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

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

2012

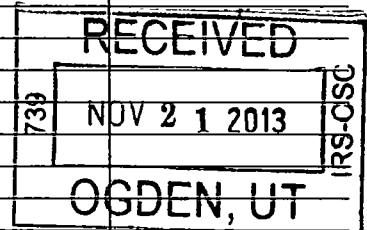
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation AE CHARITABLE FOUNDATION		A Employer identification number 13-3317246
Number and street (or P O box number if mail is not delivered to street address) 364 EAST MIDDLE PATENT ROAD		B Telephone number 212-822-7618
City or town, state, and ZIP code GREENWICH, CT 06831		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 9,026,007.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		44,275.	44,275.		STATEMENT 1
4 Dividends and interest from securities		134,859.	134,859.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		113,332.			
b Gross sales price for all assets on line 6a 2,701,341.					
7 Capital gain net income (from Part IV, line 2)			113,332.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<17,837.>	<17,837.>		STATEMENT 3
12 Total. Add lines 1 through 11		274,629.	274,629.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 4		139.	0.		0.
17 Interest		2,651.	2,651.		0.
18 Taxes STMT 5		935.	511.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		66,842.	66,801.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		70,567.	69,963.		0.
25 Contributions, gifts, grants paid		379,272.			379,272.
26 Total expenses and disbursements. Add lines 24 and 25		449,839.	69,963.		379,272.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<175,210.>			
b Net investment income (if negative, enter -0-)			204,666.		
c Adjusted net income (if negative, enter -0-)				N/A	



Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing		87,127.	87,127.
	2 Savings and temporary cash investments	560,359.	118,998.	118,998.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	1,789,797.	1,421,420.	1,471,756.
	b Investments - corporate stock STMT 8	3,046,425.	2,552,084.	5,615,676.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	632,276.	1,717,091.	1,732,450.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	6,028,857.	5,896,720.	9,026,007.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	0.	20,846.	
	23 Total liabilities (add lines 17 through 22)	0.	20,846.	
	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	6,028,857.	5,875,874.	
	30 Total net assets or fund balances	6,028,857.	5,875,874.	
	31 Total liabilities and net assets/fund balances	6,028,857.	5,896,720.	

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	6,028,857.
2 Enter amount from Part I, line 27a	2	<175,210.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS	3	22,227.
4 Add lines 1, 2, and 3	4	5,875,874.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,875,874.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,701,341.		2,627,757.	113,332.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			113,332.

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 }	2 113,332.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3 N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	347,054.	7,782,827.	.044592
2010	361,756.	7,269,153.	.049766
2009	458,415.	7,563,513.	.060609
2008	408,960.	8,636,005.	.047355
2007	574,402.	10,451,815.	.054957

2 Total of line 1, column (d)	2 .257279
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 .051456
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4 8,205,829.
5 Multiply line 4 by line 3	5 422,239.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 2,047.
7 Add lines 5 and 6	7 424,286.
8 Enter qualifying distributions from Part XII, line 4	8 379,272.

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	4,093.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,093.
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	4,093.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	91.	
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	1,816.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 1,816. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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?		
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) ☐ 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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JUDITH EVNIN</u> Telephone no. ► <u>212-822-7618</u> Located at ► <u>364 EAST MIDDLE PATENT ROAD, GREENWICH, CT</u> ZIP+4 ► <u>08631</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
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)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	1b	
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.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANTHONY B. EVNIN	PRESIDENT			
364 EAST MIDDLE PATENT ROAD				
GREENWICH, CT 06831	10.00	0.	0.	0.
JUDITH E. EVNIN	SECRETARY			
364 EAST MIDDLE PATENT ROAD				
GREENWICH, CT 06831	10.00	0.	0.	0.

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

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

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

0

Form 990-PF (2012)

(continued)

(c) Compensation

0

Expenses

Amount

All other program-related investments. See instructions.

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,907,743.
b	Average of monthly cash balances	1b	423,048.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,330,791.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,330,791.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	124,962.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,205,829.
6	Minimum investment return. Enter 5% of line 5	6	410,291.

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	410,291.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,093.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,093.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	406,198.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	406,198.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	406,198.

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	379,272.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	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	379,272.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	379,272.

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				406,198.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	8,976.			
b From 2008				
c From 2009	81,009.			
d From 2010	10,973.			
e From 2011				
f Total of lines 3a through e	100,958.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 379,272.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				379,272.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	26,926.			26,926.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	74,032.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	74,032.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	63,059.			
c Excess from 2010	10,973.			
d Excess from 2011				
e Excess from 2012				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE ATTACHED	NONE	PUBLIC	UNRESTRICTED	379,272.
Total			▶ 3a	379,272.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Analysis of Income-Producing Activities

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	44,275.	
		14	134,859.	
		14	<17,837.>	
		18	113,332.	
	0.		274,629.	0.

13
274,629

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

Relationship of Activities to the Accomplishment of Exempt Purposes

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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]

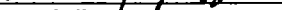
2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

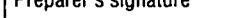
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

 11/13/2013 **PRESIDENT**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	ALAN ZVERIN, CPA		11.11.13		P00084875
	Firm's name ▶ CITRIN COOPERMAN & COMPANY, LLP			Firm's EIN ▶ 22-2428965	
	Firm's address ▶ 709 WESTCHESTER AVENUE WHITE PLAINS, NY 10604			Phone no. (914) 949-299	

Form **990-PF** (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ADAMAS PARTNERS, LP K-1			
b	ADAMAS PARTNERS, LP K-1			
c	ADAMAS PARTNERS, LP K-1 - SECTION 1231			
d	BLACKSTONE GROUP LP K-1			
e	BLACKSTONE GROUP LP K-1			
f	BLACKSTONE GROUP LP K-1 - SECTION 1231			
g	ENTERPRISE PRODUCTS PARTNERS LP K-1			
h	ENTERPRISE PRODUCTS PARTNERS LP K-1 - SECTION 123			
i	ENBRIDGE ENERGY PARTNERS K-1			
j	SALES OF PUBLICLY TRADED SECURITIES	P		
k	SALES OF PUBLICLY TRADED SECURITIES	P		
l	SALES OF PUBLICLY TRADED SECURITIES	P		
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			5,024.
b			32,623.
c			1,595.
d			12.
e			441.
f			34.
g			127.
h			<107.>
i			<1.>
j	601,918.	592,329.	9,589.
k	2,098,218.	2,035,428.	62,790.
l	1,205.		1,205.
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5,024.
b			32,623.
c			1,595.
d			12.
e			441.
f			34.
g			127.
h			<107.>
i			<1.>
j			9,589.
k			62,790.
l			1,205.
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	113,332.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

2012 AE CHARITABLE CONTRIBUTIONS			
	Check	PAYEE	Contribution Amt
		Prior year checks voided	(19,328)
JAN	7 1219	Lincoln Center Festival	2,500
	10 1220	Jarush Museum Contemporary	7,500
	11 1221	Doctors Without Borders	3,000
FEB	5 1222	CMS (of Lincoln Center)	1,500
	5 1223	Bottomless Closet	500
	5 1224	People & Stones/Gente y Cuentos	500
	5 1225	Teach for America	2,500
MAR	3 1227	The Collegiate Chorale	2,000
	3 1228	Orchestra of St. Luke's	2,000
	3 1229	Bachman Strauss	1,500
	3 1230	MOMA	1,000
	12 1232	Helicon	3,000
	12 1233	Fellows of Library of America	1,500
	12 1234	JBFC	1,250
	20 1235	Caramoor	6,000
	22 1236	Carnegie Hall	6,000
	22 1237	NYFOS	1,500
	22 1238	American Farm School	1,000
	25 1239	City Harvest	750
	25 1240	KMA	2,000
APR	9 1241	Rockefeller U. Nobel Lauret	10,000
	13 1242	Beethoven Institute	1,500
	13 1243	Storm King Art Center	1,500
	27 1244	MOMA	5,000
MAY	1 1245	Princeton University	8,000
	1 1246	Mianus	3,500
	12 1247	Carnegie Hall	20,000
	28 1249	Gems	750
	28 1250	Doctors Without Borders	8,000
	28 1251	Housing Solutions	1,000
	28 1252	Am Foundation for the Blind	750
	27 1254	Waterside School	1,000
	27 1255	Arts Westchester	1,000
JUNE	8 1256	US Olympics	500
	8 1257	KMA	500
	8 1258	WNYC	2,500
	8 1259	Central Park Conservancy	1,000
	8 1260	Helicon Foundation	2,500
	11 1261	Caramoor Center for Music & Arts	65,000
JULY	8 1262	Caramoor Center Benefit	6,000
	8 1263	Children's Aid Society	7,500
	13 1264	Mianus River Gorge Preserve	30,000
	24 1265	Studio in a School	3,000
	28 1266	Katonah Museum	500
AUG	24 1267	Caramoor (Rosen House)	2,000
	21 1268	Folk Art Museum	2,000
	20 1269	Sewickley Valley YMCA	15,000
	20 1270	Orchestra of St. Lukes	2,500
	20 1271	Greenwich United Way	3,500
SEPT	3 1272	Rockefeller University	2,000
	3 1273	Carnegie Hall	5,000
	9 1274	MIT	1,500
	9 1275	Gilda's Club	2,000
	9 1276	GADC	1,000
	14 1277	NY Philharmonic	1,200
	14 1278	Storm King	3,000
	14 1279	City Parks	2,400
OCT	8 1280	League of American Orchestras	2,500
	8 1281	Katonah Museum of Art	6,000
	8 1282	Bridge Fund	1,000
	8 1283	Center for All Ages	1,000
	9 1284	New York Hall of Science	1,000
	9 1285	Facing History Ourselves	1,000
	9 1286	Friends of Edna's Maternity Hospital	2,500
	9 1287	3rd Street Music	500
	12 1288	Caramoor Center Music	2,000
	12 1290	Nathaniel Whitehall	1,000
	12 1291	Carnegie Hall	1,000
	12 1292	Silver Hill Hospital	3,000
	12 1293	Waterside School	2,500
Dec	3 1294	Foundation for International Arts & Education	10,000
	8 1295	Squash Haven	2,500
	13 1296	Teach for America	7,500
	13 1297	W W Foundation	1,000
	14 1298	Blythedale Children's Hospital	10,000
	14 1299	Mianus River Gorge	10,000
	14 1300	New York Genome Center	8,000
	14 1301	Carnegie Hall	12,000
	14 1302	Carver Center	5,000
	14 1303	Columbia School of Nursing	5,000
	15 1305	Housing Solutions	1,000
	15 1306	A-Home	500
	15 1307	CMS	1,500
	15 1308	At-Home	500
	20 1309	Fisher House	2,500
	29 1312	Johns Hopkins	10,000
	27 1313	Navy Seal	2,500
	27 1314	Special Operations Warrior Foundation	2,500
	29 1316	Johns Hopkins	10,000
		Totals	379,272

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

SOURCE	AMOUNT
EVERCORE	36,521.
EVERCORE OID US TREASURY	448.
EVERCORE US TREASURY	7,306.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	44,275.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ADAMAS PARTNERS, LP K-1	7,740.	0.	7,740.
ADAMAS PARTNERS, LP K-1 TAX EXEMPT INT	101.	0.	101.
BLACKSTONE GROUP, LP K-1	825.	0.	825.
ENTERPRISE PRODUCTS PARTNERS, LP K-1	5.	0.	5.
EVERCORE	126,188.	0.	126,188.
TOTAL TO FM 990-PF, PART I, LN 4	134,859.	0.	134,859.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ADAMAS PARTNERS, LP- SEC 1256 CONTRACTS	<2,116.>	<2,116.>	
ADAMAS PARTNERS, LP- OTHER PORTF INC	286.	286.	
ADAMAS PARTNERS, LP- OTHER INCOME	<3,064.>	<3,064.>	
ADAMAS PARTNERS, LP- ORD BUS LOSS	<1,646.>	<1,646.>	
ADAMAS PARTNERS, LP - RENTAL LOSS	<534.>	<534.>	
ENBRIDGE ENERGY PARTNERS LP - ORDINARY INCOME	<6,572.>	<6,572.>	
ENTERPRISE PRODUCTS PARTNERS, LP	<4,908.>	<4,908.>	
BLACKSTONE GROUP, LP - ORDINARY INCOME	11.	11.	
BLACKSTONE GROUP, LP - NET RENTAL INCOME	18.	18.	
BLACKSTONE GROUP, LP - ROYALTIES	1.	1.	

BLACKSTONE GROUP, LP - OTHER		
PORTFOLIO INCOME	19.	19.
BLACKSTONE GROUP, LP - 1256		
CONTRACTS	1.	1.
BLACKSTONE GROUP, LP - CANCELLED		
DEBT	10.	10.
BLACKSTONE GROUP, LP - OTHER INCOME	164.	164.
EVERCORE - OTHER INCOME	493.	493.
TOTAL TO FORM 990-PF, PART I, LINE 11	<17,837.>	<17,837.>

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES	139.	0.		0.	
TO FORM 990-PF, PG 1, LN 16C	139.	0.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADAMAS PARTNERS LP-					
FOREIGN TAXES	131.	131.		0.	
EVERCORE - FOREIGN TAXES	377.	377.		0.	
FEDERAL INCOME TAXES	424.	0.		0.	
BLACKSTONE GROUP LP -					
FOREIGN TAXES	3.	3.		0.	
TO FORM 990-PF, PG 1, LN 18	935.	511.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADAMAS PARTNERS LP- NON DEDUCTIBLE EXPENSES	9.	0.		0.	
ADAMAS PARTNERS LP- OTHER DEDUCTIONS	6,865.	6,865.		0.	
ENTERPRISE PRODUCTS PARTNERS, LP K-1 - NON DEDUCTIBLE EXPENSES	4.	0.		0.	
ENBRIDGE ENERGY PARTNERS, LP K-1 - NON DEDUCTIBLE EXPENSES	28.	0.		0.	
BLACKSTONE GROUP, LP K-1 - OTHER DEDUCTIONS	48.	48.		0.	
EVERCORE INVESTMENT MANAGEMENT FEES	59,876.	59,876.		0.	
ENBRIDGE ENERGY PARTNERS, LP K-1 - OTHER EXPENSES	12.	12.		0.	
TO FORM 990-PF, PG 1, LN 23	66,842.	66,801.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US GOVT AND STATE OBLIGATIONS- EVERCORE WEALTH MGMT	X		1,421,420.	1,471,756.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,421,420.	1,471,756.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,421,420.	1,471,756.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
EQUITIES-EVERCORE WEALTH MGMT	2,522,426.	5,476,747.	
PUBLIC REIT- EVERCORE WEALTH MGMT	29,658.	138,929.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,552,084.	5,615,676.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADAMAS PARTNERS LP	FMV	476,465.	400,000.
ENBRIDGE ENERGY PARTNERS, LP	FMV	50,792.	89,280.
POPE RESOURCES, LTD	FMV	88,084.	111,360.
ENTERPRISE PRODUCTS PARTNERS, LP	FMV	35,927.	60,096.
DOUBLELINE ENERGY PARTNERS, LP	FMV	1,000,000.	1,000,000.
BLACKSTONE GROUP, LP	FMV	65,823.	71,714.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,717,091.	1,732,450.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
CALLS ON SECURITIES	0.	20,846.	
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	20,846.	

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	11
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NAME OF MANAGER

ANTHONY B. EVNIN

JUDITH E. EVNIN