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

ENVELOPE POSTMARK DATE MAY 14 2013

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

Name of foundation
VITAL PROJECTS FUND, INC

A Employer identification number
13-3711340

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O ROBERT B. MENSCHEL
375 PARK AVENUE STE 1602

B Telephone number (see instructions)
(212) 440-0800

City or town, state, and ZIP code
NEW YORK, NY 10152

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 244,639,411.

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

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

		Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income N/A	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	9,888.	9,888.		ATCH 1
	4	Dividends and interest from securities	6,267,864.	6,267,864.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	4,405,743.			
	b	Gross sales price for all assets on line 6a 17,060,940.				
	7	Capital gain net income (from Part IV, line 2)		4,405,444.		
	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) (attach schedule)				
	11	Other income (attach schedule) ATCH 3	4,358.	-2,113.		
	12	**Total.** Add lines 1 through 11	10,687,853.	10,681,083.	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	225,000.	112,500.		112,500.
	14	Other employee salaries and wages	204,308.	102,154.		102,154.
	15	Pension plans, employee benefits	22,500.	11,250.		11,250.
	16a	Legal fees (attach schedule) ATCH 4	10,000.	5,000.		5,000.
	b	Accounting fees (attach schedule) ATCH 5	55,585.	27,792.		27,793.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 6	156,535.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	395,114.	147,417.		247,603.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,069,042.	406,113.		506,300.
	25	Contributions, gifts, grants paid	10,004,980.			10,266,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	11,074,022.	406,113.	0	10,772,300.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-386,169.			
	b	**Net investment income** (if negative, enter -0-)		10,274,970.		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Form **990-PF** (2012)

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		988,976.	988,976.
	2	Savings and temporary cash investments	10,571,202.	4,384,182.	4,384,182.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	2,597,663.	6,236,478.	6,236,478.
	b	Investments - corporate stock (attach schedule) ATCH 9	201,044,909.	219,589,090.	219,589,090.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 10)	14,887,662.	13,440,685.	13,440,685.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	229,101,436.	244,639,411.	244,639,411.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	12,008,653.	11,747,633.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 11)	1,297,302.	1,444,512.	
	23	***Total liabilities*** *(add lines 17 through 22)*	13,305,955.	13,192,145.	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	215,795,481.	231,447,266.	
	30	***Total net assets or fund balances*** *(see instructions)*	215,795,481.	231,447,266.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	229,101,436.	244,639,411.	

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	215,795,481.
2	Enter amount from Part I, line 27a	2	-386,169.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	16,183,101.
4	Add lines 1, 2, and 3	4	231,592,413.
5	Decreases not included in line 2 (itemize) ▶ ATCH 13	5	145,147.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	231,447,266.

**ATCH 8

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	4,405,743.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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	10,431,181.	221,033,097.	0.047193
2010	9,494,871.	209,798,249.	0.045257
2009	10,172,171.	191,695,294.	0.053064
2008	10,973,402.	211,044,116.	0.051996
2007	7,252,989.	224,031,660.	0.032375

2	**Total** of line 1, column (d)	2	0.229885
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.045977
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	238,020,136.
5	Multiply line 4 by line 3	5	10,943,452.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	102,750.
7	Add lines 5 and 6	7	11,046,202.
8	Enter qualifying distributions from Part XII, line 4	8	10,772,300.

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	205,499.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	205,499.
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	205,499.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	136,157.		
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	136,157.
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	69,342.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

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

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 ▶ MCDERMOTT WILL & EMERY LLP Telephone no ▶ 212-547-5400

Located at ▶340 MADISON AVENUE NEW YORK, NY ZIP+4 ▶ 10173-1922

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

			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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		N/A
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		N/A
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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?	7b		N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		225,000.	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 15		204,308.	22,500.	0

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 16		75,000.

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

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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT	NONE
2 UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	NONE
2 N/A	
All other program-related investments See instructions 3 N/A	

Total. Add lines 1 through 3 . . . . ▶

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	218,264,803.
b	Average of monthly cash balances	1b	8,681,828.
c	Fair market value of all other assets (see instructions)	1c	14,698,177.
d	**Total** (add lines 1a, b, and c)	1d	241,644,808.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	241,644,808.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,624,672.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	238,020,136.
6	**Minimum investment return.** Enter 5% of line 5	6	11,901,007.

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	11,901,007.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	205,499.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	205,499.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	11,695,508.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	11,695,508.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	11,695,508.

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	10,772,300.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	10,772,300.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,772,300.

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					11,695,508.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				10,259,541.	
b	Total for prior years 20____,20____,20____					
3	Excess distributions carryover, if any, to 2012					
a	From 2007	NONE				
b	From 2008					
c	From 2009					
d	From 2010					
e	From 2011	↓				
f	Total of lines 3a through e					
4	Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 10,772,300.					
a	Applied to 2011, but not more than line 2a				10,259,541.	
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2012 distributable amount					512,759.
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount - see instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					11,182,749.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		0			
10	Analysis of line 9					
a	Excess from 2008	NONE				
b	Excess from 2009					
c	Excess from 2010					
d	Excess from 2011					
e	Excess from 2012	↓				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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
2a 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.

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE SCHEDULE ATTACHED				10,266,000.
Total . . . . ▶ **3a**				10,266,000.
b *Approved for future payment* SEE SCHEDULE ATTACHED				11,747,633.
Total . . . . ▶ **3b**				11,747,633.

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	9,888.	
4 Dividends and interest from securities			14	6,267,864.	
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	523000	299.	18	4,405,444.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 17		9,488.		-5,130.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		9,787.		10,678,066.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 10,687,853.

(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). (See instructions)
	NOT APPLICABLE

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		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

▶ B Menschel | 5/9/2013 ▶ CHAIRMAN

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOSEPH BULGER		5/7/13		P01366942

Firm's name ▶ BCRS ASSOCIATES, LLC

Firm's EIN ▶ 13-4078147

Firm's address ▶ 77 WATER STREET, 9TH FLOOR
NEW YORK, NY 10005

Phone no 212-440-0800

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE REALIZED G(L) REPORT ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
13208490.		10002441.					3,206,049.	
		STCG(L) THRU K-1'S						
134,592.							134,592.	
		LTCG(L) THRU K-1'S						
241,932.							241,932.	
		LTCG(L) THRU K-1'S - UBTI						
		172.					-172.	
		SEC 1231 15% G(L) THRU K-1'S						
		2,213.					-2,213.	
		SEC 1231 15% G(L) THRU K-1'S - UBTI						
		4,538.					-4,538.	
		SEC 1250 25% G(L) THRU K-1'S - UBTI						
5,009.							5,009.	
		LTCG(L) PARTIAL DISP ETON PARK OVERSEAS					VARIOUS	VARIOUS
3,470,917.		2,645,833.					825,084.	
TOTAL GAIN(LOSS)							4,405,743.	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST ON CREDIT BALANCE	33.	33.	
INTEREST ON CHECKING	477.	477.	
INTEREST ON SAVINGS	9,378.	9,378.	
TOTAL	9,888.	9,888.	

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDENDS - GOLDMAN SACHS		6,165,863.	6,165,863.	
INTEREST FROM K-1S		7,365.	7,365.	
DIVIDENDS FROM K-1S		94,636.	94,636.	
	TOTAL	6,267,864.	6,267,864.	

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME FROM K-1S - UBTI	-12,741.		
RENTAL REAL ESTATE LOSS FROM K-1S	-804.	-804.	
RENTAL REAL ESTATE FROM K-1S-UBTI	-2,780.		
SEC 988 LOSS FROM K-1S	-915.	-915.	
SEC 987 GAIN FROM K-1S	-3,411.	-3,411.	
CANCELLATION OF DEBT FROM K-1S-UBTI	25,009.		
ADD-BACK: CURRENT YEAR SUSPENDED PAL		3,017.	
TOTALS	4,358.	-2,113.	

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		10,000.	5,000.		5,000.
	TOTALS	10,000.	5,000.		5,000.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		55,585.	27,792.		27,793.
	TOTALS	55,585.	27,792.		27,793.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL TAXES PAID & DEFERRED	149,175.			
OTHER STATE TAXES	7,360.			
TOTALS	156,535.			

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CABLE	2,063.			2,063.
TRAVEL & ENTERTAINMENT	6,664.			6,664.
INSURANCE	12,220.	6,110.		6,110.
ADMINISTRATIVE EXPENSES	4,299.	2,150.		2,149.
POSTAGE	862.			862.
RENT EXPENSE	111,818.	55,909.		55,909.
SUPPLIES	3,064.			3,064.
TELEPHONE	9,250.			9,250.
CONSULTING EXPENSE	86,000.			86,000.
NYS FILING FEE	1,500.			1,500.
PUBLIC NOTICE FEE	130.			130.
REPAIRS AND MAINTENANCE	153.			153.
INFORMATION TECHNOLOGY	23,697.			23,697.
MISC EXPENSE	718.			718.
FIRE SERVICE	113.			113.
CONSTRUCTION	62,088.			62,088.
FURNISHINGS	1,580.			1,580.
SUBSCRIPTIONS	552.			552.
CONFERENCE FEE	1,500.			1,500.
PAYROLL TAXES AND OTHER PR EXP	78,695.	39,347.		39,348.
SALARY REIMBURSEMENTS FROM CEF	-111,693.	-55,846.		-55,847.
PORTFOLIO DEDUCTIONS THRU K-1S	95,810.	95,810.		
PORT DEDUCTIONS THRU K-1S UBTI	8.			
FOREIGN TAX ACCRUED THRU K-1S	3,920.	3,920.		
INTEREST EXPENSE THRU K-1S	17.	17.		
INTEREST EXP. THRU K-1S-UBTI	86.			
TOTALS	395,114.	147,417.		247,603.

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

ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS ACCOUNT	2,597,663.	6,236,478.	6,236,478.
US OBLIGATIONS TOTAL	2,597,663.	6,236,478.	6,236,478.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS ACCOUNT	201,044,909.	219,589,090.	219,589,090.
TOTALS	201,044,909.	219,589,090.	219,589,090.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ETON PARK OVERSEAS FUND LTD	5,891,105.	4,071,843.	4,071,843.
ETON PARK OVERSEAS FUND LTD	3,494,440.	2,691,158.	2,691,158.
LONE DRAGON PINE, LP	819,048.	987,224.	987,224.
LONE CASCADE, LP #1	1,335,631.	1,716,031.	1,716,031.
LONE CASCADE, LP #2	2,772,228.	3,574,201.	3,574,201.
WHITEHALL PARALLEL RE LP XIII	43,251.	40,739.	40,739.
WHITEHALL PARALLEL GL RE LP 01	181,986.	129,082.	129,082.
DIVIDEND RECEIVABLE	306,908.	223,600.	223,600.
FEDERAL TAX RECEIVABLE	14,065.	3,233.	3,233.
FEDERAL EXCISE TAX ACCRUED	29,000.	NONE	NONE
DUE F/ CHARINA ENDOWMENT FUND	NONE	3,574.	3,574.
TOTALS	14,887,662.	13,440,685.	13,440,685.

ATTACHMENT 11

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
DUE TO HORACE W. GOLDSMITH FDN	57,909.	59,922.
DUE TO CHARINA ENDOWMENT FUND,	2,329.	NONE
DEFERRED FEDERAL EXCISE TAXES	1,126,780.	1,275,770.
DEFERRED STATE UBI TAXES	NONE	NONE
STATE TAXES PAYABLE	2,600.	6,500.
ACCRUED ACCOUNTING FEES	45,000.	50,000.
ACCOUNTS PAYABLE	62,684.	52,320.
TOTALS	1,297,302.	1,444,512.

ATTACHMENT 12

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

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION FROM INVESTMENTS	16,183,101.
TOTAL	16,183,101.

ATTACHMENT 13

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ADJUSTMENT FOR DEFERRED FEDERAL EXCISE TAXES PAYABLE	145,147.
TOTAL	145,147.

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT B. MENSCHEL 375 PARK AVENUE SUITE 1602 NEW YORK, NY 10152	PRES/TRSR/DIR/DIR OF INVSTMNTS	100,000.	0	0
RICHARD L. MENSCHEL 375 PARK AVENUE SUITE 1602 NEW YORK, NY 10152	DIRECTOR	0	0	0
DAVID F. MENSCHEL 375 PARK AVENUE SUITE 1602 NEW YORK, NY 10152	SEC/DIRECTOR/GRANTS RESEARCHER	100,000.	0	0
LAUREN E. MENSCHEL 375 PARK AVENUE SUITE 1602 NEW YORK, NY 10152	DIRECTOR	25,000.	0	0
RONAY MENSCHEL 375 PARK AVENUE SUITE 1602 NEW YORK, NY 10152	DIRECTOR	0	0	0
	GRAND TOTALS	225,000.	0	0

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

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
NANCY ERTAG-BRAND 130 EAST 18TH STREET NEW YORK, NY 10003	FULL-TIME *	204,308.	22,500.	0
TOTAL COMPENSATION		204,308.	22,500.	0

* NANCY ERTAG-BRAND'S COMPENSATION AND CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS ARE SHARED WITH CHARINA ENDOWMENT FUND, INC. (EIN: 13-3675545) ON A 50% BASIS.

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

ATTACHMENT 16

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
MARIANNE SAMMARCO 769 WEST FINGERBOARD ROAD STATEN ISLAND, NY 10305	ADMINISTRATIVE	75,000.
TOTAL COMPENSATION		75,000.

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

ATTACHMENT 17

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ORD. INC. - K-1S	523000	-12,741.			
RRE INC. - K-1S	523000	-2,780.	01	-804.	
SEC 988 LOSS- K-1S			01	-915.	
SEC 987 GAIN- K-1S			01	-3,411.	
CANCELLATION OF DEBT- K-1S	523000	25,009.			
TOTALS		9,488.		-5,130.	

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T.**
▶ **Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.**

OMB No 1545-0092

2012

Name of estate or trust: VITAL PROJECTS FUND, INC

Employer identification number: 13-3711340

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	134,592.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	134,592.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	4,271,151.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	4,271,151.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			134,592.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			4,271,151.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			4,405,743.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041.*

OMB No 1545-0092

2012

Name of estate or trust: VITAL PROJECTS FUND, INC

Employer identification number: 13-3711340

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a STCG(L) THRU K-1'S			134,592.		134,592.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . 134,592.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

JSA
2F1221 2 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE REALIZED G(L) REPORT ATTACHED	VARIOUS	VARIOUS	13,208,490.	10,002,441.	3,206,049.
LTCG(L) THRU K-1'S			241,932.		241,932.
LTCG(L) THRU K-1'S - UBTI				172.	-172.
SEC 1231 15% G(L) THRU K-1'S				2,213.	-2,213.
SEC 1231 15% G(L) THRU K-1'S - UBTI				4,538.	-4,538.
SEC 1250 25% G(L) THRU K-1'S - UBTI			5,009.		5,009.
LTCG(L) PARTIAL DISP ETON PARK OVERSEAS FD LTD	VARIOUS	VARIOUS	3,470,917.	2,645,833.	825,084.

6b **Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . 4,271,151.

VITAL PROJECTS FUND, INC.
EIN: 13-3711340
CHARITABLE CONTRIBUTIONS PAID AND APPROVED
FYE 12/31/2012

Grantee	City, State	Payable AsOf 12/31/2011	Approved in 2012	Total to be Paid	Amount Paid in 2012	Payable Future Years	2013	2014	2015	2016+
Advertising Council	New York, NY	0	25,000	25,000	25,000	0	0	0	0	0
Alvin Ailey Dance Theater Foundation	New York, NY	0	25,000	25,000	25,000	0	0	0	0	0
American Academy in Rome	New York, NY	25,000	0	25,000	25,000	0	0	0	0	0
ACLU of Delaware Foundation	Wilmington, DE	0	40,000	40,000	40,000	0	0	0	0	0
ACLU Foundation (American Civil Liberties)	New York, NY	0	150,000	150,000	150,000	0	0	0	0	0
ACLU of Montana Foundation	Helena, MT	0	20,000	20,000	20,000	0	0	0	0	0
ACLU of Northern California Fdn	San Francisco, CA	0	20,000	20,000	20,000	0	0	0	0	0
ACLU of Washington Foundation	Seattle, WA	0	20,000	20,000	20,000	0	0	0	0	0
ACLU of Washington Foundation	Seattle, WA	0	20,000	20,000	20,000	0	0	0	0	0
Aperture Foundation	New York, NY	0	25,000	25,000	25,000	0	0	0	0	0
Architecture for Humanity	San Francisco, CA	0	25,000	25,000	25,000	0	0	0	0	0
Archives of American Art	New York, NY	0	25,000	25,000	25,000	0	0	0	0	0
Arizona Capital Representation Project	Tucson, AZ	0	50,000	50,000	50,000	0	0	0	0	0
Arts Engine	New York, NY	0	20,000	20,000	20,000	0	0	0	0	0
Ashoka	Arlington, VA	0	25,000	25,000	25,000	0	0	0	0	0
Asolo Repertory Theatre/FSU Conservancy for Actor	Sarasota, FL	0	10,000	10,000	10,000	0	0	0	0	0
Brady Center to Prevent Gun Violence (was Center to Prev)	Washington, DC	0	100,000	100,000	100,000	0	0	0	0	0
Brain & Behavior (was NARSAD)	Great Neck, NY	0	300,000	300,000	300,000	0	0	0	0	0
Brennan Center for Justice	New York, NY	0	150,000	150,000	150,000	0	0	0	0	0
Bronx Defenders	Bronx, NY	0	20,000	20,000	20,000	0	0	0	0	0
Brooklyn Academy of Music	Brooklyn, NY	0	50,000	50,000	50,000	0	0	0	0	0
Cabin Creek Center	New York, NY	0	20,000	20,000	20,000	0	0	0	0	0
Cabin Creek Center	New York, NY	0	60,000	60,000	60,000	0	0	0	0	0
Capital Appeals Project	New Orleans, LA	0	20,000	20,000	20,000	0	0	0	0	0
Cardozo (Benjamin N) School of Law	New York, NY	0	28,000	28,000	28,000	0	0	0	0	0
Carnegie Hall	New York, NY	0	50,000	50,000	50,000	0	0	0	0	0
Center for Constitutional Rights	New York, NY	0	100,000	100,000	100,000	0	0	0	0	0
Center for Death Penalty Litigation	Durham, NC	0	29,000	29,000	29,000	0	0	0	0	0
Center for the Advancement of Health	Washington, DC	0	50,000	50,000	50,000	0	0	0	0	0
Center for the Advancement of Health	Washington, DC	0	50,000	50,000	50,000	0	0	0	0	0
Chess in the Schools	New York, NY	100,000	0	100,000	100,000	0	0	0	0	0
Chess in the Schools	New York, NY	0	100,000	100,000	0	100,000	100,000	0	0	0
Children's Storefront	New York, NY	0	50,000	50,000	50,000	0	0	0	0	0
City Harvest, Inc	New York, NY	0	100,000	100,000	100,000	0	0	0	0	0
Civic Bakery	Brooklyn, NY	0	50,000	50,000	50,000	0	0	0	0	0
Cleveland Clinic	Cleveland, OH	0	50,000	50,000	50,000	0	0	0	0	0
Coalition for the Homeless	New York, NY	0	100,000	100,000	100,000	0	0	0	0	0
Common Cause Education Fund	Washington, DC	0	50,000	50,000	50,000	0	0	0	0	0
Connecticut Public Broadcasting, Inc	Hartford, CT	0	125,000	125,000	0	125,000	125,000	0	0	0
Council on Foreign Relations	New York, NY	0	35,000	35,000	35,000	0	0	0	0	0
Dominican Friars of Raleigh	Raleigh, NC	0	10,000	10,000	10,000	0	0	0	0	0
Drawbridge	New Haven, CT	0	10,000	10,000	10,000	0	0	0	0	0
Dress for Success	New York, NY	0	50,000	50,000	50,000	0	0	0	0	0
Drug Policy Alliance	New York, NY	0	50,000	50,000	50,000	0	0	0	0	0
Eisenhower Project	New York, NY	0	75,000	75,000	75,000	0	0	0	0	0
Equal Justice Initiative	Montgomery, AL	0	150,000	150,000	150,000	0	0	0	0	0
Exoneration Initiative	New York, NY	0	40,000	40,000	40,000	0	0	0	0	0
Fair Trial Initiative	Durham, NC	0	7,500	7,500	7,500	0	0	0	0	0
Film Society of Lincoln Center	New York, NY	0	25,000	25,000	25,000	0	0	0	0	0
Florida International University Foundation	Miami, FL	0	20,000	20,000	20,000	0	0	0	0	0
Fractured Atlas / Topic Magazine	New York, NY	0	25,000	25,000	25,000	0	0	0	0	0

VITAL PROJECTS FUND, INC.
EIN: 13-3711340
CHARITABLE CONTRIBUTIONS PAID AND APPROVED
FYE 12/31/2012

Grantee	City, State	Payable AsOf 12/31/2011	Approved in 2012	Total to be Paid	Amount Paid in 2012	Payable Future Years	2013	2014	2015	2016+
Franklin D Roosevelt Four Freedoms Park	New York, NY	0	100,000	100,000	100,000	0	0	0	0	0
Friends of the High Line	New York, NY	0	25,000	25,000	25,000	0	0	0	0	0
Glide Memorial Methodist Church	San Francisco, CA	0	75,000	75,000	75,000	0	0	0	0	0
Golden Gate National Park Conservancy	San Francisco, CA	0	100,000	100,000	100,000	0	0	0	0	0
Graduate Center - City University of New York	New York, NY	0	25,000	25,000	25,000	0	0	0	0	0
Holy Rosary Church	Staten Island, NY	0	75,000	75,000	75,000	0	0	0	0	0
Hospital for Special Surgery	New York, NY	0	50,000	50,000	50,000	0	0	0	0	0
Human Rights Watch	New York, NY	0	100,000	100,000	100,000	0	0	0	0	0
Immigration Equality	New York, NY	0	50,000	50,000	50,000	0	0	0	0	0
International Documentary Assocation	Los Angeles, CA	0	30,000	30,000	30,000	0	0	0	0	0
John Jermain Memorial Library	Sag Harbor, NY	0	10,000	10,000	10,000	0	0	0	0	0
Jonas Center for Nursing Excellence	New York, NY	0	25,000	25,000	25,000	0	0	0	0	0
Juvenile Justice Project of Louisiana	New Orleans, LA	0	50,000	50,000	50,000	0	0	0	0	0
King Baudouin Foundation of U S	New York, NY	0	50,000	50,000	50,000	0	0	0	0	0
Lewis & Clark College	Portland, OR	0	10,000	10,000	10,000	0	0	0	0	0
Lewis & Clark College	Portland, OR	0	40,000	40,000	40,000	0	0	0	0	0
Light Work	New York, NY	125,000	0	125,000	0	125,000	125,000	0	0	0
Light Work	New York, NY	125,000	0	125,000	125,000	0	0	0	0	0
Light Work	New York, NY	125,000	0	125,000	0	125,000	0	125,000	0	0
Light Work	New York, NY	125,000	0	125,000	0	125,000	0	0	125,000	0
Lincoln Center for Performing Arts-Jazz at Lincoln Center	New York, NY	0	50,000	50,000	50,000	0	0	0	0	0
Lincoln Center Theater (Was Vivian Beaumont Theater)	New York, NY	50,000	0	50,000	50,000	0	0	0	0	0
Longhouse Reserve	East Hampton, NY	0	50,000	50,000	50,000	0	0	0	0	0
Louisiana Capital Assistance Center	New Orleans, LA	0	20,000	20,000	20,000	0	0	0	0	0
Louisiana Coallition for Alternatives to the Death Penalty	New Orleans, LA	0	25,000	25,000	25,000	0	0	0	0	0
Lymphoma Foundation	New York, NY	125,000	0	125,000	0	125,000	125,000	0	0	0
Lymphoma Foundation	New York, NY	125,000	(125,000)	0	0	0	0	0	0	0
Lymphoma Foundation	New York, NY	0	125,000	125,000	0	125,000	0	125,000	0	0
Marijuana Policy Project Foundation	Washington, DC	0	20,000	20,000	20,000	0	0	0	0	0
Maysles Institute	New York, NY	0	20,000	20,000	20,000	0	0	0	0	0
Maysles Institute	New York, NY	0	30,000	30,000	30,000	0	0	0	0	0
Memorial Sloan-Kettering Hospital	New York, NY	25,000	0	25,000	25,000	0	0	0	0	0
Memorial Sloan-Kettering Hospital	New York, NY	0	75,000	75,000	25,000	50,000	50,000	0	0	0
Memorial Sloan-Kettering Hospital	New York, NY	0	100,000	100,000	50,000	50,000	50,000	0	0	0
Memorial Sloan-Kettering Hospital (Lacher Fellows)	New York, NY	100,000	0	100,000	50,000	50,000	50,000	0	0	0
Memorial Sloan-Kettering Hospital (Lacher Fellows)	New York, NY	0	50,000	50,000	0	50,000	0	50,000	0	0
The Metropolitan Museum of Art	New York, NY	0	750,000	750,000	750,000	0	0	0	0	0
Montefiore Hospital	Bronx, NY	0	25,000	25,000	25,000	0	0	0	0	0
Monticello Fund (Thomas Jefferson Foundation)	Charlottesville, VA	0	25,000	25,000	25,000	0	0	0	0	0
Museum of the City of New York	New York, NY	50,000	0	50,000	50,000	0	0	0	0	0
Museum of Modern Art	New York, NY	1,500,000	0	1,500,000	750,000	750,000	750,000	0	0	0
Museum of Modern Art	New York, NY	750,000	0	750,000	0	750,000	0	750,000	0	0
Museum of Modern Art	New York, NY	750,000	0	750,000	0	750,000	0	0	750,000	0
Museum of Modern Art	New York, NY	750,000	0	750,000	0	750,000	0	0	0	750,000
Museum of Modern Art	New York, NY	0	50,000	50,000	50,000	0	0	0	0	0
National Gallery of Art	Washington, DC	150,000	0	150,000	75,000	75,000	75,000	0	0	0
National Marfan Foundation	Port Washington, NY	150,000	0	150,000	150,000	0	0	0	0	0
National Marfan Foundation	Port Washington, NY	150,000	0	150,000	0	150,000	150,000	0	0	0
National Marfan Foundation	Port Washington, NY	0	150,000	150,000	0	150,000	0	150,000	0	0
National Public Radio	Washington, DC	125,000	0	125,000	125,000	0	0	0	0	0
National Public Radio	Washington, DC	125,000	0	125,000	0	125,000	125,000	0	0	0

VITAL PROJECTS FUND, INC.
EIN: 13-3711340
CHARITABLE CONTRIBUTIONS PAID AND APPROVED
FYE 12/31/2012

Grantee	City, State	Payable AsOf 12/31/2011	Approved in 2012	Total to be Paid	Amount Paid in 2012	Payable Future Years	2013	2014	2015	2016+
National Public Radio	Washington, DC	0	125,000	125,000	0	125,000	0	125,000	0	0
New Hampshire Coalition to Abolish the Death Penalty	Concord, NH	0	10,000	10,000	10,000	0	0	0	0	0
New York Cares	New York, NY	0	5,000	5,000	5,000	0	0	0	0	0
NYCLU (New York Civil Liberties Union)	New York, NY	0	90,000	90,000	90,000	0	0	0	0	0
New York Presbyterian Hospital (North Campus)	New York, NY	200,000	0	200,000	200,000	0	0	0	0	0
New York Presbyterian Hospital (North Campus)	New York, NY	0	400,000	400,000	0	400,000	200,000	200,000	0	0
New York Presbyterian Hosp - Weill Cornell Medical	New York, NY	750,000	0	750,000	750,000	0	0	0	0	0
New York Presbyterian Hosp - Weill Cornell Medical	New York, NY	2,250,000	0	2,250,000	0	2,250,000	750,000	750,000	750,000	0
New York Presbyterian Hosp - Weill Cornell Medical	New York, NY	0	1,350,000	1,350,000	0	1,350,000	150,000	150,000	150,000	900,000
New York Presbyterian Hosp - Weill Cornell Medical	New York, NY	0	150,000	150,000	150,000	0	0	0	0	0
New York Public Library	New York, NY	50,000	0	50,000	25,000	25,000	25,000	0	0	0
New York Stem Cell Foundation	New York, NY	0	50,000	50,000	50,000	0	0	0	0	0
Northwestern University	Evanston, IL	0	30,000	30,000	30,000	0	0	0	0	0
Orchestra of St Lukes	New York, NY	0	25,000	25,000	25,000	0	0	0	0	0
Outward Bound Bay Area	San Francisco, CA	0	10,000	10,000	10,000	0	0	0	0	0
The Philharmonic Symphony Society of New York	New York, NY	0	50,000	50,000	50,000	0	0	0	0	0
Planned Parenthood of Northwest New Jersey	Morristown, NJ	0	100,000	100,000	0	100,000	100,000	0	0	0
Pro Publica	New York, NY	0	50,000	50,000	50,000	0	0	0	0	0
Project Homeless Connect	San Francisco, CA	0	25,000	25,000	25,000	0	0	0	0	0
Public Art Fund	New York, NY	0	50,000	50,000	0	50,000	50,000	0	0	0
Public Art Fund	New York, NY	0	33,000	33,000	33,000	0	0	0	0	0
Purpose Foundation	New York, NY	0	75,000	75,000	75,000	0	0	0	0	0
Quinnipiac University Law School	Hamden, CT	0	15,000	15,000	15,000	0	0	0	0	0
Ramapo For Children	Rhinebeck, NY	0	25,000	25,000	25,000	0	0	0	0	0
Regents of the University of California Berkeley	Berkeley, CA	0	25,000	25,000	25,000	0	0	0	0	0
Salvation Army	New York, NY	0	100,000	100,000	100,000	0	0	0	0	0
SCRAP	Philadelphia, PA	0	25,000	25,000	25,000	0	0	0	0	0
Seeds of Peace	New York, NY	300,000	0	300,000	150,000	150,000	150,000	0	0	0
Seeds of Peace	New York, NY	150,000	0	150,000	0	150,000	0	150,000	0	0
Seeds of Peace	New York, NY	0	150,000	150,000	0	150,000	0	0	150,000	0
Southampton Hospital	Southampton, NY	0	50,000	50,000	50,000	0	0	0	0	0
Southern Center for Human Rights	Atlanta, GA	0	50,000	50,000	50,000	0	0	0	0	0
Southern Coalition for Social Justice	Durham, NC	0	23,500	23,500	23,500	0	0	0	0	0
Southern Poverty Law Center - Teaching Tolerance	Montgomery, AL	0	25,000	25,000	25,000	0	0	0	0	0
Staten Island University Hospital	Staten Island, NY	0	50,000	50,000	25,000	25,000	25,000	0	0	0
Staten Island University Hospital	Staten Island, NY	0	50,000	50,000	25,000	25,000	25,000	0	0	0
The Studio in A School Association	New York, NY	0	50,000	50,000	50,000	0	0	0	0	0
Sustainable Markets Foundation	New York, NY	0	60,000	60,000	60,000	0	0	0	0	0
Syracuse University	Syracuse, NY	2,250,000	0	2,250,000	750,000	1,500,000	0	750,000	750,000	0
Syracuse University	Syracuse, NY	0	750,000	750,000	0	750,000	0	0	0	750,000
Temple University	Philadelphia, PA	0	20,000	20,000	20,000	0	0	0	0	0
Texas Defender Service	Austin, TX	0	300,000	300,000	300,000	0	0	0	0	0
Thirteen/WNET	New York, NY	150,000	0	150,000	150,000	0	0	0	0	0
Thirteen/WNET	New York, NY	300,000	0	300,000	0	300,000	150,000	150,000	0	0
Tulane University	New Orleans, LA	0	125,000	125,000	125,000	0	0	0	0	0
U N C Law Foundation	Chapel Hill, NC	0	25,000	25,000	25,000	0	0	0	0	0
Ubuntu Education Fund	New York, NY	0	25,000	25,000	25,000	0	0	0	0	0
Visiting Nurse Association (Staten Island)	Staten Island, NY	50,000	0	50,000	50,000	0	0	0	0	0
Visiting Nurse Association (Staten Island)	Staten Island, NY	0	25,000	25,000	25,000	0	0	0	0	0
Visiting Nurse Association (Staten Island)	Staten Island, NY	0	50,000	50,000	0	50,000	50,000	0	0	0
Visiting Nurse Service of New York	New York, NY	100,000	0	100,000	50,000	50,000	50,000	0	0	0

VITAL PROJECTS FUND, INC.
EIN: 13-3711340
CHARITABLE CONTRIBUTIONS PAID AND APPROVED
FYE 12/31/2012

Grantee	City, State	Payable AsOf 12/31/2011	Approved in 2012	Total to be Paid	Amount Paid in 2012	Payable Future Years	2013	2014	2015	2016+
Visiting Nurse Service of New York	New York, NY	0	50,000	50,000	0	50,000	0	50,000	0	0
WNYC	New York, NY	200,000	0	200,000	100,000	100,000	100,000	0	0	0
Women Make Movies	New York, NY	0	160,000	160,000	160,000	0	0	0	0	0
WQXR	New York, NY	200,000	0	200,000	100,000	100,000	100,000	0	0	0
Yale Law School	New Haven, CT	0	200,000	200,000	200,000	0	0	0	0	0
Yale Law School	New Haven, CT	0	55,000	55,000	55,000	0	0	0	0	0
	Totals:	12,500,000	10,016,000	22,516,000	10,266,000	12,250,000	3,650,000	3,525,000	2,675,000	2,400,000
Adjustment for present value discount per financial statements			(11,020)			(502,367)	Discount - Outstanding Pledge Accrual			
Adjusted total disclosed on financial statements	**Total Contributions Paid:**		10,004,980			11,747,633				

ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PUPOSE FUND OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE CLASSIFIED UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE

VITAL PROJECTS FUND INC
From 01-Jan-2012 To 31-Dec-2012
Realized Gains/Losses

Base Currency :USD

Description	Trade Date	Date Sold	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
MC DONALDS CORP CMN	17-Aug-00	6-Jan-12	500	50,224 04	15,594.00	34,630.04	Long-Term
MC DONALDS CORP CMN	29-Jun-00	6-Jan-12	125	12,556.01	3,945.00	8,611 01	Long-Term
MC DONALDS CORP CMN	29-Jun-00	6-Jan-12	375	37,638.10	11,835.00	25,803.10	Long-Term
MC DONALDS CORP CMN	18-Jul-00	6-Jan-12	750	75,336.05	23,436.00	51,900.05	Long-Term
MC DONALDS CORP CMN	9-Jun-00	6-Jan-12	1,250	125,460.34	40,075 00	85,385.34	Long-Term
MC DONALDS CORP CMN	9-Jun-00	6-Jan-12	125	12,546 03	4,023 12	8,522.91	Long-Term
MC DONALDS CORP CMN	29-Jun-00	6-Jan-12	625	62,780.04	19,568.75	43,211 29	Long-Term
MC DONALDS CORP CMN	28-Jun-00	6-Jan-12	1,250	125,460.34	40,231.25	85,229 09	Long-Term
MC DONALDS CORP CMN	20-Jun-00	6-Jan-12	500	50,184.14	15,874 00	34,310.14	Long-Term
MC DONALDS CORP CMN	21-Aug-00	6-Jan-12	250	25,112.02	7,812.50	17,299.52	Long-Term
MC DONALDS CORP CMN	13-Jul-00	6-Jan-12	500	50,224 04	15,655.00	34,569 04	Long-Term
MC DONALDS CORP CMN	28-Jun-00	6-Jan-12	750	75,276.20	24,092.25	51,183.95	Long-Term
MC DONALDS CORP CMN	13-Jul-00	6-Jan-12	500	50,224 04	15,624.00	34,600.04	Long-Term
MC DONALDS CORP CMN	13-Jul-00	6-Jan-12	500	50,224 04	15,780 00	34,444 04	Long-Term
MC DONALDS CORP CMN	15-Jun-00	6-Jan-12	500	50,184.14	15,967.50	34,216.64	Long-Term
MC DONALDS CORP CMN	15-Jun-00	6-Jan-12	500	50,184 14	15,905.00	34,279.14	Long-Term
MC DONALDS CORP CMN	28-Jun-00	6-Jan-12	750	75,276.20	24,045.00	51,231 20	Long-Term
MC DONALDS CORP CMN	16-Jun-00	6-Jan-12	500	50,184 14	15,874.00	34,310.14	Long-Term
MC DONALDS CORP CMN	16-Jun-00	6-Jan-12	500	50,184.14	15,936.50	34,247.64	Long-Term
MC DONALDS CORP CMN	17-Aug-00	6-Jan-12	500	50,224 04	15,625.00	34,599 04	Long-Term
MC DONALDS CORP CMN	16-Jun-00	6-Jan-12	500	50,224.04	15,780.00	34,444.04	Long-Term
MC DONALDS CORP CMN	19-Jun-00	6-Jan-12	500	50,224.04	15,780.00	34,444.04	Long-Term
MC DONALDS CORP CMN	17-Aug-00	6-Jan-12	500	50,224 04	15,719.00	34,505.04	Long-Term
MC DONALDS CORP CMN	23-Aug-00	6-Jan-12	500	50,224.04	15,624.00	34,600.04	Long-Term
MC DONALDS CORP CMN	18-Aug-00	6-Jan-12	750	75,336.05	23,576.25	51,759.80	Long-Term
MC DONALDS CORP CMN	22-Aug-00	6-Jan-12	500	50,224.04	15,655.00	34,569 04	Long-Term
MC DONALDS CORP CMN	19-Jun-00	6-Jan-12	500	50,184.14	15,811.50	34,372.64	Long-Term
MC DONALDS CORP CMN	21-Aug-00	6-Jan-12	250	25,112 02	7,843.75	17,268.27	Long-Term
MC DONALDS CORP CMN	29-Jun-00	6-Jan-12	750	75,276.20	23,763.75	51,512.45	Long-Term
MC DONALDS CORP CMN	19-Jun-00	6-Jan-12	500	50,184.14	15,905.00	34,279.14	Long-Term
MC DONALDS CORP CMN	19-Jun-00	6-Jan-12	500	50,184.14	15,967.50	34,216 64	Long-Term
MC DONALDS CORP CMN	17-Jul-00	6-Jan-12	750	75,336.05	23,436.00	51,900.05	Long-Term

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Description	Trade Date	Date Sold	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
MC DONALDS CORP CMN	29-Jun-00	6-Jan-12	750	75,336.05	23,576 25	51,759.80	Long-Term
MC DONALDS CORP CMN	29-Jun-00	6-Jan-12	750	75,276 20	23,951.25	51,324.95	Long-Term
MC DONALDS CORP CMN	17-Jul-00	6-Jan-12	750	75,336.05	23,482.50	51,853.55	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	19-Jan-12	5,000	349,901.27	223,275.00	126,626.27	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	19-Jan-12	1,000	69,980.26	44,405.00	25,575.26	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	19-Jan-12	1,000	69,980.26	44,780.00	25,200 26	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	14-Jun-99	19-Jan-12	250	17,495.06	12,570 00	4,925.06	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	19-Jan-12	1,000	69,980 26	44,530 00	25,450.26	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	18-Jun-99	19-Jan-12	250	17,495.06	11,882.50	5,612 56	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	19-Jan-12	1,000	69,980.26	44,905 00	25,075.26	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	18-Jun-99	19-Jan-12	250	17,495.06	11,867.00	5,628.06	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	11-Jun-99	19-Jan-12	42	2,939.17	2,114.36	824.81	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	19-Jan-12	208	14,555.90	9,216.69	5,339.21	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	16-Aug-99	13-Mar-12	1,000	68,357.27	41,968.00	26,389.27	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	29-Sep-99	13-Mar-12	708	48,516.24	26,769.48	21,746.76	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	13-Mar-12	500	34,178.63	21,280.50	12,898.13	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	16-Aug-99	13-Mar-12	1,000	68,357.27	42,030.00	26,327.27	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	16-Aug-99	13-Mar-12	500	34,178.63	20,952 50	13,226.13	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	16-Aug-99	13-Mar-12	500	34,178.63	20,952.50	13,226.13	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	16-Aug-99	13-Mar-12	500	34,178.63	21,093.00	13,085.63	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	13-Aug-99	13-Mar-12	500	34,178.63	21,015.00	13,163.63	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	13-Mar-12	500	34,178 63	21,390.00	12,788.63	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	13-Mar-12	500	34,174.38	21,702.50	12,471.88	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	13-Mar-12	500	34,174.38	21,765.00	12,409.38	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	13-Mar-12	500	34,174.38	21,952.50	12,221 88	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	13-Mar-12	500	34,174.38	21,734.00	12,440.38	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	13-Mar-12	4,792	327,527.29	212,338.31	115,188.98	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	13-Mar-12	1,000	68,357 27	42,530.00	25,827.27	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	13-Mar-12	500	34,174.38	21,890.00	12,284 38	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	13-Mar-12	1,000	68,357.27	42,468.00	25,889.27	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	13-Mar-12	1,000	68,357.27	42,655.00	25,702.27	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	13-Mar-12	792	54,138.96	34,277.76	19,861.20	Long-Term

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Description	Trade Date	Date Sold	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	13-Mar-12	1,000	68,348 77	44,155.00	24,193 77	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	5-Nov-99	13-Mar-12	500	34,178 63	20,467 50	13,711 13	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	13-Mar-12	1,000	68,357 27	42,530.00	25,827.27	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	13-Mar-12	208	14,216.54	9,002.24	5,214.30	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	13-Mar-12	1,000	68,348 77	43,968.00	24,380 77	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	5-Nov-99	13-Mar-12	42	2,878 08	1,693.02	1,185.06	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	5-Nov-99	13-Mar-12	250	17,089.32	10,124.50	6,964.82	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	12-Aug-99	13-Mar-12	500	34,174 38	21,827.50	12,346 88	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	5-Nov-99	13-Mar-12	1,000	68,525.77	39,810.00	28,715.77	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	5-Nov-99	13-Mar-12	208	14,218 31	8,384.48	5,833.83	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	5-Nov-99	13-Mar-12	250	17,089.32	10,093.00	6,996.32	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	5-Nov-99	13-Mar-12	250	17,089.32	10,108.75	6,980 57	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	5-Nov-99	13-Mar-12	250	17,089.32	10,249.50	6,839 82	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	5-Nov-99	13-Mar-12	250	17,089.32	10,296.25	6,793.07	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	5-Nov-99	13-Mar-12	250	17,089.32	10,202.50	6,886.82	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	5-Nov-99	13-Mar-12	250	17,089.32	10,265.00	6,824.32	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	29-Oct-99	13-Mar-12	750	51,394.32	29,951.25	21,443.07	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	29-Oct-99	13-Mar-12	750	51,394.32	30,045.00	21,349 32	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	28-Oct-99	13-Mar-12	500	34,262 88	20,155.00	14,107.88	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	19-Aug-99	13-Mar-12	1,000	68,357.27	40,342.00	28,015.27	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	29-Oct-99	13-Mar-12	500	34,262.88	20,124.00	14,138.88	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	29-Oct-99	13-Mar-12	750	51,394.32	29,998.50	21,395 82	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	29-Oct-99	13-Mar-12	250	17,131.44	10,077.50	7,053.94	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	20-Aug-99	13-Mar-12	500	34,262.88	20,124.50	14,138.38	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	28-Oct-99	13-Mar-12	500	34,178.63	20,280.00	13,898 63	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	19-Aug-99	13-Mar-12	1,000	68,357.27	40,405.00	27,952.27	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	20-Aug-99	13-Mar-12	500	34,262.88	20,140.00	14,122.88	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	19-Aug-99	13-Mar-12	1,000	68,357.27	40,436.00	27,921.27	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	16-Aug-99	13-Mar-12	500	34,178.63	20,890.00	13,288.63	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	15-Feb-00	13-Mar-12	250	17,131.44	9,983.75	7,147.69	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	19-Aug-99	13-Mar-12	2,000	136,714.54	80,748.00	55,966.54	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	16-Aug-99	13-Mar-12	250	17,089.32	10,429.50	6,659.82	Long-Term

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Description	Trade Date	Date Sold	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
CLOROX CO (THE) (DELAWARE) CMN	16-Aug-99	13-Mar-12	250	17,089.32	10,452.75	6,636.57	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	15-Feb-00	13-Mar-12	250	17,131.44	10,077.50	7,053.94	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	15-Feb-00	13-Mar-12	250	17,131.44	10,015.00	7,116.44	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	15-Feb-00	13-Mar-12	250	17,131.44	9,952 50	7,178.94	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	14-Feb-00	13-Mar-12	250	17,131.44	10,046 25	7,085.19	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	14-Feb-00	13-Mar-12	250	17,089.32	10,140 00	6,949.32	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	14-Feb-00	13-Mar-12	250	17,089.32	10,108.75	6,980.57	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	14-Feb-00	13-Mar-12	250	17,089.32	10,171 25	6,918.07	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	4-Aug-00	13-Mar-12	2,500	171,314.41	99,680.00	71,634.41	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	14-Feb-00	13-Mar-12	250	17,089.32	10,202.50	6,886.82	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	14-Feb-00	13-Mar-12	250	17,089.32	10,187.00	6,902.32	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	29-Sep-99	14-Mar-12	358	24,577.83	13,491.23	11,086.60	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	29-Sep-99	14-Mar-12	42	2,883.43	1,588.02	1,295.41	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	8-Mar-00	15-Mar-12	183	12,562 72	6,553.23	6,009.49	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	29-Sep-99	15-Mar-12	142	9,748.12	5,351.27	4,396.85	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	7-Aug-00	15-Mar-12	500	34,324 38	18,217.50	16,106.88	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	15-Oct-99	15-Mar-12	250	17,162 19	9,390.00	7,772 19	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	7-Mar-00	15-Mar-12	2,500	171,621.91	90,150.00	81,471.91	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	25-Feb-00	15-Mar-12	1,250	85,810 95	46,793.75	39,017.20	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	7-Aug-00	15-Mar-12	500	34,324.38	18,186.00	16,138 38	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	7-Aug-00	15-Mar-12	500	34,324.38	18,467.50	15,856.88	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	7-Aug-00	15-Mar-12	500	34,324.38	18,717.50	15,606.88	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	7-Aug-00	15-Mar-12	500	34,324.38	18,842 50	15,481.88	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	7-Aug-00	15-Mar-12	750	51,486.57	27,795.00	23,691.57	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	7-Aug-00	15-Mar-12	1,000	68,648 76	36,685.00	31,963.76	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	7-Aug-00	15-Mar-12	750	51,486.57	27,841.88	23,644.69	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	29-Sep-99	15-Mar-12	275	18,878.41	10,346.05	8,532.36	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	7-Mar-00	27-Mar-12	1,250	85,824.95	44,606.25	41,218.70	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	8-Mar-00	27-Mar-12	500	34,329.98	17,655.00	16,674 98	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	8-Mar-00	27-Mar-12	317	21,765.21	11,351.77	10,413.44	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	8-Aug-00	27-Mar-12	500	34,329.98	17,530 00	16,799.98	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	8-Aug-00	27-Mar-12	1,500	102,989.94	52,308.00	50,681.94	Long-Term

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Description	Trade Date	Date Sold	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
CLOROX CO (THE) (DELAWARE) CMN	8-Mar-00	27-Mar-12	500	34,329.98	17,405.00	16,924.98	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	8-Aug-00	27-Mar-12	1,000	68,659 96	34,810.00	33,849.96	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	8-Aug-00	27-Mar-12	281	19,293.45	9,746.49	9,546.96	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	8-Mar-00	27-Mar-12	500	34,329.98	17,530.00	16,799 98	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	8-Aug-00	28-Mar-12	100	6,864 84	3,468.50	3,396.34	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	19-Dec-00	30-Mar-12	75	5,149.87	2,245 13	2,904.74	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	18-Dec-00	30-Mar-12	1,250	85,831.20	37,575.00	48,256.20	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	19-Dec-00	30-Mar-12	675	46,348.85	20,290.50	26,058 35	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	10-Mar-00	30-Mar-12	625	42,915.60	18,592 50	24,323.10	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	14-Dec-00	30-Mar-12	350	24,032.74	11,549.30	12,483.44	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	10-Mar-00	30-Mar-12	1,250	85,831 20	37,262.50	48,568.70	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	10-Mar-00	30-Mar-12	1,250	85,831.20	37,731.25	48,099.95	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	8-Mar-00	30-Mar-12	500	34,332.48	16,061.00	18,271.48	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	8-Aug-00	30-Mar-12	119	8,171.14	4,127.52	4,043.62	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	9-Mar-00	30-Mar-12	500	34,332.48	16,530.00	17,802.48	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	8-Mar-00	30-Mar-12	500	34,332.48	16,155.00	18,177.48	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	8-Mar-00	30-Mar-12	500	34,332.48	17,280.00	17,052.48	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	10-Aug-00	30-Mar-12	500	34,332.48	16,750 00	17,582.48	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	8-Aug-00	30-Mar-12	500	34,332 48	17,030.00	17,302.48	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	8-Aug-00	30-Mar-12	500	34,332.48	17,280.00	17,052.48	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	10-Aug-00	30-Mar-12	500	34,332.48	16,844.00	17,488.48	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	8-Aug-00	30-Mar-12	500	34,332.48	17,155.00	17,177.48	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	18-Dec-00	30-Mar-12	500	34,332 48	14,967.50	19,364 98	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	10-Mar-00	30-Mar-12	500	34,332.48	16,217.50	18,114.98	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	10-Mar-00	30-Mar-12	625	42,915.60	18,553.13	24,362.47	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	10-Mar-00	30-Mar-12	500	34,332.48	16,030 00	18,302.48	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	10-Mar-00	30-Mar-12	375	25,749.36	11,178.75	14,570.61	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	10-Mar-00	30-Mar-12	250	17,166.24	7,483.75	9,682.49	Long-Term
CLOROX CO (THE) (DELAWARE) CMN	10-Mar-00	30-Mar-12	625	42,915.60	18,787.50	24,128.10	Long-Term
GENERAL ELECTRIC CO CMN	2-Oct-08	29-Jun-12	10,000	206,995.35	221,780.00	(14,784.65)	Long-Term
GENERAL ELECTRIC CO CMN	19-Jan-07	29-Jun-12	10,000	203,995 41	372,340.00	(168,344.59)	Long-Term
GENERAL ELECTRIC CO CMN	19-Jan-07	29-Jun-12	10,000	204,895 39	370,500.00	(165,604.61)	Long-Term

VITAL PROJECTS FUND INC.
From 01-Jan-2012 To 31-Dec-2012
Realized Gains/Losses

Base Currency .USD

Description	Trade Date	Date Sold	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
GENERAL ELECTRIC CO CMN	23-Jan-07	29-Jun-12	10,000	206,995 35	365,493.00	(158,497.65)	Long-Term
GENERAL ELECTRIC CO CMN	2-Oct-08	6-Aug-12	10,000	209,495.29	221,780 00	(12,284 71)	Long-Term
UNITED PARCEL SERVICE, INC. CLASS B COMMON STOCK	5-Apr-11	8-Aug-12	7,901	600,253 16	591,380.37	8,872.79	Long-Term
UNITED PARCEL SERVICE, INC. CLASS B COMMON STOCK	5-Apr-11	9-Aug-12	2,099	159,490.41	157,107.63	2,382.78	Long-Term
UNITED PARCEL SERVICE, INC. CLASS B COMMON STOCK	11-Apr-11	9-Aug-12	10,000	759,839 96	727,548.00	32,291.96	Long-Term
GENERAL ELECTRIC CO CMN	2-Oct-08	6-Sep-12	10,000	211,995.24	221,780.00	(9,784.76)	Long-Term
GENERAL ELECTRIC CO CMN	2-Oct-08	7-Sep-12	10,000	214,495.18	221,780.00	(7,284.82)	Long-Term
GENERAL ELECTRIC CO CMN	2-Oct-08	13-Sep-12	10,000	219,495.07	221,780.00	(2,284.93)	Long-Term
GENERAL ELECTRIC CO CMN	2-Oct-08	27-Nov-12	25,000	525,363.20	554,450.00	(29,086 80)	Long-Term
UNITED PARCEL SERVICE, INC CLASS B COMMON STOCK	14-Mar-11	27-Nov-12	3,685	267,373.92	267,394.66	(20.74)	Long-Term
GENERAL ELECTRIC CO CMN	2-Oct-08	28-Nov-12	25,000	525,238 20	554,450 00	(29,211.80)	Long-Term
UNITED PARCEL SERVICE, INC. CLASS B COMMON STOCK	14-Mar-11	28-Nov-12	6,315	458,169.49	458,235.35	(65.86)	Long-Term
UNITED PARCEL SERVICE, INC. CLASS B COMMON STOCK	26-Jul-11	29-Nov-12	50	3,682.42	3,523.59	158 83	Long-Term
UNITED PARCEL SERVICE, INC. CLASS B COMMON STOCK	26-Jul-11	10-Dec-12	9,950	732,804.07	701,193.42	31,610.65	Long-Term
TOTAL				**13,208,489.79**	**10,002,441.25**	**3,206,048.54**	

VITAL PROJECTS FUND, INC.
EIN: 13-3711340
FYE 12/31/2012

FORM 990-PF

SCHEDULE OF SUSPENDED PAL:

FYE	CURRENT YEAR PASSIVE GAINS	CURRENT YEAR PASSIVE LOSSES	NET PASSIVE LOSSES	TOTAL SUSPENDED PASSIVE LOSSES
12/31/2011	1,128	(3,543)	(2,415)	(2,415)
12/31/2012	0	(3,017)	(3,017)	(5,432)

VITAL PROJECTS FUND, INC.
EIN: 13-3711340
2012 Form 990-PF

ATTACHMENT TO FORM 990-PF
FLOW-THROUGH ITEMS OF INCOME AND EXPENSE REPORTED ON PT I LINES 3, 4, 6a ,11, 23

Vital Projects Fund, Inc. has reported interest, dividends, capital gains, ordinary income and expense items as flowing through the following partnership investment:

Whitehall Parallel Real Estate Limited Partnership XIII
EIN: 75-2849160

This investment is held in the name of The Horace W. Goldsmith Foundation. Vital Projects Fund, Inc. holds 25% of this investment as a result of the 2006 restructuring by The Horace W. Goldsmith Foundation. Vital Projects Fund, Inc is therefore including as nominee income 25% of the total income and expense items attributable to The Horace W. Goldsmith Foundation for 2012 [EIN: 13-6107758].