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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE PIERRE & TANA MATISSE FOUNDATION INC		A Employer identification number 13-3838457		
Number and street (or P O box number if mail is not delivered to street address) 1 EAST 53RD STREET		B Telephone number (see instructions) (212) 355-6269		
City or town, state, and ZIP code NEW YORK, NY 100224200		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>		
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 216,682,629		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
1 Contributions, gifts, grants, etc , received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities.		1,590,520	1,590,520	
5a Gross rents				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10		2,289,973		
b Gross sales price for all assets on line 6a 5,274,730				
7 Capital gain net income (from Part IV, line 2)		2,289,973		
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)		3,884	3,884	
12 Total. Add lines 1 through 11		3,884,377	3,884,377	
Revenue				
13 Compensation of officers, directors, trustees, etc		360,000	18,000	342,000
14 Other employee salaries and wages		272,917	0	272,917
15 Pension plans, employee benefits		107,753	0	107,753
16a Legal fees (attach schedule)		31,214	0	31,214
b Accounting fees (attach schedule)		29,860	23,888	5,972
c Other professional fees (attach schedule)		441,414	301,563	139,851
17 Interest		82	82	0
18 Taxes (attach schedule) (see instructions)		130,682	28,872	44,810
19 Depreciation (attach schedule) and depletion		11,272	0	
20 Occupancy		93,506	935	92,571
21 Travel, conferences, and meetings		27,422	0	27,422
22 Printing and publications				
23 Other expenses (attach schedule)		198,193	2,435	195,757
24 Total operating and administrative expenses.				
Add lines 13 through 23		1,704,315	375,775	1,260,267
25 Contributions, gifts, grants paid.		1,830,300		1,830,300
26 Total expenses and disbursements. Add lines 24 and 25		3,534,615	375,775	3,090,567
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements		349,762		
b Net investment income (if negative, enter -0-)			3,508,602	
c Adjusted net income (if negative, enter -0-)				

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	90,336	220,730	220,730
2	Savings and temporary cash investments	4,328,961	7,304,772	7,304,772
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 page 15 of the 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			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	19,617,085	26,501,848	29,458,256
c	Investments—corporate bonds (attach schedule)	6,368,729	6,749,208	6,001,995
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	29,813,735	21,768,235	25,876,213
14	Land, buildings, and equipment basis ► 205,305			
	Less accumulated depreciation (attach schedule) ► 50,908	162,546	154,397	154,397
15	Other assets (describe ►)	110,820,856	108,825,956	147,666,266
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	171,202,248	171,525,146	216,682,629
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 (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
24	Unrestricted	171,202,248	171,525,146	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ►			
	and complete lines 24 through 26 and lines 30 and 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			
30	Total net assets or fund balances (see page 17 of the instructions)	171,202,248	171,525,146	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	171,202,248	171,525,146	

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	171,202,248
2	Enter amount from Part I, line 27a	2	349,762
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	171,552,010
5	Decreases not included in line 2 (itemize) ►	5	26,864
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	171,525,146

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)
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1a See Additional Data Table			
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 See Additional Data Table			
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))
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	(i) If gain, also enter in Part I, line 7 (j) If (loss), enter -0- in Part I, line 7	2	2,289,973
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

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 page 18 of 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	2,441,907	60,269,031	0 040517
2010	2,507,944	59,617,745	0 042067
2009	2,360,410	49,221,027	0 047955
2008	6,666,980	47,908,069	0 139162
2007	1,516,533	45,649,085	0 033222

2 Total of line 1, column (d).	2	0 302923
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 060585
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	60,948,728
5 Multiply line 4 by line 3.	5	3,692,579
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	35,086
7 Add lines 5 and 6.	7	3,727,665
8 Enter qualifying distributions from Part XII, line 4.	8	3,090,567

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1		1	70,172
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	70,172
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	70,172
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	47,580	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	75,000	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.	7		122,580
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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		52,408
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 52,408 Refunded <input checked="" type="checkbox"/>	11		0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input checked="" type="checkbox"/> \$ _____ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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?		Yes	
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		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input checked="" type="checkbox"/> NY, DE			
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 .		Yes	
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)?			
	<i>If "Yes," complete Part XIV</i>			
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		Yes	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14	The books are in care of ► SANDRA CARNIELLI	Telephone no ► (212) 355-6269
	Located at ► 1 EAST 53RD STREET NEW YORK NY	ZIP + 4 ► 100224200

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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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
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See 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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> No		
1b	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 page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ►		No
1c	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?		No
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 <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> 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).		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		No
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?		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7b	
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
ROBERT H HOROWITZ 1 EAST 53RD STREET NEW YORK, NY 10022-4200	PRESIDENT/TREAS/DIR 10 00	120,000	0	0
OLIVIER G BERNIER 1 EAST 53RD STREET NEW YORK, NY 10022-4200	VP/SECY/DIRECTOR 10 00	120,000	0	0
JANOS FARKAS 1 EAST 53RD STREET NEW YORK, NY 10022-4200	VP/ASST SECY/DIRECTOR 10 00	120,000	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
SANDRA CARNIELLI 1 EAST 53RD STREET NEW YORK, NY 10022	EXECUTIVE DIRECTOR 40 00	192,917	13,244	0
LINDA AZARIAN 1 EAST 53RD STREET NEW YORK, NY 10022	ADMINISTRATIVE ASSIS 40 00	80,000	7,493	0
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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CHARLES STUCKEY 1 EAST 53RD STREET NEW YORK, NY 10022	CONSULTING-CATALOGUE RAISONNE	90,055
SMH CAPITAL 4800 OVERTON WOODS DRIVE 300 FORT WORTH, TX 76109	INVESTMENT MANAGEMENT	51,810
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 LENDING OF ARTWORK FOR DISPLAY AT VARIOUS EXHIBITIONS	158,848
2 COMPILATION OF THE WORK OF ARTIST YVES TANGUY INTO A CATALOGUE RAISONNE	101,822
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
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	58,438,118
b	Average of monthly cash balances.	1b	3,438,763
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	61,876,881
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	61,876,881
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	928,153
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	60,948,728
6	Minimum investment return. Enter 5% of line 5.	6	3,047,436

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	3,047,436
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	70,172
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	70,172
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,977,264
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,977,264
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	2,977,264

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	3,090,567
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	3,090,567
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
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).	6	3,090,567
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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				2,977,264
2 Undistributed income, if any, as of the end of 2012			0	
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.	3,395,731			
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	3,395,731			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 3,090,567				
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.				2,977,264
e Remaining amount distributed out of corpus	113,303			
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:	3,509,034			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instructions			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) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,509,034			
10 Analysis of line 9				
a Excess from 2008.	3,395,731			
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.	113,303			

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

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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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 organization 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))

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

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

SANDRA CARNIELLI
1 EAST 53RD STREET
NEW YORK, NY 10022
(212) 355-6269

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

LETTER

c Any submission deadlines

NONE

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

NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			► 3a	1,830,300
b <i>Approved for future payment</i> See Additional Data Table				
Total			► 3b	531,834

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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						
4 Dividends and interest from securities.				14	1,590,520	
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.				15	3,884	
8 Gain or (loss) from sales of assets other than inventory				18	2,289,973	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e).			0		3,884,377	
13 Total. Add line 12, columns (b), (d), and (e).				13		3,884,377
(See worksheet in line 13 instructions to verify calculations.)						

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
THROUGH ADVISORY RESEARCH-SHORT TERM	P		2012-12-31
THROUGH ADVISORY RESEARCH-LONG TERM	P		2012-12-31
LIQUIDATION OF NWQ TRADEWINDS	P		2012-12-31
SHORT TERM CAPITAL GAIN DIVIDENDS	P		2012-12-31
LONG TERM CAPITAL GAIN DIVIDENDS	P		2012-12-31
SALE OF ARTWORK	D		2012-12-31
SALE OF BOOKS	D		2012-12-31
THROUGH TRADEWINDS INTL EQUITY K1-LONG TERM	P		2012-12-31
THROUGH TRADEWINDS INTL EQUITY K1-SHORT TERM	P		2012-12-31
THROUGH SNOW CAPITAL-SHORT TERM	P		2012-12-31
THROUGH SNOW CAPITAL-LONG TERM	P		2012-12-31
THROUGH SMH CAPITAL-SHORT TERM	P		2012-12-31
THROUGH SMH CAPITAL-LONG TERM	P		2012-12-31
THROUGH WENTWORTH HAUSER-LONG TERM	P		2012-12-31
THROUGH WESTFIELD-SHORT TERM	P		2012-12-31
THROUGH WESTFIELD-LONG TERM	P		2012-12-31
THROUGH WCM INVESTMENT MGMT-SHORT TERM	P		2012-12-31
LITIGATION SETTLEMENT	P		2012-12-31
ASHMORE EMERGING MARKETS DEBT FD-LONG TERM GAIN-PFIC	P		2012-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			10,959
			239,645
			-419,163
			196,671
			62,168
5,001,230		1,800,900	3,200,330
273,500		194,000	79,500
			-1,581,165
			-410,390
			185,132
			58,920
			32,444
			354,335
			88,059
			-65,030
			76,755
			-23,647
			57
			204,393

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			10,959
			239,645
			-419,163
			196,671
			62,168
			3,200,330
			79,500
			-1,581,165
			-410,390
			185,132
			58,920
			32,444
			354,335
			88,059
			-65,030
			76,755
			-23,647
			57
			204,393

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NAME AND ADDRESS (HOME OR BUSINESS)				
a Paid during the year				
ACADEMY OF APPLIED MATH AND TECHNOLOGY 345 BROOK AVENUE NEW YORK, NY 10545	NONE	501(C)(3)	GENERAL PROGRAM SUPPORT	97,000
AMERICAN JEWISH WORLD SERVICE 45 WEST 36TH STREET NEW YORK, NY 10018	NONE	501(C)(3)	GENERAL PROGRAM SUPPORTGENERAL PROGRAM SUPPORT	5,000
BALTIMORE MUSEUM OF ART 10 ART MUSEUM DRIVE BALTIMORE, MD 21218	NONE	501(C)(3)	GENERAL PROGRAM SUPPORT	1,200
BROOKLYN ACADEMY OF MUSIC 30 LAFAYETTE AVENUE BROOKLYN, NY 11217	NONE	501(C)(3)	SUPPORT OF SCHOOL EDUCATION PROGRAM	85,000
COOL CULTURE 80 HANSON PLACE SUITE 604 BROOKLYN, NY 11217	NONE	501(C)(3)	SUPPORT OF FAMILY VISITATION TRACKING PROJECT	55,000
COOPER-HEWITT NATIONAL DESIGN 2 EAST 91ST STREET NEW YORK, NY 10128	NONE	501(C)(3)	GENERAL PROGRAM SUPPORT	2,500
DRAWING CENTER 12 DESBROSSES STREET NEW YORK, NY 10013	NONE	501(C)(3)	GENERAL PROGRAM SUPPORTEXHIBITION PROJECT, LISTTOTAL 11000	1,000
FRACTURED ATLAS 248 W 35TH STREET NEW YORK, NY 10001	NONE	501(C)(3)	PROFESSIONAL DEVELOPMENT PROGRAM	37,500
GRANTMAKERS IN THE ARTS 4055 21ST AVENUE WEST SUITE 100 SEATTLE, WA 98119	NONE	501(C)(3)	GENERAL PROGRAM SUPPORT	1,000
GUGGENHEIM MUSEUM 1071 FIFTH AVENUE NEW YORK, NY 10128	NONE	501(C)(3)	GENERAL PROGRAM SUPPORT	1,000
INTERNATIONAL FOUNDATION FOR ART RESEARCH 500 FIFTH AVENUE NEW YORK, NY 10110	NONE	501(C)(3)	IFAR JOURNAL & INSTITUTIONAL CAPACITY BUILDING	75,000
IRONDALE ENSEMBLE PROJECT 85 S OXFORD STREET BROOKLYN, NY 11217	NONE	501(C)(3)	THEATER ARTS EDUCATION PARTNERSHIP PROGRAM	150,000
JAMAICA CENTER FOR ARTS AND LEARNING 161-04 JAMAICA AVENUE JAMAICA, NY 11432	NONE	501(C)(3)	ARTVENTURE ARTS PARTNERSHIP WITH A HS	25,000
METROPOLITAN OPERA LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	501(C)(3)	GENERAL PROGRAM SUPPORT	15,000
MULTICULTURAL MUSIC GROUP INC 601 WALTON AVENUE BRONX, NY 10451	NONE	501(C)(3)	SUMMER BRIDGE PROGRAM FORMS 223	104,550

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019	NONE	501(C)(3)	GENERAL PROGRAM SUPPORT	5,000
MUSEUM OF THE CITY OF NEW YORK 1220 FIFTH AVENUE NEW YORK, NY 10029	NONE	501(C)(3)	GENERAL PROGRAM SUPPORT	5,000
NATIONAL GALLERY OF ART 6TH STREET CONSTITUTIONAL AVE NW WASHINGTON, DC 20004	NONE	501(C)(3)	GENERAL PROGRAM SUPPORT	1,000
NEW YORK CITY OPERA 75 BROAD STREET NEW YORK, NY 10004	NONE	501(C)(3)	EDUCATION & OUTREACH PROGRAMS	35,000
PARTNERSHIP FOR INNER-CITY EDUCATION 1011 FIRST AVENUE STE 1313 NEW YORK, NY 10022	NONE	501(C)(3)	ARTS PROGRAM AT IMMACULATE CONCEPTION SCHOOL	52,250
PHILADELPHIA MUSEUM OF ART PO BOX 7646 PHILADELPHIA, PA 19101	NONE	501(C)(3)	GENERAL PROGRAM SUPPORT	1,000
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 WEST 33RD STREET NEW YORK, NY 10001	NONE	501(C)(3)	GENERAL PROGRAM SUPPORT	5,000
PROJECT SUNSHINE 108 WEST 39TH STREET STE 725 NEW YORK, NY 10018	NONE	501(C)(3)	ARTS FOR PEDIATRIC PATIENTS IN HOSPITALS	30,000
SKOWHEGAN SCHOOL OF PAINTING AND SCULPTURE 200 PARK AVENUE SOUTH NEW YORK, NY 10003	NONE	501(C)(3)	FELLOWSHIPS FOR VISUAL ARTISTS	12,000
SOK SABAY ASSOCIATION PO BOX 427 PHNOM PENH 12000 CB	NONE	IRC SEC 509(A)(2)	GENERAL PROGRAM SUPPORT	22,100
STUDIO MUSEUM IN HARLEM 144 WEST 125TH STREET NEW YORK, NY 10027	NONE	501(C)(3)	ARTS IN FOCUS PROGRAM	5,000
VISUAL THINKING STRATEGIES 109 S 5TH STREET STE 603 BROOKLYN, NY 11211	NONE	501(C)(3)	ART EDUCATION PROGRAM AT 7 NYC PS'S	27,500
VOLUNTEER LAWYERS FOR THE ARTS 1 EAST 53RD STREET SUITE 1401 NEW YORK, NY 10022	NONE	501(C)(3)	GENERAL SUPPORT OF LAW SCHOOL FOR VISUAL ARTISTS	15,000
WADSWORTH ATHENEUM MUSEUM OF ART 600 MAIN STREET HARTFORD, CT 06103	NONE	501(C)(3)	GENERAL PROGRAM SUPPORT	1,000
YOUNG AUDIENCES NEW YORK 1 EAST 53RD STREET 7TH FL NEW YORK, NY 10022	NONE	501(C)(3)	VISUAL ART RESIDENCIES IN 4 NYC PUBLIC SCHOOLS	45,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
LITTLE ORCHESTRA SOCIETY 330 WEST 42ND STREET 12TH FLOOR NEW YORK, NY 10036	NONE	501(C)(3)	IN SCHOOL MUSIC EDUCATION	25,000
MORGAN LIBRARY 225 MADISON AVENUE NEW YORK, NY 10016	NONE	501(C)(3)	MODERN ART CURATORSHIP	20,000
PLANNED PARENTHOOD MAR MONTE 1691 THE ALAMEDA SAN JOSE, CA 95126	NONE	501(C)(3)	GENERAL PROGRAM SUPPORT	3,000
CENTER FOR KHMER STUDIES 149 EAST 63RD STREET NEW YORK, NY 10065	NONE	501(C)(3)	GENERAL PROGRAM SUPPORT	10,000
NYC DEPARTMENT OF EDUCATION TWEED COURTHOUSE 52 CHAMBERS NEW YORK, NY 10007	NONE	501(C)(3)	ARTS PROGRAMS IN 5 NYC PUBLIC SCHOOLS	403,000
EPIC THEATRE ENSEMBLE 55 WEST 39TH STREET 302 NEW YORK, NY 10018	NONE	501(C)(3)	SUPPORT OF EPIC NEXT PROGRAM	150,000
CENTER FOR CURATORIAL LEADERSHIP 174 EAST 80TH STREET NEW YORK, NY 10075	NONE	501(C)(3)	SUPPORT OF LEADERSHIP FELLOWS PROGRAM	100,000
MORGAN LIBRARY 225 MADISON AVENUE NEW YORK, NY 10016	NONE	501(C)(3)	UNDERWRITING SUPPORT OF MODERN DRAWING CURATORSHIP	50,000
WHITNEY MUSEUM OF ART 945 MADISON AVENUE NEW YORK, NY 10021	NONE	501(C)(3)	GENERAL SUPPORT	1,000
ART TABLE INC 116 JOHN ST 822 NEW YORK, NY 10038	NONE	501(C)(3)	GENERAL SUPPORT	350
NONPROFIT COORDINATING COMMITTEE OF NY 1350 BROADWAY SUITE 1801 NEW YORK, NY 10018	NONE	501(C)(3)	GENERAL PROGRAM SUPPORT	350
ALVIN AILEY DANCE FOUNDATION 405 WEST 55TH STREET NEW YORK, NY 10019	NONE	501(C)(3)	SUPPORT OF AILEY CAMP PROGRAM	15,000
CELEBRITY SERIES OF BOSTON 20 PARK PLAZA STE 1032 BOSTON, MA 02116	NONE	501(C)(3)	SUPPORT OF AILEY CAMP BOSTON PROGRAM	15,000
SCHOOL OF AMERICAN BALLET LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	501(C)(3)	SUPPORT OF CULTURAL PROGRAM	10,000
STUDIO IN A SCHOOL 410 WEST 59TH STREET NEW YORK, NY 10019	NONE	501(C)(3)	SUPPORT OF VISUAL ARTS OUTREACH PROGRAM	30,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THIRD STREET MUSIC SETTLEMENT 235 EAST 11TH STREET NEW YORK, NY 10003	NONE	501(C)(3)	SUPPORT OF TUITION ASSISTANCE PROGRAM	20,000
THE ASPEN INSTITUTE 477 MADISON AVENUE NEW YORK, NY 10022	NONE	501(C)(3)	GENERAL PROGRAM SUPPORT	5,000
THE NEW VICTORY THEATER 229 WEST 42ND STREET NEW YORK, NY 10036	NONE	501(C)(3)	GRANT TO DEVELOP NEW ARTS & EDUCATION INITIATIVE	55,000
Total			► 3a	1,830,300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b Approved for future payment				
ARCHIVES OF AMERICAN ART750 9TH STREET NW WASHINGTON, DC 20001	NONE	501(C)(3)	SUPPORT SPECIAL EDITION COMMEMORATING 100TH ANNIVERSARY OF THE ARMORY SHOW	25,234
CENTER FOR ARTS EDUCATION266 WEST 37TH ST 9TH FLOOR NEW YORK, NY 10018	NONE	501(C)(3)	SUPPORT OF THE ARTS SUPPORT INITIATIVE	40,000
DREAMYARD PROJECT1085 WASHINGTON AVENUE BRONX, NY 10456	NONE	501(C)(3)	SUPPORT DREAMYARD'S PATHWAY PROGRAM	75,000
LEHMAN COLLEGE250 BEDFORD PARK BLVD W NEW YORK, NY 10468	NONE	501(C)(3)	SUPPORT ARTS EDUCATION PROGRAM FOR STUDENTS IN THE BRONX	5,000
LITTLE ORCHESTRA SOCIETY330 WEST 42ND STREET 12TH FLOOR NEW YORK, NY 10036	NONE	501(C)(3)	SUPPORT OF ARTS EDUCATION PROGRAM	75,000
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	501(C)(3)	SUPPORT OF BALTHUS EXHIBITION	100,000
MT HOLYOKE COLLEGE ART MUSEUMLOWER LAKE ROAD SOUTH HADLEY, MA 01075	NONE	501(C)(3)	SUPPORT OF THE PROGRAM "THE MUSEUM AS CATALYST FOR THE CREATIVE CAMPUS"	169,500
PARTNERSHIP FOR INNER-CITY EDUCATION1011 FIRST AVENUE STE 1313 NEW YORK, NY 10022	NONE	501(C)(3)	SUPPORT OF ARTS EDUCATION PROGRAM	28,600
READ ALLIANCE80 MAIDEN LANE NEW YORK, NY 10038	NONE	501(C)(3)	SUPPORT READ ALLIANCE PROGRAM TEACHING READING SKILLS TO YOUNG STUDENTS	10,000
SOKOLOW THEATRE DANCE ENSEMBLEOLD CHELSEA STATION BOX 351 NEW YORK, NY 10113	NONE	501(C)(3)	SUPPORT LYRIC SUITE PROGRAM—"SOUNDS OF SOKOLOW"	3,500
Total				531,834
			► 3b	

TY 2012 Accounting Fees Schedule

Name: THE PIERRE & TANA MATISSE FOUNDATION INC

EIN: 13-3838457

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COOPERSMITH, SIMON & VOGEL	29,860	23,888		5,972

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: THE PIERRE & TANA MATISSE FOUNDATION INC

EIN: 13-3838457

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT	2003-06-30	8,180	8,180	SL	5 000000000000	0	0		
LEASEHOLD IMPROVEMENTS	2008-06-30	38,005	3,409	SL	39 000000000000	974	0		
LEASEHOLD IMPROVEMENTS	2009-06-30	104,678	6,710	SL	39 000000000000	2,684	0		
FURNITURE AND FIXTURES	2009-06-30	40,710	14,540	SL	7 000000000000	5,816	0		
TELEPHONE EQUIPMENT	2009-06-30	3,871	1,383	SL	7 000000000000	553	0		
WEBSITE	2009-06-30	2,500	2,083	SL	3 000000000000	417	0		
FURNITURE AND FIXTURES	2006-06-30	4,238	3,331	SL	7 000000000000	605	0		
FURNITURE AND FIXTURES	2012-06-30	3,123		SL	7 000000000000	223	0		

TY 2012 Investments Corporate Bonds Schedule

Name: THE PIERRE & TANA MATISSE FOUNDATION INC

EIN: 13-3838457

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SMH CAPITAL	6,749,208	6,001,995

TY 2012 Investments Corporate Stock Schedule

Name: THE PIERRE & TANA MATISSE FOUNDATION INC
EIN: 13-3838457

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ADVISORY RESEARCH	3,986,490	4,879,269
SNOW CAPITAL	3,851,819	4,304,237
WENTWORTH HAUSER	3,884,915	4,196,126
WESTFIELD CAPITAL MANAGEMENT	5,358,174	6,385,001
FIDELITY FLOATING RATE HIGH INC FUND	3,439,096	3,478,196
WCM INVESTMENT MANAGEMENT	5,981,354	6,215,427

TY 2012 Investments - Other Schedule

Name: THE PIERRE & TANA MATISSE FOUNDATION INC**EIN:** 13-3838457

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TRADEWINDS INTERNATIONAL EQUITY PORTFOLIO	AT COST	0	0
HARBOR BOND-INST	AT COST	6,342,481	6,704,973
IRONWOOD INTERNATIONAL LTD AB	AT COST	5,000,000	5,477,985
ASHMORE EMERGING MARKET DEBT FUND	AT COST	5,425,754	7,092,637
TITAN MASTERS INTERNATIONAL FD LTD	AT COST	5,000,000	6,600,618

TY 2012 Land, Etc. Schedule

Name: THE PIERRE & TANA MATISSE FOUNDATION INC**EIN:** 13-3838457

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT	8,180	8,180	0	
LEASEHOLD IMPROVEMENTS	38,005	4,383	33,622	
LEASEHOLD IMPROVEMENTS	104,678	9,394	95,284	
FURNITURE AND FIXTURES	40,710	20,356	20,354	
TELEPHONE EQUIPMENT	3,871	1,936	1,935	
WEBSITE	2,500	2,500	0	
FURNITURE AND FIXTURES	4,238	3,936	302	
FURNITURE AND FIXTURES	3,123	223	2,900	

TY 2012 Legal Fees Schedule

Name: THE PIERRE & TANA MATISSE FOUNDATION INC

EIN: 13-3838457

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CARTER LEDYARD & MILBURN	25,797	0		25,797
KIEJMAN MAREMBERT	5,417	0		5,417

TY 2012 Other Assets Schedule

Name: THE PIERRE & TANA MATISSE FOUNDATION INC**EIN:** 13-3838457

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
BOOKS,MAQUETTES AND ARTWORK	110,820,218	108,825,318	147,665,628
DUE FROM URSUS	638	638	638

TY 2012 Other Decreases Schedule

Name: THE PIERRE & TANA MATISSE FOUNDATION INC**EIN:** 13-3838457

Description	Amount
TO BALANCE	26,864

TY 2012 Other Expenses Schedule

Name: THE PIERRE & TANA MATISSE FOUNDATION INC**EIN:** 13-3838457

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMPUTER EXPENSES	13,127	131		12,996
PAYROLL EXPENSE	2,342	0		2,342
DUES AND SUBSCRIPTIONS	1,145	0		1,145
INSURANCE	22,245	0		22,245
TELEPHONE AND INTERNET	6,501	0		6,501
OFFICE	9,898	0		9,897
POSTAGE & DELIVERY	2,200	0		2,200
DELAWARE AGENTS FEE	371	0		371
MISCELLANEOUS	624	0		624
ARTWORK HANDLING	854	0		854
ARTWORK STORAGE	62,137	0		62,137
ARTWORK INSURANCE	53,040	0		53,040
CONSERVATION	2,352	0		2,352
PENSION SERVICES	4,539	0		4,539
CATALOGUE RAISONNE	11,767	0		11,767
NEW YORK STATE FILING FEE	1,500	0		1,500
BANK CHARGES AND TRANSACTION FEES	3,551	2,304		1,247

TY 2012 Other Income Schedule

Name: THE PIERRE & TANA MATISSE FOUNDATION INC**EIN:** 13-3838457

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	3,884	3,884	3,884

TY 2012 Other Professional Fees Schedule

Name: THE PIERRE & TANA MATISSE FOUNDATION INC**EIN:** 13-3838457

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SMH CAPITAL	51,810	51,810		0
ADVISORY RESEARCH	48,786	48,786		0
SNOW CAPITAL	33,482	33,482		0
CONSULTING SERVICES GROUP	48,557	48,557		0
WCM INVESTMENT MANAGEMENT	18,338	18,338		0
CHARLES STUCKEY	90,055	0		90,055
WENTWORTH HAUSER	35,315	35,315		0
WESTFIELD CAPITAL	44,507	44,507		0
CAROL FEINBERG	21,000	0		21,000
STEPHEN MACK	10,486	0		10,486
OTHER	18,310	0		18,310
NWQ TRADEWINDS	20,768	20,768		0

TY 2012 Taxes Schedule

Name: THE PIERRE & TANA MATISSE FOUNDATION INC**EIN:** 13-3838457

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	28,144	28,144		0
PAYROLL TAXES	45,005	675		44,330
EXCISE TAX	57,000	0		0
METRO COMMUTER TAX	533	53		480