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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of foundation DEDALUS FOUNDATION, INC.		A Employer identification number 13-3091704
Number and street (or P O box number if mail is not delivered to street address) C/O ANCHIN BLOCK & ANCHIN LLP-1375 BROADWAY		B Telephone number (see instructions) (212) 840-3456
Room/suite		
City or town, state, and ZIP code NEW YORK, NY 10018		
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization	☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 55,739,228.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc. received (attach schedule) ☒ if the foundation is not required to attach Sch. B				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	430,278.	430,278.	430,278.	
	4 Dividends and interest from securities	251,673.	251,673.	251,673.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,983,376.			
	b Gross sales price for all assets on line 6a 16,442,749.				
	7 Capital gain net income (from Part IV, line 2)		4,000,613.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH. 1	115,446.	148,845.	148,845.	
	12 Total. Add lines 1 through 11	4,780,773.	4,831,409.	830,796.	
	13 Compensation of officers, directors, trustees, etc.	856,209.	63,924.	63,924.	792,285.
	14 Other employee salaries and wages	560,795.	58,344.	58,344.	502,451.
	15 Pension plans, employee benefits	338,315.	17,953.	17,953.	320,362.
	16a Legal fees (attach schedule) ATCH. 2	517,776.			517,776.
	b Accounting fees (attach schedule) ATCH. 3	163,000.	81,500.	81,500.	81,500.
	c Other professional fees (attach schedule) *	582,217.	260,123.	260,123.	322,094.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH. 5	112,391.	6,634.	6,634.	75,757.
	19 Depreciation (attach schedule) and depletion	19,602.			
	20 Occupancy	363,805.			363,805.
	21 Travel, conferences, and meetings	28,655.			28,655.
22 Printing and publications	24,000.			24,000.	
23 Other expenses (attach schedule) ATCH. 6	286,310.			286,310.	
24 Total operating and administrative expenses. Add lines 13 through 23	3,853,075.	488,478.	488,478.	3,314,995.	
25 Contributions, gifts, grants paid	779,250.			779,250.	
26 Total expenses and disbursements. Add lines 24 and 25	4,632,325.	488,478.	488,478.	4,094,245.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	148,448.				
b Net investment income (if negative, enter -0-)		4,342,931.			
c Adjusted net income (if negative, enter -0-)			342,318.		

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	819,002.	1,179,250.	1,179,250.	
	2 Savings and temporary cash investments	7,830,044.	14,984,196.	14,984,196.	
	3 Accounts receivable ▶				
	Less allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶				
	Less allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S and state government obligations (attach schedule). **	1,439,852.			
	b Investments - corporate stock (attach schedule) ATCH 8	1,608,429.	2,007,442.	2,007,442.	
	c Investments - corporate bonds (attach schedule) ATCH 9	7,660,828.	9,296,843.	9,296,843.	
	11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶					
12 Investments - mortgage loans					
13 Investments - other (attach schedule) ATCH 10	14,727,256.	12,074,157.	12,074,157.		
14 Land, buildings, and equipment basis ▶ 875,491.			ATCH 11		
Less accumulated depreciation (attach schedule) ▶ 749,196.	61,271.	126,295.	126,295.		
15 Other assets (describe ▶ ATCH 12)	19,207,490.	16,071,045.	16,071,045.		
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	53,354,172.	55,739,228.	55,739,228.		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ▶ ATCH 13)		1,650,000.			
23 Total liabilities (add lines 17 through 22)	0	1,650,000.			
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	53,354,172.	54,089,228.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)	53,354,172.	54,089,228.		
	31 Total liabilities and net assets/fund balances (see instructions)	53,354,172.	55,739,228.		

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	53,354,172.
2 Enter amount from Part I, line 27a	2	148,448.
3 Other increases not included in line 2 (itemize) ▶ ATCH 14	3	586,608.
4 Add lines 1, 2, and 3	4	54,089,228.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	54,089,228.

**ATCH 7

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Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	4,000,613.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-42,697.

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	3,476,629.	35,639,451.	0.097550
2010	3,540,165.	31,187,651.	0.113512
2009	3,695,192.	31,485,215.	0.117363
2008	3,510,099.	38,692,054.	0.090719
2007	2,871,193.	39,053,462.	0.073520

2 Total of line 1, column (d)	2	0.492664
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.098533
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	40,092,777.
5 Multiply line 4 by line 3	5	3,950,462.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	43,429.
7 Add lines 5 and 6	7	3,993,891.
8 Enter qualifying distributions from Part XII, line 4	8	4,094,245.

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	43,429.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	43,429.
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	43,429.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	153,997.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	175,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	328,997.
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	285,568.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 285,568. Refunded ☐ 11	11	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ ANCHIN, BLOCK & ANCHIN LLP Telephone no ☐ 212-840-3456			
Located at ☐ 1375 BROADWAY 18TH FL NEW YORK, NY ZIP+4 ☐ 10018				
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐	16	Yes	No
				X

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

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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**

X

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

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? ☐ Yes ☒ No**6b**

X

If "Yes" to 6b, file Form 8870

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

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 15		856,209.	58,457.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 16		436,996.	41,028.	0

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 17		630,407.
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 CATALOGUING AND MAINTAINING THE MOTHERWELL ART COLLECTION AND ORGANIZING THE MOTHERWELL ARCHIVE FOR FUTURE PUBLIC RESEARCH	3,314,995.
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

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	15,156,427.
b	Average of monthly cash balances	1b	14,017,291.
c	Fair market value of all other assets (see instructions)	1c	11,529,609.
d	Total (add lines 1a, b, and c)	1d	40,703,327.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	40,703,327.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	610,550.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,092,777.
6	Minimum investment return. Enter 5% of line 5	6	2,004,639.

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

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	4,094,245.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,094,245.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	43,429.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,050,816.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 2,871,193.				
b From 2008 3,510,099.				
c From 2009 3,696,333.				
d From 2010 3,582,439.				
e From 2011 3,476,629.				
f Total of lines 3a through e	17,136,693.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 4,094,245.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus	4,094,245.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	21,230,938.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	2,871,193.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	18,359,745.			
10 Analysis of line 9				
a Excess from 2008 3,510,099.				
b Excess from 2009 3,696,333.				
c Excess from 2010 3,582,439.				
d Excess from 2011 3,476,629.				
e Excess from 2012 4,094,245.				

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

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 12/10/1993

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	342,318.	270,652.	268,197.	114,080.	995,247.
b 85% of line 2a	290,970.	230,054.	227,967.	96,968.	845,959.
c Qualifying distributions from Part XII, line 4 for each year listed	4,094,245.	3,476,629.	3,582,439.	3,696,333.	14,849,646.
d Amounts included in line 2c not used directly for active conduct of exempt activities	779,250.	735,750.	613,150.	590,268.	2,718,418.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	3,314,995.	2,740,879.	2,969,289.	3,106,065.	12,131,228.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets	55,739,228.	53,354,172.	52,020,587.	50,559,877.	211,673,864.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	15,267,416.	16,219,071.	17,882,096.	18,980,796.	68,349,379.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	1,336,426.	1,187,982.	1,039,589.	1,049,507.	4,613,504.
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))

N/A

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

N/A

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

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

N/A

c Any submission deadlines

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE SCHEDULE 1				779,250.
Total			▶ 3a	779,250.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	430,278.	
4	Dividends and interest from securities			14	251,673.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-127,886.	4,111,262.
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a					
b	ATCH 19				79,884.	35,562.
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				633,949.	4,146,824.
13	Total. Add line 12, columns (b), (d), and (e)					4,780,773.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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 | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date: _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

GARY S. CASTLE

Firm's name ► ANCHIN BLOCK & ANCHIN LLP

Firm's address ► 1375 BROADWAY

NEW YORK, NY

10018-7001

Phone no 212-840-3456

Form 990-PF (2012)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-45,039.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-60,412.	
8,233,800.		SALE OF ARTWORK (SEE SCHEDULE) PROPERTY TYPE: OTHER 4,122,538.				D	VARIOUS 4,111,262.	VARIOUS
2,969.		PTP ADJUSTMENT					VARIOUS 2,969.	VARIOUS
852,567.		SALES OF MARKETABLE SECURITIES PROPERTY TYPE: SECURITIES 850,225.				P	VARIOUS 2,342.	VARIOUS
5,379,965.		SALES OF MARKETABLE SECURITIES PROPERTY TYPE: SECURITIES 5,514,946.				P	VARIOUS -134,981.	VARIOUS
173,914.		CERBERUS INTL PROPERTY TYPE: SECURITIES 149,982.				P	VARIOUS 23,932.	VARIOUS
473,552.		SKYBRIDGE CAPITAL II PROPERTY TYPE: SECURITIES 500,000.				P	VARIOUS -26,448.	VARIOUS
836,773.		HIGHBRIDGE CAPITAL CORP PROPERTY TYPE: SECURITIES 845,274.				P	VARIOUS -8,501.	VARIOUS
2,237.		GOLDEN TREE OFFSHORE PROPERTY TYPE: SECURITIES 1,589.				P	VARIOUS 648.	VARIOUS
228,847.		STYX INTERNATIONAL LTD PROPERTY TYPE: SECURITIES 96,079.				P	VARIOUS 132,768.	VARIOUS
20,737.		IRIDIAN OPPORTUNITY PROPERTY TYPE: SECURITIES 20,712.				P	VARIOUS 25.	VARIOUS

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
239,530.		WANGER INCOME AND GROWTH FUND PROPERTY TYPE: SECURITIES 252,577.				P	VARIOUS -13,047.	VARIOUS
827.		WENWORTH PROPERTY TYPE: SECURITIES				P	VARIOUS 827.	VARIOUS
14,268.		THRU PARTNERSHIPS - ADDBACK OF UBTI LOSS PROPERTY TYPE: SECURITIES				P	VARIOUS 14,268.	VARIOUS
TOTAL GAIN(LOSS)							<u>4,000,613.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ART ROYALTY INCOME	35,562.		
GAIN ON INVESTMENT IN LTD PARTNERSHIPS	79,884.	118,048.	118,048.
ORDINARY GAIN ON SALE OF PTP		30,797.	30,797.
TOTALS	<u>115,446.</u>	<u>148,845.</u>	<u>148,845.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES IN CONNECTION WITH EXEMPT PURPOSES	517,776.			517,776.
TOTALS	<u>517,776.</u>			<u>517,776.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING & TAX RETURN PREPARATION FEES	163,000.	81,500.	81,500.	81,500.
TOTALS	<u>163,000.</u>	<u>81,500.</u>	<u>81,500.</u>	<u>81,500.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING FEES	322,094.			
INVESTMENT ADVISORY FEES	260,123.	260,123.	260,123.	322,094.
TOTALS	<u>582,217.</u>	<u>260,123.</u>	<u>260,123.</u>	<u>322,094.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	82,391.	6,634.	6,634.	75,757.
FEDERAL EXCISE TAX ON NET INVESTMENT INCOME	30,000.			
TOTALS	<u>112,391.</u>	<u>6,634.</u>	<u>6,634.</u>	<u>75,757.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ARTWORK EXPENSES	40,883.			40,883.
INSURANCE	110,013.			110,013.
CONSERVATION EXPENSES	13,725.			13,725.
ADVERTISING	3,107.			3,107.
POSTAGE	3,108.			3,108.
TELEPHONE	10,976.			10,976.
FILING FEES	2,121.			2,121.
DATA PROCESSING EXPENSES	29,553.			29,553.
OFFICE SUPPLIES	29,994.			29,994.
REPAIRS & MAINTENANCE	11,329.			11,329.
SECURITY SYSTEM	8,512.			8,512.
SUNDRY	8,858.			8,858.
MEALS AND ENTERTAINMENT	14,131.			14,131.
TOTALS	<u>286,310.</u>			<u>286,310.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
--------------------	------------------------------	-----------------------

SEE SCHEDULE 2

US OBLIGATIONS TOTAL

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE SCHEDULE 2	2,007,442.	2,007,442.
TOTALS	<u>2,007,442.</u>	<u>2,007,442.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE SCHEDULE 2	9,296,843.	9,296,843.
TOTALS	<u>9,296,843.</u>	<u>9,296,843.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT FUNDS-SEE SCH 2	8,545,735.	8,545,735.
MUTUAL & CLOSED END FUNDS -		
SEE SCHEDULE 2	1,293,147.	1,293,147.
BONDS OF FOREIGN GOVERNMENTS		
SEE SCHEDULE 2	1,392,570.	1,392,570.
CERTIFICATES OF DEPOSIT	749,662.	749,662.
EXCHANGE-TRADED FUND	93,043.	93,043.
TOTALS	<u>12,074,157.</u>	<u>12,074,157.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 11

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING			ENDING		
		BALANCE	ADDITIONS	DISPOSALS	BALANCE	DISPOSALS	BALANCE
OFFICE FURNITURE	SL	4,460			4,460		4,460
OFFICE FURNITURE	SL	1,500			1,500		1,500
ARCHIVE EQUIPMENT	SL	20,706			20,706		20,706
LEASEHOLD IMPROV	SL	417,100			417,100		417,100
OFFICE FURNITURE	SL	20,796			20,796		20,796
OFFICE FURNITURE	SL	3,839			3,839		3,839
LEASEHOLD IMPROV	SL	23,580			23,580		23,580
OFFICE FURNITURE	M5	5,533			5,533		5,533
LEASEHOLD IMPROVE	SL	1,638			1,638		1,638
ARCHIVE EQUIPMENT	SL	684			684		684
OFFICE FURNITURE	SL	3,693			3,693		3,693
LEASEHOLD IMPROVE	SL	17,121			17,121		17,121
OFFICE FURNITURE	SL	644			644		644
ARCHIVE EQUIPMENT	SL	1,229			1,229		1,229
LEASEHOLD IMPROV	SL	26,579			26,579		26,579
OFFICE FURNITURE	SL	4,304			4,304		4,304
OFFICE FURNITURE	SL	4,550			4,550		4,550
OFFICE FURNITURE	SL	6,900			6,900		6,900

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 11 (CONT'D)

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL			
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
OFFICE FURNITURE	SL	4,800			4,800			4,800
OFFICE FURNITURE	SL	1,900			1,900			1,900.
OFFICE FURNITURE	SL	3,670			3,670			3,670
OFFICE FURNITURE	SL	2,000			2,000			2,000
ARCHIVE EQUIPMENT	SL	1,330			1,330			1,330
OFFICE FURNITURE	SL	9,790			9,790			9,790.
OFFICE FURNITURE	SL	4,300.			4,300			4,300
OFFICE FURNITURE	SL	9,790			9,790			9,790
OFFICE FURNITURE	SL	5,400			5,400.			5,400
OFFICE EQUIPMENT	SL	387			387			387
OFFICE EQUIPMENT	SL	2,055			2,055.			2,055
OFFICE EQUIPMENT	SL	691			691			691.
OFFICE EQUIPMENT	SL	745			745			745
OFFICE EQUIPMENT	SL	623			623			623
LEASEHOLD IMP	SL	1,160			1,160.			1,160
LEASEHOLD IMP	SL	625			625			625
LEASEHOLD IMP	SL	1,450			1,450			1,450
LEASEHOLD IMP	SL	1,450			1,450.			1,450

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 11 (CONT'D)

		FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING		ENDING		BEGINNING		ENDING	
		BALANCE	ADDITIONS	DISPOSALS	BALANCE	BALANCE	ADDITIONS	DISPOSALS	BALANCE
OFFICE FURNITURE	SL	2,978			2,978.	2,978			2,978.
LEASEHOLD IMPROV	SL	2,450			2,450	2,450.			2,450
OFFICE EQUIPMENT	SL	2,737.			2,737	2,737			2,737
OFFICE EQUIPMENT	SL	1,182			1,182	1,182			1,182
OFFICE EQUIPMENT	SL	2,248			2,248	2,248			2,248
OFFICE EQUIPMENT	SL	1,626			1,626	1,626			1,626
OFFICE EQUIPMENT	SL	3,364			3,364	3,364			3,364
OFFICE EQUIPMENT	SL	2,071			2,071	2,071			2,071.
OFFICE FURNITURE	SL	2,141			2,141	1,937	204		2,141
OFFICE EQUIPMENT	SL	2,316.			2,316	2,316			2,316
OFFICE EQUIPMENT	SL	3,947			3,947.	3,947.			3,947
OFFICE EQUIPMENT	SL	3,247			3,247	3,247			3,247
OFFICE EQUIPMENT	SL	1,548			1,548	1,548			1,548
OFFICE EQUIPMENT	SL	1,895			1,895	1,895			1,895
OFFICE EQUIPMENT	SL	1,832			1,832	1,832.			1,832
LEASEHOLD IMP	SL	6,350			6,350	4,824	907		5,731
LEASEHOLD IMPROV	SL	3,000			3,000	2,155	508		2,663
LEASEHOLD IMPROV	SL	11,438			11,438	8,124	1,989		10,113

ATTACHMENT 11

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 11 (CONT'D)

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING			ENDING		
		BALANCE	ADDITIONS	DISPOSALS	BALANCE	BALANCE	BALANCE
OFFICE EQUIPMENT	SL	2,524			2,524	2,524	2,524
OFFICE EQUIPMENT	SL	4,776			4,776	4,776	4,776
OFFICE EQUIPMENT	SL	1,347			1,256	91	1,347
OFFICE EQUIPMENT	SL	1,894			1,674	220	1,894
OFFICE EQUIPMENT	SL	6,492			5,410	1,082	6,492
OFFICE EQUIPMENT	SL	2,934			2,397	537	2,934
WEBSITE DESIGN	SL	11,600			11,600		11,600
LEASEHOLD IMPROVE	SL	17,987			12,452	3,321	15,773
LEASEHOLD IMPROV	SL	2,480			1,609	522	2,131
COMPUTER EQUIP	SL	3,142			2,355	628	2,983
COMPUTER EQUIP	SL	2,004			1,504	401	1,905
COMPUTER EQUIP	SL	2,030			1,489	406	1,895
OFFICE EQUIPMENT	SL	1,826			1,308	365	1,673
COMPUTER EQUIPMENT	SL	1,429			882	241	1,123
OFFICE EQUIPMENT	SL	1,977			1,120	395	1,515
OFFICE EQUIPMENT	SL	2,391			1,355	478	1,833
OFFICE EQUIPMENT	SL	1,349			675	270	945
OFFICE EQUIPMENT	SL	3,500			1,517	700	2,217

ATTACHMENT 11

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 11 (CONT'D)

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING			ENDING		
		BALANCE	ADDITIONS	DISPOSALS	BALANCE	DISPOSALS	BALANCE
OFFICE EQUIPMENT	SL	2,738.			2,738	548	1,369
PRINTER	SL	1,834			1,834	367	1,467.
COMPUTER - KR	SL	2,150.			2,150	430	968
OFFICE EQUIPMENT	SL	1,847			1,847	246	492.
COMPUTER EQUIP	SL	1,648			1,648	192	384
COPIER	SL	15,400			15,400	1,797	3,594
PHONE SYSTEM	SL	14,561			14,561	728	1,456
COMPUTER EQUIP	SL	1,886			1,886	63	126
OFFICE EQUIPMENT	SL	3,127			3,127	104	208
OFFICE EQUIPMENT	SL	397			397		397
OFFICE EQUIPMENT	SL	202			202		202
WEBSITE DESIGN	SL		32,533		32,533		
WEBSITE DESIGN	SL		32,533		32,533		
COMPUTER	SL		2,346		2,346	430.	430
MONITOR&CALIBRAT	SL		2,716		2,716	407	407.
APPLE COMPUTER	SL		1,464		1,464	220	220
DELL COMPUTER	SL		1,615		1,615	215	215
APPLE COMPUTER	SL		2,999		2,999	250	250

ATTACHMENT 11

L07792 3846

041702

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 11 (CONT'D)

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	ADDITIONS	ENDING BALANCE
APPLE COMPUTER	SL		2,211		2,211	147	147.
APPLE COMPUTER	SL		2,688		2,688.	134	134
DIGITAL RECORDER	SL		3,522		3,522	59	59
TOTALS		<u>790,864</u>			<u>875,491</u>		<u>749,196</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SECURITY DEPOSITS	44,138.	44,138.
WORKS OF ART-ROBERT MOTHERWELL	14,914,788.	14,914,788.
WORKS OF ART-OTHER ARTISTS	95,950.	95,950.
ARCHIVAL MATERIALS	86,245.	86,245.
DUE FROM GALLERIES	771,090.	771,090.
MISCELLANEOUS RECEIVABLE	8,804.	8,804.
DUE FROM BROKER	150,030.	150,030.
TOTALS	<u>16,071,045.</u>	<u>16,071,045.</u>

ATTACHMENT 13FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DEFERRED REVENUE	1,650,000.
TOTALS	<u>1,650,000.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENT PORTFOLIO	586,608.
TOTAL	<u>586,608.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RICHARD RUBIN C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	CHAIRMAN 40.00	87,612.	8,457.	0
JACK FLAM C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	PRESIDENT 40.00	436,175.	25,000.	0
JOHN ELDERFIELD C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	DIRECTOR/CONSULTANT 10.00	44,000.	0	0
DAVID ROSAND C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	DIRECTOR/CONSULTANT 10.00	1,800.	0	0
MORGAN SPANGLE C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	EXEC.DIRECTOR/TREAS 40.00	286,622.	25,000.	0
GRAND TOTALS		856,209.	58,457.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
KATY MARIE ROGERS C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	PROJECT MANAGER 40.00	119,861.	10,416. 0
ROSANNE CASAMASSIMA C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	CONTROLLER 24.00	97,240.	9,386. 0
TIMOTHY CLIFFORD C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	SENIOR RESEARCHER 40.00	69,360.	6,695. 0
MICHAEL MANHNKE C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	ART COLLECTION MNGR 40.00	81,177.	7,836. 0
GRETCHEN OPIE C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	ARCHIVIST 40.00	69,358.	6,695. 0
	TOTAL COMPENSATION	<u>436,996.</u>	<u>41,028. 0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
ANCHIN, BLOCK, & ANCHIN LLP 1375 BROADWAY NEW YORK, NY 10018	ACCOUNTING	163,000.
PRYOR CASHMAN LLP 7 TIME SQUARE, NEW YORK, NY 10036	ATTORNEY	467,407.
TOTAL COMPENSATION		<u>630,407.</u>

ATTACHMENT 18

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SEE SCHEDULE 5

DEDALUS FOUNDATION, INC.

13-3091704

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 19

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
ART ROYALTY INCOME					35,562.-
INCOM-LMTD PRTNSTP			18	79,884.	
TOTALS				<u>79,884.</u>	<u>35,562.</u>

Dedalus Foundation, Inc.
Federal EIN: 13-3091704
Tax Period: Year-ended December 31, 2012
Supporting Schedule to Form 990-PF, Part XV
Contributions, Gifts and Grants Paid

Recipient Name	Recipient Address	Relationship to Foundation Manager or substantial contributor	Foundation Status of Recipient	Purpose of Grant	Amount
Cash Grants to Individuals					
Alina Tenser	Richmond, VA	No relationship	Individual	2012 MFA Fellowship, 1st Payment	\$ 10,000
Jason Osborne	New York, NY	No relationship	Individual	2012 MFA Fellowship-1st Payment	\$ 10,000
Michael Ambron	Columbus, OH	No relationship	Individual	2012 MFA Fellowship-1st Payment	\$ 10,000
Joshua Cohen	Denver, CO	No relationship	Individual	Dissert Fellowship award	\$ 10,000
Shannon Connelly	Littiz, PA	No relationship	Individual	Dissertation Fellowship	\$ 10,000
Hoyi Leung	Elmhurst, NY	No relationship	Individual	2012 Discretionary Grant	\$ 1,000
Alina Tenser	Richmond, VA	No relationship	Individual	2012 MFA Fellowship, Final Payment	\$ 10,000
Jason Osborne	New York, NY	No relationship	Individual	2012 MFA Fellowship, Final Payment	\$ 10,000
Michael Ambron	Columbus, OH	No relationship	Individual	2012 MFA Fellowship, Final Payment	\$ 10,000
Shannon Connelly	Littiz, PA	No relationship	Individual	2nd pymt Dissert Fellow	\$ 10,000
Joshua Cohen	Denver, CO	No relationship	Individual	2nd pymt Dissert Fellow	\$ 10,000
					<u>\$ 101,000</u>
Adrian Sudhalter	Hastings-on-Hudson, NY	No relationship	Individual	2011 Senior Fellowship-1st Payment	\$ 15,000
Adrian Sudhalter	Hastings-on-Hudson, NY	No relationship	Individual	2011 Senior Fellowship-Final Payment	\$ 15,000
					<u>\$ 30,000</u>
Cash Awards to Individuals.					
Anna Sigrður Arnar	Fargo, ND	No relationship	Individual	RM Book Award	\$ 20,000
Janet Bishop	San Francisco, CA	No relationship	Individual	2012 Exhibition Catalogue Award	\$ 2,000
Chad Arthur Coerver	Oakland, CA	No relationship	Individual	2012 Exhibition Catalogue Award	\$ 2,000
Cecile Debray	Paris, France	No relationship	Individual	2012 Exhibition Catalogue Award	\$ 2,000
Rebecca Rabinow	New York, NY	No relationship	Individual	2012 Exhibition Catalogue Award	\$ 2,000
Isabelle Alfandary	Paris, France	No relationship	Individual	2012 Exhibition Catalogue Award	\$ 1,000
Judy Bloch	Richmond, CA	No relationship	Individual	2012 Exhibition Catalogue Award	\$ 1,000
Emily Braun	New York, NY	No relationship	Individual	2012 Exhibition Catalogue Award	\$ 1,000
Edward Burns	New York, NY	No relationship	Individual	2012 Exhibition Catalogue Award	\$ 1,000
Amanda Giesmann	San Francisco, CA	No relationship	Individual	2012 Exhibition Catalogue Award	\$ 1,000
Claudine Grammont	Paris, France	No relationship	Individual	2012 Exhibition Catalogue Award	\$ 1,000
Helene Klein	Paris, France	No relationship	Individual	2012 Exhibition Catalogue Award	\$ 1,000
Martha Lucy	Philadelphia, PA	No relationship	Individual	2012 Exhibition Catalogue Award	\$ 1,000
Katherine Mendillo	Oakland, CA	No relationship	Individual	2012 Exhibition Catalogue Award	\$ 1,000
Robert McD Parker	Paris, France	No relationship	Individual	2012 Exhibition Catalogue Award	\$ 1,000
Carrie Pilto	San Francisco, CA	No relationship	Individual	2012 Exhibition Catalogue Award	\$ 1,000
Gary Tinterow	Houston, TX	No relationship	Individual	2012 Exhibition Catalogue Award	\$ 1,000
					<u>\$ 40,000</u>
					<u>\$ 171,000</u>
Total Grants to Individuals					
Cash Grants to Public Charities:					
Archives of American Art-Smithsonian Inst	Washington, DC	No relationship	Public Charity	Graduate Research Essay Prize	\$ 8,250

Dedalus Foundation, Inc.
Federal EIN: 13-3091704
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Recipient Name	Recipient Address	Relationship to Foundation Manager or substantial contributor	Foundation Status of Recipient	Purpose of Grant	Amount
Asia Society Museum Denver Art Museum	New York, NY Denver, CO	No relationship No relationship	Public Charity Public Charity	Research and planning for an exhibition on modern Iranian art from 1950 to 1979 Exhibition Mark Rothko in the 1940s	\$ 10,000 \$ 10,000
The Drawing Center Los Angeles County Museum of Art	New York, NY Los Angeles, CA	No relationship No relationship	Public Charity Public Charity	The Drawing Center will present Ken Price Slow and Steady Wins the Race-the first ever museum retrospective of the drawings of sculptor Ken Price Exhibition Noah Purifoy Junk Dada Dedalus Foundation Fellowship in Conservation at the Institute of Fine Arts, New York University	\$ 10,000 \$ 10,000
Museum of Modern Art Provincetown Arts Press Rubin Museum of Art	New York, NY Provincetown, MA New York, NY	No relationship No relationship No relationship	Public Charity Public Charity Public Charity	27th annual issue of Provincetown Arts magazine Exhibition Approaching Abstraction Modernist Art from India	\$ 37,500 \$ 7,500 \$ 10,000
S E M Ensemble Socrates Sculpture Park Solomon R Guggenheim Museum Stony Brook Foundation The Center for Arts Education The Isamu Noguchi Fdn & Garden Museum Museum of Contemporary Art	Brooklyn, NY Long Island City, NY New York, NY Stony Brook, NY New York, NY Long Island City, NY Los Angeles, CA	No relationship No relationship No relationship No relationship No relationship No relationship No relationship	Public Charity Public Charity Public Charity Public Charity Public Charity Public Charity Public Charity	Concerts Beyond Cage, a commemoration of John Cage's centennial year Emerging Artist Fellowship Program Exhibition Gutai Splendid Playground Exhibition Men of Fire José Clemente Orozco and Jackson Pollock Career Development Program for NYC public high school students Isamu Noguchi Catalogue Raisonné Fellowship Exhibition Painting the Void, 1949-1962 Archival project	\$ 10,000 \$ 15,000 \$ 15,000 \$ 25,000 \$ 20,000 \$ 10,000 \$ 10,000
Trisha Brown Company Wadsworth Atheneum Museum of Art Whitney Museum of American Art Conservation Ctr of the Inst of Fine Arts Academy Art Museum Archives of American Art-Smithsonian Inst Art Resources Transfer Art21 Brooklyn Museum Detroit Institute of Arts Film Odyssey, Inc Groundswell Community Mural Project IFAR Independent Curators International The Kitchen Museum of Contemporary African Diasporan Arts Rubin Museum of Art	New York, NY Hartford, CT New York, NY New York, NY Easton, MD Washington, DC New York, NY New York, NY Brooklyn, NY Detroit, MI Washington, DC Brooklyn, NY New York, NY New York, NY Brooklyn, NY New York, NY New York, NY New York, NY New York, NY Boston, MA	No relationship No relationship No relationship No relationship No relationship No relationship No relationship No relationship No relationship No relationship No relationship No relationship No relationship No relationship No relationship No relationship No relationship No relationship No relationship No relationship	Public Charity Public Charity Public Charity Public Charity Public Charity Public Charity Public Charity Public Charity Public Charity Public Charity Public Charity Public Charity Public Charity Public Charity Public Charity Public Charity Public Charity Public Charity Public Charity Public Charity	Exhibition MATRIX Conservation efforts Fellowship in Conservation Exhibition James Turrell Web crowdsourcing platform to transcribe textual documents Distribution to Underserved Communities Library Program Documentary series about visual artists living and working in NYC Education programs Conservation of Tony Smith's sculpture Gracehopper Oral history project with three emerging artists Community Mural Project IFAR Journal Educational initiative The Curatorial Intensive Visual Art Program Arts education program for NYC public school students Exhibition Radical Terrain Exhibition Robert Motherwell The Early Collages, in New York and Venice Arts education program for NYC public school students Exhibition Amy Sillman Conservation of Joan Miró's mosaic, Personnages Oiseaux (Bird People) at the Edwin A. Ulrich Museum of Art NYC public high school scholarships for studio art and art history Mentorship for Diversity program	\$ 15,000 \$ 25,000 \$ 22,000 \$ 20,000 \$ 20,000 \$ 10,000 \$ 10,000 \$ 10,000 \$ 25,000 \$ 15,000 \$ 10,000 \$ 25,000 \$ 20,000 \$ 15,000 \$ 10,000 \$ 50,000 \$ 10,000 \$ 20,000
Wichita State University Foundation New York City Department of Education Creative Time Total Grants to Public Charities	Wichita, KS New York, NY New York, NY	No relationship No relationship No relationship	Public Charity Public Charity Public Charity		\$ 20,000 \$ 10,500 \$ 20,000 \$ 608,250
Total Grants					\$ 779,250

Dedalus Foundation
Federal EIN 13-3091704
Tax Period - Year Ended December 31, 2012
Supporting Schedule to Form 990-PF, Part II, Line 10 (a), (b), (c) and Line 13
Investments

Security	No of Shares/Units	Fair Market Value
Part II, line 10 (c) - CORPORATE BONDS		
AEGON N V NON CUM SUB NTS	177	\$4,952
AEGON NV 7 25% PERPETUAL CAP SECS	101	\$2,532
AEGON NV PERP CAP SECS	216	\$5,028
AEGON NV PERP CAP SECS 6 375%	374	\$9,410
AEGON NV PERP CAP SECS 6 50%	103	\$2,562
AEGON NV PERPETUAL CAP SECS	14	\$350
AFFILIATED MANAGERS GROUP INC SR NT	68	\$1,758
AFLAC INC SUB DEB EXP 09/15/52 5 50%	51	\$1,298
ALEXANDRIA REAL ESTATE EQUITIES INC	47	\$1,241
AM ERIPISE FINL INC SR NT 7 75% MAT	140	\$3,846
American Express Unsec	140,000	\$142,932
AMERICAN FINL GROUP INC OHIO SR NT	76	\$1,963
ARCH CAPITAL GROUP LTD	139	\$3,729
ASPEN INSURANCE HLDGS LTD 7 250%	75	\$1,964
AXIS CAPITAL HLDGS LTD PFD SER C 6 875%	166	\$4,432
BANK AMER CORP 6 2040% DEP SHS	163	\$4,062
BANK AMER CORP 6 625% DEP SHS	115	\$3,019
BANK AMER CORP 8 2% DEP SH REPSTG	59	\$1,510
BANK AMER CORP DEP SHS REPSTG	86	\$2,135
BANK NEW YORK MELLON CORP DEP SHS REPSTG	191	\$4,800
Bank of Montreal Sr Nt	100,000	\$99,857
Bank of NY Med Term Note	140,000	\$141,425
BARCLAYS BK PLC 6 6250% SER 2 ADR	190	\$4,750
BARCLAYS BK PLC 7 1% SPON ADR REPSTG	284	\$7,117
BARCLAYS BK PLC 8 125% SPON ADR PREF	181	\$4,603
BARCLAYS BK PLC SPONSORED ADS SER	112	\$2,820
BB&T CORP DEP SHS REPSTG 1/1000TH PERP	240	\$6,144
BERKLEY WR CAP TR II GTD TR ORIG PFD SEC	246	\$6,199
Berkshire Hathaway Fin Corp	150,000	\$152,325
Boeing Cap Corp	120,000	\$120,208
Bottling Grp LLC Nt	150,000	\$156,104
Canadian Nat Res Ltd Unscd Note	100,000	\$101,422
CAPITAL ONE FINL CORP DEP SHS REPSTG	253	\$6,290
Capital One Finl Corp	100,000	\$102,074
Caterpillar Finl Svcs	140,000	\$140,533
Cisco Sys Inc	135,000	\$137,020
Citigroup	125,000	\$128,016
CITIGROUP CAP IX TR PFD SECS 6 00%	211	\$5,269
CITIGROUP CAP VIII CAP SECS 6 95%	36	\$907
CITIGROUP CAP X CAP SECS-TRUPS 6 10%	68	\$1,691
CITIGROUP CAP XI 6% CAP SEC TRUPS	139	\$3,454
CITIGROUP CAP XIII 7 875% TR PFD SECS	244	\$6,808
CITIGROUP CAP XVI GTD ENHANCED TR PFD	56	\$1,401
CITIGROUP CAP XVII ENHANCED TR PFD SECS	110	\$2,753
COM CAST CORP NEW 5 00% NTS	50	\$1,310
Comcast	90,000	\$94,426
Commonwealth Edison	90,000	\$97,816
COMMONWEALTH REIT 7 50% SR NT	57	\$1,218
COMMONWEALTH REIT CUM RED PFD SER E 7	36	\$908
COMMONWEALTH REIT SR NT 5 750% 08/01/42	50	\$1,170
Conagra	85,000	\$90,437
ConEdison	140,000	\$140,490
Conoco Philips Nt	33,000	\$34,494
COUNTRYWIDE CAP IV GTD TR PFD SECS	121	\$3,003
COUNTRYWIDE CAP V GTD CAP SECS 7 00%	37	\$932
CREDIT SUISSE 7 9% GUERNSEY BRH CAP	451	\$11,442
CVS Corp	85,000	\$91,316
DB Global Euro Medium Term NTS Zero	200,000	\$202,540
Devon Energy Corp Nt	100,000	\$105,210
DIGITAL RLTY TR INC 6 625% CUM	47	\$1,226
DIGITAL RLTY TR INC REDEEMABLE PFD	42	\$1,120
DirectTV Hldgs Sr Note	85,000	\$90,756
Dominion	90,000	\$91,180
DOMINION RES INC VA NEW ENHANCED JR SUB	119	\$3,205
Dow Chemical	85,000	\$93,775
DTE ENERGY CO JR SUB DEB PFD STOCK	42	\$1,146
DTE ENERGY CO JR SUB DEB SER C	30	\$756
Duke Energy Carolinas LLC	120,000	\$125,368
DUKE RLTY CORP 8 375% DEP SHS	23	\$582
ENTERGY ARK INC 1ST MTG BD 5 750%	50	\$1,336
ENTERGY LA LLC 1ST MTG BD 6 00%	39	\$1,040
ENTERGY LA LLC 1ST MTG BD SER	25	\$667
ENTERGY MISS INC 1ST MTG BD 6 00%	52	\$1,398

Dedalus Foundation
Federal EIN 13-3091704
Tax Period - Year Ended December 31, 2012
Supporting Schedule to Form 990-PF, Part II, Line 10 (a), (b), (c) and Line 13
Investments

Security	No of Shares/Units	Fair Market Value
ENTERGY TEX INC MTGE BD	34	\$985
Enterprise Prods Sr Nt	85,000	\$92,018
EVEREST RE CAP TR II TR PFD SECS	273	\$6,860
Express Scripts Inc Nt	90,000	\$96,919
Fed Farm Credit Cons Bd	300,000	\$308,457
FIRST NIAGRA FINL GROUP INC NEW PFD	94	\$2,674
GE Co Note 5% 1/28/03-2/1/13	90,000	\$90,343
GENERAL ELEC CAP CORP NT 4 8750%	230	\$5,863
Georgia Pwr Co Unsecd Nt	75,000	\$78,327
Global Aviation Holdings	196,000	\$62,230
GMX Res -2nd PriorityNt	200,000	\$128,000
GOLDMAN SACHS GROUP INC 5 95%	138	\$3,447
GOLDMAN SACHS GROUP INC 6 50% NTS	314	\$8,409
GOLDMAN SACHS GROUP INC DEP SHS RESTG	29	\$604
GOLDMAN SACHS GROUP INC DEPOSITARY SHS	91	\$1,883
GOLDMAN SACHS GROUP INC NT 6 1250%	308	\$8,045
Goldman Sachs Group Nt	100,000	\$103,501
Hartford Financial Svcs	100,000	\$105,669
HARTFORD FINL SVCS GROUP INC DEL JR SUB	89	\$2,555
HEALTH CARE REIT INC PFD SER J 6 50%	93	\$2,502
Hewlett Packard Nt	140,000	\$140,746
HOSPITALITY PPTYS TR REDEEMABLE CUM PFD	127	\$3,378
HSBC HLDGS PLC 8 125% PERPETUAL SUB	35	\$888
HSBC HLDGS PLC ADR SER A REP 1/40	202	\$5,056
HSBC HLDGS PLC PERP SUB CAP SECS EXCH	574	\$15,819
ING GROEP N V PERPETUAL DEBT SECS	421	\$10,391
ING GROEP N V PERPETUAL HYBRID CAP	195	\$4,717
ING GROEP NV 7 375% PERP HYBRID CAP SECS	103	\$2,574
ING GROEP NV PERPETUAL DEBT SECS	273	\$6,828
Int'l Lease Fin Corp	200,000	\$207,500
JA Solar Hldgs	200,000	\$191,000
Jefferson Pilot Corp	90,000	\$93,283
John Deere Cap Corp	135,000	\$141,476
JP MORGAN CHASE CAP XI CAP SECS	25	\$1,435
JPM ORGAN CHASE & CO DEP SHS REPSTG 5 50%	217	\$5,455
JPM ORGAN CHASE CAP XXIX GTD CAP SECS	109	\$2,785
KIMCO RLTY CORP DEP SH REPSTG 1/1000	50	\$1,244
KIMCO RLTY CORP DEPOSITARY SH REPSTG	291	\$7,517
Kraft Foods Unsecd	75,000	\$75,410
Kroger	90,000	\$90,339
LLOYDS BANKING GROUP PLC PUBLIC INCOME	492	\$13,491
Man Group	200,000	\$167,440
MERRILL LYNCH CAP TR 6 45% GTD TR PFD	122	\$3,035
MERRILL LYNCH CAP TR I GTD CAP SECS 6 45%	182	\$4,537
Metlife (60yr bond)	200,000	\$276,000
Metlife Unsecd Nt	110,000	\$112,059
MORGAN STANLEY CAP 6 60% TR VII CAP SEC	168	\$4,207
MORGAN STANLEY CAP TR III CAP SECS PFD	194	\$4,844
MORGAN STANLEY CAP TR IV GTD CAP SECS	86	\$2,149
MORGAN STANLEY CAP TR V CAP SECS PFD	89	\$2,195
MORGAN STANLEY CAP TR VI CAP SECS 6 60%	86	\$2,167
MORGAN STANLEY CAP TR VIII GTD CAP SEC	52	\$1,294
MORGAN STANLEY DEP SHS REPSTG	108	\$2,110
NATIONAL RETAIL PPTYS INC DEP SHS	119	\$3,159
NEXTERA ENERGY CAP HLDGS INC GTD JR SUB	192	\$4,907
Nisource Fin Corp Note	85,000	\$90,581
Noranda Alum Acquisition	200,000	\$188,000
Oncor Elec Delivery Co	85,000	\$93,808
Oracle Corp Nt	120,000	\$121,540
PARTNERRE LTD PFD SER D 6 5%	205	\$5,162
PARTNERRE LTD PFD SER E 7 25%	66	\$1,784
PARTNERRE LTD SER C CALLABLE 6 75%	95	\$2,395
PNC FINL SVCS GROUP INC DEPOSITARY SHS	267	\$7,407
PNC Funding	125,000	\$133,323
PROTECTIVE LIFE CORP SUB DEB 6 250%	84	\$2,190
PRUDENTIAL FINL INC 9% JR SUB NTS MAT	154	\$3,976
PRUDENTIAL FINL INC JR SUB NT	50	\$1,275
Prudential Finl Nt	100,000	\$100,112
PS BUSINESS PKS INC CALIF	88	\$2,321
PS BUSINESS PKS INC CALIF DEP SHS REPSTG	172	\$4,412
PUBLIC STORAGE DEP SH REPSTG PFD SH BEN	130	\$3,400
PUBLIC STORAGE DEP SHS REPSTG 1/1000	48	\$1,247
PUBLIC STORAGE DEP SHS REPSTG 1/1000TH	49	\$1,264
PUBLIC STORAGE DEPOSITARY SH REPSTG	399	\$10,594

Dedalus Foundation
Federal EIN 13-3091704
Tax Period - Year Ended December 31, 2012
Supporting Schedule to Form 990-PF, Part II, Line 10 (a), (b), (c) and Line 13
Investments

Security	No of Shares/Units	Fair Market Value
QWEST CORP NT 7 00% 04/01/52	93	\$2,455
QWEST CORP NT 7 00% PFD STK	46	\$1,196
QWEST CORP NT 7 375% 06/01/51	142	\$3,807
QWEST CORP NT 7 50% DUE 09/15/2051 CALLABLE 09/15/16@25	153	\$4,126
RAYMOND JAMES FINL INC SR NT 6 90%	53	\$1,445
REALTY INCOME CORP MONTHLY INCOME CUM	137	\$3,633
REGENCY CTRS CORP 6 0% PFD SER 7	29	\$730
REGENCY CTRS CORP CUM RED PFD SER 6 %	91	\$2,418
RENAISSANCERE HLDGS LTD 6 6% SER D PFD	110	\$2,768
RENAISSANCERE HOLDINGS LTD	36	\$903
ROYAL BK SCOTLAND GROUP PLC 6 35% SER	51	\$1,149
ROYAL BK SCOTLAND GROUP PLC 6 60%	123	\$2,829
ROYAL BK SCOTLAND GROUP PLC ADR REPSTG	43	\$989
ROYAL BK SCOTLAND GROUP PLC DOLLAR	132	\$2,982
ROYAL BK SCOTLAND GROUP PLC SPON ADR	422	\$9,335
SCANA CORP NEW PLC SHS	20	\$544
SCHWAB CHARLES CORP NEW DEP SHS REPSTG	112	\$2,929
Sempra Energy	100,000	\$101,513
SENIOR HSG PPTYS TR 5 6250% 08/01/2042	101	\$2,486
Simon Prop Group	125,000	\$137,690
SLM Corp	250,000	\$252,565
STANLEY BLACK & DECKER INC JR SUB	97	\$2,517
STATE STR CORP DEP SHS REPSTG 1/4000	48	\$1,220
Suntech Power Holdrs	200,000	\$91,000
TCF FINL CORP DEL DEP SHS REPSTG	73	\$1,918
Telefonica Emisiones Spain	100,000	\$100,350
TELEPHONE & DATA SYS INC 7 00% 03/15/2060	87	\$2,304
TELEPHONE & DATA SYS INC SR NT 6 875%	51	\$1,331
Time Warner Cable Nt	100,000	\$105,749
Time Warner Cable SrNt	100,000	\$105,614
TORCHM ARK CORP JR SUB DEB 5 875%	29	\$734
Transcanada Pipelines	140,000	\$142,257
UBS PFD FDG TR IV TR PFD SEC FLTG RT	228	\$3,390
UNITED STATES CELLULAR CORP SR NT	44	\$1,211
US Bancorp	150,000	\$151,082
US BANCORP DEL DEPOSITARY SHS	178	\$4,879
Verizon Wireless Cap LLC	125,000	\$131,218
VORNADO RLTY LP PUBLIC INCOME NT	310	\$8,395
VORNADO RLTY TR PFD SER J 6 875%	60	\$1,618
VORNADO RLTY TR PFD SER K 5 700%	67	\$1,711
WalMart Stores Nt	125,000	\$126,396
WEINGARTEN REALTY INVD DEP PFD SERIES D	28	\$701
WEINGARTEN REALTY INVD DEP PFD SERIES F	108	\$2,696
WEINGARTEN RLTY INVS PFD SER G 8 10%	25	\$569
Wellpoint Inc Nt	80,000	\$86,405
WELLS FARGO & CO NEW DEP SHS SER J	23	\$675
Wells Fargo Unsecd Nt	150,000	\$151,407
Westpac Bkg Corp Australia	150,000	\$151,446
Wyeth Note	125,000	\$131,778
Wells Fargo Capital 7 875% Enhanced Tr Pfd	8,000	\$202,640
DB Capital Funding	8,000	\$200,560
EATON VANCE INCOME FUND BOSTON	70,147	\$421,582
XCEL ENERGY INC 7 6% JR SUB NT MAT	117	\$2,960
Xerox Corp Unsecd Note	90,000	\$91,543
		<u>\$9,296,843</u>

Dedalus Foundation
Federal EIN 13-3091704
Tax Period - Year Ended December 31, 2012
Supporting Schedule to Form 990-PF, Part II, Line 10 (a), (b), (c) and Line 13
Investments

Security	No of Shares/Units	Fair Market Value
Part II, line 10 (b) - CORPORATE STOCK.		
3M CO	29	\$2,693
ABBOTT LABORATORIES	520	\$34,061
ACCENTURE PLC-CL A	12	\$798
ALTRIA GROUP INC	985	\$30,968
AMAZON COM INC	150	\$37,631
AMERICAN ELEC PWR INC	485	\$20,700
ANALOG DEVICES INC	52	\$2,187
APPLE INC	133	\$70,779
ARTHUR J GALLAGHER & CO	45	\$1,559
AT&T INC	566	\$19,080
AUTOMATIC DATA PROCESSING INC	685	\$38,997
BAXTER INTL INC	375	\$24,998
CATERPILLAR INC	315	\$28,227
CENTURYLINK INC	386	\$15,100
CHEVRON CORP	24	\$2,595
CHUBB CORP	555	\$41,803
CINCINNATI FINANCIAL CORP	32	\$1,253
CINEMARK HOLDINGS INC	56	\$1,455
CITIGROUP INC	905	\$35,802
CME GROUP INC CLASS A COMMON STOCK	41	\$2,077
CMS ENERGY CORP	917	\$22,356
COCA COLA CO	932	\$33,785
CONOCOPHILLIPS	44	\$2,552
CULLEN / FROST BANKERS INC	593	\$32,182
EMC CORP	1,930	\$48,829
EMERSON ELECTRIC CO	31	\$1,642
ENCANA CORP	1,755	\$34,679
EXXON MOBIL CORP	555	\$48,035
GENERAL ELEC CO	1,485	\$31,170
GENUINE PARTS CO	335	\$21,299
GMX Res Comm Stk	57,600	\$28,800
HOME DEPOT INC	510	\$31,544
INTERNATIONAL BUSINESS MACHS	295	\$56,507
ISHARES FTSE CHINA 25 INDEX FUND	290	\$11,731
ISHARES MSCI BRAZIL CAPPED INDEX	245	\$13,705
ISHARES MSCI SOUTH KOREA CAPPED	545	\$34,527
ISHR MSCI MALAYSIA FREE INDEX	260	\$3,934
J P MORGAN CHASE & CO	1,060	\$46,607
JANUS ENTERPRISE FUND	335	\$22,223
JOHNSON & JOHNSON	538	\$37,714
KAYNE ANDERSON MLP INVT CO	1,045	\$30,796
KLA-TENCOR CORP	33	\$1,576
LIMITED BRANDS INC	35	\$1,647
LINEAR TECHNOLOGY CORP	35	\$1,201
LORILLARD INC	19	\$2,217
M & T BANK CORP	22	\$2,166
MCGRAW HILL FINANCIAL INC	26	\$1,421
MERCK & CO INC	892	\$36,518
MICROSOFT CORP	1,646	\$43,964
MOLEX INC	58	\$1,585
MONDELEZ INTERNATIONAL-W/I	57	\$1,451
NESTLE S A	545	\$35,486
NISOURCE INC	59	\$1,469
NORTHEAST UTILITIES	28	\$1,094
NORTHROP GRUMMAN CORP	470	\$31,763

Dedalus Foundation
Federal EIN 13-3091704
Tax Period - Year Ended December 31, 2012
Supporting Schedule to Form 990-PF, Part II, Line 10 (a), (b), (c) and Line 13
Investments

Security	No of Shares/Units	Fair Market Value
OCCIDENTAL PETE CORP DEL	365	\$27,963
Oneok Inc	800	\$34,200
PFIZER INC	1,393	\$34,935
PG&E CORP	520	\$20,894
PHILIP MORRIS INTERNATIONAL	478	\$39,980
POTASH CORP SASK INC	615	\$25,024
PPG INDUSTRIES INC	17	\$2,301
PROCTER & GAMBLE CO	24	\$1,629
ROYAL DUTCH SHELL PLC	460	\$31,717
SEMPRA ENERGY	29	\$2,057
SHERWIN WILLIAMS CO	185	\$28,457
SNAP-ON INC	30	\$2,370
SPDR S&P MIDCAP 400 ETF TR	215	\$39,928
SPECTRA ENERGY CORPORATION	57	\$1,561
T ROWE PRICE GROUP INC	34	\$2,214
TARGET CORP	400	\$23,668
THE HERSHEY COMPANY	19	\$1,372
THE TRAVELERS COMPANIES INC	31	\$2,226
THORNBURG INTL VALUE FUND	486	\$13,665
TIME WARNER CABLE INC	62	\$3,953
TUPPERWARE CORP	15	\$962
UNITED PARCEL SVC INC	380	\$28,017
UNITED TECHNOLOGIES CORP	390	\$31,984
V F CORP	6	\$906
VALIDUS HOLDINGS LTD	37	\$1,279
VERIZON COMMUNICATIONS INC	475	\$20,553
WAL-MART STORES INC	360	\$24,563
WELLS FARGO & CO	1,321	\$45,152
WEYERHAEUSER CO	885	\$24,621
WILLIAMS COMPANIES INC	59	\$1,932
Williams Corporation Inc	500	\$16,370
WILLIAMS SONOMA INC	41	\$1,795
YUM BRANDS INC	587	\$38,977
GENERAL ELEC CAP CORP	885	\$23,099
JPMORGAN CHASE & CO	885	\$22,983
GMAC Pfd Ser 2	8,000	\$213,200
		<u>\$2,007,442</u>

Part II, Line 13 - OTHER INVESTMENTS:

INVESTMENT FUNDS

Cerebrus Int'l Partners	\$608,346
Cerebrus Inst-Series 2	\$149,225
Cerebrus Inst-Series 3	\$168,012
Cerbrus Inst Series 4	\$1,004,337
Styx International	\$304,802
CCI Healthcare - DB	\$945,224
DB Global Select Fund - DB	\$375,104
DB Private Equity Asia Select Fund IV	\$103,493
Paloma Int'l Ltd	\$520,208
Corsair Capital Partners, LP	\$248,111
Arlon Opportunities Offshore, Ltd	\$230,322
Barclays-Brevar Howard	\$547,111
Inergy Midstream LP	\$12,266
Inergy LP	\$52,189
Alliance Holdings GP LP	\$27,598
Boardwalk Pipelines Partners	\$16,992
Cedar Fair LP	\$20,731
Energy Transfer Equity LP	\$25,989
Enterprise Products Partners LP	\$31,295
Nustar GP Holdings LLC	\$20,927
Penn VA Resource Partners LP	\$35,418
Regency Energy Partners LP	\$31,282
Southcross Energy Partners, LP	\$11,118
Spectra Energy Partners LP	\$23,703
Suburban Propane Partners, LP	\$19,357
Western Gas Partners LP	\$25,554
Global Access-Macro Strategies -JPM	\$540,254
Goldentree Offshore Ltd, Class D JPM	\$67,646
Highbridge Capital Corp- Class C-JPM	\$45,003
Teekay Offshore Partners	\$13,006
US Commodity Index Fund	\$10,535
Nery Capital Partners	\$769,453
Marathon Eastside Capital	\$1,541,124
	<u>\$8,545,735</u>

Dedalus Foundation
Federal EIN 13-3091704
Tax Period - Year Ended December 31, 2012
Supporting Schedule to Form 990-PF, Part II, Line 10 (a), (b), (c) and Line 13
Investments

Security	No of Shares/Units	Fair Market Value
<u>Registered Mutual and Closed End Funds:</u>		
PIMCO TOTAL RETURN FUND	26,005	\$292,291
PIMCO FOREIGN BOND FUND UNHEDGED	46,948	\$511,259
ROWE T PRICE INTL FDS INC	34,559	\$349,048
MFS EMERGING MKTS DEBT FUND	1,185	\$19,348
PIMCO ALL ASSET FUND	8,862	\$111,481
SPDR GOLD TR	60	\$9,721
		<u>\$1,293,147</u>
<u>Bonds of Foreign Governments</u>		
CANADIAN GOVT-DEB ISIN CA135087YS77	145,000	\$149,437
AUSTRALIAN GOVT-EX-DIV BD ISIN AU3TB0000028	245,000	\$267,488
CANADA GOVT-BD ISIN CA135087ZC17	195,000	\$202,060
BRAZIL FEDERATIVE REP GLOBAL-BRL BD ISIN US105756BJ84	574,000	\$347,274
PERMANENT PORTFOLIO	8,765	\$426,311
		<u>\$1,392,570</u>
<u>Exchange-Traded Fund</u>		
SPDR S&P CHINA	515	\$38,156
SPDR S&P EMERGING SMALL CAP ETF	160	\$7,462
VANGUARD FTSE EMERGING MKTS ETF	1,065	\$47,424
		<u>\$93,043</u>
<u>Certificates of Deposits</u>		
Discover Bank		\$242,000
Nationwide Bank		\$265,662
State Bank of India		\$242,000
		<u>\$749,662</u>
Total Other Investments		<u><u>\$12,074,157</u></u>

DEDALUS FOUNDATION INC.**Federal EIN - 13-3091704****Tax Period - Year ended December 31, 2012****Supporting Schedule to Form 990-PF, Part II, Line 14****LAND, BUILDING AND EQUIPMENT/ACCUMULATED DEPRECIATION**

Description	Book Value	Fair Market Value
<u>Basis :</u>		
Office Furniture	102,989	102,989
Office Equipment	137,479	137,479
Archive Equipment	23,949	23,949
Other Depreciable Assets	76,666	76,666
Leasehold Improvements	534,408	534,408
	875,491	875,491
<u>Accumulated Depreciation :</u>		
Office Furniture	102,989	102,989
Office Equipment	81,098	81,098
Archive Equipment	23,948	23,948
Other Depreciable Assets	11,600	11,600
Leasehold Improvements	529,561	529,561
	749,196	749,196
NET	126,295	126,295

Dedalus Foundation, Inc
 EIN-13-3091704
 Schedule 4 - Sale of Artwork

Date of Sale	Description of Artwork	Sales	Commission	Cost of Artwork	Total Cost	Gain (Loss)
01/19/2012	Motherwell Painting P60-610 Untitled, 1975	\$ 250,000	\$ 100,000	\$ 28,125	\$ 128,125	\$ 121,875
01/19/2012	Motherwell Painting P67-1174 Open Study No 1, 1967	\$ 100,000	\$ 40,000	\$ 12,500	\$ 52,500	\$ 47,500
01/19/2012	Motherwell Painting P70-706 Open No 169 In Brown with White Line, 1970 / before 1974	\$ 250,000	\$ 100,000	\$ 31,250	\$ 131,250	\$ 118,750
01/19/2012	Motherwell Painting P74-1945 The Persian No 2, 1974	\$ 175,000	\$ 70,000	\$ 15,625	\$ 85,625	\$ 89,375
01/24/2012	Motherwell Painting P76-2229 Emblematic Presence III, 1976	\$ 165,000	\$ 66,000	\$ 21,875	\$ 87,875	\$ 77,125
02/02/2012	Motherwell Painting P74-3091 The Calligraphy of the Night, 1974	\$ 110,000	\$ 44,000	\$ 21,875	\$ 65,875	\$ 44,125
02/14/2012	Motherwell Painting P76-1013 A la pintura No 17, 1976	\$ 50,000	\$ 20,000	\$ 6,250	\$ 26,250	\$ 23,750
02/23/2012	Motherwell Painting P64/66-3296 [Untitled (Black, Ochre and Blue with Triangle)], ca 1965	\$ 175,000	\$ 70,000	\$ 7,813	\$ 77,813	\$ 97,188
03/02/2012	Motherwell Painting P71-2429 Open No 136 Blue on Beige , ca 1969	\$ 60,000	\$ 24,000	\$ 9,375	\$ 33,375	\$ 26,625
03/22/2012	Motherwell Painting P71-440 Gesture Series No 7, 1971	\$ 60,000	\$ 24,000	\$ 9,375	\$ 33,375	\$ 26,625
04/05/2012	Motherwell Painting P67-1601 La Belle France, 1967	\$ 650,000	\$ 300,000	\$ 31,250	\$ 331,250	\$ 318,750
04/17/2012	Motherwell Painting P91-3632 Untitled (Elegy), 1991	\$ 400,000	\$ 132,000	\$ 43,750	\$ 175,750	\$ 224,250
05/07/2012	Motherwell Painting P70-1138 Little Spanish House with Blue, 1970 - ca 1971	\$ 575,000	\$ 230,000	\$ 50,000	\$ 280,000	\$ 295,000
05/14/2012	Motherwell Painting P73-472 [Untitled (Ochre and Black)], 1973	\$ 100,000	\$ 40,000	\$ 15,625	\$ 55,625	\$ 44,375
05/14/2012	Motherwell Painting P77-3120 Untitled (Blue and Ochre), 1977	\$ 90,000	\$ 36,000	\$ 23,438	\$ 59,438	\$ 30,563
05/15/2012	Motherwell Painting P69-1943 Open No 96, 1969	\$ 395,000	\$ 158,000	\$ 43,750	\$ 201,750	\$ 193,250
09/20/2012	Motherwell Painting P74-493 Open Study in Charcoal on Grey No 1, 1974	\$ 100,000	\$ 30,000	\$ 17,188	\$ 47,188	\$ 52,813
10/05/2012	Motherwell Painting P83-2901 Elegy Study with Buff, 1983	\$ 1,000,000	\$ 300,000	\$ 37,500	\$ 337,500	\$ 662,500
10/24/2012	Motherwell Painting P74-496 Open Study in Charcoal on Grey No 2, 1974	\$ 125,000	\$ 37,500	\$ 17,188	\$ 54,688	\$ 70,313
11/09/2012	Motherwell Painting P68-1486 Open Study No 6, 1968	\$ 100,000	\$ 30,000	\$ 18,750	\$ 48,750	\$ 51,250
02/13/2012	Motherwell Collage C88-3486 Night Dream, 1988	\$ 165,000	\$ 66,000	\$ 31,250	\$ 97,250	\$ 67,750
02/17/2012	Motherwell Collage C67-429 First Love, 1967	\$ 150,000	\$ 60,000	\$ 17,188	\$ 77,188	\$ 72,813
02/17/2012	Motherwell Collage C74-1559 Beckett's Space No 2, 1974	\$ 250,000	\$ 100,000	\$ 31,250	\$ 131,250	\$ 118,750
02/17/2012	Motherwell Collage C89-3482 L'Enfant du Paradis, 1989	\$ 200,000	\$ 80,000	\$ 23,438	\$ 103,438	\$ 96,563
04/17/2012	Motherwell Collage C73-677 [Untitled (Ernte on Orange)], 1973	\$ 165,000	\$ 66,000	\$ 18,750	\$ 84,750	\$ 80,250
10/03/2012	Motherwell Collage C88-3464 Night Music Opus No 4, 1988	\$ 150,000	\$ 45,000	\$ 31,250	\$ 76,250	\$ 73,750
12/12/2012	Motherwell Collage C67-1476 Beige Figuraton No 3, 1967	\$ 175,000	\$ 52,500	\$ 9,375	\$ 61,875	\$ 113,125
01/19/2012	Motherwell Drawing D80-2650 Crayon Je t'aime, 1980	\$ 85,000	\$ 34,000	\$ 3,125	\$ 37,125	\$ 47,875
01/19/2012	Motherwell Drawing D82-2718 Dedalus Sketchbook Untitled, 1982	\$ 15,000	\$ 6,000	\$ 938	\$ 6,938	\$ 8,063
01/19/2012	Motherwell Drawing D82-2763 Dedalus Sketchbook Untitled, 1982	\$ 65,000	\$ 26,000	\$ 1,250	\$ 7,250	\$ 7,750
01/19/2012	Motherwell Drawing D**-2836 Alberti Suite No 12, ca 1970	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
01/26/2012	Motherwell Drawing D65-132 Lyric Suite, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
01/26/2012	Motherwell Drawing D65-134 Lyric Suite, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
01/26/2012	Motherwell Drawing D65-195 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
01/26/2012	Motherwell Drawing D65-200 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
01/26/2012	Motherwell Drawing D65-1740 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
01/26/2012	Motherwell Drawing D65-1832 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
02/02/2012	Motherwell Drawing D87-3363 Sketchbook No 11, 18 Oct 1987, 1987	\$ 18,000	\$ 7,200	\$ 3,125	\$ 10,325	\$ 7,675
02/14/2012	Motherwell Drawing D75-313 Gesture Paper Painting No 6, 1975	\$ 65,000	\$ 26,000	\$ 11,250	\$ 37,250	\$ 27,750
03/02/2012	Motherwell Drawing D63-359 Placed Elements No 1, 1963	\$ 100,000	\$ 40,000	\$ 9,375	\$ 49,375	\$ 50,625
03/13/2012	Motherwell Drawing D65-138 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
03/13/2012	Motherwell Drawing D65-140 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
03/13/2012	Motherwell Drawing D65-194 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
03/13/2012	Motherwell Drawing D65-1619 Lyric Suite, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188

Dedalus Foundation, Inc
EIN-13-3091704
Schedule 4 - Sale of Artwork

Date of Sale	Description of Artwork	Sales	Commission	Cost of Artwork	Total Cost	Gain (Loss)
03/13/2012	Motherwell Drawing D65-1620 Lyric Suite, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
03/13/2012	Motherwell Drawing D65-1668 Lyric Suite, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
03/13/2012	Motherwell Drawing D65-1718 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
03/13/2012	Motherwell Drawing D65-1720 Lyric Suite, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
03/13/2012	Motherwell Drawing D65-1784 Lyric Suite, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
03/13/2012	Motherwell Drawing D65-1848 Lyric Suite, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
03/13/2012	Motherwell Drawing D65-2570 Lyric Suite, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
03/13/2012	Motherwell Drawing D65-2582 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
03/13/2012	Motherwell Drawing D79-2227 Drunk with Turpentine, 1979	\$ 60,000	\$ 24,000	\$ 14,063	\$ 38,063	\$ 21,938
03/26/2012	Motherwell Drawing D63-360 Placed Elements No 3, 1963	\$ 65,000	\$ 26,000	\$ 9,375	\$ 35,375	\$ 29,625
03/26/2012	Motherwell Drawing D65-1676 Lyric Suite Bleeding Black No 7, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-92 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-214 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-1514 Lyric Suite In Blue and Bleeding Black No 10, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-1617 Lyric Suite, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-1672 Lyric Suite, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-1714 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-1722 Lyric Suite, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-1730 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-1742 Lyric Suite, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-1756 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-1786 Lyric Suite, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-1808 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-1828 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-1854 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-2561 Lyric Suite No 452, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-2574 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-2577 Lyric Suite, 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D65-2587 Lyric Suite , 1965	\$ 10,000	\$ 4,000	\$ 2,813	\$ 6,813	\$ 3,188
05/01/2012	Motherwell Drawing D79-2377 Drunk with Turpentine , 1979	\$ 65,000	\$ 26,000	\$ 9,375	\$ 35,375	\$ 29,625
05/16/2012	Motherwell Drawing D57-32 Unentitled, 1957	\$ 50,000	\$ 20,000	\$ 6,250	\$ 26,250	\$ 23,750
05/16/2012	Motherwell Drawing D68-419 [Open Study (White Lines on Beige No 2)], 1968	\$ 50,000	\$ 20,000	\$ 12,500	\$ 32,500	\$ 17,500
05/16/2012	Motherwell Drawing D68-420 [Open Study (White Line on Beige No 1)], 1968	\$ 50,000	\$ 20,000	\$ 12,500	\$ 32,500	\$ 17,500
05/16/2012	Motherwell Drawing D68-1342 Open Study No 3, 1968	\$ 75,000	\$ 30,000	\$ 12,500	\$ 42,500	\$ 32,500
05/16/2012	Motherwell Drawing D69-602 [Gesture Series (A)], 1969	\$ 85,000	\$ 34,000	\$ 14,063	\$ 48,063	\$ 36,938
05/16/2012	Motherwell Drawing D80-2899 Unentitled, 1980	\$ 30,000	\$ 12,000	\$ 4,375	\$ 16,375	\$ 13,625
07/03/2012	Motherwell Drawing D82-2724 Dedalus Sketchbook Unentitled, 1982	\$ 15,000	\$ 7,000	\$ 938	\$ 7,938	\$ 7,062
07/03/2012	Motherwell Drawing D82-2726 Dedalus Sketchbook Unentitled, 1982	\$ 15,000	\$ 7,000	\$ 938	\$ 7,938	\$ 7,062
07/03/2012	Motherwell Drawing D82-2730 Dedalus Sketchbook Unentitled, 1982	\$ 15,000	\$ 7,000	\$ 938	\$ 7,938	\$ 7,062
07/03/2012	Motherwell Drawing D82-2731 Dedalus Sketchbook Unentitled, 1982	\$ 15,000	\$ 7,000	\$ 938	\$ 7,938	\$ 7,062
07/03/2012	Motherwell Drawing D82-2733 Dedalus Sketchbook Unentitled, 1982	\$ 15,000	\$ 7,000	\$ 938	\$ 7,938	\$ 7,062
07/03/2012	Motherwell Drawing D82-2735 Dedalus Sketchbook Molly as Tower, 1982	\$ 15,000	\$ 7,000	\$ 938	\$ 7,938	\$ 7,062
07/03/2012	Motherwell Drawing D82-2738 Dedalus Sketchbook Unentitled, 1982	\$ 15,000	\$ 7,000	\$ 938	\$ 7,938	\$ 7,062
07/03/2012	Motherwell Drawing D82-2767 Dedalus Sketchbook River Luffey, 1982	\$ 15,000	\$ 7,000	\$ 1,250	\$ 8,250	\$ 6,750

Dedalus Foundation, Inc
 EIN-13-3091704
 Schedule 4 - Sale of Artwork

Date of Sale	Description of Artwork	Sales	Commission	Cost of Artwork	Total Cost	Gain (Loss)
07/03/2012	Motherwell Drawing D82-2768 Dedalus Sketchbook Dublin Harbor, 1982	\$ 15,000	\$ 7,000	\$ 1,250	\$ 8,250	\$ 6,750
07/03/2012	Motherwell Drawing D82-2769 Dedalus Sketchbook Tower Study, 1982	\$ 15,000	\$ 7,000	\$ 1,250	\$ 8,250	\$ 6,750
08/09/2012	Motherwell Drawing D65-99 Lyric Suite , 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
08/09/2012	Motherwell Drawing D65-113 Lyric Suite, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
08/09/2012	Motherwell Drawing D65-148 Lyric Suite, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
08/09/2012	Motherwell Drawing D65-1614 Lyric Suite , 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
08/09/2012	Motherwell Drawing D65-1629 Lyric Suite, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
08/09/2012	Motherwell Drawing D65-1806 Lyric Suite, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
09/20/2012	Motherwell Drawing D65-149 Lyric Suite , 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
09/20/2012	Motherwell Drawing D65-188 Lyric Suite , 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
09/20/2012	Motherwell Drawing D65-273 Lyric Suite, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
09/20/2012	Motherwell Drawing D65-274 Lyric Suite , 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
09/20/2012	Motherwell Drawing D65-1618 Lyric Suite, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
09/20/2012	Motherwell Drawing D65-1625 Lyric Suite, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
09/20/2012	Motherwell Drawing D65-1691 Lyric Suite, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
09/20/2012	Motherwell Drawing D65-1721 Lyric Suite , 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
09/20/2012	Motherwell Drawing D65-1734 Lyric Suite, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
09/20/2012	Motherwell Drawing D65-1838 Lyric Suite, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
09/20/2012	Motherwell Drawing D65-1840 Lyric Suite, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
09/20/2012	Motherwell Drawing D65-1861 Lyric Suite, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
10/03/2012	Motherwell Drawing D65-1518 Lyric Suite Brown No 4, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
10/03/2012	Motherwell Drawing D65-1678 Lyric Suite Liberte Toute Entreite No 3, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
10/03/2012	Motherwell Drawing D65-1751 Lyric Suite, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
10/03/2012	Motherwell Drawing D65-1783 Lyric Suite, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
10/03/2012	Motherwell Drawing D65-1787 Lyric Suite, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
10/03/2012	Motherwell Drawing D65-1789 Lyric Suite, 1965	\$ 10,000	\$ 3,000	\$ 2,813	\$ 5,813	\$ 4,188
10/22/2012	Motherwell Drawing D67-394 Untitled Drawing, 1967	\$ 18,000	\$ 5,400	\$ 7,500	\$ 12,900	\$ 5,100
10/22/2012	Motherwell Drawing D67-3553 Untitled, 1967	\$ 18,000	\$ 5,400	\$ 3,750	\$ 9,150	\$ 8,850
11/09/2012	Motherwell Drawing D85-3197 Untitled (from the Joyce Sketchbook), 1985	\$ 16,000	\$ 4,800	\$ 1,563	\$ 6,363	\$ 9,638
01/23/2012	Motherwell Print CR# 290 Delta	\$ 5,000	\$ 2,000	\$ 564	\$ 2,564	\$ 2,436
01/23/2012	Motherwell Print CR# 137 Tricolor	\$ 2,000	\$ 800	\$ 376	\$ 1,176	\$ 824
01/23/2012	Motherwell Print CR# 506 Summer Trident	\$ 2,500	\$ 1,000	\$ 564	\$ 1,564	\$ 936
01/23/2012	Motherwell Print CR# 394 Octavio Paz Suite Nocturne VII	\$ 2,500	\$ 1,000	\$ 261	\$ 1,261	\$ 1,239
02/03/2012	Motherwell Print CR# 091 London Series I Untitled	\$ 4,500	\$ 1,800	\$ 564	\$ 2,364	\$ 2,136
02/03/2012	Motherwell Print CR# 152 Summer Light Series The Highlands	\$ 5,500	\$ 2,200	\$ 940	\$ 3,140	\$ 2,360
02/09/2012	Motherwell Print CR# 268 Primal Sign II	\$ 2,500	\$ 825	\$ 564	\$ 1,389	\$ 1,111
02/09/2012	Motherwell Print CR# 269 Primal Sign III	\$ 2,500	\$ 825	\$ 564	\$ 1,389	\$ 1,111
02/09/2012	Motherwell Print CR# 270 Primal Sign IV	\$ 2,800	\$ 924	\$ 564	\$ 1,488	\$ 1,312
02/27/2012	Motherwell Print CR# 409 Octavio Paz Suite Je t'aime	\$ 2,500	\$ 825	\$ 261	\$ 1,086	\$ 1,414
03/02/2012	Motherwell Print CR# 300 Phoenician Etching	\$ 1,500	\$ 600	\$ 282	\$ 882	\$ 618
03/02/2012	Motherwell Print CR# 375 Alphabet Series	\$ 28,000	\$ 9,240	\$ 7,050	\$ 16,290	\$ 11,710
03/02/2012	Motherwell Print CR# 415 - 441 Three Poems	\$ 60,000	\$ 19,800	\$ 7,050	\$ 26,850	\$ 33,150
03/23/2012	Motherwell Print CR# 006 Poet I	\$ 5,000	\$ 2,000	\$ 705	\$ 2,705	\$ 2,295
03/23/2012	Motherwell Print CR# 507 - 514 Irish Suite	\$ 14,000	\$ 4,620	\$ 3,008	\$ 7,628	\$ 6,372

Dedalus Foundation, Inc
 EIN-13-3091704
 Schedule 4 - Sale of Artwork

Date of Sale	Description of Artwork	Sales	Commission	Cost of Artwork	Total Cost	Gain (Loss)
03/23/2012	Motherwell Print CR# 496 España	\$ 6,500	\$ 2,145	\$ 846	\$ 2,991	\$ 3,509
04/03/2012	Motherwell Print CR# 174 Spanish Elegy I	\$ 3,500	\$ 1,400	\$ 846	\$ 2,246	\$ 1,254
05/02/2012	Motherwell Print CR# 234 St Michael I (State I)	\$ 7,500	\$ 2,475	\$ 1,645	\$ 4,120	\$ 3,380
05/09/2012	Motherwell Print CR# 443 Sirens I	\$ 5,000	\$ 2,000	\$ 1,645	\$ 3,645	\$ 1,355
05/09/2012	Motherwell Print CR# 291 Bloomsday	\$ 4,500	\$ 1,800	\$ 846	\$ 2,646	\$ 1,854
05/03/2012	Motherwell Print CR# 397 Octavio Paz Suite Return	\$ 2,500	\$ 825	\$ 261	\$ 1,086	\$ 1,414
05/30/2012	Motherwell Print CR# 404 Octavio Paz Suite Untitled	\$ 2,500	\$ 1,000	\$ 261	\$ 1,261	\$ 1,239
06/18/2012	Motherwell Print CR# 487 Beau Geste VIII	\$ 2,500	\$ 1,000	\$ 376	\$ 1,376	\$ 1,124
06/27/2012	Motherwell Print CR# 250 Rite of Passage III	\$ 6,000	\$ 2,400	\$ 1,645	\$ 4,045	\$ 1,955
06/29/2012	Motherwell Print CR# 292 Stephen's Iron Crown Etched	\$ 6,000	\$ 1,980	\$ 846	\$ 2,826	\$ 3,174
07/30/2012	Motherwell Print CR# 443 Sirens I	\$ 5,000	\$ 1,650	\$ 1,645	\$ 3,295	\$ 1,705
08/06/2012	Motherwell Print CR# 349 La Casa de la Mancha	\$ 5,000	\$ 2,000	\$ 940	\$ 2,940	\$ 2,060
08/06/2012	Motherwell Print CR# 090 London Series I Untitled	\$ 5,000	\$ 1,650	\$ 564	\$ 2,214	\$ 2,786
08/22/2012	Motherwell Print CR# 442 Long Point Gallery Music for Long Point	\$ 3,000	\$ 1,200	\$ 564	\$ 1,764	\$ 1,236
09/12/2012	Motherwell Print CR# 175 Spanish Elegy II	\$ 3,500	\$ 1,400	\$ 846	\$ 2,246	\$ 1,254
09/28/2012	Motherwell Print CR# 388 Octavio Paz Suite Nocturne I	\$ 2,500	\$ 1,000	\$ 261	\$ 1,261	\$ 1,239
09/28/2012	Motherwell Print CR# 404 Octavio Paz Suite Untitled	\$ 2,500	\$ 1,000	\$ 261	\$ 1,261	\$ 1,239
10/26/2012	Motherwell Print CR# 139 Bird I	\$ 3,500	\$ 1,155	\$ 470	\$ 1,625	\$ 1,875
10/26/2012	Motherwell Print CR# 269 Primal Sign III	\$ 2,500	\$ 825	\$ 564	\$ 1,389	\$ 1,111
10/26/2012	Motherwell Print CR# 158 Dutch Linen Suite Untitled	\$ 4,500	\$ 1,485	\$ 376	\$ 1,861	\$ 2,639
10/26/2012	Motherwell Print CR# 156 Dutch Linen Suite Untitled	\$ 4,500	\$ 1,485	\$ 376	\$ 1,861	\$ 2,639
10/26/2012	Motherwell Print CR# 157 Dutch Linen Suite Untitled	\$ 4,000	\$ 1,320	\$ 846	\$ 2,166	\$ 1,834
10/26/2012	Motherwell Print CR# 342 Glass Garden	\$ 2,500	\$ 1,000	\$ 470	\$ 1,470	\$ 1,030
10/26/2012	Motherwell Print CR# 133 Untitled	\$ 2,000	\$ 800	\$ 282	\$ 1,082	\$ 918
10/26/2012	Motherwell Print CR# 536 Untitled	\$ 3,000	\$ 1,000	\$ 846	\$ 1,846	\$ 1,154
10/26/2012	Motherwell Print CR# 517 Lament for Lorca	\$ 3,000	\$ 1,200	\$ 940	\$ 2,140	\$ 860
10/26/2012	Motherwell Print CR# 279 Gray Open with White Paint	\$ 2,000	\$ 660	\$ 376	\$ 1,036	\$ 964
10/26/2012	Motherwell Print CR# 498 May Linen Suite #2	\$ 3,000	\$ 1,200	\$ 940	\$ 2,140	\$ 860
10/26/2012	Motherwell Print CR# 279 Gray Open with White Paint	\$ 5,000	\$ 2,000	\$ 940	\$ 2,940	\$ 2,060
10/26/2012	Motherwell Print CR# 284 Signs on White	\$ 2,000	\$ 660	\$ 282	\$ 942	\$ 1,058
11/09/2012	Motherwell Print CR# 255 Los Angeles Sun (State II)	\$ 4,500	\$ 1,800	\$ 705	\$ 2,505	\$ 1,995
11/13/2012	Motherwell Print CR# 304 Black Flag	\$ 3,500	\$ 1,400	\$ 376	\$ 1,776	\$ 1,724
11/13/2012	Motherwell Print CR# 304 Black Flag	\$ 3,500	\$ 1,400	\$ 376	\$ 1,776	\$ 1,724
11/13/2012	Motherwell Print CR# 535 Untitled	\$ 2,000	\$ 800	\$ 470	\$ 1,270	\$ 730
11/13/2012	Motherwell Print CR# 223 Untitled	\$ 3,500	\$ 1,155	\$ 940	\$ 2,095	\$ 1,405
11/13/2012	Motherwell Print CR# 134 Untitled	\$ 3,500	\$ 1,400	\$ 470	\$ 1,870	\$ 1,630
11/13/2012	Motherwell Print CR# 360 Elegy Fragment II	\$ 6,500	\$ 2,145	\$ 940	\$ 3,085	\$ 3,415
11/13/2012	Motherwell Print CR# 534 Untitled	\$ 2,000	\$ 800	\$ 470	\$ 1,270	\$ 730
12/12/2012	Motherwell Print CR# 326 Untitled (State II)	\$ 2,000	\$ 600	\$ 376	\$ 976	\$ 1,024
12/12/2012	Motherwell Print CR# 035 Summertime in Italy (with Lines)	\$ 3,500	\$ 1,400	\$ 564	\$ 1,964	\$ 1,536
12/12/2012	Motherwell Print CR# 055 Paroles peintes III Untitled	\$ 2,000	\$ 800	\$ 564	\$ 1,364	\$ 636
12/12/2012	Motherwell Print CR# 299 The 40s	\$ 2,000	\$ 800	\$ 282	\$ 1,082	\$ 918
12/12/2012	Motherwell Print CR# 296 House of Atreus	\$ 2,000	\$ 600	\$ 282	\$ 882	\$ 1,118

Dedalus Foundation, Inc
EIN-13-3091704
Schedule 4 - Sale of Artwork

Date of Sale	Description of Artwork	Sales	Commission	Cost of Artwork	Total Cost	Gain (Loss)
12/12/2012	Motherwell Print CR# 292 Stephen's Iron Crown Etched	\$ 6,000	\$ 1,800	\$ 846	\$ 2,646	\$ 3,354
12/12/2012	Motherwell Print CR# 343 Blackened Sun	\$ 5,000	\$ 1,500	\$ 846	\$ 2,346	\$ 2,654
12/12/2012	Motherwell Print CR# 290 Delta	\$ 5,000	\$ 2,000	\$ 564	\$ 2,564	\$ 2,436
12/12/2012	Motherwell Print CR# 295 Leonardo's Wall	\$ 3,500	\$ 1,400	\$ 470	\$ 1,870	\$ 1,630
12/12/2012	Motherwell Print CR# 045 Untitled	\$ 3,500	\$ 1,050	\$ 470	\$ 1,520	\$ 1,980
12/12/2012	Motherwell Print CR# 252 La Guerra I	\$ 4,000	\$ 1,600	\$ 1,410	\$ 3,010	\$ 990
12/12/2012	Motherwell Print CR# 353 The Persian II	\$ 3,500	\$ 1,400	\$ 1,175	\$ 2,575	\$ 925
12/12/2012	Motherwell Print CR# 360 Elegy Fragment II	\$ 6,500	\$ 1,950	\$ 940	\$ 2,890	\$ 3,610
12/12/2012	Motherwell Print CR# 298 España II	\$ 2,500	\$ 1,000	\$ 282	\$ 1,282	\$ 1,218
12/17/2012	Motherwell Print CR# 271 Automatism Elegy (State I White)	\$ 4,000	\$ 1,600	\$ 470	\$ 2,070	\$ 1,930
Various	Various adjustments			\$ 7,942	\$ 7,942	\$ (7,942)
		<u>\$ 8,233,800</u>	<u>\$ 3,105,859</u>	<u>\$ 1,016,678</u>	<u>\$ 4,122,538</u>	<u>\$ 4,111,262</u>

DEDALUS FOUNDATION, INC.

Federal EIN- 13-3091704

Tax Period – Year ended December 31, 2012

Support to Form 990-PF, Part XV, Line 2a-d

INFORMATION REGARDING CONTRIBUTIONS, GRANTS, ETC.

Although the Foundation gives grants to pre-selected charitable organizations and does not accept unsolicited requests for funds, it does have four separate grant programs offered to individuals. They are summarized as follows.

1. Senior Fellowship Program

This grant is open to art historians, critics and curators pursuing projects related to the study of modern art and modernism. The applicant does not have to be affiliated with an educational institution or museum and cannot be a candidate for a degree. Applicants must be U.S. citizens. Awards will be made for a period of up to one year. Stipends will vary according to need, with a maximum award for this grant of \$30,000. This grant is given annually. The Foundation publishes an advertisement for this grant in various periodicals inviting application to this program. Requests for the application for this fellowship and the guidelines should be addressed to:

**Dedalus Foundation, Inc.
3 Columbus Circle Ste 1401
New York, NY 10019
Attention: Fellowship Program**

The application must be submitted by October 1. Announcement of the award will be made by the end of December.

2. Ph.D. Dissertation Fellowship

This grant provides support for a graduate student studying any aspect of the modernist tradition. The stipend for the award year of July 1 to June 30 will be in the amount of \$20,000. Departments of art history at colleges and universities in the United States are invited to nominate one student each for consideration. Nominees must have completed all course requirements and examination and must have advanced to candidacy for the Ph.D. The Foundation directly mails the program information and application to the chairperson of graduate departments a few months in advance of the deadline. Nominations and all accompanying materials must be received at the Foundation no later than December 1. Announcement of the award will be made the following April.

3. M. F. A. Fellowship

This grant provides support for 2 graduate students of painting and sculpture who are about to enter their last year of candidacy for the M. F. A. degree at an American college, university or art school. The current stipend for this award will be \$20,000. Graduate departments of art are invited to nominate two students for consideration. The Foundation mails the program information and application to the chairperson of graduate departments, a few months in advance of the deadline. Nomination and all accompanying materials must be received at the Foundation no later than July 1. Announcement of the awards will be made in December.

4. Robert Motherwell Book Award

This award is given to the author of an outstanding publication in the history and criticism of modernism in the arts – including the visual arts, literature, music and the performing arts. Nominations of publications are made by the publisher and determined by a jury. The prize of \$20,000 is given annually in the spring.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**.
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	DEDALUS FOUNDATION, INC.		Employer identification number (EIN) or	
	C/O ANCHIN BLOCK & ANCHIN LLP		13-3091704	
	Number, street, and room or suite no. If a P.O. box, see instructions		Social security number (SSN)	
File by the due date for filing your return. See instructions	1375 BROADWAY, 18TH FLOOR			
	City, town or post office, state, and ZIP code. For a foreign address, see instructions			
NEW YORK, NY 10018				

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-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 **ANCHIN, BLOCK & ANCHIN LLP**
Telephone No. **212 840-3456** 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.

- I request an additional 3-month extension of time until **11/15, 2013**.
- For calendar year **2012**, or other tax year beginning _____, 20____, and ending _____, 20____.
- If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension **ALL OF THE INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.**

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 \$	298,997.
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 \$	298,997.
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 \$	

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 _____

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- 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

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

DEDALUS FOUNDATION, INC.

C/O ANCHIN BLOCK & ANCHIN LLP

Employer identification number (EIN) or

13-3091704

Number, street, and room or suite no. If a P.O. box, see instructions

1375 BROADWAY, 18TH FLOOR

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

NEW YORK, NY 10018

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

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 ► ANCHIN, BLOCK & ANCHIN LLP

Telephone No ► 212 840-3456

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 08/15, 20 13, 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 _____, 20____, and ending _____, 20____

- 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 \$	298,997.
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 \$	123,997.
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 \$	175,000.

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.**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 1-2013)