Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

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

Name of foundation
MERTZ GILMORE FOUNDATION

A Employer identification number
13-2872722

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
218 EAST 18TH STREET

B Telephone number
(212) 475-1137

City or town, state, and ZIP code
NEW YORK, NY 10003-3694

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 111,389,466.

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

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

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

			(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	4,540,000.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,848,407.	1,848,407.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,503,238.			
	b	Gross sales price for all assets on line 6a 7,279,979.				
	7	Capital gain net income (from Part IV, line 2)		3,503,238.		
	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	-114,005.	-289,965.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	9,777,640.	5,061,680.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	539,944.	122,469.		417,475.
	14	Other employee salaries and wages STMT C	386,244.	0.		386,244.
	15	Pension plans, employee benefits STMT C	384,152.	38,803.		345,349.
	16a	Legal fees STMT 3	119.	12.		107.
	b	Accounting fees STMT 4	32,975.	21,984.		10,991.
	c	Other professional fees STMT 5	512,409.	481,317.		31,092.
	17	Interest				
	18	Taxes STMT 6	49,010.	48,510.		0.
	19	Depreciation and depletion	138,795.	0.		
	20	Occupancy STMT C	102,782.	5,710.		97,072.
	21	Travel, conferences, and meetings	13,018.	0.		13,018.
	22	Printing and publications				
	23	Other expenses STMT 7	107,508.	6,007.		101,501.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,266,956.	724,812.		1,402,849.
	25	Contributions, gifts, grants paid	5,735,905.			5,735,905.
	26	**Total expenses and disbursements.** Add lines 24 and 25	8,002,861.	724,812.		7,138,754.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	1,774,779.			
	b	**Net investment income** (if negative, enter -0-)		4,336,868.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
NOV 25 2013
OGDEN, UT
IRS-OSC

SCANNED DEC 04 2013

223501
12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

Form **990-PF** (2012)

90-18

12

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	36,263.	252,692.	252,692.
	2	Savings and temporary cash investments	1,290,185.	1,200,419.	1,200,419.
	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			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 9	9,632,509.	5,899,090.	7,859,601.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	75,252,455.	80,765,088.	99,803,862.
	14	Land, buildings, and equipment: basis ▶ 3,497,740. Less accumulated depreciation STMT 11▶ 1,700,951.	1,931,781.	1,796,789.	1,796,789.
	15	Other assets (describe ▶ STATEMENT 12)	477,772.	476,103.	476,103.
	16	**Total assets** (to be completed by all filers)	88,620,965.	90,390,181.	111,389,466.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☒ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	88,620,965.	90,390,181.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	88,620,965.	90,390,181.	
	31	**Total liabilities and net assets/fund balances**	88,620,965.	90,390,181.	

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	88,620,965.
2	Enter amount from Part I, line 27a	2	1,774,779.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	90,395,744.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	5,563.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	90,390,181.

Form **990-PF** (2012)

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 STATEMENT			
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	7,279,979.		3,776,741.	3,503,238.

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				3,503,238.

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	3,503,238.
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	7,591,970.	104,816,396.	.072431
2010	7,034,801.	99,715,451.	.070549
2009	7,844,903.	88,509,066.	.088634
2008	8,366,685.	104,648,352.	.079950
2007	8,480,154.	115,913,454.	.073159

2 Total of line 1, column (d)	2	.384723
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	.076945
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	106,043,008.
5 Multiply line 4 by line 3	5	8,159,479.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	43,369.
7 Add lines 5 and 6	7	8,202,848.
8 Enter qualifying distributions from Part XII, line 4	8	7,142,557.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. • Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	86,737.
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	86,737.
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	86,737.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	143,744.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	20,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	163,744.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	77,007.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 77,007. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.MERTZGILMORE.ORG

14 The books are in care of ▶ MARION CAPPIELLO Telephone no. ▶ (212) 475-1137

Located at ▶ 218 EAST 18TH STREET, NEW YORK, NY ZIP+4 ▶ 10003-3694

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

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

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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)? **5b** No: X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		539,944.	126,475.	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
MARY PICCIONE - 218 EAST 18TH STREET, NEW YORK, NY 10003	GRANTS/SYSTEMS MGR 35.00	74,412.	28,796.	0.
VANESSA LLANA - 218 EAST 18TH STREET, NEW YORK, NY 10003	EXECUTIVE ASSISTANT 35.00	61,270.	24,656.	0.
LEAK KRAUSS - 218 EAST 18TH STREET, NEW YORK, NY 10003	PROGRAM OFFICER 20.00	56,664.	26,020.	0.
RACHAEL YOUNG - 218 EAST 18TH STREET, NEW YORK, NY 10003	PROGRAM ASSOCIATE 35.00	57,096.	24,726.	0.
MELISSA BROWN - 218 EAST 18TH STREET, NEW YORK, NY 10003	ACCOUNTING AND FINANCE ASSISTANT 35.00	51,028.	21,938.	0.

Total number of other employees paid over $50,000 ▶ 1

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
SILCHESTER INTERNATIONAL INVESTORS 780 3RD AVENUE, NEW YORK, NY 10017	INVESTMENT MANAGER	106,949.
EDGEWOOD MANAGEMENT - 350 PARK AVENUE 18TH FLOOR, NEW YORK, NY 10022	INVESTMENT MANAGER	74,260.
MONTICELLO ASSOCIATES 1800 LARIMER STREET, DENVER, CO 80202	CONSULTANT	60,000.
DARUMA GINKGO FUND, LP 80 WEST 40TH STREET, NEW YORK, NY 10018	INVESTMENT MANAGER	52,743.
DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, LP - 65 EAST 55TH STREET, 19TH FL, NEW YORK, NY	INVESTMENT MANAGER	52,351.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2012)

223581
12-05-12

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	105,053,815.
b	Average of monthly cash balances			1b	2,527,958.
c	Fair market value of all other assets			1c	76,103.
d	**Total** (add lines 1a, b, and c)			1d	107,657,876.
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	107,657,876.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	1,614,868.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	106,043,008.
6	**Minimum investment return.** Enter 5% of line 5			6	5,302,150.

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	5,302,150.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	86,737.		
b	Income tax for 2012. (This does not include the tax from Part VI.) STMT F	2b	500.		
c	Add lines 2a and 2b			2c	87,237.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	5,214,913.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	5,214,913.
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	5,214,913.

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	7,138,754.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	3,803.
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	7,142,557.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,142,557.

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				5,214,913.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			266,980.	
b Total for prior years: ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 7,142,557.				
a Applied to 2011, but not more than line 2a			266,980.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	4,540,000.			
d Applied to 2012 distributable amount				2,335,577.
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).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,540,000.			
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				2,879,336.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	4,540,000.			
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

** SEE STATEMENT 14

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

GOLDEN B. BECKNER, C/O MERTZ GILMORE FOUNDATION, 212-475-1137
218 EAST 18TH STREET, NEW YORK, NY 10003

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

SEE STATEMENT D

c Any submission deadlines:

NONE

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

SEE STATEMENT D

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 B				5,735,905.
Total			▶ 3a	5,735,905.
b *Approved for future payment*				
SEE STATEMENT H				770,000.
Total			▶ 3b	770,000.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

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) Exclusion 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					
4 Dividends and interest from securities			14	1,848,407.	
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	900000	-8,540.	14	-289,965.	
8 Gain or (loss) from sales of assets other than inventory			18	3,503,238.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a ADMINISTRATIVE SVC. FEES					184,500.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-8,540.		5,061,680.	184,500.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 5,237,640.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
11A	FEES FOR GRANT APPLICATION REVIEW SERVICES FOR A CHARITABLE TRUST AND
11A	A NOT FOR PROFIT ORGANIZATION

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶	11/15/13	▶ Asst. Treasurer
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LAUREN CRESCI	Lauren Cresci	11/14/13		P01268493

Firm's name ▶ LUTZ AND CARR, CPAS LLP

Firm's EIN ▶ 13-1655065

Firm's address ▶ 300 EAST 42ND STREET
NEW YORK, NY 10017

Phone no. 212-697-2299

Form 990-PF (2012)

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

MERTZ GILMORE FOUNDATION

Employer identification number

13-2872722

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization

MERTZ GILMORE FOUNDATION

Employer identification number

13-2872722

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TRUST U/W OF JOYCE MERTZ-GILMORE C/O BANK OF NEW YORK, 1290 AVENUE OF THE AMERICAS, 5TH FLOOR NEW YORK, NY 10104	$ 3,940,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	THE BURROUGHS TRUST C/O BANK OF NEW YORK, 1290 AVENUE OF THE AMERICAS, 5TH FLOOR NEW YORK, NY 10104	$ 600,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
MERTZ GILMORE FOUNDATION	13-2872722

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

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

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

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

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

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

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

Name of organization	Employer identification number
MERTZ GILMORE FOUNDATION	13-2872722

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

CONTINUATION FOR 990-PF, PART IV

MERTZ GILMORE FOUNDATION 13-2872722 PAGE 1 OF 1

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	EDGEWATER MGMNT - PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	SILCHESTOR INT'L INVESTORS	P	VARIOUS	VARIOUS
c	WELLINGTON DIH	P	VARIOUS	VARIOUS
d	WAMCO CORE PLUS PORTFOLIO	P	VARIOUS	VARIOUS
e	TIFF PARTNERS I, LLC	P	VARIOUS	VARIOUS
f	CAPITAL GAIN PASSTHROUGHS IN LIMITED PARTNERSHIPS	P	VARIOUS	VARIOUS
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(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	2,267,075.		1,901,248.	365,827.
b	106,949.		132,797.	-25,848.
c	39,180.		35,021.	4,159.
d	2,000,000.		1,657,534.	342,466.
e	59,024.		50,141.	8,883.
f	1,705,830.			1,705,830.
g	1,101,921.			1,101,921.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				365,827.
b				-25,848.
c				4,159.
d				342,466.
e				8,883.
f				1,705,830.
g				1,101,921.
h				
i				
j				
k				
l				
m				
n				
o				

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	3,503,238.
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 DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAIN DISTRIBUTION - GMO	1,101,921.	1,101,921.	0.
DIVIDEND & INTEREST INCOME	1,848,407.	0.	1,848,407.
TOTAL TO FM 990-PF, PART I, LN 4	2,950,328.	1,101,921.	1,848,407.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER LOSSES FROM LIMITED PARTNERSHIPS	-289,965.	-289,965.	
UNRELATED BUSINESS INCOME FROM LIMITED PARTNERSHIPS	-8,540.	0.	
ADMINISTRATIVE SVC. FEES	184,500.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-114,005.	-289,965.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	119.	12.		107.
TO FM 990-PF, PG 1, LN 16A	119.	12.		107.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND TAX FEES	32,975.	21,984.		10,991.
TO FORM 990-PF, PG 1, LN 16B	32,975.	21,984.		10,991.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMUNICATION FEES	8,088.	1,213.		6,875.
INVESTMENT & MANAGEMENT FEES	480,104.	480,104.		0.
OUTSIDE ADMINISTRATIVE	4,937.	0.		4,937.
GRANT RELATED FEES	19,280.	0.		19,280.
TO FORM 990-PF, PG 1, LN 16C	512,409.	481,317.		31,092.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE UNRELATED BUSINESS INCOME TAXES	500.	0.		0.
FOREIGN TAX EXPENSE PASSED THROUGH FROM K-1'S	48,510.	48,510.		0.
TO FORM 990-PF, PG 1, LN 18	49,010.	48,510.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT RELATED EXPENSES	5,323.	0.		5,323.
EQUIPMENT MAINTENANCE & RENTAL	28,107.	2,811.		25,296.
OFFICE OPERATIONS	51,717.	2,585.		49,132.
RESEARCH & MEMBERSHIP	8,506.	0.		8,506.
BOARD OF DIRECTORS TRAVEL & EXPENSES	4,742.	237.		4,505.
INSURANCE	7,473.	374.		7,099.
FILING FEES AND FOUNDATION NOTICE	1,640.	0.		1,640.
TO FORM 990-PF, PG 1, LN 23	107,508.	6,007.		101,501.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
NONTAXABLE LOSS PER K-1'S FROM PARTNERSHIPS	5,563.
TOTAL TO FORM 990-PF, PART III, LINE 5	5,563.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - SEE STATEMENT G	5,899,090.	7,859,601.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,899,090.	7,859,601.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MONEY MARKETS	COST	125,398.	125,398.
CERTIFICATES OF DEPOSIT	COST	100,000.	100,000.
MUTUAL FUNDS	COST	26,531,842.	29,456,234.
CASH IN TRANSIT	COST	264,259.	264,259.
HEDGE FUNDS - SEE STATEMENT A	COST	19,366,134.	32,732,385.
COMINGLED FUNDS - SEE STATEMENT A	COST	27,777,507.	28,905,054.
PRIVATE EQUITY FUNDS - SEE STATEMENT A	COST	6,599,948.	8,220,532.
TOTAL TO FORM 990-PF, PART II, LINE 13		80,765,088.	99,803,862.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND	500,000.	0.	500,000.
BUILDING & ACQUISITION	869,591.	494,580.	375,011.
BUILDING IMPROVEMENTS	2,000,580.	1,107,066.	893,514.
EQUIPMENT & FURNITURE	127,569.	99,305.	28,264.
TOTAL TO FM 990-PF, PART II, LN 14	3,497,740.	1,700,951.	1,796,789.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXCHANGES & LOANS	1,669.	0.	0.
ARTWORK & ANTIQUES	76,103.	76,103.	76,103.
PROGRAM RELATED LOAN RECEIVABLE	400,000.	400,000.	400,000.
TO FORM 990-PF, PART II, LINE 15	477,772.	476,103.	476,103.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MIKKI SHEPARD C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	CHAIRPERSON 1.00	5,000.	0.	0.
WILLIAM B. O'CONNOR C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	ASSISTANT SECRETARY 1.00	0.	0.	0.
ANDREW PARK C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	DIRECTOR 1.00	2,000.	0.	0.
RINI BANERJEE C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	DIRECTOR 1.00	5,000.	0.	0.
LAURA BUTZEL C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	DIRECTOR 1.00	0.	0.	0.
JARED BERNSTEIN C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	DIRECTOR 1.00	4,000.	0.	0.
GOLDEN BECKNER, JR. C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	PRESIDENT 35.00	241,020.	46,044.	0.
LUKAS HAYNES C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	VICE PRESIDENT 35.00	163,896.	42,500.	0.
MARION CAPPIELLO C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	SENIOR DIR. OF FINANCE & ADMIN 35.00	119,028.	37,931.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		539,944.	126,475.	0.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 14

PAGE 9, PART XIII - UNDISTRIBUTED INCOME - LINE 4(C)

THE FOUNDATION HEREBY ELECTS TO TREAT $4,540,000 AS A DISTRIBUTION OUT OF CORPUS TO SATISFY THE REQUIREMENTS IMPOSED BY SECTION 4942(H)(2). AN ELECTION IS HEREBY MADE PURSUANT TO REG. 53.4942(A)-3(D)(2) TO TREAT $4,540,000 AS A DISTRIBUTION OUT OF THE 2012 UNDISTRIBUTED INCOME AND OUT OF CORPUS.

BY:

DATE: 11/15/2013

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
1	LAND	VARIES	L			500,000.			500,000.			0.
2	BUILDING & ACQUISITION	VARIES	SL	40.00	16	869,591.			869,591.	472,840.		21,740.
3	BUILDING IMPROVEMENTS	VARIES	SL	40.00	16	2000580.			2000580.	1016009.		91,057.
4	EQUIPMENT & FURNITURE	VARIES	SL	5.00	16	127,569.			127,569.	73,307.		25,998.
	* TOTAL 990-PF PG 1 DEPR					3497740.		0.	3497740.	1562156.	0.	138,795.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Mertz Gilmore Foundation
Schedule of Investments
December 31, 2012
EIN # 13-2872722

	Cost Basis	Market Value
Hedge Funds		
Viking Global Equities III	$ 3,000,000	$ 4,490,065
Maverick Fund, LTD	5,000,000	5,072,339
Addison Clark	2,373,085	6,099,924
TIFF Absolute Return Pool	4,611,870	12,530,977
Davidson Kempner	4,381,179	4,539,080
	$ 19,366,134	$ 32,732,385
Commingled Funds		
Daruma Ginkgo Fund, LP	$ 4,654,955	$ 5,763,852
NewPort Asia Institutional Fund	4,727,292	6,352,924
Fortress Credit Opportunities Fund III (B)	605,679	645,029
Silchester Int'l Investors	14,128,626	11,775,664
Wellington Management CTF _ DIH	3,660,955	4,367,585
	$ 27,777,507	$ 28,905,054
Private Equity Funds		
TIFF Partners III	$ 506,637	$ 585,079
TIFF Partners IV	956,137	1,259,649
TIFF Private Equity Ptnrs 2005	1,813,151	2,612,508
TIFF Private Equity Partners 2007	1,795,714	2,074,595
TIFF Partners V - US	950,388	1,160,199
TIFF Partners V - INT'L	577,921	528,502
	$ 6,599,948	$ 8,220,532

STATEMENT A

Statement 8 (1.1)

MERTZ GILMORE
FOUNDATION

2012 Grants <u>Paid</u> List
(alphabetical listing)

Attachment to 990-PF

With Addresses, Project Titles,
and Tax Statuses

Mertz Gilmore Foundation 990 PF #13-2872722 12/31/2012

GRANTS PAID IN 2012

Paid Date	Grantee Name	Address	Amount	Project Title	Tax Statuses and Dates
5/10/2012	350.org	20 Jay Street, Suite 1010 Brooklyn, NY 11201	$50,000	Domestic Campaigns and Leadership Training	509a(1) - 170 (b) (1) (A) (vi) 9/16/2011
5/10/2012	651 Arts	651 Fulton Street Brooklyn, NY 11217	$3,500	Late-Stage Production Stipend: Choreographer Camille Brown	509a(1) - 170 (b) (1) (A) (vi) 12/5/2000
5/10/2012	651 Arts	651 Fulton Street Brooklyn, NY 11217	$30,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/5/2000
1/12/2012	92nd Street Y	1395 Lexington Avenue New York, NY 10128	$1,000	NYSCA Rehearsal Space Subsidy Grant	509a(1) - 170 (b) (1) (A) (vi) 9/30/1996
11/28/2012	92nd Street Y	1395 Lexington Avenue New York, NY 10128	$25,000	HARKNESS DANCE CENTER	509a(1) - 170 (b) (1) (A) (vi) 9/30/1996
5/10/2012	Alliance for a Greater New York	c/o New York Jobs with Justice 50 Broadway, 29th Floor New York, NY 10004	$100,000	General support	509a(1) - 170 (b) (1) (A) (vi) 6/21/2007
5/10/2012	Alliance for a Greater New York	c/o New York Jobs with Justice 50 Broadway, 29th Floor New York, NY 10004	$100,000	General support	509a(1) - 170 (b) (1) (A) (vi) 6/21/2007
1/12/2012	Alvin Ailey Dance Foundation	405 West 55th Street New York, NY 10019-4402	$2,000	NYSCA Rehearsal Space Subsidy Grant	509a(2) 1/14/2005
6/12/2012	American Dance Abroad	6636 Wilkins Avenue Pittsburgh, PA 15217	$50,000	American Dance Recon	509a(1) - 170 (b) (1) (A) (vi) 9/9/1998
5/10/2012	Appalachian Voices	171 Grand Boulevard Boone, NC 28607	$60,000	Coal Campaign	509a(1) - 170 (b) (1) (A) (vi) 5/24/2002
12/13/2012	Asian Americans / Pacific Islanders in Philanthropy	211 Sutter Street, Suite 600 San Francisco, CA 94108	$2,500	Institutional Membership	509a(2) 2/12/2005
12/13/2012	Asian Women Giving Circle	218 East 18th Street New York, NY 10003	$5,000	General support	509a(1) - 170 (b) (1) (A) (vi) 6/19/2009

Paid Date	Grantee Name	Address	Amount	Project Title	Tax Statuses and Dates
4/2/2012	Bard College	P.O. Box 5000 Annandale-on-Hudson, NY 12504-5000	$15,000	Bard Center for Environmental Policy: C2C Fellows Program	509a(1) - 170 (b) (1) (A) (vi) 10/21/1992
5/10/2012	Baryshnikov Arts Center	450 West 37th Street, Suite 501 New York, NY 10018	$3,500	Late-Stage Production Stipend: Choreographer John Heginbotham	509a(1) - 170 (b) (1) (A) (vi) 2/10/2011
5/10/2012	Baryshnikov Arts Center	450 West 37th Street, Suite 501 New York, NY 10018	$40,000	General support	509a(1) - 170 (b) (1) (A) (vi) 2/10/2011
5/10/2012	Battered Women's Resource Center	P.O. Box 20181 Greeley Square Station New York, NY 10001	$90,000	General support: (Voices of Women Organizing Project)	509a(1) - 170 (b) (1) (A) (vi) 6/5/2006
5/10/2012	BAX / Brooklyn Arts Exchange	421 Fifth Avenue Brooklyn, NY 11215	$3,500	Late-Stage Production Stipend: Choreographer Jillian Peña	509a(1) - 170 (b) (1) (A) (vi) 2/17/2000
11/28/2012	BAX / Brooklyn Arts Exchange	421 Fifth Avenue Brooklyn, NY 11215	$25,000	DANCE PRESENTING AND DEVELOPMENT PROGRAM	509a(1) - 170 (b) (1) (A) (vi) 2/17/2000
5/10/2012	Bedford Stuyvesant Restoration Corporation	1368 Fulton Street Brooklyn, NY 11216	$20,000	DanceAfrica Pre-Opening Events	509a(1) - 170 (b) (1) (A) (vi) 4/16/1999
5/10/2012	BlueGreen Alliance Foundation	2828 University Avenue, Suite 200 Minneapolis, MN 55414	$50,000	Future of Coal Project	509a(1) - 170 (b) (1) (A) (vi) 8/20/2009
5/10/2012	Brandworkers International	P.O. Box 1257 Long Island City, NY 11101	$40,000	Food Sector Campaign	509a(1) - 170 (b) (1) (A) (vi) 4/1/2010
12/13/2012	Brennan Center for Justice	161 Avenue of the Americas, 12th Floor New York, NY 10013	$50,000	Filibuster Reform Project	509a(1) - 170 (b) (1) (A) (vi) 12/29/1999
6/25/2012	Brennan Center for Justice	161 Avenue of the Americas, 12th Floor New York, NY 10013	$50,000	General support of Democracy Program	509a(1) - 170 (b) (1) (A) (vi) 12/29/1999
11/28/2012	Bronx Academy of Arts and Dance	841 Barretto Street, 2nd Floor Bronx, NY 10474	$20,000	DANCE PROGRAMMING	509a(1) 6/15/2005

Paid Date	Grantee Name	Address	Amount	Project Title	Tax Statuses and Dates
5/10/2012	Bronx Academy of Arts and Dance	841 Barretto Street, 2nd Floor Bronx, NY 10474	$3,500	Late-Stage Production Stipend: Choreographer Richard Rivera/Physual Dance Company	509a(1) 6/15/2005
5/10/2012	Brooklyn Center for the Performing Arts	Brooklyn College P.O. Box 100163 Brooklyn, NY 11210-0163	$20,000	DANCE PROGRAMMING	509a(2) 10/21/1994
5/10/2012	Cause Effective	505 Eighth Avenue, Suite 1212 New York, NY 10018	$45,000	Capacity-building Consultancies	509a(1) - 170 (b) (1) (A) (vi) 3/22/2005
1/26/2012	Center for Climate and Security	2603 36th Place, NW Washington, DC 20007	$40,000	Promoting Executive Branch Action on Climate Change	509a(1) - 170 (b) (1) (A) (vi) 11/12/2010
11/28/2012	Center for Climate and Security	2603 36th Place, NW Washington, DC 20007	$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 11/12/2010
5/10/2012	Center for Performance Research	361 Manhattan Avenue, Unit 1 Brooklyn, NY 11211	$3,500	Late-Stage Production Stipend: Choreographers Carlye Eckert and Lucie Baker	509a(1) - 170 (b) (1) (A) (vi) 4/9/2009
5/10/2012	Center for Popular Democracy	802 Kent Avenue Brooklyn, NY 11205	$175,000	General support	509a(1) - 170 (b) (1) (A) (vi) 8/1/1998
11/28/2012	Center for Working Families	1133 Broadway, Suite 332 New York, NY 10010	$25,000	Green Jobs/Green NY Program	509a(1) - 170 (b) (1) (A) (vi) 5/4/2001
11/28/2012	Center for Working Families	1133 Broadway, Suite 332 New York, NY 10010	$25,000	Green Jobs/Green NY Program	509a(1) - 170 (b) (1) (A) (vi) 5/4/2001
12/13/2012	Center on Budget and Policy Priorities	820 First Street, NE, #510 Washington, DC 20002	$5,000	Data Dissemination Project	509a(1) - 170 (b) (1) (A) (vi) 2/1/1982
6/14/2012	Chamber Music America	305 Seventh Avenue, 5th Floor New York, NY 10001-6008	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 8/7/2003
11/28/2012	Chesapeake Climate Action Network	P.O. Box 11138 Takoma Park, MD 20912	$25,000	Wise Energy for Virginia Coalition	509a(1) - 170 (b) (1) (A) (vi) 6/29/2004
5/10/2012	Chez Bushwick, Inc.	304 Boerum Street, #23 Brooklyn, NY 11206	$3,500	Late-Stage Production Stipend: Choreographer Adam H. Weinert	509a(1) - 170 (b) (1) (A) (vi) 6/18/2007

Paid Date	Grantee Name	Address	Amount	Project Title	Tax Statuses and Dates
12/13/2012	Children's School	118 Scofieldtown Road Stamford, CT 06903	$2,500	General support	509a(1) - 170 (b) (1) (A) (vi) 12/1/1985 501c(3) - University / School
11/28/2012	Chocolate Factory Theater	5-49 49th Avenue Long Island City, NY 11101	$20,000	DANCE PROGRAM	509a(1) - 170 (b) (1) (A) (vi) 8/16/2004
5/10/2012	Chocolate Factory Theater	5-49 49th Avenue Long Island City, NY 11101	$3,500	Late-Stage Production Stipend: Choreographer Ursula Eagly	509a(1) - 170 (b) (1) (A) (vi) 8/16/2004
6/14/2012	Churchill School and Center	301 East 29th Street New York, NY 10016	$2,000	General support	509a(1) - 170 (b) (1) (A) (vi) 5/1/1972
5/24/2012	Citizens' Committee for Children of New York	105 East 22nd Street New York, NY 10010	$1,000	General support	509a(2) 1/4/2000
5/10/2012	Climate and Energy Project	P.O. Box 1858 Hutchinson, KS 67504	$40,000	Commercial Take Charge Challenge	509a(1) - 170 (b) (1) (A) (vi) 8/26/2010
11/28/2012	CoalSwarm	1254 Utah Street San Francisco, CA 94110	$25,000	CoalSwarm Wiki	509a(1) - 170 (b) (1) (A) (vi) 7/19/2007
11/28/2012	Coastal Conservation League	P.O. Box 1765 Charleston, SC 29402	$50,000	Offshore Wind Project	509a(1) - 170 (b) (1) (A) (vi) 12/13/2001
5/10/2012	Common Cause/New York	74 Trinity Place, Suite 901 New York, NY 10006	$45,000	Redistricting Project	509a(1) - 170 (b) (1) (A) (vi) 7/1/2000
11/28/2012	Community Voices Heard	115 East 106th Street, 3rd Floor New York, NY 10029	$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 3/31/2008
10/18/2012	Consultative Group on Biological Diversity	P.O. Box 29361 San Francisco, CA 94129-0361	$12,000	Climate and Energy Funders Group	509a(1) - 170 (b) (1) (A) (vi) 8/21/1996
5/24/2012	Cornelia Connelly Center for Education	220 East 4th Street New York, NY 10009	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 3/23/2006
11/28/2012	Cornell Global Labor Institute	16 East 34th Street, 4th Floor New York, NY 10016	$35,000	Moving Labor Away From Coal	501c(3) - University / School 10/1/1951

Paid Date	Grantee Name	Address	Amount	Project Title	Tax Statuses and Dates
7/12/2012	Council on Foundations	2121 Crystal Drive, Suite 700 Arlington, VA 22202	$10,650	General support and membership dues	509a(1) 11/27/1970
5/29/2012	Dance New Amsterdam	280 Broadway, 2nd Floor New York, NY 10007	$3,500	Late-Stage Production Stipend: Choreographer Isabel Lewis	509a(1) - 170 (b) (1) (A) (vi) 10/11/2005
1/12/2012	Dance Project Sequence, Inc.	321 E. 79th Street, #4C New York, NY 10075	$1,000	NYSCA Rehearsal Space Subsidy Grant	509a(2) 8/26/1999
5/10/2012	Dancenow/NYC	527 Hudson Street P.O. Box 20029 New York, NY 10014	$40,000	General support	509a(2) 10/20/2005
5/10/2012	Dancenow/NYC	527 Hudson Street P.O. Box 20029 New York, NY 10014	$3,500	Late-Stage Production Stipend: Choreographer Adam Barruch	509a(2) 10/20/2005
5/24/2012	Dances for a Variable Population	560 Riverside Drive, #9K New York, NY 10027	$10,000	Administrative Support	509a(1) - 170 (b) (1) (A) (vi) 6/6/2009
5/10/2012	Danspace Project, Inc.	St. Mark's Church 131 East 10th Street New York, NY 10003	$3,500	Late-Stage Production Stipend: Choreographer Burr Johnson	509a(1) - 170 (b) (1) (A) (vi) 2/13/1989
11/28/2012	Danspace Project, Inc.	St. Mark's Church 131 East 10th Street New York, NY 10003	$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 2/13/1989
5/10/2012	Dixon Place	161A Chrystie Street, Ground Floor New York, NY 10002-2995	$3,500	Late-Stage Production Stipend: Choreographer Ephrat "Bounce" Asherie	509a(1) - 170 (b) (1) (A) (vi) 12/16/2002
11/28/2012	Dixon Place	161A Chrystie Street, Ground Floor New York, NY 10002-2995	$15,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/16/2002
11/28/2012	Earthjustice	50 California Street, Suite 500 San Francisco, CA 94111-4608	$80,000	Curbing the Nation's Dependence on Coal	509a(2) 4/19/2005
5/24/2012	East 11th Street Block Association	16 East 11th Street New York, NY 10003	$5,000	General support	509a(1) - 170 (b) (1) (A) (vi) 2/25/2009

Paid Date	Grantee Name	Address	Amount	Project Title	Tax Statuses and Dates
12/18/2012	East 11th Street Block Association	16 East 11th Street New York, NY 10003	$3,000	General support	509a(1) - 170 (b) (1) (A) (vi) 2/25/2009
5/24/2012	East Brunswick Public Library Foundation	2 Jean Walling Civic Center East Brunswick, NJ 08816	$3,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/15/2010
8/30/2012	Eastern Environmental Law Center	744 Broad Street, Suite 1525 Newark, NJ 07102	$20,000	General support	509a(1) - 170 (b) (1) (A) (vi) 9/25/2006
11/28/2012	Eco-Accountability Project	8419 West Boulevard Drive Alexandria, VA 22308	$40,000	General support	509a(1) - 170 (b) (1) (A) (vi) 11/12/2010
12/18/2012	Economic Policy Institute	1333 H Street, NW, Suite 300 East Tower Washington, DC 20005	$5,000	General support	509a(1) - 170 (b) (1) (A) (vi) 9/1/1985
6/14/2012	Education Through Music, Inc.	122 East 42nd Street, Suite 1501 New York, NY 10168	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 3/16/2010
11/28/2012	Energy Action Coalition	205 New York Avenue NW Washington, DC 20001	$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 3/1/1984
3/5/2012	Environment New Jersey Research and Policy Center	143 East State Street, Suite 7 Trenton, NJ 08608	$40,000	Campaign to Defend the Regional Greenhouse Gas Initiative	509a(1) - 170 (b) (1) (A) (vi) 2/10/2010
11/28/2012	Environmental Integrity Project	1 Thomas Circle NW, Suite 900 Washington, DC 20005	$30,000	Oil and Gas Industry GHG Project	509a(1) - 170 (b) (1) (A) (vi) 4/21/2008
5/10/2012	Environmental Law & Policy Center	35 East Wacker Drive, Suite 1600 Chicago, IL 60601	$40,000	Coal Plant Project	509a(1) - 170 (b) (1) (A) (vi) 5/28/2003
5/10/2012	Eva Dean Dance Company	Union Street Dance 725 Union Street, Studio B Brooklyn, NY 11215	$3,500	Late-Stage Production Stipend: Choreographer Francine Ott	509a(1) - 170 (b) (1) (A) (vi) 8/8/1992

Paid Date	Grantee Name	Address	Amount	Project Title	Tax Statuses and Dates
5/10/2012	Families United for Racial and Economic Equality	81 Willoughby Street, Suite 701 Brooklyn, NY 11201	$30,000	Foreclosure Prevention Campaign and Strategic Planning Retreat	509a(1) - 170 (b) (1) (A) (vi) 10/22/2008
6/14/2012	Field, The	161 Sixth Avenue, 14th Floor New York, NY 10013	$15,000	2012 Bessies at The Apollo Theater	509a(2) 6/7/2001
12/27/2012	Field, The	161 Sixth Avenue, 14th Floor New York, NY 10013	$5,000	The Bessies	509a(2) 6/7/2001
11/28/2012	Financial Clinic	115 West 30th Street, Suite 702 New York, NY 10001	$30,000	Cash Earners EITC Campaign	509a(1) - 170 (b) (1) (A) (vi) 2/28/2001
7/12/2012	Foundation Center	79 Fifth Avenue New York, NY 10003-3076	$8,000	General support	509a(1) - 170 (b) (1) (A) (vi) 8/16/2007
6/14/2012	Foundation for Contemporary Arts	820 Greenwich Street New York, NY 10014	$10,000	Emergency Grant Program for NYC Dance Artists	509a(1) - 170 (b) (1) (A) (vi) 12/13/2004
6/14/2012	Freedom to Marry	155 West 19th Street, 2nd Floor New York, NY 10011	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 3/13/2010
7/12/2012	Future Project, Inc.	233 Franklin Street, #306 Brooklyn, NY 11222	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 11/1/2011
4/2/2012	Gina Gibney Dance	890 Broadway, 5th Floor New York, NY 10003	$30,000	1:1 Matching Grant to Build a Reserve Fund	509a(1) - 170 (b) (1) (A) (vi) 2/13/1996
5/10/2012	Global Cool Cities Alliance		$50,000	Cool Roofs and Pavement Toolkit	509a(1) - 170 (b) (1) (A) (vi) 3/17/2006
5/10/2012	Global Green USA	2218 Main Street, 2nd Floor Santa Monica, CA 90401-2370	$25,000	COALITION ON RESOURCE RECOVERY: Food Packaging Recycling Project	509a(1) - 170 (b) (1) (A) (vi) 11/17/1999
5/10/2012	Global Kids, Inc.	137 East 25th Street 2nd Floor New York, NY 10010	$35,000	National Climate Justice Youth Exchange	509a(1) - 170 (b) (1) (A) (vi) 5/11/2010
11/28/2012	Good Old Lower East Side	169 Avenue B New York, NY 10009	$40,000	General support	509a(1) - 170 (b) (1) (A) (vi) 5/8/1980

Paid Date	Grantee Name	Address	Amount	Project Title	Tax Statuses and Dates
7/12/2012	Grantmakers in the Arts	4055 21st Avenue West, Suite 100 Seattle, WA 98199-1247	$5,000	General support and membership dues	509a(1) - 170 (b) (1) (A) (vi) 6/12/2000
5/10/2012	Green Light New York	315 Bleecker Street, Suite 343 New York, NY 10014	$150,000	Energy Efficiency Research Center	509a(1) - 170 (b) (1) (A) (vi) 4/22/2010
11/28/2012	Greenpeace Fund	702 H Street, NW, Suite 300 Washington, DC 20001	$50,000	Quit Coal Campaign	509a(1) - 170 (b) (1) (A) (vi) 6/12/2007
3/5/2012	Groove With Me	186 East 123rd Street, 2nd Floor New York, NY 10035	$2,000	General support	509a(1) - 170 (b) (1) (A) (vi) 2/2/2001
5/10/2012	Harlem Stage/Aaron Davis Hall	150 Convent Avenue & West 135th Street New York, NY 10031	$3,500	Late-Stage Production Stipend: Choreographer Kyle Abraham	509a(1) - 170 (b) (1) (A) (vi) 8/6/1996
11/28/2012	Harlem Stage/Aaron Davis Hall	150 Convent Avenue & West 135th Street New York, NY 10031	$25,000	DANCE PROGRAM	509a(1) - 170 (b) (1) (A) (vi) 8/6/1996
4/2/2012	Harlem Stage/Aaron Davis Hall	150 Convent Avenue & West 135th Street New York, NY 10031	$1,650	General support for the 30th Anniversary Celebration Gala	509a(1) - 170 (b) (1) (A) (vi) 8/6/1996
5/10/2012	Henry Street Settlement	265 Henry Street New York, NY 10002 4899	$3,500	ABRONS ARTS CENTER: Late-Stage Production Stipend; Choreographer Jack Ferver	509a(1) - 170 (b) (1) (A) (vi) 12/12/2000
11/28/2012	Henry Street Settlement	265 Henry Street New York, NY 10002 4899	$20,000	ABRONS ARTS CENTER	509a(1) - 170 (b) (1) (A) (vi) 12/12/2000
5/10/2012	HERE Arts Center	145 Sixth Avenue New York, NY 10013	$3,500	Late-Stage Production Stipend: Choreographer Rebecca Davis	509a(1) - 170 (b) (1) (A) (vi) 8/25/1998
11/28/2012	HERE Arts Center	145 Sixth Avenue New York, NY 10013	$30,000	DANCE PROGRAM	509a(1) - 170 (b) (1) (A) (vi) 8/25/1998
12/27/2012	Hospice Care Network	99 Sunnyside Blvd. Woodbury, NY 11797	$3,000	General support	509a(2) 2/19/2010

Paid Date	Grantee Name	Address	Amount	Project Title	Tax Statuses and Dates
12/13/2012	Hudson School	601 Park Avenue Hoboken, NJ 07030	$2,500	General support	509a(1) - 170 (b) (1) (A) (vi) 5/26/1990 501c(3) - University / School
5/24/2012	Independent Diplomat	45 East 20th Street, 6th Floor New York, NY 10003	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 9/24/2008
5/10/2012	Institute for Energy Economics and Financial Analysis	River's Edge 3430 Rocky River Drive Cleveland, OH 44111	$100,000	Fellowship Project	509a(1) - 170 (b) (1) (A) (vi) 3/1/1968
5/10/2012	Interfaith Power & Light	369 Pine Street, Suite 700 San Francisco, CA 94104	$50,000	Strategic Constituency-building Initiatives	509a(1) - 170 (b) (1) (A) (vi) 3/1/2000
8/2/2012	Jacob's Pillow Dance Festival, Inc.	358 George Carter Road Becket, MA 01223	$15,000	Upgrade Capacity of Virtual Pillow	509a(1) - 170 (b) (1) (A) (vi) 1/22/1996
5/10/2012	Jacob's Pillow Dance Festival, Inc.	358 George Carter Road Becket, MA 01223	$100,000	New York City Dance Artists	509a(1) - 170 (b) (1) (A) (vi) 1/22/1996
11/28/2012	Jamaica Center for Arts and Learning	161-04 Jamaica Avenue Jamaica, NY 11432	$20,000	MAKING MOVES	509a(1) - 170 (b) (1) (A) (vi) 3/18/1998
5/10/2012	Just Detention International	3325 Wilshire Blvd., Suite 340 Los Angeles, CA 90010	$75,000	Let's End It Now	509a(1) - 170 (b) (1) (A) (vi) 3/1/1997
5/10/2012	Kentucky Coalition	P.O. Box 1450 London, KY 40743	$50,000	New Energy and Transition Project	509a(1) - 170 (b) (1) (A) (vi) 7/18/2008
5/10/2012	Kentucky Environmental Foundation	P.O. Box 467 128 Main Street Berea, KY 40403	$25,000	Clean Air, Clean Energy Project	509a(1) - 170 (b) (1) (A) (vi) 4/17/1995
11/28/2012	Kingsborough Community College Auxiliary Enterprises	ATTN: On Stage At Kingsborough 2001 Oriental Blvd. Brooklyn, NY 11235	$15,000	ON STAGE AT KINGSBOROUGH	509a(2) 5/3/2004
6/14/2012	Kingsborough Community College Foundation	Physical Science Department 2001 Oriental Blvd. Brooklyn, NY 11235	$2,000	Physical Science Department's Oceanography Program	509a(1) - 170 (b) (1) (A) (vi) 1/22/2004

Paid Date	Grantee Name	Address	Amount	Project Title	Tax Statuses and Dates
5/10/2012	Kitchen, The	512 West 19th Street New York, NY 10011 2807	$3,500	Late-Stage Production Stipend: Choreographer Adrienne Truscott	509a(1) - 170 (b) (1) (A) (vi) 7/14/1989
11/28/2012	Kitchen, The	512 West 19th Street New York, NY 10011 2807	$25,000	DANCE PROGRAMS	509a(1) - 170 (b) (1) (A) (vi) 7/14/1989
5/10/2012	La MaMa Experimental Theatre Club, Inc.	74A East 4th Street New York, NY 10003	$3,500	Late-Stage Production Stipend: Choreographer Netta Yerushalmy	509a(1) - 170 (b) (1) (A) (vi) 7/7/2008
5/10/2012	La MaMa Experimental Theatre Club, Inc.	74A East 4th Street New York, NY 10003	$30,000	General support	509a(1) - 170 (b) (1) (A) (vi) 7/7/2008
5/10/2012	LaGuardia Performing Arts Center	31-10 Thomson Avenue, Room E-413 Long Island City, NY 11101	$20,000	DANCE PROGRAMMING	509a(1) - 170 (b) (1) (A) (vi) 2/12/2002
5/24/2012	Living Labs Foundation	419 Park Avenue South, 2nd Floor New York, NY 10016	$10,000	TEDxHarlem Project	509a(1) - 170 (b) (1) (A) (vi) 1/1/2012
5/10/2012	Lower Manhattan Cultural Council	125 Maiden Lane, 2nd Floor New York, NY 10038	$50,000	DANCE PROGRAMMING	509a(1) - 170 (b) (1) (A) (vi) 3/30/2006
5/10/2012	Lower Manhattan Cultural Council	125 Maiden Lane, 2nd Floor New York, NY 10038	$3,500	Late-Stage Production Stipend: Choreographer Fay Driscoll	509a(1) - 170 (b) (1) (A) (vi) 3/30/2006
6/14/2012	Minds Matter of NYC	1120 Avenue of the Americas, 4th Floor New York, NY 10036	$2,000	General support	509a(1) - 170 (b) (1) (A) (vi) 9/10/2008
4/2/2012	MinKwon Center for Community Action	136-19 41st Avenue, 3rd Floor Flushing, NY 11355	$15,000	American Community Coalition on Redistricting and Democracy (ACCORD)	509a(1) - 170 (b) (1) (A) (vi) 12/9/2009
12/13/2012	Montclair Early Childhood Corporation	49 Orange Road Montclair, NJ 07042	$1,000	Montclair Community PreK Program	509a(2) - 170 (b) (1) (A) (vii) 9/10/2002
5/24/2012	Montclair Early Childhood Corporation	49 Orange Road Montclair, NJ 07042	$1,000	Montclair Community PreK Program	509a(2) - 170 (b) (1) (A) (vii) 9/10/2002
12/13/2012	Montclair Fund for Educational Excellence	22 Valley Road Montclair, NJ 07042	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 4/22/1996

Paid Date	Grantee Name	Address	Amount	Project Title	Tax Statuses and Dates
11/28/2012	Mountain Association for Community Economic Development	433 Chestnut Street Berea, KY 40403	$35,000	How $martKY	509a(1) - 170 (b) (1) (A) (vi) 5/4/1990
11/28/2012	Movement for Justice in El Barrio	1 West 125th Street New York, NY 10027	$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 7/6/1995
11/28/2012	Movement Research, Inc.	55 Avenue C New York, NY 10009	$30,000	General support	509a(2) 9/23/1982
5/10/2012	Movement Research, Inc.	55 Avenue C New York, NY 10009	$3,500	Late-Stage Production Stipend: Choreographer Michelle Boule	509a(2) 9/23/1982
1/12/2012	Movement Research, Inc.	55 Avenue C New York, NY 10009	$25,000	General support	509a(2) 9/23/1982
7/12/2012	National Committee for Responsive Philanthropy	1331 H Street NW, Suite 200 Washington, DC 20005	$3,000	General support of membership	509a(2) 9/25/2002
5/10/2012	National Mobilization Against SweatShops	P.O. Box 130293 New York, NY 10013-0995	$100,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/11/2000
11/28/2012	National Parks Conservation Association	777 6th Street, NW, Suite 700 Washington, DC 20001-3723	$40,000	CLEAN AIR AND CLIMATE PROGRAM: Coal Plan Litigation Project	509a(1) - 170 (b) (1) (A) (vi) 11/10/2000
5/10/2012	National Religious Partnership for the Environment	94 King Street, Suite B Northampton, MA 01060	$50,000	1. Strengthening the Consensus Program 2. Strengthening the Commitment Program	509a(1) - 170 (b) (1) (A) (vi) 12/1/1993
1/12/2012	New 42nd Street, Inc.	229 West 42nd Street, 10th Floor New York, NY 10036	$3,000	NYSCA Rehearsal Space Subsidy Grant	509a(1) - 170 (b) (1) (A) (vi) 6/4/2004
11/28/2012	New Immigrant Community Empowerment	37-41 77th Street, 2nd Floor Jackson Heights, NY 11372	$50,000	Immigrant Consumer Justice Campaign	509a(1) - 170 (b) (1) (A) (vi) 8/1/2001
5/10/2012	New York Communities for Change	2-4 Nevins Street, 2nd Floor Brooklyn, NY 11217	$100,000	Anti-PCB and Workers' Rights Campaigns	509a(1) - 170 (b) (1) (A) (vi) 3/1/2011

Paid Date	Grantee Name	Address	Amount	Project Title	Tax Statuses and Dates
6/25/2012	New York Foundation	10 East 34th Street New York, NY 10016	$15,000	Capacity Building Workshop Series	509(a) 2/18/2010 Private Non-Operating Foundation STMT. E Expenditure Responsibility
5/10/2012	New York Live Arts	219 West 19th Street New York, NY 10011	$3,500	Late-Stage Production Stipend: Choreographer Trajal Harrell	509a(2) 3/30/2011
5/10/2012	New York Live Arts	219 West 19th Street New York, NY 10011	$70,000	DANCE PROGRAMMING	509a(2) 3/30/2011
7/12/2012	New York Shakespeare Festival	425 Lafayette Street New York, NY 10003	$8,830	General support of Shakespeare in the Park: As You Like It	509a(1) - 170 (b) (1) (A) (vi) 1/29/2002
12/27/2012	New York Women's Foundation	39 Broadway, Suite 2300 New York, NY 10006	$3,000	General support	509a(1) - 170 (b) (1) (A) (vi) 6/1/1992
12/27/2012	Northeast Parent Teacher Organization	82 Schofieldtown Road Stamford, CT 06903	$2,500	General support	509a(2) 10/1/1992
7/12/2012	Our Children's Trust	P.O. Box 5181 Eugene, OR 97405	$3,500	Atmospheric Trust Litigation to Kansas	509a(1) - 170 (b) (1) (A) (vi) 6/1/2011
11/28/2012	Our Children's Trust	P.O. Box 5181 Eugene, OR 97405	$50,000	TRUST Campaign	509a(1) - 170 (b) (1) (A) (vi) 6/1/2011
11/28/2012	OurGoods	370 Park Place, Apt. #1 Brooklyn, NY 11238	$30,000	CONNECT THE BLOCKS	509a(2) 11/1/1986
5/10/2012	Pace University School of Law	78 North Broadway, E-House Room 201 White Plains, NY 10603	$50,000	PACE ENERGY AND CLIMATE CENTER: CHP in the City Project	509a(1) - 170 (b) (1) (A) (vi) 9/28/2005
12/13/2012	Part of the Solution, Inc.	2759 Webster Avenue Bronx, NY 10458	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/27/1993
11/28/2012	People's Production House	666 Broadway, Suite 500 New York, NY 10012	$35,000	Merger Project	509a(2) - 170 (b) (1) (A) (vii) 5/1/2001
11/28/2012	Performance Space 122, Inc.	67 West Street, Unit 315 Brooklyn, NY 11222	$35,000	General support	509a(1) - 170 (b) (1) (A) (vi) 8/26/2008
5/10/2012	Performance Space 122, Inc.	67 West Street, Unit 315 Brooklyn, NY 11222	$3,500	Late-Stage Production Stipend: Choreographers Get Modern on Me	509a(1) - 170 (b) (1) (A) (vi) 8/26/2008

Paid Date	Grantee Name	Address	Amount	Project Title	Tax Statuses and Dates
12/13/2012	Philadelphia Dance Company	9 North Preston Street Philadanco Way Philadelphia, PA 19104	$5,000	General support	509a(2) - 170 (b) (1) (A) (vii) 7/1/1972
7/12/2012	Philanthropy New York	79 Fifth Avenue, 4th Floor New York, NY 10003-3076	$11,050	General support and membership dues	509a(1) - 170 (b) (1) (A) (vi) 12/3/2009
11/28/2012	Protect Our Winters	1157 Embury Street Pacific Palisades, CA 90272	$50,000	Winter Sports Community Activism	509a(2) - 170 (b) (1) (A) (vii) 11/1/2007
3/13/2012	Proteus Fund	15 Research Drive, Suite B Amherst, MA 01002	$50,000	Piper Fund	509a(1) - 170 (b) (1) (A) (vi) 2/26/1999
12/3/2012	Proteus Fund	15 Research Drive, Suite B Amherst, MA 01002	$250,000	Piper Fund: New York Fair Elections Project	509a(1) - 170 (b) (1) (A) (vi) 2/26/1999
7/12/2012	Proteus Fund	15 Research Drive, Suite B Amherst, MA 01002	$5,000	International Human Rights Funders Group	509a(1) - 170 (b) (1) (A) (vi) 2/26/1999
12/27/2012	Proteus Fund	15 Research Drive, Suite B Amherst, MA 01002	$150,000	Piper Fund	509a(1) - 170 (b) (1) (A) (vi) 2/26/1999
12/3/2012	Public Interest Projects	45 West 36th Street, Floor 6 New York, NY 10018	$250,000	State Infrastructure Fund	509a(1) - 170 (b) (1) (A) (vi) 1/16/2007
5/10/2012	Public Justice Foundation	1825 K Street NW, Suite 200 Washington, DC 20006	$35,000	Coal Ash Litigation Project	509a(1) - 170 (b) (1) (A) (vi) 2/18/2011
5/10/2012	Rainforest Action Network	425 Bush Street, Suite 300 San Francisco, CA 94108	$40,000	Coal Finance Campaign	509a(1) - 170 (b) (1) (A) (vi) 12/1/1991
6/14/2012	Residents for a More Beautiful Port Washington	P.O. Box 864 Port Washington, NY 11050	$3,000	General support	509a(1) - 170 (b) (1) (A) (vi) 11/7/2008

Paid Date	Grantee Name	Address	Amount	Project Title	Tax Statuses and Dates
12/13/2012	Resource Generation	220 East 23rd Street, Suite 509 New York, NY 10010	$19,725	Capital Improvement Project	509a(1) 10/18/2004
8/2/2012	Resource Generation	220 East 23rd Street, Suite 509 New York, NY 10010	$25,000	General support	509a(1) 10/18/2004
10/18/2012	Resource Innovation Group	PO Box 51182 Eugene, OR 97405	$21,500	Status and Potential for Growing a Moral Movement on Climate Change	509a(1) - 170 (b) (1) (A) (vi) 4/1/1998
4/2/2012	Resource Media	101 Montgomery Street, Suite 2600 San Francisco, CA 94103	$15,000	Communicating Coal Conference	509a(1) - 170 (b) (1) (A) (vi) 5/24/2006
11/28/2012	Restaurant Opportunities Center of New York	275 Seventh Avenue, Suite 1703 New York, NY 10001	$40,000	General support	509a(1) - 170 (b) (1) (A) (vi) 3/28/2008
7/12/2012	Restaurant Opportunities Centers United	350 7th Avenue, Suite 1504 New York, NY 10001	$25,000	Consumer Engagement Media Campaign	509a(1) - 170 (b) (1) (A) (vi) 4/1/2010
11/28/2012	Retail Action Project	140 West 31st Street, 2nd Floor New York, NY 10001	$50,000	Sustainable Scheduling Campaign	509a(1) - 170 (b) (1) (A) (vi) 7/1/1978
11/28/2012	Roulette Intermedium, Inc.	30 Third Avenue, #208 Brooklyn, NY 11217	$20,000	DANCE ROULETTE	509a(1) - 170 (b) (1) (A) (vi) 4/27/2012
12/13/2012	Sharron Miller's Academy for the Performing Arts, Inc.	14 South Park Street, 2nd Floor Montclair, NJ 07042	$1,500	Quitman Donation Fund	509a(2) 11/27/2006
12/13/2012	Shelburne Museum	6000 Shelburn Road P.O. Box 10 Shelburne, VT 05482	$7,000	Campaign for Shelburne Museum	509a(1) - 170 (b) (1) (A) (vi) 4/2/2001
11/28/2012	Sierra Club Foundation	85 Second Street, Suite 750 San Francisco, CA 94105	$25,000	Wise Energy for Virginia Coalition	509a(1) - 170 (b) (1) (A) (vi) 11/19/2003
11/28/2012	Southern Alliance for Clean Energy	P.O. Box 1842 Knoxville, TN 37901	$50,000	Coal Plant Retirements Project	509a(1) - 170 (b) (1) (A) (vi) 1/15/2009

Paid Date	Grantee Name	Address	Amount	Project Title	Tax Statuses and Dates
5/10/2012	Southern Environmental Law Center	201 West Main Street, Suite 14 Charlottesville, VA 22902-5065	$150,000	Bringing a Clean energy Future to the Southeast	509a(1) - 170 (b) (1) (A) (vi) 6/4/1991
12/13/2012	St. Aloysius Elementary Academy	721 West Side Avenue Jersey City, NJ 07306	$1,000	General support	501c(3) - University / School 6/28/2001 501c(3) - Religious Institution
12/13/2012	St. Aloysius Roman Catholic Church	691 West Side Avenue Jersey City, NJ 07304	$1,000	General support	501c(3) - Religious Institution 6/28/2001
11/19/2012	TakeAction Minnesota Education Fund	705 Raymond Avenue, Suite 100 St. Paul, MN 55114	$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/28/2006
11/28/2012	Teachers Unite	90 John Street, Suite 308 New York, NY 10038	$50,000	Restorative Practices Video and Toolkit	509a(1) - 170 (b) (1) (A) (vi) 7/1/2009
5/10/2012	Topaz Arts, Inc.	P.O. Box 770150 Woodside, NY 11377-0150	$3,500	Late-Stage Production Stipend: Choreographer Paz Tanjuanquio's work "Parallel Groove"	509a(1) - 170 (b) (1) (A) (vi) 3/22/2006
10/18/2012	Trail Blazers	153 West 27th Street, Suite 1102 New York, NY 10001	$2,000	General support	509a(1) - 170 (b) (1) (A) (vi) 9/20/2006
11/28/2012	Triskelion Arts, Inc.	118 North 11th Street, 3rd Floor Brooklyn, NY 11211	$20,000	General support	509a(1) - 170 (b) (1) (A) (vi) 11/29/2002
5/24/2012	Truman National Security Institute	1250 I Street, NW, Suite 900 Washington, DC 20005	$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/23/2008
11/28/2012	Truman National Security Institute	1250 I Street, NW, Suite 900 Washington, DC 20005	$50,000	Operation Free	509a(1) - 170 (b) (1) (A) (vi) 12/23/2008
6/14/2012	Turimiquire Foundation, Inc.	33 Richdale Avenue Cambridge, MA 02140	$1,000	General support	Private-Operating Foundation 2/18/1998 5T. 2 509a(1)
12/13/2012	Turning Point, Inc.	Barnert Medical Arts Complex 680 Broadway, Suite 104 Paterson, NJ 07514	$3,000	General support	509a(1) - 170 (b) (1) (A) (vi) 2/24/1977

Paid Date	Grantee Name	Address	Amount	Project Title	Tax Statuses and Dates
5/10/2012	U.S. Green Building Council, New York Chapter	40 Fulton Street, Suite 802 New York, NY 10038	$100,000	Advocacy Project and EBie Awards	509a(1) - 170 (b) (1) (A) (vi) 3/21/2003
5/10/2012	Union of Concerned Scientists, Inc.	2 Brattle Square Cambridge, MA 02138-3780	$25,000	Climate Communications Campaign	509a(1) - 170 (b) (1) (A) (vi) 8/24/2009
10/18/2012	University of North Carolina at Chapel Hill Foundation	Office of University Development P.O. Box 309 Chapel Hill, NC 27514	$2,000	Carolina Covenant Scholarships General Fund	509a(1) - 170 (b) (1) (A) (vi) 11/27/2007
5/10/2012	Valerie Green Dance Entropy, Inc.	37-24 24th Street, #301 Long Island City, NY 11101	$3,500	Late-Stage Production Stipend: Choreographer Chris Ferris & Dancers	509a(2) 5/22/2007
6/14/2012	White Wave Rising-Young Soon Kim Dance Company	25 Jay Street, Suite #100 Brooklyn, NY 11201	$50,000	Annual Brooklyn Dance Festivals	509a(1) - 170 (b) (1) (A) (vi) 1/8/2009
5/10/2012	Works & Process, Inc.	845 Third Avenue, 16th Floor New York, NY 10022	$20,000	General support	509a(1) - 170 (b) (1) (A) (vi) 8/27/2001
11/28/2012	World Policy Institute	220 Fifth Avenue, 9th Floor New York, NY 10001	$50,000	Redefining Prosperity	509a(1) - 170 (b) (1) (A) (vi) 6/1/2008
Grand Totals (191 items)			$5,735,905		

Mertz Gilmore Foundation
Year Ended December 31, 2012
EIN# 13-2872722
Form 990-PF

Part I, Line 14 Other employee salaries and wages
Part I, Line 15 Pension plans, employee benefits
Part I, Line 20 Occupancy

To extend its philanthropic mission, the Mertz Gilmore Foundation makes its conference rooms available for meetings of **nonprofit groups** on a first-come, first-served basis. The room is free of charge during the Foundation's regular hours.

In 2012, there were a total of 205 meetings held by 98 different nonprofit groups with a total of 2,868 guests at the conference rooms of the Mertz Gilmore Foundation.

The amounts on Part I, Lines 14 and 15 include the costs of salaries and benefits of staff who maintain the conference room.

The amount on Part I, Line 20 includes the costs of maintaining the conference rooms.

MERTZ GILMORE FOUNDATION
EIN: 13-2872722
12/31/2012
FORM 990-PF

HOW TO APPROACH THE FOUNDATION

Please submit an inquiry letter of no more than two pages describing the mission of the organization and the purpose of the request. The Foundation will respond to all letters promptly. Do not send full proposals, video or audio cassettes, press clippings, books or other materials unless they are requested.

PROGRAM GUIDELINES AND INTERESTS

The Mertz Gilmore Foundation prefers to make general support grants to organizations whose work closely parallels its interests, but will support specific programs for political purposes such as lobbying or propaganda. Except in extraordinary circumstances, the Foundation does not provide funds for:

- endowments or annual fund appeals
- capital projects
- conferences or workshops
- sectarian religious concerns
- individual scholarships, research, fellowships, loans or travel
- film or media projects
- publications

Mertz Gilmore Foundation
EIN #13-2872722
Attachment to Year Ending 2012 Form 990-PF

EXPENDITURE RESPONSIBILITY REPORT PURSUANT TO IRC SECTION 4945(h)(3) and REGULATION 53.4945-5(d)

During 2012, the Mertz Gilmore Foundation made the following grant:

Amount Paid in Current Tax Year: $1,000 Date Paid: 6/14/2012

Organization Name:	Turimiquire Foundation, Inc.
Organization Address:	33 Richdale Avenue Cambridge, MA 02140

Purpose of Grant: General support

The Turimiquire Foundation supports human service, environmental, and animal welfare projects in the Turimiquire mountain range of northeastern Venezuela. It is active in the areas of health and women, education and children, sustainable agriculture, microenterprise and aid to families, solar energy, animal welfare, and cultural preservation

Reporting Information: The Foundation has received and reviewed report(s) from this organization on the following date(s):

July 26, 2013

The Mertz Gilmore Foundation reviewed the grant report(s) on the date(s) mentioned above, but did not undertake any verification of the grantee's report(s) as there has been no reason to doubt the accuracy and reliability of the report(s).

The Foundation made a grant to Turimiquire Foundation, Inc., a private operating foundation, following pre-grant inquiry and pursuant to a written agreement. The amount of grant funds expended by the grantee during this fiscal year is expected to be the entire amount of the grant. To the best knowledge, information, and belief of the Foundation, none of the funds has been diverted from the purpose of the grant.

EXPENDITURE RESPONSIBILITY REPORT PURSUANT TO IRC SECTION 4945(h)(3) and REGULATION 53.4945-5(d)

During 2012, the Mertz Gilmore Foundation made the following grant:

Amount Paid in Current Tax Year: $15,000 Date Paid: 6/25/2012

Organization Name:	New York Foundation
Organization Address:	10 East 34th Street New York, NY 10016

Purpose of Grant: Capacity Building Workshop Series

To support a series of capacity building workshops for community-based grantees in New York City.

The New York Foundation (NYF) supports organizations in New York City that are working on problems of urgent concern to residents of disadvantaged communities. To build the capacity of these groups, it leads the planning for an annual series of workshops, in collaboration with peer funders in the field of grassroots organizing and advocacy. For the third year, Mertz Gilmore has joined New York Foundation and five other funders - the North Star Fund, Union Square Awards, New York Women's Foundation, Brooklyn Community Foundation, and Stonewall Community Foundation - to plan and sponsor the workshop series. A grant to NYF will help pay for the costs of the workshops and will support participation of Mertz Gilmore's community-based grantees. The 2012 series will include 11 workshops (1-3 days each) covering the following topics: proposal writing (beginner and advanced), political engagement, legislative advocacy, fiscal management, grassroots fundraising, board leadership, strategic communications, program evaluation, community organizing, and leadership transitions/succession planning. Grantee participation in many workshops also includes opportunities for one-on-one consulting hours with the workshop facilitators.

Reporting Information: The Foundation has received and reviewed report(s) from this organization on the following date(s):

August 8, 2013

The Mertz Gilmore Foundation reviewed the grant report(s) on the date(s) mentioned above, but did not undertake any verification of the grantee's report(s) as there has been no reason to doubt the accuracy and reliability of the report(s).

The Foundation made a grant to New York Foundation, a private non-operating foundation, following pre-grant inquiry and pursuant to a written agreement. The amount of grant funds expended by the grantee during this fiscal year is expected to be the entire amount of the grant. To the best knowledge, information, and belief of the Foundation, none of the funds has been diverted from the purpose of the grant.

Mertz Gilmore Foundation
Year Ended December 31, 2012
EIN # 13-2872722
Form 990-PF

Part XI, line 2b, Income tax for 2012:

2012 New York Form CT-13, unrelated business income tax	$ 500
	$ 500

STATEMENT G (1/3)

EPORT RUN. 08/16/2013 AT 10:14 AM

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

HE MERTZ GILMORE FOUNDATION - EDGEWOOD
ANAGEMENT LLC
CCOUNT # 440581570
ASE CURRENCY: U.S. DOLLAR

TRADE DATE BASIS
AS OF DEC 31 2012

QUITIES
=======

.S Dollar

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
2,243.0000	ALLERGAN INC	57 1108	128,099.60	91.7300	205,750.39	449	0 22	0 00
1,610.0000	AMAZON COM INC	143.1731	230,508.73	251.1400	404,335.40		N/A	0.00
4,825.0000	AMERICAN TOWER REIT INC	33.9134	163,632.14	77.2700	372,827.75	4,632	1.24	0.00

STATEMENT 6 (2/3)

HE MERTZ GILMORE FOUNDATION - EDGEWOOD
ANAGEMENT LLC
CCOUNT # 440581570
ASE CURRENCY: U S DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
.S. Dollar			Cont					
723.0000	APPLE INC	381.0986	275,534.29	533.0300	385,380.69	7,664	1.99	0.00
5,423.0000	CELGENE CORP	46.4702	252,007.98	78.7200	426,898.56		N/A	0.00
1,431.0000	CHIPOTLE MEXICAN GRILL CL A	276.0822	395,073.60	297.4600	425,665.26		N/A	0.00
5,976.0000	CME GROUP INC	58.2002	347,804.54	50.7100	303,042.96	10,757	3.55	0 00
6,182 0000	COACH INC	55 9909	346,135.46	55 5100	343,162.82	7,418	2.16	0.00
7,529.0000	COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	36 4021	274,071.51	74.0500	557,522.45		N/A	0.00
3,850.0000	ECOLAB INC	57.1511	220,031.81	71.9000	276,815.00	3,542	1 28	0.00
2,095.0000	GILEAD SCIENCES INC	73.1739	153,299.31	73.4500	153,877.75		N/A	0.00
627.0000	GOOGLE INC	543.1172	340,534.46	709.3700	444,774.99		N/A	0.00
3,863.0000	IHS INC CLASS A	98.2278	379,454.01	96.0000	370,848.00		N/A	0.00
7,216.0000	ILLUMINA INC	49.4049	356,505.66	55.5900	401,137.44		N/A	0 00
717.0000	INTUITIVE SURGICAL INC	361.3241	259,069.40	490.3700	351,595.29		N/A	0.00
4,324.0000	MEAD JOHNSON NUTRITION COMPANY	70.4217	304,503.56	65.8900	284,908.36	5,189	1.82	1,297.20

STATEMENT G(:

ME MERTZ GILMORE FOUNDATION - EDGEWOOD
ANAGEMENT LLC
CCOUNT # 440581570
ASE CURRENCY: U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
.S. Dollar			Cont					
1,957.0000	PRAXAIR INC	81.1964	158,901.38	109.4500	214,193.65	4,305	2.01	0 00
7,034.0000	PRICE T ROWE GROUP INC	49.9988	351,691.35	65.1300	458,124.42	9,566	2.09	0.00
6,285.0000	QUALCOMM INC	43.5391	273,643.04	62.0200	389,795.70	6,285	1.61	0.00
6,027.0000	VIACOM INC CL B	47.3262	285,234.97	52.7400	317,863.98	6,630	2.09	0 00
3,142.0000	VISA INC CL A	68.1890	214,249.99	151.5800	476,264.36	4,147	0.87	0.00
4,440 0000	YUM BRANDS INC	42.5907	189,102.91	66.4000	294,816.00	5,950	2.02	0 00
'otal U.S. Dollar			5,899,089.70		7,859,601.22	76,534	0.97	1,297.20
'otal EQUITIES			5,899,089.70		7,859,601.22	76,534	0.97	1,297.20

Statement H (1/4)

MERTZ GILMORE
FOUNDATION

Grants Payable
(as of 12/31/2012)

Attachment to 990-PF

With Addresses and Project Titles

5T H

Mertz Gilmore Foundation 990 PF #12-2872722 12/31/2012

Grants Payable

(Future grant commitments to be paid after December 31, 2012)

Grantee Name	Address	Grant / Paid / Balance	Last Payment Date/ Next Payment Date	Description	Project Title
92nd Street Y	1395 Lexington Avenue New York, NY 10128	Grant: $50,000 Paid: $25,000 Bal.: $25,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $25,000 [12] [13]	HARKNESS DANCE CENTER
BAX / Brooklyn Arts Exchange	421 Fifth Avenue Brooklyn, NY 11215	Grant: $50,000 Paid: $25,000 Bal.: $25,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $25,000 [12] [13]	DANCE PRESENTING AND DEVELOPMENT PROGRAM
Bronx Academy of Arts and Dance	841 Barretto Street, 2nd Floor Bronx, NY 10474	Grant: $40,000 Paid: $20,000 Bal.: $20,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $20,000 [12] [13]	DANCE PROGRAMMING
Chocolate Factory Theater	5-49 49th Avenue Long Island City, NY 11101	Grant: $40,000 Paid: $20,000 Bal.: $20,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $20,000 [12] [13]	DANCE PROGRAM
Community Voices Heard	115 East 106th Street, 3rd Floor New York, NY 10029	Grant: $100,000 Paid: $50,000 Bal.: $50,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $50,000 [12] [13]	General support
Dance/NYC	218 East 18th Street New York, NY 10003	Grant: $215,000 Paid: $215,000 ① Bal.: $0 Term: 15 Months	1/3/2013	(Approved at Fall 2012 meeting).	NYC Dance Response Fund
Danspace Project, Inc.	St. Mark's Church 131 East 10th Street New York, NY 10003	Grant: $100,000 Paid: $50,000 Bal.: $50,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $50,000 [12] [13]	General support
Dixon Place	161A Chrystie Street, Ground Floor New York, NY 10002-2995	Grant: $30,000 Paid: $15,000 Bal.: $15,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $15,000 [12] [13]	General support

#15

Grantee Name	Address	Grant / Paid / Balance	Last Payment Date/ Next Payment Date	Description	Project Title
Good Old Lower East Side	169 Avenue B New York, NY 10009	Grant: $80,000 Paid: $40,000 Bal.: $40,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year $40,000 [12] [13]	General support
Harlem Stage/Aaron Davis Hall	150 Convent Avenue & West 135th Street New York, NY 10031	Grant: $50,000 Paid: $25,000 Bal.: $25,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $25,000 [12] [13]	DANCE PROGRAM
Henry Street Settlement	265 Henry Street New York, NY 10002 4899	Grant: $40,000 Paid: $20,000 Bal.: $20,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $20,000 [12] [13]	ABRONS ARTS CENTER
HERE Arts Center	145 Sixth Avenue New York, NY 10013	Grant: $60,000 Paid: $30,000 Bal.: $30,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $30,000 [12] [13]	DANCE PROGRAM
Jamaica Center for Arts and Learning	161-04 Jamaica Avenue Jamaica, NY 11432	Grant: $40,000 Paid: $20,000 Bal.: $20,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $20,000 [12] [13]	MAKING MOVES
Kingsborough Community College Auxiliary Enterprises	ATTN. On Stage At Kingsborough 2001 Oriental Blvd. Brooklyn, NY 11235	Grant: $30,000 Paid: $15,000 Bal.: $15,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $15,000 [12] [13]	ON STAGE AT KINGSBOROUGH
Kitchen, The	512 West 19th Street New York, NY 10011 2807	Grant: $50,000 Paid: $25,000 Bal.: $25,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $25,000 [12] [13]	DANCE PROGRAMS
Movement Research, Inc.	55 Avenue C New York, NY 10009	Grant: $60,000 Paid: $30,000 Bal.: $30,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $30,000 [12] [13]	General support
OurGoods	370 Park Place, Apt. #1 Brooklyn, NY 11238	Grant: $60,000 Paid: $30,000 Bal.: $30,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $30,000 [12] [13]	CONNECT THE BLOCKS

ST, H

Grantee Name	Address	Grant / Paid / Balance	Last Payment Date/ Next Payment Date	Description	Project Title
Performance Space 122, Inc.	67 West Street, Unit 315 Brooklyn, NY 11222	Grant: $70,000 Paid: $35,000 Bal.: $35,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $35,000 [12] [13]	General support
Restaurant Opportunities Center of New York	275 Seventh Avenue, Suite 1703 New York, NY 10001	Grant: $80,000 Paid: $40,000 Bal.: $40,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $40,000 [12] [13]	General support
Roulette Intermedium, Inc.	30 Third Avenue, #208 Brooklyn, NY 11217	Grant: $40,000 Paid: $20,000 Bal.: $20,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $20,000 [12] [13]	DANCE ROULETTE
Triskelion Arts, Inc.	118 North 11th Street, 3rd Floor Brooklyn, NY 11211	Grant: $40,000 Paid: $20,000 Bal.: $20,000 ① Term: 11 Months	11/28/2012 11/29/2013	MULTI; 2-year grant $20,000 [12] [13]	General support

Grand Totals (21 items)

`Σ ① $770,000 - Total Grants Payable at 12/31/2012`

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

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part** I and check this box ▶ ☒
- 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 File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. MERTZ GILMORE FOUNDATION	Employer identification number (EIN) or 13-2872722
	Number, street, and room or suite no If a P.O. box, see instructions. 218 EAST 18TH STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10003-3694	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ MARION CAPPIELLO
218 EAST 18TH STREET - NEW YORK, NY 10003-3694
Telephone No. ▶ (212) 475-1137 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**	$ 163,744.
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**	$ 143,744.
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**	$ 20,000.

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)

223841
01-21-13

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

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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions MERTZ GILMORE FOUNDATION	Employer identification number (EIN) or 13-2872722
	Number, street, and room or suite no If a P.O box, see instructions. 218 EAST 18TH STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10003-3694	

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 books are in the care of ▶ MARION CAPPIELLO 218 EAST 18TH STREET - NEW YORK, NY 10003-3694

Telephone No ▶ (212) 475-1137 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 NEEDED TO COMPILE THE INFORMATION NECESSARY TO COMPLETE THE 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	$ 163,744.
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	$ 163,744.
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 ▶ Title ▶ Date ▶

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

223842
01-21-13