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: The Charles A Dana Foundation, Incorporated

A Employer identification number: 06-6036761

Number and street (or P O box number if mail is not delivered to street address): 505 Fifth Avenue — Room/suite: 6th Fl

B Telephone number (see instructions): 212-223-4040

City or town, state, and ZIP code: New York NY 10017

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 230,894,564

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,487,933	1,487,933		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	5,508,985			
	b Gross sales price for all assets on line 6a Statement 13 35,618,560				
	7 Capital gain net income (from Part IV, line 2)		5,508,985		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) Statement 1	2,217,453	1,662,686		
	12 **Total.** Add lines 1 through 11	9,214,371	8,659,604	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,292,324	204,986		1,087,338
	14 Other employee salaries and wages	862,477	108,287		754,190
	15 Pension plans, employee benefits	943,649	126,841		725,433
	16 a Legal fees (attach schedule) Statement 2	1,940			1,940
	b Accounting fees (attach schedule) Statement 3	52,305	48,455		3,850
	c Other professional fees (attach schedule) Statement 4	1,291,264	484,267		806,997
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Statement 5				
	19 Depreciation (attach schedule) and depletion	283,052	2,508		
	20 Occupancy	895,305	162,882		1,008,748
	21 Travel, conferences, and meetings	91,004			91,004
	22 Printing and publications	200,294			200,294
	23 Other expenses (attach schedule) Statement 6	380,735	92,744		305,286
	24 **Total operating and administrative expenses** Add lines 13 through 23	6,294,349	1,230,970	0	4,985,080
	25 Contributions, gifts, grants paid	8,715,996			16,101,475
	26 **Total expenses and disbursements** Add lines 24 and 25	15,010,345	1,230,970	0	21,086,555
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-5,795,974			
	b **Net investment income** (if negative, enter -0-)		7,428,634		
	c **Adjusted net income** (if negative, enter -0-)			0	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,934,447	9,003,487	9,003,487
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 5,403			
		Less allowance for doubtful accounts ▶	26,541	5,403	5,403
	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) Statement 7	14,618,241		
	b	Investments—corporate stock (attach schedule) Statement 7	45,705,637	41,970,620	41,970,620
	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) Statement 8	167,516,144	179,228,758	179,228,758
	14	Land, buildings, and equipment basis ▶ Statement 9 410,438			
		Less accumulated depreciation (attach schedule) ▶ 76,844	606,614	333,594	333,594
	15	Other assets (describe ▶ See Attached Statement 10)	337,497	352,702	352,702
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	230,745,121	230,894,564	230,894,564
Liabilities	17	Accounts payable and accrued expenses	141,792	125,176	
	18	Grants payable	15,881,229	8,495,750	
	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 ▶ See Attached Statement 11)	4,033,728	3,909,812	
	23	**Total liabilities** (add lines 17 through 22)	20,056,749	12,530,738	
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	210,688,372	218,363,826	
	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** (see instructions)	210,688,372	218,363,826	
	31	**Total liabilities and net assets/fund balances** (see instructions)	230,745,121	230,894,564	

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	210,688,372
2	Enter amount from Part I, line 27a	2	-5,795,974
3	Other increases not included in line 2 (itemize) ▶ Net Unrealized Appreciation in Investment Assets	3	13,850,688
4	Add lines 1, 2, and 3	4	218,743,086
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement 12	5	379,260
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	218,363,826

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	Statement 13	P	variuos	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	35,618,560		30,109,575	5,508,985
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				5,508,985
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	5,508,985
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	15,841,123	239,391,997	0 066172
2010	19,180,756	233,715,618	0 082069
2009	21,704,566	227,987,593	0 095201
2008	27,981,968	276,875,689	0 101063
2007	29,338,086	316,767,686	0 092617

2	**Total** of line 1, column (d)	2	0 437122
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 087424
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	228,781,996
5	Multiply line 4 by line 3	5	20,001,037
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	74,286
7	Add lines 5 and 6	7	20,075,323
8	Enter qualifying distributions from Part XII, line 4	8	21,086,555

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)

1 a	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 ▶ [X] and enter 1% of Part I, line 27b	1	74,286
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	74,286
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	74,286
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 209,050		
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	209,050
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	134,764
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 134,764 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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 the 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 ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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* See Statement 18 - Item 2	2	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* Statement 21 & 21A	3	X	
4 a	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?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT, DC, MD, 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)*

			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) Statement 14	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 ▶ www dana org

14 The books are in care of ▶ Burton M Mirsky Telephone no. ▶ 212 223 4040

Located at ▶ 505 Fifth Avenue, 6th Floor New York NY ZIP+4 ▶ 10017

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

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

			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 ▶ 20______ , 20______ , 20______ , 20______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	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 ▶ 20______ , 20______ , 20______ , 20______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	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

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☒ Yes ☐ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**		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? Statement 15	☒ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**		X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**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
Statement 16		1,292,324	339,798	

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
Statement 17	00	373,656	179,635	
	.00	0		
	00	0		
	00	0		
	00	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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Cambridge Assoc 100 Summer Street, Boston, MA 02110-2112	Investment Advice	124,683
Guy McKhann, M D 3400 North Charles St, Baltimore, MD 21228	Health Program Consultant	225,000
Carolyn Asbury, P h D 408 South Van Pelt St , Philadelphia, PA 19146	Grant Program Consultant	150,000
Internet Computers Inc 55 West 39th Street, New York, NY 10018	Computer Consultants	157,439
Silchester Intl Investors, Inc 780 Third Avenue, NY, NY 10017	Investment Management	100,584
Total number of others receiving over $50,000 for professional services ▶		2

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 Statement 18 - Total Expenses - $4,995,202 12-1 Grants	1,621,564
2 12-2 Outreach- News Office	1,226,968
3 12-3 Outreach- Website	1,080,326
4 12-4 Outreach- Publications	1,066,343

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	
2	
All other program-related investments See instructions 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	96,711,713
b	Average of monthly cash balances	1b	14,321,584
c	Fair market value of all other assets (see instructions)	1c	121,232,689
d	**Total** (add lines 1a, b, and c)	1d	232,265,986
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	232,265,986
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	3,483,990
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	228,781,996
6	**Minimum investment return.** Enter 5% of line 5	6	11,439,100

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	11,439,100
2a	Tax on investment income for 2012 from Part VI, line 5	2a	74,286		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	34,289		
c	Add lines 2a and 2b			2c	108,575
3	Distributable amount before adjustments Subtract line 2c from line 1			3	11,330,525
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	11,330,525
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	11,330,525

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	21,086,555
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	21,086,555
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	74,286
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	21,012,269

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					11,330,525
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				0	
b	Total for prior years 20 ____, 20 ____, 20 ____					
3	Excess distributions carryover, if any, to 2012					
a	From 2007	14,180,510				
b	From 2008	14,446,614				
c	From 2009	10,337,978				
d	From 2010	7,727,384				
e	From 2011	4,064,964				
f	**Total** of lines 3a through e		50,757,450			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 21,086,555					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2012 distributable amount					11,330,525
e	Remaining amount distributed out of corpus		9,756,030			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		60,513,480			
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					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				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) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		14,180,510			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		46,332,970			
10	Analysis of line 9					
a	Excess from 2008	14,446,614				
b	Excess from 2009	10,337,978				
c	Excess from 2010	7,727,384				
d	Excess from 2011	4,064,964				
e	Excess from 2012	9,756,030				

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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter. (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

Statement 19

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

Statement 19

c Any submission deadlines

Statement 19

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

Statement 19

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*				
Statement 20-paid				5,784,055
Total			▶ 3a	5,784,055
b *Approved for future payment*				
Statement 20-appropriated				2,931,941
Total			▶ 3b	2,931,941

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 (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,487,933	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b Partnership Investments	900099	113,348	01	2,080,336	
c Misc	900099		01	23,769	
d Capital Gains			18	5,508,985	
e					
12 Subtotal Add columns (b), (d), and (e)		113,348		9,101,023	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . **13** 9,214,371

(See worksheet in line 13 instructions to verify calculations)

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date 10/11/13 — Title Executive Vice Pres.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Part I, Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		2,217,453	1,662,686	0
1	Partnership Income	2,193,684		
2	Partnership Ord Inc-Statement 1A- per Final 2012 K-1's		1,638,917	
3	Misc Income	23,769	23,769	
4				
5				
6				

The Charles A Dana Foundation, Incorporated
Form 990PF
2012 Partnership/Trust Income
Part 1 Line 11

Schedule 1A

		Ein #	Column (a) Income Per Books	Column (b) Net Investment Income Net of UBTI Per Actual K-1	UBTI	Taxable Income Per K-1
b-1	Knightsbridge Venture Capital	20-1463725	$124,520	$171,554	-$68	$171,486
b-2	Abbott Capital Fund II	04-3396222	$48,071	44,434	274	$44,708
b-3	Abbott Capital Fund IV	36-7045759	$846,803	670,350	21,841	$692,191
b-3a	Abbott Capital Fund V	20-2896577	$382,981	322,595	-17,388	$305,207
b-3b	Abbott Capital Fund VI	26-2293853	$20,828	-6,308	389	-$5,919
b-4	Sovereign New Millenium Fund	84-1460377	$0	-52,931	50	-$52,881
b-6	Adamas Opportunities LP.	04-3514360	$204,000	387,250	41,622	$428,872
b-7	Adamas Partners L.P.	04-3514358	$356,000	394,611	16,493	$411,104
b-8	Davidson Kempner	13-3597020	$724,741	724,695	46	$724,741
b-10	TIFF Partners III L.P	58-2426874	$96,767	181,025	-374	$180,651
b-11	TIFF Partners IV LP	54-2007544	$231,248	364,488	262	$364,750
b-12	Oak Hill Capital Partners Bermuda	52-2265365	$322,047	322,410		$322,410
b-13	Oak Hill Capital Partners	22-3624482	$220,388	219,203		$219,203
b-15	Silchester	36-7045759	$962,708	962,708		$962,708
b-16b	Wellington Strategic Real assets	90-6110063	-$315,011	-315,011		-$315,011
b-19	TIFF Secondary Partners (TSP) TIFF I	56-2384583	$149,556	107,573	229	107,802
b-20	Hintz , Holman & Rubillard - Jubilee Tax Exempt	13-4036300	$532,173	532,173		532,173
b-22	Commonfund Private Equity-VI	16-1720029	$164,025	171,074	-7,049	164,025
b-26	Commonfund Private Equity- VII	20-8306306	-$7,285	36,357	-43,642	-7,285
b-27	Commonfund International Private Equity VI	20-8306365	$79,745	79,519	-774	78,745
b-28	Commonfund Capital Venture Partners VIII	11-3814030	-$5,260	-4,813	-447	-5,260
b-29	Brandywine Intl Fixed	84-1667486	$0	265,037		265,037
b-31	Adage Capital	04-3574590	$1,277,041	1,277,041		1,277,041
b-33	Forester Capital-B	13-4079780	$765,769	640,980	107,209	748,189
b-34	1607 Capital Partners	26-1761983	$670,388	668,042		668,042
b-35	Flag Real Asssets	20-8736989	$103,647	92,306	-5,325	92,306
b-38	Newport Asia	06-6036761	$43,559	43,559		43,559
			$7,999,449	$8,299,921	$113,348	$8,418,594

	Column (a)	Column (b)
Less· Partnership Capital Gains Reported in Part IV	-$6,661,004	-$6,661,004
Prior Year Adjustment to K-1 Income- Per Books	$536,024	
Financial Statement Reclass to Oak Hill Income	$319,215	
Partnership Income	$2,193,684	$1,638,917
Misc Income	$23,769	$23,769
Total Per Line 12	$2,217,453	$1,662,686

Part I, Line 16a (990-PF) - Legal Fees

		1,940	0	0	1,940
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Norris McLaughlin	1,230			1,230
2	Robinson Cole	710			710
3					

Statement 3

Part I, Line 16b (990-PF) - Accounting Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		52,305	48,455	0	3,850
1	O'Connor Davies et al	48,455	48,455		
2	Preferred Pension	3,850			3,850

Statement 4

Part I, Line 16c (990-PF) - Other Professional Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,291,264	484,267	0	806,997
1	Internet Computers Inc	157,439	39,360		118,079
2	Dr Mckhann	225,000			225,000
3	Dr Asbury	150,000			150,000
4	Dr Blakemore	50,000			50,000
5	Dr Magistetti	35,000			35,000
6	Dr Irani	7,500			7,500
7	Dr Jamisson	37,500			37,500
8	Honoraria and Reviews- Less Than $5,000	69,700			69,700
9	Dr Treisman	12,500			12,500
10	Dr Albert	25,000			25,000
11	Cambridge Assoc	124,684	124,684		
12	Silchester	100,584	100,584		
13	Wellington Management	70,944	70,944		
14	Misc Fees	2,250	750		1,500
15	Eagle Management Advisors	93,461	93,461		
16	BrandyWine Fund	34,379	34,379		
17	Bank of New York	2,591	2,591		
18	JP Morgan Chase	14,381	14,381		
19	Dr Boatman	7,500			7,500
20	Towers Watson	39,718			39,718
21	Freelance Writers	18,600			18,600
22	Genuity Services	12,533	3,133		9,400

Statement 5

Part I, Line 19 (990-PF) - Depreciation and Depletion

	Description	Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income*
							283,052	2,508	0
1	Leasehold Improvements Wash DC -final	various	various	various			241,728		
2	Leasehold Improvements NYO	various	various	various	410,438	35,520	41,324	2,508	

Part I, Line 23 (990-PF) - Other Expenses

		380,735	92,744	0	305,286
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Insurance	80,097	40,049		40,048
2	Computers	160,226	40,057		120,169
3	Dues/Subscription	5,159	1,290		3,869
4	Postage/FedEx	3,469			3,469
5	Prof Devel	19,111			19,111
6	Office Expense	18,217	4,554		13,663
7	Miscellaneous	27,177	6,794		20,383
8	Accrual to Cash Adjustment				17,295
9	Payroll Service	3,677			3,677
10	Telephone-Fax-Copier	63,602			63,602

Charles A Dana Foundation
Form 990 PF-Part II
06-6036761
Year 2012

Statement 7

		Line	column a Book Value	column b Book Value	column c Fair Value
U.S. and state government obligations					
Total US Treasuries			$4,792,885		
Money Market Fund			9,825,356		
Total Government Obligations		**10a**	$14,618,241	$0	$0
Corporate Stock					
Equities- See Attached 7A			9,954,449	$8,829,518	$8,829,518
Money Market Fund- See Statement 7A			552,431	701,280	$701,280
	Sub-total		$10,506,880	$9,530,798	$9,530,798
Mutual Funds :					
Vanguard Emerging Mkts.-Index Fund			8,014,157	9,525,292	9,525,292
Vanguard Total Bond Fund			11,060,790	7,471,416	7,471,416
Bridgeway Funds			9,328,738	7,613,490	7,613,490
Franklin Templeton			3,539,529	7,829,624	7,829,624
PIMCO Developing Local Mkts Fund			3,255,543	0	0
	Sub-total		35,198,757	32,439,822	32,439,822
Total Corporate and Mutual Funds Stock		10b	$45,705,637	$41,970,620	$41,970,620

INVESTMENT DETAIL - PRINCIPAL (CONTINUED)

QUANTITY	DESCRIPTION	UNIT PRICE MARKET VALUE	COST BASIS
COMMON STOCK			
5,200.000	NOBLE ENERGY INC	101.740 529,048 00	91,037.12
14,600.000	ORACLE CORP COM	33.320 486,472.00	373,300 01
3,700 000	PEPSICO INC	68.430 253,191.00	240,397.70
3,000 000	PRAXAIR INC	109.450 328,350 00	122,250.00
3,600.000	THERMO FISHER SCIENTIFIC INC	63.780 229,608.00	121,697.01
2,600.000	3M CO	92.850 241,410.00	188,367.53
5,980 000	UNITED HEALTH GROUP INC	54.240 324,355 20	176,159.96
5,400.000	WAL-MART STORES INC	68.230 368,442.00	253,825.52
TOTAL	COMMON STOCK	8,106,669.28	5,101,937.44
ADR - COMMON STOCK			
2,900 000	NESTLE S A SPONSORED ADR	65 170 188,993.00	110,774 14
9,600.000	AON PLC SHS CL A	55.610 533,856.00	347,303.47
TOTAL	ADR - COMMON STOCK	722,849.00	458,077.61
TOTAL	EQUITIES	8,829,518 28	5,560,015.05
888,468.090	**TOTAL PRINCIPAL ASSETS**	**9,530,798.37**	**6,261,295.14**

INVESTMENT DETAIL - INCOME

QUANTITY	DESCRIPTION	UNIT PRICE MARKET VALUE	COST BASIS
	TOTAL INCOME ASSETS	**0.00**	**0.00**

Statement 7A

First Republic Trust Company
It's a privilege to serve you®

ACCOUNT STATEMENT

ACCOUNT NUMBER: **1040001656**
DECEMBER 01, 2012 TO DECEMBER 31, 2012

INVESTMENT DETAIL - PRINCIPAL

QUANTITY	DESCRIPTION	UNIT PRICE MARKET VALUE	COST BASIS
CASH EQUIVALENTS			
SAVINGS ACCOUNTS			
701,280.090	FIRST REPUBLIC BANK MONEY MARKET	1.000 701,280.09	701,280.09
TOTAL	SAVINGS ACCOUNTS	701,280.09	701,280 09
TOTAL	**CASH EQUIVALENTS**	701,280 09	701,280.09
EQUITIES			
COMMON STOCK			
6,600.000	ALTERA CORP COM	34.390 226,974.00	134,284 92
2,100 000	APACHE CORP	78.500 164,850 00	187,288.29
5,000 000	BERKELEY W R CORP	37 740 188,700.00	115,043 39
7,100.000	BERKSHIRE HATHAWAY INC DEL CL B NEW	89.700 636,870.00	564,036.10
10,900.000	COCA COLA CO COM	36.250 395,125.00	246,973.10
8,150.000	COMCAST CORP NEW CORP CL A SPL	35.920 292,748.00	122,060 92
4,900.000	ECOLAB INC COM	71 900 352,310.00	183,227 00
4,600 000	FIDELITY NATIONAL INFO SVCS INC	34.810 160,126.00	85,229.26
1,609.000	GOLDMAN SACHS GROUP INC	127.560 205,244 04	174,358.68
550.000	GOOGLE INCORPORATED	707.380 389,059.00	297,314 66
7,899.000	LIBERTY GLOBAL CL C	58.750 464,066.25	115,385.29
5,700.000	LOEWS CORP COM	40.750 232,275.00	184,179 09
1,200.000	MCDONALDS CORP COM	88.210 105,852 00	71,262.72
15,900.000	MICROSOFT CORP	26.710 424,684.23	415,450.09
10,800 000	MONDELEZ INTL INC CLASS A	25.453 274,894.56	232,578 49
19,900 000	MORGAN STANLEY CO	19.120 380,488.00	293,927.69
17,700.000	NEWS CORP CL A	25.510 451,527.00	112,302.90

The Charles A. Dana Foundation, Incorporated
Other Investments — Statement 8
Part II- Line 13
2012

	Net Book Value 01-Jan	Net Book Value 31-Dec
Knightsbridge Venture Capital	$4,390,363	$4,356,818
Abbott Capital Fund II	504,228	373,348
Abbott Capital Fund IV	4,957,345	4,508,684
Abbott Capital Fund V	3,349,833	3,640,518
Abbott Capital Fund VI	858,829	1,563,518
Sovereign New Millenium Fund	476,000	468,527
Adamas Opportunities L.P.	6,393,398	6,949,690
Adamas Partners L.P.	5,913,487	6,456,049
Davidson Kempner	11,239,046	12,176,036
TIFF Partners III L.P.	1,028,320	989,846
TIFF Partners IV L.P.	2,311,854	2,013,173
Oak Hill Capital Partners Bermuda	413,457	88,860
Oak Hill Capital Partners	644,018	140,523
Silchester	10,472,007	10,484,669
Wellington Real Strategic Assets	9,348,172	8,588,402
Black Bear Offshore Fund - Offshore	57,786	72,404
TIFF Secondary Partners (TSP) TIFF I	418,120	252,261
Hintz , Holman & Rubillard - Jubilee Tax Exempt	4,059,115	4,858,452
Greenlight CapitalOffshore	3,765,893	6,070,195
Commonfund Private Equity-VI	4,268,575	4,195,650
Commonfund Private Equity- VII	2,483,510	2,998,380
Commonfund International Private Equity VI	4,026,644	5,744,390
Commonfund Capital Venture Partners VIII	3,800,603	4,379,565
Brandywine Intl Fixed	7,049,810	7,951,387
Adage Capital	12,257,945	14,820,144
King Street Capital	6,242,436	7,046,389
Forester Capital-B	12,706,458	13,934,822
1607 Capital Partners	5,963,431	5,988,052
Flag Real Asssets	2,891,405	3,340,548
Chilton Global Natural Resources (funds in Transit)	8,019,034	7,188,408
Newport Asia	5,213,344	5,930,916
Asian Century Quest	4,746,030	4,789,201
Prince Street Opportunities	5,000,000	5,623,145
Rounding to F/S	-241	-1
Gold Bullion	12,245,889	11,245,789
Total Investments	$167,516,144	$179,228,758

Statement 9

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

		Cost or Other Basis	Accumulated Depreciation Beg. of Year	Accumulated Depreciation End of Year	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
		410,438	0	76,844	606,614	333,594	333,594
	Asset Description						
1	Leasehold Improvements	410,438		76,844	606,614	333,594	333,594

Statement 10

Part II, Line 15 (990-PF) - Other Assets

		337,497	352,702	352,702
	Asset Description	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Prepaid Expenses	131,917	113,787	113,787
2	Security Deposits	138,460	137,225	137,225
3	Prepaid Taxes	67,120	101,690	101,690

Statement 11

Part II, Line 22 (990-PF) - Other Liabilities

		4,033,728	3,909,812
	Description	Beginning Balance	Ending Balance
1	Deferred Taxes	410,000	675,000
2	Deferred Rent	977,753	497,462
3	Postretirement Benefit Obligation	2,645,975	2,737,350

Statement 12

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Net Unrealized Appreciation in Investment Assets	1	13,850,688
2	Total	2	13,850,688

Line 5 - Decreases not included in Part III, Line 2

1	Excise Taxes-Deferred	1	265,000
2	Excise Taxes- Current	2	114,258
3	Rounding	3	2
4	Total	4	379,260

The Charles A Dana Foundation, Incorporated		Statement 13		
Capital Gains and Losses Summary				
Part IV- Line 1a				
2012				
				Gain
		Cost	Proceeds	(Loss)
Eagle Managemen (First Republic Custodian)-(see Schedule 13A)		$7,685,058	$8,980,629	$1,295,571
Bridgeway		2,491,313	3,000,000	$508,687
EXLS Serv Holdings Inc (distrib from Oak Hill Capital Partners)		2,054	321,268	$319,214
PIMCO Bond Fund Devel Local Mkt		3,429,942	3,451,291	$21,349
Vanguard Total Bond Fund Index Fund		3,704,981	4,000,000	$295,019
Chilton		11,000,000	7,158,152	-$3,841,848
Gold Bullion		1,796,227	2,046,216	$249,989
From Partnership K-1's			6,661,004	$6,661,004
Per Part IV - Line 1a		$30,109,575	$35,618,560	$5,508,985

Statement 13 A

FIRST REPUBLIC TRUST COMPANY **Run on 07/15/2013 12:51:24 PM**

Realized Gain/Loss Report **Start Date: 01/01/2012**

End Date: 12/31/2012

Account: 1040001656 **Administrator: TINA BARTON TMB 212-259-3644**

THE CHARLES A. DANA FOUNDATION, INCORPORATED

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss	Covered
** SHORT TERM CAPITAL GAIN (LOSS)						
700 SHARES OF NOBLE ENERGY INC	04/12/2012	03/26/2012	65,645.50	69,006.56		Covered
800 SHARES OF NEWS CORP CL A	04/12/2012	07/15/2011	15,329.50	12,530.72	2,798.78	Covered
9300 SHARES OF SCHWAB CHARLES CORP	07/25/2012	12/19/2011	114,808 70	100,636.23	14,172 47	Covered
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)			195,783.70	182,173.51	13,610.19	
** LONG TERM CAPITAL GAIN (LOSS)						
3000 SHARES OF NEWFIELD EXPLORATION CO	02/15/2012	02/02/2001	119,391.84	52,405.80	66,986 04	Non Covered
800 SHARES OF COCA COLA CO COM	03/08/2012	09/26/2006	55,491.16	35,698.00	19,793.16	Non Covered
500 SHARES OF COCA COLA CO COM	03/08/2012	05/08/2008	34,681.97	28,127.50	6,554 47	Non Covered
1300 SHARES OF PROGRESSIVE CORP OHIO	04/12/2012	11/18/2003	29,107.90	25,496.25	3,611.65	Non Covered
1400 SHARES OF PEPSICO INC	04/12/2012	01/26/2011	90,750.16	92,318.66		Covered
600 SHARES OF PEPSICO INC	04/12/2012	01/26/2011	38,892.93	39,553.56		Covered
2800 SHARES OF LIBERTY GLOBAL CL C	04/12/2012	06/23/2004	129,277.30	47,860 95	81,416 35	Non Covered
1000 SHARES OF KRAFT FOODS INC	04/12/2012	01/19/2010	36,999.67	29,125.70	7,873.97	Non Covered
2000 SHARES OF KRAFT FOODS INC	04/12/2012	04/16/2010	73,999.34	61,349.60	12,649.74	Non Covered
6300 SHARES OF NEWS CORP CL A	04/12/2012	02/04/2009	120,719.77	42,301.35	78,418.42	Non Covered
1900 SHARES OF BERKELEY W R CORP	04/12/2012	10/30/2009	69,675.42	47,119.81	22,555.61	Non Covered
900 SHARES OF BERKELEY W R CORP	04/12/2012	12/13/2010	33,004.15	24,596.64	8,407 51	Non Covered
2235 SHARES OF LIBERTY GLOBAL INC	04/12/2012	08/18/2004	107,796.55	37,957.83	69,838.72	Non Covered
2000 SHARES OF AON PLC SHS CL A	04/12/2012	07/14/2010	96,491.83	74,145.00	22,346.83	Non Covered
400 SHARES OF THERMO FISHER SCIENTIFIC INC	04/12/2012	04/01/2009	21,770.35	13,822.56	7,947.79	Non Covered
400 SHARES OF THERMO FISHER SCIENTIFIC INC	04/12/2012	04/01/2009	21,770.35	13,811.56	7,958.79	Non Covered
900 SHARES OF THERMO FISHER SCIENTIFIC INC	04/12/2012	07/28/2010	48,983.29	41,571.81	7,411.48	Non Covered

300 SHARES OF WASTE MGMT INC DEL	04/12/2012	03/23/2000	10,592.77	4,300.86	6,291.91	Non Covered
2200 SHARES OF WASTE MGMT INC DEL	04/12/2012	09/29/2000	77,680.25	39,319.50	38,360.75	Non Covered
500 SHARES OF WASTE MGMT INC DEL	04/12/2012	01/09/2004	17,654.60	14,325.00	3,329.60	Non Covered
300 SHARES OF WAL-MART STORES INC	04/12/2012	03/23/2007	18,017.44	14,431.11	3,586.33	Non Covered
100 SHARES OF WAL-MART STORES INC	04/12/2012	04/24/2007	6,005.82	4,825.34	1,180.48	Non Covered
500 SHARES OF WAL-MART STORES INC	04/12/2012	06/19/2008	30,029.08	29,011.70	1,017.38	Non Covered
800 SHARES OF WAL-MART STORES INC	04/12/2012	02/22/2011	48,046.52	42,830.64	5,215.88	Covered
3300 SHARES OF VODAFONE GROUP PLC SPONS ADR	04/12/2012	04/06/2010	89,771.84	75,614.88	14,156.96	Non Covered
1200 SHARES OF PRAXAIR INC	04/12/2012	08/27/2004	135,131.25	48,900 00	86,231.25	Non Covered
4600 SHARES OF MICROSOFT CORP	04/12/2012	01/27/2005	141,954.19	119,623.00	22,331.19	Non Covered
500 SHARES OF COMCAST CORP NEW CORP CL A SPL	04/23/2012	10/21/2003	14,318.13	10,477.03	3,841.10	Non Covered
1650 SHARES OF COMCAST CORP NEW CORP CL A SPL	04/23/2012	11/26/2003	47,249.82	33,110.88	14,138.94	Non Covered
1300 SHARES OF COMCAST CORP NEW CORP CL A SPL	04/23/2012	05/31/2007	37,227.13	35,319.05	1,908.08	Non Covered
750 SHARES OF COMCAST CORP NEW CORP CL A SPL	04/23/2012	10/01/2009	21,477.20	11,232.60	10,244.60	Non Covered
1600 SHARES OF WAL-MART STORES INC	04/24/2012	03/23/2007	93,079.67	76,965.92	16,113.75	Non Covered
2391 SHARES OF LIBERTY GLOBAL CL C	05/22/2012	06/23/2004	109,640.91	40,869.83	68,771.08	Non Covered
309 SHARES OF LIBERTY GLOBAL CL C	05/22/2012	08/18/2004	14,169.40	4,811.76	9,357.64	Non Covered
1400 SHARES OF BERKELEY W R CORP	05/22/2012	10/30/2009	53,779.52	34,719.86	19,059.66	Non Covered
1600 SHARES OF BERKELEY W R CORP	05/22/2012	01/22/2010	61,462.30	39,578.08	21,884.22	Non Covered
400 SHARES OF AON PLC SHS CL A	05/22/2012	07/14/2010	18,627.46	14,829.00	3,798.46	Non Covered
900 SHARES OF AON PLC SHS CL A	05/22/2012	07/15/2010	41,911.79	33,151.23	8,760.56	Non Covered
500 SHARES OF MCDONALDS CORP COM	05/22/2012	10/19/2009	45,738.97	29,692.80	16,046.17	Non Covered
400 SHARES OF 3M CO	05/22/2012	03/02/2007	33,790.28	29,281.12	4,509.16	Non Covered
1100 SHARES OF 3M CO	05/22/2012	05/06/2010	92,923.28	92,452.58	470.70	Non Covered
1200 SHARES OF ALTERA CORP COM	05/22/2012	12/10/2004	40,451.09	24,415.44	16,035.65	Non Covered
200 SHARES OF COCA COLA CO COM	05/22/2012	05/01/2006	14,851.69	8,432.90	6,418.79	Non Covered
1800 SHARES OF COCA COLA CO COM	05/22/2012	09/26/2006	133,665.18	80,320.50	53,344.68	Non Covered
1100 SHARES OF WAL-MART STORES INC	05/22/2012	03/23/2007	69,883.19	52,914.07	16,969.12	Non Covered
1400 SHARES OF MICROSOFT CORP	05/22/2012	01/27/2005	41,618.12	36,407.00	5,211.12	Non Covered
1300 SHARES OF NEWFIELD EXPLORATION CO	05/22/2012	02/02/2001	38,024.14	22,709.18	15,314.96	Non Covered
2000 SHARES OF COMCAST CORP NEW CORP CL A SPL	05/22/2012	10/01/2009	57,155.11	29,953.60	27,201.51	Non Covered

·700 SHARES OF UNITED HEALTH GROUP INC	05/22/2012	04/07/2006	39,229.85	37,926 00	1,303.85	Non Covered
1200 SHARES OF UNITED HEALTH GROUP INC	05/22/2012	06/06/2007	67,251.17	64,981.56	2,269.61	Non Covered
2900 SHARES OF WASTE MGMT INC DEL	06/01/2012	03/23/2000	93,179.54	41,574.98	51,604.56	Non Covered
400 SHARES OF MICROSOFT CORP	06/04/2012	01/27/2005	11,379.46	10,402.00	977.46	Non Covered
4000 SHARES OF VODAFONE GROUP PLC SPONS ADR	06/05/2012	04/06/2010	107,254.79	91,654 40	15,600.39	Non Covered
3100 SHARES OF VODAFONE GROUP PLC SPONS ADR	06/08/2012	04/06/2010	81,957.20	71,032.16	10,925.04	Non Covered
2600 SHARES OF WASTE MGMT INC DEL	06/19/2012	03/23/2000	85,166.29	37,274 12	47,892.17	Non Covered
3200 SHARES OF PROGRESSIVE CORP OHIO	07/26/2012	09/06/2000	62,706.11	19,770.05	42,936 06	Non Covered
5500 SHARES OF PROGRESSIVE CORP OHIO	07/26/2012	11/18/2003	107,776.13	107,868.75		Non Covered
2900 SHARES OF NEWFIELD EXPLORATION CO	09/11/2012	02/02/2001	98,242.54	50,658.94	47,583 60	Non Covered
1000 SHARES OF ALTERA CORP COM	09/11/2012	12/10/2004	37,594.05	20,346.20	17,247 85	Non Covered
400 SHARES OF 3M CO	10/15/2012	03/02/2007	37,113.72	29,281.12	7,832.60	Non Covered
.998 SHARES OF KRAFT FOODS GROUP INC	10/01/2012	01/19/2010	46.50	30.60	15.90	Non Covered
2199 SHARES OF KRAFT FOODS GROUP INC	11/20/2012	01/19/2010	98,350.48	67,422.77	30,927.71	Non Covered
3700 SHARES OF COMCAST CORP NEW CORP CL A SPL	11/30/2012	10/01/2009	132,997.58	55,414.16	77,583.42	Non Covered
700 SHARES OF GOLDMAN SACHS GROUP INC	12/11/2012	04/27/2011	83,067.14	106,952.37		Covered
450 SHARES OF GOLDMAN SACHS GROUP INC	12/11/2012	05/13/2011	53,400.30	63,727.11		Covered
450 SHARES OF GOLDMAN SACHS GROUP INC	12/11/2012	06/08/2011	53,400.30	59,712.21		Covered
4750000 UNITS OF US TREASURY NOTE 1.125% 12/15/2012	12/15/2012	03/11/2010	4,750,000.00	4,724,765 63	25,234.37	Non Covered
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			8,784,845.27	7,502,884.17	1,281,961.10	
		Totals	8980629	7685058	1295571	

SUMMARY

Description	Amount
** SUMMARY OF CAPITAL GAINS AND LOSSES **	
TOTAL SHORT TERM CAPITAL GAIN (LOSS)	13,610.19
TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS	0.00
NET SHORT TERM CAPITAL GAIN (LOSS)	13,610 19
TOTAL LONG TERM CAPITAL GAIN (LOSS)	1,281,961.10
TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	0.00
TOTAL 28% RATE CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1250 CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1202 CAPITAL GAINS DIVIDENDS	0.00
Total	1295571

THE CHARLES A. DANA FOUNDATION, INCOROPORATED
EIN 06-6036761

2012

Statement 14

Part VII-A, Line 11: Statement of Information Regarding Ownership/Transfers to Controlled Entity

(A) Name of Controlled Entity:
Dana Alliance for Brain Initiatives, Inc
505 Fifth Avenue, 6th Fl
New York, New York 10017

(B) Employer EIN: 06-1360140

(C) Description of Transfer: Cash Grant paid during the year

(D) Amount of Transfer: $2,701,468

The Charles A. Dana Foundation, Incorp Statement 15
ID No. 06-603671

Year 2012

PART VII-B
Question 5c

FORM 990-PF

STATEMENT on EXPENDITURE RESPONSIBILITY

1. Grantee's name and address:

   Dana Alliance for Brain Initiatives, Inc.
   505 Fifth Avenue, 6th Fl
   New York, New York 10017

2. Date and amount of grant.

   Grants totaling $ 2,701,468 were paid to Dana Alliance during 2012

3. Purpose of grant:

   The purpose of the grants was to provide for the general support of Dana Alliance to enable it to carry out its charitable purposes.

4. As of December 31,2012 the entire grant had been expended by Dana Alliance.

5. To the knowledge of the taxpaper, no portion of the funds contributed by Dana Foundation have been diverted by Dana Alliance from the purposes of the grant.

6. Dana Alliance provided Dana Foundation with an Annual Report in June 2013

The purpose of this statement is to satisfy the report-making requirements of Section 4945 (h) (3) of the Internal Revenue Code of 1986, as amended, regarding taxpaper expenditure responsibility.

Statement 15A

The Dana Alliance for Brain Initiatives

505 Fifth Avenue
6th Floor
New York, NY 10017
(212) 223-4040
Fax (212) 593-7623

www.dana.org

May 20, 2013

The Dana Foundation
505 Fifth Avenue, 6th floor
New York, NY 10017

Gentlemen:

This is the written commitment required by Treasury Regulation Section 53.4945-5 (b) (3) for the grant authorized in 2012 to the Dana Alliance for Brain Initiatives, Inc. in the amount of $2,701,468 for the purpose of educating and informing the general public and interested professionals about advancements in research on the human brain and its diseases, and the continuing need for such research. All references to Sections in this letter are to Sections of the Internal Revenue Code.

We agree:

(I) To pay any portion of the amount granted which is not used for the purpose of the grant,

(II) To submit full and complete annual reports on the matter in which funds are spent and the progress made in accomplishing the purposes of the grant,

(III) To maintain a separate bank account in which the grant and all income thereon will be deposited and to maintain records of receipts and expenditures and to make our books and records available to you at reasonable times, and

(IV) Not to use any of the funds:

(a) To carry on propaganda, or otherwise to attempt to influence legislation (with the meaning of Section 4945 (d) (1)),

(b) To influence the outcome of any specific public election or to carry on, directly or indirectly, any voter registration drive (within the meaning of Section 4945 (d) (2)),

(c) To make any grant which does not comply with the requirements of Section 4945 (d) (3) or (4) or

(d) To undertake any activity for any purpose other than one specified in Section 170 (c) (2) (B).

Very truly yours,

Dana Alliance for Brain Initiatives, Inc.

By: ______________________

Burton M. Mirsky
Treasurer

The Charles A. Dana Foundation, Incorporated
2012
Part VIII Line 1
List of Officers and Directors

Name and Address	Title/ Average Hours	Compensation	Employee Benefits	Expense Account
Edward F. Rover 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Chm and Pres. President/Director Hours - 26	$417,675	$70,321	$0
Jane Nevins 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Vice President Hours-32	218264	59280	0
Barbara Rich 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Vice President Hours-30	216338	56533	0
Burton M.Mirsky 505 Fifth Avenue 6th Floor New York, N.Y. 10017	VP and Treasurer Hours- 26	193,545	$64,727	0
Barbara E. Gill 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Vice President Hours- 3	25,452	$9,147	0
Rosemary Shields 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Asst. Secretary Hours -26	92,155	$33,124	0
Patricia Mangini 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Asst Treasurer Hours -26	72321	$46,666	0
LaSalle D. Lefall, Jr. MD 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Director Hours-2	6,000	0	0
Steven E. Hyman, MD 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Director Hours-2	6,325	0	0

The Charles A. Dana Foundation, Incorporated
2012
Part VIII Line 1 **Statement 16** 1 of 2
List of Officers and Directors

Charles A. Dana III 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Director 2 Hours	6,325	0	0
Edward Bleier 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Director 2 Hours	6533	0	0
Wallace Cook 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Secretary and Director 2 Hours	6325	0	0
Hildegarde Mahoney 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Director 2 Hours	6,000	0	0
Ann McLaughlin Korologos 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Director 2 Hours	6,533	0	0
Herbert J. Siegel 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Director 2 Hours	6,533	0	0
Peter Nadosy 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Director 2 Hours	6,000	0	0
	Grand Total	$1,292,324	$339,798	$0

The Charles A Dana Foundation

06-1360140 Statement 16A

Year 2012

Compensation reported in the 2012 Form 990PF of The Dana Alliance For Brain Initiatives, Inc. for directors and officers who are also directors and officers of the The Charles A. Dana Foundation, Incorporated that also received Compensation from The Dana Alliance for Brain Initiatives, is as follows:

Form 990-PF

List of Officers and Directors

Name and Address	Title/ Average Hours	Compensation	Employee Benefits	Expense Account
Edward F. Rover 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Chm President/Director Hours - 9	$139,225	$23,440	$0
Burton M.Mirsky 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Treasurer Hours- 9	64,515	21,576	0
Barbara E. Gill 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Vice President Hours- 32	229,064	82,331	0
Rosemary Shields 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Secretary Hours -9	30,718	11,042	0
LaSalle D. Leffall,Jr. MD 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Director Hours-2	3,000	0	0
Steven E. Hyman, MD 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Director Hours-2	3,000	0	0
	Totals	$469,522	$138,389	0

The Charles A. Dana Foundation, Incorporated

Statement 17

06-6036761

Year 2012

Form 990-PF Part VIII, Line 2

List of Highest Paid Employees

Name and Address	Title/ Average Hours	Compensation	Employee Benefits	Expense Account
James Rutt 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Director, IT 24 Hours	$135,459	$63,284	0
Mary Lucas 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Grants Manager 35 Hours	95,198	$37,686	0
Nicky Penttila 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Web Editor 32 Hours	72,905	$39,966	0
Brigida Gay 505 Fifth Avenue 6th Floor New York, N.Y. 10017	Controller 32 Hours	70,094	$38,699	0
Total		$373,656	$179,635	$0

The Charles A. Dana Foundation, Incorporated

Year 2012

EIN # 06-6036761

Statement 17A

Certain of the individuals listed on Part VIII , line 2 also perform services for Dana Alliance for Brain Initiatives , Inc. (Alliance), EIN 06-1360140. Foundation exercises expenditure responsibility over Alliance. Compensation is paid by a common paymaster. Compensation information for these individuals for 2012 from Alliance is as follows:

Employee	Title/Hours	Comp	Benefits	Other
Jim Rutt	Director, IT/ 9	$23,904	$11,168	$0
Brigida Gay	Controller/8	23,365	$11,899	0
Nicky Pentilla	Web Editor/3	12,866	$7,052	0
		$60,135	$30,119	$0

The Charles A. Dana Foundation, Incorporated
2012

Statement 18
Form 990-PF, Part IX-A
Summary of Four Largest Direct Charitable Activities: **Total Expenses: $ 4,995,202**

GRANTS: The Foundation administers the various programs that support research in science and health, through the specifically designed objectives established by the Foundation's Board of Directors. The Foundation's principal interest is in neuroscience, but also supports qualified civic and cultural organizations and maintains a matching charitable gifts program for its employees. The 2012 charitable gifts awarded and paid by the Foundation are listed in Statement 20.

Expenses, $1,621,564

OUTREACH—NEWS OFFICE: The Foundation operates a free full-service news bureau that identifies media opportunities and facilitates news coverage of areas of interest to the Foundation. The Foundation also acts as an in-house resource for science-based, primarily neuroscience, materials. It provides a resource service for journalists seeking background and access to experts in the neurosciences. In 2012, the Foundation: (1) published four briefing papers, access to four Q&A's, and three primers (overviews of brain related topics), which were sent to select media and posted in the media section of the Dana website.; (2) sent tailored Brain Awareness Week pitches to science, health, feature, and education reporters; (3) wrote and distributed media advisories for the Staying Sharp series; (4) wrote media alerts about Dana programs; and (5) maintained the online Expert Directory of Dana Alliance members, specifically for the media. In 2012 Dana initiated the *Design a Brain Experiment Competition,* a contest for high school students to design original human brain-related research proposals. The winning classroom receives a $500 cash prize, as judged by an independent panel of neuroscientists. Also beginning in 2012, the Foundation sponsored the *New York City Regional Brain Bee,* a neuroscience competition for high school students. Answers are judged by an independent panel of neuroscientists. The winner receives a $500 cash prize and an expense-paid trip to the *U. S. National Brain Bee* at the University of Maryland. Second and third place winners receive cash prizes of $300 and $200.

Expenses, $1,226,968

OUTREACH--WEBSITE: The Dana Foundation continued to enhance its website, which features weekly and often daily stories on brain science; blogs; a user-friendly search engine; grants information; subscription features, including: RSS feeds; a Twitter account; an e-mail newsletter; and all Dana publications. The website includes regularly edited resource sections, including BrainWeb, Brainy Kids Online, and Brain Resources for Seniors, as well as neuroeducation and neuroethics sections. The European Dana Alliance for the Brain website provides users access to publications in multiple languages and links to international neuroscience research organizations. The Brain Awareness Week website offers partners and the general pubic access to the international calendar; free downloadable materials; educational resources; and current information.

Expenses, $1,080,326

OUTREACH--PUBLICATIONS: Each month, the Foundation publishes *Brain in the News* (BITN) and *Cerebrum*. BITN is published in print, with select items published online and *Cerebrum* is an online-only publication. The Foundation publishes online the "Report on Progress" 8-10 times a year and publishes eBooks. The Foundation provides editorial assistance for scientist/authors.

Expenses, $1,066,343

Statement 19
(1 of 3)

Grant Guidelines

(Revised January 2012)

The Dana Foundation, established in 1950 by the industrialist, philanthropist, and legislator Charles A. Dana, is a private philanthropic foundation with principal interests in science, health, and education. The Foundation's current area of research emphasis is in neuroscience. Selected proposals have the potential to improve human health or functioning. Grants also support improvement in K-12 education. No applications are considered apart from these grant programs.

GENERAL POLICIES

The Foundation:

1. Supports programs in science, health, and education through specifically defined objectives in each field.
2. Requires grantee institutions, in many cases, to share the cost of a project or raise matching funds.
3. Makes no grants directly to individuals.
4. Does not support annual operating costs of organizations, deficit reduction, capital campaigns, or individual sabbaticals.
5. Does not schedule meetings with applicants, other than by specific invitation initiated by the Foundation.

APPLICATION GUIDELINES

Neuroscience Grants

Brain and Immuno-imaging. Investigators use physiological and structural, cellular and molecular imaging techniques to pilot-test novel clinical hypotheses on the brain or interactions between brain and immune cells. Requests for Proposals (RFPs) are sent annually to deans of U.S. Medical Schools and other invited biomedical research institutions.

Clinical Neuroscience Research. Translational researchers apply to test promising therapies, from animal model research, in a small number of patients with devastating, currently untreatable, brain diseases. Also supported are studies to develop ethical guidelines for clinical brain research, and prognostic data based on treatment outcomes in patients with severe brain injuries or disorders.

All other Neuroscience Grants are made solely by invitation. For information, please contact:

Mary Lucas
Grants Office, The Dana Foundation
505 Fifth Avenue, 6th floor
New York, NY 10017
(212) 223-4040 ext. 669

Education Grants

The Foundation has supported advances in education throughout its history. The Foundation's continuing interest in fostering innovations in K-12 education is maintained through grant support for the Dana Center for Education Innovation at the University of Texas in Austin. Other Foundation support for select education projects is internally generated or invited.

For information on Education grants, please contact:

Mary Lucas
Grants Office, The Dana Foundation
505 Fifth Avenue
New York NY 10017
(212) 223-4040 ext 669

statement 19 (2 of 2)

FULL PROPOSAL FORMAT
Brain and Immuno-imaging Program
Deadline: Thursday, July 12, 2012

Cover page: Institution name. Project title. Principal investigator(s) name(s), title, phone and fax numbers, and street and e-mail addresses. Grant administration contact person, address, and phone number. Please number all pages of the proposal *including* appendices. In addition, please indicate whether you are a **new investigator** (have not yet received an RO1), a **newly independent investigator** (received one RO1), an **established investigator** (two or more RO1's), or a **senior investigator** (professor). Please specify the total funding requested. A **comprehensive and clear cover page is essential.**

For proposals using conventional imaging of gray or white matter and measures of anatomical or physiological brain functioning: Studies should involve patient-oriented clinical research. Applicants conducting research in animal models or in human tissue, because the study cannot yet be safely and effectively conducted in humans, must demonstrate direct clinical relevance. **Promising career investigators who have not yet been awarded their first independent research grant (RO1 from the NIH or equivalent from another Federal agency) or have received only one such grant at the time of applying are eligible to apply for funding of up to $200,000 payable over three years. Those applicants with two or more RO1's are eligible to receive funding totaling up to $100,000 payable over three years.**

For proposals using cellular and molecular imaging of biochemical actions of specific brain cells, or their interactions with immune cells: These studies may involve human tissues or animal models, but must have **direct clinical relevance to the human.** Applicants for all cellular and molecular imaging studies can request **up to $200,000 total, payable over three years.**

Cover Letter: *If your invitation letter includes feedback or concerns to be addressed within your full proposal,* please briefly respond to the points in a cover letter, and indicate where in the proposal (page #) these points are fully addressed.

Abstract: An abstract of the project's aims and methods. Abstracts of funded grants will be included on the Foundation's Web site to inform scientists about the project. While the general public may read these, abstracts should be written for the scientific community. Please also send on electronic copy of your abstract to amarin@dana.org.

Introduction: A one-page summary of the research, **written in lay language** that can be easily understood by the general public. Lay Summaries of funded studies will be posted on the Foundation's Web site to inform the public. The summary should describe:
1) The question(s) are you investigating
2) How you will study the question(s), using imaging
3) The potential significance to human health

Section I: State your hypothesis(es) clearly and succinctly.

Section II: List up to three specific research aims.

Section III: Describe the methods to be used. **If a new methodology is being proposed, please provide preliminary evidence of its use by those involved in the application. If a new technique or**

Statement 19 (3 of 3)

assay is being developed, please provide at least preliminary evidence of its feasibility and use, as well as evidence of your experience with this technology. *If you do not have preliminary evidence, we encourage you to reapply after feasibility has been demonstrated.* **If your proposed study involves patients, please also provide evidence of the feasibility of your enrollment targets for patients and controls.** This should include a retrospective review of the number of patients with the condition who have been seen at the proposed participating institution(s) within the projected time needed to complete the study; and, an indication of how you will recruit the requisite number of appropriate controls. **If your proposed project involves a study of normal brain functioning, please indicate how you will recruit the necessary number of participants.**

Section IV: Explain how the proposed research relates to ongoing activities of your laboratory and clinical work.

Section V: Describe the potential research significance and clinical applications of your research. (**Note: Sections I through V should be no longer than five pages total.** You may use up to two more pages for references.)

Appendix I: A one-page budget reflecting the expense categories and timeline of your research project. The budget should begin **October 1, 2012.** *(Note: The Foundation will not provide support for indirect costs; a maximum of ten percent of the grant award may be used to purchase equipment.)*

Appendix II: Principal Investigator(s) CVs using the NIH four-page format.

Appendix III: A list of all active grants and pending proposals by the applicant(s). *Please include an abstract, specifying the aims, for any existing or pending grants that potentially involve overlap between these sources of support and the proposed Dana project.*

Appendix IV: A letter from the appropriate university or medical school official (or research institute president if from an invited free-standing institute) endorsing the application on behalf of the institution. *(Note: A copy of the letter submitted with the preliminary application is sufficient.)*

Appendix V: A letter from the person responsible for ensuring that the imaging technology required for this study will be available during the proposed time frame.

Appendix VI: Please provide a copy of the transmittal letter seeking IRB approval if your research involves humans. **Please note that IRB approval is not required at the time of full proposal submission, but notice of IRB approval is required prior to release of Foundation funds for any project involving humans.**

Appendix VII: *Optional:* If high resolution photographs are vital to illustrate or support the methodology proposed, please enclose 10 glossy originals.

Please use Times New Roman 12 point or Arial 11 point font. Reviewers will not consider proposals provided in smaller font sizes. Please adhere to 1 inch margins. The proposal must have titled subheads corresponding to these format instructions.

Due: By noon on Thursday, July 12th. Please send 10 complete copies to the following address:

Attn: Angie Marin
The Dana Foundation
505 Fifth Ave., 6th Floor
New York, NY 10017

Statement 20

The Charles A. Dana Foundation, Inc.
Summary of Appropriations and Payments in 2012
December 31,2012

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Albert Einstein College of Medicine				
Glen Oaks, NY				
Neuroimaging		$200,000		200,000
American Association for the Advancement of Science				
Washington, DC				
Neuroscience Research		123,500	123,500	
Arizona Community for Foundation				
Phoenix, AZ				
Arts Education	5,000			5,000
Arts Alliance of Northern New Hampshire				
Littleton, NH				
Arts Education	18,750			18,750
Baylor College of Medicine				
Houston, TX				
Neuroimaging	230,000	(70,144)	129,856	30,000
Neuroimmunology	150,000			150,000
Boston College				
Chestnut Hill, MA				
Neuroimaging	150,000		50,000	100,000

* Equivalency determination made, all others are public charities

The Charles A. Dana Foundation, Inc.
Summary of Appropriations and Payments in 2012
December 31,2012

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Brown University				
Providence, RI				
Clinical Neuroscience Research		100,000		100,000
Burke Medical Research Institute				
White Plains, NY				
Clinical Neuroscience Research	250,000	100,000	225,000	125,000
California Institute of Technology				
Pasadena, CA				
Neuroimaging		50,000		50,000
Case Western University				
Cleveland, OH				
Neuroimaging	50,000		50,000	
Children's Hospital Medical Center				
Boston, MA				
Neuroimaging	100,000		100,000	
Human Immunology				
Children's Hospital of Philadelphia				
Philadelphia, PA				
Neuroimaging	50,000			50,000

The Charles A Dana Foundation, Inc.
Summary of Appropriations and Payments in 2012
December 31,2012

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Cold Spring Harbor Laboratory				
Cold Spring Harbor, NY				
Neuroimaging	100,000		100,000	
Columbia University College of Physicians & Surgeons				
New York, NY				
Neuroimaging	350,000	(257,300)	92,700	
unappropriated $50,000 Meyers, $188,045 Parsey transfer				
paid $200,000 Bruno - ($88,045) Parsey = 111 955				
Neuroimmunology	100,000		100,000	
Dana Alliance for Brain Initiatives, Inc				
New York, NY [See statement on expenditure responsibility]				
Public education campaign on neuroscience research		2,701,468	2,701,468	
Dana Farber Cancer Institute				
Boston, MA				
Clinical and Translational Research	4,750,000		4,750,000	
Neuroscience-related		1,000,000		1,000,000
Duke University School of Medicine				
Durham, NC				
Neuroimaging	100,000		100,000	
Neuroimmunology	100,000			100,000

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The Charles A. Dana Foundation, Inc.
Summary of Appropriations and Payments in 2012
December 31,2012

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Emory University School of Medicine				
Atlanta, GA				
Clinical Neuroscience Research	150,000		150,000	
Neuroimmunology	100,000		100,000	
Feinstein Institute for Medical Research				
Manhasset, NY				
Clinical Neuroscience Research				
Neuroimaging	100,000			100,000
FENS Federation of European Neuroscience Societies				
Berlin, Germany				
Neuroscience-Related	60,000	35,000	95,000	
George Washington University Medical Center				
Washington, D C				
Neuroimmunology	100,000		100,000	
Harvard Medical School				
Cambridge, MA				
Neuroimaging	200,000		100,000	100,000
Human Immunology	95,000		95,000	
Harvard University				
Cambridge, MA				
Arts & Cognition	362,000			362,000

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The Charles A. Dana Foundation, Inc.
Summary of Appropriations and Payments in 2012
December 31,2012

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Henry M Jackson Foundation				
Bethesda, MD				
Neuroimaging		181,456	81,456	100,000
Howard University College of Medicine				
Washington, D C.				
Clinical Neuroscience Research	125,000		125,000	
IBRO*				
Paris, France				
Neuroscience-related		32,500	32,500	
Institut de Transplantation et de Recherche en Transplantation*				
Nantes, France				
Human Immunology	40,000			40,000
International Neuroethics Society				
Philadelphia, PA				
Neuroethics		104,000	104,000	
Jazz House Kids, Inc				
New York, NY				
Arts Education	17,875		17,875	

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The Charles A Dana Foundation, Inc
Summary of Appropriations and Payments in 2012
December 31,2012

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Johns Hopkins University				
Baltimore, MD				
Human Immunology	200,000		200,000	
Clinical Neuroscience Research	250,000		250,000	
Neuroscience-Related	500,000		100,000	400,000
Lied Center for Performing Arts				
Lincoln, NB				
Arts Education	2,500		2,500	
Massachusetts General Hospital				
Boston, MA				
Neuroimaging	100,000			100,000
Clinical Neuroscience Research		250,000		250,000
Mayo Clinic				
Rochester, MN				
Neuroimaging	100,000		100,000	
M.D Anderson Cancer Center				
Houston, TX				
Neuroimmunology	100,000		100,000	
Medical University of South Carolina				
Charlestown, SC				
Neuroimaging	100,000			100,000

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The Charles A. Dana Foundation, Inc.
Summary of Appropriations and Payments in 2012
December 31,2012

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Memorial Sloan Kettering Cancer Center				
New York, NY				
Neuroimaging	150,000	200,000	50,000	300,000
Michigan State University				
Lansing, MI				
Neuroimaging	200,000		100,000	100,000
National Jewish Health				
Denver, CO				
Neuroimaging		200,000		200,000
New York Academy of Sciences				
New York, NY				
Neuroscience-related		3,000	3,000	
New York Presbyterian Hospital Neurological Institute				
New York, NY				
Clinical Neuroscience Research		300,000		300,000
New York University School of Medicine				
New York, NY				
Neuroimaging	100,000			100,000
Neuroimmunology	300,000		200,000	100,000

The Charles A. Dana Foundation, Inc.
Summary of Appropriations and Payments in 2012
December 31,2012

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Nonprofit Coordinating Committee				
New York, NY				
New York City Award		25,000	25,000	
Northwestern University Feinberg School of Medicine				
Chicago, IL				
Neuroimaging	50,000	(2,455)	47,545	
Oklahoma A+ Schools				
Edmund,OK				
Arts Education	5,000		5,000	
Oregon Health Sciences University School of Medicine				
Portland, OR				
Neuroimaging	100,000			100,000
University of Oxford				
Oxford, England				
Clinical Neuroscience Research	200,000		100,000	100,000
Pennsylvania State University				
Hershey, PA				
Neuroimaging	100,000		100,000	
ReseachlAmerica				
Alexandria, VA				
Neuroscience-Related		20,000	20,000	

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	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Rockefeller University				
New York, NY				
Clinical Neuroscience Research		200,000	100,000	100,000
Stanford University				
Stanford, CA				
NeuroImaging	300,000	70,144	170,144	200,000
State of Wisconsin Department of Public Instruction				
Madison, WI				
Arts Education	5,000			5,000
SUNY Stony Brook School of Medicine				
Stony Brook, NY				
NeuroImaging		188,044	88,044	100,000
The Hebrew University of Jerusalem*				
Jerusalem, Israel				
NeuroImaging	50,000			50,000
Thomas Jefferson University				
NeuroImaging		134,854	134,854	

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The Charles A. Dana Foundation, Inc.
Summary of Appropriations and Payments in 2012
December 31,2012

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Uniformed Services University of the Health Sciences*				
Bethesda, MD				
Neuroimaging	100,000	(181,371)	-81,371	
*Uniformed calculation (100,000) (26,070) (55,301) (85)				
University of Alabama School of Medicine				
Birmingham, AL				
Neuroimaging	100,000			100,000
University of California, Davis				
Davis, CA				
Neuroimaging	300,000	(196,289)	103,711	
unappropriated Minzenberg $196,289 to UCSF, paid UCD 3711 & $100,000 Carmichael				
University of California, Los Angeles				
Los Angeles, CA				
Neuroimaging		200,000		200,000
Clinical Neuroscience Research		300,000		300,000
Neuroimmunology				
University of California, San Francisco				
San Francisco, CA				
Neuroimaging		196,289	96,289	100,000

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The Charles A Dana Foundation, Inc.
Summary of Appropriations and Payments in 2012
December 31,2012

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
University of Chicago				
Chicago, IL				
Human Immunology				
Neuroimaging	100,000		100,000	
Clinical Neuroscience Research	125,000		125,000	
University of Colorado School of Medicine				
Denver, Colorado				
Clinical Neuroscience Research		150,000		150,000
University of Florida College of Medicine				
Gainesville, FL				
Neuroimaging	100,000		100,000	
University of Iowa				
Iowa City, IA				
Neuroimaging	200,000	(50,000)	150,000	
University of Maryland School of Medicine				
Baltimore, MD				
Neuroimaging	100,000		100,000	
University of Massachusetts Medical School				
Worchester, MA				
Neuroimaging	100,000		100,000	

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The Charles A. Dana Foundation, Inc.
Summary of Appropriations and Payments in 2012
December 31,2012

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
University of Michigan Medical School				
Ann Arbor, MI				
Neuroimaging	450,000		450,000	
Neuroimmunology	150,000			150,000
University of New Mexico				
Alburquerque, NM				
Neuroimaging		200,000		200,000
University of North Carolina				
Chapel Hill, NC				
Neuroimmunology	100,000		100,000	
University of Pennsylvania				
Philadelphia, PA				
Neuroimaging	234,854	(34,854)		200,000
Clinical Neuroscience Research	400,000		150,000	250,000
Neuroimmunology	100,000			100,000
University of Pittsburgh				
Pittsburgh, PA				
Neuroimaging		200,000		200,000
University of Southern California School of Medicine				
Los Angeles, CA				
Neuroimaging	200,000		100,000	100,000

The Charles A. Dana Foundation, Inc
Summary of Appropriations and Payments in 2012
December 31,2012

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
University of Texas at Austin				
Austin, TX				
Dana Center for Educational Innovation	25,000	25,000	25,000	25,000
University of South Florida School of Medicine				
Tampa, FL				
Clinical Neuroscience Research	150,000	(150,000)		
University of Virginia Health Science Center				
Charlottesville, VA				
Human Immunology	200,000			200,000
University of Washington School of Medicine				
Seattle, WA				
Neuroimaging	50,000			50,000
University of Wisconsin				
Madison, WI				
Neuroimaging	250,000	(1,065)	248,935	
Utah Shakespearean Festival				
Cedar City, UT				
Arts Education	4,000		4,000	
Vanderbilt University				
Nashville, TN				
Neuroimaging	100,000		100,000	

The Charles A. Dana Foundation, Inc.
Summary of Appropriations and Payments in 2012
December 31,2012

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Virginia Commonwealth University				
Richmond, VA				
Neuroimmunology	100,000		100,000	
VSA Arts				
Washington, DC				
Arts Education	41,250	(41,250)		
Wake Forest University Baptist Medical Center				
Winston-Salem, NC				
Neuroimaging	100,000			100,000
Neuroimmunology	100,000		100,000	
Washington University School of Medicine				
St Louis, MO				
Neuroimaging	50,000	200,000	50,000	200,000
Neuroimmunology	300,000		200,000	100,000
Weill Medical College of Cornell University				
New York, NY				
Neuroimaging	50,000		50,000	
Clinical Neuroscience Research	50,000	(50,000)		
Human Immunology training	35,000			35,000
Neuroimmunology	100,000			100,000

The Charles A Dana Foundation, Inc.
Summary of Appropriations and Payments in 2012
December 31,2012

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Yale University School of Medicine				
New Haven, CT				
Neuroimaging	450,000		150,000	300,000
Neuroimmunology	100,000			100,000
Other Grants (Schedule attached)		2,117,000	$2,117,000	
Employee Match		26,800	$26,800	
Grants Refunds		(83,331)	-83,331	
TOTAL GRANTS	**$15,881,229**	**$8,715,996**	**$16,101,475**	**$8,495,750**

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The Charles A. Dana Foundation

Summary of "Other" Appropriations and Payments in 2012 (All are public charities, and all are for general support)

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
564 Park Avenue Preservation Foundation New York, NY		5,000	5,000	
American Associates of Ben Gurion University New York, NY		5,000	5,000	
American Committee for the Weizmann Institute of Science, Inc. New York, NY		10,000	10,000	
American Federation for Aging Research New York, NY		7,000	7,000	
American Repertory Theater Cambridge, MA		50,000	50,000	
Anderson Ranch Arts Center Snowmass Village, CO		30,000	30,000	
Bard Graduate Center for Studies in Decorative Arts New York, NY		25,000	25,000	
Bay Street Theater Sag Harbor, NY		5,000	5,000	
Beaver Country Day School Chestnut Hill, MA		5,000	5,000	
Bishop John T. Walker School for Boys Washington, DC		5,000	5,000	

The Charles A. Dana Foundation
Summary of "Other" Appropriations and Payments in 2012 (All are public charities, and all are for general support)

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
The Bone Marrow Foundation, Inc. New York, NY				
Boston University School of Education Boston, MA		5,000	5,000	
Boys' and Girls Clubs of America New York, NY		5,000	5,000	
Boys' Clubs of New York New York, NY		10,000	10,000	
Boys & Girls Club of Palm Beach County West Palm Beach, FL				
Breast Cancer Research Foundation, Inc. New York, NY		110,000	110,000	
Bridgehampton Chamber Music Festival New York, NY		5,000	5,000	
Brigham and Women's Hospital, Inc. Boston, MA		20,000	20,000	
Brown Ledge Foundation, Inc. Burlington, VT		5,000	5,000	
The Building Preservation Foundation Brown Advisory Chevy Chase, MD		10,000	10,000	

The Charles A. Dana Foundation
Summary of "Other" Appropriations and Payments in 2012 (All are public charities, and all are for general support)

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Cambridge in America New York, NY		25,000	25,000	
Cape Eleuthera Foundation, Inc Princeton, NJ		5,000	5,000	
C-Change Washington, DC		5,000	5,000	
Children's Defense Fund Washington, DC		5,000	5,000	
Cold Spring Harbor Laboratory Cold Spring Harbor, NY		5,000	5,000	
College of Charleston Foundation Charleston, SC		23,000	23,000	
Columbia Business School New York, NY		5,000	5,000	
Columbia University, Department of Surgery New York, NY				
Conservancy of Southwest Florida Naples, FL		20,000	20,000	
Corning Museum of Glass Corning, NY		10,000	10,000	

The Charles A. Dana Foundation

Summary of "Other" Appropriations and Payments in 2012 (All are public charities, and all are for general support)

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Cristo Rey Network Chicago, IL		10,000	10,000	
Dana-Farber Cancer Institute Boston, MA		60,000	60,000	
Dancesport Academy, Inc. West Palm Beach, FL		10,000	10,000	
Dartmouth College Hanover, NH		5,000	5,000	
DC Preparatory Academy Washington, DC		10,000	10,000	
Dunedin Fine Art Center Dunedin, FL		7,500	7,500	
East Hampton Healthcare Foundation East Hampton, NY		5,000	5,000	
The East Hampton Library East Hampton, NY				
ELEM/Youth in Distress in Israel New York, NY		5,000	5,000	
Exploring the Arts, Inc. New York, NY		50,000	50,000	
Fordham University New York, NY		5,000	5,000	

The Charles A. Dana Foundation
Summary of "Other" Appropriations and Payments in 2012 (All are public charities, and all are for general support)

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Foundation Fighting Blindness Columbia, MD		25,000	25,000	
Franklin & Marshall College Lancaster, PA		100,000	100,000	
Freedom Institute, Inc. New York, NY		5,000	5,000	
Friends of Hopital Albert Schweitzer Haiti Pittsburgh, PA				
Friends Academy Locust Valley, NY		5,000	5,000	
The Green Vale School Old Bronxville, NY		10,000	10,000	
Greenwich Academy Greenwich, CT		15,000	15,000	
Guild Hall of East Hampton East Hampton, NY		5,000	5,000	
Harlem Academy New York, NY		20,000	20,000	
Harvard Art Museum Cambridge, MA		25,000	25,000	
Harvard Law School Cambridge, MA		5,000	5,000	

The Charles A. Dana Foundation
Summary of "Other" Appropriations and Payments in 2012 (All are public charities, and all are for general support)

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Harvard University/Harvard College Cambridge, MA		50,000	50,000	
Harvard-Mahoney Neuroscience Institute Boston, MA		20,000	20,000	
Hastings Education Foundation Hastings-on-Hudson				
Help Yourself Foundation Schenectady, NY		5,000	5,000	
Historic Charleston Foundation Charleston, SC		10,000	10,000	
Hospice Foundation of Palm Beach County, Inc. Palm Beach, FL		10,000	10,000	
Hotchkiss School Lakeville, CT		5,000	5,000	
Howard University Hospital Washington, DC		18,000	18,000	
Howard University Medical Alumni Association Washington,DC		5,000	5,000	
International Sephardic Education Foundation New York, NY		4,000	4,000	
Investigative Project on Terrorism Foundation Washington, D.C.		5,000	5,000	

The Charles A. Dana Foundation

Summary of "Other" Appropriations and Payments in 2012 (All are public charities, and all are for general support)

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Israel Venture Network Palo Alto, CA		5,000	5,000	
John F. Kennedy Library Foundation Washington,DC		5,000	5,000	
Johns Hopkins University Baltimore, MD		25,000	25,000	
The Julliard School Pleasantville, NY		25,000	25,000	
Language ETC Washington, DC		5,000	5,000	
LaSalle D. Leffall, Jr., M.D. Surgical Society Foundation Washington, D.C.		10,000	10,000	
Layalina Productions Washington, DC		15,000	15,000	
Lincoln Center Theater New York, NY		6,000	6,000	
Lyford Cay Foundation, Inc. Lyford Cay, Nassau, Bahamas		10,000	10,000	
Lyford Cay Foundation School Lyford, Cay, Nassau, Bahamas		25,000	25,000	

The Charles A. Dana Foundation
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	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Marc Lustgarten Pancreatic Cancer Foundation Bethpage, NY				
The Lymphoma Foundation New York, NY		5,000	5,000	
Martha Graham Center of Contemporary Dance New York, NY		5,000	5,000	
Massachusetts General Hospital Boston, MA		10,000	10,000	
Medical University of South Carolina, Children's Hospital Fund Charleston, SC		25,000	25,000	
Metropolitan Club Preservation Foundation Washington, DC		5,000	5,000	
Metropolitan Opera Assocation New York, NY		10,000	10,000	
Middle East Investment Initiative (MEII) Washington, DC		5,000	5,000	
Morehouse College Atlanta, GA		5,000	5,000	
Museum of Modern Art New York, NY		5,000	5,000	
National Gallery of Art Washington, DC		20,000	20,000	

The Charles A. Dana Foundation
Summary of "Other" Appropriations and Payments in 2012 (All are public charities, and all are for general support)

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
National Catholic Educational Association Arlington, VA		12,000	12,000	
National Center on Addiction and Substance Abuse at Columbia University New York, NY		55,000	55,000	
New York City Center New York, NY		5,000	5,000	
New York Philharmonic New York, NY		10,000	10,000	
New York Stem Cell Foundation New York, NY		5,000	5,000	
Norwalk Grassroots Tennis, Inc. Norwalk, CT		5,000	5,000	
Oliver Hazard Perry Rhode Island Newport, RI		25,000	25,000	
Our Sisters School New Bedford, MA		10,000	10,000	
Palm Beach Atlantic College West Palm Beach, FL		10,000	10,000	
Palm Beach Infectious Disease Institute West Palm Beach, FL		5,000	5,000	
Paley Center for Media New York, NY		5,000	5,000	

The Charles A. Dana Foundation
Summary of "Other" Appropriations and Payments in 2012 (All are public charities, and all are for general support)

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Pardee Rand Graduate School Santa Monica, CA		45,000	45,000	
Pencil New York, NY		5,000	5,000	
Perelman School of Medicine (U Penn) Philadelphia, PA		10,000	10,000	
Penland School of Crafts Penland, NC		10,000	10,000	
The Perlman Music Program New York, NY		5,000	5,000	
Phoenix House Foundation New York, NY		25,000	25,000	
Preservation Foundation of Palm Beach, Inc. Palm Beach, FL		10,000	10,000	
Putnam-Indian Field School, Inc. Greenwich, CT		5,000	5,000	
Raymond K. Kravis Center for Performing Arts West Palm Beach, FL		5,000	5,000	
Roaring Fork Conservancy Basalt, CO		20,000	20,000	
Rockefeller University New York, NY		10,000	10,000	

The Charles A. Dana Foundation
Summary of "Other" Appropriations and Payments in 2012 (All are public charities, and all are for general support)

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Ronald Reagan Presidential Foundation Simi Valley, CA		25,000	25,000	
Rosemont College Rosemont, PA		10,000	10,000	
The Ross School East Hampton, NY		5,000	5,000	
Rowayton Arts Center, Inc. Rowayton, CT				
Roxbury Latin School West Roxbury, MA		25,000	25,000	
Sail Newport Newport, RI		10,000	10,000	
Sail to Prevail Newport, RI		10,000	10,000	
Saint Andrew's School Boca Raton, FL		20,000	20,000	
Saint Luke's Parish Darien, CT		6,000	6,000	
St. Paul's School Concord, NH		5,000	5,000	
Sarah Lawrence College Bronxville, NY				

The Charles A. Dana Foundation

Summary of "Other" Appropriations and Payments in 2012 (All are public charities, and all are for general support)

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
SEED Foundation Washington, D.C.		5,000	5,000	
Skidmore College Saratoga Springs, NY		10,000	10,000	
Society of the Four Arts Palm Beach, FL		16,000	16,000	
St. George's School Newport, RI		15,000	15,000	
St. John's Church Washington, D.C.		10,000	10,000	
St. Thomas Choir School New York, NY		25,000	25,000	
St. Vincent's Medical Center Foundation Bridgeport, CT		7,500	7,500	
The Susan G. Komen Breast Cancer Foundation Dallas, TX		20,000	20,000	
Syracuse University, Newhouse School of Communications Syracuse, NY		45,000	45,000	
The Aspen Institute Washington, DC		10,000	10,000	
The Brearley School New York, NY		15,000	15,000	

The Charles A. Dana Foundation

Summary of "Other" Appropriations and Payments in 2012 (All are public charities, and all are for general support)

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
The Cottage at Darien Darien, CT		5,000	5,000	
The Council on Foreign Relations New York, NY		25,000	25,000	
The Foundation Fighting Blindness (formerly Nat Retinitis Pigmentosa Fdtn) Baltimore, MD				
The Reading Team, Inc. New York, NY		150,000	150,000	
The Winsor School Boston, MA		50,000	50,000	
United Jewish Association/Federation of Jewish Philanthropies New York, NY		25,000	25,000	
University of Pennsylvania, Penn Libraries Fund Philadelphia, PA		10,000	10,000	
University of Virginia Charlottesville, VA		5,000	5,000	
University of Virginia School of Law Charlottesville, VA		40,000	40,000	
Urban Glass Brooklyn, NY		10,000	10,000	

The Charles A. Dana Foundation

Summary of "Other" Appropriations and Payments in 2012 (All are public charities, and all are for general support)

	Unpaid at Beginning of Year	Appropriated During Year	Paid During Year	Unpaid at End of Year
Washington National Cathedral Washington, D C.		10,000	10,000	
Weill Cornell University Medical College New York, NY (Siegel)		5,000	5,000	
Wharton School of the University of Pennsylvania Philadelphia, PA		10,000	10,000	
Women's Foreign Policy Group, Inc. Washington, D.C.		5,000	5,000	
Wyly Community Art Center Basalt, CO		5,000	5,000	
YMCA of Greater New York - Grosvenor House New York, NY		10,000	10,000	
Total other Grants	$0.00	$2,117,000.00	$2,117,000.00	$0.00

Statement 21

The Charles A. Dana Foundation, Incorporated
EIN: 06-6036761
Part VII-A: Question3

The undersigned declares that the attached Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws are "conformed copies" of organizational documents that agree with the original documents and all its amendments. These are complete and accurate copies of the original documents.

Burton M. Mirsky, Vice President

Statement 21 A

SECRETARY OF THE STATE OF CONNECTICUT

MAILING ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P O. BOX 150470, HARTFORD CT 06115-0470
DELIVERY ADDRESS: COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, 30 TRINITY STREET, HARTFORD, CT 06106
PHONE: 860-509-6003 WEBSITE: www.concord-sots.ct.gov

CERTIFICATE OF AMENDMENT
NONSTOCK CORPORATION

USE INK COMPLETE ALL SECTIONS PRINT OR TYPE ATTACH 8/12 X 11 SHEETS IF NECESSARY

FILING PARTY *(CONFIRMATION WILL BE SENT TO THIS ADDRESS)*	FILING FEE: $20
NAME Eileen B Nelson, Paralegal ADDRESS Robinson & Cole LLP, 280 Trumbull Street CITY: Hartford STATE: CT ZIP. 06103	MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"

1. NAME OF CORPORATION:

The Charles A. Dana Foundation, Incorporated

2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C)

☐ A. AMENDED

☐ B. RESTATED

☒ C. AMENDED AND RESTATED

THE RESTATED CERTIFICATE CONSOLIDATES ALL AMENDMENTS INTO A SINGLE DOCUMENT

3. TEXT OF EACH AMENDMENT/RESTATEMENT:

The Charles A. Dana Foundation, Incorporated (the "Corporation") is hereby amending and restating its certificate of incorporation. The Corporation is updating its certificate of incorporation in its entirety (with the exception of the Corporation's name which shall be unchanged) to provide more detailed language in compliance with the Connecticut Revised Nonstock Corporation Act.

The full text of the amended and restated certificate of incorporation is set forth on *Exhibit A*, attached hereto and made a part hereof.

The amendment to the Corporation's Amended and Restated Certificate of Incorporation was approved by the Corporation's Board of Directors on April 18, 2013.

4. VOTE INFORMATION (CHECK A, B or C)

☐ A. THE AMENDMENT WAS DULY APPROVED BY THE MEMBERS IN THE MANNER REQUIRED BY SECTIONS 33-1140 TO 33-1147 OF THE CONNECTICUT GENERAL STATUTES, AND BY THE CERTIFICATE OF INCORPORATION.

☐ B. THE AMENDMENT WAS DULY APPROVED BY THE INCORPORATORS AND MEMBER APPROVAL WAS NOT REQUIRED.

☒ C. THE AMENDMENT WAS DULY APPROVED BY THE BOARD OF DIRECTORS AND MEMBER APPROVAL WAS NOT REQUIRED.

5. EXECUTION:

DATED THIS 18th DAY OF April, 2013

NAME OF SIGNATORY	CAPACITY/TITLE OF SIGNATORY	SIGNATURE
Burton M. Mirsky	Executive Vice President and Treasurer	[signature]

EXHIBIT A

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THE CHARLES A. DANA FOUNDATION, INCORPORATED

ARTICLE 1. **Name**. The name of the corporation is THE CHARLES A. DANA FOUNDATION, INCORPORATED.

ARTICLE 2. **Purposes**. The nature of the activities to be conducted or the purposes to be promoted or carried out by the corporation are as follows:

(a) To acquire, by gift, devise or otherwise, except in trust, money and property of every kind, nature and description, and to administer and use the same and/or the income and the proceeds thereof exclusively for religious, charitable, scientific, literary and educational purposes, or any one or more of such purposes, including making contributions or gifts thereof to or for the use of any corporation or trust or community chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder or individual, and no part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

(b) To do all and everything, including the making and carrying out of any contracts, necessary, suitable and proper for the accomplishment of the purposes or the furtherance of said purposes and any of the powers herein set forth and as may otherwise be authorized by law, and to do every other act or acts, thing or things, incidental or pertaining to or growing out of or connected with the aforesaid purposes or powers, or any part or parts thereof, provided the same are not inconsistent with law or the other provisions of this Amended and Restated Certificate of Incorporation.

ARTICLE 3. **Membership and Board of Directors.** The corporation shall have no members but shall operate under the management of its Board of Directors which shall be self-perpetuating.

ARTICLE 4. **Nonprofit Corporation**. The corporation is nonprofit and shall not have or issue shares of stock or make distributions except as otherwise provided in this Amended and Restated Certificate of Incorporation, the Amended and Restated Bylaws of the corporation or by applicable statute.

ARTICLE 5. **Limitations on Activities**. Notwithstanding any other provision of this Amended and Restated Certificate of Incorporation:

(a) The corporation shall at all times be organized and operated and all corporate income and principal assets shall be devoted exclusively to the religious, educational, scientific, charitable or literary purposes of the corporation and no Director, Officer or Employee of this corporation or any person having a personal or private interest in the activities of the organization shall now or at any future time receive any of the corporation's income or principal assets except for reasonable compensation for services rendered in effecting the corporation's purposes.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as permitted by section 501(h) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent Federal tax laws, and the corporation shall not participate, or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) The corporation shall not conduct or carry on any activities, not permitted to be conducted or carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under section 170(c)(2), of such Code and Regulations as they now exist or as they may hereafter be amended, 2055(a)(2) or 2522(a)(2) of the Code.

In addition, in any year in which the corporation qualifies as a private foundation, the following shall apply:

(d) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax or undistributed income imposed by section 4942 of the Code or corresponding provisions of any subsequent Federal tax law.

(e) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(f) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(g) The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(h) The corporation shall not make any taxable expenditure as defined in section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE 6 **Dissolution**. The duration of the corporation is unlimited. However, if the corporation is dissolved, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, educational, scientific, charitable or literary purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code and shall qualify for grants by a private foundation, as the Board of Directors shall determine. Upon the dissolution of this corporation no Director or Officer or any person having a personal or private interest in activities of the corporation shall receive any profit or share in any of the property of this corporation.

ARTICLE 7. **Limitation on Liability of Directors**. The personal liability of a director to the corporation for monetary damages for breach of duty as a director shall be limited to the amount of compensation, if any, received by the director for serving the corporation during the year of the violation, so long as the breach was not of a sort for which such limitation of liability is not permitted by section 33-1026(b)(4) of the General Statutes of Connecticut.

Nothing contained in this Article 7 shall be construed to deny a director of the corporation the benefit of section 52-557m of the General Statutes of Connecticut or of any other limitation of liability available to such director under Connecticut law. Any repeal or modification of this Article 7 shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE 8. **Indemnification**. The corporation shall indemnify and advance expenses to its directors to the fullest extent permitted by law. Without limiting the foregoing, the corporation shall indemnify its directors against liability to any person for any action taken, or any failure to take any action, as a director, except liability that (a) involved a knowing and culpable violation of law by the director, (b) enabled the director or an associate, as defined in section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation. In addition, the corporation shall indemnify and advance expenses to officers, employees and agents of the corporation who are not directors to the same extent as directors, and may further indemnify such officers, employees and agents to the extent provided by the specific action of the corporation and permitted by law. The corporation may also procure insurance providing greater indemnification as provided by law.

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THE CHARLES A. DANA FOUNDATION, INCORPORATED

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(b) To do all and everything, including the making and carrying out of any contracts, necessary, suitable and proper for the accomplishment of the purposes or the furtherance of said purposes and any of the powers herein set forth and as may otherwise be authorized by law, and to do every other act or acts, thing or things, incidental or pertaining to or growing out of or connected with the aforesaid purposes or powers, or any part or parts thereof, provided the same are not inconsistent with law or the other provisions of this Amended and Restated Certificate of Incorporation.

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(a) The corporation shall at all times be organized and operated and all corporate income and principal assets shall be devoted exclusively to the religious, educational, scientific, charitable or literary purposes of the corporation and no Director, Officer or Employee of this corporation or any person having a personal or private interest in the activities of the organization shall now or at any future time receive any of the corporation's income or principal assets except for reasonable compensation for services rendered in effecting the corporation's purposes.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as permitted by section 501(h) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent Federal tax laws, and the corporation shall not participate, or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) The corporation shall not conduct or carry on any activities, not permitted to be conducted or carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under section 170(c)(2), of such Code and Regulations as they now exist or as they may hereafter be amended, 2055(a)(2) or 2522(a)(2) of the Code.

In addition, in any year in which the corporation qualifies as a private foundation, the following shall apply:

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(e) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(f) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(g) The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(h) The corporation shall not make any taxable expenditure as defined in section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE 6. **Dissolution**. The duration of the corporation is unlimited. However, if the corporation is dissolved, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, educational, scientific, charitable or literary purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code and shall qualify for grants by a private foundation, as the Board of Directors shall determine. Upon the dissolution of this corporation no Director or Officer or any person having a personal or private interest in activities of the corporation shall receive any profit or share in any of the property of this corporation.

ARTICLE 7. **Limitation on Liability of Directors**. The personal liability of a director to the corporation for monetary damages for breach of duty as a director shall be limited to the amount of compensation, if any, received by the director for serving the corporation during the year of the violation, so long as the breach was not of a sort for which such limitation of liability is not permitted by section 33-1026(b)(4) of the General Statutes of Connecticut.

Nothing contained in this Article 7 shall be construed to deny a director of the corporation the benefit of section 52-557m of the General Statutes of Connecticut or of any other limitation of liability available to such director under Connecticut law. Any repeal or modification of this Article 7 shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE 8. **Indemnification**. The corporation shall indemnify and advance expenses to its directors to the fullest extent permitted by law. Without limiting the foregoing, the corporation shall indemnify its directors against liability to any person for any action taken, or any failure to take any action, as a director, except liability that (a) involved a knowing and culpable violation of law by the director, (b) enabled the director or an associate, as defined in section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation. In addition, the corporation shall indemnify and advance expenses to officers, employees and agents of the corporation who are not directors to the same extent as directors, and may further indemnify such officers, employees and agents to the extent provided by the specific action of the corporation and permitted by law. The corporation may also procure insurance providing greater indemnification as provided by law.

AMENDED AND RESTATED

BYLAWS

of

THE CHARLES A. DANA FOUNDATION, INCORPORATED

TABLE OF CONTENTS

TABLE OF CONTENTS
(continued)

Page

AMENDED AND RESTATED

BYLAWS

of

THE CHARLES A. DANA FOUNDATION, INCORPORATED

ARTICLE I. GENERAL

1.1. **Purpose**. These bylaws supplement certain provisions of the certificate of incorporation of The Charles A Dana Foundation, Incorporated (the "Foundation") and the Connecticut Revised Nonstock Foundation Act, as amended (the "Act"). References in these bylaws to provisions of the Act shall refer to any corresponding provisions of future state law.

1.2. **Offices of Foundation**. The Foundation's board of directors (the "Board") shall have the power to determine the location of the registered office, in accordance with applicable law, from time to time, and to designate the principal office of the Foundation and such additional offices as it shall determine in its discretion.

ARTICLE II. BOARD OF DIRECTORS

2.1. **Authority and Composition**. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Foundation shall be managed by or under the direction of, the Board, subject to any limitations set forth in the certificate of incorporation.

2.2. **Number**. The Foundation shall have not less than three directors. The number of directors shall be the number fixed by resolution of the Board at any time or, in the absence thereof, shall be the number of directors elected at the most recently held meeting of directors for such purpose.

2.3. **Appointment and Terms of Office**. At least annually, the then acting directors shall elect directors to succeed those whose terms are then expiring. Directors shall be elected in the manner set forth in these bylaws. As of the Effective Date and thereafter, each director shall hold office for a term of one year and until a successor is duly elected. There shall be no limit upon the number of successive one-year terms, which may be served by a director.

2.4. **Vacancies**. Any vacancy or vacancies occurring on the Board, including a vacancy created by an increase in the number of directors, may be filled until the next meeting at which directors are elected by the affirmative vote of the remaining directors in office at any duly held meeting of the Board, though such remaining directors are fewer than a quorum. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new director may not take office until that vacancy occurs.

2.5. **Meetings and Notices**. Annual meetings of the Board shall be held at the principal offices of the Foundation unless otherwise specifically directed by the Chairman. The Board or its Chairman will specify an appropriate date and issue notice thereof as provided below, for the purpose of electing directors and officers, and approving nominations to committees of the Board for the ensuing year, receiving reports from the Foundation's officers, agents and committees, and transacting such other business as may properly come before the meeting. Notice of the annual meeting shall be in writing and shall be transmitted to all directors at least seven days before the annual meeting.

Regular meetings of the directors may be held at such times and places as, in the opinion of the Chairman or a majority of the directors, the interests of the Foundation shall require, reasonable notice having been given thereof.

Special meetings of the directors shall be held whenever called by the Chairman or by the Secretary upon the written request of at least one of the directors. At least two days' written or oral notice stating the date, time and place of special meetings shall be given to each director.

2.6. **Quorum, Action by Board of Directors and Adjournment**. A majority of the directors then serving shall constitute a quorum for the transaction of business, and the act of a numerical majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the presence of or act of a greater number is specifically required by these bylaws, the Foundation's certificate of incorporation or the General Statutes of Connecticut. If a quorum shall not be present at any meeting of directors, a majority of the directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

2.7. **Action Without a Meeting**. Any action which may be taken at a meeting of the Board or of a committee of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter of such meeting. Such consent shall be filed with the minutes of the directors' or committee's meetings.

2.8. **Meeting by Conference Telephone**. A director or a member of a committee of the Board who participates in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment enabling all directors or all committee members participating in the meeting to hear one another, shall constitute presence in person at such meeting.

2.9. **Resignations**. The resignation of any director shall be in writing and shall be effective immediately upon receipt by the Foundation if no time is specified, or at such later time as the resigning director may specify and the Foundation shall accept. Failure of a director to attend three consecutive Board meetings over a one year period without proper excuse may in the Chairman's discretion be deemed a resignation

2.10. **Removal of Directors**. Any director may be removed at any time without cause by the affirmative vote of a majority of all directors present at a duly held meeting at which a quorum is present, provided notice of said proposed action shall have been transmitted to all directors at least seven days before said meeting.

2.11. **Compensation**. Directors shall be entitled to reasonable compensation for services rendered to the Foundation in such capacity, and to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine, and may receive reasonable compensation for services performed in other capacities for or on behalf of the Foundation.

ARTICLE III. COMMITTEES OF THE BOARD

3.1. General. At least annually the Chairman shall nominate individuals to serve as members of an Investment Committee, a Budget Committee, a Compensation Committee, and an Audit Committee, in accordance with these bylaws. There shall also be an Executive Committee as described below. The Chairman may recommend the formation of additional committees and nominate individuals to serve as members of such other committees as the Chairman from time to time may consider necessary or advisable. The Chairman shall nominate the chairman of each committee. All nominations by the Chairman under this provision are subject to the approval by the affirmative vote of a majority of all directors then serving. Except as specifically authorized by a majority of all the directors then serving, all committees except the Executive Committee, the Investment Committee and the Audit Committee, shall be advisory in nature and shall not have authority to act on behalf of the Foundation. Non-board members may be appointed to any committee that does not have authority to act on behalf of the Foundation. Each committee shall meet with sufficient frequency to accomplish its assigned functions, reasonable notice thereof having been provided. Each committee shall report its actions, if any, to the Board at each Board meeting.

3.2. **Quorum and Action**. At all committee meetings, a quorum for the transaction of business shall consist of a majority of members of the committee, and the vote of a majority of those members present when a quorum is present shall constitute the act of the committee. Ex-officio members of any committee and non-board members shall each be counted in determining a quorum and shall each have the right to vote.

3.3. **Executive Committee**. The Executive Committee shall consist of the Chairman and such directors as the Chairman shall nominate, subject to the approval by a majority vote of all directors then serving. The Chairman shall serve ex-officio as chairman of the Executive Committee. Subject to any prior limitations imposed by the Board, the Executive Committee shall have the power to transact all regular business of the Foundation during the interim between the meetings of the Board, and its actions shall have the same force and effect of action of the Board, provided, however, the Executive Committee may not: (1) fill vacancies on the Board or on any committee with the power to act on behalf of the Foundation; (2) adopt, amend or repeal these bylaws; (3) approve a plan of merger; (4) approve a sale, lease, exchange or other disposition of all or substantially all, of the property of the Foundation except as provided in Section 33-1101(e)(5) of the Act; or (5) approve a proposal to dissolve. The Executive Committee shall report any actions and recommendations to the Board at each Board meeting.

3.4. **Investment Committee**. The Investment Committee shall oversee the investment and custody of the Foundation's assets. This Committee shall make all decisions regarding investment of the Foundation's assets, shall authorize and direct the Foundation's officers to carry out its investment decisions, and perform such other duties as from time to time be assigned by the Board of Directors. The Committee shall report to the Board regularly on the status of the Foundation's investments.

3.5. **Budget Committee**. The Budget Committee shall review the Foundation's annual operating budget as prepared by management and recommend it for approval and adoption by the Board of Directors. The Budget Committee shall monitor the Foundation's compliance with the annual operating budget, and perform such other duties as from time to time be assigned by the Board of Directors .

3.6. **Audit Committee**. The Audit Committee shall assist the Board in fulfilling its fiduciary oversight responsibilities. The Audit Committee shall have the authority to engage annually the appointment of independent auditors and, when circumstances warrant, to discharge such auditors; to review the Foundation's annual audited financial statements with management and the independent auditors, and to accept such statements; and to report on all such matters and make such further recommendations to the Board as appropriate. The Audit Committee shall perform such other duties as from time to time be assigned by the Board of Directors.

3.7. **Compensation Committee**. The Compensation Committee shall determine the annual compensation of the Chairman and the President and recommend approval of such compensation by the Board of Directors. The Compensation Committee shall receive reports from management on the amount and manner of compensation paid by the Foundation to other employees. The Compensation Committee shall perform such other duties as from time to time be assigned by the Board of Directors.

ARTICLE IV. OFFICERS

4 1. **Officers, Appointment, Term and Vacancies**. The officers of the Foundation shall consist of a Chairman of the Board, a President, one or more Vice Presidents, a Secretary and a Treasurer. The Chairman shall be a member of the Board of Directors. The directors shall elect all of the foregoing officers and may elect such other officers as they shall deem appropriate, including an Assistant Secretary or Assistant Treasurer. Any person may simultaneously hold multiple offices, except that the same person may not hold the office of President and Secretary. The fixing of salaries for the Chairman or the President shall require the affirmative vote of a majority of the entire Board.

Officers shall be elected at the annual meeting of the Board for a term extending until the next succeeding annual meeting of the Board and until a successor has been elected and qualified. Any vacancy or vacancies occurrıng ın any office of the Foundation may be filled until the next meeting at which officers are elected either (1) by the affirmative vote of the directors at any meeting of the Board, or (2) by the affirmative vote of the Executive Committee. Additional offices may be designated and filled either (1) by the affirmative vote of the directors at any meeting of the Board, or (2) by the affirmative vote of the Executive Committee.

4.2. **Chairman**. The Chairman, if present, shall preside over all meetings of the Board. The Chairman shall work to ensure that the Board functions properly, meets its obligations and responsibilities, and fulfills its purpose and mission as set forth in the certificate of incorporation and these bylaws, and as otherwise determined from time to time by the Board. The Chairman shall work to maintain an effective relationship between the Board and management and, in so doing, will be the liaison between the Board and management. The Chairman shall perform such other duties as shall from time to time be assigned by the Board of Directors.

4.3 **President**. The President shall perform all duties incident to the office of the President; shall oversee the effective implementation of the Foundation's mission, and all resolutions adopted by the Board; and shall perform such other duties as shall from time to time be assigned by the directors. He shall keep the directors fully informed, and shall freely consult with them concerning the activities of the Foundation. In the absence of the Chairman, the President shall preside over meetings of the Board.

4.4. **Secretary**. The Secretary shall issue or cause to be issued all notices required by law or these bylaws. The Secretary shall keep (or cause to be kept) minutes of the proceedings of the meetings of the Foundation and of the Board, and shall ensure that all records and reports of the Foundation and of the Board shall be retained. In addition, the

Secretary shall perform such other duties as may be assigned by the Board, the Chairman, or the President.

4.5. **Treasurer**. The Treasurer shall ensure that timely financial information is presented to the Board, and that financial records shall be available for inspection by any director of the Foundation. The Treasurer shall ensure that all reports and records required by law regarding the Foundation's financial status are submitted or retained as required. The Treasurer generally shall cause to be performed all acts incident to the office of Treasurer and shall perform such further duties as may from time to time be assigned by the Board, the Chairman, or the President.

4.6. **Removal of Officers**. Any officer of the Foundation may be removed at any time with or without cause by the affirmative vote of a majority of all directors then serving, but without prejudice to such officer's contract rights, if any, provided notice of such action shall have been transmitted to all directors at least seven days before said meeting

ARTICLE V. GENERAL PROVISIONS

5.1. **Gender**. All references in these bylaws to the masculine, feminine or neuter gender shall be deemed to apply equally to one or more of such gender-specific references as may be appropriate

5.2. **Fiscal Year**. The fiscal year of the Foundation shall be determined by the Board.

5.3. **Waiver of Notice.** Written waiver signed at any time by a director or committee member entitled to notice shall be equivalent to the giving of notice. A written waiver shall be delivered to the Foundation and filed with the minutes or corporate records.

The attendance by any director or committee member at a meeting without protesting the lack of proper notice prior to the commencement of, at the beginning of, or promptly upon the director's or committee member's arrival to the meeting shall be deemed to be a waiver by such person of notice of the meeting

5.4. **Written Notice and Signature**. Any written notice required hereunder may, without limitation, be issued by regular mail, hand delivery, electronic means or facsimile. Any written signature required under these bylaws or the Foundation's certificate of incorporation or by Connecticut law may be evidenced by manual, facsimile or electronic signature, any of which shall have the same legal effect as the manual signature of the signing party.

5.5. **Effective Date**. The Effective Date of these bylaws shall be the date on which these bylaws are adopted by the Board.

5.6. **Amendment**. These bylaws may be amended by the affirmative vote of no less than a majority of all directors then serving, provided notice of such proposal shall have been provided to all directors at least seven days before such meeting.

The foregoing bylaws were adopted by the Board on April 18, 2013.

The Charles A. Dana Foundation , Incorporated
2012 Index for List of Attachments
EIN 06-6036761

Form	Description:
8868	Approved Extension Letter
---	Greenlight Capital Offshore Limited
	PS Opportunities Offshore Ltd.
	Davidson Kempner Institutional Partners LP

Statement Number	Statement Description:	Part	Line Number
1	Other Income	I	11
1A	Partnership Income and UBTI	I	11
2	Legal Fees	I	16a
3	Accounting Fees	I	16b
4	Other Fees	I	16c
5	Depreciation	I	19
6	Other Expenses	I	23
7	Investment Summary	II	10
7A	Investment Holdings Summary- First Republic Bank Custodian	II	-
8	Investments-Other	II	13
9	Land Buildings and Equipment	II	14
10	Other Assets	II	15
11	Other Liabilities	II	22
12	Analysis of Changes in Net Assets	III	5
13	Summary Schedule of Capital Gains and Losses	IV	1a
13A	First Republic Bank as Custodian for Eagle Managemnt- gains and losses	IV	-
14	Statement Regarding Activities (Ownership/Transfers to Controlled Corporations)	VII-A	11
15	Statement of Expenditure Responsibility	VII-B	5c
15A	Commitment Letter for Grant Requiring Expenditure Responsibility	VII-B	-
16	Compensation of Officers and Directors	VIII	1
16A	Statement Regarding Officers and Directors Receiving Compensation From a Related Entity	VIII	-
17	Compensation of Five Highest Paid Employees	VIII	2
17A	Statement Regarding Highest Paid Employees Receiving Compensation From a Related Entity	VIII	-
18	Statement of Direct Charitable Activities	IX-A	1-4
19	Grant Guidelines	XV	1-2
20	Grants and Contributions Paid During the Year or Approved for Future Payment	XV	3a-3b
21	Declaration of Conformity	VIIA	3
21A	Conformed Copy of Amended Certificate of Incorporation and Amended Bylaws	VIIA	3