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

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

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

|   |   |   |
|---|---|---|
| Name of foundation<br><b>THE DAMIAL FOUNDATION, INC.</b>  |   | A Employer identification number<br><b>13-3693581</b>   |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>655 MADISON AVENUE, 11TH FLOOR</b>   | Room/suite  | B Telephone number<br><b>212-521-2930</b>   |
| City or town, state, and ZIP code<br><b>NEW YORK, NY 10065</b>  |   | C If exemption application is pending, check here <input type="checkbox"/>  |
| G Check all that apply<br><input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |   | D 1 Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation  |   | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>   |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16)<br>▶ \$ <b>25,295,779.</b>   | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>  |

| Part I Analysis of Revenue and Expenses<br><small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small> |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| <b>Revenue</b>  | 1 Contributions, gifts, grants, etc., received                                     | 10,247,288.                        |                           | N/A                     |   |
|   | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |   |
|   | 3 Interest on savings and temporary cash investments                               | 271,291.                           | 271,291.                  |                         | Statement 1   |
|   | 4 Dividends and interest from securities   | 421,873.                           | 421,873.                  |                         | Statement 2   |
|   | 5a Gross rents   |                                    |                           |                         |   |
|   | b Net rental income or (loss)  |                                    |                           |                         |   |
|   | 6a Net gain or (loss) from sale of assets not on line 10                           | 2,742,992.                         |                           |                         |   |
|   | b Gross sales price for all assets on line 6a <b>3,021,083.</b>                    |                                    |                           |                         |   |
|   | 7 Capital gain net income (from Part IV, line 2)                                   |                                    | 2,742,992.                |                         |   |
|   | 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   |  | 47,228.                            | 0.                        |                         | Statement 3   |
| 12 Total. Add lines 1 through 11  |  | 13,730,672.                        | 3,436,156.                |                         |   |
| <b>Operating and Administrative Expenses</b>  | 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  |                                    |                           |                         |   |
|   | 17 Interest  |                                    |                           |                         |   |
|   | 18 Taxes <span style="float: right;">Stmt 4</span>                                 | 126,873.                           | 4,645.                    |                         | 0.  |
|   | 19 Depreciation and depletion  |                                    |                           |                         |   |
|   | 20 Occupancy   |                                    |                           |                         |   |
|   | 21 Travel, conferences, and meetings   | 3,195.                             | 0.                        |                         | 3,195.  |
|   | 22 Printing and publications   |                                    |                           |                         |   |
|   | 23 Other expenses <span style="float: right;">Stmt 5</span>                        | 351.                               | 351.                      |                         | 0.  |
|   | 24 Total operating and administrative expenses. Add lines 13 through 23            | 130,419.                           | 4,996.                    |                         | 3,195.  |
|   | 25 Contributions, gifts, grants paid   | 4,824,905.                         |                           |                         | 4,824,905.  |
| 26 Total expenses and disbursements. Add lines 24 and 25  | 4,955,324.   | 4,996.                             |                           | 4,828,100.              |   |
| 27 Subtract line 26 from line 12  |  |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements   | 8,775,348.   |                                    |                           |                         |   |
| b Net investment income (if negative, enter -0-)  |  | 3,431,160.                         |                           |                         |   |
| c Adjusted net income (if negative, enter -0-)  |  |                                    | N/A                       |                         |   |

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SCANNED NOV 15 2013 Operating and Administrative Expenses

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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 | (a) Book Value     | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1   | Cash - non-interest-bearing   |                    |                       |                    |                |                       |
|                             | 2   | Savings and temporary cash investments  |                    | 15,493,059.           | 8,264,264.         | 8,264,264.     |                       |
|                             | 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 8                                      |                    | 0.                    | 3,497,434.         | 3,499,976.     |                       |
|                             | b   | Investments - corporate stock Stmt 9  |                    | 4,559,906.            | 7,642,757.         | 13,531,539.    |                       |
|                             | c   | Investments - corporate bonds   |                    |                       |                    |                |                       |
| 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 ▶ OTHER RECEIVABLES )  |   | 47.                | 0.                    | 0.                 |                |                       |
| 16                          | <b>Total assets (to be completed by all filers)</b>                                       |   | <b>20,053,012.</b> | <b>19,404,455.</b>    | <b>25,295,779.</b> |                |                       |
| 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                          | <b>Total liabilities (add lines 17 through 22)</b>  |   | <b>0.</b>          | <b>0.</b>             |                    |                |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>                   |   |                    |                       |                    |                |                       |
|                             | 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 ▶ <input checked="" type="checkbox"/> |   |                    |                       |                    |                |                       |
|                             | and complete lines 27 through 31  |   |                    |                       |                    |                |                       |
| 27                          | Capital stock, trust principal, or current funds  |   | 20,053,012.        | 19,404,455.           |                    |                |                       |
| 28                          | Paid-in or capital surplus, or land, bldg, and equipment fund                             |   | 0.                 | 0.                    |                    |                |                       |
| 29                          | Retained earnings, accumulated income, endowment, or other funds                          |   | 0.                 | 0.                    |                    |                |                       |
| 30                          | <b>Total net assets or fund balances</b>  |   | <b>20,053,012.</b> | <b>19,404,455.</b>    |                    |                |                       |
| 31                          | <b>Total liabilities and net assets/fund balances</b>                                     |   | <b>20,053,012.</b> | <b>19,404,455.</b>    |                    |                |                       |

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 | 20,053,012.        |
| 2 | Enter amount from Part I, line 27a   | 2 | 8,775,348.         |
| 3 | Other increases not included in line 2 (itemize) ▶   | 3 | 0.                 |
| 4 | Add lines 1, 2, and 3  | 4 | 28,828,360.        |
| 5 | Decreases not included in line 2 (itemize) ▶ See Statement 7   | 5 | 9,423,905.         |
| 6 | <b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>   | 6 | <b>19,404,455.</b> |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo, day, yr) | (d) Date sold<br>(mo, day, yr) |
|--|--|------------------------------------|--------------------------------|
| 1a SEE SCHEDULE ATTACHED   | P  | Various                            | Various                        |
| b SEE SCHEDULE ATTACHED  | P  | Various                            | Various                        |
| c  |  |                                    |                                |
| d  |  |                                    |                                |
| e  |  |                                    |                                |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 43,228.             |  | 25,993.   | 17,235.                                      |
| b 2,977,855.          |  | 252,098.  | 2,725,757.                                   |
| c                     |  |   |  |
| d                     |  |   |  |
| e                     |  |   |  |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|---|--------------------------------------|---|--|
| (i) FMV as of 12/31/69  | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |  |
| a   |                                      |   | 17,235.  |
| b   |                                      |   | 2,725,757.   |
| c   |                                      |   |  |
| d   |                                      |   |  |
| e   |                                      |   |  |

|   |   |   |            |
|---|---|---|------------|
| 2 Capital gain net income or (net capital loss)   | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | 2 | 2,742,992. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c)<br>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<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col (b) divided by col (c)) |
|---|---------------------------------------|---|--|
| 2011  | 3,838,015.                            | 17,557,013.                               | .218603  |
| 2010  | 3,027,573.                            | 18,123,828.                               | .167049  |
| 2009  | 5,629,635.                            | 22,024,046.                               | .255613  |
| 2008  | 3,779,104.                            | 26,354,820.                               | .143393  |
| 2007  | 2,084,794.                            | 20,413,385.                               | .102129  |

|  |   |             |
|--|---|-------------|
| 2 Total of line 1, column (d)  | 2 | .886787     |
| 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 | .177357     |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5   | 4 | 25,368,173. |
| 5 Multiply line 4 by line 3  | 5 | 4,499,223.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 | 34,312.     |
| 7 Add lines 5 and 6  | 7 | 4,533,535.  |
| 8 Enter qualifying distributions from Part XII, line 4   | 8 | 4,828,100.  |

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 <input type="checkbox"/> and enter "N/A" on line 1<br>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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b  | 1  | 34,312. |
| 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  | 34,312. |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)  | 4  | 0.      |
| 5  | <b>Tax based on investment income</b> Subtract line 4 from line 3 If zero or less, enter -0-  | 5  | 34,312. |
| 6  | Credits/Payments  |    |         |
| a  | 2012 estimated tax payments and 2011 overpayment credited to 2012   | 6a | 47,228. |
| b  | Exempt foreign organizations - tax withheld at source   | 6b |         |
| c  | Tax paid with application for extension of time to file (Form 8868)   | 6c | 30,000. |
| d  | Backup withholding erroneously withheld   | 6d |         |
| 7  | Total credits and payments Add lines 6a through 6d  | 7  | 77,228. |
| 8  | Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached  | 8  |         |
| 9  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed  | 9  |         |
| 10 | <b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid   | 10 | 42,916. |
| 11 | Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 42,916. Refunded <input checked="" type="checkbox"/>   | 11 | 0.      |

**Part VII-A Statements Regarding Activities**

|    | Yes | No |
|----|-----|----|
| 1a |     | X  |
| 1b |     | X  |
| 1c |     | X  |
| 1d |     |    |
| 1e |     |    |
| 2  |     | X  |
| 3  |     | X  |
| 4a |     | X  |
| 4b |     |    |
| 5  |     | X  |
| 6  | X   |    |
| 7  | X   |    |
| 8a |     |    |
| 8b | X   |    |
| 9  |     | X  |
| 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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address n/a
14 The books are in care of BARRY L. BLOOM, ESQ Telephone no 212-521-2930 Located at 655 MADISON AVENUE, 11TH FLOOR, NEW YORK, NY ZIP+4 10065
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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 )
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
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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years
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 )
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?
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 )
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

**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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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

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

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?  Yes  No

**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 |
|---|---|---|---|---------------------------------------|
| DANIEL R. TISCH<br>655 MADISON AVE, 11TH FL<br>NEW YORK, NY 10065 | PRESIDENT, DIRECTOR<br>0.00                               | 0.  | 0.  | 0.                                    |
| BONNIE J. TISCH<br>655 MADISON AVE, 11TH FL<br>NEW YORK, NY 10065 | SENIOR VICE PRESIDENT, DIR<br>0.00                        | 0.  | 0.  | 0.                                    |
| BARRY L. BLOOM<br>655 MADISON AVE, 11TH FL<br>NEW YORK, NY 10065  | SECRETARY/TREASURER<br>0.00                               | 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

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE  |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |

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.

| 1   | Expenses |
|-----|----------|
| N/A |          |
|     | 0.       |
| 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

| 1   | Amount |
|---|--------|
|   |        |
| 2   |        |
|   |        |
| All other program-related investments See instructions            |        |
| 3 N/A   | 0.     |
| Total. Add lines 1 through 3 <span style="float: right;">▶</span> | 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 | 12,646,738. |
| b  | Average of monthly cash balances  | 1b | 13,107,752. |
| c  | Fair market value of all other assets   | 1c |             |
| d  | Total (add lines 1a, b, and c)  | 1d | 25,754,490. |
| 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  | 25,754,490. |
| 4  | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4  | 386,317.    |
| 5  | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4      | 5  | 25,368,173. |
| 6  | Minimum investment return. Enter 5% of line 5   | 6  | 1,268,409.  |

**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  | 1,268,409. |
| 2a | Tax on investment income for 2012 from Part VI, line 5   | 2a | 34,312.    |
| b  | Income tax for 2012 (This does not include the tax from Part VI)                                   | 2b |            |
| c  | Add lines 2a and 2b  | 2c | 34,312.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 1,234,097. |
| 4  | Recoveries of amounts treated as qualifying distributions  | 4  | 0.         |
| 5  | Add lines 3 and 4  | 5  | 1,234,097. |
| 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  | 1,234,097. |

**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 | 4,828,100. |
| 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  | 4,828,100. |
| 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  | 34,312.    |
| 6   | Adjusted qualifying distributions. Subtract line 5 from line 4  | 6  | 4,793,788. |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7   |               |                            |             | 1,234,097.  |
| 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  | 1,376,037.    |                            |             |             |
| b From 2008  | 2,472,155.    |                            |             |             |
| c From 2009  | 4,529,263.    |                            |             |             |
| d From 2010  | 2,123,636.    |                            |             |             |
| e From 2011  | 3,118,534.    |                            |             |             |
| f Total of lines 3a through e  | 13,619,625.   |                            |             |             |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 4,828,100.  |               |                            |             |             |
| 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   |               |                            |             | 1,234,097.  |
| e Remaining amount distributed out of corpus   | 3,594,003.    |                            |             |             |
| 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  | 17,213,628.   |                            |             |             |
| 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   | 1,376,037.    |                            |             |             |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  | 15,837,591.   |                            |             |             |
| 10 Analysis of line 9  |               |                            |             |             |
| a Excess from 2008   | 2,472,155.    |                            |             |             |
| b Excess from 2009   | 4,529,263.    |                            |             |             |
| c Excess from 2010   | 2,123,636.    |                            |             |             |
| d Excess from 2011   | 3,118,534.    |                            |             |             |
| e Excess from 2012   | 3,594,003.    |                            |             |             |

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

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

- 1 **Information Regarding Foundation Managers:**
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

None

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

None

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

- 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   | 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     |
|---|---|--------------------------------|----------------------------------|------------|
| Name and address (home or business)                               |   |                                |                                  |            |
| <p>a <i>Paid during the year</i></p> <p>SEE SCHEDULE ATTACHED</p> |   |                                |                                  | 4,824,905. |
|   |   |                                |                                  |            |
|   |   |                                |                                  |            |
|   |   |                                |                                  |            |
|   |   |                                |                                  |            |
|   |   |                                |                                  |            |
|   |   |                                |                                  |            |
| <b>Total</b>  |   |                                | ▶ 3a                             | 4,824,905. |
| <p>b <i>Approved for future payment</i></p> <p>None</p>           |   |                                |                                  |            |
|   |   |                                |                                  |            |
|   |   |                                |                                  |            |
|   |   |                                |                                  |            |
| <b>Total</b>  |   |                                | ▶ 3b                             | 0.         |



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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 3 columns: Question ID, Yes, No. Rows include 1a(1), 1a(2), 1b(1) through 1b(6), and 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes '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. Signature of officer or trustee: [Signature] Date: NOV 07 2013 Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr 1)? [ ] Yes [ ] No

Table for Paid Preparer Use Only with columns: Print/Type preparer's name, Preparer's signature, Date, Check [ ] if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2012**

Name of the organization

THE DAMIAL FOUNDATION, INC.

Employer identification number

13-3693581

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

|  |   |
|--|---|
| Name of organization<br><b>THE DAMIAL FOUNDATION, INC.</b> | Employer identification number<br><b>13-3693581</b> |
|--|---|

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

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4  | (c)<br>Total contributions | (d)<br>Type of contribution  |
|------------|--|----------------------------|--|
| <u>1</u>   | WILMA S. TISCH<br>C/O BARRY L. BLOOM, 655 MADISON AVENUE,<br>11TH FL<br><br>NEW YORK, NY 10065 | \$ <u>4,497,188.</u>       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution ) |
| <u>2</u>   | WILMA S. TISCH<br>C/O BARRY L. BLOOM, 655 MADISON AVENUE,<br>11TH FL<br><br>NEW YORK, NY 10065 | \$ <u>5,750,100.</u>       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution ) |
| _____      | _____<br>_____<br>_____  | \$ _____                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
| _____      | _____<br>_____<br>_____  | \$ _____                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )            |
| _____      | _____<br>_____<br>_____  | \$ _____                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )            |
| _____      | _____<br>_____<br>_____  | \$ _____                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )            |
| _____      | _____<br>_____<br>_____  | \$ _____                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )            |

|  |   |
|--|---|
| Name of organization<br><br><b>THE DAMIAL FOUNDATION, INC.</b> | Employer identification number<br><br><b>13-3693581</b> |
|--|---|

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

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|------------------------------|--|--|----------------------|
| 1                            | 12,500 SHARES OF AUTOZONE INC. COMMON STOCK  | \$ 4,497,188.                                  | 02/21/12             |
| 2                            | 15,000 SHARES OF AUTOZONE INC. COMMON STOCK  | \$ 5,750,100.                                  | 07/16/12             |
|                              |  | \$ _____                                       | _____                |
|                              |  | \$ _____                                       | _____                |
|                              |  | \$ _____                                       | _____                |
|                              |  | \$ _____                                       | _____                |
|                              |  | \$ _____                                       | _____                |

|  |   |
|--|---|
| Name of organization<br><b>THE DAMIAL FOUNDATION, INC.</b> | Employer identification number<br><b>13-3693581</b> |
|--|---|

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

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

| (e) Transfer of gift                    |  |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|   |  |

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

| (e) Transfer of gift                    |  |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|   |  |

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

| (e) Transfer of gift                    |  |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|   |  |

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

| (e) Transfer of gift                    |  |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|   |  |

**DAMIAL FOUNDATION, INC.**  
**GRANTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2012**

| <u>PAYEE</u>  | <u>AMOUNT</u>       | <u>LOCATION</u>              |
|---|---------------------|------------------------------|
| BIRTHRIGHT ISRAEL FOUNDATION  | 100,000 00          | NEW YORK, NEW YORK           |
| BROWN-RISD HILLEL HOUSE   | 25,000 00           | PROVIDENCE, RHODE ISLAND     |
| BROWN UNIVERSITY  | 100,000 00          | PROVIDENCE, RHODE ISLAND     |
| COLUMBIA GRAMMAR AND PREPARATORY SCHOOL   | 5,000 00            | NEW YORK, NEW YORK           |
| CONGREGATION KOL AMI  | 100,000 00          | WHITE PLAINS, NEW YORK       |
| CYSTINOSIS RESEARCH FOUNDATION  | 5,000 00            | IRVINE, CALIFORNIA           |
| HEBREW UNION COLLEGE-JEWISH INSTITUTE OF RELIGION                                 | 1,050,000 00        | CINCINNATI, OHIO/NEW YORK,NY |
| JEWISH BOARD OF FAMILY & CHILDREN'S SERVICES, INC                                 | 10,000 00           | NEW YORK, NEW YORK           |
| JEWISH COMMUNAL FUND-DAMIAL FUND  | 100,000 00          | NEW YORK, NEW YORK           |
| LINCOLN CENTER THEATER  | 7,005 00            | NEW YORK, NEW YORK           |
| MONTEFIORE MEDICAL CENTER   | 100,000 00          | BRONX, NEW YORK              |
| MUSEUM OF JEWISH HERITAGE A LIVING MEMORIAL TO THE HOLOCAUST                      | 50,000 00           | NEW YORK, NEW YORK           |
| NEW YORK SERVICE FOR THE HANDICAPPED-CAMP OAKHURST                                | 1,600 00            | NEW YORK, NEW YORK           |
| NEW YORK UNIVERSITY   | 100,000 00          | NEW YORK, NEW YORK           |
| PARTNERSHIP FOR CHILDREN'S RIGHTS (FORMERLY LEGAL<br>SERVICES FOR CHILDREN, INC ) | 25,000 00           | NEW YORK, NEW YORK           |
| RICHARD TUCKER MUSIC FOUNDATION INC   | 15,000 00           | NEW YORK, NEW YORK           |
| SCHWAB CHARITABLE FUND  | 5,000 00            | SAN FRANCISCO, CALIFORNIA    |
| SUFFIELD ACADEMY  | 2,000,000 00        | SUFFIELD, CONNECTICUT        |
| THE MULTIPLE SCLEROSIS RESEARCH & TREATMENT CENTER                                | 1,000,000 00        | NEW YORK, NEW YORK           |
| THE PUBLIC ART FUND INC   | 4,800 00            | NEW YORK, NEW YORK           |
| UNION FOR REFORM JUDAISM  | 21,500 00           | NEW YORK, NEW YORK           |
| <b>TOTAL</b>  | <u>4,824,905 00</u> |                              |

**All contributions were made to further educational, religious, medical, cultural, societal and environmental causes.**

| SHARES VALUE   | OPENING AMOUNT | CLOSING AMOUNT | OPENING PER SHARE | CLOSING PER SHARE | OPENING DATE | CLOSING DATE | LOT | SHORT TERM | MID TERM | LONG TERM     |
|--|----------------|----------------|-------------------|-------------------|--------------|--------------|-----|------------|----------|---------------|
| <b>053332102 AUTOZONE INC</b>                            |                |                |                   |                   |              |              |     |            |          |               |
| 3,000 L  | 89,820 00      | 998,950 81     | 29 94             | 332 98            | 12/31/1998   | 01/05/2012   | 1   |            |          | 909,130 81    |
| 2,900 L  | 86,826 00      | 977,252 23     | 29 94             | 336 98            | 12/31/1998   | 01/06/2012   | 1   |            |          | 890,426 23    |
| 2,520 L  | 75,451 74      | 1,001,652 36   | 29 94             | 397 48            | 12/31/1998   | 04/27/2012   | 2   |            |          | 926,200 62    |
| 8,420  | 252,097 74     | 2,977,855 40   |                   |                   |              |              |     | 0 00*      | 0 00*    | 2,725,757 66* |
| <b>81234D109 SEARS CANADA</b>                            |                |                |                   |                   |              |              |     |            |          |               |
| 0 L  | 1 99           | 1 79           | 11 70             | 10 52             | 11/13/2012   | 11/26/2012   | 1   | -0 20      | 0 00*    | 0 00*         |
| 0  | 1 99           | 1 79           |                   |                   |              |              |     | -0 20*     | 0 00*    | 0 00*         |
| <b>812362101 SEARS HOMETOWN &amp; OUTLET STORES, INC</b> |                |                |                   |                   |              |              |     |            |          |               |
| 249 L  | 3,735 00       | 7,616 12       | 15 00             | 30 58             | 10/11/2012   | 10/12/2012   | 1   | 3,881 12   |          |               |
| 55 L   | 825 00         | 1,704 91       | 15 00             | 30 99             | 10/11/2012   | 10/18/2012   | 1   | 879 91     |          |               |
| 74 L   | 1,110 00       | 2,316 53       | 15 00             | 31 30             | 10/11/2012   | 10/22/2012   | 1   | 1,206 53   |          |               |
| 201 L  | 3,015 00       | 6,400 93       | 15 00             | 31 84             | 10/11/2012   | 10/23/2012   | 1   | 3,385 93   |          |               |
| 35 L   | 525 00         | 1,140 62       | 15 00             | 32 58             | 10/11/2012   | 10/24/2012   | 1   | 615 62     |          |               |
| 163 L  | 3,958 53       | 5,312 05       | 24 28             | 32 58             | 09/13/2012   | 3 10/24/2012 | 3   | 1,353 52   |          |               |
| 100 L  | 2,428 54       | 3,311 43       | 24 28             | 33 11             | 09/13/2012   | 3 10/24/2012 | 3   | 882 89     |          |               |
| 328 L  | 7,965 62       | 11,736 99      | 24 28             | 35 78             | 09/13/2012   | 3 10/31/2012 | 3   | 3,771 37   |          |               |
| 69 L   | 1,675 70       | 2,539 76       | 24 28             | 36 80             | 09/13/2012   | 3 11/01/2012 | 3   | 864 06     |          |               |
| 31 L   | 752 85         | 1,146 66       | 24 28             | 36 98             | 09/13/2012   | 3 11/02/2012 | 3   | 393 81     |          |               |
| 1,305  | 25,991 24      | 43,226 00      |                   |                   |              |              |     | 17,234 76* | 0 00*    | 0 00*         |
|  |                |                |                   |                   |              |              |     | 17,234 56* | 0 00*    | 2,725,757 66* |
| <b>STOCKS</b>  |                |                |                   |                   |              |              |     |            |          |               |
|  |                |                |                   |                   |              |              |     | 17,234 56* | 0 00*    | 2,725,757 66* |
| <b>GRAND TOTAL</b>                                       |                |                |                   |                   |              |              |     |            |          |               |
|  |                |                |                   |                   |              |              |     | 17,234 56* | 0 00*    | 2,725,757 66* |

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

| Source  | Amount          |
|---|-----------------|
| BEAR STEARNS & CO.                                    | 265,548.        |
| ISRAEL DISCOUNT BANK                                  | 2,659.          |
| J.P. MORGAN CHASE                                     | 74.             |
| NORTHERN TRUST COMPANY                                | 2,214.          |
| NORTHERN TRUST COMPANY                                | 796.            |
| <b>Total to Form 990-PF, Part I, line 3, Column A</b> | <b>271,291.</b> |

Form 990-PF Dividends and Interest from Securities Statement 2

| Source                                  | Gross Amount    | Capital Gains Dividends | Column (A) Amount |
|---|-----------------|-------------------------|-------------------|
| NORTHERN TRUST COMPANY:<br>DIVIDENDS    | 421,873.        | 0.                      | 421,873.          |
| <b>Total to Fm 990-PF, Part I, ln 4</b> | <b>421,873.</b> | <b>0.</b>               | <b>421,873.</b>   |

Form 990-PF Other Income Statement 3

| Description                                  | (a)<br>Revenue<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income |
|--|-----------------------------|-----------------------------------|-------------------------------|
| FEDERAL EXCISE TAX REFUND                    | 47,228.                     | 0.                                |                               |
| <b>Total to Form 990-PF, Part I, line 11</b> | <b>47,228.</b>              | <b>0.</b>                         |                               |

Form 990-PF Taxes Statement 4

| Description                        | (a)<br>Expenses<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FEDERAL EXCISE TAX                 | 122,228.                     | 0.                                |                               | 0.                            |
| NYS FILING FEES                    | 750.                         | 750.                              |                               | 0.                            |
| DELAWARE ANNUAL REPORT             | 25.                          | 25.                               |                               | 0.                            |
| FOREIGN TAXES                      | 3,870.                       | 3,870.                            |                               | 0.                            |
| <b>To Form 990-PF, Pg 1, ln 18</b> | <b>126,873.</b>              | <b>4,645.</b>                     |                               | <b>0.</b>                     |

| Form 990-PF                 | Other Expenses               |                                   |                               | Statement                     | 5  |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|----|
| Description                 | (a)<br>Expenses<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |    |
| CORPORATE AGENCY FEES       | 321.                         | 321.                              |                               |                               | 0. |
| ADMINISTRATIVE FEES         | 30.                          | 30.                               |                               |                               | 0. |
| To Form 990-PF, Pg 1, ln 23 | 351.                         | 351.                              |                               |                               | 0. |

| Footnotes | Statement | 6 |
|-----------|-----------|---|
|-----------|-----------|---|

THE TAXPAYER ACQUIRED AN INTEREST IN A FOREIGN CORPORATION IN 2012. THE TAXPAYER, UNDER REG. SECTION 1.959-1(D) IS ESTABLISHING THE RIGHT TO THE EXCLUSION OF PREVIOUSLY TAXED INCOME UNDER SECTION 959 OF THE INTERNAL REVENUE CODE.

FOREIGN CORPORATION NAME AND ADDRESS:

SEARS CANADA INC  
290 YONGE ST., SUITE 700  
TORONTO, ONTARIO M5B 2C3 CANADA

US SHAREHOLDER FROM WHOM THE FOREIGN STOCK INTEREST IS ACQUIRED:

SEARS HOLDINGS CORPORATION  
3333 BEVERLY ROAD  
HOFFMAN ESTATES, IL 60179

ON NOVEMBER 13, 2012, SEARS HOLDINGS CORPORATION ("SEARS HOLDINGS") DISTRIBUTED APPROXIMATELY 45 MILLION COMMON SHARES OF SEARS CANADA INC. ("SEARS CANADA") AS A TAXABLE DIVIDEND TO HOLDERS OF SEARS HOLDINGS COMMON STOCK.

IN CONNECTION WITH THE DISTRIBUTION, SEARS HOLDINGS RECOGNIZED GAIN FOR U.S. FEDERAL INCOME TAX PURPOSES. A PORTION OF THIS GAIN WAS RECHARACTERIZED UNDER IRC SECTION 1248 AS DIVIDEND TO THE EXTENT OF SEARS CANADA EARNINGS AND PROFITS ATTRIBUTABLE TO SUCH DISTRIBUTED COMMON SHARES. THE AMOUNT TREATED AS A DIVIDEND UNDER SECTION 1248 OF THE CODE HAS BECOME PREVIOUSLY TAXED INCOME UNDER SECTION 959 OF THE CODE.

ADDITIONALLY, SEARS HOLDINGS ENTERED INTO AN AGREEMENT WITH THE IRS PURSUANT TO WHICH THE PARTIES HAVE AGREED THAT THE AMOUNT OF PREVIOUSLY TAXED INCOME ATTRIBUTABLE TO EACH SHARE OF SEARS CANADA STOCK DISTRIBUTED, IS EQUAL TO THE SECTION 1248 AMOUNT.

AMOUNT OF PREVIOUSLY TAXED INCOME EXCLUDED:

25,799.

THE INCOME EXCLUDED UNDER 959 WAS INCLUDED BY SEARS HOLDINGS CORPORATION, WHO HAS ISSUED A STATEMENT TO SHAREHOLDERS THAT STATES THAT THE "PREVIOUSLY TAXED INCOME" AMOUNT ATTRIBUTED TO EACH SHARE OF SEARS CANADA STOCK DISTRIBUTED IN THE PUBLIC DISTRIBUTION WILL EXCEED THE CAD \$1.00 PER SHARE DIVIDEND PAID BY SEARS CANADA ON DECEMBER 31, 2012.

| Form 990-PF  | Other Decreases in Net Assets or Fund Balances | Statement | 7          |
|--|--|-----------|------------|
| Description  |  | Amount    |            |
| ALTERNATE VALUE ADJUSTMENT FOR AUTOZONE INC STK SOLD |  |           | 9,423,905. |
| Total to Form 990-PF, Part III, line 5               |  |           | 9,423,905. |

| Form 990-PF  | U.S. and State/City Government Obligations |             | Statement  | 8                 |
|--|--|-------------|------------|-------------------|
| Description  | U.S. Gov't                                 | Other Gov't | Book Value | Fair Market Value |
| 3,500,000 U.S. TREASURY BILL DTD<br>12-1-12 DUE 01-10-13 | X  |             | 3,497,434. | 3,499,976.        |
| Total U.S. Government Obligations                        |  |             | 3,497,434. | 3,499,976.        |
| Total State and Municipal Government Obligations         |  |             |            |                   |
| Total to Form 990-PF, Part II, line 10a                  |  |             | 3,497,434. | 3,499,976.        |

| Form 990-PF                                    | Corporate Stock |  | Statement  | 9                 |
|--|-----------------|--|------------|-------------------|
| Description                                    |                 |  | Book Value | Fair Market Value |
| 60,000 SHS OF SEARS HOLDINGS CORP.             |                 |  | 4,138,047. | 2,481,600.        |
| 24,980 SHS OF AUTOZONE INC.                    |                 |  | 747,930.   | 8,853,661.        |
| 100,000 SHS OF BARNES & NOBLE INC              |                 |  | 1,936,000. | 1,509,000.        |
| 2,709 SHS OF ORCHARD SUPPLY HARDWARE CORP.     |                 |  | 239,092.   | 20,074.           |
| 2,709 SHS OF ORCHARD SUPPLY HARDWARE CORP. PFD |                 |  | 6,122.     | 4,876.            |
| 12,394 SEARS HOMETOWN & OUTLET STORES          |                 |  | 300,994.   | 403,549.          |
| 25,698 SEARS CANADA                            |                 |  | 274,572.   | 258,779.          |
| Total to Form 990-PF, Part II, line 10b        |                 |  | 7,642,757. | 13,531,539.       |

Form 990-PF

List of Substantial Contributors  
Part VII-A, Line 10

Statement 10

Name of Contributor

Address

WILMA S. TISCH

C/O BARRY L. BLOOM, 655 MADISON AVENUE,  
11TH FL  
NEW YORK, NY 10065

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

▶ **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 ▶
- 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](http://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*

|   |   |  |
|---|---|--|
| <b>Type or print</b>  | Name of exempt organization or other filer, see instructions<br><b>THE DAMIAL FOUNDATION, INC.</b>                    | Employer identification number (EIN) or<br><b>13-3693581</b> |
| File by the due date for filing your return. See Instructions | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>655 MADISON AVENUE, 11TH FLOOR</b>       | Social security number (SSN)                                 |
|   | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>NEW YORK, NY 10065</b> |  |

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

0 4

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

**BARRY L. BLOOM, ESQ**

- The books are in the care of ▶ **655 MADISON AVENUE, 11TH FLOOR - NEW YORK, NY 10065**  
 Telephone No. ▶ **212-521-2930** FAX No. ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box ▶
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year **2012** or  
 ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

|  |           |    |                |
|--|-----------|----|----------------|
| <b>3a</b> 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.                                   | <b>3a</b> | \$ | <b>77,228.</b> |
| <b>b</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. | <b>3b</b> | \$ | <b>47,228.</b> |
| <b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.             | <b>3c</b> | \$ | <b>30,000.</b> |

**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.

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

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

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

Enter filer's identifying number, see instructions

|  |  |  |
|--|--|--|
| Type or print<br>File by the due date for filing your return. See instructions | Name of exempt organization or other filer, see instructions<br><b>THE DAMIAL FOUNDATION, INC.</b>                   | Employer identification number (EIN) or<br><b>13-3693581</b> |
|  | Number, street, and room or suite no. If a P.O. box, see instructions<br><b>655 MADISON AVENUE, 11TH FLOOR</b>       | Social security number (SSN)                                 |
|  | City, town or post office, state, and ZIP code. For a foreign address, see instructions<br><b>NEW YORK, NY 10065</b> |  |

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.**

**BARRY L. BLOOM, ESQ**

• The books are in the care of **655 MADISON AVENUE, 11TH FLOOR - NEW YORK, NY 10065**

Telephone No **212-521-2930**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **November 15, 2013.**

5 For calendar year **2012**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

6 If the tax year entered in line 5 is for less than 12 months, check reason  Initial return  Final return  Change in accounting period

7 State in detail why you need the extension

**THE INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE TAX RETURN IS CURRENTLY UNAVAILABLE.**

|   |           |    |                |
|---|-----------|----|----------------|
| <b>8a</b> 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.  | <b>8a</b> | \$ | <b>77,228.</b> |
| <b>b</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 | <b>8b</b> | \$ | <b>77,228.</b> |
| <b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions   | <b>8c</b> | \$ | <b>0.</b>      |

**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 **Choya C** Title **CPA**

Date **AUG 06 2013**