Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
THE ALICE M. & THOMAS J. TISCH
FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
655 MADISON AVENUE, 11TH FLOOR

City or town, state, and ZIP code
NEW YORK, NY 10065

A Employer identification number
13-3693582

B Telephone number
212-521-2930

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 59,810,797.

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

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	16,434,038.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	251.	251.		Statement 1
	4	Dividends and interest from securities	116,664.	116,664.		Statement 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	6,800,972.			
	b	Gross sales price for all assets on line 6a 8,542,831.				
	7	Capital gain net income (from Part IV, line 2)		6,800,972.		
	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	9,573.	0.		Statement 3
	12	**Total** Add lines 1 through 11	23,361,498.	6,917,887.		
Operating and Administrative Expenses	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 Stmt 4	87,083.	2,510.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	14,948.	0.		14,948.
	22	Printing and publications				
	23	Other expenses Stmt 5	384.	384.		0.
	24	**Total operating and administrative expenses** Add lines 13 through 23	102,415.	2,894.		14,948.
	25	Contributions, gifts, grants paid	27,312,860.			27,312,860.
	26	**Total expenses and disbursements** Add lines 24 and 25	27,415,275.	2,894.		27,327,808.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<4,053,777.>			
	b	**Net investment income** (if negative, enter -0-)		6,914,993.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

318 6

	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	2,931,198.	2,277,802.	2,277,802.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock Stmt 9	17,314,088.	14,009,277.	57,532,995.
	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)	12.	0.	0.
	16 **Total assets** (to be completed by all filers)	20,245,298.	16,287,079.	59,810,797.
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	20,245,298.	16,287,079.	
	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 **Total net assets or fund balances**	20,245,298.	16,287,079.	
	31 **Total liabilities and net assets/fund balances**	20,245,298.	16,287,079.	

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	20,245,298.
2	Enter amount from Part I, line 27a	2	<4,053,777.>
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	15,706,189.
4	Add lines 1, 2, and 3	4	31,897,710.
5	Decreases not included in line 2 (itemize) ▶ See Statement 8	5	15,610,631.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,287,079.

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	2,000 SHS OF AUTOZONE INC	P	12/31/98	11/02/12
b	3,700 SHS OF CITIGROUP INC	P	09/21/04	11/01/12
c	10,105 SHS LOEWS CORP. COM STOCK	P	01/11/74	08/21/12
d	26,395 SHS LOEWS CORP. COM STOCK	P	01/11/74	08/30/12
e	150,000 SHS OF LOEWS CORP COM STOCK	P	01/11/74	12/10/12

	(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	769,159.		59,882.	709,277.
b	140,188.		1,681,942.	<1,541,754.>
c	410,059.		2.	410,057.
d	1,058,503.		5.	1,058,498.
e	6,164,922.		28.	6,164,894.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				709,277.
b				<1,541,754.>
c				410,057.
d				1,058,498.
e				6,164,894.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	6,800,972.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	9,295,645.	60,925,707.	.152573
2010	8,931,181.	57,156,072.	.156260
2009	8,241,381.	49,885,358.	.165206
2008	5,744,271.	59,321,772.	.096832
2007	4,727,734.	83,487,831.	.056628

2 Total of line 1, column (d)	2	.627499
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	.125500
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	62,203,699.
5 Multiply line 4 by line 3	5	7,806,564.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	69,150.
7 Add lines 5 and 6	7	7,875,714.
8 Enter qualifying distributions from Part XII, line 4	8	27,327,808.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	69,150.
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	69,150.
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	69,150.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	79,573.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	79,573.
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	10,423.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶		10,423. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year *(1) On the foundation* ▶ $ 0. *(2) On foundation managers* ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A	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) ▶ DE,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 Stmt 10	10	X	

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

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

Website address ▶ 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 ▶10065-8068

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS J. TISCH 667 MADISON AVENUE, NY, NY 10065	PRESIDENT, DIRECTOR 0.00	0.	0.	0.
ALICE M. TISCH 667 MADISON AVENUE, NY, NY 10065	SNR. VICE PRESIDENT, DIREC 0.00	0.	0.	0.
BARRY L. BLOOM 655 MADISON AVENUE, 11TH FL, NY, NY 1	SECRETARY/TREASURER 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	Expenses
1 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	Amount
1	
2	
All other program-related investments See instructions 3 N/A	0.
Total. Add lines 1 through 3 ▶	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	12,247,984.
b	Average of monthly cash balances			1b	1,224,665.
c	Fair market value of all other assets			1c	49,678,314.
d	**Total** (add lines 1a, b, and c)			1d	63,150,963.
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	63,150,963.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	947,264.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	62,203,699.
6	**Minimum investment return** Enter 5% of line 5			6	3,110,185.

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	3,110,185.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	69,150.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	69,150.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,041,035.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	3,041,035.
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	3,041,035.

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	27,327,808.
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	27,327,808.
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	69,150.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	27,258,658.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					3,041,035.
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	747,092.				
b From 2008	2,980,296.				
c From 2009	4,897,229.				
d From 2010	6,078,189.				
e From 2011	6,314,100.				
f Total of lines 3a through e		21,016,906.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 27,327,808.					
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					3,041,035.
e Remaining amount distributed out of corpus		24,286,773.			
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		45,303,679.			
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		747,092.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a		44,556,587.			
10 Analysis of line 9					
a Excess from 2008	2,980,296.				
b Excess from 2009	4,897,229.				
c Excess from 2010	6,078,189.				
d Excess from 2011	6,314,100.				
e Excess from 2012	24,286,773.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE				27,312,860.
Total			▶ 3a	27,312,860.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	251.	
4 Dividends and interest from securities			14	116,664.	
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	6,800,972.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a FEDERAL EXCISE TAX					
b REFUND					9,573.
c					
d					
e					
12 *Subtotal* Add columns (b), (d), and (e)		0.		6,917,887.	9,573.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 6,927,460.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
11A	FEDERAL EXCISE TAX REFUND FOR 2011

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Signature of officer or trustee

Date: NOV 07 2013

Title: PRESIDENT

Paid Preparer Use Only

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 ALICE M. & THOMAS J. TISCH
FOUNDATION, INC.

Employer identification number
13-3693582

Organization type (check one)·

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
THE ALICE M. & THOMAS J. TISCH
FOUNDATION, INC.

Employer identification number
13-3693582

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILMA S. TISCH C/O BARRY L. BLOOM, 655 MADISON AVENUE, 11TH FL NEW YORK, NY 10065	$ 4,497,188.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	WILMA S. TISCH C/O BARRY L. BLOOM, 655 MADISON AVENUE, 11TH FL NEW YORK, NY 10065	$ 5,750,100.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
3	THOMAS J. TISCH 667 MADISON AVENUE NEW YORK, NY 10065	$ 6,186,750.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE ALICE M. & THOMAS J. TISCH FOUNDATION, INC.	13-3693582

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
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
3	150,000 SHARES OF LOEWS CORPORATION COMMON STOCK	$ 6,186,750.	12/07/12
		$	
		$	
		$	

Name of organization

THE ALICE M. & THOMAS J. TISCH
FOUNDATION, INC.

Employer identification number

13-3693582

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

ALICE M. & THOMAS J. TISCH FOUNDATION, INC.
GRANTS
FOR THE YEAR ENDED DECEMBER 31, 2012

PAYEE	AMOUNT	LOCATION
ADVANCING HUMAN RIGHTS	625,000 00	NEW YORK, NEW YORK
AMERICAN FRIENDS OF THE ISRAEL MUSEUM	225,000 00	NEW YORK, NEW YORK
AMERICAN FRIENDS OF THE MUSEE D'ORSAY	15,000 00	WASHINGTON, D C
AMERICAS SECOND HARVEST OF COASTAL GEORGIA INC	5,000 00	SAVANNAH, GEORGIA
AMERICAN SOCIETY FOR YAD VASHEM INC	10,000 00	NEW YORK, NEW YORK
APOLLO THEATRE FOUNDATION INC	25,000 00	NEW YORK NEW YORK
ART PRODUCTION FUND INC	1,000 00	NEW YORK, NEW YORK
ARTISTS SPACE INC	5,000 00	NEW YORK, NEW YORK
BARD COLLEGE	252,500 00	ANNANDALE ON HUDSON, NEW YORK
BARNARD COLLEGE	20,000 00	NEW YORK, NEW YORK
BROWN UNIVERSITY-ANNUAL FUND	18,792,817 89	PROVIDENCE, RHODE ISLAND
CAMP RAMAH IN THE BERSHIRES INC	2,500 00	WINGDALE NEW YORK
CHABAD AT YALE UNIVERSITY	1,800 00	NEW HAVEN, CONNECTICUT
CHILD MIND INSTITUTE INC	25,000 00	NEW YORK, NEW YORK
CHILDREN'S MUSEUM OF MANHATTAN	25,000 00	NEW YORK, NEW YORK
CHINATI FOUNDATION	500 00	MARFA, TEXAS
CITIZENS' COMMITTEE FOR CHILDREN OF NEW YORK	1,000 00	NEW YORK, NEW YORK
CLASSICAL AMERICAN HOMES PRESERVATION TRUST	25,000 00	NEW YORK, NEW YORK
COLLEGIATE SCHOOL	2,000,000 00	NEW YORK, NEW YORK
COLUMBIA UNIVERSITY-COLUMBIA BUSINESS SCHOOL	6,000 00	NEW YORK, NEW YORK
COMMUNITY SHUL-AVE SCHAEFER FUND	25,000 00	SANTA BARBARA, CALIFORNIA
COMMUNITY SHUL OF MONTECITO & SANTA BARBARA	25,000 00	SANTA BARBARA, CALIFORNIA
CONGREGATION OR ZARUA	590,500 00	NEW YORK, NEW YORK
CORPORATION OF YADDO	2,500 00	SARASOTA SPRINGS, NEW YORK
CROHN'S & COLITIS FOUNDATION OF AMERICA	1,000 00	NEW YORK, NEW YORK
DIA CENTER FOR THE ARTS-DIA ART FOUNDATION	8,550 00	NEW YORK, NEW YORK
EPISCOPAL SCHOOL IN THE CITY OF NEW YORK	10,000 00	NEW YORK, NEW YORK
ETHICAL CULTURE FIELDSTON SCHOOL	50,000 00	NEW YORK, NEW YORK
FRIENDS OF THE HIGH LINE INC	9,600 00	NEW YORK, NEW YORK
GOOD SHEPHERD SERVICES-UNITED STATES CONFERENCE OF CATHOLIC BISHOPS	1,000 00	NEW YORK, NEW YORK
HEALTHCARE CHAPLAINCY INC	10,000 00	NEW YORK, NEW YORK
HENRY KAUFMAN CAMPGROUNDS, INC	25,000 00	PEARL RIVER, NEW YORK
HENRY STREET SETTLEMENT	53,900 00	NEW YORK, NEW YORK
HISTORIC SAVANNAH FOUNDATION, INC	2,500 00	SAVANNAH, GEORGIA
IFPDA FOUNDATION INC -INTERNATIONAL FINE PRINT DEALERS ASSOCIATION	400 00	NEW YORK, NEW YORK
INSTITUTE FOR JUSTICE	25,000 00	WASHINGTON, D C
INTERNATIONAL CENTER OF PHOTOGRAPHY	29,500 00	NEW YORK, NEW YORK
JAZZ AT LINCOLN CENTER INC	5,000 00	NEW YORK, NEW YORK
JEWISH BOARD OF FAMILY & CHILDREN'S SERVICES, INC	125,451 78	NEW YORK, NEW YORK
JEWISH CHILD CARE ASSOCIATION	10,000 00	NEW YORK, NEW YORK
JEWISH COMMUNAL FUND-ALICE M AND THOMAS J TISCH FUND	20,000 00	NEW YORK, NEW YORK
JOYFUL HEART FOUNDATION	6,000 00	NEW YORK, NEW YORK
KIDS OF NYU FOUNDATION INC	184,124 79	NEW YORK, NEW YORK
LIGHTHOUSE INTERNATIONAL	10,000 00	NEW YORK, NEW YORK
LINCOLN CENTER FOR THE PERFORMING ARTS	5,000 00	NEW YORK, NEW YORK
LINCOLN CENTER THEATER	19,883 00	NEW YORK, NEW YORK
LITERACY PARTNERS, INC	1,000 00	NEW YORK, NEW YORK
LOS ANGELES COUNTY MUSEUM OF ART-MUSEUM ASSOCIATES	250,000 00	LOS ANGELES, CALIFORNIA
LUNG CANCER RESEARCH FOUNDATION	500 00	NEW YORK, NEW YORK
MAKING HEADWAY FOUNDATION INC	5,000 00	CHAPPAQUA, NEW YORK
MELANOMA RESEARCH ALLIANCE FOUNDATION	5,000 00	WASHINGTON, D C
MESORAH HERITAGE FOUNDATION INC	36,000 00	BROOKLYN, NEW YORK
METROPOLITAN WATERFRONT ALLIANCE INC	1,000 00	NEW YORK, NEW YORK
MIDDLETON PLACE FOUNDATION	2,500 00	CHARLESTON, SOUTH CAROLINA
MOUNTAIN SCHOOL OF MILTON ACADEMY	100,000 00	VERSHIRE, VERMONT
NEW ART PUBLICATIONS-BOMB MAGAZINE	2,500 00	BROOKLYN, NEW YORK
NEW MUSEUM OF CONTEMPORARY ART	5,000 00	NEW YORK, NEW YORK
NEW YORK CARES	30,000 00	NEW YORK, NEW YORK
NEW YORK CITY OPERA INC	615,000 00	NEW YORK, NEW YORK
NEW YORK CITY POLICE FOUNDATION, INC	2,500 00	NEW YORK, NEW YORK
NEW YORK PUBLIC RADIO-WNYC RADIO/WYNC FOUNDATION, INC	7,500 00	NEW YORK, NEW YORK
NEW YORK STUDIO SCHOOL OF DRAWING, PAINTING & SCULPTURE INC	8,250 00	NEW YORK, NEW YORK
NEW YORK UNIVERSITY	446,490 00	NEW YORK, NEW YORK
NEW YORK UNIVERSITY-FIGHT AGAINST CHILDHOOD EPILEPSY AND SEIZURES	2,500 00	NEW YORK, NEW YORK
NYU HOSPITAL FOR JOINT DISEASES ORTHOPAEDIC INSTITUTE	50,000 00	NEW YORK, NEW YORK
NEW YORK UNIVERSITY SCHOOL OF LAW FOUNDATION	4,610 00	NEW YORK, NEW YORK
NEW YORK UNIVERSITY STEINHARDT	2,500 00	NEW YORK NEW YORK

ALICE M & THOMAS J TISCH FOUNDATION, INC.
GRANTS
FOR THE YEAR ENDED DECEMBER 31, 2012

PAYEE	AMOUNT	LOCATION
NORTHEAST ORGANIC FARMING ASSOCIATION OF NEW YORK INC	2,000 00	ROCHESTER, NEW YORK
OHEL CHILDREN'S HOME AND FAMILY SERVICES INC	50,000 00	BROOKLYN, NEW YORK
P E F ISRAEL ENDOWMENT FUNDS, INC	115,000 00	NEW YORK, NEW YORK
PRESERVATION ALLIANCE OF NEW ORLEANS INC	10,000 00	NEW ORLEANS, LOUISIANA
PROJECT OPEN HAND-ATLANTA, INC	1,800 00	ATLANTA, GEORGIA
PS 1 CONTEMPORARY ART CENTER INC	2,500 00	LONG ISLAND CITY, NEW YORK
PUBLIC ART FUND INC	6 000 00	NEW YORK, NEW YORK
PUBLICOLOR INC	1,000 00	NEW YORK, NEW YORK
RANDALL'S ISLAND SPORTS FOUNDATION INC	1,000 00	NEW YORK, NEW YORK
REASON FOUNDATION	50,000 00	LOS ANGELES, CALIFORNIA
REFUAH RESOURCES AND SERVICES INC	100,000 00	BROOKLYN, NEW YORK
RHODE ISLAND HOSPITAL-HASBRO CHILDREN'S HOSPITAL	2,500 00	PROVIDENCE, RHODE ISLAND
ROUNDABOUT THEATRE COMPANY INC	15,000 00	NEW YORK, NEW YORK
SAILORS FOR THE SEA INC	2,000 00	NEWPORT, RHODE ISLAND
ST BALDRICK'S FOUNDATION INC	5,000 00	MONROVIA, CALIFORNIA
ST LUKE'S CHAMBER ENSEMBLE, INC	22,750 00	NEW YORK, NEW YORK
SAVANNAH JEWISH FEDERATION-SAVANNAH JEWISH COUNCIL INC	10,500 00	SAVANNAH, GEORGIA
SCHOOL CHOICE FOUNDATION	50,000 00	LATHAM, NEW YORK
SCHWAB CHARITABLE FUND	5,000 00	SAN FRANCISCO, CALIFORNIA
SKIDMORE COLLEGE	125,000 00	SARATOGA SPRINGS, NEW YORK
SOLOMON R GUGGENHEIM FOUNDATION	5,000 00	NEW YORK, NEW YORK
TECTONIC THEATER PROJECT INC	1,200 00	NEW YORK, NEW YORK
THE AAMC FOUNDATION-THE ASSOCIATION OF ART MUSEUM CURATORS	25,000 00	NEW YORK, NEW YORK
THE BREARLEY SCHOOL	269,925 00	NEW YORK, NEW YORK
THE BREAST CANCER RESEARCH FOUNDATION, INC	5,000 00	NEW YORK, NEW YORK
THE CARTER BURDEN CENTER FOR THE AGING INC	25,000 00	NEW YORK, NEW YORK
THE CENTER FOR JEWISH HISTORY INC -YIVO INSTITUTE	25,000 00	NEW YORK, NEW YORK
THE DOE FUND INC	2,000 00	NEW YORK, NEW YORK
THE DRAWING CENTER INC	5,000 00	NEW YORK, NEW YORK
THE FUND FOR PARK AVENUE NEW YORK, INC	3,500 00	NEW YORK, NEW YORK
THE GILDER LEHRMAN INSTITUTE OF AMERICAN HISTORY	26,000 00	NEW YORK, NEW YORK
THE METROPOLITAN MUSEUM OF ART	6,000 00	NEW YORK, NEW YORK
THE MUSEUM OF MODERN ART	748,000 00	NEW YORK, NEW YORK
THE NEW-YORK HISTORICAL SOCIETY	49,150 00	NEW YORK, NEW YORK
THE NEW YORK PUBLIC LIBRARY	24,585 00	NEW YORK, NEW YORK
THE NEW YORK SOCIETY LIBRARY	1,250 00	NEW YORK, NEW YORK
THE PLAYWRIGHTS REALM INC	1,000 00	NEW YORK, NEW YORK
THE PUBLIC THEATER-NEW YORK SHAKESPEARE FESTIVAL	25,000 00	NEW YORK, NEW YORK
THE RHODE ISLAND COMMUNITY FOUNDATION	10,000 00	PROVIDENCE, RHODE ISLAND
THE SHALEM FOUNDATION	250,000 00	NEW YORK, NEW YORK
THE SOCIETY OF MEMORIAL SLOAN-KETTERING	5,000 00	NEW YORK, NEW YORK
THE STEPPINGSTONE FOUNDATION INC	5,000 00	BOSTON, MASSACHUSETTS
THE SUMMER CAMP, INC	15,000 00	BRIDGTON, MAINE
THE WESTMINSTER SCHOOLS	1,000 00	ATLANTA, GEORGIA
THE YOUNG WOMEN'S LEADERSHIP NETWORK	65,000 00	NEW YORK, NEW YORK
TRINITY SCHOOL INC	50,000 00	ATLANTA, GEORGIA
UNITED WAY OF THE COASTAL EMPIRE INC	50,000 00	SAVANNAH, GEORGIA
VENETIAN HERITAGE INC	13,273 00	NEW YORK, NEW YORK
WATERKEEPER ALLIANCE INC	1,000 00	NEW YORK, NEW YORK
WHITNEY MUSEUM OF AMERICAN ART	25,000 00	NEW YORK, NEW YORK
WORLD JEWISH CONGRESS AMERICAN SECTION INC	99,550 00	NEW YORK, NEW YORK
YOUNG ADULT INSTITUTE, INC /NATIONAL INSTITUTE FOR PEOPLE WITH DISABILITIES NETWORK	2,500 00	NEW YORK, NEW YORK
TOTAL	27,312,860 46	

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

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

Source	Amount
J.P. MORGAN CHASE	51.
NORTHERN TRUST COMPANY	200.
Total to Form 990-PF, Part I, line 3, Column A	251.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
NORTHERN TRUST COMPANY: DIVIDENDS	116,664.	0.	116,664.
Total to Fm 990-PF, Part I, ln 4	116,664.	0.	116,664.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
FEDERAL EXCISE TAX REFUND	9,573.	0.	
Total to Form 990-PF, Part I, line 11	9,573.	0.	

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAXES	84,573.	0.		0.
NEW YORK STATE FILING FEES	1,500.	1,500.		0.
DELAWARE ANNUAL REPORT FEES	25.	25.		0.
FOREIGN TAXES WITHHELD	985.	985.		0.
To Form 990-PF, Pg 1, ln 18	87,083.	2,510.		0.

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CORPORATE AGENCY FEES	321.	321.		0.
ADMINISTRATIVE FEES	30.	30.		0.
BANK SERVICE CHARGES	33.	33.		0.
To Form 990-PF, Pg 1, ln 23	384.	384.		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:	6,566.

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 Increases in Net Assets or Fund Balances Statement 7

Description	Amount
EXCESS OF FAIR MARKET VALUE OVER BASIS OF STOCK CONTRIBUTED	15,706,189.
Total to Form 990-PF, Part III, line 3	15,706,189.

Form 990-PF Other Decreases in Net Assets or Fund Balances Statement 8

Description	Amount
ALTERNATE BASIS OF AUTOZONE STOCK CONTRIBUTED	15,610,627.
ROUNDING	4.
Total to Form 990-PF, Part III, line 5	15,610,631.

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
ESL LIMITED	11,041,188.	50,158,766.
18,500 SHS OF AUTOZONE INC.	1,354,197.	6,556,955.
15,270 SHS OF SEARS HOLDINGS CORP.	1,379,131.	631,567.
6,540 SHS OF SEARS CANADA	69,877.	65,858.
3,486 SHS OF SEARS HOMETOWN & OUTLET STORES	83,212.	113,504.
689 SHS OF ORCHARD SUPPLY HARDWARE CORP.	79,633.	5,105.
689 SHS OF ORCHARD SUPPLY HARDWARE CORP. PFD	2,039.	1,240.
Total to Form 990-PF, Part II, line 10b	14,009,277.	57,532,995.

Form 990-PF List of Substantial Contributors Statement 10
Part VII-A, Line 10

Name of Contributor	Address
WILMA S. TISCH	C/O BARRY L. BLOOM, 655 MADISON AVENUE, 11TH FL NEW YORK, NY 10065
THOMAS J. TISCH	667 MADISON AVENUE NEW YORK, NY 10065

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

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE ALICE M. & THOMAS J. TISCH FOUNDATION, INC.	Employer identification number (EIN) or 13-3693582
	Number, street, and room or suite no. If a P.O. box, see instructions. 655 MADISON AVENUE, 11TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10065	

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

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

- The books are in the care of ▶ BARRY L. BLOOM, ESQ. 655 MADISON AVENUE, 11TH FLOOR - NEW YORK, NY 10065-8068

  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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 69,216.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 79,573.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

223841
01-21-13

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
THE ALICE M. & THOMAS J. TISCH
FOUNDATION, INC.

Employer identification number (EIN) or
13-3693582

Number, street, and room or suite no If a P O box, see instructions
655 MADISON AVENUE, 11TH FLOOR

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
NEW YORK, NY 10065

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ BARRY L. BLOOM, ESQ. 655 MADISON AVENUE, 11TH FLOOR - NEW YORK, NY 10065-8068
  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.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 69,216.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 79,573.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ CPA Date ▶ AUG 0 6 2013