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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

ALTMAN FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

521 FIFTH AVE

Room/suite

City or town, state, and ZIP code

NEW YORK, NY 10175

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 242,808,425.

J Accounting method:

☐ Cash☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

13-1623879

B Telephone number

(212) 682-0970

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

N/A

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

68,980.

68,980.

STATEMENT 1

4 Dividends and interest from securities

1,881,507.

4,125,025.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

6,211,306.

b Gross sales price for all assets on line 6a 39,596,505.

7 Capital gain net income (from Part IV, line 2)

7,641,767.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less: Cost of goods sold

c Gross profit or (loss)

11 Other income

868,610.

458,333.

STATEMENT 3

12 Total. Add lines 1 through 11

9,030,403.

12,294,105.

13 Compensation of officers, directors, trustees, etc

285,740.

14,287.

271,453.

14 Other employee salaries and wages

772,939.

151,531.

621,408.

15 Pension plans, employee benefits

3,859.

860.

219,959.

16a Legal fees

STMT 4

6,820.

0.

6,820.

b Accounting fees

STMT 5

41,363.

5,279.

33,684.

c Other professional fees

STMT 6

1,746,626.

1,678,079.

54,797.

17 Interest

17,160.

18 Taxes

STMT 7

62,759.

65,993.

0.

19 Depreciation and depletion

20,290.

3,178.

20 Occupancy

372,741.

58,382.

353,877.

21 Travel, conferences, and meetings

45,406.

7,410.

44,475.

22 Printing and publications

23 Other expenses

STMT 8

183,973.

1,405,874.

167,772.

24 Total operating and administrative expenses. Add lines 13 through 23

3,542,516.

3,408,033.

25 Contributions, gifts, grants paid

10,680,323.

26 Total expenses and disbursements

Add lines 24 and 25

14,222,839.

3,408,033.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

<5,192,436.>

b Net investment income (if negative, enter -0-)

8,886,072.

c Adjusted net income (if negative, enter -0-)

N/A

24

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		500.	159.	159.
	2	Savings and temporary cash investments		9,162,573.	19,762,839.	19,762,839.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		63,204.	85,826.	85,826.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 9	22,171,722.	21,567,121.	21,567,121.	
	c	Investments - corporate bonds STMT 10	6,161,355.	7,028,419.	7,028,419.	
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11	193,807,194.	191,427,221.	191,427,221.		
14	Land, buildings, and equipment: basis ▶	642,058.				
	Less: accumulated depreciation STMT 12 ▶	594,618.	67,732.	47,440.	47,440.	
15	Other assets (describe ▶ STATEMENT 13)	2,544,173.	2,889,400.	2,889,400.		
16	Total assets (to be completed by all filers)	233,978,453.	242,808,425.	242,808,425.		
Liabilities	17	Accounts payable and accrued expenses	311,896.	205,864.		
	18	Grants payable	3,355,000.	2,553,700.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 14)	2,043,001.	1,239,048.		
23	Total liabilities (add lines 17 through 22)	5,709,897.	3,998,612.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted	228,268,556.	238,809,813.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances	228,268,556.	238,809,813.			
31	Total liabilities and net assets/fund balances	233,978,453.	242,808,425.			

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	228,268,556.
2	Enter amount from Part I, line 27a	2	<5,192,436.>
3	Other increases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED APPRECIATION	3	16,054,727.
4	Add lines 1, 2, and 3	4	239,130,847.
5	Decreases not included in line 2 (itemize) ▶ DEFERRED FEDERAL EXCISE TAX	5	321,034.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	238,809,813.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 5,609,600.		3,941,790.	7,641,767.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			7,641,767.

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	7,641,767.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	12,189,255.	235,902,561.	.051671
2010	14,472,416.	227,441,658.	.063631
2009	13,880,804.	213,651,868.	.064969
2008	13,880,129.	259,196,614.	.053551
2007	15,347,270.	282,554,708.	.054316

2 Total of line 1, column (d)	2	.288138
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	.057628
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	231,401,219.
5 Multiply line 4 by line 3	5	13,335,189.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	88,861.
7 Add lines 5 and 6	7	13,424,050.
8 Enter qualifying distributions from Part XII, line 4	8	14,313,093.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	88,861.
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	88,861.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	88,861.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	106,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	40,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	146,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	15.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	57,124.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.ALTMANFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>(212) 682-0970</u> Located at ► <u>521 FIFTH AVE, NEW YORK, NY</u> ZIP+4 ► <u>10175</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		285,740.	53,333.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARGARET MCALLISTER	PROGRAM OFFICER			
521 FIFTH AVENUE, NEW YORK, NY 10175	35.00	128,170.	45,970.	0.
DEBORAH VELAZQUEZ	SENIOR PROGRAM OFFICER			
521 FIFTH AVENUE, NEW YORK, NY 10175	35.00	133,750.	27,904.	0.
RACHAEL PINE	PROGRAM OFFICER			
521 FIFTH AVENUE, NEW YORK, NY 10175	35.00	129,583.	18,284.	0.
JEREMY TENNENBAUM	CHIEF FINANCIAL OFFICER-DOH 5/14/12			
521 FIFTH AVENUE, NEW YORK, NY 10175	35.00	122,625.	20,594.	0.
SONALI MUKERJEE	GRANTS MANAGER			
521 FIFTH AVENUE, NEW YORK, NY 10175	35.00	72,135.	18,795.	0.
Total number of other employees paid over \$50,000				2

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CONVEXITY CAPITAL MANAGEMENT LP - 200 CLERENDON STREET, 57TH FLOOR, BOSTON, MA	INVESTMENT MANAGEMENT	239,133.
GOLDMAN SACHS 32 OLD SLIP, 31 ST. FL, NEW YORK, NY 10005	INVESTMENT MANAGEMENT	169,238.
SILCHESTER INTERNATIONAL 780 THIRD AVE, 42ND FL, NEW YORK, NY 10017	INVESTMENT MANAGEMENT	141,800.
DEUTSCHE BANK GROUP - 280 PARK AVENUE, 40TH FLOOR, NEW YORK, NY 10017	INVESTMENT MANAGEMENT	120,243.
WILSHIRE ASSOCIATES INC - 210 SIXTH AVENUE, SUITE 3720, PITTSBURGH, PA 15222	INVESTMENT CONSULTANT	85,500.
Total number of others receiving over \$50,000 for professional services		7

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 SEE STATEMENT 16	1,000,000.
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	1,000,000.

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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	220,961,419.
b	Average of monthly cash balances	1b	13,949,279.
c	Fair market value of all other assets	1c	14,397.
d	Total (add lines 1a, b, and c)	1d	234,925,095.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	234,925,095.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,523,876.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	231,401,219.
6	Minimum investment return. Enter 5% of line 5	6	11,570,061.

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	11,570,061.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	88,861.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	88,861.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,481,200.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	11,481,200.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	11,481,200.

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	13,313,093.
b	Program-related investments - total from Part IX-B	1b	1,000,000.
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	14,313,093.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	88,861.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,224,232.

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

Form 990-PF (2012)

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				11,481,200.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	3,122,896.			
d From 2010	3,131,094.			
e From 2011	105,716.			
f Total of lines 3a through e	6,359,706.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 14,313,093.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				11,481,200.
e Remaining amount distributed out of corpus	2,831,893.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	9,191,599.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	9,191,599.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	3,122,896.			
c Excess from 2010	3,131,094.			
d Excess from 2011	105,716.			
e Excess from 2012	2,831,893.			

Part XV Supplementary Information (continued)**3. Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 18	N/A	ALL PUBLIC CHARITIES	VARIOUS - SEE STATEMENT 18	11,538,848.
Total			▶ 3a	11,538,848.
b Approved for future payment				
SEE STATEMENT 19	N/A	ALL PUBLIC CHARITIES	VARIOUS - SEE STATEMENT 19	2,553,700.
Total			▶ 3b	2,553,700.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	68,980.		
4 Dividends and interest from securities	525990	10,597.	14	1,870,910.		
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	525990	56,419.	18	6,154,887.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a MISCELLANEOUS INCOME			14	17,515.		
b PARTNERSHIP INCOME	525990	<158,709.>	14	1,009,804.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		<91,693.>		9,122,096.		0.
13 Total. Add line 12, columns (b), (d), and (e)						9,030,403.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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	SMITH BARNEY - MARKETABLE SECURITIES	P	VARIOUS	VARIOUS
b	MORGAN STANLEY - MARKETABLE SECURITIES	P	VARIOUS	VARIOUS
c	NORTPOINTE - MARKETABLE SECURITIES	P	VARIOUS	VARIOUS
d	ARCHIPELAGO	P	VARIOUS	VARIOUS
e	CAPITAL GUARDIAN EMERGING MARKETS TOTAL OPPORTUNI	P	VARIOUS	VARIOUS
f	BRIGADE			
g	RREEF	P	VARIOUS	VARIOUS
h	GS VINTAGE FUND V	P	VARIOUS	VARIOUS
i	FLAG INTERNATIONAL PARTNERS II	P	VARIOUS	VARIOUS
j	PINE GROVE OFFSHORE FUND	P	VARIOUS	VARIOUS
k	PIMCO	P	VARIOUS	VARIOUS
l	COMMONFUND CAPITAL INTERNATIONAL PARTNERS V, LP	P	VARIOUS	VARIOUS
m	COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VII LP	P	VARIOUS	VARIOUS
n	COMMONFUND CAPITAL VENTURE PARTNERS VII LP	P	VARIOUS	VARIOUS
o	COMMONFUND CAPITAL NATURAL RESOURCES PARTNERS VII	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,185,544.		899,747.	285,797.
b 619,223.		226,962.	392,261.
c 2,804,833.		1,870,936.	933,897.
d			496,114.
e			<50,288.>
f			1,046,811.
g			5,144.
h			8,165.
i			51,862.
j			653,488.
k 1,000,000.		944,145.	55,855.
l			83,673.
m			161,538.
n			267,631.
o			125,856.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			285,797.
b			392,261.
c			933,897.
d			496,114.
e			<50,288.>
f			1,046,811.
g			5,144.
h			8,165.
i			51,862.
j			653,488.
k			55,855.
l			83,673.
m			161,538.
n			267,631.
o			125,856.

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 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

2

3

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	COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VI LP	P	VARIOUS	VARIOUS
b	COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V LP	P	VARIOUS	VARIOUS
c	COMMONFUND CAPITAL VENTURE PARTNERS VI LP	P	VARIOUS	VARIOUS
d	COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI LP	P	VARIOUS	VARIOUS
e	INVESCO NON-US PARTNERSHIP FUND III LP	P	VARIOUS	VARIOUS
f	INVESCO VENTURE PARTNERSHIP FUND III LP	P	VARIOUS	VARIOUS
g	INVESCO US BUYOUT & EXPANSION CAPITAL PARTNERSHIP	P	VARIOUS	VARIOUS
h	SILCHESTER INTERNATIONAL INVESTORS INTERNATIONAL VA	P	VARIOUS	VARIOUS
i	BLACKSTONE PARK AVENUE NON-TAXABLE FUND LP	P	VARIOUS	VARIOUS
j	METROPOLITAN REAL ESTATE PARTNERS V LP	P	VARIOUS	VARIOUS
k	ROCKEFELLER ACCESS FUND 06-I LLC	P	VARIOUS	VARIOUS
l	2006 SPECIAL GLOBAL OPPORTUNITIES LLC	P	VARIOUS	VARIOUS
m	BRANDYWINE GLOBAL INVESTMENT MGMT, LLC	P	VARIOUS	VARIOUS
n	METROPOLITAN REAL ESTATE PARTNERS 2008	P	VARIOUS	VARIOUS
o	LONE CASCADE, LP	P	VARIOUS	VARIOUS

(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			204,686.
b			299,841.
c			126,965.
d			144,338.
e			69,959.
f			302,700.
g			332,900.
h			607,794.
i			0.
j			62,081.
k			173,087.
l			<192,948.>
m			271,106.
n			149,011.
o			572,443.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			204,686.
b			299,841.
c			126,965.
d			144,338.
e			69,959.
f			302,700.
g			332,900.
h			607,794.
i			0.
j			62,081.
k			173,087.
l			<192,948.>
m			271,106.
n			149,011.
o			572,443.

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	7,641,767.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHECKING ACCOUNT	68,980.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	68,980.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST ON K-1'S	560,568.	0.	560,568.
DIVIDENDS ON SECURITIES	1,320,939.	0.	1,320,939.
TOTAL TO FM 990-PF, PART I, LN 4	1,881,507.	0.	1,881,507.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	17,515.	17,515.	
PARTNERSHIP INCOME	851,095.	440,818.	
TOTAL TO FORM 990-PF, PART I, LINE 11	868,610.	458,333.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PATTERSON, BELKNAP, WEBB & TYLER	6,095.	0.		6,095.
GRIFFIN, COOGAN, BLOSE & SULZE	725.	0.		725.
TO FM 990-PF, PG 1, LN 16A	6,820.	0.		6,820.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES, LLP	41,363.	5,279.		33,684.
TO FORM 990-PF, PG 1, LN 16B	41,363.	5,279.		33,684.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SMITH BARNEY - INV	65,146.	65,146.		0.
NORTHPOINT - INV	76,433.	76,433.		0.
SILCHESTER INTERNATIONAL - INV	141,800.	141,800.		0.
INVESCO - INV	59,431.	59,431.		0.
WILSHIRE - INV	114,250.	114,250.		0.
ROCKEFELLER SPECIAL GLOBAL - INV	22,196.	22,196.		0.
MORGAN STANLEY LARGE GROWTH	79,712.	79,712.		0.
RREEF AMERICA REIT	120,243.	120,243.		0.
COMMONFUND PRIVATE EQUITY V	14,625.	14,625.		0.
COMMONFUND VENTURE PARTNERS VI	9,750.	9,750.		0.
COMMONFUND PRIVATE EQUITY PARTNERS VI	24,375.	24,375.		0.
COMMONFUND PRIVATE EQUITY PARTNERS VII	48,750.	48,750.		0.
COMMONFUND INTERNATIONAL PARTNERS V	9,750.	9,750.		0.
COMMONFUND INTERNATIONAL PARTNERS VI	48,750.	48,750.		0.
COMMONFUND VENTURE PARTNERS VII	19,500.	19,500.		0.
COMMONFUND NATURAL RESOURCES VII	36,563.	36,563.		0.
ROCKEFELLER ACCESS FUND	37,500.	37,500.		0.
MORGAN STANLEY CUSTODY FEES	7,388.	7,388.		0.
BRANDYWINE GLOBAL	29,070.	29,070.		0.
GS VINTAGE	169,238.	169,238.		0.
FLAG INT'L PTN II	37,500.	37,500.		0.

MREP V	37,500.	37,500.	0.
NORTHPOINT CUSTODY FEES	8,204.	8,204.	0.
MREP 2008 DCIF	28,125.	28,125.	0.
AG NET LEASE REALTY	53,327.	53,327.	0.
OUTSIDE PROFESSIONAL FEES	44,147.	6,915.	23,482.
LONE CASCADE	76,649.	76,649.	0.
CAPITAL INTERNATIONAL EMERGING MARKETS TOTAL			
OPPORTUNITIES FD	51,248.	51,248.	0.
CONVEXITY CAPITAL	239,133.	239,133.	0.
OTHER PROFESSIONAL FEES	36,323.	5,008.	31,315.
TO FORM 990-PF, PG 1, LN 16C	1,746,626.	1,678,079.	54,797.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES				
WITHHELD/PAID	123.	65,993.		0.
FEDERAL EXCISE TAX	60,562.	0.		0.
UNRELATED BUSINESS INCOME TAX	2,074.	0.		0.
TO FORM 990-PF, PG 1, LN 18	62,759.	65,993.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,907.	455.		2,452.
OFFICE SUPPLIES	14,058.	2,202.		11,513.
POSTAGE & MESSENGER	1,000.	157.		843.
EQUIPMENT RENTAL & MAINTENANCE	8,833.	1,384.		6,908.
MEMBERSHIPS & SUBSCRIPTIONS	41,467.	6,495.		34,972.
NYS FILING FEE	1,500.	234.		1,266.
OFFICE MAINTENANCE	22,067.	3,456.		18,580.
GRANT ADMIN	33,300.	0.		33,300.
COMPUTER MAINTENANCE	58,841.	9,216.		57,938.
OTHER PARTNERSHIP EXPENSES	0.	1,382,275.		0.
TO FORM 990-PF, PG 1, LN 23	183,973.	1,405,874.		167,772.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SMITH BARNEY - ATTACHMENT A-1	8,514,726.	8,514,726.	
MORGAN STANLEY LARGE GROWTH - ATTACHMENT A-2	7,743,088.	7,743,088.	
NORTHPOINTE - EQUITIES - ATTACHMENT A-3	5,309,307.	5,309,307.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	21,567,121.	21,567,121.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
BRANDYWINE GLOBAL OPPORTUNISTIC FIXED INCOME	7,028,419.	7,028,419.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,028,419.	7,028,419.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NET UNSETTLED SECURITY TRADES - BRIGADE LEVERAGED CAPITAL	FMV	175,000.	175,000.
PRIVATE EQUITY - ATTACHMENT A-4	FMV	52,964,352.	52,964,352.
INTERNATIONAL EQUITY FUNDS - ATTACHMENT A-4	FMV	16,004,661.	16,004,661.
INTERNATIONAL EMERGING MARKET FUNDS - ATTACHMENT A-4	FMV	12,520,653.	12,520,653.
DOMESTIC EQUITY FUNDS - ATTACHMENT A-4	FMV	8,905,872.	8,905,872.
REAL ASSET FUNDS - ATTACHMENT A-4	FMV	26,053,301.	26,053,301.
HEDGE FUNDS - ATTACHMENT A-4	FMV	74,803,382.	74,803,382.
TOTAL TO FORM 990-PF, PART II, LINE 13		191,427,221.	191,427,221.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS	281,238.	234,243.	46,995.
FURNITURE & FIXTURES	276,717.	276,717.	0.
COMPUTER	18,972.	18,972.	0.
COMPUTER EQUIPMENT	6,090.	6,090.	0.
COMPUTER EQUIPMENT	5,150.	5,150.	0.
PHONE SYSTEM	17,907.	17,907.	0.
COMPUTER SYSTEM	24,283.	24,283.	0.
SOFTWARE PACKAGE	3,771.	3,771.	0.
PHONE SYSTEM	2,593.	2,593.	0.
SERVER	5,337.	4,891.	446.
TOTAL TO FM 990-PF, PART II, LN 14	642,058.	594,617.	47,441.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENTS	1,300,000.	2,300,000.	2,300,000.
DEFERRED PENSION ASSET	1,244,173.	589,400.	589,400.
TO FORM 990-PF, PART II, LINE 15	2,544,173.	2,889,400.	2,889,400.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	151,328.	1,985.
DEFERRED FEDERAL EXCISE TAX	457,500.	778,534.
DEFERRED PENSION LIABILITY	1,434,173.	458,529.
TOTAL TO FORM 990-PF, PART II, LINE 22	2,043,001.	1,239,048.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES M. BURKE, ESQ. 521 5TH AVENUE, 35TH FLOOR NEW YORK, NY 10175	TRUSTEE 1.00	0.	0.	0.
BEVERLY CHASE 521 5TH AVENUE, 35TH FLOOR NEW YORK, NY 10175	TRUSTEE 1.00	0.	0.	0.
WILLIAM GOODLOE 521 5TH AVENUE, 35TH FLOOR NEW YORK, NY 10175	TRUSTEE 1.00	0.	0.	0.
SHARON B. KING 521 5TH AVENUE, 35TH FLOOR NEW YORK, NY 10175	ASST SECY 1.00	0.	0.	0.
JANE B O'CONNELL 521 5TH AVENUE, 35TH FLOOR NEW YORK, NY 10175	PRESIDENT 35.00	0.	0.	0.
KAREN L ROSA 521 5TH AVENUE, 35TH FLOOR NEW YORK, NY 10175	EXEC DIR/VP 35.00	285,740.	53,333.	0.
MAURICE A SELINGER, JR 521 5TH AVENUE, 35TH FLOOR NEW YORK, NY 10175	TRUSTEE 1.00	0.	0.	0.
JULIA V SHEA 521 5TH AVENUE, 35TH FLOOR NEW YORK, NY 10175	SECRETARY 1.00	0.	0.	0.
JOHN W TOWNSEND IV 521 5TH AVENUE, 35TH FLOOR NEW YORK, NY 10175	VICE PRESIDENT 1.00	0.	0.	0.
PATRICIA VOLLAND 521 5TH AVENUE, 35TH FLOOR NEW YORK, NY 10175	TRUSTEE 1.00	0.	0.	0.
WILFRED FINNEGAN 521 5TH AVENUE, 35TH FLOOR NEW YORK, NY 10175	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		285,740.	53,333.	0.

FORM 990-PF

SUMMARY OF PROGRAM-RELATED INVESTMENTS

STATEMENT 16

DESCRIPTION

\$1 MILLION OVER THREE YEARS TO MAKE COMMUNITY DEVELOPMENT
LOANS TO FINANCE EARLY STAGE AND PREDEVELOPMENT WORK TO
PRESERVE OR RECAPITALIZE AFFORDABLE HOUSING IN NEW YORK
CITY.

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 1

1,000,000.

ALTMAN FOUNDATION

GUIDELINES

GENERAL INFORMATION

SPECIAL NOTE

Applying for foundation support is a time-consuming process on both sides. Before deciding to apply to the Foundation, please review our operating principles, funding limitations, and the objectives and results we seek as set out in this document. Thank you.

MISSION

To support programs and institutions that enrich the quality of life in New York City, with a particular focus on initiatives that help individuals, families, and communities benefit from the services and opportunities that will enable them to achieve their full potential

VALUES

In carrying out our mission and making choices about how to invest our grantmaking dollars, we are guided in our selection process by our results-based orientation and by several overarching values that cut across program-area lines. These values are access, system-wide improvement, prevention and early intervention, self-sufficiency, the provision of high-quality services, and a focus on vulnerable populations.

The Altman Foundation

- Seeks to increase meaningful **access** for New Yorkers to quality programs, institutions, and resources, both public and private;
- Encourages **system-wide improvement** and change while at the same time maintaining our tradition of direct service and the opportunity to test models in action;
- Prefers to support **preventive and early intervention strategies**;
- Supports efforts that help New Yorkers build and preserve **self-sufficiency**;
- Encourages innovation and funds programs and organizations that provide **high-quality services** based on best practices in their field and that exercise systematic efforts to track credible and meaningful results; and
- Has an interest in supporting programs that serve **vulnerable populations**, in particular children and youth from underserved communities, immigrants, and the elderly.

OPERATING PRINCIPLES

We define ourselves as investors and are interested in creating the highest possible levels of human gain for the grant dollars we have available. In that mode, we review proposals with the following questions in mind.

- What are the results from the project—meaning outcomes for participants—that provide the return on our investment?
- What are the chances those results will be achieved?
- Is this the best use of our money, given all alternatives before us?

To carry out our mission and achieve human gain, we make three types of investments:

1. **Investments in Direct Service**
In this area we support programs and projects that create human gain for people in our areas of focus. Historically, most of the grants in our portfolio have fallen into this category.
2. **Investments in Capacity Building**
At times we believe that making an investment in an organization so that it can achieve and sustain stronger gains for those served is the best investment we can make. In general, these investments are reserved for organizations with which we are already working.
3. **Investments in Systems Change**
At times we believe that the most pressing need is to make an improvement in the larger context of factors and forces that affect programs and organizations. The Foundation will allocate limited grant dollars to strategic policy, advocacy, and applied research initiatives that advance the Foundation's grantmaking priorities.

In addition, the Altman Foundation:

- Promotes connections among nonprofits, government agencies, and foundations, and other organizations doing complementary work in order to advance best practices and build knowledge within a given field;
- Seeks to leverage its limited resources by investing in issues, programs, or initiatives that have the potential to attract other funding sources, both public and private; and
- Initiates a limited number of program-related investments that provide low-cost loans to high-performing nonprofits with strong business models and the capacity to leverage other capital sources to advance effective programs or initiatives.

FUNDING LIMITATIONS

Please note the following:

September 2011: As this year goes forward, we will continue our efforts to sustain high-performing current grantees seeking renewed funding. We have few if any funds available for new, non-Foundation-initiated grantmaking.

However, if after reviewing our guidelines and grants lists, you believe that your work and the results you can already document achieving are directly and measurably in line with the Foundation's priorities, we want to know about what you are doing via a Letter of Inquiry. After receiving your letter, we will follow up with you if we need more information.

This does not apply to current Altman grantees, who should prepare full applications using the forms on this website as usual.

General Limitations

- We fund only organizations that are recognized by the Internal Revenue Service as having 501(c)(3) status and that are not private foundations.
- The Foundation does not make grants to individuals for any purpose.
- Grant requests from organizations and programs outside of the State of New York cannot be considered for funding. In addition, Altman Foundation grants focus almost without exception on organizations and programs within the five boroughs of New York City.
- As a general rule, the Foundation does not fund the following:
 - Bricks and mortar, other capital projects, or the purchase of capital equipment
 - Galas, benefits, and other fundraising events
 - Conferences or symposia that are not connected to current Altman grants
 - Concerts, theater or media performances, or art exhibitions that are not connected to current Altman grants
 - Instructional programming or artist-in-residence programs within the public schools or in correctional facilities
 - Budget deficits
 - Disease-specific projects, with the exception of initiatives aligned with our guidelines
 - Public universities or ongoing programs of private colleges and universities
 - Operating expenses and ongoing services of either public or voluntary hospitals

PROGRAM AREAS

EDUCATION

Given the importance of education in building strong individuals, families, and communities, and the primacy of literacy in enabling people to succeed, the Foundation invests in organizations, programs, and projects outside of the public schools that achieve results aligned with the two objectives outlined below. Please note that the "Results Sought" reflect the specific outcomes of interest to us.

Objective 1) Increase access for disadvantaged children and youth to high-quality academic opportunities.

Results Sought:

- A. Significantly improve the academic performance of disadvantaged students
- B. Increase the number of disadvantaged students enrolled and retained in independent and other high-quality schools
- C. Increase the number of disadvantaged students enrolled and retained in college

Objective 2) Promote excellence in education for disadvantaged children and youth in non-public in-school, after school, early childhood, and other settings, with a particular emphasis on initiatives that expand and/or enhance multiple programs across a system.

Results Sought:

- A. Significantly improve the social, emotional, cognitive and academic development of children
- B. Measurably improve the caliber and diversity of faculty and staff
- C. Increase the involvement of parents in their children's education
- D. Increase the number of families participating in effective literacy activities, particularly early literacy activities

HEALTH

Recognizing the critical importance of health and mental health care to individuals, families, and communities, the Foundation invests in programs or projects that achieve results aligned with the objectives outlined below. Please note that the "Results Sought" reflect the specific outcomes of highest interest to us at this time.

Objective 1) Expand access to health care for underserved, uninsured, or vulnerable populations or communities.

Results Sought:

- A. Increase in number of New Yorkers with adequate health insurance, particularly public and/or publicly subsidized health insurance

- B. Decrease in system- or community-wide barriers to health care or particular health services due to, e.g., immigration status, economic means, or provider capacity
- C. System- or community-wide increase in number of New Yorkers able to seek, navigate, and manage their health care and health insurance, either alone or with the help of a caregiver

(Within this focus area, priority is given to projects aimed at systems-change or that are systemic or community-wide in scale or approach.)

Objective 2) Expand and strengthen quality out-of-hospital health care for the most underserved and vulnerable populations.

Note: Projects under Health Objective 2 must contribute to both Result A & B below.

Results Sought:

- A. Increase in number of underserved and vulnerable New Yorkers benefitting from one or more of the following:
 - i. Primary care from a "Patient-Centered Medical Home" or comparable out-patient community-based provider
 - ii. Coordinated care, care management, and/or multi-disciplinary support provided in an accessible community- or home-based setting, with a focus on programs targeting New Yorkers living in poverty with multiple chronic or behavioral health conditions, or who are home-bound or transportation-challenged, including frail elders
 - iii. Services aimed at reducing unnecessary hospital admissions, readmissions, or emergency room use, and successfully transitioning patients into out-of-hospital care and care management

AND

- B. Advance in knowledge, policies, and practices capable of contributing to the "triple aim" of improved quality of care and patient experience; improved health in the population served; and, where consistent with quality, reduced or contained cost of care.

(Priority will be given to programs capable of future sustainability with earned or public sector revenue and/or to projects capable of producing outcomes of long-term value in a relatively short period of time.)

Objective 3) Promote development and expansion of the workforce needed to support delivery of primary, community-based, and at-home health care and care management for the most vulnerable populations.

Results Sought:

- A. Increase in number of health care support workers with improved skills, enhanced job quality, and expanded pathways to advancement in the transforming health service sector
- B. Increase in number of workers newly trained for and successfully placed in entry-level and/or paraprofessional positions related to care coordination, care management, and community outreach

STRENGTHENING COMMUNITIES

The Foundation has an historic interest in ensuring that individuals and families living in the city have access to the services and resources they need to pursue and sustain successful lives. The Foundation invests in organizations, programs, and projects that achieve results aligned with the two objectives outlined below. **Please note that the "Results Sought" reflect the specific outcomes of interest to us.**

Objective 1) Build and preserve economic security and independence among low-income individuals and families.

Results Sought:

- A. Increase the number of low-income New Yorkers who are placed in and retain jobs that support economic independence
- B. Increase the number of low-income New Yorkers enrolled in public benefits that complement work
- C. Enable vulnerable populations (e.g., the elderly) to remain in their own homes and communities, with a focus on systemic efforts to address barriers to independence

Objective 2) Promote and sustain the availability of, and equitable access to, essential community resources needed to support stable, healthy communities, with an emphasis on systemic efforts.

Results Sought:

- A. Preserve and/or increase the quality and amount of affordable housing, well-maintained parks and open spaces, and other essential community resources

ARTS & CULTURE

The Foundation has had a longstanding interest in the arts, reflecting not only Benjamin Altman's personal commitment, but also the Foundation's recognition of the value of the arts in enriching the lives of New Yorkers and the city as a whole. The Foundation invests in organizations, programs, and projects that achieve results aligned with the three objectives outlined below. As a general rule, the programs we support take place outside of the public schools. **Please note that the "Results Sought" reflect the specific outcomes of interest to us.**

Objective 1) Promote positive youth development through arts and cultural programming.

Results Sought:

- A. Significantly increase the mastery of program-specific skills and other developmentally appropriate life skills
- B. Measurably advance the academic progress of students
- C. Successfully transition participants to high-quality secondary, post-secondary, or professional opportunities

Objective 2) Promote the acquisition of preprofessional arts skills among underserved youth.

Results Sought:

- A. Enroll and retain promising students from underserved communities in the highest-quality preprofessional training in specific arts disciplines
- B. Measurably increase the mastery of program-specific skills against a curriculum-based standard
- C. Successfully transition participants to high-quality secondary, post-secondary, or professional opportunities

Objective 3) Promote access to the arts and cultural activities for underserved populations.

Results Sought:

- A. Increase sustained engagement and participation of underserved populations in high-quality arts and cultural programming provided by established and meaningful organizations and institutions

SERVICES TO NOT-FOR-PROFITS

The Foundation provides support to organizations that achieve the following:

Results Sought:

- A. Significantly enhance the ability of key umbrella organizations to help their member or constituent agencies address critical community issues in the Foundation's areas of interest
- B. Measurably improve organizational effectiveness or program quality of community-based or other organizations working in the Foundation's areas of interest

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Altman Foundation**EIN # 13-1623879****Part XV Supplementary Information****Line 3a Grants and Contributions Paid During the Year *****December 31, 2012**

<u>Grantee Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
ALIGN the Alliance for a Greater New York	50 Broadway, 29th Floor New York, NY 10004	To help support the NYC Care Connections survey and development of a policy agenda addressing the long-term-care gap for older adults and the disabled by creating new, quality home-care jobs (over six months)	\$ 15,000
Alvin Ailey Dance Foundation, Inc	The Joan Weill Center for Dance 405 West 55th Street New York, NY 10019-4402	To help support the Ailey School Scholarship Program and the Ailey Athletic Boys Program (over three years)	30,000
Alzheimer's Association, New York City Chapter	360 Lexington Avenue, 4th Floor New York, NY 10017	To help support the Professional Home Care Workers Dementia Training Program (over two years)	50,000
Amigos del Museo del Barrio, Inc	1230 Fifth Avenue New York, NY 10029-4496	To help support El Museo's non-school Family Programs and Cultural Celebrations (over three years)	50,000
ArtsConnection, Inc	520 Eighth Avenue, Suite 321 New York, NY 10018	To help support the Take 5 and the Teen Reviewers and Critics (TRaC) programs	25,000
Ballet Hispanico of New York, Inc	167 West 89th Street New York, NY 10024	To help support its School of Dance and scholarship program for talented and underserved students	25,000
Ballet Tech Foundation, Inc	The Lawrence A Wien Center for Dance & Theater 890 Broadway New York, NY 10003	To help support Ballet Tech's program of pre-professional dance training for underserved youth	35,000
Bank Street College of Education	610 West 112th Street New York, NY 10025	To help support the Liberty LEADS college preparation and leadership development program for inner-city youth (over two years)	205,000
Barnard College	3009 Broadway New York, NY 10027-6598	To help support the academic success and persistence of students from underserved communities at particularly vulnerable stages in the academic pipeline and in fields in which they are traditionally underrepresented	50,000
BoardAssist	575 Madison Avenue, 10th Floor New York, NY 10022	To help nonprofit organizations in New York City identify and recruit engaged and productive new board members	25,000
Bowery Residents' Committee, Inc	131 West 25th Street, 12th Floor New York, NY 10012	To help support the Horizons Workforce Development Program	50,000
Breakthrough New York, Inc	55 Exchange Place, Suite 503 New York, NY 10005	To provide general operating support for Breakthrough New York	35,000
Bronx Children's Museum	P O Box 1381 Bronx, NY 10451-9998	To help provide capacity building funds to continue the development of this new children's museum in the Bronx	50,000
Bronx River Alliance, Inc	One Bronx River Parkway Bronx, NY 10462	To help support the Greenway Program (over two years)	75,000
BronxWorks, Inc	60 East Tremont Avenue Bronx, NY 10453	As a final grant to support the Center for Achieving Future Education college access program	25,000

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<u>Grantee Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Brooklyn Academy of Music, Inc	Peter Jay Sharp Building 30 Lafayette Avenue Brooklyn, NY 11217-1486	To support the planning, piloting, and implementation of new and expanded education, humanities, and professional development programs in the new Richard B Fisher Building (over three years)	200,000
Brooklyn Botanic Garden Corporation	1000 Washington Avenue Brooklyn, NY 11225-1099	To help support the Garden Apprentice Program for middle and high school youth (over two years)	50,000
Brooklyn Community Foundation	45 Main Street, Suite 409 Brooklyn, NY 11201	To help support the Brooklyn Recovery Fund	75,000
Brooklyn Friends School	375 Pearl Street Brooklyn, NY 11201	To help support the Horizons academic enrichment program at Brooklyn Friends School	35,000
Brooklyn Kindergarten Society	57 Willoughby Street, 4th Floor Brooklyn, NY 11201	To help accelerate the development of literacy and math skills for at-risk preschoolers in Brooklyn (Over two years)	75,000
Brooklyn Public Library	Grand Army Plaza Brooklyn, NY 11238-5619	To help support First Five Years programming, including Weekend Stories, Ready, Play, Grow, and Ready, Set, Kindergarten, a new summertime initiative	100,000
Brooklyn Youth Chorus Academy, Inc	179 Pacific Street Brooklyn, NY 11201-6213	To help support the Choral Music Education and Performance Program, and provide a capacity building grant to help develop their Artistic and Audience Development Initiative (over two years)	75,000
Calvary Hospital, Inc	1740 Eastchester Road Bronx, NY 10461	To provide a third year of support for refinement and evaluation of the Palliative Home-Care model	100,000
Catholic Charities Archdiocese of New York	1011 First Avenue New York, NY 10022-4134	Divided as follows \$100,000 to provide general operating support and \$50,000 to support capacity building work with federated agencies	150,000
Catholic Charities Archdiocese of New York	1011 First Avenue New York, NY 10022-4134	As a special one-time contribution to help Catholic Charities Archdiocese of New York respond to community needs, particularly those of vulnerable seniors and families, in New York City in the aftermath of Hurricane Sandy	50,000
Catholic Charities Brooklyn and Queens	191 Joralemon Street Brooklyn, NY 11201	To help support the Parish & Community program's efforts to strengthen client services, case management, community outreach, and advocacy, and to support one-time post-Hurricane Sandy relief efforts	125,000

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<u>Grantee Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Center for Children's Initiatives	322 Eighth Avenue, 4th Floor New York, NY 10001	To help support training and consultation to early childhood programs to implement the Devereux Early Childhood Assessment System and promote the social/emotional development of young children	50,000
Center for Family Life in Sunset Park	345 43rd Street Brooklyn, NY 11232	To help support the Center's Life Lines Community Arts project for underserved youth	50,000
Center for New York City Neighborhoods, Inc	74 Trinity Place, Suite 1302 New York, NY 10006	To help support foreclosure prevention services for homeowners throughout New York City (over two years)	100,000
Children's Defense Fund - New York	15 Maiden Lane, Suite 1200 New York, NY 10038	To help support advocacy objectives related to children and families in New York's Health Insurance Exchange	35,000
Citizen Schools, Inc	308 Congress Street Boston, MA 02210	To help support a network of afterschool programs in New York City (over two years)	100,000
Citizens' Committee for Children of New York, Inc	105 East 22nd Street New York, NY 10010	To provide general operating support for CCC's work on behalf of children and families (over two years)	50,000
Citizens' Committee for Children of New York, Inc	105 East 22nd Street New York, NY 10010	To help support the Campaign for Children	20,000
Citizens Union Foundation, Inc	299 Broadway, Suite 700 New York, NY 10007-1976	To help support Gotham Gazette	5,000
City Futures, Inc	120 Wall Street, 20th Floor New York, NY 10005	To help increase the Center for an Urban Future's capacity for research and advocacy in the field of workforce development	45,000
Classroom, Inc	245 Fifth Avenue, 20th Floor New York, NY 10016	To help support Classroom, Inc 's school day, afterschool, and summer programming in inner-city Archdiocese of New York schools	75,000
Community Health Care Association of New York State	535 Eighth Avenue, 8th Floor New York, NY 10018	To help support CHCANYS's efforts to pursue the objectives set forth in its strategic plan for 2011-14, with a focus on efforts to expand, strengthen, and enhance the sustainability of health centers serving low-income communities in NYC	25,000
Community Resource Exchange, Inc	42 Broadway, 20th Floor New York, NY 10004	To help support capacity building for CRE in the final year of the Fund for the Future	15,000
Community Service Society of New York	105 East 22nd Street, #303 New York, NY 10010	To contribute matching funds for Health Care for All New York's policy and public education activity under its Affordable Care Act Implementation Fund grant	50,000

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<u>Grantee Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Cool Culture, Inc	80 Hanson Place, Suite 604 Brooklyn, NY 11217	To help support Literacy Through Culture, which offers professional development to early childhood educators and free access to the arts for families from low-income communities	45,000
Cooper-Hewitt, National Design Museum, Smithsonian Institution	2 East 91st Street New York, NY 10128-0669	To help support DesignPrep, the Cooper-Hewitt's design education and career preparation program for underserved New York City high school students (over two years)	85,000
Cornelia Connelly Center for Education	Holy Child Middle School 220 East 4th Street New York, NY 10009	To help support the Holy Child Middle School for low-income girls (over two years)	50,000
Coro New York Leadership Center	42 Broadway, Suite 1827-35 New York, NY 10004	As a final grant to help support Exploring Leadership, a program to promote meaningful civic leadership among inner-city high school youth	25,000
Council on the Environment, Inc dba GrowNYC	51 Chambers Street, Room 228 New York, NY 10007	To help support their work on behalf of green spaces and community gardens	35,000
Credit Where Credit Is Due, Inc dba Neighborhood Trust Financial Partners	1112 St Nicholas Avenue New York, NY 10032	To help support financial education for low-income New Yorkers through the Getting Ahead and The Workplace Solution programs	30,000
Cristo Rey New York High School	112 East 106th Street New York, NY 10029	To provide general support	100,000
De La Salle Academy	202 West 97th Street New York, NY 10025	To provide a capacity building grant to restructure De La Salle's administrative team and implement an effective succession plan (over three years)	25,000
DOROT, Inc	171 West 85th Street New York, NY 10024	As a final grant to help support the Friendly Visiting program	50,000
Downtown Community Television Center, Inc	87 Lafayette Street New York, NY 10013-4410	To help support PRO-TV, which provides professional media training to inner-city youth (over two years)	45,000
Early Steps, Inc	540 East 76th Street New York, NY 10021	To help increase the number of minority students in independent schools at the primary grade level	35,000
East Harlem Tutorial Program, Inc	2050 Second Avenue New York, NY 10029	To help support after school and summer programming for approximately 450 underserved students	75,000
Education Through Music, Inc	122 East 42nd Street, Suite 1501 New York, NY 10168	To help support the hiring of a new staff member responsible for managing evaluation activities (over two years)	25,000
Elaine Kaufman Cultural Center/Lucy Moses School for Music & Dance	129 West 67th Street New York, NY 10023	To support need-based scholarships and community outreach programs for Young People's Division students who come from low-income families in underserved communities (over 18 months)	60,000

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<u>Grantee Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Federation of Protestant Welfare Agencies, Inc	281 Park Avenue South New York, NY 10010	To help support FPWA's member services and policy programs	100,000
Figure Skating in Harlem, Inc	361 West 125th Street, 4th Floor New York, NY 10027	To provide general support to this sports and academic program (over two years)	40,000
Food Bank for New York City	39 Broadway, 10th Floor New York, NY 10006	To help support the New York City Earned Income Tax Credit program	125,000
Fund for Public Health in New York, Inc	22 Cortlandt Street, Suite 1103 New York, NY 10007	To be used over eighteen months to plan and complete one or more assessments aimed at enhancing the efficiency, client outcomes, and financial sustainability of the New York City Nurse-Family Partnership	100,000
Fund for the City of New York, Inc	121 Sixth Avenue New York, NY 10013-1590	To help support the Child Care and Early Education Fund, a collaborative fund dedicated to improving early care and education in New York City	100,000
George Jackson Academy	104 Saint Mark's Place New York, NY 10009	To renew general support for this model school for minority boys (over two years)	100,000
Goddard Riverside Community Center	593 Columbus Avenue New York, NY 10024	\$300,000 over two years, divided as follows \$125,000 each year for college access services and training, and an additional \$50,000 in the first year to update the data systems Options uses for course registration and performance management	175,000
Good Shepherd Services	305 Seventh Avenue, 9th Floor New York, NY 10001	To help support the Groundwork afterschool and summer enrichment program and its full integration into Good Shepherd Service's network of afterschool programs	125,000
Groundswell Community Mural Project, Inc	540 President Street #1A Brooklyn, NY 11215	To help support afterschool and summer programming for underserved youth	20,000
Harlem Academy	1330 Fifth Avenue New York, NY 10026	To provide general support for this academically rigorous independent elementary school (over two years)	50,000
Harlem Educational Activities Fund, Inc	2090 Seventh Avenue, 10th Floor New York, NY 10027	To help support HEAF's High Expectations Middle School Program	40,000
Harlem RBI, Inc	333 East 100th Street, Ground Floor New York, NY 10029	To help support program and organizational development activities related to program codification, evaluation, and human capital management (over two years)	100,000
Hunts Point Alliance for Children	P O Box 740190 Bronx, NY 10474	To help support HPAC's academic Youth Development Initiative	50,000

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<u>Grantee Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
iMentor	30 Broad Street, 9th Floor New York, NY 10004	To match the second year of a Social Innovation Fund grant and support expansion of the College Success program in NYC and a six-year independent evaluation of iMentor's impact on college readiness	75,000
Inner-City Scholarship Fund, Inc	1011 First Avenue, Suite 1400 New York, NY 10022-4134	To help sustain the Library Connections program by supporting cross-curricular projects in alumni schools and convening meetings for school alumni to share best practices and ideas (over two years)	30,000
Inner-City Scholarship Fund, Inc	1011 First Avenue, Suite 1400 New York, NY 10022-4134	To help support the Job Opportunities Program (JOP), which provides job-readiness workshops, college-preparation mentorships, and summer internships for highly motivated low-income high school juniors and seniors from inner-city Catholic high schools	35,000
International Center of Photography	1114 Avenue of the Americas New York, NY 10036	To help support Teen Academy and the advanced-level Ima makers program	40,000
Jazz at Lincoln Center, Inc	3 Columbus Circle, 12th Floor New York, NY 10019	To help support and expand the Middle School Jazz Academy for young people from underserved communities	75,000
Jewish Community Council of Greater Coney Island, Inc	3001 West 37th Street Brooklyn, NY 11224-1479	In general support as a special one-time contribution to JCCGCI as it responds to the needs of seniors and families in the aftermath of Hurricane Sandy and rebuilds its organizational infrastructure and program capacity	25,000
Jewish Home Lifecare Manhattan	120 West 106th Street New York, NY 10025	To help support the Geriatric Career Development program for at-risk high-school youth	60,000
JobsFirstNYC	11 Park Place, Suite 1602 New York, NY 10007	To help support the Employer Engagement Program	45,000
Lawyers Alliance for New York	171 Madison Avenue, 6th Floor New York, NY 10016	To help provide legal services to 15 or more New York City nonprofit organizations serving low-income New Yorkers	25,000
Lawyers Alliance for New York	171 Madison Avenue, 6th Floor New York, NY 10016	To help support the Hurricane Sandy Disaster Relief and Recovery Initiative	25,000
Legal Outreach, Inc	36-14 35th Street Long Island City, NY 11106	To help support the College Bound Program (over two years)	100,000
Lincoln Center for the Performing Arts, Inc	70 Lincoln Center Plaza New York, NY 10023-6583	To help support the HD in the Libraries one-year feasibility study	50,000
Local Initiatives Support Corporation	501 Seventh Avenue, 7th Floor New York, NY 10018	To help support the First Responder Initiative to help New York City community development corporations stabilize current activities and assets	50,000

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<u>Grantee Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Madison Square Boys & Girls Club, Inc	317 Madison Avenue, Suite 1110 New York, NY 10017	To help strengthen the Explorers Academies and to continue to implement at one clubhouse small-group instruction in literacy and math	150,000
Make the Road New York	301 Grove Street Brooklyn, NY 11237	To help support the Community Health Engagement Initiative	40,000
Mama Foundation for the Arts, Inc	149 West 126th Street New York, NY 10027	As a final grant to help support the Gospel for Teens program (over two years)	20,000
Mark Morris Dance Group/Discalced Inc	3 Lafayette Avenue Brooklyn, NY 11217	To help support the Dance for Parkinson's program	20,000
Mark Morris Dance Group/Discalced Inc	3 Lafayette Avenue Brooklyn, NY 11217	To help support the Dance for PD program for individuals living with Parkinson's disease	20,000
Medicare Rights Center, Inc	520 Eighth Avenue North Wing, 3rd Floor New York, NY 10018	To support the Community Partners Program, the expansion of sustainable client counseling capacity, and the pursuit of client-centered policies and practices	100,000
Montefiore Medical Center	111 East 210th Street Bronx, NY 10467-2490	To expand the Healthy Steps program to another Montefiore pediatric primary care site (over three years)	125,000
Mount Sinai School of Medicine of New York University	Center to Advance Palliative Care 1255 Fifth Avenue, Suite C-2 New York, NY 10029-6574	To help support policy and education initiatives by the Center to Advance Palliative Care (over two years)	75,000
Neighborhood Housing Services of New York City, Inc	307 West 36th Street, 12th Floor New York, NY 10018	To help support Homeownership Promotion and Preservation Programs and Services (over two years)	75,000
New Heights Youth, Inc	2576 Broadway, PMB 213 New York, NY 10025	To help support the College Bound Program (over two years)	35,000
New York City Coalition Against Hunger, Inc	50 Broad Street, Suite 1520 New York, NY 10004	To help support the first year (2013) of the Coalition's Food Secure 2018 Campaign	50,000
New York City Youth Funders	c/o Janet Kelly 1440 Broadway, 16th Floor New York, NY 10018	To help support the New York City Youth Funders Network (over two years)	5,000
New York Hall of Science	47-01 111th Street Flushing Meadows Corona Park, NY 11368-2950	To support early childhood program initiatives and to strengthen community outreach aimed at increasing participation by families in surrounding multi-ethnic Queens communities	75,000
New York Interschool Association, Inc	378 West End Avenue, Suite 706 New York, NY 10024	To help support the Faculty Diversity Search program to recruit and retain minority teachers in independent schools	45,000
New Yorkers for Parks	The Arthur Ross Center for Parks and Open Spaces 55 Broad Street, 23rd Floor New York, NY 10004	To help support research, advocacy, and education to help ensure that parks and open spaces across the five boroughs are well-funded, well-maintained, and safe for the enjoyment of all New Yorkers (over two years)	125,000

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<u>Grantee Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Nonprofit Coordinating Committee of New York, Inc	1350 Broadway, Suite 1801 New York, NY 10018-7802	To help support NPCC's work on behalf of the local nonprofit sector (over two years)	40,000
Nonprofit Finance Fund	70 West 36th Street, 11th Floor New York, NY 10018	To help support strategic financial guidance to nonprofits in New York City and the development of new models to enhance effectiveness, including creation of a NYC Community Resilience Fund (over six months)	25,000
Notre Dame School of Manhattan	327 West 13th Street New York, NY 10014	To help fund the position of Coordinator of Alumnae Relations and Special Events (over two years)	35,000
NPower NY, Inc	3 MetroTech Center, Mezzanine Level Brooklyn, NY 11201	To help support The Community Corps, the Technology Service Corps, and strategic and business planning for NPower's nonprofit managed services and related IT outsourcing solutions (over two years)	75,000
Paraprofessional Healthcare Institute, Inc	400 East Fordham Road, 13th Floor Bronx, NY 10458	To help support the New York Policy Program and its efforts to strengthen the home-care workforce and thereby improve care for the elderly and disabled (over two years)	100,000
Peter Westbrook Foundation, Inc	G P O Box 7554 New York, NY 10116	Over fifteen months to help support the Academic Enrichment Program	40,000
Philanthropy New York, Inc	79 Fifth Avenue, Fourth Floor New York, NY 10003-3076	For general support	17,350
Philanthropy New York, Inc	79 Fifth Avenue, Fourth Floor New York, NY 10003-3076	To help support the 2013 Education Reform Review Initiative	15,000
Phipps Community Development Corporation	902 Broadway, 13th Floor New York, NY 10010-6033	To help support the Education and Learning Initiative, designed to strengthen academic services across the Youth Services Division	35,000
Primary Care Development Corporation	22 Cortland Street, 12th Floor New York, NY 10007	To support the development of a care coordination model for use by primary care providers, pilot the model with clinics and practices serving low-income Brooklyn residents, and disseminate results (over two years)	221,300
Prospect Park Alliance, Inc	95 Prospect Park West Brooklyn, NY 11215	For general support for the Prospect Park Alliance as it strengthens its programs and operation, and further develops its constituency	40,000
Publicolor, Inc	149 Madison Avenue, Suite 1201 New York, NY 10016	To help support the COLOR Club, Next Steps, and Summer Design Studio programs	30,000
Queens Council on the Arts, Inc	37-11 35th Avenue Astoria, NY 11101	To help support the High School to Art School (HS2AS) initiative (over two years)	20,000

Altman Foundation**EIN # 13-1623879****Part XV Supplementary Information****Line 3a Grants and Contributions Paid During the Year *****December 31, 2012**

<u>Grantee Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Queens Museum of Art	New York City Building Flushing Meadows Corona Park Queens, NY 11368-3398	To help support Art and Literacy for New New Yorkers, plan for the nation's first-ever public library in an art museum, and implement Collaborative Action Research assessment results to improve teaching practice and enhance student impact (over 3 yrs)	125,000
Reach Out And Read of Greater New York, Inc	30 East 33rd Street, 6th Floor New York, NY 10016	To help provide New York City children and families with pediatric literacy counseling and support	50,000
Reading Excellence and Discovery Foundation, Inc dba Read Alliance	80 Maiden Lane, 11th Floor New York, NY 10038	To provide general support for Read's early literacy work in New York City	100,000
ReServe Elder Service, Inc	1440 Broadway, Suite 1601 New York, NY 10018	To help bring the skills and experience of retirees to non-profit organizations (over two years)	50,000
Riverdale Neighborhood House, Inc	5521 Mosholu Avenue Bronx, NY 10471-2409	To help support the Youth Internship Program	25,000
Rocking the Boat, Inc	812 Edgewater Road Bronx, NY 10474	To provide general support to this youth development organization (over two years)	50,000
Row New York, Inc	10-27 46th Avenue, Suite 101 Long Island City, NY 11101	To provide general operating support for rowing and academic programs in New York City (over two years)	40,000
SeaChange Capital Partners, Inc	1385 Broadway, 23rd Floor New York, NY 10018	To help support the NY Merger, Acquisition, and Collaboration Fund, which seeks to encourage and enable mergers, acquisitions, and other types of formal, long-term collaborations among and/or between nonprofit organizations serving New Yorkers (18 months)	65,000
Search and Care, Inc	1844 Second Avenue New York, NY 10128	As a final grant to support refinement, expansion, and increased sustainability of Search and Care's comprehensive care management program serving vulnerable seniors in East Harlem	50,000
Sponsors for Educational Opportunity, Inc	55 Exchange Place New York, NY 10005	To help support the SEO Scholars Program (over three years)	100,000
St Aloysius Education Clinic	219 West 132nd Street New York, NY 10027	To help support the Clinic's year-round academic enrichment programs for underserved children and youth	30,000
Staten Island Children's Museum	1000 Richmond Terrace Staten Island, NY 10301-1181	To help support the Museum Intern and Ambassador Program	25,000
StreetSquash, Inc	40 West 116th Street New York, NY 10026	To help support the College Access and Beyond Program (over two years)	35,000
Student/Sponsor Partnership, Inc	424 Madison Avenue, Suite 1002 New York, NY 10017	To help support the School Coordinator Stipend Initiative	50,000
Summer on the Hill	at Horace Mann School 44662 Tibbett Avenue Riverdale, NY 10471	To help provide academic enrichment and counseling for promising underserved students from Manhattan and the Bronx	35,000

Altman Foundation**EFN # 13-1623879****Part XV Supplementary Information****Line 3a Grants and Contributions Paid During the Year *****December 31, 2012**

<u>Grantee Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Support Center for Nonprofit Management, Inc	305 Seventh Avenue, 11th Fl New York, NY 10001-6008	To help support Executive Transition Management and turnaround and restructuring services for the New York City nonprofit sector	50,000
TapFound Inc dba Taproot Foundation	40 Worth Street, Suite 601 New York, NY 10013	To provide general support for Taproot - New York's service to local nonprofits	25,000
Teachers College, Columbia University	525 West 120th Street Box 125 New York, NY 10027-6696	To help increase the number of New York City independent school teachers of color and Catholic school educators in the Klingenstein Center's intensive Two-Summers Master's program, and provide online coaching for program alumni (over two years)	100,000
The After-School Corporation	1440 Broadway, 16th Floor New York, NY 10018	To help support the New York City Summer Learning Task Force (over eight months)	28,000
The Association for Neighborhood & Housing Development, Inc	50 Broad Street, Suite 1125 New York, NY 10004	To help support activities to promote the creation and preservation of affordable housing in New York City (over two years)	50,000
The B E L L Foundation, Inc	1361 Amsterdam Avenue, Suite 320 New York, NY 10027	\$100,000 a year to help support BELL Summer in New York City, and \$50,000 a year to help support program improvements and capacity building in New York City and provide matching funds for a federal Social Innovation Fund grant for FY13 & FY14 (over 2 yrs)	150,000
The Boys' Club of New York	287 East 10th Street New York, NY 10009	To help support the Independent School Placement Program (over two years)	60,000
The Bridge Inc	248 West 108th Street New York, NY 10025	To support start-up of Coordinated Behavioral Care, Inc, and development of its capacity to coordinate and provide care management and support for Medicaid recipients with multiple health, mental health, and behavioral health conditions (over 18 months)	100,000
The Center for Arts Education, Inc	520 Eighth Avenue North Tower, 9th Floor New York, NY 10018	To help support CAE's public engagement and advocacy initiative to build support for and expand arts education in the schools	25,000
The Children's Storefront	70 East 129th Street New York, NY 10035	To help support the High School Placement and Alumni Relations Initiative	50,000
The CityKids Foundation, Inc	57 Leonard Street New York, NY 10013	To help support the CityKids performing arts program for inner-city youth	40,000
The Cooper Union for the Advancement of Science and Art	30 Cooper Square New York, NY 10003-7120	To help support the Saturday and Outreach Programs for New York City public high school students	50,000

Altman Foundation**EIN # 13-1623879****Part XV Supplementary Information****Line 3a Grants and Contributions Paid During the Year *****December 31, 2012**

<u>Grantee Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
The East Harlem School at Exodus House	309 East 103 Street New York, NY 10029	to provide general operating support and help with the design and execution of a professional development and retention strategy for faculty (over three years)	100,000
The Foundation Center	79 Fifth Avenue New York, NY 10003-3076	General support for the Center's work in New York City	5,000
The Fresh Air Fund	633 Third Avenue New York, NY 10017	As a one-time capacity-building grant for the College Connections program for students from underserved communities	35,000
The Fund for Public Schools, Inc	52 Chambers Street, Room 305 New York, NY 10007	To help support years two and three of NYC Summer Quest, a three-year multifaceted approach to improving, expanding, and sustaining summer learning opportunities for NYC public school students (over two years)	250,000
The Futures in Education Endowment Fund for Brooklyn and Queens	310 Prospect Park West Brooklyn, NY 11215	To help build a \$100 million endowment to provide tuition assistance to the most financially challenged elementary and high school students and improve Catholic schools in Brooklyn and Queens (over four years)	250,000
The Gilder Lehrman Institute of American History	19 West 44th Street, Suite 500 New York, NY 10036	To help provide intensive professional development for inner-city Catholic middle- and high-school teachers to improve the teaching of American history (over 18 months)	112,500
The Grace Opportunity Project	86 Fourth Avenue New York, NY 10003	To provide general operating support for the expansion of the GO Project's year-round educational programming for students in grades K-8	75,000
The HOPE Program Inc	One Smith Street Brooklyn, NY 11201	To help support the job placement program (over two years)	35,000
The Institute for Family Health	16 East 16th Street New York, NY 10003	To help implement InstituteLink at eighteen additional partner organizations in New York City, complete an evaluation of its impact, and disseminate results	50,000
The Manhattan Country School, Inc	7 East 96th Street New York, NY 10128	To help support capacity-building efforts (over two years)	50,000
The Mayor's Fund to Advance New York City	253 Broadway, 8th Floor New York, NY 10007	To help support the WorkAdvance program in New York City and to help provide the local match for a Social Innovation Fund grant	75,000
The Mayor's Fund to Advance New York City	253 Broadway, 8th Floor New York, NY 10007	to help support the New York City Housing & Neighborhood Recovery Donors Collaborative	250,000

Altman Foundation**EIN # 13-1623879****Part XV Supplementary Information****Line 3a Grants and Contributions Paid During the Year *****December 31, 2012**

<u>Grantee Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
The Mental Health Association of New York City, Inc	50 Broadway, 19th Floor New York, NY 10004	To support the Geriatric Mental Health Training and Technical Assistance Center and a project to integrate behavioral health, including geriatric mental health, into primary care medical homes (over two years)	65,000
The Metropolitan Museum of Art	1000 Fifth Avenue New York, NY 10028-0198	To help bring high-quality arts and cultural activities to underserved K - 12 NYC students by training educators across disciplines, integrating new training strategies, and documenting changes in classroom practice (over three years)	50,000
The Museum of the City of New York, Inc	1220 Fifth Avenue New York, NY 10029	To help support the redesign of the Web site, increase public access to MCNY's online resources, and continue to increase outreach to underrepresented communities through the use of new digital media (over two years)	50,000
The New York Academy of Medicine	1216 Fifth Avenue New York, NY 10029-5293	To help support a needs assessment aimed at informing efforts to enhance health programs and services at New York City's Innovative Senior Centers	55,000
The New York Botanical Garden	200th Street & Southern Blvd Bronx, NY 10458-5126	To help support the Children's Education program (over three years)	100,000
The New York Community Trust	909 Third Avenue, 22nd Floor New York, NY 10022	To help support the Fund's Capacity-Building Initiative for Immigrant Organizations	50,000
The New York Immigration Coalition, Inc	137-139 West 25th Street, 12th Floor New York, NY 10001	To provide general support for New York advocacy, constituency building, and educational outreach activities (over fifteen months)	100,000
The New York Opportunity Network, Inc dba The Opportunity Network	55 Exchange Place, Suite 503 New York, NY 10005	To help provide low-income public high school students access to career development training, professional networks, and competitive colleges	50,000
The New York Public Library	Stephen A Schwarzman Building Fifth Avenue & 42nd Street New York, NY 10018-2788	To provide general support for activities reaching New York City's most underserved communities (over three years)	100,000
The New York-Presbyterian Hospital	177 Fort Washington Avenue New York, NY 10032	To help support the Lang Youth Medical Program	50,000
The Parent-Child Home Program, Inc	1415 Kellum Place, Suite 101 Garden City, NY 11530-1690	To help support The Parent-Child Home Program's expansion in New York City and develop and pilot a technology curriculum	50,000
The Posse Foundation, Inc	14 Wall Street, Suite 8A-60 New York, NY 10005	To help support the Posse New York Science Posse Program (over two years)	50,000

Altman Foundation**EIN # 13-1623879****Part XV Supplementary Information****Line 3a Grants and Contributions Paid During the Year *****December 31, 2012**

<u>Grantee Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
The Queens Borough Public Library	89-11 Merrick Boulevard Jamaica, NY 11432	To help support English for Speakers of Other Languages, the Family Literacy Program and the Youth Workforce Development Program (over three years)	150,000
The Queens Borough Public Library	89-11 Merrick Boulevard Jamaica, NY 11432	As a special one-time contribution to QBPL as it responds to the needs of families in the aftermath of Hurricane Sandy and restores library services in affected south Queens branch libraries	50,000
The Urban Dove, Inc	Church Street Station P O Box 305 New York, NY 10008-0305	To renew support for the College All-Stars program	50,000
The Young People's Chorus of New York City, Inc	1995 Broadway, Suite 305 New York, NY 10023	To help support the after-school choral music education and performance program	25,000
Third Street Music School Settlement	235 East 11th Street New York, NY 10003	To help support the Comprehensive Training in Music Program	45,000
United Neighborhood Houses of New York, Inc	70 West 36th Street, 5th Floor New York, NY 10018-8007	For general support of United Neighborhood Houses (over two years)	100,000
United Neighborhood Houses of New York, Inc	70 West 36th Street, 5th Floor New York, NY 10018-8007	As a special one-time contribution to UNH on behalf of member settlement houses seeking to address the needs of families in the aftermath of Hurricane Sandy and initiate post-storm recovery and planning projects	125,000
Visiting Nurse Service of New York	107 East 70th Street New York, NY 10021-5087	To help support development and implementation of a training program for peer outreach workers aimed at enhancing effective member engagement for the new NYS-designated VNSNY Health Home	100,000
Volunteer Consulting Group, Inc	55 West 39th Street , #12N New York, NY 10018	To provide capacity-building support	35,000
Weill Cornell Medical College of Cornell University	Division of Geriatrics and Gerontology 525 East 68th Street, Box 39 New York, NY 10021	To help advance the teaching and extend the practice of integrative palliative care at Weill Cornell (over three years)	300,000
Whitney Museum of American Art	945 Madison Avenue at 75th Street New York, NY 10021	To provide capacity building support to help develop and pilot community-based educational programming for the Whitney's new downtown site (over two years)	25,000
Workforce Professionals Training Institute	11 Park Place, Suite 701 New York, NY 10007	To help support the development, implementation, and evaluation of WPTI's core training programs for workforce development organizations and staff	45,000
Year Up, Inc	55 Exchange Place, Suite 403 New York, NY 10005	To help support Year Up NYC, a professional apprenticeship and job training program for disconnected young adults	100,000

Altman Foundation

EIN # 13-1623879

Part XV Supplementary Information

Line 3a Grants and Contributions Paid During the Year *

December 31, 2012

<u>Grantee Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Young Audiences New York, Inc	One East 53rd Street New York, NY 10022	As a final grant to help support the FamilyLink program for families in underserved communities	25,000
Youth Development Institute	121 Avenue of the Americas, 6th Floor New York, NY 10013-1590	To help support the Career Internship Network	35,000
Total Board level grants			<hr/> 11,324,150
	Matching Grants Paid - See Statement 18A		<hr/> 214,698
		Grand Total	<hr/> \$ 11,538,848 <hr/>

* All are Public Charities

Altman Foundation
EIN#: 13-1623879
Matching Grants Paid
December 31, 2012

Name	Address	Total
American Ballet Theater	890 Broadway 3rd Floor New York, NY 10003	\$ 4,500
Ballet Theatre Foundation	890 Broadway 3rd Floor New York, NY 10003	4,500
Barnard College	CUNY, Bursar Office, Room H810 New York, NY 10010	30,688
Brooklyn Community Foundation	45 Main Street Suite 409 Brooklyn, NY 11201	1,500
Canterbury Choral Society	2 East 90th St New York, NY 10128	3,000
Catholic Communal Fund	1011 First Avenue 14th, Mary Ellen Spiegel Floor New York, NY 10022	30,000
Catholic Guardian Society and Home Bureau	1011 First Avenue New York, NY 10022	3,750
Central Park Conservancy	14 East 60th Street 8th Floor New York, NY 10022	6,000
Church of the Resurrection	910 Boston Post Road Rye, NY 10580	375
Community Funds, Inc	909 Third Avenue 22nd Floor New York, NY 10022	15,000
Convent of the Sacred Heart	1 East 91 st Street New York, NY 10128	1,500
Fund for the City of New York	520 8th Avenue New York, NY 10018	1,500
LSA Family Health Service	333 E 115th St New York, NY 10029-2210	1,125
Mark Morris Dance Company	3 Lafayette Avenue Brooklyn, NY 11217	3,000
Mohonk Preserve	Po Box 715 New Paltz, NY 12561	3,000
Mount Sinai School of Medicine	1425 Madison Ave , Box 1240 New York, NY 10029	7,500
New York Academy of Medicine	1216 5th avenue New York, NY 11204	4,500
New York Public Radio	160 Varick Street 9th Floor New York, NY 10013	5,250
Part of the Solution	2763 Webster Avenue Bronx, NY 10458-3708	375
Pegasus Therapeutic Riding	310 Peach Lake Road Brewster, NY 10509	450
Planned Parenthood of NYC	26 Blecker Street New York, NY 10012	15,000
Point Breeze Volunteer FD	1 Fireman's Plaza Breezy Point, NY 11697	1,500
Project Sunshine, Inc	108 West 39th Street Suite 725 New York, NY 10018	2,250
Public Health Solutions	40 Worth St 5th Floor New York, NY 10013	1,500
Port Chester Carver Center	400 Westchester Avenue Port Chester, NY 10573	375
Posse Foundation	14 Wall St Suite 8A-60 New York, NY 10005	375
Resurrection Church	910 Boston Post Rd Rye, NY 10580	150
Ronald McDonald House New York	405 E 73rd st New York, NY 10021	350
Rye YMCA	21 Locust Avenue Rye, NY 10580	375
Scenic Hudson	1 Civic Center Plaza Suite 200 Poughkeepsie, NY 12601	1,500
Sponsors for Educational Opportunity	55 Exchange Place New York, NY 10005	6,000
St David's School	12 East 89th Street New York, NY 10128	1,500
Storm King Art Center	PO Box 280 Mountainville, NY 10953	4,500
The Acting Company	P O Box 898 New York, NY 10108	750
The Juilliard School	60 Lincoln Center Plaza New York, NY 10023	1,500
The New York Community Trust	Community Funds, Inc 909 3rd Ave, 22nd Fl New York, NY 10022	15,000
The Osborne Association	809 Westchester Avenue Bronx, NY 10455	750
The Reformed Church of Bronxville	180 Pondfield Road Bronxville, NY 10708	3,750
Transportation Alternatives	127 West 26th Street, Suite 1002 New York, NY 10001	60
Union Settlement Association	237 West 104th St New York, NY 10029	4,500
United Nations International School	24-50 F D R Drive New York, NY 10010	10,500
Visiting Nurse Service of New York	107 East 70th Street New York, NY 10021	7,500
Winifred Masterson Burke Foundation	785 Mamaroneck Avenue White Plains, NY 10605	7,500
		<u><u>\$ 214,698</u></u>

Altman Foundation
 EIN 13-1623879
 Part XV Supplementary Information
 Libe 3b Grants Approved for Future Payment
 December 31, 2012

<u>Recipient and Purpose</u>	<u>Grant Amount</u>	<u>Year Awarded</u>	<u>Amount Payable as of 12/31/2012</u>
Bank Street College of Education 610 West 112th Street New York, NY 10025 <i>To help support the Liberty LEADS college preparation and leadership development program for inner-city youth (over two years)</i>	\$200,000	2012	\$100,000
The Fund for Public Schools, Inc. 52 Chambers Street, Room 305 New York, NY 10007 <i>To help support years two and three of NYC Summer Quest, a three-year multifaceted approach to improving, expanding, and sustaining summer learning opportunities for NYC public school students (over two years)</i>	\$500,000	2012	\$250,000
Teachers College, Columbia University 525 West 120th Street Box 125 New York, NY 10027-6696 <i>To help increase the number of New York City independent school teachers of color and Catholic school educators in the Klingenstein Center's intensive Two-Summers Master's program, and provide online coaching for program alumni (over two years)</i>	\$160,000	2012	\$60,000
Bronx River Alliance, Inc. One Bronx River Parkway Bronx, NY 10462 <i>To help support the Greenway Program (over two years)</i>	\$150,000	2012	\$75,000
Brooklyn Kindergarten Society 57 Willoughby Street, 4th Floor Brooklyn, NY 11201 <i>To help accelerate the development of literacy and math skills for at-risk preschoolers in Brooklyn. (Over two years)</i>	\$150,000	2012	\$75,000
Brooklyn Youth Chorus Academy, Inc. 179 Pacific Street Brooklyn, NY 11201-6213 <i>To help support the Choral Music Education and Performance Program, and provide a capacity building grant to help develop their Artistic and Audience Development Initiative (over two years)</i>	\$150,000	2012	\$75,000

Altman Foundation
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<u>Recipient and Purpose</u>	<u>Grant Amount</u>	<u>Year Awarded</u>	<u>Amount Payable as of 12/31/2012</u>
Downtown Community Television Center, Inc. 87 Lafayette Street New York, NY 10013-4410 <i>To help support PRO-TV, which provides professional media training to inner-city youth (over two years)</i>	\$90,000	2012	\$45,000
Goddard Riverside Community Center 593 Columbus Avenue New York, NY 10024 <i>\$300,000 over two years, divided as follows: \$125,000 each year for college access services and training, and an additional \$50,000 in the first year to update the data systems Options uses for course registration and performance management</i>	\$300,000	2012	\$125,000
Inner-City Scholarship Fund, Inc. 1011 First Avenue, Suite 1400 New York, NY 10022-4134 <i>To help sustain the Library Connections program by supporting cross-curricular projects in alumni schools and convening meetings for school alumni to share best practices and ideas (over two years)</i>	\$60,000	2012	\$30,000
Mama Foundation for the Arts, Inc. 149 West 126th Street New York, NY 10027 <i>As a final grant to help support the Gospel for Teens program (over two years)</i>	\$40,000	2012	\$20,000
New Yorkers for Parks The Arthur Ross Center for Parks and Open Spaces 55 Broad Street, 23rd Floor New York, NY 10004 <i>To help support research, advocacy, and education to help ensure that parks and open spaces across the five boroughs are well-funded, well-maintained, and safe for the enjoyment of all New Yorkers (over two years)</i>	\$125,000	2012	\$60,000
Nonprofit Coordinating Committee of New York, Inc. 1350 Broadway, Suite 1801 New York, NY 10018-7802 <i>To help support NPCC's work on behalf of the local nonprofit sector (over two years)</i>	\$80,000	2012	\$40,000
Center for New York City Neighborhoods, Inc. 74 Trinity Place, Suite 1302 New York, NY 10006 <i>To help support foreclosure prevention services for homeowners throughout New York City (over two years)</i>	\$200,000	2012	\$100,000

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<u>Recipient and Purpose</u>	<u>Grant Amount</u>	<u>Year Awarded</u>	<u>Amount Payable as of 12/31/2012</u>
Cornelia Connelly Center for Education Holy Child Middle School 220 East 4th Street New York, NY 10009 <i>To help support the Holy Child Middle School for low-income girls (over two years)</i>	\$100,000	2012	\$50,000
Harlem RBI, Inc. 333 East 100th Street, Ground Floor New York, NY 10029 <i>To help support program and organizational development activities related to program codification, evaluation, and human capital management (over two years)</i>	\$200,000	2012	\$100,000
The HOPE Program, Inc. One Smith Street Brooklyn, NY 11201 <i>To help support the job placement program (over two years)</i>	\$70,000	2012	\$35,000
Mount Sinai School of Medicine of New York University Center to Advance Palliative Care 1255 Fifth Avenue, Suite C-2 New York, NY 10029-6574 <i>To help support policy and education initiatives by the Center to Advance Palliative Care (over two years)</i>	\$125,000	2012	\$50,000
The New York Public Library Stephen A. Schwarzman Building Fifth Avenue & 42nd Street New York, NY 10018-2788 <i>To provide general support for activities reaching New York City's most underserved communities (over three years)</i>	\$300,000	2012	\$200,000
Papaprofessional Healthcare Institute, Inc. 400 East Fordham Road, 11th Floor Bronx, NY 10458 <i>To help support the New York Policy Program and its efforts to strengthen the home-care workforce and thereby improve care for the elderly and disabled (over two years)</i>	\$200,000	2012	\$100,000
StreetSquash, Inc. 40 West 116th Street New York, NY 10026 <i>To help support the College Access and Beyond Program (over two years)</i>	\$60,000	2012	\$25,000

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<u>Recipient and Purpose</u>	<u>Grant Amount</u>	<u>Year Awarded</u>	<u>Amount Payable as of 12/31/2012</u>
The B.E.L.L. Foundation, Inc. 1361 Amsterdam Avenue, Suite 320 New York, NY 10027 <i>\$100,000 a year to help support BELL Summer in New York City, and \$50,000 a year to help support program improvements and capacity building in New York City and provide matching funds for a federal Social Innovation Fund grant for FY13 & FY14 (over 2 yrs)</i>	\$300,000	2012	\$150,000
Citizens' Committee for Children of New York, Inc. 105 East 22nd Street New York, NY 10010 <i>To provide general operating support for CCC's work on behalf of children and families (over two years)</i>	\$100,000	2012	\$50,000
Primary Care Development Corporation 22 Cortland Street, 12th Floor New York, NY 10007 <i>To support the development of a care coordination model for use by primary care providers, pilot the model with clinics and practices serving low-income Brooklyn residents, and disseminate results (over two years)</i>	\$300,000	2012	\$78,700
The Association for Neighborhood & Housing Development, Inc. 50 Broad Street, Suite 1125 New York, NY 10004 <i>To help support activities to promote the creation and preservation of affordable housing in New York City (over two years)</i>	\$100,000	2012	\$50,000
Queens Museum of Art New York City Building Flushing Meadows Corona Park Queens, NY 11368-3398 <i>To help support Art and Literacy for New New Yorkers, plan for the nation's first-ever public library in an art museum, and implement Collaborative Action Research assessment results to improve teaching practice and enhance student impact (over 3 yrs)</i>	\$325,000	2012	\$200,000
Row New York, Inc. 10-27 46th Avenue, Suite 101 Long Island City, NY 11101 <i>To provide general operating support for rowing and academic programs in New York City (over two years)</i>	\$80,000	2012	\$40,000

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<u>Recipient and Purpose</u>	<u>Grant Amount</u>	<u>Year Awarded</u>	<u>Amount Payable as of 12/31/2012</u>
Alvin Ailey Dance Foundation, Inc. The Joan Weill Center for Dance 405 West 55th Street New York, NY 10019-4402 <i>To help support the Ailey School Scholarship Program and the Ailey Athletic Boys Program (over three years)</i>	\$90,000	2011	\$30,000
The New York Botanical Garden 200th Street & Southern Boulevard Bronx, NY 10458-5126 <i>To help support the Children's Education program (over three years)</i>	\$300,000	2011	\$100,000
The Queens Borough Public Library 89-11 Merrick Boulevard Jamaica, NY 11432 <i>To help support English for Speakers of Other Languages, the Family Literacy Program and the Youth Workforce Development Program (over three years)</i>	\$450,000	2011	\$150,000
The East Harlem School at Exodus House 309 East 103 Street New York, NY 10029 <i>To provide general operating support and help with the design and execution of a professional development and retention strategy for faculty (over three years)</i>	\$275,000	2011	\$75,000
The New York Interschool Association, Inc. 378 West End Avenue, Suite 706 New York, NY 10024 <i>To help initiate a philanthropy education program for select New York City independent, charter and inner-city Catholic schools (over two years)</i>	\$30,000	2011	\$15,000
Grand Total			\$2,553,700

Morgan Stanley

For the Period December 1-31, 2012

ALTMAN FOUNDATION II
521 FIFTH AVENUE

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain(Loss)	Estimated Annual Income	Dividend Yield %
AMAZON COM INC (AMZN)	3/12/08	2,000,000	67.733	135,465.00	501,740.00	366,275.00 LT	—	—
Share Price: \$250.870								
AT&T INC (T)								
	6/28/05	4,587,894	24.506	112,430.54	154,657.91	42,227.37 LT		
	6/29/05	7,793,947	24.850	193,681.73	262,733.95	69,052.22 LT		
	7/5/05	0.159	24.403	3.88	5.36	1.48 LT		
Total		12,382,000		306,116.15	417,397.22	111,281.07 LT	22,287.60	5.33
Share Price: \$33.710; Next Dividend Payable 02/20/13								
BERKSHIRE HATHAWAY CL-B NEW (BRKB)	11/2/11	3,000,000	76.360	229,078.50	269,100.00	40,021.50 LT		
	11/30/11	3,000,000	77.399	232,195.50	269,100.00	36,904.50 LT		
Total		6,000,000		461,274.00	538,200.00	76,926.00 LT	—	—
Share Price: \$89.700								
BROOKFIELD ASSET MGMT CL A LTD (BAM)	5/8/09	1,000,000	17.648	17,648.20	36,650.00	19,001.80 LT		
	3/9/10	2,500,000	24.597	61,493.00	91,625.00	30,132.00 LT		
	7/22/10	1,500,000	24.959	37,438.65	54,975.00	17,536.35 LT		
Total		5,000,000		116,579.85	183,250.00	66,670.15 LT	2,800.00	1.52
Share Price: \$36.650; Next Dividend Payable 02/20/13								
CALPINE CORP NEW (CPN)								
	2/15/12	7,000,000	15.437	108,061.80	126,910.00	18,848.20 ST		
	3/19/12	4,000,000	17.358	69,432.40	72,520.00	3,087.60 ST		
	4/20/12	1,000,000	18.339	18,339.00	18,130.00	(209.00) ST		
Total		12,000,000		195,833.20	217,560.00	21,726.80 ST	—	—
Share Price: \$18.130								
CISCO SYS INC (CSCO)								
	6/5/08	3,000,000	27.639	82,915.50	58,948.20	(23,967.30) LT		
	10/24/08	5,000,000	16.670	83,350.00	98,247.00	14,897.00 LT		
	3/12/09	3,000,000	15.259	45,777.00	58,948.20	13,171.20 LT		
	3/16/09	3,000,000	15.649	46,947.30	58,948.20	12,000.90 LT		
Total		14,000,000		258,989.80	275,091.60	16,101.80 LT	7,840.00	2.84
Share Price: \$19.649; Next Dividend Payable 03/20/13								
CORNING INC (GLW)								
	6/1/09	3,500,000	15.150	53,025.00	44,170.00	(8,855.00) LT		
	7/23/09	5,000,000	16.820	84,099.50	63,100.00	(20,999.50) LT		
	8/18/09	8,000,000	15.828	126,624.00	100,960.00	(25,664.00) LT		
Total		16,500,000		263,748.50	208,230.00	(55,518.50) LT	5,940.00	2.95
Share Price: \$12.620; Next Dividend Payable 03/20/13								
3M COMPANY (MMM)								
	7/14/09	1,000,000	\$60.383	\$60,383.00	\$92,850.00	\$32,467.00 LT		
	7/15/09	2,000,000	61.989	123,977.00	185,700.00	61,723.00 LT		
	9/9/09	2,000,000	73.200	146,399.00	185,700.00	39,301.00 LT		
Total		5,000,000		330,759.00	464,250.00	133,491.00 LT	11,800.00	2.54
Share Price: \$92.850; Next Dividend Payable 03/20/13								

Morgan Stanley

For the Period December 1-31, 2012

ALTMAN FOUNDATION II
521 FIFTH AVENUE

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
DU PONT EI DE NEMOURS & CO (DD)								
	2/16/06	2,000,000	41.519	83,037.80	89,957.00	6,919.20 LT		
	3/6/07	2,000,000	51.161	102,322.20	89,957.00	(12,365.20) LT		
	2/12/08	2,000,000	47.800	95,600.00	89,957.00	(5,643.00) LT		
	3/25/08	3,000,000	47.348	142,043.10	134,935.50	(7,107.60) LT		
Total		9,000,000		423,003.10	404,806.50	(18,196.60) LT	15,480.00	3.82
Share Price: \$44.979, Next Dividend Payable 03/2013								
EMC CORP MASS (EMC)								
	10/30/08	3,000,000	11.345	34,035.30	75,900.00	41,864.70 LT		
	3/12/09	6,000,000	10.836	65,014.80	151,800.00	86,785.20 LT		
	6/1/09	5,000,000	12.048	60,240.00	126,500.00	66,260.00 LT		
Total		14,000,000		159,290.10	354,200.00	194,909.90 LT	--	--
Share Price: \$25.300								
EXXON MOBIL CORP (XOM)								
	3/15/06	3,000,000	60.649	181,946.10	259,650.00	77,703.90 LT		
	3/16/12	2,000,000	86.778	173,555.00	173,100.00	(455.00) ST		
Total		5,000,000		355,501.10	432,750.00	77,703.90 LT	11,400.00	2.63
Share Price: \$86.550, Next Dividend Payable 03/2013								
GENERAL ELECTRIC CO (GE)								
	9/16/03	2,000,000	31.769	63,538.80	41,980.00	(21,558.80) LT		
	9/23/03	7,000,000	31.570	220,990.00	146,930.00	(74,060.00) LT		
	10/29/03	5,000,000	28.850	144,250.00	104,950.00	(39,300.00) LT		
	6/30/08	6,000,000	26.609	159,654.00	125,940.00	(33,714.00) LT		
Total		20,000,000		588,432.80	419,800.00	(168,632.80) LT	15,200.00	3.62
Share Price: \$20.990, Next Dividend Payable 01/25/13								
HOME DEPOT INC (HD)								
	2/12/10	4,000,000	28.960	115,839.20	247,400.00	131,560.80 LT	4,640.00	1.87
Share Price: \$61.850, Next Dividend Payable 03/2013								
INTEL CORP (INTC)								
	3/16/09	5,000,000	14.627	73,134.00	103,100.00	29,966.00 LT		
	7/14/09	4,000,000	16.618	66,472.00	82,480.00	16,008.00 LT		
Total		9,000,000		139,606.00	185,580.00	45,974.00 LT	8,100.00	4.35
Share Price: \$20.620, Next Dividend Payable 03/2013								
INTERNATIONAL PAPER CO (IP)								
	5/10/12	7,000,000	31.706	221,942.00	278,880.00	56,938.00 ST	8,400.00	3.01
Share Price: \$39.840, Next Dividend Payable 03/2013								
INTL BUSINESS MACHINES CORP (IBM)								
	3/8/06	600,000	81.600	48,960.00	114,930.00	65,970.00 LT	2,040.00	1.77
Share Price: \$191.550, Next Dividend Payable 03/2013								

Morgan Stanley

For the Period December 1-31, 2012

ALTMAN FOUNDATION II
521 FIFTH AVENUE

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
KIMBERLY CLARK CORP (KMB)								
	1/29/08	2,000,000	65.518	131,035.40	168,860.00	37,824.60 LT		
	2/1/08	1,000,000	66.739	66,739.00	84,430.00	17,691.00 LT		
	9/9/08	1,800,000	65.997	118,794.60	151,974.00	33,179.40 LT		
	9/9/08	200,000	65.885	13,177.00	16,886.00	3,709.00 LT		
Total		5,000,000		329,746.00	422,150.00	92,404.00 LT	14,800.00	3.50
<i>Share Price: \$84.430; Next Dividend Payable 01/03/13</i>								
MDU RES GROUP INC (MDU)								
	4/28/03	5,000,000	13.288	66,437.78	106,200.00	39,762.22 LT		
	12/28/09	5,000,000	23.977	119,882.50	106,200.00	(13,682.50) LT		
Total		10,000,000		186,320.28	212,400.00	26,079.72 LT	6,900.00	3.24
<i>Share Price: \$21.240; Next Dividend Payable 01/01/13</i>								
MICROSOFT CORP (MSFT)								
	9/27/06	10,000,000	27.385	273,846.00	267,097.00	(6,749.00) LT		
	4/30/09	10,000,000	20.910	209,100.00	267,097.00	57,997.00 LT		
Total		20,000,000		482,946.00	534,194.00	51,248.00 LT	18,400.00	3.44
<i>Share Price: \$26.710; Next Dividend Payable 03/20/13</i>								
NISOURCE INC (NI)								
	10/5/11	7,000,000	21.349	149,443.70	174,230.00	24,786.30 LT		
Total		7,000,000		149,443.70	174,230.00	24,786.30 LT	6,720.00	3.85
<i>Share Price: \$24.890; Next Dividend Payable 02/20/13</i>								
NUCOR CORPORATION (NUE)								
	1/18/11	5,000,000	44.869	224,345.00	215,800.00	(8,545.00) LT		
	1/31/11	2,000,000	45.869	91,717.00	86,320.00	(5,397.00) LT		
Total		7,000,000		316,062.00	302,120.00	(13,942.00) LT	10,290.00	3.40
<i>Share Price: \$43.160; Next Dividend Payable 02/11/13</i>								
PROCTER & GAMBLE (PG)								
	10/29/09	3,000,000	59.431	178,294.20	203,670.00	25,375.80 LT		
	1/19/10	3,000,000	61.428	184,284.90	203,670.00	19,385.10 LT		
Total		6,000,000		362,579.10	407,340.00	44,760.90 LT	13,488.00	3.31
<i>Share Price: \$67.890; Next Dividend Payable 02/20/13</i>								
ROYAL DUTCH SHELL PLC (RDSA)								
	1/28/02	31,783	46.216	1,468.87	2,191.44	722.57 LT		
	3/2/04	14,217	47.483	675.07	980.26	305.19 LT		
Total		46,000		2,143.94	3,171.70	1,027.76 LT	134.50	4.24
<i>Share Price: \$68.950</i>								
ROYAL DUTCH SHELL PLC CL B (RDS'B)								
	1/28/02	2,619,375	47.131	123,454.25	185,687.49	62,233.24 LT		
	3/2/04	1,171,625	48.426	56,737.56	83,056.50	26,318.94 LT		

Morgan Stanley

For the Period December 1-31, 2012

ALTMAN FOUNDATION II
521 FIFTH AVENUE

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total		3,791.000		180,191.81	268,743.99	88,552.18 LT	13,041.04	4.85
Share Price: \$70.890								
SCHLUMBERGER LTD (SLB)	7/23/03	3,000.000	23.475	70,425.00	207,895.80	137,470.80 LT	3,300.00	1.58
Share Price: \$69.299; Next Dividend Payable 01/11/13								
UNITED PARCEL SERVICE INC CL-B (UPS)	5/16/07	4,000.000	71.300	285,200.00	294,920.00	9,720.00 LT	9,120.00	3.09
Share Price: \$73.730; Next Dividend Payable 03/20/13								
WAL MART STORES INC (WMT)	12/27/10	3,500.000	53.677	187,869.50	238,805.00	50,935.50 LT		
	2/7/11	3,000.000	56.068	168,204.00	204,690.00	36,486.00 LT		
Total		6,500.000		356,073.50	443,495.00	87,421.50 LT	10,335.00	2.33
Share Price: \$68.230; Next Dividend Payable 03/20/13								
STOCKS								
		Percentage of Assets %		Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
		91.5%		\$6,842,471.13	\$8,514,725.81	\$1,594,044.88 LT	\$222,456.14	2.61%
						\$78,209.80 ST	\$0.00	

Valuation Currency: USD Pricing Date: 31-Dec-2012
 Basis: Trade Date Appraisal Date: 31-Dec-2012

ALTMAN FOUNDATION EQUITY ACCT
Portfolio Valuation by Security

Nominal Ratings	Shares/ Description	% of Port.	Unit Cost	Total Cost	Mkt. Price	Market Value	Unrealized Gain/Loss	Accrued Income	Est. Ann. Inc.	Current Yield
EQUITY SECURITIES										
2,089	AMAZON COM INC USD COM	6.68	119.12	248,848.71	251.14	524,631.46	275,782.75		0.00	0.00
787	APPLE INC USD COM	5.34	137.06	107,865.13	533.03	419,494.61	311,629.48		9,601.40	2.29
2,043	BAIDU COM ADR REPR 1 CL A SHR	2.61	100.53	205,376.53	100.29	204,892.47	(484.06)		0.00	0.00
638	BLACKROCK INC CL-A USD COM	1.68	187.34	119,520.55	206.71	131,880.98	12,360.43		4,287.36	3.25
12,060	BROOKFIELD ASSET MANAGE-CL A	5.63	34.56	416,804.59	36.65	441,999.00	25,194.41		7,236.00	1.64
2,737	CME GROUP INC	1.77	69.94	191,432.20	50.71	138,793.27	(52,638.93)		4,926.60	3.55
2,114	COACH INC USD COM	1.49	56.42	119,274.69	55.51	117,348.14	(1,926.55)		2,536.80	2.16
16,736	FACEBOOK INC	5.67	35.99	602,403.69	26.63	445,679.68	(156,724.01)		0.00	0.00
3,305	FIRST SOLAR INC	1.30	58.37	192,897.37	30.88	102,058.40	(90,838.97)		0.00	0.00
703	GOOGLE INC CL A	6.35	550.86	387,256.48	709.37	498,687.11	111,430.63		0.00	0.00
18,217	GROUPON INC	1.13	11.47	208,954.77	4.88	88,898.96	(120,055.81)		0.00	0.00
6,031	ILLUMINA INC USD COM	4.27	43.27	260,976.80	55.59	335,263.29	74,286.49		0.00	0.00
583	INTUITIVE SURGICAL INC USD COM	3.64	289.70	168,892.82	490.37	285,885.71	116,992.89		0.00	0.00
1,104	LINKEDIN CORP	1.61	76.77	84,750.13	114.82	126,761.28	42,011.15		0.00	0.00
567	MASTERCARD INC-CL A	3.55	449.01	254,590.38	491.28	278,555.76	23,965.38		1,360.80	0.49
2,768	MCGRAW-HILL COMPANIES INC USD COM	1.93	43.29	119,838.03	54.67	151,326.56	31,488.53		3,100.16	2.05
2,665	MEAD JOHNSON NUTRITION CO	2.25	58.47	155,834.30	65.89	175,596.85	19,762.55		3,624.40	2.06
4,064	MONSANTO CO	4.90	52.32	212,627.50	94.65	384,657.60	172,030.10		6,096.00	1.58
6,651	MOTOROLA SOLUTIONS INC	4.74	40.43	268,867.58	55.68	370,327.68	101,460.10		6,917.04	1.87
3,645	MSCI INC	1.44	32.21	117,412.54	30.99	112,958.55	(4,453.99)		0.00	0.00
1,782	NESTLE SA SPONS ADR REPR 1/20 REGD S	1.48	65.74	117,150.50	65.17	116,132.94	(1,017.56)		0.00	0.00
532	PRICELINE COM INC USD COM	4.21	563.23	299,636.05	621.20	330,478.40	30,842.35		0.00	0.00
7,505	PROGRESSIVE CORP USD COM	2.02	21.80	163,626.32	21.10	158,355.50	(5,270.82)		2,131.42	1.35

ALTMAN FOUNDATION EQUITY ACCT											Pricing Date	31-Dec-2012		
Valuation Currency		USD		Portfolio Valuation by Security									Appraisal Date	31-Dec-2012
Basis		Trade Date												
Nominal Ratings	Shares/ Security Description	% of Port.	Unit Cost	Total Cost	Mkt. Price	Market Value	Unrealized Gain/Loss	Accrued Income	Est. Ann. Inc.	Current Yield				
2,048	RANGE RESOURCES CORP USD COM	1.64	49.03	100,403.21	62.83	128,675.84	28,272.63		327.68	0.25				
1,890	SALESFORCE COM INC USD COM	4.04	61.32	115,899.10	168.10	317,709.00	201,809.90		0.08	0.00				
3,549	SENSATA TECHNOLOGIESHOLDINGS NV	1.47	30.84	109,455.80	32.48	115,271.52	5,815.72		0.00	0.00				
3,821	STARBUCKS CORP USD COM	2.61	48.53	185,439.32	53.62	204,882.02	19,442.70		3,209.64	1.57				
3,413	TENCENT HOLDINGS LTD US	1.42	18.56	63,340.09	32.65	111,434.45	48,094.36		0.00	0.00				
6,127	ULTRA PETROLEUM CORP USD COM	1.41	62.42	382,434.55	18.13	111,082.51	(271,352.04)		0.00	0.00				
1,975	VALEANT PHARMACEUTICALS INTERN (1.50	48.41	95,604.71	59.77	118,045.75	22,441.04		750.50	0.64				
2,711	VERISK ANALYTICS INC-CL A	1.76	48.77	132,212.76	51.00	138,261.00	6,048.24		0.00	0.00				
1,930	VISA INC-CLASS A SHARES	3.72	126.21	243,584.07	151.58	292,549.40	48,965.33		2,547.60	0.87				
1,388	VMWARE INC	1.66	82.69	114,768.28	94.14	130,666.32	15,898.04		0.00	0.00				
910	WORKDAY INC	0.63	28.00	25,480.00	54.50	49,595.00	24,115.00		0.00	0.00				
3,656	YANDEX NV	1.00	33.66	123,045.71	21.57	78,859.92	(44,185.79)		0.00	0.00				
Total EQUITY SECURITIES		98.54		6,716,505.26		7,737,696.93	1,021,191.67	2,528.76	58,653.48					
TOTAL ACCRUED INCOME						2,528.76								
TOTAL RECEIVABLES/PAYABLES						2,862.11								

TOTAL PORTFOLIO

\$ 7,743,087.80

Portfolio Statement

31 DEC 2012

Account Name: ALTMAN FDN - NORTHPOINTE

Asset Detail - Base Currency

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Description/Asset ID Investment Mgr ID Shares/PAIR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Equities							
Common stock							
CRAY INC COM NEW STK CUSIP 225223304	15 9500000	0 00	161,095 00	94,393 70	66,701 30	0 00	66,701 30
DFC GLOBAL CORP COM CUSIP 23324T107	18 5100000	0 00	205,072 29	210,404 89	- 5,332 60	0 00	- 5,332 60
ENPRO INDS INC COM CUSIP 29355X107	40 9000000	0 00	155,420 00	150,546 44	4,873 56	0 00	4,873 56
EXAMWORKS GROUP INC COM CUSIP 30066A105	13 9900000	0 00	176,274 00	122,522 40	53,751 60	0 00	53,751 60
GULFPORT ENERGY CORP COM NEW COM NEW CUSIP 402635304	38 2200000	0 00	183,226 68	120,538 27	62,688 41	0 00	62,688 41
HOMESTREET INC INC CUSIP 43785V102	25 5500000	0 00	194,180 00	98,147 00	96,033 00	0 00	96,033 00
KERYX BIOPHARMACEUTICALS INC COM ISIN US4925151015 CUSIP 492515101	2 6200000	0 00	83,381 50	63,152 50	20,229 00	0 00	20,229 00
KODIAK OIL & GAS CORP COM CUSIP 50015Q100	8 8500000	0 00	189,390 00	186,001 11	3,388 89	0 00	3,388 89
LIBBEY INC COM CUSIP 529898108	19 3500000	0 00	102,555 00	83,348 69	19,206 31	0 00	19,206 31
MODINE MFG CO COM STK CUSIP 607828100	8 1300000	0 00	170,193 42	169,081 59	1,111 83	0 00	1,111 83
MONOTYPE IMAGING HLDGS INC COM STK CUSIP 61022P100	15 9800000	416 32	166,319 84	155,381 21	10,938 63	0 00	10,938 63

Portfolio Statement

31 DEC 2012

Account Name ALTMAN EDN NORTHPOINTE

Asset Detail - Base Currency

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Description/Asset ID. Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss		Total
						Translation		
Equities								
Common stock								
NATIONAL BK HLDGS CORP CL A COM STK CUSIP 633707104								
10,319 00	18 9900000	0 00	195,957 81	200,529 73	- 4,571 92	0 00		- 4,571 92
PACWEST BANCORP DEL COM CUSIP 695263103								
3,267 00	24 7800000	0 00	80,956 26	79,264 50	1,691 76	0 00		1,691 76
POLYPORE INTL INC COM CUSIP 73179V103								
3,200 00	46 5000000	0 00	148,800 00	126,060 20	22,739 80	0 00		22,739 80
RESOURCE CAP CORP COM CUSIP 76120W302								
30,200 00	5 6000000	6,040 00	169,120 00	201,068 53	- 31,948 53	0 00		- 31,948 53
RTI BIOLOGICS INC COM STK CUSIP 74975N105								
43,124 00	4 2700000	0 00	184,139 48	161,312 04	22,827 44	0 00		22,827 44
SANCHEZ ENERGY CORP COM CUSIP 79970Y105								
9,100 00	18 0000000	0 00	163,800 00	172,679 04	- 8,879 04	0 00		- 8,879 04
SANMINA CORP COM CUSIP 801056102								
10,400 00	11 0700000	0 00	115,128 00	112,980 39	2,147 61	0 00		2,147 61
SEACHANGE INTL INC COM CUSIP 811699107								
18,400 00	9 6700000	0 00	177,928 00	172,519 02	5,408 98	0 00		5,408 98
SPECTRANETICS CORP COM CUSIP 84760C107								
9,700 00	14 7700000	0 00	143,269 00	64,173 82	79,095 18	0 00		79,095 18
STERLING FINL CORP WASH COM NEW COM NEW CUSIP 859319303								
7,000 00	20 8800000	0 00	146,160 00	142,542 04	3,617 96	0 00		3,617 96
THE JONES GROUP INC COMMON STOCK CUSIP 48020T101								
12,900 00	11 0600000	0 00	142,674 00	169,197 69	- 26,523 69	0 00		- 26,523 69

Account Name: ALTMAN, EDN - NORTHPOINTE
Account Number: 2933330

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Unrealized gain/loss

Equities

Common stock

TITAN INTL INC ILL COM	CUSIP 88830M102				
	7,600 00	21 7200000	38 00	165,072 00	174,042 67
					- 8,970 67
					0 00
					- 8,970 67

TIVO INC COM	CUSIP 888706108	10,700 00	12 3200000	0 00	131,824 00	109,459 74	22,364 26	0 00	22,364 26
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Total USD	8,254 32	5,285,719 08	4,692,022 73	593,696 35	0 00	593,696 35
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Total United States	8,254 32	5,285,719 08	4,692,022 73	593,696 35	0 00
				593,696 35	0 00
					593,696 35

Total Common Stock	8,254.32	5,285,719.08	4,692,022.73	593,696.35	0.00	593,696.35
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LESS PENDING PURCHASES	(15,767.3)
ADD PENDING TRADES	3,301.09
ACCRUED INCOME	8,254.32

TOTAL PORTFOLIO

\$ 5,309,507.18

**Altman Foundation
Other Investments
For the Year Ended December 31, 2012
EIN# 13-1623879**

Private Equity

Common Fund International V	\$ 1,794,435
Common Fund International VI	7,509,187
Common Fund Natural Resources Fund	6,711,011
Common Fund Private Equity V	1,954,081
Common Fund Private Equity VI	4,195,650
Common Fund Private Equity VII	5,996,760
Common Fund Venture Partners VI	1,593,980
Common Fund Venture Partners VII	3,787,247
FLAG International Partnership II	3,882,156
Goldman-Sachs Vintage Fund V	5,349,321
Invesco Non-US Partnership Fund III	487,018
Invesco Partnership Fund III	1,776,646
Invesco US Buyout Out & Expansion Capital Partnership Fund III	1,355,975
Rockefeller 2006 Global Opportunities	2,319,199
Rockefeller Access Fund 01	4,251,686
Total Private Equity	\$ 52,964,352

International Equity Funds

Silchester International Equity	\$ 16,004,661
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International Emerging Market Funds

Capital International Emerging Markets	\$ 6,681,145
Capital International ETOP	5,839,508
	\$ 12,520,653

Domestic Equity Funds

Lone Cascade	\$ 8,905,872
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Real Asset Funds

AG Net Lease Realty II	\$ 4,929,472
Common Fund Realty Investors	233,398
Metropolitan Real Estate Partners V	3,554,325
Metropolitan Real Estate Partners 2008 Distressed Co-Investment Fund	5,805,502
PIMCO Commodity Real Return	5,416,647
REEFF America REIT II	6,113,957
Total Real Asset Funds	\$ 26,053,301

Hedge Funds

Archipelago Holdings	\$ 13,982,219
Brigade Leveraged Capital	16,993,974
Convexity Capital Offshore	21,088,926
Double Eagle Offshore Capital Ace Fund	14,203,873
Pine Grove Offshore Fund	8,534,390
Total Hedge Funds	\$ 74,803,382
Net Unsettled Securities Trades	\$ 175,000

Total Other Investments	\$ 191,427,221
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2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
2	LEASEHOLD IMPROVEMENTS	010100	SL	15.00	17	281,238.			281,238.	215,494.		18,749.
3	FURNITURE & FIXTURES	010100	SL	10.00	17	276,717.			276,717.	276,717.		0.
5	COMPUTER	070101	SL	5.00	17	18,972.			18,972.	18,972.		0.
6	COMPUTER EQUIPMENT	070102	SL	5.00	17	6,090.			6,090.	6,090.		0.
7	COMPUTER EQUIPMENT	090104	SL	5.00	17	5,150.			5,150.	5,150.		0.
8	PHONE SYSTEM	123105	SL	5.00	17	17,907.			17,907.	17,905.		0.
9	COMPUTER SYSTEM	070106	SL	5.00	17	24,283.			24,283.	24,285.		0.
10	SOFTWARE PACKAGE	070106	SL	5.00	17	3,771.			3,771.	3,771.		0.
11	PHONE SYSTEM	110107	SL	5.00	17	2,593.			2,593.	2,119.		474.
12	SERVER	052208	SL	5.00	17	5,337.			5,337.	3,824.		1,067.
	* TOTAL 990-PF PG 1 DEPR					642,058.		0.	642,058.	574,327.	0.	20,290.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

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

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	ALTMAN FOUNDATION	13-1623879
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
File by the due date for filing your return. See instructions.	521 FIFTH AVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10175	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

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

THE FOUNDATION

- The books are in the care of ► 521 FIFTH AVE - NEW YORK, NY 10175
Telephone No. ► (212) 682-0970 FAX No. ►

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

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

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	209,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	169,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	40,000.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

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

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions ALTMAN FOUNDATION	Employer identification number (EIN) or 13-1623879
	Number, street, and room or suite no. If a P.O. box, see instructions 521 FIFTH AVE	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10175		

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

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

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

THE FOUNDATION

- The books are in the care of **521 FIFTH AVE - NEW YORK, NY 10175**

Telephone No. **(212) 682-0970**

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**.

5 For calendar year **2012**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED TO ACCUMULATE THE NECESSARY INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	209,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	209,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Maren M. Bertz** Title **CPA**

Date **8/7/13**

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