



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation LILY AUCHINCLOSS FOUNDATION, INC.		A Employer identification number 13-3935995
Number and street (or P.O. box number if mail is not delivered to street address) 16 EAST 79TH STREET	Room/suite 31	B Telephone number (212) 708-9216
City or town, state, and ZIP code NEW YORK, NY 10021		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 47,933,312. (Part I, column (d) must be on cash basis.)	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	981,059.	981,059.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,762,447.			
	b Gross sales price for all assets on line 6a	15,071,859.			
	7 Capital gain net income (from Part IV, line 2)		1,762,447.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	9,831.	9,628.		STATEMENT 2	
12 Total. Add lines 1 through 11	2,753,337.	2,753,134.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	78,843.	0.		78,843.
	15 Pension plans, employee benefits	106,885.	0.		106,885.
	16a Legal fees				
	b Accounting fees STMT 3	26,050.	0.		26,050.
	c Other professional fees STMT 4	315,516.	245,516.		70,000.
	17 Interest				
	18 Taxes STMT 5	47,887.	14,812.		33,075.
	19 Depreciation and depletion				
	20 Occupancy	39,819.	0.		39,819.
	21 Travel, conferences, and meetings	9,168.	0.		9,168.
	22 Printing and publications	275.	0.		275.
	23 Other expenses STMT 6	41,189.	12,551.		28,638.
	24 Total operating and administrative expenses. Add lines 13 through 23	665,632.	272,879.		392,753.
	25 Contributions, gifts, grants paid	2,260,500.			2,260,500.
26 Total expenses and disbursements. Add lines 24 and 25	2,926,132.	272,879.		2,653,253.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<172,795.>				
b Net investment income (if negative, enter -0-)		2,480,255.			
c Adjusted net income (if negative, enter -0-)			N/A		

GTYU

SCANNED NOV 27 2013

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	4,731,503.	4,336,060.	4,470,459.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 7	5,421,961.	5,313,723.	5,406,494.
	b Investments - corporate stock STMT 8	28,598,571.	28,967,033.	33,766,289.
	c Investments - corporate bonds STMT 9	2,459,067.	2,344,867.	2,631,331.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	1,698,590.	1,585,112.	1,651,159.
	14 Land, buildings, and equipment basis ▶ 3,280.			
	Less accumulated depreciation ▶	3,280.	3,280.	3,280.
	15 Other assets (describe ▶ RENTAL SECURITY)	4,300.	4,300.	4,300.
	16 Total assets (to be completed by all filers)	42,917,272.	42,554,375.	47,933,312.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	42,917,272.	42,554,375.	
Net Assets or Fund Balances	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	42,917,272.	42,554,375.	
	31 Total liabilities and net assets/fund balances	42,917,272.	42,554,375.	

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	42,917,272.
2 Enter amount from Part I, line 27a	2	<172,795.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	42,744,477.
5 Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	190,102.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,554,375.

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				
b SEE ATTACHED STATEMENTS				
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 15,071,859.		13,407,841.	1,762,447.

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

(i) FMV 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			1,762,447.

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	1,762,447.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,610,692.	46,455,231.	.056198
2010	2,629,178.	44,966,312.	.058470
2009	2,079,760.	38,435,292.	.054111
2008	3,302,145.	53,902,594.	.061261
2007	3,174,920.	61,141,940.	.051927

2 Total of line 1, column (d)	2	.281967
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	.056393
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	45,029,349.
5 Multiply line 4 by line 3	5	2,539,340.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	24,803.
7 Add lines 5 and 6	7	2,564,143.
8 Enter qualifying distributions from Part XII, line 4	8	2,653,253.

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	24,803.
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	24,803.
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	24,803.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	59,730.
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	59,730.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	34,927.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 34,927. Refunded ☒	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>LILYAUCH.ORG</u>	13	X	
14	The books are in care of ► <u>WTAS LLC</u> Telephone no ► <u>(646) 213-5100</u> Located at ► <u>1177 AVENUE OF THE AMERICAS, NEW YORK, NY</u> ZIP+4 ► <u>10036</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

Part 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	42,911,800.
b	Average of monthly cash balances	1b	2,803,275.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	45,715,075.
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	45,715,075.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	685,726.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	45,029,349.
6	Minimum investment return. Enter 5% of line 5	6	2,251,467.

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	2,251,467.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	24,803.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	24,803.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,226,664.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,226,664.
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	2,226,664.

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	2,653,253.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,653,253.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	24,803.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,628,450.

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				2,226,664.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010	119,314.			
e From 2011	334,584.			
f Total of lines 3a through e	453,898.			
4 Qualifying distributions for 2012 from Part XII, line 4. $\blacktriangleright$ \$ 2,653,253.				
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				2,226,664.
e Remaining amount distributed out of corpus	426,589.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	880,487.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	880,487.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	119,314.			
d Excess from 2011	334,584.			
e Excess from 2012	426,589.			

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
<i>a Paid during the year</i>				
VARIOUS - SEE STATEMENT ATTACHED	NONE	N/A	GENERAL PURPOSE	2,260,500.
Total				3a 2,260,500.
<i>b Approved for future payment</i>				
NONE				
Total				3b 0.

Part XVII

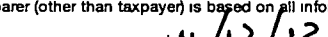
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | 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. | | |

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	Signature of officer or trustee 		Date 11/12/13		Title PRESIDENT/TREAS URR		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	MICHAEL J. VANDELOO				11/8/13		P01458923
	Firm's name ▶ WTAS LLC					Firm's EIN ▶ 33-1197384	
	Firm's address ▶ 1177 AVENUE OF THE AMERICAS, 18TH FL. NEW YORK, NY 10036					Phone no 646-213-5100	

Capital Gains

LILY AUCHINCLOSS FOUNDATION, INC (FIXED INCOME ACCOUNT)
16 EAST 79TH STREET-STE 31
NEW YORK NY 10075-0150

Capital Gains Summary From 01/01/2012 To 12/31/2012

Description	Totals
Short Term Gain/Loss	35,831.46
Long Term Gain/Loss	-21,707.36
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	14,124.10
Adjusted Basis	4,307,774.92
Proceeds	4,321,899.02
Total Curr Gain/Loss	0.00

FIXED INCOME - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
08/25/2011	01/15/2012	6,852.71	0.00	3128M7TB2	FEDL HOME	105.328	100.000	7,217.83	6,852.71	ST	-365.12	0.00	7,217.83	0.00	0.00
					LOAN MTG										
					CORP#G05646										
					4.50000%										
					10/1/2039										
					3128M7TB2										
08/25/2011	01/25/2012	6,915.76	0.00	3138AJK50	FNMA GTD	105.547	100.000	7,309.74	6,915.76	ST	-393.98	0.00	7,309.74	0.00	0.00
					PASS THRU										
					POOL#A14815										
					4.50000%										
					6/1/2041										
					3138AJK50										
09/30/2011	02/08/2012	105,000.00	0.00	912828RC6	UNITED STATES	102.008	101.660	107,108.63	106,742.74	ST	-365.89	0.00	107,108.63	0.00	0.00
					TREASURY										
					NOTE										
					2.12500%										
					8/15/2021										
					912828RC6										
					FA_15										

08/25/2011	02/15/2012	4,600 04	0 00	3128M7TB2	FEDL HOME LOAN MTG CORP#G05646 4 50000% 10/1/2039	105 328	100 000	4,845 14	4,600 04	ST	-245 10	0 00	4,845 14	0 00	0 00
08/25/2011	02/25/2012	6,024 59	0 00	3138AJK50	3128M7TB2 FNMA GTD PASS THRU POOL#AI4815 4 50000% 6/1/2041	105 547	100 000	6,367 80	6,024 59	ST	-343 21	0 00	6,367 80	0 00	0 00
08/25/2011	03/15/2012	8,718 31	0 00	3128M7TB2	3138AJK50 FEDL HOME LOAN MTG CORP#G05646 4 50000% 10/1/2039	105 328	100 000	9,182 83	8,718 31	ST	-464 52	0 00	9,182 83	0 00	0 00
08/25/2011	03/25/2012	8,482 90	0 00	3138AJK50	3128M7TB2 FNMA GTD PASS THRU POOL#AI4815 4 50000% 6/1/2041	105 547	100 000	8,966 16	8,482 90	ST	-483 26	0 00	8,966 16	0 00	0 00
08/25/2011	04/15/2012	5,841 87	0 00	3128M7TB2	3138AJK50 FEDL HOME LOAN MTG CORP#G05646 4 50000% 10/1/2039	105 328	100 000	6,153 13	5,841 87	ST	-311 26	0 00	6,153 13	0 00	0 00
08/25/2011	04/25/2012	7,214 38	0 00	3138AJK50	3128M7TB2 FNMA GTD PASS THRU POOL#AI4815 4 50000% 6/1/2041	105 547	100 000	7,625 37	7,214 38	ST	-410 99	0 00	7,625 37	0 00	0 00
08/25/2011	05/15/2012	6,028 53	0 00	3128M7TB2	3138AJK50 FEDL HOME LOAN MTG CORP#G05646 4 50000% 10/1/2039	105 328	100 000	6,349 74	6,028 53	ST	-321 21	0 00	6,349.74	0 00	0 00
06/30/2011	05/23/2012	110,000 00	0 00	912828QN3	3128M7TB2 UNITED STATES TREASURY NOTE 3 12500% 5/15/2021 912828QN3 MN_15	99 770	113 261	109,746 92	124,587 45	ST	14,840 53	0 00	109,746.92	0 00	0 00

06/14/2011	05/23/2012	150,000 00	0 00	912828QN3	UNITED STATES TREASURY NOTE 3 12500% 5/15/2021 912828QN3 MN_15	100 411	113 261	150,615 83	169,891 98	ST	19,276 15	0 00	150,615 83	0 00	0 00
08/25/2011	05/25/2012	6,563 20	0 00	3138AJK50	FNMA GTD PASS THRU POOL#AI4815 4 50000% 6/1/2041 3138AJK50	105 547	100 000	6,937 10	6,563 20	ST	-373 90	0 00	6,937 10	0 00	0 00
02/16/2012	05/31/2012	5,000 00	0 00	912828NE6	UNITED STATES TREASURY NOTE 0 75000% 5/31/2012 912828NE6 MN_31	100 188	100 000	5,009 39	5,000 00	ST	-9 39	0 00	5,009 39	0 00	0 00
03/30/2012	05/31/2012	140,000 00	0 00	912828NE6	UNITED STATES TREASURY NOTE 0 75000% 5/31/2012 912828NE6 MN_31	100 110	100 000	140,153 59	140,000 00	ST	-153 59	0 00	140,153 59	0 00	0 00
02/29/2012	05/31/2012	195,000 00	0 00	912828NE6	UNITED STATES TREASURY NOTE 0 75000% 5/31/2012 912828NE6 MN_31	100 164	100 000	195,320 57	195,000 00	ST	-320 57	0 00	195,320 57	0 00	0 00
08/25/2011	06/15/2012	5,021 82	0 00	3128M7TB2	FEDL HOME LOAN MTG CORP#G05646 4 50000% 10/1/2039 3128M7TB2	105 328	100 000	5,289 39	5,021 82	ST	-267 57	0 00	5,289 39	0 00	0 00
08/25/2011	06/25/2012	3,898 56	0 00	3138AJK50	FNMA GTD PASS THRU POOL#AI4815 4 50000% 6/1/2041 3138AJK50	105 547	100 000	4,120 66	3,898 56	ST	-222 10	0 00	4,120 66	0 00	0 00

08/25/2011	07/15/2012	7,351 00	0 00	3128M7TB2	FEDL HOME LOAN MTG CORP#G05646 4 50000% 10/1/2039	105 328	100 000	7,742 67	7,351 00	ST	-391 67	0 00	7,742 67	0 00	0 00
08/25/2011	07/25/2012	4,866 39	0 00	3138AJK50	3128M7TB2 FNMA GTD PASS THRU POOL#AI4815 4 50000% 6/1/2041	105 547	100 000	5,143 62	4,866 39	ST	-277 23	0 00	5,143 62	0 00	0 00
08/25/2011	08/13/2012	172,633 96	35,000 00	3128M7TB2	3138AJK50 FEDL HOME LOAN MTG CORP#G05646 4 50000% 10/1/2039	105 328	107 281	181,832 11	185,203 85	ST	3,371 74	0 00	181,832.11	0 00	0 00
08/25/2011	08/13/2012	166,150 00	40,000 00	3138AJK50	3128M7TB2 FNMA GTD PASS THRU POOL#AI4815 4 50000% 6/1/2041	105 547	107 875	175,615 36	179,234 32	ST	3,618 96	0 00	175,615 36	0 00	0 00
08/25/2011	08/15/2012	4,958 06	0 00	3128M7TB2	3138AJK50 FEDL HOME LOAN MTG CORP#G05646 4 50000% 10/1/2039	105 328	100 000	5,222 23	4,958 06	ST	-264 17	0 00	5,222 23	0 00	0 00
08/25/2011	08/25/2012	6,296 31	0 00	3138AJK50	3128M7TB2 FNMA GTD PASS THRU POOL#AI4815 4 50000% 6/1/2041	105 547	100 000	6,655 00	6,296 31	ST	-358 69	0 00	6,655 00	0 00	0 00
05/23/2012	11/27/2012	85,000 00	0 00	912828SS0	3138AJK50 UNITED STATES TREASURY NOTE 0 87500% 4/30/2017	100 692	101 363	85,587 98	86,158 51	ST	570 53	0 00	85,587 98	0 00	0 00
04/30/2012	11/27/2012	35,000 00	0 00	912828SS0	AO_30 UNITED STATES TREASURY NOTE 0 87500% 4/30/2017	100 309	101 363	35,108 13	35,477 03	ST	368 90	0 00	35,108 13	0 00	0 00
					912828SS0 AO_30										

05/23/2012	12/04/2012	85,000 00	0 00	912828SS0	UNITED STATES TREASURY NOTE 0 87500% 4/30/2017 912828SS0 AO_30	100 692	101 476	85,587 98	86,254 79	ST	666 81	0 00	85,587 98	0 00	0 00
09/28/2012	12/11/2012	270,000 00	0 00	912828MB3	UNITED STATES TREASURY NOTE 1 12500% 12/15/2012 912828MB3 JD_15	100 207	100 011	270,559 89	270,030 74	ST	-529 15	0 00	270,559 89	0 00	0 00
ST - TERM		1,618,418 39						1,647,374 79	1,683,215 84	ST	35,841 05	0 00	1,647,374 79	0 00	0 00
TOTAL								4,462 04	4,400 16	LT	0 00	-61 88	4,462 04	0 00	0 00
11/30/2010	01/15/2012	4,400 16	0 00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040 312944QN4	101 406	100 000	8,549 28	8,430 72	LT	0 00	-118 56	8,549 28	0 00	0 00
11/30/2010	02/15/2012	8,430 72	0 00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040 312944QN4	101 406	100 000	341,116 77	340,000 00	LT	0 00	-1,116 77	341,116 77	0 00	0 00
09/23/2009	02/15/2012	340,000 00	0 00	912828KC3	UNITED STATES TREASURY NOTE 1 37500% 2/15/2012 912828KC3 FA_15	100 328	100 000	98,625 00	98,621 00	LT	0 00	-4 00	98,625 00	0 00	0 00
04/11/2007	02/17/2012	100,000 00	0 00	060505BG8	BANK AMERICA CORP SUB NOTES 5 25000% 12/01/2015 060505BG8 JD_01	98 625	98 621	98,625 00	98,621 00	LT	0 00	-4 00	98,625 00	0 00	0 00

04/11/2007	03/15/2012	135,000 00	0.00	244217BG9	DEERE JOHN CAPITAL CORP NOTES 7 00000% 03/15/2012 244217BG9 MS_15	107 554	100 000	145,197 90	135,000 00	LT	0 00	-10,197 90	145,197 90	0 00	0 00
11/30/2010	03/15/2012	12,137 75	0.00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040 312944QN4	101 406	100 000	12,308 44	12,137 75	LT	0 00	-170 69	12,308 44	0 00	0 00
11/30/2010	04/15/2012	6,840 44	0.00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040 312944QN4	101 406	100 000	6,936 63	6,840 44	LT	0 00	-96 19	6,936 63	0 00	0 00
11/30/2010	05/15/2012	8,525 55	0.00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040 312944QN4	101 406	100 000	8,645 44	8,525 55	LT	0 00	-119 89	8,645 44	0 00	0 00
04/29/2011	05/23/2012	65,000 00	0.00	912828PC8	UNITED STATES TREASURY NOTE 2 62500% 11/15/2020 912828PC8 MN_15	94 657	109 339	61,526 82	71,070 64	LT	0 00	9,543 82	61,526 82	0 00	0 00
01/31/2011	05/23/2012	90,000 00	0.00	912828PC8	UNITED STATES TREASURY NOTE 2 62500% 11/15/2020 912828PC8 MN_15	93 711	109 339	84,340 20	98,405 50	LT	0 00	14,065 30	84,340 20	0 00	0 00
12/30/2010	05/23/2012	100,000 00	0.00	912828PC8	UNITED STATES TREASURY NOTE 2 62500% 11/15/2020 912828PC8 MN_15	93 809	109 339	93,808 99	109,339 44	LT	0 00	15,530 45	93,808 99	0 00	0 00

11/30/2010	06/15/2012	2,996 94	0 00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040 312944QN4	101 406	100 000	3,039 08	2,996 94	LT	0 00	-42 14	3,039 08	0 00	0 00
11/30/2010	07/15/2012	13,608 31	0 00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040 312944QN4	101 406	100 000	13,799 68	13,608 31	LT	0 00	-191 37	13,799 68	0 00	0 00
11/30/2010	08/15/2012	8,350 95	0 00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040 312944QN4	101 406	100 000	8,468 39	8,350 95	LT	0 00	-117 44	8,468 39	0 00	0 00
04/14/2009	08/31/2012	220,000 00	0 00	912828HE3	UNITED STATES TREASURY NOTES 4 25000% 09/30/2012 912828HE3 MS_30	109 864	100 297	241,699 96	220,652 39	LT	0 00	-21,047 57	241,699 96	0 00	0 00
11/30/2010	09/15/2012	22,297 63	0 00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040 312944QN4	101 406	100 000	22,611 19	22,297 63	LT	0 00	-313 56	22,611 19	0 00	0 00
11/30/2010	09/20/2012	361,710 38	94,000 00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040 312944QN4	101 406	107 063	366,796 93	387,256 17	LT	0 00	20,459 24	366,796 93	0 00	0 00
11/30/2010	09/20/2012	732 21	1,000 00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040 312944QN4	101 406	107 063	742 51	783 91	LT	0 00	41 40	742 51	0 00	0 00
04/14/2009	09/20/2012	270,000 00	0 00	912828HE3	UNITED STATES TREASURY NOTES 4 25000% 09/30/2012 912828HE3 MS_30	109 864	100 105	296,631 76	270,283 86	LT	0 00	-26,347 90	296,631 76	0 00	0 00

11/30/2010	10/15/2012	20,241.34	0.00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4.00000% 12/1/2040	101.406	100.000	20,525.98	20,241.34	LT	0.00	-284.64	20,525.98	0.00	0.00
12/13/2007	11/13/2012	100,000.00	0.00	002824AT7	312944QN4 ABBOTT LABS NT 5.87500% 05/15/2016 002824AT7 CALLED @ 11/8/09 12/10/12 MN_15	103.171	118.348	103,171.00	118,348.00	LT	0.00	15,177.00	103,171.00	0.00	0.00
08/31/2011	11/28/2012	30,000.00	0.00	912828QN3	UNITED STATES TREASURY NOTE 3.12500% 5/15/2021 912828QN3 MN_15	108.321	114.289	32,496.21	34,286.60	LT	0.00	1,790.39	32,496.21	0.00	0.00
04/11/2007	12/17/2012	85,000.00	0.00	59156RAD0	METLIFE INC SENIOR NOTES 5.37500% 12/15/2012 59156RAD0 JD_15	100.608	100.000	85,516.80	85,000.00	LT	0.00	-516.80	85,516.80	0.00	0.00
05/24/2007	12/27/2012	50,000.00	0.00	126650BH2	CVS CAREMARK CORP SR NT 5.75000% 06/01/2017 126650BH2 JD_01	99.166	121.188	49,583.00	60,594.00	LT	0.00	11,011.00	49,583.00	0.00	0.00
08/10/2007	12/27/2012	1,000.00	0.00	126650BH2	CVS CAREMARK CORP SR NT 5.75000% 06/01/2017 126650BH2 JD_01	96.564	121.188	965.64	1,211.88	LT	0.00	246.24	965.64	0.00	0.00
LT - TERM TOTAL		2,056,272.38						2,111,565.64	2,138,683.18	LT	0.00	27,117.54	2,111,565.64	0.00	0.00
SECTION TOTAL		3,674,690.77						3,758,940.43	3,821,899.02		35,841.05	27,117.54	3,758,940.43	0.00	0.00

MATURITIES - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curg Gain/Loss
02/16/2012	06/30/2012	5,000 00	0 00	912828NS5	UNITED STATES TREASURY NOTE 0 62500% 6/30/2012 912828NS5 JD_30	100 192	100 000	5,009.59	5,000 00	ST	-9 59	0 00	5,009 59	0 00	0 00
ST - TERM TOTAL		5,000 00						5,009 59	5,000 00	ST	-9 59	0 00	5,009 59	0 00	0 00
04/14/2009	09/30/2012	495,000 00	0 00	912828HE3	UNITED STATES TREASURY NOTES 4 25000% 09/30/2012 912828HE3 MS_30	109 864	100 000	543,824 90	495,000 00	LT	0 00	-48,824 90	543,824 90	0 00	0 00
LT - TERM TOTAL		495,000 00						543,824 90	495,000 00	LT	0 00	-48,824 90	543,824 90	0 00	0 00
SECTION TOTAL		500,000 00						548,834 49	500,000 00		-9 59	-48,824 90	548,834 49	0 00	0 00

Capital Gains

LILY AUCHINCLOSS FOUNDATION, INC
16 EAST 79TH STREET - STE #31
NEW YORK NY 10075-0150

Capital Gains Summary From 01/01/2012 To 12/31/2012

Description	Totals
Short Term Gain/Loss	80,005.98
Long Term Gain/Loss	1,569,891.01
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	1,649,896.99
Adjusted Basis	9,100,062.62
Proceeds	10,749,959.61
Total Curr Gain/Loss	0.00

EQUITIES - COVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
04/29/2011	01/03/2012	2,310.00	0.00	HSP	HOSPIRA INC	56.925	31.117	131,497.44	71,877.97	ST	-59,619.47	0.00	131,497.44	0.00	0.00
02/03/2011	01/03/2012	2,545.00	0.00	HSP	HOSPIRA INC	51.548	31.117	131,188.90	79,190.22	ST	-51,998.68	0.00	131,188.90	0.00	0.00
09/09/2011	02/02/2012	670.00	0.00	DHR	DANAHER CORP	44.093	53.049	29,542.58	35,541.88	ST	5,999.30	0.00	29,542.58	0.00	0.00
08/10/2011	02/13/2012	375.00	0.00	ECL	ECOLAB INC	45.473	61.530	17,052.45	23,073.46	ST	6,021.01	0.00	17,052.45	0.00	0.00
08/17/2011	02/13/2012	2,485.00	0.00	ECL	ECOLAB INC	46.587	61.530	115,768.45	152,900.10	ST	37,131.65	0.00	115,768.45	0.00	0.00
08/10/2011	02/22/2012	2,270.00	0.00	ECL	ECOLAB INC	45.473	61.676	103,224.16	140,002.44	ST	36,778.28	0.00	103,224.16	0.00	0.00
10/25/2011	03/09/2012	305.00	0.00	MMM	3M COMPANY	78.614	86.790	23,977.33	26,470.47	ST	2,493.14	0.00	23,977.33	0.00	0.00
01/24/2012	04/03/2012	2,460.00	0.00	UN	***UNILEVER N V NEW YORK	32.882	34.422	80,890.46	84,676.22	ST	3,785.76	0.00	80,890.46	0.00	0.00
10/25/2011	04/03/2012	390.00	0.00	MMM	SHS NEW 3M COMPANY	78.614	88.692	30,659.54	34,589.10	ST	3,929.56	0.00	30,659.54	0.00	0.00
12/09/2011	04/03/2012	2,550.00	0.00	ALTR	ALTERA CORP	35.429	38.772	90,343.19	98,865.87	ST	8,522.68	0.00	90,343.19	0.00	0.00
08/10/2011	04/03/2012	650.00	0.00	ECL	ECOLAB INC	45.473	62.082	29,557.58	40,352.39	ST	10,794.81	0.00	29,557.58	0.00	0.00
04/29/2011	04/03/2012	80.00	0.00	GOOG	GOOGLE INC-CL A	542.598	640.850	43,407.83	51,266.85	ST	7,859.02	0.00	43,407.83	0.00	0.00

01/27/2012	04/03/2012	70 00	0 00	GOOG	574 617	640 850	40,223 16	44,858 49	ST	4,635 33	0 00	40,223 16	0 00	0 00
				GOOGLE INC-CL A										
01/11/2012	04/03/2012	3,650 00	0 00	NATI	25 500	28 279	93,073 54	103,214 57	ST	10,141 03	0 00	93,073 54	0 00	0 00
				NATIONAL INSTRUMENTS CORP										
09/08/2011	04/03/2012	1,830 00	0 00	SNI	41 094	49 270	75,202 39	90,162 08	ST	14,959 69	0 00	75,202 39	0 00	0 00
				SCRIPPS NETWORKS INTERACTIVE INC CL A										
09/08/2011	04/17/2012	35 00	0 00	SNI	41 094	49 166	1,438 30	1,720 75	ST	282 45	0 00	1,438 30	0 00	0 00
				SCRIPPS NETWORKS INTERACTIVE INC CL A										
09/08/2011	05/03/2012	1,355 00	0 00	SNI	41 094	53 620	55,662 64	72,653 33	ST	16,970 69	0 00	55,662 64	0 00	0 00
				SCRIPPS NETWORKS INTERACTIVE INC CL A										
08/10/2011	05/17/2012	825 00	0 00	ECL	45 473	64 023	37,515 39	52,817 62	ST	15,302 23	0 00	37,515 39	0 00	0 00
				ECOLAB INC										
08/25/2011	06/08/2012	78 00	0 00	SNI	39 634	56 270	3,091 46	4,388 98	ST	1,297 52	0 00	3,091 46	0 00	0 00
				SCRIPPS NETWORKS INTERACTIVE INC CL A										
09/08/2011	06/08/2012	210 00	0 00	SNI	41 094	56 270	8,629 78	11,816 48	ST	3,166 70	0 00	8,629 78	0 00	0 00
				SCRIPPS NETWORKS INTERACTIVE INC CL A										
08/25/2011	06/12/2012	280 00	0 00	SNI	39 634	56 311	11,097 55	15,766 80	ST	4,669 25	0 00	11,097 55	0 00	0 00
				SCRIPPS NETWORKS INTERACTIVE INC CL A										
08/10/2011	07/11/2012	435 00	0 00	ECL	45 473	67 047	19,780 84	29,164 92	ST	9,384 08	0 00	19,780 84	0 00	0 00
				ECOLAB INC										
02/27/2012	07/13/2012	960 00	0 00	AXP	54 182	57 560	52,014 62	55,256 36	ST	3,241 74	0 00	52,014 62	0 00	0 00
				AMERICAN EXPRESS COMPANY										
08/25/2011	08/16/2012	1,025 00	0 00	SNI	39 634	58 629	40,624 95	60,093 27	ST	19,468 32	0 00	40,624 95	0 00	0 00
				SCRIPPS NETWORKS INTERACTIVE INC CL A										
12/28/2011	10/24/2012	3,740 00	0 00	NFX	37 256	27 813	139,337 81	104,017 54	ST	-35,320 27	0 00	139,337 81	0 00	0 00
				NEWFIELD EXPLORATION CO										
03/08/2012	11/28/2012	970 00	0 00	PLL	59 873	59 967	58,076 81	58,166 97	ST	90 16	0 00	58,076 81	0 00	0 00
				PALL CORP										
ST - TERM TOTAL		32,553 00					1,462,899 15	1,542,905 13	ST	80,005 98	0 00	1,462,899 15	0 00	0 00
02/02/2011	04/03/2012	1,365 00	0 00	MKC	44 489	54 560	60,727 35	74,472 73	LT	0 00	13,745 38	60,727 35	0 00	0 00
				MCCORMICK & CO INC										
04/01/2011	04/03/2012	90 00	0 00	MKC	47 900	54 560	4,311 03	4,910 29	LT	0 00	599 26	4,311 03	0 00	0 00
				NON-VOTING MCCORMICK & CO INC										
				NON-VOTING										

01/12/2011	04/03/2012	1,200 00	0 00	TGT	TARGET CORP	55 467	57 880	66,560 28	69,454 44	LT	0 00	2,894 16	66,560 28	0 00	0 00
01/12/2011	04/17/2012	720 00	0 00	TGT	TARGET CORP	55 467	57 686	39,936 17	41,533 34	LT	0 00	1,597 17	39,936 17	0 00	0 00
02/02/2011	06/26/2012	1,180 00	0 00	MKC	MCCORMICK & CO INC	44 489	57 337	52,496 90	67,655 79	LT	0 00	15,158 89	52,496 90	0 00	0 00
01/12/2011	07/13/2012	145 00	0 00	TGT	NON-VOTING TARGET CORP	55 467	61 432	8,042 70	8,907 50	LT	0 00	864 80	8,042 70	0 00	0 00
02/02/2011	08/16/2012	775 00	0 00	MKC	MCCORMICK & CO INC	44 489	58 583	34,478 90	46,175 94	LT	0 00	11,697 04	34,478 90	0 00	0 00
01/12/2011	08/16/2012	140 00	0 00	TGT	NON-VOTING TARGET CORP	55 467	63 818	7,765 37	8,934 37	LT	0 00	1,169 00	7,765 37	0 00	0 00
04/29/2011	09/06/2012	43 00	0 00	GOOG	GOOGLE INC-CL A	542 598	693 800	23,331 71	29,832 73	LT	0 00	6,501 02	23,331 71	0 00	0 00
08/25/2011	09/21/2012	186 00	0 00	SNI	SCRIPPS NETWORKS INTERACTIVE INC CL A	39 634	61 589	7,371 94	11,455 35	LT	0 00	4,083 41	7,371 94	0 00	0 00
04/04/2011	09/24/2012	1,500 00	0 00	ICFI	ICF INTL INC	21 862	21 613	32,792 55	32,418 02	LT	0 00	-374 53	32,792 55	0 00	0 00
04/05/2011	09/24/2012	225 00	0 00	ICFI	ICF INTL INC	21 814	21 613	4,908 15	4,862 70	LT	0 00	-45 45	4,908 15	0 00	0 00
02/02/2011	09/26/2012	1,400 00	0 00	MKC	MCCORMICK & CO INC	44 489	62 903	62,284 46	88,062 50	LT	0 00	25,778 04	62,284 46	0 00	0 00
04/29/2011	10/11/2012	118 00	0 00	GOOG	NON-VOTING GOOGLE	542 598	755 043	64,026 56	89,093 06	LT	0 00	25,066 50	64,026 56	0 00	0 00
08/25/2011	10/11/2012	555 00	0 00	SNI	INC-CL A SCRIPPS NETWORKS INTERACTIVE INC CL A	39 634	63 229	21,996 93	35,091 25	LT	0 00	13,094 32	21,996 93	0 00	0 00
04/29/2011	10/16/2012	86 00	0 00	GOOG	INC CL A GOOGLE	542 598	740 265	46,663 42	63,661 33	LT	0 00	16,997 91	46,663 42	0 00	0 00
04/18/2011	10/16/2012	85 00	0 00	GOOG	INC-CL A GOOGLE	522 352	740 265	44,399 89	62,921 09	LT	0 00	18,521 20	44,399 89	0 00	0 00
04/18/2011	10/18/2012	200 00	0 00	GOOG	INC-CL A GOOGLE	522 352	753 502	104,470 34	150,697 00	LT	0 00	46,226 66	104,470 34	0 00	0 00
08/25/2011	10/19/2012	1,541 00	0 00	SNI	INC-CL A SCRIPPS NETWORKS INTERACTIVE INC CL A	39 634	65 005	61,076 15	100,170 92	LT	0 00	39,094 77	61,076 15	0 00	0 00
10/21/2011	10/24/2012	1,680 00	0 00	NFX	NEWFIELD EXPLORATION CO	36 142	27 813	60,718 39	46,724 46	LT	0 00	-13,993 93	60,718 39	0 00	0 00
09/08/2011	10/24/2012	2,885 00	0 00	NFX	NEWFIELD EXPLORATION CO	49 799	27 813	143,670 69	80,238 13	LT	0 00	-63,432 56	143,670 69	0 00	0 00
08/17/2011	10/24/2012	3,275 00	0 00	NFX	NEWFIELD EXPLORATION CO	53 809	27 813	176,223 17	91,084 88	LT	0 00	-85,138 29	176,223 17	0 00	0 00
02/17/2011	10/24/2012	1,150 00	0 00	NFX	NEWFIELD EXPLORATION CO	68 104	27 813	78,319 38	31,984 00	LT	0 00	-46,335 38	78,319 38	0 00	0 00

10/21/2011	10/26/2012	3,515 00	0 00	NFX	NEWFIELD EXPLORATION CO	36 142	27 019	127,038 78	94,970 71	LT	0 00	-32,068 07	127,038 78	0 00	0 00
08/12/2011	11/14/2012	13,165 00	0 00	SCHW	CHARLES SCHWAB CORP NEW	12 008	12 640	158,081 37	166,401 87	LT	0 00	8,320 50	158,081 37	0 00	0 00
09/08/2011	11/14/2012	3,420 00	0 00	SCHW	CHARLES SCHWAB CORP NEW	11 701	12 640	40,016 74	43,227 83	LT	0 00	3,211 09	40,016 74	0 00	0 00
02/02/2011	12/03/2012	620 00	0 00	MKC	MCCORMICK & CO INC	44 489	64 750	27,583 12	40,144 22	LT	0 00	12,561 10	27,583 12	0 00	0 00
01/12/2011	12/12/2012	3,610 00	0 00	TGT	NON-VOTING TARGET CORP	55 467	60 695	200,235 50	219,103 32	LT	0 00	18,867 82	200,235 50	0 00	0 00
LT - TERM		44,874 00						1,759,527 94	1,804,189 77	LT	0 00	44,661 83	1,759,527 94	0 00	0 00
TOTAL		77,427 00						3,222,427 09	3,347,094 90		80,005 98	44,661 83	3,222,427 09	0 00	0 00

EQUITIES - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
10/14/2010	01/03/2012	5,020 00	0 00	HSP	HOSPIRA INC	58 009	31 117	291,206 18	156,202 33	LT	0 00	-135,003 85	291,206 18	0 00	0 00
10/27/2010	01/03/2012	3,695 00	0 00	HSP	HOSPIRA INC	58 865	31 117	217,507 28	114,973 63	LT	0 00	-102,533 65	217,507 28	0 00	0 00
12/07/2010	01/03/2012	6,595 00	0 00	HSP	HOSPIRA INC	55 200	31 117	364,044 00	205,210 04	LT	0 00	-158,833 96	364,044 00	0 00	0 00
05/11/2009	01/05/2012	910 00	0 00	BRGY	***BG GROUP PLC ADR FINAL INSTALLMENT NEW REPSTG 5 ORD SHS	84 000	110 750	76,440 00	100,780 56	LT	0 00	24,340 56	76,440 00	0 00	0 00
04/16/2009	02/02/2012	1,045 00	0 00	DHR	DANAHER CORP	27 024	53 049	28,240 13	55,434 72	LT	0 00	27,194 59	28,240 13	0 00	0 00
09/16/2010	02/03/2012	145 00	0 00	MA	MASTERCARD INC	211 640	388 868	30,687 79	56,384 70	LT	0 00	25,696 91	30,687 79	0 00	0 00
04/14/2010	02/03/2012	190 00	0 00	GWV	GRAINGER INC W W	110 913	201 882	21,073 41	38,356 82	LT	0 00	17,283 41	21,073 41	0 00	0 00
11/07/2005	02/17/2012	70 00	0 00	NVO	***NOVO NORDISK A/S-ADR REPSTG 1/2 CL B SH	26 611	137 481	1,862 79	9,623 50	LT	0 00	7,760 71	1,862 79	0 00	0 00
11/07/2005	02/17/2012	1,605 00	0 00	CMCSK	COMCAST CORPORATIO N NEW SPL	17 388	27 916	27,907 95	44,805 01	LT	0 00	16,897 06	27,907 95	0 00	0 00
04/14/2010	02/17/2012	80 00	0 00	GWV	CLASS A W W GRAINGER INC	110 913	207 610	8,873 02	16,608 49	LT	0 00	7,735 47	8,873 02	0 00	0 00

09/05/2002	02/24/2012	1,200 00	0 00 CNI	***CANADIAN NATIONAL RAILROAD	12 981	77 051	15,577 68	92,459 29	LT	0 00	76,881 61	15,577 68	0 00	0 00
01/09/2002	02/24/2012	3,300 00	0 00 CNI	***CANADIAN NATIONAL RAILROAD	15 431	77 051	50,923 73	254,263 06	LT	0 00	203,339 33	50,923 73	0 00	0 00
01/18/2002	02/24/2012	600 00	0 00 CNI	***CANADIAN NATIONAL RAILROAD	14 917	77 051	8,950 00	46,229 65	LT	0 00	37,279 65	8,950 00	0 00	0 00
12/28/2001	02/24/2012	165 00	0 00 CNI	***CANADIAN NATIONAL RAILROAD	16 283	77 051	2,686 70	12,713 15	LT	0 00	10,026 45	2,686 70	0 00	0 00
08/27/2009	02/28/2012	3,605 00	0 00 SCHW	CHARLES SCHWAB	17 817	13 714	64,228 84	49,438 44	LT	0 00	-14,790 40	64,228 84	0 00	0 00
11/15/2007	02/28/2012	12,650 00	0 00 SCHW	CORP NEW CHARLES SCHWAB	23 948	13 714	302,944 73	173,480 24	LT	0 00	-129,464 49	302,944 73	0 00	0 00
10/16/2009	02/28/2012	2,805 00	0 00 SCHW	CORP NEW CHARLES SCHWAB	18 078	13 714	50,707 67	38,467 36	LT	0 00	-12,240 31	50,707 67	0 00	0 00
11/01/2007	03/08/2012	260 00	0 00 AXE	CORP NEW ANIXTER INTERNATION AL INC	70 077	69 502	18,220 02	18,070 27	LT	0 00	-149 75	18,220 02	0 00	0 00
11/09/2010	03/08/2012	630 00	0 00 BLK	BLACKROCK INC CL A	165 248	196 061	104,105 99	123,516 45	LT	0 00	19,410 46	104,105 99	0 00	0 00
08/27/2009	03/08/2012	2,890 00	0 00 SCHW	CHARLES SCHWAB	17 817	13 922	51,489 98	40,233 85	LT	0 00	-11,256 13	51,489 98	0 00	0 00
11/07/2005	03/08/2012	1,050 00	0 00 CMCSK	CORP NEW COMCAST CORPORATIO N NEW SPL	17 388	29 190	18,257 54	30,648 94	LT	0 00	12,391 40	18,257 54	0 00	0 00
09/16/2010	03/08/2012	277 00	0 00 MA	CLASS A MASTERCARD INC	211 640	415 357	58,624 25	115,051 81	LT	0 00	56,427 56	58,624 25	0 00	0 00
05/11/2009	03/09/2012	2,450 00	0 00 BRGY	***BG GROUP PLC ADR FINAL INSTALLMENT NEW REPSTG 5 ORD SHS	16 800	23 550	41,160 00	57,696 46	LT	0 00	16,536 46	41,160 00	0 00	0 00
02/04/2010	03/09/2012	1,330 00	0 00 COV	***COVIDIEN PLC	50 611	51 480	67,312 24	68,467 16	LT	0 00	1,154 92	67,312 24	0 00	0 00
11/07/2005	03/09/2012	100 00	0 00 NVO	***NOVO NORDISK A/S-ADR REPSTG 1/2 CL B SH	26 611	140 800	2,661 12	14,079 74	LT	0 00	11,418 62	2,661 12	0 00	0 00
11/09/2010	03/21/2012	1,505 00	0 00 BLK	BLACKROCK INC CL A	165 248	201 571	248,697 63	303,359 34	LT	0 00	54,661 71	248,697 63	0 00	0 00

05/27/2009	03/21/2012	4,505 00	0 00	SCHW	CHARLES SCHWAB	17 496	15 305	78,819 80	68,948 68	LT	0 00	-9,871 12	78,819 80	0 00	0 00
08/27/2009	03/21/2012	220 00	0 00	SCHW	CORP NEW CHARLES SCHWAB	17 817	15 305	3,919 65	3,367 08	LT	0 00	-552 57	3,919 65	0 00	0 00
07/16/2009	03/21/2012	11,600 00	0 00	SCHW	CORP NEW CHARLES SCHWAB	17 640	15 305	204,628 64	177,537 12	LT	0 00	-27,091 52	204,628 64	0 00	0 00
08/18/2009	03/21/2012	5,310 00	0 00	SCHW	CORP NEW CHARLES SCHWAB	17 726	15 305	94,125 06	81,269 15	LT	0 00	-12,855 91	94,125 06	0 00	0 00
07/29/2009	03/21/2012	2,940 00	0 00	SCHW	CORP NEW CHARLES SCHWAB	16 786	15 305	49,349 96	44,996 48	LT	0 00	-4,353 48	49,349 96	0 00	0 00
02/04/2010	04/03/2012	405 00	0 00	COV	CORP NEW ***COVIDIEN PLC	50 611	54 040	20,497 33	21,885 71	LT	0 00	1,388 38	20,497 33	0 00	0 00
03/24/2010	04/03/2012	565 00	0 00	COV	CORP NEW ***COVIDIEN PLC	50 062	54 040	28,285 03	30,531 91	LT	0 00	2,246 88	28,285 03	0 00	0 00
02/23/2010	04/03/2012	410 00	0 00	COV	CORP NEW ***COVIDIEN PLC	49 858	54 040	20,441 80	22,155 90	LT	0 00	1,714 10	20,441 80	0 00	0 00
11/07/2005	04/03/2012	335 00	0 00	NVO	CORP NEW ***NOVO NORDISK A/S-ADR	26 611	149 780	8,914 77	50,175 17	LT	0 00	41,260 40	8,914 77	0 00	0 00
05/26/2009	04/03/2012	700 00	0 00	NVZMY	REPSTG 1/2 CL B SH ***NOVOZYME S A/S ADR	15 790	29 553	11,052 71	20,686 56	LT	0 00	9,633 65	11,052 71	0 00	0 00
01/30/2007	04/03/2012	285 00	0 00	MMM	3M COMPANY ANIXTER INTERNATION AL INC	75 342	88 692	21,472 53	25,276 65	LT	0 00	3,804 12	21,472 53	0 00	0 00
01/02/2008	04/03/2012	870 00	0 00	AXE	ANIXTER INTERNATION AL INC	61 139	72 154	53,190 76	62,772 83	LT	0 00	9,582 07	53,190 76	0 00	0 00
11/01/2007	04/03/2012	1,055 00	0 00	AXE	ANIXTER INTERNATION AL INC	70 077	72 154	73,931 24	76,121 08	LT	0 00	2,189 84	73,931 24	0 00	0 00
01/08/2010	04/03/2012	870 00	0 00	BDX	BECTON DICKINSON & CO	77 846	77 910	67,725 58	67,780 18	LT	0 00	54 60	67,725 58	0 00	0 00
11/09/2010	04/03/2012	235 00	0 00	BLK	BLACKROCK INC CL A CHARLES SCHWAB	165 248	206 702	38,833 19	48,573 88	LT	0 00	9,740 69	38,833 19	0 00	0 00
09/09/2010	04/03/2012	1,970 00	0 00	SCHW	CORP NEW CORP NEW CHARLES SCHWAB	13 566	14 472	26,725 02	28,509 20	LT	0 00	1,784 18	26,725 02	0 00	0 00
07/29/2009	04/03/2012	1,175 00	0 00	SCHW	CORP NEW CHARLES SCHWAB	16 786	14 472	19,723 20	17,004 22	LT	0 00	-2,718 98	19,723 20	0 00	0 00
11/07/2005	04/03/2012	1,625 00	0 00	CMCSK	CORP NEW COMCAST CORPORATIO N NEW SPL CLASS A	17 388	29 190	28,255 72	47,432 84	LT	0 00	19,177 12	28,255 72	0 00	0 00

10/04/2005	04/03/2012	1,045 00	0 00	DHR	DANAHER CORP	26 808	55 721	28,014 46	58,227 56	LT	0 00	30,213 10	28,014 46	0 00	0 00
04/16/2009	04/03/2012	1,005 00	0 00	DHR	DANAHER CORP	27 024	55 721	27,159 17	55,998 75	LT	0 00	28,839 58	27,159 17	0 00	0 00
08/20/2009	04/03/2012	1,815 00	0 00	MLHR	HERMAN MILLER INC	15 768	22 780	28,619 22	41,344 95	LT	0 00	12,725 73	28,619 22	0 00	0 00
12/11/2009	04/03/2012	975 00	0 00	ICFI	ICF INTL INC	24 560	25 550	23,946 00	24,910 69	LT	0 00	964 69	23,946 00	0 00	0 00
09/16/2010	04/03/2012	100 00	0 00	MA	MASTERCARD INC	211 640	438 650	21,163 99	43,664 02	LT	0 00	22,500 03	21,163 99	0 00	0 00
08/31/2010	04/03/2012	1,110 00	0 00	NBL	NOBLE ENERGY INC	69 681	98 660	77,345 80	109,510 14	LT	0 00	32,164 34	77,345 80	0 00	0 00
10/08/2008	04/03/2012	430 00	0 00	PX	PRAXAIR INC	65 740	114 860	28,268 03	49,388 69	LT	0 00	21,120 66	28,268 03	0 00	0 00
12/16/2010	04/03/2012	1,330 00	0 00	PG	PROCTER & GAMBLE CO	63 837	67 312	84,902 68	89,522 95	LT	0 00	4,620 27	84,902 68	0 00	0 00
05/25/2007	04/03/2012	5,710 00	0 00	PGR	PROGRESSIVE CORP-OHIO-	22 750	22 970	129,901 36	131,155 76	LT	0 00	1,254 40	129,901 36	0 00	0 00
10/09/2009	04/03/2012	415 00	0 00	SJM	SMUCKER J M COMPANY NEW	53 753	80 974	22,307 49	33,603 45	LT	0 00	11,295 96	22,307 49	0 00	0 00
01/26/2006	04/03/2012	3,095 00	0 00	TXN	TEXAS INSTRUMENTS INC	30 069	32 891	93,065 10	101,795 97	LT	0 00	8,730 87	93,065 10	0 00	0 00
04/14/2010	04/03/2012	225 00	0 00	GWV	W W GRAINGER INC	110 913	218 070	24,955 36	49,064 65	LT	0 00	24,109 29	24,955 36	0 00	0 00
04/22/2008	04/17/2012	635 00	0 00	AXE	ANIXTER INTERNATION AL INC	60 411	71 667	38,361 05	45,507 65	LT	0 00	7,146 60	38,361 05	0 00	0 00
01/02/2008	04/17/2012	1,430 00	0 00	AXE	ANIXTER INTERNATION AL INC	61 139	71 667	87,428 48	102,481 80	LT	0 00	15,053 32	87,428 48	0 00	0 00
11/07/2005	04/17/2012	105 00	0 00	CMCSK	COMCAST CORPORATIO N NEW SPL CLASS A	17 388	29 701	1,825 75	3,118 51	LT	0 00	1,292 76	1,825 75	0 00	0 00
07/19/2010	04/17/2012	45 00	0 00	MA	MASTERCARD INC	196 475	438 039	8,841 39	19,711 31	LT	0 00	10,869 92	8,841 39	0 00	0 00
09/16/2010	04/17/2012	22 00	0 00	MA	MASTERCARD INC	211 640	438 039	4,656 08	9,636 64	LT	0 00	4,980 56	4,656 08	0 00	0 00
10/08/2008	04/17/2012	120 00	0 00	PX	PRAXAIR INC	65 740	114 413	7,888 75	13,729 23	LT	0 00	5,840 48	7,888 75	0 00	0 00
05/25/2007	04/17/2012	670 00	0 00	PGR	PROGRESSIVE CORP-OHIO-	22 750	22 691	15,242 37	15,202 29	LT	0 00	-40 08	15,242 37	0 00	0 00
07/19/2010	05/01/2012	200 00	0 00	MA	MASTERCARD INC	196 475	455 061	39,295 06	91,010 08	LT	0 00	51,715 02	39,295 06	0 00	0 00
11/07/2005	05/16/2012	1,990 00	0 00	NVO	***NOVO NORDISK A/S-ADR REPSTG 1/2 CL B SH	26 611	140 607	52,956 39	279,802 46	LT	0 00	226,846 07	52,956 39	0 00	0 00

11/07/2005	05/29/2012	1,955 00	0 00	NVO	***NOVO NORDISK A/S-ADR REPSTG 1/2 CL B SH SCRIPPS NETWORKS INTERACTIVE INC CL A SCRIPPS NETWORKS INTERACTIVE INC CL A ANIXTER INTERNATION AL INC ANIXTER INTERNATION AL INC ANIXTER INTERNATION AL INC COMCAST CORPORATIO N NEW SPL CLASS A PROCTER & GAMBLE CO PROCTER & GAMBLE CO PROCTER & GAMBLE CO ANIXTER INTERNATION AL INC ANIXTER INTERNATION AL INC ***COVIDIEN PLC COMCAST CORPORATIO N NEW SPL CLASS A COMCAST CORPORATIO N NEW SPL CLASS A CHARLES SCHWAB CORP NEW	26 611	138 820	52,024 99	271,387 80	LT	0 00	219,362 81	52,024 99	0 00	0 00
05/16/2007	06/08/2012	620 00	0 00	SNI		40 675	56 270	25,218 57	34,886 74	LT	0 00	9,668 17	25,218 57	0 00	0 00
10/01/2007	06/08/2012	1,200 00	0 00	SNI		39 648	56 270	47,577 30	67,522 72	LT	0 00	19,945 42	47,577 30	0 00	0 00
04/22/2008	06/25/2012	307 00	0 00	AXE		60 411	53 173	18,546 21	16,323 77	LT	0 00	-2,222 44	18,546 21	0 00	0 00
04/22/2008	06/27/2012	1,028 00	0 00	AXE		60 411	52 521	62,102 61	53,990 89	LT	0 00	-8,111 72	62,102 61	0 00	0 00
06/09/2009	06/27/2012	1,765 00	0 00	AXE		42 660	52 521	75,294 72	92,698 37	LT	0 00	17,403 65	75,294 72	0 00	0 00
11/07/2005	07/11/2012	1,620 00	0 00	CMCSK		17 388	31 057	28,168 78	50,311 53	LT	0 00	22,142 75	28,168 78	0 00	0 00
03/24/2010	07/19/2012	700 00	0 00	PG		63 790	64 657	44,652 93	45,258 81	LT	0 00	605 88	44,652 93	0 00	0 00
12/16/2010	07/19/2012	10 00	0 00	PG		63 837	64 657	638 37	646 55	LT	0 00	8 18	638 37	0 00	0 00
12/02/2009	07/19/2012	170 00	0 00	PG		63 291	64 657	10,759 47	10,991 43	LT	0 00	231 96	10,759 47	0 00	0 00
06/19/2009	07/23/2012	3,765 00	0 00	AXE		39 244	52 117	147,754 79	196,216 48	LT	0 00	48,461 69	147,754 79	0 00	0 00
06/09/2009	07/23/2012	1,100 00	0 00	AXE		42 660	52 117	46,925 89	57,327 53	LT	0 00	10,401 64	46,925 89	0 00	0 00
02/23/2010	08/16/2012	215 00	0 00	COV		49 858	57 745	10,719 48	12,414 94	LT	0 00	1,695 46	10,719 48	0 00	0 00
08/15/2002	08/16/2012	180 00	0 00	CMCSK		13 447	33 193	2,420 40	5,974 62	LT	0 00	3,554 22	2,420 40	0 00	0 00
11/07/2005	08/16/2012	205 00	0 00	CMCSK		17 388	33 193	3,564 57	6,804 43	LT	0 00	3,239 86	3,564 57	0 00	0 00
09/09/2010	09/13/2012	6,135 00	0 00	SCHW		13 566	14 272	83,227 41	87,554 30	LT	0 00	4,326 89	83,227 41	0 00	0 00

08/15/2002	09/21/2012	252.00	0.00	CMCSK	13.447	35.352	3,388.56	8,908.38	LT	0.00	5,519.82	3,388.56	0.00	0.00
				COMCAST CORPORATIO N NEW SPL CLASS A										
12/11/2009	09/21/2012	7,784.00	0.00	ICFI	24.560	21.894	191,175.04	170,415.96	LT	0.00	-20,759.08	191,175.04	0.00	0.00
12/02/2009	09/21/2012	84.00	0.00	PG	63.291	69.565	5,316.44	5,843.34	LT	0.00	526.90	5,316.44	0.00	0.00
				PROCTER & GAMBLE CO										
12/11/2009	09/24/2012	1,976.00	0.00	ICFI	24.560	21.613	48,530.56	42,705.34	LT	0.00	-5,825.22	48,530.56	0.00	0.00
07/12/2006	10/19/2012	534.00	0.00	SNI	39.509	65.005	21,097.89	34,712.05	LT	0.00	13,614.16	21,097.89	0.00	0.00
				SCRIPPS NETWORKS INTERACTIVE INC CL A										
11/07/2005	10/24/2012	1,615.00	0.00	NFX	44.056	27.813	71,150.60	44,916.67	LT	0.00	-26,233.93	71,150.60	0.00	0.00
				NEWFIELD EXPLORATION CO										
12/15/2003	10/26/2012	1,000.00	0.00	NFX	21.660	27.019	21,660.40	27,018.69	LT	0.00	5,358.29	21,660.40	0.00	0.00
				NEWFIELD EXPLORATION CO										
06/19/2002	10/26/2012	2,400.00	0.00	NFX	18.310	27.019	43,944.00	64,844.87	LT	0.00	20,900.87	43,944.00	0.00	0.00
				NEWFIELD EXPLORATION CO										
12/06/2004	10/26/2012	800.00	0.00	NFX	29.425	27.019	23,540.00	21,614.96	LT	0.00	-1,925.04	23,540.00	0.00	0.00
				NEWFIELD EXPLORATION CO										
10/03/2008	10/26/2012	7,245.00	0.00	NFX	28.673	27.019	207,738.78	195,750.44	LT	0.00	-11,988.34	207,738.78	0.00	0.00
				NEWFIELD EXPLORATION CO										
09/10/2003	10/26/2012	3,000.00	0.00	NFX	19.402	27.019	58,207.35	81,056.08	LT	0.00	22,848.73	58,207.35	0.00	0.00
				NEWFIELD EXPLORATION CO										
02/25/2002	10/26/2012	1,350.00	0.00	NFX	17.781	27.019	24,004.69	36,475.24	LT	0.00	12,470.55	24,004.69	0.00	0.00
				NEWFIELD EXPLORATION CO										
09/09/2010	11/14/2012	14,285.00	0.00	SCHW	13.566	12.640	193,790.31	180,558.35	LT	0.00	-13,231.96	193,790.31	0.00	0.00
				CHARLES SCHWAB CORP NEW										
07/19/2010	11/26/2012	183.00	0.00	MA	196.475	479.295	35,954.98	87,709.00	LT	0.00	51,754.02	35,954.98	0.00	0.00
				MASTERCARD INC										
08/18/2010	12/03/2012	4,380.00	0.00	MKC	40.567	64.750	177,681.71	283,599.52	LT	0.00	105,917.81	177,681.71	0.00	0.00
				MCCORMICK & CO INC										
04/15/2009	12/12/2012	15,895.00	0.00	CMCSK	13.155	36.233	209,095.55	575,913.81	LT	0.00	366,818.26	209,095.55	0.00	0.00
				NON-VOTING COMCAST CORPORATIO N NEW SPL CLASS A										
08/15/2002	12/12/2012	843.00	0.00	CMCSK	13.447	36.233	11,335.54	30,543.90	LT	0.00	19,208.36	11,335.54	0.00	0.00
				COMCAST CORPORATIO N NEW SPL CLASS A										
LT - TERM TOTAL		196,320.00					5,877,635.53	7,402,864.71	LT	0.00	1,525,229.18	5,877,635.53	0.00	0.00

SECTION	196,320 00	5,877,635 53	7,402,864 71	0 00	1,525,229 18	5,877,635 53	0 00	0 00
TOTAL								

*** This report is intended to be an internal worksheet and should not be relied upon for accuracy, unless it confirms with the official records of the firm

SECTION	196,320 00	5,877,635 53	7,402,864 71	0 00	1,525,229 18	5,877,635 53	0 00	0 00
TOTAL								

Lily Auchincloss Foundation
2012 Grants

Date	Payee/Organization	Address	City	State	Zipcode	Amount
1/1/2012	Art for Change	1699 Lexington Ave, Basement South	New York	NY	10029	(3,000)
2/3/12	Miss Hall's School	492 Holmes Road	Pittsfield	MA	01201	(10,000)
2/10/12	Friends of Strays	PO Box 541302	Flushing	NY	11354	(5,000)
2/10/12	West Side Community Garden	525 West End Avenue, #6H	New York	NY	10024	(3,000)
2/23/12	New York City Table Tennis Academy	PO Box 155	Irrington	NY	10533	(10,000)
2/24/2012	Rx Art	208 Forsyth Street	New York	NY	10002	(10,000)
4/9/12	Bartow-Pell Museum Mansion	895 Shore Road	Bronx	NY	10464	(5,000)
4/9/12	The Bowery Mission	132 Madison Avenue	New York	NY	10016	(15,000)
4/9/12	BronxWorks	60 East Tremont Avenue	Bronx	NY	10453	(10,000)
4/9/12	Brooklyn Arts Council	55 Washington Street, Suite 218	Brooklyn	NY	11201	(10,000)
4/9/12	Brooklyn Botanic Garden	1000 Washington Avenue	Brooklyn	NY	10075	(15,000)
4/9/12	Brooklyn Bidge Park Conservancy	334 Furman Street	Brooklyn	NY	11201	(10,000)
4/9/12	Brooklyn Philharmonic	55 Washington Street, Suite 656	Brooklyn	NY	11201	(10,000)
4/9/12	Brooklyn Public Library	10 Grand Army Plaza	Brooklyn	NY	11238	(15,000)
4/9/12	Brooklyn Workforce Innovations	621 DeGraw Street	Brooklyn	NY	11217	(10,000)
4/9/12	The Center for Book Arts	28 West 27th Street, 3rd Floor	New York	NY	10001	(10,000)
4/9/12	Center for Children's Initiatives	322 Eight Avenue, 4th Floor	New York	NY	10001	(15,000)
4/9/12	Center for Urban Pedagogy	232 Third Street, #D201	Brooklyn	NY	11215	(15,000)
4/9/12	Citizens Committe for New York City	32 Old Slip, 33 Floor	New York	NY	10005	(10,000)
4/9/12	City Lore Inc	72 East First Street	New York	NY	10003	(10,000)
4/9/12	Creative Classrooms	1011 First Avenue, Suite 1800	New York	NY	10022	(10,000)
4/9/12	Design Trust for Public Space	40 Worth Street #603	New York	NY	10013	(10,000)
4/9/2012	Dieu Donne	315 West 36th Street	New York	NY	10018	(10,000)
4/9/2012	DreamYard	1085 Washington Avenue	Bronx	NY	10456	(10,000)
4/9/2012	El Museo del Barno	1230 Fifth Avenue	New York	NY	10029	(10,000)
4/9/12	Facing History and Ourselves	NYC Office, 14 East 4th Street	New York	NY	10122	(10,000)
4/9/12	The Fort Greene Park Conservancy	85 South Oxford Street	Brooklyn	NY	11217	(10,000)
4/9/12	The Fortune Society	29-76 Northern Boulevard	Long Island City	NY	11101	(15,000)
4/9/12	Fountain House	425 West 47th Street	New York	NY	10036	(40,000)
4/9/12	Hester Street Collaborative	113 Hester Street	New York	NY	10002	(5,000)
4/9/12	Hour Children	13-07 37th Avenue	Long Island City	NY	11101	(15,000)
4/9/12	Jencho Project	245 West 29th Street, Suite 902	New York	NY	10001	(10,000)
4/9/12	Legal Information for Families Today	350 Broadway, Suite 501	New York	NY	10013	(10,000)
4/9/12	LGBT Community Center	208 West 13th Street	New York	NY	10011	(10,000)
4/9/12	Medicare Rights Center	520 Eight Avenue, North Wing, 3rd Floor	New York	NY	10018	(10,000)
4/9/12	NRDC	40 West 20 Street	New York	NY	10011	(25,000)
4/9/12	Neighbors Together	2094 Fulton Street	Brooklyn	NY	11233	(10,000)
4/9/12	New Heights Youth	2576 Broadway, PMB 213	New York	NY	10025	(15,000)
4/9/12	New York City Mission Society	105 East 22nd Street, 6th Floor	New York	NY	10010	(10,000)
4/9/12	New York Legal Assistance Group	7 Hanover Square, 18th Floor	New York	NY	10004	(10,000)
4/9/12	New York Restoration Project	254 West 31st Street, 10th Floor	New York	NY	10001	(10,000)
4/9/12	Northern Manhattan Improvement Corp	76 Wadsworth Avenue	New York	NY	10033	(15,000)
4/9/12	One Stop Services	745 Amsterdam Avenue, 3rd Floor	New York	NY	10025	(15,000)
4/9/12	Osborne Association	809 Westchester Avenue	Bronx	NY	10455	(15,000)
4/9/12	Queens Botanical Garden	43-50 Main Street	Flushing	NY	11355	(15,000)
4/9/12	Queens Museum of Art	Flushing Meadows Corona Park	Queens	NY	11368	(20,000)
4/9/12	Read Alliance	80 Maiden Lane, 11th Floor	New York	NY	10038	(15,000)
4/9/12	Rocking the Boat	812 Edgewater Road	Bronx	NY	10474	(10,000)
4/9/12	The Salvation Army of Greater New York	120 West 14th Street	New York	NY	10011	(10,000)
4/9/12	Seventh Regiment Armory Conservancy	643 Park Avenue	New York	NY	10065	(10,000)
4/9/12	The Shakespeare Society	118 Baxter Street, Suite 705	New York	NY	10013	(10,000)
4/9/12	Studio In A School	410 West 59th Street	New York	NY	10019	(20,000)
4/9/12	Trees NY	51 Chambers Street #1412A	New York	NY	10007	(5,000)
4/9/12	Union Settlement Association	237 East 104th Street	New York	NY	10029	(15,000)
4/9/12	The Urban Assembly	90 Broad Street, Suite 2101	New York	NY	10004	(20,000)
4/9/12	Wave Hill	675 West 252nd Street	Bronx	NY	10471	(10,000)
4/9/12	Weeksville Heritage Center	P O Box 130-120, St John's Station	Brooklyn	NY	11213	(15,000)
4/9/12	Word Above the Street	594 Broadway, Suite 402	New York	NY	10012	(10,000)
4/9/12	Smithsonian's Cooper Hewitt National Design Museum	2 East 91st Street	New York	NY	10128	(50,000)
4/9/12	Community Word Project	42 Broadway, 18th Floor	New York	NY	10004	(5,000)
4/9/12	Brooklyn Historical Society	128 Pierrepont Street	Brooklyn	NY	11201	(20,000)
4/26/12	Community Service Society of New York	105 East 22nd Street	New York	NY	10010	(5,000)
4/26/12	Vineyard Theater	108 East 15th Street	New York	NY	10031	(5,000)
4/26/12	United Social Serv of Society of Eth Culture	2 West 64th Street, Room 505	New York	NY	10023	(1,000)
4/26/12	United Social Serv of Society of Eth Culture	2 West 64th Street, Room 505	New York	NY	10023	(1,000)
4/27/12	Food Bank for NYC	39 Broadway, 10th Floor	New York	NY	10006	(25,000)
4/27/12	Indo-Amencan Arts Council	517 East 87th Street, Suite 1B	New York	NY	10128	(6,500)
5/17/12	Ethical Culture Fieldston School	33 Central Park West	New York	NY	10023	(5,000)
5/17/12	Transportation Alternatives	127 West 26th Street, Suite 1002	New York	NY	10001	(15,000)
6/1/12	Elizabeth Foundation for the Arts	323 39th Street, 11th floor	New York	NY	10018	(10,000)

6/1/12	Puppetworks	PO Box 150562	Brooklyn	NY	11215	(5,000)
6/6/12	The River Project	Pier 40 at West and Houston St, 2nd Floor, Room 224	New York	NY	10014	(2,000)
6/7/12	Poets House	594 Broadway, Suite 510	New York	NY	10012	(5,000)
6/18/12	Andrew Glover Program	100 Centre Street, Room 1541	New York	NY	10013	(10,000)
6/18/12	Bed Stuy Campaign Against Hunger	2010 Fulton Street	Brooklyn	NY	11233	(15,000)
6/18/12	CASES	346 Broadway, 3rd Floor	New York	NY	10013	(20,000)
6/18/12	Center for Family Life/SCO	345 43rd Street	Brooklyn	NY	11232	(15,000)
6/18/12	Center for Family Representation	40 Worth Street, Suite 605	New York	NY	10013	(15,000)
6/18/12	Community Voices Heard	115 East 106th Street, 3rd Floor	New York	NY	10029	(15,000)
6/18/12	Coney Island USA	1208 Surf Avenue	Brooklyn	NY	11224	(15,000)
6/18/12	Coro New York Leadership Center	42 Broadway, Suite 1827	New York	NY	10004	(15,000)
6/18/12	En Foco, Inc	1738 Hone Avenue	Bronx	NY	10461	(10,000)
6/18/12	Free Arts NYC	1431 Broadway, 7th Floor	New York	NY	10018	(10,000)
6/18/12	Goddard Riverside Community Center	593 Columbus Avenue	New York	NY	10024	(15,000)
6/18/12	Green Guenllas	232 East 11th Street	New York	NY	10003	(7,500)
6/18/12	Independent Curators International	401 Broadway, Suite 1620	New York	NY	10013	(10,000)
6/18/12	International Center of Photography	1114 Avenue of the Americas	New York	NY	10036	(20,000)
6/18/12	Lehman College Art Gallery	CUNY, Bedford Park Boulevard W	Bronx	NY	10468	(10,000)
6/18/12	MinKwon Center for Community Action	136-19 41st Avenue, 3rd Floor	Flushing	NY	11355	(15,000)
6/18/12	Morris-Jumel Mansion	65 Jumel Terrace	New York	NY	10032	(5,000)
6/18/12	The Moth	481 Broadway, 3rd Floor	New York	NY	10013	(10,000)
6/18/12	The Museum of Modern Art	11 West 53 Street	New York	NY	10019	(80,000)
6/18/12	Myrtle Avenue - Brooklyn Partnership	472 Myrtle Avenue, 2nd Floor	Brooklyn	NY	11205	(10,000)
6/18/12	New York Landmarks Conservancy	One Whitehall Street	New York	NY	10004	(25,000)
6/18/12	Northside Center for Child Development	1301 Fifth Avenue	New York	NY	10029	(15,000)
6/18/12	Nurture Art	56 Bogart Street	Brooklyn	NY	11206	(5,000)
6/18/12	Open Plans	148 Lafayette, PH	New York	NY	10013	(10,000)
6/18/12	Pathways to Housing	186 East 123rd Street, Suite 401	New York	NY	10035	(10,000)
6/18/12	Public Art Fund	One East 53rd Street	New York	NY	10022	(15,000)
6/18/12	Queens Council on the Arts	One Forest Park at Oak Ridge	Woodhaven	NY	11421	(10,000)
6/18/12	Riverkeeper	20 Secor Road	Ossining	NY	10562	(15,000)
6/18/12	Sculpture Center	44-19 Purves Street	Long Island City	NY	11101	(15,000)
6/18/12	Socrates Sculpture Park	PO Box 6259, 32-01 Vernon Boulevard	Long Island City	NY	11106	(20,000)
6/18/12	St. Anne's Warehouse	55 Washington Street, #458	Brooklyn	NY	11201	(10,000)
6/18/12	YMCA of Greater NY	5 West 63rd Street, 7th floor	New York	NY	10023	(20,000)
6/18/12	Advocates for Children	151 West 30th Street, 5th Floor	New York	NY	10001	(15,000)
6/18/12	Brooklyn Community Housing	105 Carlton Avenue	Brooklyn	NY	11205	(20,000)
6/18/12	Citizens Committee for Children	105 East 22nd Street	New York	NY	10010	(25,000)
6/18/12	Lower East Side Print Shop	306 West 37th Street, 6th Floor	New York	NY	10018	(15,000)
6/18/12	New York Society for the Prevention of Cruelty of Children	161 William Street, 9th Floor	New York	NY	10038	(15,000)
6/18/12	West Side Campaign Against Hunger	263 West 86th Street	New York	NY	10024	(20,000)
6/22/12	Weill Cornell Medical College	1300 York Avenue	New York	NY	10065	(25,000)
6/27/12	Society of Illustrators	128 East 63rd Street	New York	NY	10065	(5,000)
6/27/12	Queens Library Foundation	89-11 Merrick Boulevard	Jamaica	NY	11432	(1,500)
6/27/12	Brooklyn Arts Council	55 Washington Street, Suite 218	Brooklyn	NY	11201	(5,000)
6/28/12	Mount Sinai School of Medicine	770 Lexington Avenue, FL 8th	New York	NY	10065	(2,500)
6/29/12	Recess Activities	41 Grand Street	New York	NY	10013	(1,000)
7/18/12	Art Start	721 East 6th Street, Suite 1A	New York	NY	10009	(10,000)
7/18/12	One Story	232 3rd Street, #E106	Brooklyn	NY	11215	(5,000)
7/27/12	The Tank	151 West 46th Street	New York	NY	10036	(5,000)
8/9/12	Citizens Committee for Children of NY	101 East 22nd Street, 2nd Floor	New York	NY	10010	(15,000)
8/9/12	Stormwater Infrastructure Matters	121 Sixth Avenue, Suite 503	New York	NY	10013	(10,000)
9/12/12	Judd Foundation	5 Crosby Street #4H	New York	NY	10013	(5,000)
9/12/12	Studio in A School	410 West 59th Street	New York	NY	10019	(1,500)
9/12/12	Smithsonian's Cooper Hewitt National Design Museum	2 East 91st Street	New York	NY	10128	(5,000)
9/21/12	Friends of Strays	PO Box 541302	Flushing	NY	11354	(5,000)
10/3/12	Arbor Brothers	299 E. 11th St 4B	New York	NY	10003	(5,000)
10/11/12	Dancing Classrooms	25 West 31st Street, 4th Floor	New York	NY	10001	(5,000)
11/9/12	American Red Cross of Greater New York	520 West 49th Street	New York	NY	10019	(5,000)
11/9/12	Food Bank for NYC	39 Broadway, 10th Floor	New York	NY	10006	(5,000)
11/9/12	Martha Graham Center of Contemporary Dan	55 Bethune Street	New York	NY	10014	(1,000)
11/9/12	Mayor's Fund to Advance NYC	253 Broadway, 8th Floor	New York	NY	10007	(27,000)
11/9/12	Project Hospitality	100 Park Avenue	Staten Island	NY	10302	(5,000)
11/9/12	Red Hook Initiative	767 Hicks Street	Brooklyn	NY	11231	(5,000)
11/9/12	Restaurant Opportunities Center	275 Seventh Ave, Suite 1703	New York	NY	10001	(2,500)
11/9/12	Rockaway Waterfront Alliance	PO Box 900645	Far Rockaway	NY	11692	(5,000)
11/9/12	Salvation Army, Greater NY Division	120 West 14th Street	New York	NY	10011	(5,000)
11/9/12	The Kitchen	512 West 19th Street	New York	NY	10011	(2,500)
11/9/12	Added Value	116 Pioneer Street	Brooklyn	NY	11231	(1,000)
11/9/12	Smack Mellon Studios	92 Plymouth Street	Brooklyn	NY	11201	(1,000)
11/9/12	Vineyard Theater	108 East 15th Street	New York	NY	10031	(5,000)
11/9/12	American Youth Table Tennis Organization	PO Box 155	Irvington	NY	10533	(5,000)
11/9/12	Wild Bird Fund, Inc	565 Columbus Avenue	New York	NY	10024	(5,000)
12/10/12	AIR Gallery	111 Front Street #228	Brooklyn	NY	11201	(5,000)

12/10/12	Big Apple Circus	505 Eighth Avenue, 19th Floor	New York	NY	10018	(20,000)
12/10/12	Bronx Museum of the Arts	1040 Grand Concourse	Bronx	NY	10456	(10,000)
12/10/12	Bronx River Alliance	1 Bronx River Parkway	Bronx	NY	10462	(15,000)
12/10/12	Cathedral Church, St. John the Divine	1047 Amsterdam Avenue	New York	NY	10025	(15,000)
12/10/12	Chess-in-the-Schools	520 Eighth Avenue, Floor 2	New York	NY	10018	(10,000)
12/10/12	Citizens Union Foundation	299 Broadway, Suite 700	New York	NY	10007	(20,000)
12/10/12	City Parks Foundation	830 Fifth Avenue	New York	NY	10021	(25,000)
12/10/12	Community Resource Exchange	42 Broadway	New York	NY	10004	(10,000)
12/10/12	CASA	50 Broadway, 31st Floor	New York	NY	10004	(20,000)
12/10/12	East Harlem Tutorial Program	2050 Second Avenue	New York	NY	10029	(15,000)
12/10/12	East Side House Settlement	337 Alexander Avenue	Bronx	NY	10454	(10,000)
12/10/12	Fifth Avenue Committee	621 DeGraw Street	Brooklyn	NY	11215	(15,000)
12/10/12	Friends of the New York Transit Museum	130 Livingston Street, 10th Floor	Brooklyn	NY	11201	(10,000)
12/10/12	Good Shepherd Services	305 Seventh Avenue	New York	NY	10001	(15,000)
12/10/12	Smithsonian's Cooper Hewitt National Design Museum	2 East 91st Street	New York	NY	10128	(5,000)
12/10/12	Holy Apostles Soup Kitchen	296 Ninth Avenue	New York	NY	10001	(15,000)
12/10/12	International Print Center	526 West 26th Street, Room 5A	New York	NY	10001	(15,000)
12/10/12	Inwood House	320 East 82nd Street	New York	NY	10028	(10,000)
12/10/12	Lower East Side Tenement Museum	91 Orchard Street	New York	NY	10002	(15,000)
12/10/12	Momenta Art	56 Bogart Street	Brooklyn	NY	11206	(5,000)
12/10/12	Mount Vernon Hotel Museum & Garden	417-421 East 61st Street	New York	NY	10065	(10,000)
12/10/12	Museum of the City of New York	1220 Fifth Avenue	New York	NY	10029	(35,000)
12/10/12	National Center for Law & Economic Justice	275 Seventh Avenue, Suite 1506	New York	NY	10001	(10,000)
12/10/12	New Destiny Housing Corporation	12 West 37th Street, 7th Floor	New York	NY	10018	(10,000)
12/10/12	NYFA	20 Jay Street, Suite 740	New York	NY	11201	(15,000)
12/10/12	Newtown Creek Alliance	240 Henry Street	Brooklyn	NY	11222	(10,000)
12/10/12	NYPIRG Straphangers Campaign	9 Murray Street, 3rd Floor	New York	NY	10007	(10,000)
12/10/12	Old Merchants House of NY, Inc	29 East 4th Street	New York	NY	10003	(5,000)
12/10/12	Printed Matter	195 Tenth Avenue	New York	NY	10011	(15,000)
12/10/12	Prospect Park Alliance	95 Prospect Park West	Brooklyn	NY	11215	(15,000)
12/10/12	Reading Partners	20 Jay Street, Suite 306	Brooklyn	NY	11201	(15,000)
12/10/12	Red Hook Initiative	767 Hicks Street	Brooklyn	NY	11231	(20,000)
12/10/12	Restaurant Opportunities Center	275 Seventh Ave, Suite 1703	New York	NY	10001	(10,000)
12/10/12	Sakhi for South Asian Women	P O Box 20208, Greeley Square Station	New York	NY	10001	(5,000)
12/10/12	Smithsonian's Cooper Hewitt National Design Museum	2 East 91st Street	New York	NY	10128	(35,000)
12/10/12	St. John's Bread and Life	795 Lexington Avenue	Brooklyn	NY	01221	(15,000)
12/10/12	Storefront for Art and Architecture	97 Kenmare Street	New York	NY	10012	(15,000)
12/10/12	Sunnyside Community Services	43-31 39th St	Sunnyside	NY	11104	(10,000)
12/10/12	Transportation Alternatives	127 West 26th Street, Suite 1002	New York	NY	10001	(25,000)
12/12/12	Food Bank for NYC	39 Broadway, 10th Floor	New York	NY	10006	(25,000)
12/12/12	Foundation for Contemporary Arts	820 Greenwich Street	New York	NY	10014	(10,000)
12/14/12	Queens Library Foundation	89-11 Merrick Boulevard	Jamaica	NY	11432	(10,000)
						(2,260,500)

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	NEUBERGER BERMAN 550-02808 - SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
b	NEUBERGER BERMAN 550-02808 - SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
c	NEUBERGER BERMAN 550-02808 - SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
d	NEUBERGER BERMAN 550-02808 - SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
e	NEUBERGER BERMAN 593-33000 - SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
f	NEUBERGER BERMAN 593-33000 - SEE ATTACHED STATEME				VARIOUS	VARIOUS
g	NEUBERGER BERMAN 593-33000 - SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
h	CRA QUALIFIED INV FUND *02027 - SEE ATTACHED STAT				VARIOUS	VARIOUS
i	CRA QUALIFIED INV FUND *02027 - SEE ATTACHED STAT				VARIOUS	VARIOUS
j	OLD WESTBURY SCH K-1				VARIOUS	VARIOUS
k	OLD WESTBURY SCH K-1				VARIOUS	VARIOUS
l						
m						
n						
o						

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,683,216.	1,647,375.	35,841.
b	5,000.	5,010.	<10.>
c	2,138,683.	2,111,567.	27,116.
d	495,000.	543,825.	<48,825.>
e	1,542,905.	1,462,900.	80,005.
f	1,804,190.	1,759,528.	44,662.
g	7,402,865.	5,877,636.	1,525,229.
h			1,324.
i			13,479.
j			16.
k			83,610.
l			
m			
n			
o			

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			35,841.
b			<10.>
c			27,116.
d			<48,825.>
e			80,005.
f			44,662.
g			1,525,229.
h			1,324.
i			13,479.
j			16.
k			83,610.
l			
m			
n			
o			

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	1,762,447.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CRA QUALIFIED INV FUND *02027 - DIVIDENDS	70,682.	0.	70,682.
NEUBERGER BERMAN 02808 - ACCRUED INTEREST PAID	10,503.	0.	10,503.
NEUBERGER BERMAN 02808 - INTEREST	259,968.	0.	259,968.
NEUBERGER BERMAN 02809 - DIVIDENDS	31,052.	0.	31,052.
NEUBERGER BERMAN 33000 - DIVIDENDS	582,760.	0.	582,760.
OLD WESTBURY SCH K-1 - DIVIDENDS	3,933.	0.	3,933.
OLD WESTBURY SCH K-1 - INTEREST	821.	0.	821.
LAZARD LTD SCH K-1 - DIVIDENDS	21,340.	0.	21,340.
TOTAL TO FM 990-PF, PART I, LN 4	981,059.	0.	981,059.

FORM 990-PF	OTHER INCOME	STATEMENT	2
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHASE	203.	0.	
OLD WESTBURY SCH K-1	9,628.	9,628.	
TOTAL TO FORM 990-PF, PART I, LINE 11	9,831.	9,628.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	26,050.	0.		26,050.
TO FORM 990-PF, PG 1, LN 16B	26,050.	0.		26,050.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICES FEES NB#33000	278,466.	208,466.		70,000.
ADR FEES - NB #33000	855.	855.		0.
INVESTMENT SERVICES FEES NB#02809	3,850.	3,850.		0.
INVESTMENT SERVICES FEES NB#02808	32,345.	32,345.		0.
TO FORM 990-PF, PG 1, LN 16C	315,516.	245,516.		70,000.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID - NB 33000	14,133.	14,133.		0.
FOREIGN TAXES PAID - OLD WESTBURY K-1	679.	679.		0.
PAYROLL TAXES	33,075.	0.		33,075.
TO FORM 990-PF, PG 1, LN 18	47,887.	14,812.		33,075.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NEW YORK STATE FILING FEE	750.	0.		750.
COMPUTER SERVICES	3,561.	0.		3,561.
TELEPHONE	1,482.	0.		1,482.
OLD WESTBURY SCH K-1	12,428.	12,428.		0.
LAZARD LTD SCH K-1	123.	123.		0.
MESSENGER EXPENSE	138.	0.		138.
MEMBERSHIP & SUBSCRIPTION	5,600.	0.		5,600.
BUSINESS MEALS	1,728.	0.		1,728.
INSURANCE	12,115.	0.		12,115.
BANK CHARGES	128.	0.		128.

OFFICE SUPPLIES	2,855.	0.	2,855.
MISC. EXPENSES	281.	0.	281.
TO FORM 990-PF, PG 1, LN 23	41,189.	12,551.	28,638.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
NEUBERGER BERMAN 02808	X		5,313,723.	5,406,494.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,313,723.	5,406,494.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,313,723.	5,406,494.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NEUBERGER BERMAN 33000	22,735,045.	29,092,545.
NEUBERGER BERMAN 02809	6,231,988.	4,673,744.
TOTAL TO FORM 990-PF, PART II, LINE 10B	28,967,033.	33,766,289.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NEUBERGER BERMAN 02808	2,344,867.	2,631,331.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,344,867.	2,631,331.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INT'L FLAVORS & FRAGRANCES	COST	404,783.	731,940.
OLD WESTBURY VENTURE CAPITAL FUND	COST		
II		1,069,668.	783,208.
CERTIFICATES OF DEPOSIT	COST	110,661.	136,011.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,585,112.	1,651,159.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 11
-------------	---	--------------

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALEXANDRA A. HERZAN C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR, PRES & TREASURER 0.00	0.	0.	0.
PAUL K. HERZAN C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR & VP 0.00	0.	0.	0.
LEE AUCHINCLOSS LINK C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR 0.00	0.	0.	0.
JANET LEVOFF C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR 0.00	0.	0.	0.
JAMES GARA C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR 0.00	0.	0.	0.
STEADMAN H. WESTERGAARD C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR & SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	LILY AUCHINCLOSS FOUNDATION, INC.	13-3935995
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	16 EAST 79TH STREET, NO. 31	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10021	

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

04

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

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

WTAS LLC

- The books are in the care of ☒ 1177 AVENUE OF THE AMERICAS - NEW YORK, NY 10036

Telephone No. ☒ (646) 213-5100

FAX No ☐

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

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

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

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

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

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	24,803.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	59,730.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature ☐

Title ☐ TAX DIRECTOR

Date ☐