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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 SUSAN DEVINE CAMILLI FOUNDATION C/O ANDRE CAMILLI		A Employer identification number 13-3617665
Number and street (or P.O. box number if mail is not delivered to street address) FLAT 12, 53 KENSINGTON COURT	Room/suite	B Telephone number 631-665-7040
City or town, state, and ZIP code LONDON, W85DE UNITED KINGDOM		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 6,372,569. (Part I, column (d) must be on cash basis)	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)
Revenue				
1 Contributions, gifts, grants, etc., received				
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	165,771.	165,771.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	163,131.			
b Gross sales price for all assets on line 6a	1,435,944.			
7 Capital gain net income (from Part IV, line 2)		163,131.		
8 Net short-term capital gain			N/A	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	1,871.	0.	1,871.	STATEMENT 2
12 Total Add lines 1 through 11	330,773.	328,902.	1,871.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	32,000.	0.	0.	32,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	725.	0.	725.	0.
b Accounting fees				
c Other professional fees STMT 4	54,676.	54,676.	0.	0.
17 Interest				
18 Taxes STMT 5	4,648.	4,648.	0.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	23,820.	0.	178.	23,642.
24 Total operating and administrative expenses. Add lines 13 through 23	115,869.	59,324.	903.	55,642.
25 Contributions, gifts, grants paid	85,000.			85,000.
26 Total expenses and disbursements Add lines 24 and 25	200,869.	59,324.	903.	140,642.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	129,904.			
b Net investment income (if negative, enter -0-)		269,578.		
c Adjusted net income (if negative, enter -0-)			968.	

SCANNED NOV 27 2013

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	124,983.	135,004.	135,004.
	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	250,184.	0.	0.
	b Investments - corporate stock STMT 8	1,926,653.	1,764,968.	2,828,722.
	c Investments - corporate bonds STMT 9	1,339,232.	1,877,370.	1,953,343.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)	803,549.	797,163.	1,455,500.	
16 Total assets (to be completed by all filers)	4,444,601.	4,574,505.	6,372,569.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	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	4,444,601.	4,444,601.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	129,904.		
30 Total net assets or fund balances	4,444,601.	4,574,505.		
31 Total liabilities and net assets/fund balances	4,444,601.	4,574,505.		

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	4,444,601.
2 Enter amount from Part I, line 27a	2	129,904.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,574,505.
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	4,574,505.

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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 THROUGH BANK OF AMERICA, N.A. - SEE ATTACHED		P	VARIOUS	VARIOUS
b THROUGH BANK OF AMERICA, N.A. - SEE ATTACHED		P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS				
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 1,301,562.		1,119,027.	182,535.
b 122,747.		153,786.	-31,039.
c 11,635.			11,635.
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			182,535.
b			-31,039.
c			11,635.
d			
e			

2 Capital gain net income or (net capital loss)		2	163,131.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		3	-31,039.
If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			

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	282,084.	5,106,399.	.055241
2010	235,743.	4,967,813.	.047454
2009	48,874.	4,490,936.	.010883
2008	342,432.	5,333,428.	.064205
2007	372,964.	6,201,207.	.060144

2 Total of line 1, column (d)	2	.237927
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	.047585
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,309,160.
5 Multiply line 4 by line 3	5	300,221.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,696.
7 Add lines 5 and 6	7	302,917.
8 Enter qualifying distributions from Part XII, line 4	8	140,642.

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.

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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	5,392.
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	5,392.
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	5,392.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,523.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,523.	
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	3,131.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 3,131. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SHEEHAN & COMPANY, CPA, P.C. Telephone no. ► 631-665-7040 Located at ► 165 ORINOCO DRIVE, BRIGHTWATERS, NY ZIP+4 ► 11718			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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	N/A	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
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b
			X

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

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

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

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

N/A

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

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?

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

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
SUSAN D. CAMILLI	DIRECTOR			
C/O SHEEHAN & CO, 165 ORINOCO DRIVE	20.00	12,000.	0.	0.
BRIGHTWATERS, NY 11718				
ANDRE CAMILLI	DIRECTOR			
C/O SHEEHAN & CO, 165 ORINOCO DRIVE	20.00	10,000.	0.	0.
BRIGHTWATERS, NY 11718				
TURA CAMILLI	DIRECTOR			
C/O SHEEHAN & CO, 165 ORINOCO DRIVE	20.00	10,000.	0.	0.
BRIGHTWATERS, NY 11718				

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

Total number of others receiving over \$50,000 for professional services

0

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

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

Expenses

1	N/A	
2		
3		
4		

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

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

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

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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	4,783,972.
b	Average of monthly cash balances	1b	159,257.
c	Fair market value of all other assets	1c	1,462,010.
d	Total (add lines 1a, b, and c)	1d	6,405,239.
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	6,405,239.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	96,079.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,309,160.
6	Minimum investment return. Enter 5% of line 5	6	315,458.

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	315,458.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,392.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,392.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	310,066.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	310,066.
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	310,066.

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	140,642.
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	140,642.
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	140,642.

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.

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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				310,066.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			106,138.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 140,642.				
a Applied to 2011, but not more than line 2a			106,138.	
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				34,504.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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				275,562.
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Page 10

N/A

- (4) Gross investment income**

[illegible]

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SUSAN DEVINE CAMILLI FOUNDATION

Form 990-PF (2012)

C/O ANDRE CAMILLI

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
DOCTORS WITHOUT BORDERS USA				25,000.
MARTHA'S TABLE				30,000.
BARNARDO'S				30,000.
Total			3a	85,000.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	165,771.	
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	163,131.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a CLASS ACTION SETTLEMENT					
b FUNDS			01	1,871.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		330,773.	0.
13 Total. Add line 12, columns (b), (d), and (e)				330,773.	

(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 |
|----------|--|-------|----|
| i | 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
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.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No		
	 Signature of officer or trustee		15/11/13 Date		DIRECTOR Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	THOMAS J. NOVAK				11/05/13		P00934053
	Firm's name ▶ SHEEHAN & COMPANY CPA, PC					Firm's EIN ▶ 13-2709344	
	Firm's address ▶ 165 ORINOCO DR BRIGHTWATERS, NY 11718					Phone no. 631-665-7040	

Form **990-PF** (2012)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THROUGH BANK OF AMERICA, N.A.	23,643.	0.	23,643.
THROUGH BANK OF AMERICA, N.A.	7,968.	0.	7,968.
THROUGH BANK OF AMERICA, N.A.	134,160.	0.	134,160.
THROUGH BANK OF AMERICA, N.A.	11,635.	11,635.	0.
TOTAL TO FM 990-PF, PART I, LN 4	177,406.	11,635.	165,771.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION SETTLEMENT FUNDS	1,871.	0.	1,871.
TOTAL TO FORM 990-PF, PART I, LINE 11	1,871.	0.	1,871.

FORM 990-PF	LEGAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	725.	0.	725.	0.	
TO FM 990-PF, PG 1, LN 16A	725.	0.	725.	0.	

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	
BANK OF AMERICA, N.A.: TRUSTEE & EXECUTOR FEES	47,360.	47,360.	0.		0.
INVESTMENT FEES	7,316.	7,316.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	54,676.	54,676.	0.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	4,648.	4,648.	0.	0.
TO FORM 990-PF, PG 1, LN 18	4,648.	4,648.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STORAGE EXPENSE FOR FINE ART	18,160.	0.	0.	18,160.
FINE ART INSURANCE	5,482.	0.	0.	5,482.
MISCELLANEOUS	178.	0.	178.	0.
TO FORM 990-PF, PG 1, LN 23	23,820.	0.	178.	23,642.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	1,764,968.	2,828,722.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,764,968.	2,828,722.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	1,877,370.	1,953,343.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,877,370.	1,953,343.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED: FINE ART ON LOAN TO MUSEUMS	797,163.	797,163.	1,455,500.
DIVIDENDS RECEIVABLE	3,264.	0.	0.
DUE FROM BROKER	3,122.	0.	0.
TO FORM 990-PF, PART II, LINE 15	803,549.	797,163.	1,455,500.

Trade Date



Account Summary

Dec. 01, 2012 through Dec. 31, 2012

Account: 41-01-100-5829116 SUSAN DEVINE CAMILLI FOUNDATION

Market Value \$4,917,069.31

Account Activity		YTD Since
Description	Current Period	01/03/12
Beginning Market Value	\$4,978,925.81	\$5,513,575.56
Income	36,489.55	156,461.47
Deposits	11,635.46	13,506.17
Disbursements	-60,000.00	-141,367.36
Bank Fees	-12,253.05	-47,360.37
Non-Cash Transactions	0.00	-759,636.00
Change in Market Value	-37,728.46	181,889.84
Ending Market Value	\$4,917,069.31	\$4,917,069.31
Change in Account Value	-61,856.50	-596,506.25

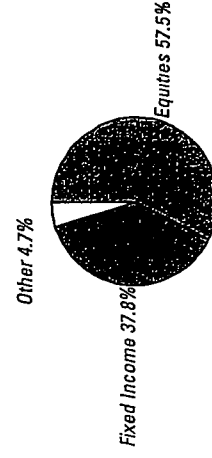
Realized Gain/Loss Summary		Fiscal
Description	Current Period	YTD
Short-term	\$0.00	-\$31,039.35
Long-term	2,581.15	195,971.68
Net Total	\$2,581.15	\$164,932.33

Income Summary		YTD Since
Description	Current Period	01/03/12
Dividends - Taxable	\$36,105.06	\$134,036.36
Interest - Taxable	384.49	11,798.84
Other Income	0.00	10,626.27
Total Income	\$36,489.55	\$156,461.47

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Portfolio Allocation

Description	Market Value	Tax Cost	Estimated Annual Income	Current Yield
Cash/Currency	\$135,004.04	\$135,003.84	\$0.00	0.00%
Equities	2,828,722.09	1,764,968.88	62,522.46	2.21
Fixed Income	1,857,803.61	1,777,369.46	68,975.19	3.72
Tangible Assets	95,539.57	100,000.00	2,532.37	2.65
Other Non-Investable	0.00	34,810.21	0.00	0.00
Total Assets	\$4,917,069.31	\$3,812,152.39	\$134,030.02	2.73%
Total	\$4,917,069.31	\$3,812,152.39	\$134,030.02	



Market Value includes accrued income unless otherwise noted.

The amounts shown throughout this statement should not be used in the preparation of tax documents. Detail specifying taxable nature of income will be provided with year-end tax documentation. Please consult your tax advisor.

Assets representing less than 5% of total are grouped together as "Other" for display on the pie chart

Trade Date



Account Summary

Dec. 01, 2012 through Dec. 31, 2012

Account: 41-01-100-5829116 SUSAN DEVINE CAMILLI FOUNDATION

Cash Summary

	Current Period		YTD Since 01/03/12	
	Income Cash	Principal Cash	Income Cash	Principal Cash
Beginning Value	\$0.00	\$0.00	\$0.00	\$0.00
Income	36,489.55	0.00	156,461.47	0.00
Deposits	0.00	11,635.46	0.00	13,506.17
Disbursements	0.00	-60,000.00	-6,935.09	-134,432.27
Bank Fees	-12,253.05	0.00	-47,360.37	0.00
Income/Principal Transfers	-29,484.76	29,484.76	-102,143.41	-102,143.41
Purchases	0.00	-274,471.50	0.00	-1,392,833.64
Sales and Maturities	0.00	284,759.14	0.00	1,421,614.10
Net Automated Money Market Transactions	5,248.26	8,592.14	-22.60	-9,997.77
Ending Value	\$0.00	\$0.00	\$0.00	\$0.00



Bank of America Private Wealth Management

SUSAN DEVINE CAMILLI FOUNDATION

Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
PEABODY ENERGY CORP	BTU	704549104	2000	02/03/12	05/24/12	\$47,216.54	\$76,056.00	\$-28,839.46
ST JUDE MEDICAL INC	STJ	790849103	2000	11/04/11	08/30/12	\$75,530.11	\$77,730.00	\$-2,199.89
Total short term gain/loss from sales:								\$122,746.65

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
GOVERNMENT NATL MTG ASSN	GN1705471	36296YW81	3821.23	03/10/09	01/31/12	\$3,821.23	\$3,857.88	\$-36.65
CORNING INC	GLW	219350105	2000	06/30/09	02/03/12	\$27,009.48	\$32,288.60	\$-5,279.12
EXPRESS SCRIPTS INC		302182100	1000	03/10/09	02/03/12	\$51,944.10	\$23,018.75	\$28,925.35
STARBUCKS CORP	SBUX	855244109	1000	01/08/08	02/03/12	\$48,204.07	\$20,317.50	\$27,886.57
TEVA PHARMACEUTICAL INDS LTD	TEVA	881624209	2000	06/17/08	02/03/12	\$91,266.24	\$90,654.80	\$611.44
SAP AG	SAP GR	4846288#2	1600	10/17/97	02/06/12	\$100,282.66	\$38,093.72	\$62,188.94
GOVERNMENT NATL MTG ASSN	GN1705471	36296YW81	6540.08	03/10/09	02/29/12	\$6,540.08	\$6,600.53	\$-60.45
L'OREAL	OR FP	4057808#7	200	11/07/94	03/01/12	\$23,052.61	\$3,857.37	\$19,195.24
EXXON MOBIL CORP	XOM	30231G102	775	03/10/06	03/01/12	\$67,034.81	\$34,891.38	\$32,143.43
GOVERNMENT NATL MTG ASSN	GN1705471	36296YW81	1777.72	03/10/09	03/31/12	\$1,777.72	\$1,794.77	\$-17.05
GOVERNMENT NATL MTG ASSN	GN1705471	36296YW81	3357.04	03/10/09	04/30/12	\$3,357.04	\$3,386.88	\$-29.84



Bank of America Private Wealth Management

2012 Tax Information Letter

Account Number 011005829116

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SUSAN DEVINE CAMILLI FOUNDATION

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
EXXON MOBIL CORP	XOM	30231G102	111.75	03/10/06	05/17/12	\$9,183.07	\$5,031.11	\$4,151.96
EXXON MOBIL CORP	XOM	30231G102	887.25	08/19/05	05/17/12	\$72,909.90	\$35,800.00	\$37,109.90
ISHARES TR FTSE XINHAI HK CHIN	FXI	464287184	1000	08/07/09	05/17/12	\$33,444.25	\$41,790.00	\$-8,345.75
PEABODY ENERGY CORP	BTU	704549104	2000	03/10/06	05/24/12	\$47,216.54	\$83,815.05	\$-36,598.51
GOVERNMENT NATL MTG ASSN	GN1705471	36296YW81	2991.91	03/10/09	05/31/12	\$2,991.91	\$3,017.97	\$-26.06
UNITED PARCEL SVC INC CL B	UPS	911312106	500	05/10/01	06/20/12	\$39,016.62	\$28,870.00	\$10,146.62
DANONE	DANOY	236367100	8000	05/11/05	06/21/12	\$95,050.67	\$76,840.00	\$18,210.67
GOVERNMENT NATL MTG ASSN	GN1705471	36296YW81	6097.76	03/10/09	06/30/12	\$6,097.76	\$6,149.73	\$-51.97
UNITED STATES TREAS NTS		912828AF7	255798	07/10/02	07/15/12	\$255,798.00	\$254,105.55	\$1,692.45
GOVERNMENT NATL MTG ASSN	GN1705471	36296YW81	10459.31	03/10/09	07/31/12	\$10,459.31	\$10,546.38	\$-87.07
GOVERNMENT NATL MTG ASSN	GN1705471	36296YW81	5143.52	03/10/09	08/31/12	\$5,143.52	\$5,185.28	\$-41.76
GOVERNMENT NATL MTG ASSN	GN1705471	36296YW81	3516.99	03/10/09	09/30/12	\$3,516.99	\$3,544.81	\$-27.82
GOVERNMENT NATL MTG ASSN	GN1705471	36296YW81	5867.51	03/10/09	10/31/12	\$5,867.51	\$5,912.66	\$-45.15
GOVERNMENT NATL MTG ASSN	GN1705471	36296YW81	7584.84	03/10/09	11/30/12	\$7,584.84	\$7,641.45	\$-56.61
FREEMPORT-MCMORAN COPPER & GOL FCX		35671D857	3752	03/20/07	12/21/12	\$125,493.70	\$115,533.46	\$9,960.24
TEVA PHARMACEUTICAL INDS LTD	TEVA	881624209	1000	06/17/08	12/21/12	\$37,920.15	\$45,327.40	\$-7,407.25
TEVA PHARMACEUTICAL INDS LTD	TEVA	881624209	3000	11/04/11	12/21/12	\$113,760.45	\$125,295.00	\$-11,534.55
GOVERNMENT NATL MTG ASSN	GN1705471	36296YW81	5816.46	03/10/09	01/15/13	\$5,816.46	\$5,858.47	\$-42.01
Total long term gain/loss from sales:						\$1,301,561.69	\$1,119,026.50	\$182,535.19

(A) 14,430.84
 1163.31
 1435.413
 151495.48