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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

THE RITA AND ALEX HILLMAN FOUNDATION
200 PARK AVE. SO. #1705
NEW YORK, NY 10003A Employer identification number
13-2560546B Telephone number (see the instructions)
(212) 265-3115C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

J \$ 98,225,189. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5 a Gross rents

b Net rental income or (loss)

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

b Gross sales price for all assets on line 6a

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

8 Net short-term capital gain

9 Income modifications

10 a Gross sales less returns and allowances

b Less: Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16 a Legal fees (attach schedule)

b Accounting fees (attach sch) See St 2

c Other prof fees (attach sch) See St 3

17 Interest

18 Taxes (attach schedule)(see instrs) See Stm 4

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 5

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

25 Contributions, gifts, grants paid Part XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

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

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

ADMINISTRATIVE AND OPERATING EXPENSES

Part III Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash – non-interest-bearing	290,919.	538,184.	538,184.
	2 Savings and temporary cash investments	11,807,012.	4,745,832.	4,745,832.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	10,143,212.	12,312,167.	13,630,176.
	c Investments – corporate bonds (attach schedule)	13,253,077.	10,129,798.	10,416,551.
	11 Investments – land, buildings, and equipment: basis			
L I A B I L I T I E S	Less: accumulated depreciation (attach schedule)			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)	48,316,434.	52,918,608.	58,692,754.
	14 Land, buildings, and equipment: basis	33,095.		
	Less: accumulated depreciation (attach schedule) See Stmt 6	34,387.	33,095.	33,095.
	15 Other assets (describe See Statement 7)	713,437.	745,071.	10,168,597.
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	84,558,478.	81,422,755.	98,225,189.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
N E T A S S E T S O R F U N D B A L A N C E S	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe See Statement 8)	53,502.	54,001.	
	23 Total liabilities (add lines 17 through 22)	53,502.	54,001.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	84,504,976.	81,368,754.	
F U N D B A L A N C E S	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	84,504,976.	81,368,754.	
	31 Total liabilities and net assets/fund balances (see instructions)	84,558,478.	81,422,755.	

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	84,504,976.
2	Enter amount from Part I, line 27a	2	-2,196,801.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	82,308,175.
5	Decreases not included in line 2 (itemize) See Statement 9	5	939,421.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	81,368,754.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a BOOKS AND RECORDS- NOTE A		P	Various	Various
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 70,449.			70,449.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			70,449.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	70,449.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	2,528,396.	87,766,438.	0.028808
2010	2,746,875.	86,614,886.	0.031714
2009	5,167,115.	86,095,665.	0.060016
2008	11,010,190.	55,467,548.	0.198498
2007	2,214,261.	28,804,431.	0.076872

2 Total of line 1, column (d)	2	0.395908
3 Average distribution ratio for the 5-year base period— divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.079182
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	85,733,706.
5 Multiply line 4 by line 3	5	6,788,566.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,461.
7 Add lines 5 and 6	7	6,799,027.
8 Enter qualifying distributions from Part XII, line 4	8	3,196,281.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary— see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	20,923.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	20,923.
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	20,923.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012		6 a	116,967.
b Exempt foreign organizations— tax withheld at source		6 b	
c Tax paid with application for extension of time to file (Form 8868)		6 c	25,000.
d Backup withholding erroneously withheld		6 d	
7 Total credits and payments. Add lines 6a through 6d		7	141,967.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	121,044.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) 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.rahf.org</u>	13	X	
14	The books are in care of <u>DORI JAFFE</u> Telephone no. <u>(212) 265-3115</u> Located at <u>200 PARK AVENUE SO. NEW YORK NY</u> ZIP + 4 <u>10003</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 <u>N/A</u>	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		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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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?	1 c	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? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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)

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

If 'Yes' to 6b, file Form 8870

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

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		445,000.	54,000.	0.

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

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

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

0

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

Part IX-A Summary of Direct Charitable Activities

Expenses

1	N/A	
2		
3		
4		

Amount

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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	1 a	86,178,425.
b	Average of monthly cash balances	1 b	574,773.
c	Fair market value of all other assets (see instructions)	1 c	286,097.
d	Total (add lines 1a, b, and c)	1 d	87,039,295.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	87,039,295.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,305,589.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	85,733,706.
6	Minimum investment return Enter 5% of line 5	6	4,286,685.

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

1	Minimum investment return from Part X, line 6	1	4,286,685.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	20,923.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	20,923.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,265,762.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,265,762.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,265,762.

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	1 a	3,196,281.
b	Program-related investments— total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,196,281.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	3,196,281.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				4,265,762.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	8,196,175.			
c From 2009	875,824.			
d From 2010				
e From 2011				
f Total of lines 3a through e	9,071,999.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 3,196,281.				
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				3,196,281.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,069,481.			1,069,481.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	8,002,518.			
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 instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	8,002,518.			
10 Analysis of line 9:				
a Excess from 2008	7,126,694.			
b Excess from 2009	875,824.			
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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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 11				
Total			3 a	2,692,206.
b Approved for future payment				
Total			3 b	

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 51,046.		
Total	\$ 51,046.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	\$ 43,600.	\$ 21,800.		\$ 21,800.
Total	\$ 43,600.	\$ 21,800.	\$ 0.	\$ 21,800.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMPUTER	\$ 160.			\$ 160.
CURATORIAL SERVICES	50,000.			50,000.
HANN	10,812.			10,812.
IA FEES	550,101.	\$ 550,101.		
PENSION PLANNING	1,700.	850.		850.
STRATEGIC PLANNING	41,100.			41,100.
Total	\$ 653,873.	\$ 550,951.	\$ 0.	\$ 102,922.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX	\$ 52,751.			
FILING FEE	1,500.			\$ 1,500.
FOREIGN TAX	16,353.	\$ 16,353.		
PAYROLL TAX	20,934.	10,467.		10,467.
Total	\$ 91,538.	\$ 26,820.	\$ 0.	\$ 11,967.

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMPUTER MAINTENANCE	\$ 1,044.	\$ 522.		\$ 522.
HEALTHCARE AND GENERAL INSURANCE	50,328.	25,164.		25,164.
OFFICE EXPENSES	17,797.	8,898.		8,899.
WEBSITE DEVELOPMENT	30,617.			30,617.
Total	<u>\$ 99,786.</u>	<u>\$ 34,584.</u>	<u>\$ 0.</u>	<u>\$ 65,202.</u>

Statement 6
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 39,186.	\$ 6,091.	\$ 33,095.	\$ 33,095.
Total	<u>\$ 39,186.</u>	<u>\$ 6,091.</u>	<u>\$ 33,095.</u>	<u>\$ 33,095.</u>

Statement 7
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
ACCD INT & DIV		\$ 133,426.
MISCELLANEOUS	\$ 153,171.	153,171.
PAINTINGS & SCULPTURES EXHIBITED	591,900.	9,882,000.
Total	<u>\$ 745,071.</u>	<u>\$ 10,168,597.</u>

Statement 8
Form 990-PF, Part II, Line 22
Other Liabilities

RETIREMENT PLAN OBLIGATION	\$ 54,001.
Total	<u>\$ 54,001.</u>

Statement 9
Form 990-PF, Part III, Line 5
Other Decreases

PARTNERSHIP K-1 INCOME NOT REFLECTED IN ASSET COST BASIS	\$ 939,421.
Total	<u>\$ 939,421.</u>

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Statement 10
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
WILLIAM GRIFFIN ONE STATE STREET STE. 1740 HARTFORD, CT 06103	Director 1.00	\$ 0.	\$ 0.	\$ 0.
AHRIN MISHAN 200 PARK AVENUE SO. STE.1075 NEW YORK, NY 10003	Director 40.00	300,000.	25,000.	0.
JAMES MARCUS 720 PARK AVENUE NEW YORK, NY 10021	President 1.00	0.	0.	0.
DORI JAFFE 200 PARK AVENUE SO. STE. 1075 NEW YORK,, NY 10003	ASST TRS.-SECT. 40.00	145,000.	29,000.	0.
PAUL GARFINKLE 2001 SO. EAST SAILFISH PT BLVD STUART, FL 34996	Director 1.00	0.	0.	0.
DR. POLLY BEERE 205 SO. WAKE ST HILLSBORO, NC 27278	Director 1.00	0.	0.	0.
HENRY CHRISTENSEN III MC DERMOTT ET AL 340 MADISN AV NEW YORK, NY 10173	Treasurer/SECY 1.00	0.	0.	0.
RAYMOND J. MCGUIRE 388 GREENWICH ST - 39 FLOOR NEW YORK, NY 10013	Director 1.00	0.	0.	0.
		Total \$ 445,000.	\$ 54,000.	\$ 0.

Statement 11
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 FIFTH AVENUE, SUITE 2540 NEW YORK, NY 10110	NONE	501(c) (3)	EDUCATION, ARTS,	\$ 13,000.

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Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
BROOKLYN ACADEMY OF MUSIC 30 LAFAYETTE AVE BROOKLYN, NY 11217	NONE	501 (c) (3)	EDUCATION, ARTS	\$ 179,000.
BETH ISRAEL SCHOOL OF NURSING 776 SIXTH AVENUE NEW YORK, NY 10001	NONE	501 (c) (3)	NURSING EDUCATION	356,938.
INTERNATIONAL CENTER FOR PHOTOGRAPHY 1114 AVENUE OF AMERICAS NEW YORK, NY 10036	NONE	501 (c) (3)	EDUCATION, ARTS	50,000.
LENOX HILL HOSPITAL 100 EAST 77TH ST. NEW YORK, NY 10075	NONE	501 (c) (3)	NURSING EDUCATION	121,770.
NYU SCHOOL OF NURSING 726 BROADWAY, 10TH FLOOR NEW YORK, NY 10003	NONE	501 (c) (3)	NURSING EDUCATION	360,000.
UNIVERSITY OF PENN SCHOOL OF NURSING 418 CURIE BLVD., ROOM 430 PHILADELPHIA, PA 19104	NONE	501 (c) (3)	NURSING EDUCATION	750,000.
UNIVERSITY OF DALLAS 1845 EAST NORTHGATE DR. IRVING, TX 75062	NONE	501 (c) (3)	EDUCATION	10,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	501 (c) (3)	EDUCATION	10,000.
MUSEUM OF MODERN ART 11 WEST 53RD ST. NEW YORK, NY 10019	NONE	501 (c) (3)	EDUCATION	3,000.
FIRST PRESBYTERIAN CHURCH 1 WEST PUTNAM AVENUE GREENWICH, CT 06830	NONE	501 (c) (3)	RELIGIOUS	1,500.
COLLEGIATE SCHOOL 260 WEST 78TH ST. NEW YORK, NY 10024	NONE	501 (c) (3)	EDUCATION	2,000.
RYE COUNTRY DAY SCHOOL CEDAR STREET RYE, NY 10580	NONE	501 (c) (3)	EDUCATION	20,000.

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Statement 11 (continued)
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Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
BRUNSWICK SCHOOL 100 MAHER AVENUE GREENWICH, CT 06831	NONE	501 (c) (3)	EDUCATION	\$ 20,000.
UNIVERSITY OF HARTFORD 200 BLOOMFIELD AVENUE WEST HARTFORD, CT 06117	NONE	501 (c) (3)	EDUCATION	2,500.
LINCOLN CENTER THEATRE 150 WEST 65TH STREET NEW YORK, NY 10023	NONE	501 (c) (3)	EDUCATION	4,000.
UNIVERSITY OF PENNSYLVANIA 418 CURIE BLVD. PHILADELPHIA, PA 19104	NONE	501 (c) (3)	EDUCATION	144,877.
MUSE 1 EAST 53RD ST., 10TH FLOOR NEW YORK, NY 10022	NONE	501 (c) (3)	EDUCATION	10,000.
AMERICAN NURSES FOUNDATION 8515 GEORGIA AVENUE SIVER SPRING, MD 20910	NONE	501 (c) (3)	EDUCATION	10,000.
UNIVERSITY OF MICHIGAN 3003 SO STATE STREET ANN ARBOR , MI 48109	NONE	501 (c) (3)	EDUCATION	231,660.
UNC CHAPEL HILL 250 E FRANKLIN ST CHAPEL HILL, NC 27516	NONE	501 (c) (3)	EDUCATION	385,961.
GREENWICH AUDUBON 613 RIVERSVILLE RD. GREENWICH, CT 06831	NONE	501 (c) (3)	EDUCATION	2,500.
DUBLIN SCHOOL 18 LEHMAN WAY DUBLIN, NH 03444	NONE	501 (c) (3)	EDUCATION	1,000.
SOUNDWATERS 1281 COVE ROAD STAMFORD, CT 06831	NONE	501 (c) (3)	EDUCATION	500.
NY INTL CHILDREN'S FILM FESTIVAL 225 BROADWAY NEW YORK, NY 10007	NONE	501 (c) (3)	EDUCATION	2,000.

Total \$ 2,692,206.

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STATEMENT A

TAXPAYER HAS REALIZED CAPITAL GAINS AND LOSSES FROM NUMEROUS TRANSACTIONS AND MULTIPLE SOURCES, INCLUDING SECURITY TRANSACTIONS, PASS THROUGH FROM INVESTMENT PARTNERSHIPS AND DISPOSITIONS OF INVESTMENT PARTNERSHIPS. THE TRANSACTIONS ARE AVAILABLE FROM BOOKS AND RECORDS