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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 _____, and ending _____

Name of foundation: **PROJECT PERICLES INC.**

Number and street (or P O box number if mail is not delivered to street address): **551 FIFTH AVENUE**

Room/suite: **1910**

City or town, state, and ZIP code: **NEW YORK, NY 10176-0899**

A Employer identification number: **13-4097541**

B Telephone number: **212-986-4496**

C If exemption application is pending, check here

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

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

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

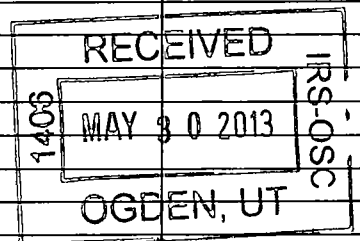
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 79,990.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

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	478,410.			
	2 Check <input 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				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		478,410.	0.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	150,476.	0.	0.	150,476.
	14 Other employee salaries and wages	119,998.	0.	0.	119,998.
	15 Pension plans, employee benefits	8,730.	0.	0.	8,730.
	16a Legal fees				
	b Accounting fees STMT 1	2,250.	0.	0.	2,250.
	c Other professional fees STMT 2	5,000.	0.	0.	5,000.
	17 Interest				
	18 Taxes STMT 3	20,883.	0.	0.	20,883.
	19 Depreciation and depletion	646.	0.	0.	
	20 Occupancy	59,144.	0.	0.	59,144.
	21 Travel, conferences, and meetings	1,821.	0.	0.	1,821.
	22 Printing and publications	1,480.	0.	0.	1,480.
	23 Other expenses STMT 4	81,412.	0.	0.	81,412.
	24 Total operating and administrative expenses. Add lines 13 through 23	451,840.	0.	0.	451,194.
	25 Contributions, gifts, grants paid	46,816.			46,816.
26 Total expenses and disbursements. Add lines 24 and 25	498,656.	0.	0.	498,010.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-20,246.				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			0.		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	55,169.	34,536.	34,536.
	2 Savings and temporary cash investments	20,027.	21,060.	21,060.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶	13,252.			
Less accumulated depreciation ▶	9,178.	4,720.	4,074.	
15 Other assets (describe ▶ SECURITY DEPOSITS)		20,320.	20,320.	
16 Total assets (to be completed by all filers)		100,236.	79,990.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	100,236.	79,990.	
30 Total net assets or fund balances	100,236.	79,990.		
31 Total liabilities and net assets/fund balances	100,236.	79,990.		

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	100,236.
2 Enter amount from Part I, line 27a	2	-20,246.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	79,990.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	79,990.

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	NONE			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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		
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } 2
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	

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	404,598.	96,484.	4.193421
2010	427,770.	72,325.	5.914552
2009	435,165.	90,073.	4.831248
2008	419,344.	109,852.	3.817354
2007	335,963.	87,001.	3.861599

2 Total of line 1, column (d)	2	22.618174
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	4.523635
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	71,684.
5 Multiply line 4 by line 3	5	324,272.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	324,272.
8 Enter qualifying distributions from Part XII, line 4 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.	8	498,010.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
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	0.
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	0.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9	X	
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address PROJECTPERICLES.ORG
14 The books are in care of THE FOUNDATION Telephone no. 212-986-4496 Located at 551 FIFTH AVENUE, NEW YORK, NY ZIP+4 10176-0899
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

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

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

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

(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 5		150,476.	6,079.	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
GARRET BATTEN	ASSISTANT DIRECTOR 40.00	75,819.	840.	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. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
SEE STATEMENT 6	124,503.
2	
SEE STATEMENT 7	249,005.
3	
SEE STATEMENT 8	124,502.
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
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	0.
b Average of monthly cash balances	1b	72,776.
c Fair market value of all other assets	1c	0.
d Total (add lines 1a, b, and c)	1d	72,776.
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	72,776.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,092.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	71,684.
6 Minimum investment return. Enter 5% of line 5	6	3,584.

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

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	498,010.
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	498,010.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	498,010.

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)

N/A

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

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling **05/10/00**

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	Prior 3 years		
			(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0.	38.	12.	134.	184.
b 85% of line 2a	0.	32.	10.	114.	156.
c Qualifying distributions from Part XII, line 4 for each year listed	498,010.	404,598.	427,770.	435,165.	1,765,543.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	498,010.	404,598.	427,770.	435,165.	1,765,543.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets	79,990.	100,236.	75,946.	132,366.	388,538.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	2,389.	3,216.	2,411.	3,003.	11,019.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

1 Information Regarding Foundation Managers:

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

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

PROJECT PERICLES INC.

13-4097541

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

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

Name of organization PROJECT PERICLES INC.	Employer identification number 13-4097541
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	EUGENE M LANG FOUNDATION 535 FIFTH AVENUE, SUITE 906 NEW YORK, NY 10017	\$ 400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

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Part III

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

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

FORM 990-PF	ACCOUNTING FEES			STATEMENT	1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	2,250.	0.	0.	2,250.	
TO FORM 990-PF, PG 1, LN 16B	2,250.	0.	0.	2,250.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING FEES	5,000.	0.	0.	5,000.	
TO FORM 990-PF, PG 1, LN 16C	5,000.	0.	0.	5,000.	

FORM 990-PF	TAXES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	20,883.	0.	0.	20,883.	
TO FORM 990-PF, PG 1, LN 18	20,883.	0.	0.	20,883.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	3,447.	0.	0.	3,447.	
STATIONARY & SUPPLIES	384.	0.	0.	384.	
WEBSITE & INTERNET	455.	0.	0.	455.	
TELEPHONE	2,582.	0.	0.	2,582.	
POSTAGE	711.	0.	0.	711.	
FILING FEES	1,150.	0.	0.	1,150.	
PAYROLL PROCESSING	1,144.	0.	0.	1,144.	

MEMBERSHIPS	250.	0.	0.	250.
MAINTENANCE & OFFICE EQUIPMENT	3,235.	0.	0.	3,235.
D4D CONFERENCE	47,469.	0.	0.	47,469.
D4D ON THE ROAD WORKSHOPS	20,585.	0.	0.	20,585.
TO FORM 990-PF, PG 1, LN 23	81,412.	0.	0.	81,412.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 5

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN CONTRIBUTION	PLAN EXPENSE ACCOUNT
JAN LISS PROJECT PERICLES, 551 FIFTH AVENUE SUITE 1910 NEW YORK, NY 10176	EXECUTIVE DIRECTOR 40.00	150,476.	6,079.	0.
ALISON R BERNSTEIN RUTGERS UNIVERSITY, 162 RYDERS LANE NEW BRUNSWICK, NJ 08901	DIRECTOR 0.00	0.	0.	0.
DAVID A CAPUTO 535 FIFTH AVENUE, SUITE 906 NEW YORK, NY 10017	DIRECTOR 0.00	0.	0.	0.
REBECCA S CHOPP SWARTHMORE COLLEGE, 500 COLLEGE AVENUE SWARTHMORE, PA 19081	DIRECTOR 0.00	0.	0.	0.
JANET DICKERSON STEPHENS 535 FIFTH AVENUE, SUITE 906 NEW YORK, NY 10017	DIRECTOR 0.00	0.	0.	0.
RICHARD EKMAN COUNCIL OF INDEPENDENT COLLEGES, ONE DUPONT CIRCLE, SUITE 320 WASHINGTON, DC 20036	DIRECTOR 0.00	0.	0.	0.
NEIL R GRABOIS THE NEW SCHOOL, 72 FIFTH AVENUE ROOM 401 NEW YORK, NY 10011	DIRECTOR 0.00	0.	0.	0.

LEO M LAMBERT ELON UNIVERSITY, 2185 CAMPUS BOX ELON, NC 27244	DIRECTOR 0.00	0.	0.	0.
EUGENE M LANG EUGENE M LANG FOUNDATION, 535 FIFTH AVENUE, SUITE 906 NEW YORK, NY 10017	CHAIRMAN, PRESIDENT 10.00	0.	0.	0.
ARTHUR LEVINE WOODROW WILSON NATL FELLOWSHIP FDN, PO BOX 5281 PRINCETON, NJ 08543	DIRECTOR 0.00	0.	0.	0.
MICHAEL S MCPHERSON SPENCER FOUNDATION, 625 N MICHIGAN AVENUE SUITE 1600 CHICAGO, IL 60611	DIRECTOR 0.00	0.	0.	0.
NANCY PERETSMAN ALLEN AND CO LLC, 711 FIFTH AVENUE 9TH FL NEW YORK, NY 10022	DIRECTOR 0.00	0.	0.	0.
RICHARD GUARASCI WAGNER COLLEGE, 1 CAMPUS ROAD, STATEN ISLAND NEW YORK, NY 10301	DIRECTOR 0.00	0.	0.	0.
MARK A VANDER PLOEG 535 FIFTH AVENUE, SUITE 906 NEW YORK, NY 10017	DIRECTOR 0.00	0.	0.	0.
HARRIS L WOFFORD 535 FIFTH AVENUE, SUITE 906 NEW YORK, NY 10017	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>150,476.</u>	<u>6,079.</u>	<u>0.</u>

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 6

ACTIVITY ONE

PROJECT PERICLES IS A NOT-FOR-PROFIT ORGANIZATION THAT ENCOURAGES AND FACILITATES COMMITMENTS BY COLLEGES AND UNIVERSITIES TO INCLUDE SOCIAL RESPONSIBILITY AND PARTICIPATORY CITIZENSHIP AS ESSENTIAL ELEMENTS OF THEIR EDUCATIONAL PROGRAMS. FOUNDED IN 2001 BY PHILANTHROPIST EUGENE M LANG, PROJECT PERICLES WORKS DIRECTLY WITH ITS MEMBER INSTITUTIONS AS THEY INDIVIDUALLY AND COLLABORATIVELY DEVELOP MODEL CIVIC ENGAGEMENT PROGRAMS IN THEIR CLASSROOMS, ON THEIR CAMPUSES AND IN THEIR COMMUNITIES. OUR PERICLEAN COLLEGES AND UNIVERSITIES ARE EACH IMPLEMENTING A UNIQUE PROGRAM OF CURRICULAR AND CO-CURRICULAR INITIATIVES THAT PREPARE AND ENCOURAGE STUDENTS TO BECOME RESPONSIBLE CITIZENS. THESE INITIATIVES INCLUDE OUR SIGNATURE PROGRAMS: THE CIVIC ENGAGEMENT COURSE (CEC) PROGRAM, DEBATING FOR DEMOCRACY (D4D), AND THE PERICLEAN FACULTY LEADERSHIP (PFL) PROGRAM.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

124,503.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 7

ACTIVITY TWO

DEBATING FOR DEMOCRACY IS A DISTINCTIVE CAMPUS-BASED CO-CURRICULAR PROGRAM THAT REPRESENTS THE MISSION OF PROJECT PERICLES IN ACTION. ON EACH CAMPUS PERICLEAN STUDENTS RESEARCH, DEVELOP, AND ADVOCATE THEIR OPINIONS AND POSITIONS ON CURRENT PUBLIC POLICY ISSUES. THE D4D NATIONAL CONFERENCE BRINGS TOGETHER STUDENT REPRESENTATIVES FROM ALL PERICLEAN CAMPUSES TO PARTICIPATE IN A SERIES OF EDUCATIONAL ACTIVITIES WITH LEADING FIGURES IN CIVIC ENGAGEMENT, EDUCATION, GOVERNMENT, AND SOCIAL ENTREPRENEURSHIP. A HIGHLIGHT OF THE CONFERENCE IS THE D4D LEGISLATIVE HEARING IN WHICH STUDENTS PRESENT AND DEFEND THEIR ORIGINAL LEGISLATIVE PROPOSALS TO CURRENT AND FORMER GOVERNMENT OFFICIALS. D4D ON THE ROAD BRINGS ADVOCACY EXPERTS TO PERICLEAN CAMPUSES TO DELIVER WORKSHOPS DESIGNED TO EMPOWER AND PREPARE STUDENTS, FACULTY, AND COMMUNITY MEMBERS TO WORK WITHIN OUR DEMOCRATIC PROCESSES TO IMPROVE THE CONDITION OF SOCIETY.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

249,005.

ACTIVITY THREE

PERICLEAN FACULTY LEADERSHIP PROGRAM - TO BUILD ON THE SUCCESS OF THE CEC PROGRAM, PROJECT PERICLES HAS LAUNCHED THE PERICLEAN FACULTY LEADERSHIP PROGRAM. PERICLEAN FACULTY LEADERS CREATE NEW CIVIC ENGAGEMENT COURSES, ORGANIZE CAMPUS-WIDE CIVIC ENGAGEMENT ACTIVITIES, AND GENERALLY SERVE AS ADVOCATES AND LEADERS FOR CIVIC ENGAGEMENT AT THEIR COLLEGES AND UNIVERSITIES. THE WHITE PAPER "CIVIC ENGAGEMENT IN THE CLASSROOM: STRATEGIES FOR INCORPORATING EDUCATION FOR CIVIC AND SOCIAL RESPONSIBILITY IN THE UNDERGRADUATE CURRICULUM" IS AVAILABLE AT WWW.PROJECTPERICLES.ORG.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

124,502.

PROJECT PERICLES, INC.

2012 Periclean Faculty Leadership Program Grants

Course Development is the purpose of the grants for the following schools:

<u>Grantee</u>	<u>Amount</u>
Berea College 101 Chestnut Street Berea, KY 40403	\$1,500
Carleton College One North College Street Northfield, MN 55057	\$1,500
Hampshire College 893 West Street Amherst , MA 01002-5001	\$1,500
Morehouse College 830 Westview Drive SW Atlanta, GA 30314	\$1,500
St. Mary's College of Maryland 18592 E. Fisher Road St. Mary's City, MD 20686	\$1,500
Chatham University Woodland Road Pittsburgh, PA 15232	\$1,500
Dillard University 2601 Gentilly Boulevard New Orleans, LA 70122	\$1,500
Earlham College 801 National Road West Richmond, IN 47374	\$1,500
Elon University 100 Campus Drive Elon, NC 27244	\$1,500
New England College 98 Bridge Street Henniker, NH 03242	\$1,500

The New School 65 West 11 th Street New York, NY 10011	\$1,500
Pace University 41 Park Row, 5th Fl. New York, NY 10038	\$1,500
Pitzer College 1050 N. Mills Avenue Claremont, CA 91711	\$1,500
Spelman College 350 Spelman Lane SW Atlanta GA 30314	\$1,500
Swarthmore College 500 College Avenue Swarthmore PA 19081	\$1,500
Ursinus College 601 E. Main Street Collegeville, PA 19425-1000	\$1,500
Widener University One University Place Chester, PA 19013	\$1,500
Allegheny College 520 N. Main Street, Box E Meadville, PA 16335	\$1,500
Bates College 161-163 Wood Street Lewiston, ME 04240	\$1,500
Bethune-Cookman University 640 Dr. Mary McLeod Bethune Blvd. Daytona Beach, FL 32114	\$1,500
Drew University 36 Madison Avenue Madison, NJ, 07940	\$1,500
Hendrix College 1600 Washington Avenue Conway, AR 72032	\$1,500

Macalester College 1600 Grand Avenue St. Paul, MN 55105	\$1,500
Rhodes College 2000 North Parkway Memphis, TN 38112	\$1,500
Wagner College One Campus Road Staten Island, NY 10301	\$1,500
The College of Wooster 1101 N. Bever Street Wooster, OH 44691	\$1,500

Travel Grants

Thomas D. Eatmon, Jr. Allegheny College 520 N. Main Street, Box E Meadville, PA 16335	\$1,000
Emily W. Kane Bates College 161-163 Wood Street Lewiston, ME 04240	\$1,000
Paula McKenzie Bethune-Cookman University 640 Dr. Mary McLeod Bethune Blvd. Daytona Beach, FL 32114	\$ 515
Jennifer Olmsted Drew University 36 Madison Avenue Madison, NJ, 07940	\$1,000
Lisa A. Leitz Hendrix College 1600 Washington Avenue Conway, AR 72032	\$1,000

Margaret Olsen \$1,000
Macalester College
1600 Grand Avenue
St. Paul, MN 55105

Milton Moreland \$1,000
Rhodes College
2000 North Parkway
Memphis, TN 38112

Wagner College \$ 301
One Campus Road
Staten Island, NY 10301

Matthew Broda \$1,000
The College of Wooster
1101 N. Bever Street
Wooster, OH 44691

TOTAL \$46,816