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

**2012**

Open to Public Inspection

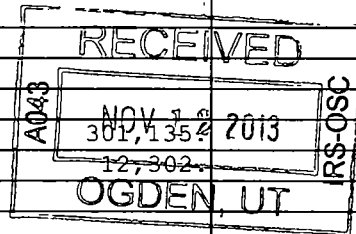
Department of the Treasury  
Internal Revenue Service

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

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

Name of foundation <b>LONE PINE FOUNDATION, INC.</b>		<b>A</b> Employer identification number 06-1637040
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B</b> Telephone number (see instructions) (203) 618-7821
TWO GREENWICH PLAZA, SECOND FLOOR		
City or town, state, and ZIP code GREENWICH, CT 06830		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 34,233,751.		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Other (specify) _____		
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	6,514,245.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	47,092.	47,092.		ATCH 1
	4 Dividends and interest from securities	294,628.	294,628.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,711,591.			
	b Gross sales price for all assets on line 6a 3,715,858.				
	7 Capital gain net income (from Part IV, line 2)		3,711,591.		
	8 Net short-term capital gain				
	9 Income modifications			500.	
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	73,052.	73,052.		
	12 Total. Add lines 1 through 11	10,640,608.	4,126,363.	500.	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest. ATCH 4	301,135.			
	18 Taxes (attach schedule) (see instructions) ATCH 5	86,552.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	1,167,331.	245,042.		39,093
24 Total operating and administrative expenses. Add lines 13 through 23	1,555,018.	558,479.		39,093	
25 Contributions, gifts, grants paid	5,270,445.			5,270,445	
26 Total expenses and disbursements Add lines 24 and 25	6,825,463.	558,479.		5,309,538	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	3,815,145.				
b Net investment income (if negative, enter -0-)		3,567,884.			
c Adjusted net income (if negative, enter -0-)			500.		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .	6,530,520.	6,798,389.	6,798,389.	
	3	Accounts receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	4	Pledges receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) . . . . .				
	c	Investments - corporate bonds (attach schedule) . . . . .				
	11	Investments - land, buildings, and equipment basis ▶ . . . . .				
	Less: accumulated depreciation (attach schedule) ▶ . . . . .					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . . ATCH 7	21,304,713.	27,435,362.	27,435,362.		
14	Land, buildings, and equipment basis ▶ . . . . .					
	Less: accumulated depreciation (attach schedule) ▶ . . . . .					
15	Other assets (describe ▶ . . . . .)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	27,835,233.	34,233,751.	34,233,751.		
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ . . . . .)				
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	27,835,233.	34,233,751.		
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	27,835,233.	34,233,751.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	27,835,233.	34,233,751.			

## 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	27,835,233.
2	Enter amount from Part I, line 27a . . . . .	2	3,815,145.
3	Other increases not included in line 2 (itemize) ▶ ATCH 8 . . . . .	3	2,583,625.
4	Add lines 1, 2, and 3 . . . . .	4	34,234,003.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9 . . . . .	5	252.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	34,233,751.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) <span style="float:right">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			2	3,715,858.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

**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	5,448,009.	27,343,084.	0.199246
2010	4,670,593.	22,352,942.	0.208948
2009	4,621,371.	18,822,575.	0.245523
2008	4,793,385.	20,089,162.	0.238606
2007	3,916,107.	18,251,163.	0.214568
2 Total of line 1, column (d)			2 1.106891
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.221378
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 30,150,455.
5 Multiply line 4 by line 3			5 6,674,647.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 35,679.
7 Add lines 5 and 6			7 6,710,326.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 5,309,538.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	71,358.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	2	
3	Add lines 1 and 2 . . . . .	3	71,358.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	71,358.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	76,541.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	76,541.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	5,183.
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ▶ 5,183. <b>Refunded</b> ▶	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 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? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ KERRY A. TYLER Telephone no ▶ 203-618-7821			
Located at ▶ TWO GREENWICH PLAZA GREENWICH, CT ZIP+4 ▶ 06830				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	15		
and enter the amount of tax-exempt interest received or accrued during the year . . . . .				
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . .	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) . . . . .	3b	N/A
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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐

5b

X

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

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

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

If "Yes" to 6b, file Form 8870

6b

X

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

7b

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		0	0	0

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

[illegible]

**Total number of others receiving over \$50,000 for professional services . . . . .** ▶

## Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

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 (see instructions)**

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b> NONE ----- ----- -----	
<b>2</b> ----- ----- -----	
All other program-related investments See instructions <b>3</b> NONE ----- ----- -----	
<b>Total.</b> Add lines 1 through 3 . . . . . ►	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	
<b>b</b>	Average of monthly cash balances	<b>1b</b>	4,767,247.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	25,842,352.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	30,609,599.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	30,609,599.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	459,144.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	30,150,455.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,507,523.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,507,523.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	71,358.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	71,358.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,436,165.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	500.
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,436,665.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,436,665.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	5,309,538.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	5,309,538.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	5,309,538.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Form 990-PF (2012)

Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				1,436,665.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .				
<b>b</b> Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u> . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . . 3,959,910.				
<b>b</b> From 2008 . . . . . 4,808,348.				
<b>c</b> From 2009 . . . . . 4,621,854.				
<b>d</b> From 2010 . . . . . 4,670,593.				
<b>e</b> From 2011 . . . . . 4,118,689.				
<b>f</b> Total of lines 3a through e . . . . .	22,179,394.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>5,309,538.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2012 distributable amount . . . . .				1,436,665.
<b>e</b> Remaining amount distributed out of corpus . . . . .	3,872,873.			
<b>5</b> Excess distributions carryover applied to 2012 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	26,052,267.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	3,959,910.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	22,092,357.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . . 4,808,348.				
<b>b</b> Excess from 2009 . . . . . 4,621,854.				
<b>c</b> Excess from 2010 . . . . . 4,670,593.				
<b>d</b> Excess from 2011 . . . . . 4,118,689.				
<b>e</b> Excess from 2012 . . . . . 3,872,873.				

Form **990-PF** (2012)

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

NOT APPLICABLE

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

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

STEPHEN F. MANDEL, JR.; KERRY TYLER

**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

N/A

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

N/A

**c** Any submission deadlines

N/A

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

N/A

**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
<b>a Paid during the year</b>  ATCH 11				
<b>Total</b> . . . . .			<b>3a</b>	5,270,445.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>3b</b>	

Form 990-PF (2012)

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

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments				14	47,092.	
<b>4</b> Dividends and interest from securities . . . . .				14	294,628.	
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .		523000	144.	14	72,908.	
<b>8</b> Gain or (loss) from sales of assets other than inventory		523000	-4,267.	18	3,715,858.	
<b>9</b> Net income or (loss) from special events . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
<b>12</b> Subtotal Add columns (b), (d), and (e) . . . . .			-4,123.		4,130,486.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .						4,126,363.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2012**

Name of the organization

LONE PINE FOUNDATION, INC.

Employer identification number

06-1637040

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)(3) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

- ☐
- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use
- exclusively*
- for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an
- exclusively*
- religious, charitable, etc., purpose. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization LONE PINE FOUNDATION, INC.

Employer identification number  
06-1637040**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STEPHEN F. MANDEL, JR. LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 5,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	LUKE WALSH LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	THOMAS KWALWASSER LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	BRIAN DOHERTY LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	LESLIE DAHL LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	DAVID CRAVER LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization LONE PINE FOUNDATION, INC.

Employer identification number  
06-1637040**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	MARCO TABLADA LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
8	PAUL EISENSTEIN LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
9	DAVID ARCHER LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
10	KELLY GRANAT LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
11	SCOTT PHILLIPS LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
12	JEFF WECHSELBLATT LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization LONE PINE FOUNDATION, INC.

Employer identification number  
06-1637040**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	MICHAEL SUSSMAN LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
14	COLLEEN FITZSIMMONS LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
15	ANDREA MALDON LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
16	JEREMY MURPHY LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
17	PATRICK FU LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
18	KERRY TYLER LONE PINE CAPITAL, TWO GREENWICH PLAZA GREENWICH, CT 06830	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization LONE PINE FOUNDATION, INC.

Employer identification number

06-1637040

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization LONE PINE FOUNDATION, INC.

Employer identification number

06-1637040

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.**For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed

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

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	20,013.	20,013.
PARTNERSHIP INTEREST INCOME		
- LONE SPRUCE LP	4,790.	4,790.
- LONE SIERRA LP	2,853.	2,853.
- LONE PICEA LP	11,810.	11,810.
- LONE REDWOOD LP	7,135.	7,135.
- LONE CASCADE LP	491.	491.
TOTAL	<u>47,092.</u>	<u>47,092.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	345.	345.
PARTNERSHIP DIVIDEND INCOME		
- LONE SPRUCE LP	38,917.	38,917.
- LONE SIERRA LP	64,728.	64,728.
- LONE PICEA LP	116,771.	116,771.
- LONE REDWOOD LP	62,731.	62,731.
- LONE CASCADE LP	11,136.	11,136.
TOTAL	<u>294,628.</u>	<u>294,628.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 - NET RENTAL INCOME		
- LONE SPRUCE LP	-53.	-53.
- LONE REDWOOD LP	-101.	-101.
K-1 - IRC SECTION 988 INCOME/(LOSS)		
- LONE SPRUCE LP	13,444.	13,444.
- LONE SIERRA LP	-5.	-5.
- LONE PICEA LP	36,791.	36,791.
- LONE REDWOOD LP	22,220.	22,220.
- LONE CASCADE LP	-1.	-1.
K-1 - ORDINARY BUSINESS INCOME		
- LONE SPRUCE LP	87.	87.
- LONE REDWOOD LP	155.	155.
K-1 - OTHER PORTFOLIO INCOME		
- LONE REDWOOD LP	318.	318.
- LONE SPRUCE LP	197.	197.
TOTALS	<u>73,052.</u>	<u>73,052.</u>

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PARTNERSHIP INVESTMENT INT.		
- LONE PICEA LP	158,587.	158,587.
- LONE SPRUCE LP	54,584.	54,584.
- LONE REDWOOD LP	87,964.	87,964.
TOTALS	<u>301,135.</u>	<u>301,135.</u>



ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PARTNERSHIP - FOREIGN TAXES		
- LONE SIERRA LP	1,028.	1,028.
- LONE SPRUCE LP	1,268.	1,268.
- LONE PICEA LP	6,760.	6,760.
- LONE REDWOOD LP	3,069.	3,069.
- LONE CASCADE LP	177.	177.
EXCISE TAXES	74,000.	
UBI TAXES	250.	
TOTALS	<u>86,552.</u>	<u>12,302.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
K-1 - OTHER TRADE OR BUS. EXP.			
- LONE SPRUCE LP	47,142.	47,142.	
- LONE PICEA LP	113,803.	113,803.	
- LONE REDWOOD LP	67,119.	67,119.	
K-1 - PORTFOLIO DEDUCTIONS 2%			
- LONE SIERRA LP	5,842.	5,842.	
- LONE SPRUCE LP	614.	614.	
- LONE PICEA LP	5,636.	5,636.	
- LONE REDWOOD LP	4,291.	4,291.	
- LONE CASCADE LP	595.	595.	
GRANT EXPENSES	39,063.		39,063.
DUES & SUBSCRIPTIONS	30.		30.
ADMINISTRATIVE EXPENSES	883,196.		
TOTALS	<u>1,167,331.</u>	<u>245,042.</u>	<u>39,093.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PARTNERSHIP - LONE SPRUCE LP	3,359,852.	3,359,852.
PARTNERSHIP - LONE SIERRA LP	7,505,254.	7,505,254.
PARTNERSHIP - LONE PICEA LP	9,872,085.	9,872,085.
PARTNERSHIP - LONE REDWOOD LP	5,407,441.	5,407,441.
PARTNERSHIP - LONE CASCADE LP	1,290,730.	1,290,730.
TOTALS	<u>27,435,362.</u>	<u>27,435,362.</u>

ATTACHMENT 8FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENTS-	
LONE PICEA LP	817,574.
LONE SIERRA LP	929,315.
LONE SPRUCE LP	73,317.
LONE REDWOOD LP	567,524.
LONE CASCADE LP	195,395.
RECOVERY OF PRIOR YEAR GRANT	500.
TOTAL	<u>2,583,625.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR PERIOD ADJUSTMENT	252.
TOTAL	<u>252.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
STEPHEN F. MANDEL, JR. TWO GREENWICH PLAZA, SECOND FLOOR GREENWICH, CT 06830	DIR/PRES/CHAIRMAN 1.00	0	0	0
KERRY A. TYLER TWO GREENWICH PLAZA, SECOND FLOOR GREENWICH, CT 06830	DIR/VP/TREASURER 1.00	0	0	0
MARCO TABLADA C/O LONE PINE CAPITAL LLC TWO GREENWICH PLAZA GREENWICH, CT 06830	DIRECTOR 1.00	0	0	0
LUCY BALL C/O LONE PINE CAPITAL LLC TWO GREENWICH PLAZA GREENWICH, CT 06830	EXECUTIVE DIRECTOR 1.00	0	0	0
CHRISTEEN BERNARD DUR C/O LONE PINE CAPITAL LLC TWO GREENWICH PLAZA GREENWICH, CT 06830	ASSOC DIR/SECRETARY	0	0	0

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

ATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAVE CRAVER C/O LONE PINE CAPITAL LLC TWO GREENWICH PLAZA GREENWICH, CT 06830	DIRECTOR 1.00	0	0	0
GRAND TOTALS		0	0	0

**Lone Pine Foundation, Inc.:**  
EIN: 06-1637040  
FYE: December 31, 2012

**Form 990-PF, Part XV - Grants and Contributions**  
**Paid During the Year**

<b>Name and Address</b>	<b>Foundation Status of Recipient</b>	<b>Purpose of Grant</b>	<b>Amount</b>
<b>A Better Chance of Darien</b> P O Box 3204 Darien, CT 06820	170(b)(1)(A)(vi)	General Operating Support	\$2,500
<b>Abraham House</b> P O Box 305 Mott Haven Station Bronx, NY 10454	170(b)(1)(A)(vi)	General Operating Support	\$5,000
<b>Achievement First</b> 403 James Street New Haven, CT 06513	170(b)(1)(A)(vi)	Achievement First Bridgeport Academies Building Renovation and Adjacent Land Due Diligence General Operating Support	\$200,000 \$75,000 \$5,000
<b>All our Kin</b> 134 Grand Avenue New Haven, CT 06513	170(b)(1)(A)(vi)	General Operating Support	\$125,000
<b>Allyson Rioux Memorial Foundation</b> 45 Elaine Drive Stamford, CT 06902	170(b)(1)(A)(vi)	General Operating Support	\$1,000
<b>Anne E. Fowler Institute</b> 100 Broadway, 2nd Floor North Haven, CT 06473	170(b)(1)(A)(vi)	Family Centers work	\$1,000
<b>Blue Engine</b> 150 Court Street, Suite 2 Brooklyn, NY 11201-6274	509(a)(2)	General Operating Support	\$2,500
<b>Boys and Girls Club of Greenwich</b> 4 Horseneck Lane Greenwich, CT 06830	170(b)(1)(A)(vi)	General Operating Support	\$2,500
<b>Boys and Girls Club of Stamford</b> 347 Stillwater Avenue Stamford, CT 06902	170(b)(1)(A)(vi)	General Operating Support	\$2,500
<b>Boys Hope Girls Hope</b> 30 Ackerman Street Staten Island, NY 10308	170(b)(1)(A)(vi)	New York Program	\$2,500
<b>Bridgeport Child Advocacy Coalition</b> 2470 Fairfield Avenue Bridgeport, CT 06605	170(b)(1)(A)(vi)	General Operating Support	\$2,500
<b>Bridgeport Public Education Fund</b> 446 University Avenue Bridgeport, CT 06604	170(b)(1)(A)(vi)	General Operating Support	\$5,000
<b>Building Educated Leaders for Life</b> One Fordham Plaza, Suite 903 Bronx, NY 10458	170(b)(1)(A)(vi)	NYC Program	\$150,000
<b>Camp AmeriKids</b> 88 Hamilton Avenue Stamford, CT 06902	170(b)(1)(A)(vi)	General Operating Support	\$1,000
<b>Center for Children's Advocacy</b> 65 Elizabeth Street Hartford, CT 06105	170(b)(1)(A)(vi)	General Operating Support	\$1,000
<b>Center for Contemporary Printmaking</b> Mathews Park, 299 West Avenue Norwalk, CT 06850	509(a)(2)	Norwalk After School Program	\$2,500



<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
<b>Chai Life Line</b> 151 West 30th Street New York, NY 10001	170 (b)(1)(A)(vi)	Camp Simcha	\$1,000
<b>Charities Aid Foundation</b> 1800 Diagonal Road King Street Station Alexandria, VA 22314-2840	170 (b)(1)(A)(vi)	Teach First, UK Teach First, UK -phone system upgrade General Operating Support	\$150,000 \$50,000 \$7,895
<b>Child Advocates of Connecticut</b> 606 Post Road East, Suite 612 Westport, CT 06880-4540	509(a)(2)	consulting work with Gilles Mesrobian	\$5,000
<b>Children's Village, The</b> Echo Hills Dobbs Ferry, NY 10522	170 (b)(1)(A)(vi)	Work Appreciation for Youth Program Technology Equipment Upgrades	\$200,000 \$150,000
<b>Columbia University Law School</b> Center for Public Research and Leadership 435 West 116th Street P O Box B-16 New York, NY 10027	170 (b)(1)(A)(vi)	Accountability Project	\$5,000
<b>Community Plates</b> 4 Old Saugatuck Road Norwalk, CT 06855-2025	170 (b)(1)(A)(vi)	Consulting work with Gilles Mesrobian	\$2,500
<b>Comprehensive Development, Inc</b> 240 2nd Avenue New York, NY 10003	170 (b)(1)(A)(vi)	General Operating Support	\$5,000
<b>Computers for Youth</b> 322 Eighth Avenue, Floor 12A New York, NY 10001	170 (b)(1)(A)(vi)	NYC Program	\$5,000
<b>Connecticut Center for School Change</b> 151 New Park Avenue, Suite 203 Hartford, CT 06106	509(a)(3)	Parents Supporting Excellence in Education	\$5,000
<b>Connecticut Coalition for Achievement Now</b> aka ConnCAN 85 Willow Street New Haven, CT 06511	170 (b)(1)(A)(vi)	General Operating Support	\$5,000
<b>Connecticut Voices for Children</b> 33 Whitney Avenue New Haven, CT 06510	170 (b)(1)(A)(vi)	General Operating Support	\$2,500
<b>Conservative Synagogue</b> Adath Israel of Riverdale 475 West 250th Street Riverdale, NY 10471	170 (b)(1)(A)(vi)	General Operating Support	\$1,000
<b>Courage to Speak Foundation</b> P O Box 1527 Norwalk, CT 06852	170 (b)(1)(A)(vi)	General Operating Support	\$1,000
<b>David Russo Cancer Foundation</b> 3 Ridgewood Avenue Stamford, CT 06907	170 (b)(1)(A)(vi)	General Operating Support	\$3,000
<b>Domus Foundation, The</b> 83 Lockwood Avenue Stamford, CT 06902	170 (b)(1)(A)(vi)	Trailblazers Academy and Lion's Den After School Program Vehicle Repairs and Facility Improvements Hurricane Sandy Building Repairs	\$200,000 \$150,000 \$10,000
<b>Dreamyard</b> 1085 Washington Avenue, Ground Floor Bronx, NY 10456	509(a)(2)	General Operating Support	\$1,500
<b>East Harlem Tutorial Program, Inc</b> 2050 Second Avenue New York, NY 10029	170 (b)(1)(A)(vi)	General Operating Support	\$5,000

Name and Address	Foundation Status of Recipient	Purpose of Grant	Amount
<b>Echoing Green</b> 494 Eighth Avenue, 2nd Floor New York, NY 10001	501(c)(3)	General Operating Support	\$2,500
<b>Education Pioneers</b> 1970 Broadway, Suite 1140 Oakland, CA 94612-2210	170(b)(1)(A)(vi)	Connecticut Program	\$5,000
<b>Educators for Excellence</b> 333 West 39th Street, Room 703 New York, NY 10018	170(b)(1)(A)(vi)	General Operating Support	\$2,500
<b>Excel Bridgeport</b> 1057 Broad Street, Suite 302 Bridgeport, CT 06604	170(b)(1)(A)(vi)	General Operating Support	\$25,000
<b>Fairfield County Community Foundation</b> 383 Main Avenue Norwalk, CT 06851	170(b)(1)(A)(vi)	General Operating Support Good Schools Bridgeport Fund	\$15,000 \$15,000
<b>Family and Children's Agency, Inc.</b> 9 Mott Avenue Norwalk, CT 06850-3308	509(a)(2)	Center for Youth Development and Family Support Programs IT Collaborative and Office Move Hurricane Sandy Building Repairs	\$150,000 \$50,000 \$10,000
<b>Family Centers</b> 40 Arch Street Greenwich, CT 06830	170(b)(1)(A)(vi)	Early Childhood Education Programs IT Collaborative and Facility Improvements Consulting work with Debra Hertz	\$175,000 \$75,000 \$5,000
<b>Foundation Center</b> 79 Fifth Avenue at 16th Street New York, NY 10003-3076	170(b)(1)(A)(vi)	General Operating Support	\$1,000
<b>Friends of the Prince's Trust</b> c/o McDermott Will and Emery LLP 340 Madison Avenue New York, NY 10173	170(b)(1)(A)(vi)	XL Programme	\$5,000
<b>FSW, Inc.</b> 475 Clinton Avenue Bridgeport, CT 06605	170(b)(1)(A)(vi)	Infrastructure Enhancement Initiative Consulting work IT Collaborative and Phone System Upgrade	\$150,000 \$30,000 \$50,000
<b>Future Project</b> 2000 N Street NW Apt 528 Washington, DC 20036-2815	170(b)(1)(A)(vi)	NYC Programs	\$500
<b>Girls for Gender Equity</b> 30 3rd Avenue, Suite 104 Brooklyn, NY 11217	170(b)(1)(A)(vi)	General Operating Support	\$2,500
<b>Good Shepherd Services</b> 305 Seventh Avenue, 9th Floor New York, NY 10001	170(b)(1)(A)(vi)	Transfer High Schools Building Renovation and Facility Improvements Hurricane Sandy Building Repairs	\$200,000 \$100,000 \$10,000
<b>Grace Opportunity Project, The</b> 86 Fourth Avenue New York, NY 10003	501(c)3	General Operating Support Consulting work with Gilles Mesrobian	\$5,000 \$5,000
<b>Greenwich Alliance for Education Foundation, Inc.</b> P O Box 473 Old Greenwich, CT 06870	509(a)(2)	General Operating Support	\$2,500
<b>Greystone Foundation</b> 21 Park Avenue Yonkers, NY 10703-3401	170(b)(1)(A)(vi)	General Operating Support	\$2,500
<b>Harlem Children's Zone</b> 35 East 125 Street New York, NY 10035	170(b)(1)(A)(vi)	Early Childhood Programs Facility Improvements for Harlem Gems	\$200,000 \$10,000

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
<b>Horizons Student Enrichment Program at Greens Farms Academy</b> P O Box 998 Greens Farms, CT 06838	170(b)(1)(A)(ii)	General Operating Support	\$125,000
<b>Horizons Student Enrichment Program at New Canaan Country School</b> New Canaan Country School 545 Ponus Ridge P O Box 997 New Canaan, CT 06840	509(a)(2)	General Operating Support	\$125,000
<b>I Have a Dream Foundation</b> 330 Seventh Avenue, 20th Floor New York, NY 10001	170(b)(1)(A)(vi)	General Operating Support	\$5,000
<b>iMentor</b> 30 Broad Street, 9th Floor New York, NY 10004	170(b)(1)(A)(ii)	General Operating Support	\$2,500
<b>Inner City Scholarship Fund</b> 1011 First Avenue New York, NY 10022-4112	170(b)(1)(A)(vi)	Project YESS	\$5,000
<b>Kids Empowered by Your Support</b> P O Box 532 New Canaan, CT 06840	170(b)(1)(A)(vi)	General Operating Support	\$2,500
<b>Kids in Crisis</b> One Salem Street Cos Cob CT 06807	170(b)(1)(A)(vi)	General Operating Support	\$2,500
<b>Kips Bay Boys and Girls Club</b> 1930 Randall Avenue Bronx, NY 10473	170(b)(1)(A)(vi)	General Operating Support	\$2,500
<b>KIPP New York, Inc.</b> 470 Seventh Avenue 10th Floor New York, NY 10018	509(a)(3)	KIPP Through College	\$150,000
<b>Liberation Programs, Inc.</b> 4 Elmcrest Terrace Norwalk, CT 06850	170(b)(1)(A)(vi)	General Operating Support	\$2,500
<b>Literacy Volunteers of America Stamford/Greenwich</b> 141 Franklin Street Stamford, CT 06901-1014	170(b)(1)(A)(vi)	General Operating Support	\$1,500
<b>Lower Eastside Girls Club</b> 56 East 1st Street New York, NY 10003	170(b)(1)(A)(vi)	General Operating Support	\$1,000
<b>Lupus Research Institute</b> 330 7th Avenue, Suite 1701 New York, NY 10001	170(b)(1)(A)(vi)	General Operating Support	\$1,500
<b>Malta House</b> 5 Prowitt Street Norwalk, CT 06855	170(b)(1)(A)(vi)	General Operating Support	\$500
<b>Maritime Aquarium at Norwalk</b> 10 North Water Street Norwalk, CT 06854	170(b)(1)(A)(vi)	School and Afterschool Programs	\$5,000
<b>Mary's Meals USA</b> 590 Bloomfield Avenue, Unit 280 Bloomfield, NJ 07003	509(a)(2)	General Operating Support	\$1,000
<b>MidFairfield Child Guidance Center</b> 100 East Avenue Norwalk, CT 06851-5010	170(b)(1)(A)(vi)	General Operating Support	\$1,000

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
<b>National Ramah Commission</b> 3080 Broadway New York, NY 10027	170(b)(1)(A)(iv)	Ramah Day Camp	\$1,000
<b>Neighbors Link Stamford Corp.</b> 75 Selleck Street Stamford, CT 06902-7207	170(b)(1)(A)(vi)	General Operating Support	\$1,000
<b>Network for Teaching Entrepreneurship</b> Fairchester Chapter 70 West Red Oak Lane White Plains NY 10604-3602	170(b)(1)(A)(vi)	General Operating Support	\$2,500
<b>New Canaan Community Foundation</b> 111 Cherry Street New Canaan, CT 06840	170(b)(1)(A)(vi)	General Operating Support	\$500
<b>New York City Outward Bound Center, Inc.</b> 29-46 Northern Boulevard Long Island City, NY 11101	170(b)(1)(A)(vi)	Small Schools Initiative	\$150,000
<b>Norwalk Community College Foundation, Inc.</b> 188 Richards Avenue Norwalk, CT 06854-1655	170(b)(1)(A)(iv)	General Operating Support	\$5,000
<b>Norwalk Education Foundation</b> 125 East Avenue Norwalk, CT 06852	509(a)(2)	General Operating Support	\$2,500
<b>OHEL Children's Home and Family Services</b> 4510 16th Avenue Brooklyn, NY 11204	170(b)(1)(A)(vi)	LI Dayhab Program	\$2,500
<b>Partnership for Strong Communities</b> 227 Lawrence Street Hartford, CT 06106	170(b)(1)(A)(vi)	Leadership Development Roundtable	\$10,000
<b>Person to Person</b> St. Luke's Parish 1864 Post Road Darien, CT 06820	170(b)(1)(A)(vi)	General Operating Support Client ID System and Salesforce com modules Summer Camp in partnership with Domus Generator after Hurricane Sandy	\$150,000 \$50,000 \$5,000 \$10,000
<b>Picture House</b> 175 Wolfs Lane Pelham, NY 10803	509(a)(2)	General Operating Support	\$2,500
<b>Port Chester Carver Center</b> 400 Westchester Avenue Port Chester, NY 10573	170(b)(1)(A)(vi)	Playground and Building Entrance Renovations	\$190,000
<b>Posse Foundation</b> 14 Wall Street, Suite 8A-60 New York, NY 10005	170(b)(1)(A)(vi)	NYC Program	\$175,000
<b>Prep for Prep</b> 328 West 71 Street New York, NY 10023	170(b)(1)(A)(vi)	General Operating Support	\$5,000
<b>Raising a Reader</b> 2440 W El Camino Real, Suite 300 Mountain View CA 94040-1498	509(a)(3)	Pilot Program with Family Centers	\$10,000
<b>REACH Prep</b> 2777 Summer Street Stamford, CT 06905-4383	509(a)(2)	General Operating Support	\$50,000
<b>Reach the World</b> 329 East 82nd Street, 2nd Floor New York, NY 10028	509(a)(2)	General Operating Support	\$2,500

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
<b>Region V Foundation</b> 1430 South Street, Suite 203 Lincoln, NE 68502	170(b)(1)(A)(vi)	Wahoo Region V Services	\$2,500
<b>Rensselaerville Institute, The</b> 63 Huyck Road Rensselaerville, NY 12147-2108	170(b)(1)(A)(vi)	Work with Summer Search, Norwalk Community College and Pencils of Promise	\$21,800
<b>Research Foundation of the City University of New York</b> 230 West 41st Street, Floor 7 New York, NY 10036-7207	170(b)(1)(A)(vi)	Welfare Rights Initiative	\$500
<b>Saint Mary's Syrian Orthodox Church</b> 99 Park Avenue White Plains, NY 10603	170(b)(1)(A)(i)	General Operating Support	\$2,500
<b>SAR Academy</b> 655 West 254th Street Riverdale, NY 10471	170(b)(1)(A)(ii)	General Operating Support	\$2,000
<b>Scotty Fund</b> PO Box 1080 Bethel, CT 06801	170(b)(1)(A)(vi)	General Operating Support	\$2,500
<b>Sponsors for Educational Opportunity</b> 55 Exchange Place New York, NY 10005	170(b)(1)(A)(vi)	General Operating Support	\$1,000
<b>Stamford Public Education Foundation</b> 62 Palmers Hill Road Stamford, CT 06902	170(b)(1)(A)(vi)	General Operating Support	\$2,500
<b>Stepping Stones Museum for Children</b> Matthews Park 303 West Avenue Norwalk, CT 06850	170(b)(1)(A)(vi)	Open Arms Initiative Open Arms Initiative Early Education Initiative	\$2,500 \$500 \$7,500
<b>Success Charter Network</b> 310 Lenox Avenue, 2nd Floor New York, NY 10027	170(b)(1)(A)(vi)	General Operating Support	\$5,000
<b>Summer Search</b> 90 Broad Street, Suite 202 New York, NY 10004	170(b)(1)(A)(vi)	Work with High Mileage Communications New York City Program	\$5,000 \$5,000
<b>Teach for All</b> 1413 K Street NW, 3rd Floor Washington, DC 20005	170(b)(1)(A)(vi)	Teach for China	\$150,000
<b>Teach for America</b> 315 West 36th Street, 7th Floor New York, NY 10018	170(b)(1)(A)(vi)	NYC and CT Programs	\$350,000
<b>Teach for China</b> c/o Teach for America 315 West 36th Street, 5th Floor New York, NY 10018	170(b)(1)(A)(vi)	General Operating Support	\$50,000
<b>The TEAK Fellowship</b> 16 West 22nd Street, 3rd Floor New York, NY 10010	170(b)(1)(A)(vi)	General Operating Support	\$5,000
<b>United Way of Western Connecticut</b> 85 West Street Danbury, CT 06810	170(b)(1)(A)(vi)	Sandy Hook School Support Fund	\$5,200
<b>Volunteer Consulting Group</b> 6 East 39th Street New York, NY 10016-0112	170(b)(1)(A)(vi)	General Operating Support	\$2,500
<b>Volunteer Square</b> P O Box 1085 Greens Farms, CT 06839	170(b)(1)(A)(vi)	General Operating Support	\$1,000

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
<b>Waterside School, The</b>	170(b)(1)(A)(u)	General Operating Support and Strategic Plan	\$125,000
535 Fairfield Avenue		Consulting work with Gilles Mesrobian	\$2,500
Stamford, CT 06902			
<b>Year Up</b>	170(b)(1)(A)(u)	NYC Program	\$200,000
55 Exchange Place, Suite 403		Facility Improvements	\$50,000
New York, NY 10005			
<b>Yonkers Partners in Education</b>	170(b)(1)(A)(vi)	General Operating Support	\$2,500
86 Main Street, Suite 301			
Yonkers, NY 10701			
<b>Young Mariners Foundation</b>	170(b)(1)(A)(vi)	General Operating Support	\$1,000
151 Harvard Avenue			
Stamford, CT 06902			
<b>Barnum School</b>	170(b)(1)(A)(u)	General Operating Support	\$1,000
495 Waterview Avenue			
Bridgeport, CT 06608			
<b>Bridgeport Public Schools</b>	170(b)(1)(A)(u)	General Operating Support	\$70
45 Lyon terrace			
Bridgeport, CT 06604			
<b>Brookfield Public Schools</b>	170(b)(1)(A)(u)	Workshop Substitute Coverage	\$600
100 Pocono Road			
P O Box 5194			
Brookfield, CT 06804			
<b>Brookside Elementary School</b>	170(b)(1)(A)(u)	General Operating Support	\$1,000
382 Highland Avenue			
Norwalk, CT 06854			
<b>Columbus Magnet Elementary School</b>	170(b)(1)(A)(u)	Flexible Grouping Initiative	\$2,500
46 Concord Street			
Norwalk, CT 06854			
<b>Elm Whitney Elementary School</b>	170(b)(1)(A)(u)	Flexible Grouping Initiative	\$2,500
1130 Huntington Road			
Norwalk, CT 06614			
<b>Fox Run Elementary School</b>	170(b)(1)(A)(u)	Flexible Grouping Initiative	\$2,500
228 Fallow Street			
Norwalk, CT 06850			
<b>Franklin Elementary School</b>	170(b)(1)(A)(u)	General Operating Support	\$7,500
1895 Barnum Avenue			
Stratford, CT 06615			
<b>Frenchtown Elementary School</b>	170(b)(1)(A)(u)	Flexible Grouping Initiative	\$2,500
30 Frenchtown Road			
Trumbull, CT 06611			
<b>Huckleberry Hill Elementary School</b>	170(b)(1)(A)(u)	Flexible Grouping Initiative	\$2,500
100 Candlewood Lake Road			
Brookfield, CT 06804			
<b>Jefferson Science Magnet School</b>	170(b)(1)(A)(u)	General Operating Support	\$7,500
75 Van Buren Avenue			
Norwalk, CT 06850			
<b>Julian Curtiss School</b>	170(b)(1)(A)(u)	Flexible Grouping Initiative	\$2,500
180 East Elm Street			
Greenwich, CT 06878			
<b>New Lebanon School</b>	170(b)(1)(A)(u)	Flexible Grouping Initiative	\$2,500
25 Mead Avenue			
Greenwich, CT 06830			
<b>Newfield Elementary School</b>	170(b)(1)(A)(u)	Flexible Grouping Initiative	\$2,500
345 Pepper Ridge Road			
Stamford, CT 06905			
<b>Northeast Elementary School</b>	170(b)(1)(A)(u)	Flexible Grouping Initiative	\$2,500
82 Scofieldtown Road			
Stamford, CT 06903			

Name and Address	Foundation Status of Recipient	Purpose of Grant	Amount
Norwalk Public Schools Central Office 125 East Avenue P O Box 6001 Norwalk, CT 06852-6001	170(b)(1)(A)(ii)	Workshop Substitute Coverage	\$2,430
Park City Magnet Elementary School 1526 Chopsey Hill Road Bridgeport, CT 06606	170(b)(1)(A)(ii)	Flexible Grouping Initiative	\$2,500
Read School 130 Ezra Street Bridgeport, CT 06606	170(b)(1)(A)(ii)	Flexible Grouping Initiative	\$2,500
Ridgebury Elementary School 112 Bennetts Farm Road Ridgefield, CT 06877	170(b)(1)(A)(ii)	General Operating Support	\$7,500
Roosevelt School 160 Iranistan Avenue Bridgeport, CT 06605	170(b)(1)(A)(ii)	Flexible Grouping Initiative	\$2,500
Second Hill Lane Elementary School 65 Second Hill Lane Stratford, CT 06614	170(b)(1)(A)(ii)	General Operating Support	\$2,500
Waltersville School 150 Hallett Street Bridgeport, CT 06608	170(b)(1)(A)(ii)	Flexible Grouping Initiative	\$2,500
Roxbury Elementary School 751 West Hill Road Stamford, CT 06902	170(b)(1)(A)(ii)	General Operating Support	\$1,000
Springdale Elementary School 1127 Hope Street Stamford, CT 06907	170(b)(1)(A)(ii)	General Operating Support	\$1,000
		Flexible Grouping Initiative	\$2,500
		Workshop Substitute Coverage	\$450
Tracey Elementary School 20 Camp Street Norwalk, CT 06851	170(b)(1)(A)(ii)	General Operating Support	\$1,000
Jon Murch Blackham Elementary School 425 Thorne Street Bridgeport, CT 06606	Individual	Award	\$250
Lynne Alswanger	Individual	Award	\$250
Zenia Arce	Individual	Award	\$250
Wyleria Bates	Individual	Award	\$250
Robyn Belcher	Individual	Award	\$250
Georgianna Boiano	Individual	Award	\$250
Rich Bontz	Individual	Award	\$250
Maureen Brandt	Individual	Award	\$250
Myra Brannen	Individual	Award	\$250
Marilyn Brown	Individual	Award	\$250
Jennifer Bruno	Individual	Award	\$250
Maureen Cacace	Individual	Award	\$250
Stacy Cascio	Individual	Award	\$250
Antonia Casole	Individual	Award	\$250
Kristi Castellon	Individual	Award	\$250
Scott Chandler	Individual	Award	\$250
Jeffrey Chanun	Individual	Award	\$250
Ken Childs	Individual	Award	\$250
Georgia Colacurcio	Individual	Award	\$250
Michele Danby	Individual	Award	\$250
Renee D'Andrea	Individual	Award	\$250
Norman Davis	Individual	Award	\$250
Colleen Dayton	Individual	Award	\$250
Sara DeFilippo	Individual	Award	\$250
Kelly Dibble	Individual	Award	\$250
Marcia Dinella	Individual	Award	\$250
Mary Donohue	Individual	Award	\$250
Caroline Duggan	Individual	Award	\$250
Robert Elliott	Individual	Award	\$250
Mana Evanko	Individual	Award	\$250
Jamie Fabryk	Individual	Award	\$250
Joshua Fabryk	Individual	Award	\$250
Joni Gaines	Individual	Award	\$250
Karen Gasparini	Individual	Award	\$250
Robin Ghanit	Individual	Award	\$250
Paula Giannoukias	Individual	Award	\$250

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Alecia Gries	Individual	Award	\$250
Tina Glover	Individual	Award	\$250
Leonard Goldberg	Individual	Award	\$250
Karen Gonillo	Individual	Award	\$250
Gwendolyn Griggs	Individual	Award	\$250
Anthony Grimaldi	Individual	Award	\$250
Shannon Grumet	Individual	Award	\$250
Daphne Irish	Individual	Award	\$250
Mia Iuso	Individual	Award	\$250
Allyson Jaeger	Individual	Award	\$250
Elisa Jones	Individual	Award	\$250
Elisabetta Jones	Individual	Award	\$250
Rosie Jones	Individual	Award	\$250
Elaene Kelemen	Individual	Award	\$250
Patricia Kellogg	Individual	Award	\$250
Sara Kemmer	Individual	Award	\$250
Margaret Kokoth	Individual	Award	\$250
Janet Landon	Individual	Award	\$250
Kimberly Lapolla	Individual	Award	\$250
Graham Leftwich	Individual	Award	\$250
Dana Liberatore	Individual	Award	\$250
Luciana Lira	Individual	Award	\$250
Lettitia Long	Individual	Award	\$250
George Louis	Individual	Award	\$250
Michael Magnoli	Individual	Award	\$250
Ashley Majeski	Individual	Award	\$250
Gloria Manna	Individual	Award	\$250
Eileen McArthur	Individual	Award	\$250
Kerry McCabe	Individual	Award	\$250
Melissa McGovern	Individual	Award	\$250
Hazel McNeil	Individual	Award	\$250
Marshall Medley	Individual	Award	\$250
Melissa Melchionne	Individual	Award	\$250
Deena Melchionno	Individual	Award	\$250
Roslyn Moore	Individual	Award	\$125
Yvon Monisette	Individual	Award	\$250
Mary Mulcahy	Individual	Award	\$250
Kerry Munnelly	Individual	Award	\$250
Betsy Nieves	Individual	Award	\$250
Toni O'Brien	Individual	Award	\$250
Amy Ofiero	Individual	Award	\$250
Byron Palmer	Individual	Award	\$250
Diana Palmer	Individual	Award	\$250
Trenda Palmer	Individual	Award	\$250
Toni Parlanti	Individual	Award	\$125
Christina Parra	Individual	Award	\$250
Rosa Perez	Individual	Award	\$250
Isabel Pern	Individual	Award	\$250
Toni-Lynn Peruzzi	Individual	Award	\$250
Sandra Peterkin	Individual	Award	\$250
Diane Phanos	Individual	Award	\$250
Joyce Pinto	Individual	Award	\$250
Nina Plummer	Individual	Award	\$250
Gloria Porter	Individual	Award	\$250
Janet Racanello	Individual	Award	\$250
Tami Raymer	Individual	Award	\$250
Nelly Rodriguez	Individual	Award	\$250
Gail Rosenthal	Individual	Award	\$250
Lon Ross	Individual	Award	\$250
Krista Rotella	Individual	Award	\$250
Paul Sauer	Individual	Award	\$250
Mary Schoen	Individual	Award	\$250
Vicki Scott	Individual	Award	\$250
Kim Shurak	Individual	Award	\$250
Melissa Smegal	Individual	Award	\$125
Tommisha Spell	Individual	Award	\$125
Lauren Stiffler	Individual	Award	\$250
Julette Surgeon	Individual	Award	\$250
Michael Tinolo	Individual	Award	\$250
Carolyn Tschinkel	Individual	Award	\$250
Erin Walsh	Individual	Award	\$250
Karen Weinstein	Individual	Award	\$250
Dorrett Williams	Individual	Award	\$250
Natalia Alvarez	Individual	Award	\$250
Linda Ball	Individual	Award	\$500
Carol Brusky	Individual	Award	\$500
Robin Buckley	Individual	Award	\$500
Kim Cassette	Individual	Award	\$500
Matthew Cerrutto	Individual	Award	\$500
Ron Cherry	Individual	Award	\$500
Hutton Cole	Individual	Award	\$500
Dernck Coleman	Individual	Award	\$250
Darlene Coppola	Individual	Award	\$500
Michele Davis	Individual	Award	\$500



<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Angela Davis	Individual	Award	\$500
Susan DeBrisco	Individual	Award	\$500
Sandra DeFillippis	Individual	Award	\$500
Elizabeth DellaVolpe	Individual	Award	\$500
Anne Downey	Individual	Award	\$500
Alexandra (Sandy) Errico	Individual	Award	\$500
Helen Fuda	Individual	Award	\$500
Debbie Fusco	Individual	Award	\$500
Assunta Gabriele	Individual	Award	\$500
Brianne Gale	Individual	Award	\$500
Susan Garvey	Individual	Award	\$500
Manuel Gil	Individual	Award	\$500
Karen Gordon	Individual	Award	\$500
Jeff Gruetzmier	Individual	Award	\$500
Alice Hallowell	Individual	Award	\$500
Patty Healy	Individual	Award	\$500
Michele Helms	Individual	Award	\$500
Carol Hoegemann	Individual	Award	\$500
Cruz Elena Jacobson	Individual	Award	\$500
Jamue Janda	Individual	Award	\$500
Linda Joseph	Individual	Award	\$500
Samantha Kanner	Individual	Award	\$250
Linda Karpowich	Individual	Award	\$500
Belmont Kathy	Individual	Award	\$500
Scilissa Kunder	Individual	Award	\$500
Helena Kordowska	Individual	Award	\$500
Linda Latosh	Individual	Award	\$500
Melissa Leventhal	Individual	Award	\$500
Manlyn Lyhte	Individual	Award	\$500
Laura Lynam	Individual	Award	\$500
David Lyons	Individual	Award	\$500
Mary Ann MacIsaac	Individual	Award	\$500
Renee Maheu	Individual	Award	\$500
Marcus Marcus	Individual	Award	\$500
Marganta Martinez	Individual	Award	\$500
Jill Matturo	Individual	Award	\$500
Katelyn McCarty	Individual	Award	\$500
Margaret Miller	Individual	Award	\$500
Jessica Monks	Individual	Award	\$500
Camu Murace	Individual	Award	\$500
Alison Philips	Individual	Award	\$500
Ellynn Plotnick	Individual	Award	\$500
Susan Ramsey	Individual	Award	\$500
Dashi Reshit	Individual	Award	\$500
Mary Robertino	Individual	Award	\$500
Mansol Rodriguez	Individual	Award	\$500
Ralph Salamone	Individual	Award	\$250
Susan Sampel	Individual	Award	\$500
Frances Santora	Individual	Award	\$500
James Sapia	Individual	Award	\$500
Caroline Sarlo (Kinahan)	Individual	Award	\$500
Susan Schechtman	Individual	Award	\$500
Denise Scott	Individual	Award	\$500
Susan Shusslak	Individual	Award	\$500
Jennifer Simonsen	Individual	Award	\$250
Timothy Smith	Individual	Award	\$500
Katrina Spell	Individual	Award	\$500
Susan Sweeney	Individual	Award	\$500
Virginia Swensson	Individual	Award	\$500
Patricia Taylor	Individual	Award	\$500
Michele Teplitz	Individual	Award	\$250
Debra Terrell	Individual	Award	\$500
Tom Troy	Individual	Award	\$500
Laura Vittolo	Individual	Award	\$500
Sarah Whiteley	Individual	Award	\$250
Susan Williams	Individual	Award	\$500
Tracey Winn	Individual	Award	\$500
Berta Yanez	Individual	Award	\$500
Virginia Yost	Individual	Award	\$500
Monica Alicea	Individual	Award	\$250
David Anderson	Individual	Award	\$125
Jennifer Axtell	Individual	Award	\$125
Laune Bickle	Individual	Award	\$250
Kim Bonaddio	Individual	Award	\$250
Shirley Carlos	Individual	Award	\$250
Madeleine Carroll	Individual	Award	\$250
Andrea Caruso	Individual	Award	\$250
Joann Caruso	Individual	Award	\$125

Name and Address	Foundation Status of Recipient	Purpose of Grant	Amount
Vincent Conditto	Individual	Award	\$125
Mary Conlin	Individual	Award	\$250
Linda DiPisa	Individual	Award	\$250
Joanne Duff	Individual	Award	\$250
Dave Durrell	Individual	Award	\$125
Liz Evon	Individual	Award	\$250
Angela Fazio	Individual	Award	\$250
Donna Floody	Individual	Award	\$250
Clare Fontan	Individual	Award	\$250
Cindy Gacetta	Individual	Award	\$250
Angela Getz	Individual	Award	\$125
Karen Giannutti	Individual	Award	\$250
Lisa Gronda	Individual	Award	\$250
Stacia Gordon	Individual	Award	\$250
Dianne Guhl	Individual	Award	\$250
Celia Hall	Individual	Award	\$250
Michelle Holman	Individual	Award	\$250
Rosemary Holomakoff	Individual	Award	\$250
Claire Iannaccone	Individual	Award	\$250
Maria Jacobs	Individual	Award	\$125
Venroy James	Individual	Award	\$125
Denise Jankovic	Individual	Award	\$125
Lisa Kaplan	Individual	Award	\$250
Diane Kapuse	Individual	Award	\$250
Sue Krivits	Individual	Award	\$250
Paul Krasnavage	Individual	Award	\$250
Alene LaMendola	Individual	Award	\$250
Debbie LeDuc	Individual	Award	\$250
Midge LoPat	Individual	Award	\$125
Ron Mailard	Individual	Award	\$250
Robert McEwan	Individual	Award	\$250
Barbara Meehan	Individual	Award	\$125
Monama Mercado	Individual	Award	\$250
Rontshia Mikel	Individual	Award	\$250
Tammy Miller-Haddock	Individual	Award	\$250
Ryan Monahan	Individual	Award	\$250
Carla Monteiro	Individual	Award	\$250
Betty Moore	Individual	Award	\$125
Gladys Morales	Individual	Award	\$250
Sharon O'Hara	Individual	Award	\$250
George Oliver	Individual	Award	\$250
Charlene Parisi	Individual	Award	\$250
Rene Perrin	Individual	Award	\$250
Debbie Polley	Individual	Award	\$250
Brenda Ray	Individual	Award	\$250
Robert Ruddell	Individual	Award	\$250
Valene Rocco	Individual	Award	\$250
Nayda Rodriguez	Individual	Award	\$250
Cindy Ryan	Individual	Award	\$250
Edison Sanchez	Individual	Award	\$250
Lynda Shea-Vantne	Individual	Award	\$250
Daryl Sheppard	Individual	Award	\$250
Rhonda Siletto	Individual	Award	\$250
AnnMarie Smith	Individual	Award	\$125
Steve Smoragiewicz	Individual	Award	\$250
Reggie Stokes	Individual	Award	\$250
Samantha Verboven	Individual	Award	\$250
George Villegas	Individual	Award	\$125
Flora Villegas	Individual	Award	\$250
Harris Weiss	Individual	Award	\$250
Dolores Wheeler	Individual	Award	\$250
Laura White	Individual	Award	\$250
Jennifer Wolfe	Individual	Award	\$250
Ken Wood	Individual	Award	\$250
		Grand total	\$5,270,445

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,389,313.		TOTAL SHORT TERM PARTNERSHIP GAIN PROPERTY TYPE: OTHER				P	VAR 1,389,313.	VAR
2,350,675.		TOTAL LONG TERM PARTNERSHIP GAIN PROPERTY TYPE: OTHER				P	VAR 2,350,675.	VAR
-24,130.		NET SECTION 1256 LOSS PROPERTY TYPE: OTHER				P	VAR -24,130.	VAR
TOTAL GAIN (LOSS) .....							<u>3,715,858.</u>	