AND TO DEFRAY THE DEGRADATION OF THE PLANET. CONSIDERATION IS GENERALLY LIMITED TO ORGANIZATIONS PRIMARILY IN THE EASTERN STATES.

HEALTH: PRIMARILY TO SUPPORT PROJECTS WHICH SHOW THE GREATEST PROMISE OF STABILIZING POPULATION AND PROVIDING EFFECTIVE POPULATION EDUCATION. AGAIN, CONSIDERATION GENERALLY LIMITED TO ORGANIZATIONS PRIMARILY IN THE EASTERN STATES.

APPLICANTS SHOULD NOTE THAT THE FOUNDATION GENERALLY DOES NOT CONSIDER SUPPORT FOR BUILDINGS OR EQUIPMENT, PUBLICATIONS, PERFORMANCES, FILMS OR TELEVISION PROJECTS, AND IT DOES NOT MAKE GRANTS TO INDIVIDUALS.

PART XV, QUESTION 3- FOOTNOTE
SCHEDULE OF GRANTS, AND SCHEDULE OF GRANTS APPROVED FOR FUTURE PAYMENT

ALL GRANTEES ARE PUBLIC CHARITIES DESCRIBED IN SECTION 509(A)(1), (2) OR (3) OF THE INTERNAL REVENUE CODE, EXCEPT THAT THE ST. CATHERINE'S ISLAND FOUNDATION, INC. (ST. CATHERINE'S), IS A PRIVATE OPERATING FOUNDATION UNDER SECTION 4942(J)(3) OF THE CODE. A PAYMENT OF $2,500,000 WAS MADE TO ST. CATHERINE'S IN 2012 FOR WHICH THE FOLLOWING ADDITIONAL INFORMATION IS SUBMITTED:

(I) ST. CATHERINE'S ISLAND FOUNDATION, INC.
MIDDWAY, GEORGIA 31320

(II) A TOTAL OF $2,500,000 WAS PAID TO ST. CATHERINE'S ON VARIOUS DATES IN 2012.

(III) THE GRANT TO ST. CATHERINE'S IS FOR USE DIRECTLY IN THE ACTIVE CONDUCT OF ITS EXEMPT ACTIVITIES ON ST. CATHERINE'S ISLAND, LOCATED OFF THE COAST OF GEORGIA. THE ISLAND HAS NO COMMERICAL DEVELOPMENT AND IS USED TO CONDUCT ZOOLOGICAL, BOTANICAL, AND ECOLOGICAL RESEARCH IN A CONTROLLED NATURAL ENVIRONMENT, TO PROTECT ENDANGERED SPECIES, AND TO STUDY HISTORICAL AND ARCHAEOLOGICAL SITES.

(IV) ST. CATHERINE'S SPENT $2,500,000 AS OF DECEMBER 31, 2012, ALL APPLIED TO 2012.

(V) TO THE KNOWLEDGE OF THE DIRECTORS, ST. CATHERINE'S HAS NOT DIVERTED ANY PART OF THE FUNDS OR INCOME FROM THE FUNDS FROM THE PURPOSE OF THE PAYMENT.

(VI) DATE OF LAST REPORT RECEIVED FROM ST. CATHERINE'S: MARCH 31, 2013.

(VII) VERIFICATION OF ST. CATHERINE'S REPORTS WAS PERFORMED BY THE TREASURER OF THE EDWARD JOHN NOBLE FOUNDATION, INC. AND BY ITS INDEPENDENT AUDITOR AND ACCOUNTANT, EVEN THOUGH UNDER SECTION 53.4945-5(C)(1) OF THE TREASURY REGULATIONS, THE DIRECTORS OF THE EDWARD JOHN NOBLE FOUNDATION, INC. HAVE NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF ST. CATHERINE'S REPORTS.

## FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|---|
| FURNITURE & FIXTURE 1983-1996 | 61,773. | 61,773. | 0. | 0. |
| ARTWORK | 6,900. | 0. | 6,900. | 6,900. |
| FURNITURE & FIXTURE | 15,437. | 15,437. | 0. | 0. |
| FURNITURE & FIXTURE | 12,697. | 12,697. | 0. | 0. |
| FURNITURE & FIXTURE | 6,295. | 6,295. | 0. | 0. |
| FURNITURE & FIXTURE | 3,571. | 3,571. | 0. | 0. |
| FURNITURE & FIXTURE | 9,872. | 9,872. | 0. | 0. |
| FURNITURE & FIXTURE | 8,024. | 8,024. | 0. | 0. |
| FURNITURE & FIXTURE | 10,402. | 10,402. | 0. | 0. |
| FURNITURE & FIXTURE | 2,880. | 2,880. | 0. | 0. |
| FURNITURE & FIXTURE | 37,157. | 37,157. | 0. | 0. |
| FURNITURE & FIXTURE | 11,444. | 11,444. | 0. | 0. |
| FURNITURE & FIXTURE | 845. | 761. | 84. | 84. |
| FURNITURE & FIXTURE | 10,410. | 7,288. | 3,122. | 3,122. |
| ARTWORK | 3,625. | 0. | 3,625. | 3,625. |
| LEASHOLD IMPROVEMENT | 87,243. | 87,243. | 0. | 0. |
| LEASHOLD IMPROVEMENT | 19,980. | 19,980. | 0. | 0. |
| LEASHOLD IMPROVEMENT | 400. | 400. | 0. | 0. |
| LEASHOLD IMPROVEMENT | 1,100. | 1,100. | 0. | 0. |
| LEASHOLD IMPROVEMENT | 17,356. | 17,356. | 0. | 0. |
| LEASHOLD IMPROVEMENT | 6,200. | 3,616. | 2,584. | 2,584. |
| FURNITURE & FIXTURE | 19,387. | 1,939. | 17,448. | 17,448. |
| FURNITURE & FIXTURE | 2,650. | 265. | 2,385. | 2,385. |
| TO 990-PF, PART II, LN 14 | 355,648. | 319,500. | 36,148. | 36,148. |

## FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|---|
| CONNECTICUT STATE GOVERNMENT 5.2% 12/01/22 | | X | 87,465. | 92,155. |
| DC INCOME TAX 4.673% 12/01/20 | | X | 119,160. | 118,476. |
| ENERGY NORTHWEST WASHINGTON ELECTRIC REVENUE TAX 2.147% 7/01/18 | | X | 254,392. | 258,375. |
| FEDERAL GOVERNMENT OBLIGATION FUND #395 .01% | X | | 969,200. | 969,200. |

| | | | | |
|---|---|---|---|---|
| FEDERAL HOME LOAN BANK 5% 11/17/17 | X | | 366,379. | 365,649. |
| FEDERAL HOME LOAN BANKS 2/1/13 .12% | X | | 399,879. | 399,878. |
| FEDERAL HOME LOAN BANKS 12% 3/08/13 | X | | 699,788. | 699,787. |
| FEDERAL HOME LOAN BANKS 2.75% 3/13/2015 | X | | 110,455. | 110,559. |
| FEDERAL HOME LOAN MORTGAGE 1.375% 2/25/14 | X | | 219,644. | 218,903. |
| FEDERAL NATIONAL MORTGAGE 6.625% 11/15/30 | X | | 207,548. | 243,680. |
| FEDERAL NATIONAL MORTGAGE ASSOCATION 5% 4/15/15 | X | | 341,394. | 331,848. |
| GNMA GTD PASS THRU CTF - POOL #352109 7.00% 7/15/2023 | X | | 8,545. | 9,754. |
| GNMA GTD PASS THRU CTF - POOL #366218 6.50% 10/15/2023 | X | | 3,915. | 4,394. |
| GNMA GTD PASS THRU CTF - POOL #366340 6.50% 10/15/2023 | X | | 8,894. | 10,018. |
| GNMA GTD PASS THRU CTF - POOL #373257 6.00% 10/15/2023 | X | | 4,395. | 4,918. |
| GNMA GTD PASS THRU CTF - POOL #374407 6.00% 10/15/2023 | X | | 10,039. | 11,263. |
| GNMA GTD PASS THRU CTF - POOL 365967 6.00% 10/15/2023 | X | | 16,262. | 18,194. |
| MARYLAND STATE COP TAXABLE 2.519% 9/01/14 | | X | 245,000. | 248,817. |
| MTA NEW YORK 4.813% 11/15/18 | | X | 396,472. | 455,616. |
| MTG-LINKED AMORT FHLMC 2.06% 01/15/22 | X | | 320,039. | 327,544. |
| NASSAU COUNTY NY 1.976% 11/15/19 | | X | 162,066. | 161,339. |
| NEW JERSEY ECOMONMIC DEVELOPMENT 10-DD-2 3.641% 12/15/15 | | X | 268,645. | 267,692. |
| NEW YORK CITY TRANSPORTATION TAXABLE 3.823% 5/01/17 | | X | 82,500. | 82,160. |
| NEW YORK NY GOVERNMENT 4.669% 10/01/22 | | X | 260,352. | 288,645. |
| NEW YORK STATE URBAN DEVELOPMENT CP 2.626% 12/15/14 | | X | 250,000. | 260,230. |
| OHIO STATE GOVERNMENT 4.772% 09/01/23 | | X | 160,790. | 183,922. |
| OHIO STATE NEW ST INFRACTION 3.643% 6/15/2016 | | X | 300,000. | 324,615. |
| ONTARIO (PROVINCE OF) 1.1% 10/25/17 | | X | 259,823. | 260,286. |
| PENNSYLVIANIA STATE GOVERNMENT 4.75% 07/15/22 | | X | 131,360. | 148,122. |
| PORT NY/NJ 08-115 TXB 4.35% 9/15/14 | | X | 79,319. | 79,466. |
| PRIVATE EXPORT FUNDING CORPORATION 3.55% 4/15/2013 | X | | 35,995. | 35,343. |

| | | | | |
|---|---|---|---|---|
| TEXAS STATE 09B-2 TAXABLE 5.503% 10/01/2022 | | X | 197,270. | 217,800. |
| UNITED STATES TREASURY INF INDEX 1.25% 4/15/14 | X | | 421,306. | 419,184. |
| UNITED STATES TREASURY NOTE 2.5% 7/15/16 | X | | 310,524. | 309,340. |
| UNITED STATES TREASURY NOTES 2.125% 08/15/21 | X | | 1,898,450. | 1,902,762. |
| UNITED STATES TREASURY NOTES 2% 11/15/2021 | X | | 2,035,075. | 2,008,317. |
| UNITED STATES TREASURY NOTES 2.375% 6/30/2018 | X | | 372,036. | 369,559. |
| UNITED STATES TREASURY NOTES 2.625% 11/15/20 | X | | 437,505. | 460,950. |
| VANGUARD GNMA-FUND | X | | 1,507,176. | 1,500,185. |
| VIRGINIA STATE PORT AUTHORITY TAX 1.544% 07/01/16 | | X | 260,000. | 265,937. |
| WISCONSIN ST. TRANSPORTATION 4.737% 07/01/20 | | X | 268,151. | 286,458. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 10,704,443. | 10,731,229. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | 3,782,765. | 4,000,111. |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 14,487,208. | 14,731,340. |

FORM 990-PF CORPORATE STOCK STATEMENT 11

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| AB FOODS LTD. | 86,651. | 127,115. |
| ACCENTURE | 103,199. | 123,025. |
| ACE LTD. | 91,120. | 135,660. |
| ADVANCED AUTO PARTS INC. | 160,982. | 218,497. |
| AETNA INC. | 89,330. | 94,936. |
| AFLAC INC | 405,314. | 497,203. |
| AKZO NOBEL | 45,134. | 58,478. |
| ALEXION PHARMACEUTICALS INC. | 476,254. | 708,674. |
| ALLIANZ AKTIENGES | 55,016. | 72,539. |
| ALLISON TRANSMISSION HOLDING | 452,066. | 459,450. |
| ANADARKO PETE CORP. | 196,384. | 281,635. |
| APACHE CORP | 672,499. | 555,780. |
| ARCOS DORADOS HOLDINGS INC. | 13,761. | 13,754. |
| AVAGO TECHNOLOGIES | 75,418. | 68,050. |
| BAKER HUGHES INC. | 168,739. | 161,348. |
| BARRICK GOLD CORPORATION | 172,377. | 129,537. |
| BERKSHIRE HATHAWAY | 488,046. | 536,240. |
| BESSEMER SWEEP PROGRAM | 102,531. | 102,531. |
| BHP BILLITON | 68,985. | 86,203. |
| BIOMARIN PHARMACEUTICAL INC. | 55,252. | 126,444. |

| | | |
|---|---|---|
| BORGWARNER INC. | 496,223. | 429,720. |
| CAREFUSION CORP. | 213,512. | 262,364. |
| CARMAX INC | 420,342. | 450,480. |
| CENTRICA | 303,914. | 380,780. |
| CENTURYLINK INC. | 88,349. | 91,932. |
| CHEVRON CORP. | 156,483. | 308,199. |
| CHINA AGRI-INDUSTRIES HOLDINGS LTD. | 106,600. | 47,936. |
| CHINA CONSTRUCTION | 104,449. | 116,362. |
| CHINA MOBILE LTD. | 352,234. | 432,766. |
| CHINA TELECOM | 125,972. | 120,238. |
| CHIPOTLE MEXICAN GRILL INC. | 508,143. | 594,920. |
| CIMAREX ENERGY CO. | 456,606. | 404,110. |
| CITIGROUP INC. | 59,788. | 79,120. |
| COACH INC. | 97,301. | 97,142. |
| COMCAST CORPORATION | 56,677. | 162,516. |
| COMERICA INC. | 137,969. | 110,438. |
| CONOCOPHILLIPS | 78,423. | 84,086. |
| CONTINENTAL RESOURCES | 70,608. | 217,530. |
| COVIDIEN PLC | 138,960. | 234,424. |
| CVS/CAREMARK CORPORATION | 69,983. | 89,448. |
| DAIHATSU MOTOR CO. | 67,260. | 69,260. |
| DELPHI AUTOMOTIVE | 206,378. | 242,505. |
| DETROIT ENERGY CO | 40,156. | 48,040. |
| DOLLAR GEN CORP. | 96,785. | 99,202. |
| DOVER CORPORATION | 160,811. | 172,160. |
| EAST JAPAN RAIL | 132,419. | 139,828. |
| EMBRAER | 87,758. | 89,806. |
| ENI SPA | 118,554. | 137,592. |
| EXELON CORPORATION | 93,836. | 66,915. |
| EXXON MOBIL CORPORATION | 481,458. | 476,025. |
| FAST RETAILING CO. LTD. | 425,489. | 505,176. |
| FEDEX CORP. | 306,199. | 349,453. |
| GENERAL DYNAMICS CORPORATION | 58,962. | 62,343. |
| GOLDMAN SACHS GROUP | 147,684. | 164,552. |
| GOOGLE INC. | 539,769. | 587,125. |
| GOOGLE INC. | 552,237. | 707,380. |
| GROUPE DANONE | 454,428. | 427,666. |
| HELMERICH & PAYNE INC. | 476,156. | 476,085. |
| HEWLETT PACKARD CO. | 318,765. | 139,222. |
| HONEYWELL INTERNATIONAL INC. | 226,100. | 337,026. |
| HYUNDAI MOTOR CO. | 40,354. | 38,079. |
| IMPERIAL TOBACCO LT. | 144,869. | 151,978. |
| ING GROEP | 207,530. | 203,779. |
| INTERNATIONAL BUSINESS MACHINESS CORP. | 145,949. | 148,451. |
| IS TEVA PHARMACEUTICAL INDUSTRIES LTD. | 135,524. | 121,355. |
| ISHARES MSCI KOREA INDEX FUND | 35,656. | 39,912. |
| ITOCHU CORPORATION | 114,463. | 115,390. |
| JARDINE MATHESON HOLDINGS LTD. | 461,349. | 570,400. |
| JOHNSON & JOHNSON | 422,500. | 455,650. |
| JOHNSON & JOHNSON | 158,909. | 173,848. |
| JOHNSON MATTHEY | 121,088. | 166,615. |
| JP MORGAN CHASE & CO. | 326,970. | 420,345. |
| KON AHOLD | 138,995. | 136,960. |
| KONINKLIJKE BOSKALIS WESTMINSTER | 105,033. | 165,989. |

| | | |
|---|---|---|
| KOREA ELECTRIC POWER CORP. | 282,540. | 313,766. |
| LEUCADIA NATIONAL CORP. | 520,098. | 475,800. |
| LOWES COMPANIES INC. | 94,376. | 115,440. |
| MACY'S INC | 101,668. | 115,109. |
| MAGNA INTERNATIONAL INC. | 69,262. | 90,036. |
| MARATHON OIL CORPORATION | 97,173. | 102,711. |
| MASTERCARD INC. | 78,104. | 238,271. |
| MERCK & CO INC | 215,753. | 228,036. |
| MICROSOFT CORP. | 465,056. | 438,573. |
| MICROSOFT CORP. | 131,970. | 138,892. |
| MONSANTO CO. | 480,047. | 567,900. |
| MSCI INC. | 189,929. | 187,799. |
| MUNICH RE GROUP | 93,416. | 129,992. |
| MURATA MANUFACTURING CO. | 138,083. | 138,784. |
| NATIONAL INSTRUMENTS CORP. | 494,041. | 464,580. |
| NETAPP INC. | 583,903. | 503,250. |
| NEWMONT MINING CORPORATION | 69,597. | 53,406. |
| NGK SPARK PLUG CO. | 26,246. | 26,369. |
| NICON CORPORATION | 63,217. | 65,732. |
| NIDEC CORP. | 441,121. | 288,845. |
| NOBLE GROUP LTD. | 474,510. | 392,407. |
| NORDEA BANK SWEDEN | 62,991. | 78,754. |
| NOVARTIS | 343,302. | 403,221. |
| NOVO-NORDISK | 428,441. | 489,630. |
| NOVOZYMES | 502,783. | 506,370. |
| NUCOR CORP. | 515,309. | 517,920. |
| OCEANEERING INTERNATIONAL INC. | 63,136. | 119,414. |
| OLAM INTERNATIONAL LTD. | 472,792. | 318,256. |
| ONEX CORPORATION | 467,417. | 525,635. |
| OPHIR ENERGY | 26,455. | 23,700. |
| ORACLE CORP. | 182,910. | 213,248. |
| OW GLOBAL OPPORTUNITIES FUND | 10,054,200. | 10,825,962. |
| OW GLOBAL SMALL & MID CAPITAL FUND | 6,009,463. | 8,467,289. |
| OW LARGE CAPITAL STRATEGIES FUND | 6,568,854. | 7,061,502. |
| OW REAL RETURN FUND | 3,705,141. | 3,364,270. |
| PEPSICO INC. | 226,837. | 312,725. |
| PHARMACYCLICS INC. | 36,568. | 50,269. |
| PICC PROPERTY AND CASUALTY | 156,948. | 168,949. |
| PRUDENTIAL CORP. | 139,477. | 199,494. |
| QUALCOMM INC. | 181,188. | 298,163. |
| QUALCOMM INC. | 121,388. | 120,627. |
| QUEST DIAGNOSTICS INC. | 148,994. | 151,502. |
| REGENERON | 337,458. | 837,388. |
| REINSURANCE GROUP OF AMERICA INC. | 110,748. | 105,434. |
| RENAISSANCERE HOLDINGS LTD | 484,470. | 528,190. |
| ROCHE HOLDINGS AG GENUSSCHEINE | 659,534. | 773,912. |
| ROYAL CARIBBEAN CRUISES | 260,049. | 296,820. |
| ROYAL DUTCH SHELL | 226,492. | 290,211. |
| SAGEM | 204,024. | 302,102. |
| SAMSUNG ELECTRONICS | 32,170. | 39,792. |
| SAMSUNG ELECTRS LTD. | 186,722. | 241,200. |
| SANOFI | 103,330. | 135,033. |
| SANTOS LTD | 153,803. | 121,117. |
| SBERBANK BANK OF RUSSIA | 126,075. | 133,136. |

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|---|---|---|
| SEAGATE TECHNOLOGY | 48,283. | 53,235. |
| SEMEN GRESIK (PERSERO) PT | 76,478. | 119,235. |
| SERCO GROUP | 437,560. | 434,821. |
| SINGAPORE TELECOMMUNICATIONS | 236,988. | 250,487. |
| SINOPEC/CHINA PETE&CHM | 128,138. | 133,882. |
| SMC CORP. | 91,838. | 89,979. |
| SMITHS GROUP | 181,503. | 224,573. |
| SOFTBANK CORP. | 440,316. | 544,729. |
| SSE | 77,552. | 87,586. |
| STATE STREET MONEY MARKET | 2,057,081. | 2,057,081. |
| SUMITOMO MITSUI | 115,777. | 143,130. |
| SUNCOR INC. | 66,414. | 79,185. |
| SVENSKA HANDELSBKN | 175,972. | 229,347. |
| SWEDBANK | 106,255. | 196,978. |
| TARGET CORP. | 78,270. | 91,714. |
| TELE2 | 63,270. | 58,500. |
| THERMO FISHER SCIENTIFIC | 152,662. | 225,781. |
| THERMO FISHER SCIENTIFIC | 118,981. | 130,749. |
| TIFFANY & CO. | 76,380. | 80,849. |
| TIM PARTICIPACOES | 105,029. | 74,325. |
| TOKYO GAS LTD. | 49,756. | 50,251. |
| TORONTO DOMINION BANK | 164,426. | 215,042. |
| TOTAL | 149,893. | 150,829. |
| TULLOW OIL | 500,572. | 433,319. |
| UNITEDHEALTH GROUP INC. | 225,507. | 217,502. |
| UNITEDHEALTH GROUP INC. | 106,351. | 119,328. |
| VEDANTA RESOURCES | 233,172. | 119,434. |
| VIRGIN MEDIA INC. | 121,927. | 126,052. |
| VODAPHONE GROUP | 298,478. | 362,232. |
| VODAPHONE GROUP | 116,413. | 107,058. |
| VOLKSWAGEN | 44,105. | 61,279. |
| WAL MART STORES INC. | 233,648. | 341,832. |
| WALGREEN CO. | 154,474. | 157,292. |
| WASTE MANAGEMENT INC. | 87,129. | 87,724. |
| WELLS FARGO & CO. | 192,415. | 323,001. |
| WHARF HOLDINGS | 29,620. | 46,911. |
| WILEY JOHN & SONS INC. | 431,048. | 350,370. |
| WYNN MACAU LTD. | 75,241. | 98,927. |
| YUM BRANDS INC. | 53,582. | 136,123. |
| ZIMMER HOLDINGS INC. | 142,216. | 149,984. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 62,226,286. | 69,535,311. |

FORM 990-PF CORPORATE BONDS STATEMENT 12

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| AIR PRODUCST & CHEMICALS 1.2% 10/15/17 | 249,740. | 249,465. |
| AMERICA MOVIL SAB DE CV 2.375% 9/08/16 | 202,728. | 207,876. |
| AMERICAN EXPRESS CREDIT 2.375% 3/24/17 | 296,195. | 310,757. |
| BANK OF AMERICA 6/15/17 | 206,705. | 203,907. |
| BANK OF MONTREAL 1.4% 9/11/17 | 249,615. | 250,950. |
| BB&T CORP 3.95% 4/29/16 | 224,376. | 228,994. |
| BB&T CORP. 1.6% 08/15/17 | 255,301. | 258,062. |
| BERKSHIRE HATHAWAY 2.45% 12/15/15 | 319,738. | 318,538. |
| CATERPILLAR INC. 5.7% 08/15/16 | 103,169. | 102,089. |
| CELGENE CORP. 1.9% 08/15/17 | 250,272. | 254,487. |
| COMCAST CORP. 5.3% 01/15/14 | 77,209. | 73,443. |
| COSTCO WHOLESALE CORP. 1.125% 12/15/17 | 259,948. | 261,742. |
| CSX CORP 6.25% 04/01/2015 | 139,920. | 156,766. |
| DOMINION RESOURCES INC. 1.4% 9/15/17 | 249,782. | 250,045. |
| DOUBLELINE TOTAL RETURN BOND FUND | 1,883,806. | 1,873,899. |
| DUKE ENERGY INDIANA 3.75% 7/15/2020 | 112,321. | 116,272. |
| EI DU PONT DE NEMOURS 6% 07/15/18 | 110,583. | 111,072. |
| EKSPORTFINANS A/S 2% 9/15/2015 | 299,235. | 287,151. |
| FEDEX CORP. 8% 01/15/19 | 229,156. | 230,475. |
| GENERAL ELECTRIC CAPITAL CORP. 2.9% 01/09/17 | 412,692. | 422,936. |
| GENERAL ELECTRIC CAPITAL CORP. 5.625% 05/01/18 | 206,934. | 207,818. |
| GENERAL MILLS INC. 5.7% 2/15/2017 | 223,637. | 226,794. |
| GOLDMAN SACHS GROUP 5.75% 01/24/22 | 210,933. | 228,167. |
| GOLDMAN SACHS GROUP INC. 5.125% 01/15/15 | 243,291. | 252,456. |
| HONEYWELL INTERNATIONAL 5% 2/15/2019 | 102,994. | 124,872. |
| JP MORGAN CHASE & CO. 3.15% 07/05/16 | 316,401. | 317,835. |
| JP MORGAN CHASE BANK 6% 10/01/17 | 225,246. | 230,849. |
| KEY CORP. MTN 5.1% 3/24/21 | 211,947. | 224,847. |
| KFW 1.25% 02/15/17 | 249,072. | 255,102. |
| MORGAN STANLEY MTN 6% 4/28/15 | 221,006. | 228,734. |
| NOVARTIS CAPITAL CORP 4.125% 2/10/2014 | 249,743. | 260,008. |
| NVR INC. 3.95% 9/15/22 | 216,936. | 217,615. |
| PEPSICO INC. 1.25% 08/13/17 | 248,710. | 250,940. |
| PETROLEOS MEXICANOS 1.7% 12/20/2022 | 300,000. | 302,262. |
| PNC FUNDING CORP. 5.125% 02/08/20 | 197,514. | 208,133. |
| PROCTOR & GAMBLE CO. 3.5% 2/15/2015 | 298,740. | 318,525. |
| SHELL INTERNATIONAL FINANCIAL 4% 3/21/2014 | 299,919. | 313,203. |
| STATOIL ASA 1.2% 1/17/18 | 249,713. | 250,045. |
| TORONTO-DOMINION BANK 2.375% 10/19/16 | 248,793. | 255,020. |
| TOYOTA MOTOR CREDIT CORP. 2% 09/15/2016 | 248,702. | 259,188. |
| UNILEVER CAPITAL CORP. .85% 08/02/17 | 247,040. | 247,480. |
| UNITED PARCEL SERVICE 5.125% 4/01/19 | 236,048. | 237,163. |
| US BANCORP 2.2% 11/15/2016 | 232,248. | 237,555. |
| US BANCORP 2.2% 11/15/2016 | 199,488. | 208,382. |
| VERIZON COMMUNICATION 6.35% 4/01/19 | 91,156. | 94,784. |
| WACHOVIA BANK 6% 11/15/17 | 134,574. | 134,308. |
| WAL-MART STORES INC. 5.8% 2/15/18 | 181,500. | 183,758. |

| | | |
|---|---|---|
| YUM BRANDS 6.25% 3/15/18 | 181,061. | 182,355. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 12,405,837. | 12,627,124. |

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| EXCELSIOR VENTURE PARTNERS - III | COST | | |
| LLC MEMBERSHIP INTERNATIONAL | | 15,196. | 342,992. |
| LISTERINE ROYALTY INTERESTS | COST | 241,209. | 557,000. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 256,405. | 899,992. |

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 STATEMENT 14

EXPLANATION

THE EDWARD JOHN NOBLE FOUNDATION MADE A DISTRIBUTION TO A DONOR ADVISED FUND WHICH WAS TREATED AS A QUALIFYING DISTRIBUTION. THE ADVISOR OF THE FUND IS A DISQUALIFIED PERSON. THE DISTRIBUTION WILL BE USED TO SUPPORT COMMUNITY BASED PROGRAMS IN THE ARTS AND CULTURAL ORGANIZATIONS AS PER THE FOUNDATION MISSION STATEMENT.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN-SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|---|---|---|---|
| JUNE NOBLE LARKIN<br>32 EAST 57TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022 | CHAIRMAN EMERITUS & DIRECT<br>3.00 | 0. | 0. | 0. |
| E. J. NOBLE SMITH<br>32 EAST 57TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022 | CHAIRMAN, PRESIDENT & DIRE<br>30.00 | 290,319. | 73,053. | 0. |
| JEREMY T. SMITH<br>32 EAST 57TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022 | VICE CHAIRMAN, VP & DIRECTOR<br>~~30.00~~<br>3.00 | 0. | 0. | 0. |
| E. MARY HEFFERNAN<br>32 EAST 57TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022 | TREASURER<br>30.00 | 179,661. | 43,990. | 0. |
| DEBORAH MENTON-NIGHTLINGER<br>32 EAST 57TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022 | EXEC DIR & CORP SEC<br>30.00 | 179,661. | 43,990. | 0. |
| EDWARD N. SMITH<br>33 EAST 57TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| JORDAN V. SMITH<br>33 EAST 57TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| SARAH N. SMITH<br>33 EAST 57TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| WILLIAM Z. SMITH<br>33 EAST 57TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| HAROLD B. JOHNSON<br>32 EAST 57TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| DANIEL L. MOSLEY, ESQ.<br>32 EAST 57TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022 | DIRECTOR<br>1.00 | 0. | 0. | 0. |

| | | | | |
|---|---|---|---|---|
| DAVID S. SMITH<br>32 EAST 57TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| MARIBETH SMITH<br>32 EAST 57TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 649,641. | 161,033. | 0. |

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT PART VII-B, LINE 5C STATEMENT 16

GRANTEE'S NAME

ST CATHERINE'S ISLAND FOUNDATION, INC

GRANTEE'S ADDRESS

ST CATHERINE'S ISLAND
MIDWAY, GA 31320

| GRANT AMOUNT | DATE OF GRANT | AMOUNT EXPENDED |
|---|---|---|
| 2,500,000. | | 2,500,000. |

PURPOSE OF GRANT

SEE FOOTNOTE 3 FOR PART XV, QUESTION 3 WITH RESPECT TO THE GRANT PAID DURING 2012 OF $2,500,000 MADE TO THE ST. CATHERINE'S ISLAND FOUNDATION, INC., MIDWAY, GEORGIA 31320 FOR USE DIRECTLY IN THE ACTIVE CONDUCT OF ITS EXEMPT ACTIVITIES IN CONNECTION WITH CONSERVATION, PROTECTION OF ENDANGERED SPECIES AND SCIENTIFIC ACTIVITIES ON ST. CATHERINE'S ISLAND.

DATES OF REPORTS BY GRANTEE

ST CATHERINE SUBMITS REPORTS MONTHLY

ANY DIVERSION BY GRANTEE

NONE

# 2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

| Asset No | Description | Date Acquired | Method | Life | Conv | Line No | Unadjusted Cost Or Basis | Bus % Excl | Section 179 Expense | * Reduction In Basis | Basis For Depreciation | Beginning Accumulated Depreciation | Current Sec 179 Expense | Current Year Deduction | Ending Accumulated Depreciation |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 11 | FURNITURE & FIXTURE 1983-1996 | 01/01/96 | 200DB | 5.00 | HY | 17 | 61,773. | | | | 61,773. | 61,773. | | 0. | 61,773. |
| 12 | ARTWORK | 01/01/96 | NC | .000 | HY | | 6,900. | | | | 6,900. | | | 0. | |
| 13 | FURNITURE & FIXTURE | 01/01/97 | 200DB | 5.00 | HY | 17 | 15,437. | | | | 15,437. | 15,437. | | 0. | 15,437. |
| 14 | FURNITURE & FIXTURE | 01/01/98 | 200DB | 5.00 | HY | 17 | 12,697. | | | | 12,697. | 12,697. | | 0. | 12,697. |
| 15 | FURNITURE & FIXTURE | 01/01/99 | 200DB | 5.00 | HY | 17 | 6,295. | | | | 6,295. | 6,295. | | 0. | 6,295. |
| 16 | FURNITURE & FIXTURE | 01/01/00 | 200DB | 5.00 | HY | 17 | 3,571. | | | | 3,571. | 3,571. | | 0. | 3,571. |
| 17 | FURNITURE & FIXTURE | 01/01/01 | 200DB | 5.00 | HY | 17 | 9,872. | | | | 9,872. | 9,872. | | 0. | 9,872. |
| 18 | FURNITURE & FIXTURE | 01/01/02 | 200DB | 5.00 | HY | 17 | 8,024. | | | | 8,024. | 8,024. | | 0. | 8,024. |
| 19 | FURNITURE & FIXTURE | 01/01/03 | 200DB | 5.00 | HY | 17 | 10,402. | | | | 10,402. | 10,402. | | 0. | 10,402. |
| 20 | FURNITURE & FIXTURE | 01/01/04 | 200DB | 5.00 | HY | 17 | 2,880. | | | | 2,880. | 2,880. | | 0. | 2,880. |
| 21 | FURNITURE & FIXTURE | 01/01/05 | 200DB | 5.00 | HY | 17 | 37,157. | | | | 37,157. | 37,157. | | 0. | 37,157. |
| 22 | FURNITURE & FIXTURE | 01/01/06 | SL | 5.00 | HY | 17 | 11,444. | | | | 11,444. | 11,444. | | 0. | 11,444. |
| 23 | (D)FURNITURE & FIXTURE | 01/01/07 | SL | 5.00 | HY | 17 | 3,234. | | | | 3,234. | 2,910. | | 324. | |
| 24 | FURNITURE & FIXTURE | 01/01/08 | SL | 5.00 | HY | 17 | 845. | | | | 845. | 592. | | 169. | 761. |
| 25 | FURNITURE & FIXTURE | 01/01/09 | SL | 5.00 | HY | 17 | 10,410. | | | | 10,410. | 5,206. | | 2,082. | 7,288. |
| 26 | ARTWORK | 01/01/07 | NC | .000 | HY | | 3,625. | | | | 3,625. | | | 0. | |
| 27 | LEASHOLD IMPROVEMENT | 01/01/94 | SL | 7.00 | | 16 | 87,243. | | | | 87,243. | 87,243. | | 0. | 87,243. |
| 28 | LEASHOLD IMPROVEMENT | 01/01/95 | SL | 6.00 | | 16 | 19,980. | | | | 19,980. | 19,980. | | 0. | 19,980. |

228111
05-01-12

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

## 2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

| Asset No | Description | Date Acquired | Method | Life | Conv | Line No | Unadjusted Cost Or Basis | Bus % Excl | Section 179 Expense | * Reduction In Basis | Basis For Depreciation | Beginning Accumulated Depreciation | Current Sec 179 Expense | Current Year Deduction | Ending Accumulated Depreciation |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 29 | LEASHOLD IMPROVEMENT | 01/01/99 | SL | 5.00 | | 16 | 400. | | | | 400. | 400. | | 0. | 400. |
| 30 | LEASHOLD IMPROVEMENT | 01/01/02 | SL | 6.00 | | 16 | 1,100. | | | | 1,100. | 1,100. | | 0. | 1,100. |
| 31 | LEASHOLD IMPROVEMENT | 01/01/05 | SL | 3.00 | | 16 | 17,356. | | | | 17,356. | 17,356. | | 0. | 17,356. |
| 32 | LEASHOLD IMPROVEMENT | 01/01/09 | SL | 6.00 | | 16 | 6,200. | | | | 6,200. | 2,583. | | 1,033. | 3,616. |
| 33 | (D)FURNITURE & FIXTURE 1983-1996 | 01/01/96 | 200DB | 5.00 | HY | 17 | 45,538. | | | | 45,538. | 45,538. | | 0. | |
| 34 | (D)FURNITURE & FIXTURE | 01/01/08 | SL | 5.00 | HY | 17 | 1,065. | | | | 1,065. | 746. | | 0. | |
| 65 | FURNITURE & FIXTURE | 06/30/12 | SL | 5.00 | HY | 19B | 19,387. | | | | 19,387. | | | 1,939. | 1,939. |
| 66 | FURNITURE & FIXTURE | 06/30/12 | SL | 5.00 | HY | 19B | 2,650. | | | | 2,650. | | | 265. | 265. |
| | * TOTAL 990-PF PG 1 DEPR | | | | | | 405,485. | | | | 405,485. | 363,206. | | 5,812. | 319,500. |



(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Form **4562** Department of the Treasury Internal Revenue Service (99)

# Depreciation and Amortization 990-PF
**(Including Information on Listed Property)**
▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172 **2012** Attachment Sequence No 179

| Name(s) shown on return | Business or activity to which this form relates | Identifying number |
|---|---|---|
| EDWARD JOHN NOBLE FOUNDATION, INC. | FORM 990-PF PAGE 1 | 06-1055586 |

**Part I** Election To Expense Certain Property Under Section 179 **Note:** *If you have any listed property, complete Part V before you complete Part I.*

| | | |
|---|---|---|
| 1 Maximum amount (see instructions) | 1 | 500,000. |
| 2 Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 Threshold cost of section 179 property before reduction in limitation | 3 | 2,000,000. |
| 4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0- | 4 | |
| 5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions | 5 | |

| 6 (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| 7 Listed property. Enter the amount from line 29 | 7 | |

| | | |
|---|---|---|
| 8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7 | 8 | |
| 9 Tentative deduction. Enter the **smaller** of line 5 or line 8 | 9 | |
| 10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562 | 10 | |
| 11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 | 11 | |
| 12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 | 12 | |
| 13 Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12 ▶ | 13 | |

**Note:** *Do not use Part II or Part III below for listed property Instead, use Part V.*

**Part II** **Special Depreciation Allowance and Other Depreciation (Do not** include listed property )

| | | |
|---|---|---|
| 14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year | 14 | |
| 15 Property subject to section 168(f)(1) election | 15 | |
| 16 Other depreciation (including ACRS) | 16 | 1,033. |

**Part III** **MACRS Depreciation (Do not** include listed property ) (See instructions )

**Section A**

| | | |
|---|---|---|
| 17 MACRS deductions for assets placed in service in tax years beginning before 2012 | 17 | 2,575. |
| 18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐ | | |

**Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System**

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only - see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|---|---|---|---|---|---|---|
| 19a 3-year property | | | | | | |
| b 5-year property | | 22,037. | 5 YRS. | HY | SL | 2,204. |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | | 25 yrs. | | S/L | |
| h Residential rental property | / | | 27 5 yrs. | MM | S/L | |
| | / | | 27 5 yrs | MM | S/L | |
| i Nonresidential real property | / | | 39 yrs. | MM | S/L | |
| | / | | | MM | S/L | |

**Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System**

| | | | | | | |
|---|---|---|---|---|---|---|
| 20a Class life | | | | | S/L | |
| b 12-year | | | 12 yrs. | | S/L | |
| c 40-year | / | | 40 yrs. | MM | S/L | |

**Part IV** **Summary** (See instructions.)

| | | |
|---|---|---|
| 21 Listed property. Enter amount from line 28 | 21 | |
| 22 **Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr. | 22 | 5,812. |
| 23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

**Part V** **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

**Note:** *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

**Section A - Depreciation and Other Information (Caution:** *See the instructions for limits for passenger automobiles* **)**

**24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

| (a) Type of property (list vehicles first) | (b) Date placed in service | (c) Business/ investment use percentage | (d) Cost or other basis | (e) Basis for depreciation (business/investment use only) | (f) Recovery period | (g) Method/ Convention | (h) Depreciation deduction | (i) Elected section 179 cost |
|---|---|---|---|---|---|---|---|---|
| **25** Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use | | | | | | 25 | | |
| **26** Property used more than 50% in a qualified business use: | | | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| **27** Property used 50% or less in a qualified business use: | | | | | | | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |
| **28** Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 | | | | | | 28 | | |
| **29** Add amounts in column (i), line 26. Enter here and on line 7, page 1 | | | | | | | 29 | |

**Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

| | (a) Vehicle | | (b) Vehicle | | (c) Vehicle | | (d) Vehicle | | (e) Vehicle | | (f) Vehicle | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **30** Total business/investment miles driven during the year (**do not** include commuting miles) | | | | | | | | | | | | |
| **31** Total commuting miles driven during the year | | | | | | | | | | | | |
| **32** Total other personal (noncommuting) miles driven | | | | | | | | | | | | |
| **33** Total miles driven during the year. Add lines 30 through 32 | | | | | | | | | | | | |
| | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No |
| **34** Was the vehicle available for personal use during off-duty hours? | | | | | | | | | | | | |
| **35** Was the vehicle used primarily by a more than 5% owner or related person? | | | | | | | | | | | | |
| **36** Is another vehicle available for personal use? | | | | | | | | | | | | |

**Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

| | Yes | No |
|---|---|---|
| **37** Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? | | |
| **38** Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners | | |
| **39** Do you treat all use of vehicles by employees as personal use? | | |
| **40** Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? | | |
| **41** Do you meet the requirements concerning qualified automobile demonstration use? | | |

**Note:** *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

**Part VI** **Amortization**

| (a) Description of costs | (b) Date amortization begins | (c) Amortizable amount | (d) Code section | (e) Amortization period or percentage | (f) Amortization for this year |
|---|---|---|---|---|---|
| **42** Amortization of costs that begins during your 2012 tax year: | | | | | |
| | | | | | |
| | | | | | |
| **43** Amortization of costs that began before your 2012 tax year | | | | 43 | |
| **44** **Total.** Add amounts in column (f) See the instructions for where to report | | | | 44 | |

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

| **Type or print** | Name of exempt organization or other filer, see instructions. | Employer identification number (EIN) or |
|---|---|---|
| File by the due date for filing your return See instructions | EDWARD JOHN NOBLE FOUNDATION, INC. | 06-1055586 |
| | Number, street, and room or suite no. If a P O box, see instructions. P. O. BOX 954 | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. RIDGEFIELD, CT 06877 | |

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 ▶ EDWARD JOHN NOBLE FOUNDATION
P.O. BOX 954 - RIDGEFIELD, CT 06877
Telephone No. ▶ (203) 438-5690 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______, and ending ______

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 | $ 132,000. |
| 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 | $ 126,000. |
| 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 | $ 6,000. |

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

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01-21-13