Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public inspection

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

Name of foundation
HARRY AND MISOOK DOOLITTLE FOUNDATION

A Employer identification number
13-4145966

Number and street (or P O box number if mail is not delivered to street address)
43 CRANE ROAD

Room/suite

B Telephone number
914-472-3083

City or town, state, and ZIP code
SCARSDALE, NY 10583

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,541,605.

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

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

	Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(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	2,480.		N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	102.	102.		STATEMENT 1
	4	Dividends and interest from securities	70,648.	70,648.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<138,559.>			STATEMENT 3
	b	Gross sales price for all assets on line 6a 3,437,527.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	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	10.	0.		STATEMENT 4
	12	**Total.** Add lines 1 through 11	<65,319.>	70,750.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 5	395.	0.		0.
	b	Accounting fees STMT 6	8,000.	0.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 7	169.	169.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 8	21,855.	21,475.		380.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	30,419.	21,644.		380.
	25	Contributions, gifts, grants paid	359,350.			359,350.
	26	**Total expenses and disbursements.** Add lines 24 and 25	389,769.	21,644.		359,730.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<455,088.>			
	b	**Net investment income** (if negative, enter -0-)		49,106.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

LHA **For Paperwork Reduction Act Notice, see instructions.**

	Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	148,927.	654,157.	654,157.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 10	1,759,720.	1,248,511.	1,237,161.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	2,094,411.	1,665,745.	1,650,287.
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	4,003,058.	3,568,413.	3,541,605.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	4,619,269.	4,619,269.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	<616,211.>	<1,050,856.>	
	30	**Total net assets or fund balances**	4,003,058.	3,568,413.	
	31	**Total liabilities and net assets/fund balances**	4,003,058.	3,568,413.	

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	4,003,058.
2	Enter amount from Part I, line 27a	2	<455,088.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	20,443.
4	Add lines 1, 2, and 3	4	3,568,413.
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	3,568,413.

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	3,433,701.		3,576,086.	<142,385.>

	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				<142,385.>

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	<142,385.>
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	2,378,789.	4,701,697.	.505943
2010	341,193.	4,472,417.	.076288
2009	255,360.	4,472,974.	.057090
2008	277,761.	4,941,300.	.056212
2007	233,134.	4,306,353.	.054137

2 Total of line 1, column (d)	2	.749670
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	.149934
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,622,975.
5 Multiply line 4 by line 3	5	543,207.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	491.
7 Add lines 5 and 6	7	543,698.
8 Enter qualifying distributions from Part XII, line 4	8	359,730.

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	982.
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	982.
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	982.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,514.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	2,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	3,514.
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	2,532.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶		2,532. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,DE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ HARRY AND MISOOK DOOLITTLE Telephone no. ▶914-472-3083

Located at ▶43 CRANE ROAD, SCARSDALE, NY ZIP+4 ▶10583

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes: No: X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HARRY DOOLITTLE 43 CRANE ROAD SCARSDALE, NY 10583	TREAS/DIRECTOR 0.00	0.	0.	0.
MISOOK DOOLITTLE 43 CRANE ROAD SCARSDALE, NY 10583	PRES/DIRECTOR 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes.			
a	Average monthly fair market value of securities		1a	3,131,245.
b	Average of monthly cash balances		1b	546,902.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,678,147.
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	3,678,147.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	55,172.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3,622,975.
6	**Minimum investment return.** Enter 5% of line 5		6	181,149.

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	181,149.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 982.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	982.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	180,167.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	180,167.
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	180,167.

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	359,730.
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	359,730.
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	359,730.

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					180,167.
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	25,680.				
b From 2008	32,657.				
c From 2009	32,950.				
d From 2010	124,912.				
e From 2011	2,144,642.				
f Total of lines 3a through e		2,360,841.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ $	359,730.				
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					180,167.
e Remaining amount distributed out of corpus		179,563.			
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		2,540,404.			
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		25,680.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		2,514,724.			
10 Analysis of line 9:					
a Excess from 2008	32,657.				
b Excess from 2009	32,950.				
c Excess from 2010	124,912.				
d Excess from 2011	2,144,642.				
e Excess from 2012	179,563.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 12

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

HARRY DOOLITTLE HARRY & MISOOK DOOLITTLE FOUNDATION, (914) 472-3083
43 CRANE ROAD, SCARSDALE, NY 10583

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

TYPED; PURPOSE OF REQUEST; DESCRIPTION OF ACTIVITY; EXEMPTION LETTER.

c Any submission deadlines

N/A

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

N/A

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CHURCH OF ST. JAMES THE LESS	NONE	501(C)(3)	GENERAL	42,350.
METROPOLITAN OPERA	NONE	501(C)(3)	GENERAL	125,000.
CITI HARVEST	NONE	501(C)(3)	GEERAL	82,000.
MOMA	NONE	501(C)(3)	GENERAL	65,000.
THE WESTCHESTER KERAM CHORAL SOCIETY	NONE	501(C)(3)	GENERAL	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	359,350.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	102.	
4 Dividends and interest from securities			14	70,648.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<138,559.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a TAX EXEMPT INCOME			14	10.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		<67,799.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <67,799.>

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
3	N/A
4	N/A
8	N/A
11	N/A

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date 11-12-13 — 12-12-13 — Title President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ANDREW ROTTER		10/30/13		P00449684

Firm's name ▶ CITRIN COOPERMAN & COMPANY, LLP — Firm's EIN ▶ 22-2428965

Firm's address ▶ 529 FIFTH AVENUE
NEW YORK, NY 10017-4683 — Phone no (212) 697-1000

- 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 HARRY AND MISOOK DOOLITTLE FOUNDATION	Employer identification number (EIN) or 13-4145966
	Number, street, and room or suite no. If a P.O. box, see instructions. 43 CRANE ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SCARSDALE, NY 10583	

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

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

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

- The books are in the care of ▶ HARRY AND MISOOK DOOLITTLE 43 CRANE ROAD - SCARSDALE, NY 10583

Telephone No. ▶ 914-472-3083 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 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	$ 982.
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	$ 3,514.
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 ▶ Date ▶

HARRY AND MISOOK DOOLITTLE FOUNDATION

CONTINUATION FOR 990-PF, PART IV
13-4145966 PAGE 1 OF 5

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	1,495.017 JPM ASIA EQUITY FD		VARIOUS	01/18/12
b	1,119.821 JPM TAX AWARE EQUITY		VARIOUS	01/18/12
c	4,393.673 JPM STR INC OPP FD		VARIOUS	01/18/12
d	771.903 PROFESSIONALLY MANGED PORTFOLIOS		VARIOUS	01/18/12
e	185 ISHARES S&P MIDCAP 400 INDEX FD		VARIOUS	01/20/12
f	100,000 MS BREN EAFE 2/8/12		VARIOUS	02/08/12
g	3,743.328 JPM ASIA EQUITY FD		VARIOUS	02/21/12
h	4,354.227 JPM RESEARCH MARKET NEUTRAL FD		VARIOUS	03/01/12
i	2,973.092 JPM RESEARCH MARKET NEUTRAL FD		VARIOUS	03/01/12
j	50,000 SG BREN EAFE 3/7/12 10% BUFFER		VARIOUS	03/12/12
k	50,000 GS BREN EAFE 4/4/12 10% BUFFER		VARIOUS	04/12/12
l	100,000 GS CONT BUFF EQ SPX 4/10/12 80%		VARIOUS	04/10/12
m	3,166.667 DREYFUS/LAUREL FDS TR PRM EMERGN MK		VARIOUS	04/12/12
n	50,000 DB PALLDIUM COUPON NOTE 4/13/12		VARIOUS	04/12/12
o	90,000 SG CONT BUFF EQ SPX 5/9/12 80%		VARIOUS	05/10/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	45,000.		57,080.	<12,080.>
b	20,000.		20,347.	<347.>
c	50,000.		52,724.	<2,724.>
d	20,000.		21,389.	<1,389.>
e	16,774.		17,968.	<1,194.>
f	94,249.		100,000.	<5,751.>
g	121,284.		142,920.	<21,636.>
h	64,138.		66,774.	<2,636.>
i	43,794.		45,593.	<1,799.>
j	47,209.		50,000.	<2,791.>
k	48,788.		50,000.	<1,212.>
l	106,415.		100,000.	6,415.
m	45,157.		47,500.	<2,343.>
n	54,500.		50,000.	4,500.
o	92,970.		90,000.	2,970.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<12,080.>
b				<347.>
c				<2,724.>
d				<1,389.>
e				<1,194.>
f				<5,751.>
g				<21,636.>
h				<2,636.>
i				<1,799.>
j				<2,791.>
k				<1,212.>
l				6,415.
m				<2,343.>
n				4,500.
o				2,970.

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 } 3

CONTINUATION FOR 990-PF, PART IV
HARRY AND MISOOK DOOLITTLE FOUNDATION 13-4145966 PAGE 2 OF 5

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	5,057.168 MATTHEWS PACIFIC TIGER INSTL FUND		VARIOUS	07/20/12
b	4,995.005 EATON VANCE GLOBAL MACRO		02/29/12	07/10/12
c	4,335.401 RIDGEWORTH SEIX FLOATING		10/20/11	07/10/12
d	3,782.148 THE ARBITRAGE FUND		02/29/12	07/10/12
e	2 BRISTOL MYERS SQUIBB & CO		07/30/12	08/10/12
f	370 BRISTOL MYERS SQUIBB & CO		07/30/12	08/10/12
g	410 HOME DEPOT INC		07/30/12	08/10/12
h	168 BRISTOL MYERS SQUIBB & CO		07/30/12	08/13/12
i	130 CITIGROUP INC		07/30/12	09/13/12
j	90 GENUINE PARTS CO		07/30/12	09/14/12
k	350 NEXTERA ENERGY INC		07/30/12	09/14/12
l	120 AMERICAN CAPITAL AGENCY CORP		07/30/12	09/21/12
m	150 GENUINE PARTS CO		07/30/12	09/21/12
n	120 GENUINE PARTS CO		07/30/12	09/24/12
o	7 ANALOG DEVICES INC		07/30/12	09/26/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	109,083.		115,000.	<5,917.>
b	48,951.		50,000.	<1,049.>
c	38,371.		37,500.	871.
d	49,508.		50,000.	<492.>
e	63.		72.	<9.>
f	11,725.		13,242.	<1,517.>
g	21,635.		21,885.	<250.>
h	5,297.		6,013.	<716.>
i	12,746.		11,172.	1,574.
j	5,711.		5,808.	<97.>
k	23,711.		25,090.	<1,379.>
l	4,223.		4,223.	0.
m	9,343.		9,679.	<336.>
n	7,463.		7,743.	<280.>
o	270.		274.	<4.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<5,917.>
b				<1,049.>
c				871.
d				<492.>
e				<9.>
f				<1,517.>
g				<250.>
h				<716.>
i				1,574.
j				<97.>
k				<1,379.>
l				0.
m				<336.>
n				<280.>
o				<4.>

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	3	

HARRY AND MISOOK DOOLITTLE FOUNDATION

CONTINUATION FOR 990-PF, PART IV
13-4145966 PAGE 3 OF 5

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	100 ANALOG DEVICES INC		07/30/12	09/26/12
b	7 LINEAR TECHNOLOGY CORP		07/30/12	09/26/12
c	90 LINEAR TECHNOLOGY CORP		07/30/12	09/26/12
d	7 MICROCHIP TECHNOLOGY INC		07/30/12	09/26/12
e	80 MICROCHIP TECHNOLOGY INC		07/30/12	09/26/12
f	70 AT&T INC		09/26/12	10/15/12
g	70 AT&T INC		09/26/12	10/15/12
h	50 VERIZON COMMUNICATIONS INC		09/26/12	10/15/12
i	50 VERIZON COMMUNICATIONS INC		09/26/12	10/15/12
j	.6667 KRAFT FOODS GROUP INC		10/15/12	10/25/12
k	160 COVIDIEN PLC		07/30/12	10/24/12
l	210 MERCK & CO INC		07/30/12	10/24/12
m	150 COVIDIEN PLC		07/30/12	10/25/12
n	90 NATIONAL GRID PLC - SP ADR		07/30/12	11/29/12
o	60 NATIONAL GRID PLC - SP ADR		07/30/12	11/30/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,869.		3,914.	<45.>
b	220.		226.	<6.>
c	2,840.		2,902.	<62.>
d	228.		231.	<3.>
e	2,610.		2,639.	<29.>
f	2,468.		2,685.	<217.>
g	2,468.		2,686.	<218.>
h	2,231.		2,291.	<60.>
i	2,231.		2,292.	<61.>
j	30.		32.	<2.>
k	8,825.		9,008.	<183.>
l	9,638.		9,397.	241.
m	8,304.		8,445.	<141.>
n	5,083.		4,714.	369.
o	3,382.		3,143.	239.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<45.>
b				<6.>
c				<62.>
d				<3.>
e				<29.>
f				<217.>
g				<218.>
h				<60.>
i				<61.>
j				<2.>
k				<183.>
l				241.
m				<141.>
n				369.
o				239.

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 } 3

HARRY AND MISOOK DOOLITTLE FOUNDATION CONTINUATION FOR 990-PF, PART IV
13-4145966 PAGE 4 OF 5

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	60 KIMBERLY CLARK CORP		07/30/12	12/12/12
b	430 KOHLS CORP		08/10/12	12/13/12
c	90,000 DEUTSCHE BANK AG		01/01/76	05/16/12
d	40,000 BARCLAYS BANK		01/01/76	05/23/12
e	85,000 BARCLAYS BANK		01/01/76	06/13/12
f	3,419.037 DODGE & COX INTL STOCK FUND		02/15/11	07/10/12
g	22,099.448 EATON VANCE FLOATING RATE		01/19/11	07/10/12
h	9,847.561 EATON VANCE GLOBAL MACRO		02/15/11	07/10/12
i	4,916.421 EATON VANCE GLOBAL MACRO		03/21/11	07/10/12
j	9,719.222 JP MORGAN GROWTH ADVANTAGE		04/13/11	07/10/12
k	12,048.193 JP MORGAN HIGH YIELD BOND		01/19/11	07/10/12
l	11,918.951 JP MORGAN HIGH YIELD BOND		02/15/11	07/10/12
m	6,647.766 JP MORGAN INL CURRENCY INCOME		01/19/11	07/10/12
n	8,890.469 JP MORGAN INTL VALUE FUND		02/15/11	07/10/12
o	11,525.779 JP MORGAN STRATEGIC INCOME OPP		03/21/11	07/10/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,138.		5,267.	<129.>
b	18,826.		21,890.	<3,064.>
c	91,685.		90,000.	1,685.
d	38,000.		40,000.	<2,000.>
e	87,329.		85,000.	2,329.
f	100,964.		125,000.	<24,036.>
g	198,674.		199,729.	<1,055.>
h	96,506.		100,665.	<4,159.>
i	48,181.		49,882.	<1,701.>
j	92,041.		90,000.	2,041.
k	95,422.		100,000.	<4,578.>
l	94,398.		100,000.	<5,602.>
m	72,261.		74,787.	<2,526.>
n	100,729.		125,000.	<24,271.>
o	133,930.		138,309.	<4,379.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<129.>
b				<3,064.>
c				1,685.
d				<2,000.>
e				2,329.
f				<24,036.>
g				<1,055.>
h				<4,159.>
i				<1,701.>
j				2,041.
k				<4,578.>
l				<5,602.>
m				<2,526.>
n				<24,271.>
o				<4,379.>

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	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	2,436.96 JP MORGAN US REAL ESTATE		02/15/11	07/10/12
b	6,820.646 JP MORGAN INFLATN MANAG		03/21/11	07/10/12
c	5,393.788 JP MORGAN TAX AWR EQTY		01/19/11	07/10/12
d	3,718.039 PROFESIONALLY MANAGED OSTERWEIS		01/19/11	07/10/12
e	7,127.399 THE ARBITRAGE FUND		02/15/11	07/10/12
f	3,894.081 THE ARBITRAGE FUND		03/21/11	07/10/12
g	2,440 ISHARES S&P MIDCAP 400		01/01/76	07/10/12
h	610 SPDR S&P 500 ETF TRUST		01/01/76	07/10/12
i	880 VANGUARD MSCI EMERGING MARKETS		01/01/76	07/10/12
j	40,000 GOLDMAN SACHS GROUP		01/01/76	11/05/12
k	40,000 DEUTSCHE BANK AG LON		01/01/76	11/16/12
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	44,401.		39,893.	4,508.
b	73,254.		71,208.	2,046.
c	97,951.		97,953.	<2.>
d	100,499.		103,027.	<2,528.>
e	93,297.		91,872.	1,425.
f	50,973.		50,000.	973.
g	229,428.		250,397.	<20,969.>
h	82,391.		79,190.	3,201.
i	34,618.		42,416.	<7,798.>
j	40,000.		40,000.	0.
k	40,000.		40,000.	0.
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				4,508.
b				2,046.
c				<2.>
d				<2,528.>
e				1,425.
f				973.
g				<20,969.>
h				3,201.
i				<7,798.>
j				0.
k				0.
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	<142,385.>
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

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MANHATTAN THEATRE CLUB	NONE	501(C)(3)	GENERAL	10,000.
THE FOUNDATION FOR GENDER SPECIFIC MEDICINE	NONE	501(C)(3)	GENERAL	10,000.
KA FISC	NONE	501(C)(3)	GENERAL	20,000.
Total from continuation sheets				40,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
JPMORGAN CHASE BANK - OID	102.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	102.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BNY MELLON	45,678.	0.	45,678.
JPMORGAN CHASE BANK	24,970.	0.	24,970.
TOTAL TO FM 990-PF, PART I, LN 4	70,648.	0.	70,648.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,495.017 JPM ASIA EQUITY FD		VARIOUS	01/18/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45,000.	57,080.	0.	0.	<12,080.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,119.821 JPM TAX AWARE EQUITY		VARIOUS	01/18/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,000.	20,347.	0.	0.	<347.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,393.673 JPM STR INC OPP FD		VARIOUS	01/18/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000.	52,724.	0.	0.	<2,724.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
771.903 PROFESSIONALLY MANGED PORTFOLIOS		VARIOUS	01/18/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,000.	21,389.	0.	0.	<1,389.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
185 ISHARES S&P MIDCAP 400 INDEX FD		VARIOUS	01/20/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,774.	17,968.	0.	0.	<1,194.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 MS BREN EAFE 2/8/12		VARIOUS	02/08/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
94,249.	100,000.	0.	0.	<5,751.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,743.328 JPM ASIA EQUITY FD		VARIOUS	02/21/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
121,284.	142,920.	0.	0.	<21,636.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,354.227 JPM RESEARCH MARKET NEUTRAL FD		VARIOUS	03/01/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
64,138.	66,774.	0.	0.	<2,636.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,973.092 JPM RESEARCH MARKET NEUTRAL FD		VARIOUS	03/01/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43,794.	45,593.	0.	0.	<1,799.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50,000 SG BREN EAFE 3/7/12 10% BUFFER		VARIOUS	03/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
47,209.	50,000.	0.	0.	<2,791.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50,000 GS BREN EAFE 4/4/12 10% BUFFER		VARIOUS	04/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
48,788.	50,000.	0.	0.	<1,212.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 GS CONT BUFF EQ SPX 4/10/12 80%		VARIOUS	04/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
106,415.	100,000.	0.	0.	6,415.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,166.667 DREYFUS/LAUREL FDS TR PRM EMERGN MK		VARIOUS	04/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45,157.	47,500.	0.	0.	<2,343.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50,000 DB PALLDIUM COUPON NOTE 4/13/12		VARIOUS	04/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
54,500.	50,000.	0.	0.	4,500.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
90,000 SG CONT BUFF EQ SPX 5/9/12 80%		VARIOUS	05/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
92,970.	90,000.	0.	0.	2,970.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5,057.168 MATTHEWS PACIFIC TIGER INSTL FUND		VARIOUS	07/20/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
109,083.	115,000.	0.	0.	<5,917.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,995.005 EATON VANCE GLOBAL MACRO		02/29/12	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
48,951.	50,000.	0.	0.	<1,049.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,335.401 RIDGEWORTH SEIX FLOATING		10/20/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
38,371.	37,500.	0.	0.	871.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,782.148 THE ARBITRAGE FUND		02/29/12	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
49,508.	50,000.	0.	0.	<492.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2 BRISTOL MYERS SQUIBB & CO		07/30/12	08/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
63.	72.	0.	0.	<9.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
370 BRISTOL MYERS SQUIBB & CO		07/30/12	08/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,725.	13,242.	0.	0.	<1,517.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
410 HOME DEPOT INC		07/30/12	08/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,635.	21,885.	0.	0.	<250.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
168 BRISTOL MYERS SQUIBB & CO		07/30/12	08/13/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,297.	6,013.	0.	0.	<716.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
130 CITIGROUP INC		07/30/12	09/13/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,746.	11,172.	0.	0.	1,574.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
90 GENUINE PARTS CO		07/30/12	09/14/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,711.	5,808.	0.	0.	<97.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
350 NEXTERA ENERGY INC		07/30/12	09/14/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,711.	25,090.	0.	0.	<1,379.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
120 AMERICAN CAPITAL AGENCY CORP		07/30/12	09/21/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,223.	4,223.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 GENUINE PARTS CO		07/30/12	09/21/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,343.	9,679.	0.	0.	<336.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
120 GENUINE PARTS CO		07/30/12	09/24/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,463.	7,743.	0.	0.	<280.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
7 ANALOG DEVICES INC		07/30/12	09/26/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
270.	274.	0.	0.	<4.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 ANALOG DEVICES INC		07/30/12	09/26/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,869.	3,914.	0.	0.	<45.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
7 LINEAR TECHNOLOGY CORP		07/30/12	09/26/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
220.	226.	0.	0.	<6.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
90 LINEAR TECHNOLOGY CORP		07/30/12	09/26/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,840.	2,902.	0.	0.	<62.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
7 MICROCHIP TECHNOLOGY INC		07/30/12	09/26/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
228.	231.	0.	0.	<3.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
80 MICROCHIP TECHNOLOGY INC		07/30/12	09/26/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,610.	2,639.	0.	0.	<29.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
70 AT&T INC		09/26/12	10/15/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,468.	2,685.	0.	0.	<217.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
70 AT&T INC		09/26/12	10/15/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,468.	2,686.	0.	0.	<218.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50 VERIZON COMMUNICATIONS INC		09/26/12	10/15/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,231.	2,291.	0.	0.	<60.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50 VERIZON COMMUNICATIONS INC		09/26/12	10/15/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,231.	2,292.	0.	0.	<61.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
.6667 KRAFT FOODS GROUP INC		10/15/12	10/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30.	32.	0.	0.	<2.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
160 COVIDIEN PLC		07/30/12	10/24/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,825.	9,008.	0.	0.	<183.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
210 MERCK & CO INC		07/30/12	10/24/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,638.	9,397.	0.	0.	241.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 COVIDIEN PLC		07/30/12	10/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,304.	8,445.	0.	0.	<141.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
90 NATIONAL GRID PLC - SP ADR		07/30/12	11/29/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,083.	4,714.	0.	0.	369.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
60 NATIONAL GRID PLC - SP ADR		07/30/12	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,382.	3,143.	0.	0.	239.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
60 KIMBERLY CLARK CORP		07/30/12	12/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,138.	5,267.	0.	0.	<129.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
430 KOHLS CORP		08/10/12	12/13/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,826.	21,890.	0.	0.	<3,064.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
90,000 DEUTSCHE BANK AG		01/01/76	05/16/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
91,685.	90,000.	0.	0.	1,685.

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
40,000 BARCLAYS BANK		01/01/76	05/23/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
38,000.	40,000.	0.	0.	<2,000.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
85,000 BARCLAYS BANK		01/01/76	06/13/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
87,329.	85,000.	0.	0.	2,329.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,419.037 DODGE & COX INTL STOCK FUND		02/15/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,964.	125,000.	0.	0.	<24,036.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
22,099.448 EATON VANCE FLOATING RATE		01/19/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
198,674.	199,729.	0.	0.	<1,055.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
9,847.561 EATON VANCE GLOBAL MACRO		02/15/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
96,506.	100,665.	0.	0.	<4,159.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,916.421 EATON VANCE GLOBAL MACRO		03/21/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
48,181.	49,882.	0.	0.	<1,701.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
9,719.222 JP MORGAN GROWTH ADVANTAGE		04/13/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
92,041.	90,000.	0.	0.	2,041.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
12,048.193 JP MORGAN HIGH YIELD BOND		01/19/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
95,422.	100,000.	0.	0.	<4,578.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
11,918.951 JP MORGAN HIGH YIELD BOND		02/15/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
94,398.	100,000.	0.	0.	<5,602.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
6,647.766 JP MORGAN INL CURRENCY INCOME		01/19/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72,261.	74,787.	0.	0.	<2,526.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
8,890.469 JP MORGAN INTL VALUE FUND		02/15/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,729.	125,000.	0.	0.	<24,271.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
11,525.779 JP MORGAN STRATEGIC INCOME OPP		03/21/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
133,930.	138,309.	0.	0.	<4,379.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,436.96 JP MORGAN US REAL ESTATE		02/15/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
44,401.	39,893.	0.	0.	4,508.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
6,820.646 JP MORGAN INFLATN MANAG		03/21/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
73,254.	71,208.	0.	0.	2,046.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5,393.788 JP MORGAN TAX AWR EQTY		01/19/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
97,951.	97,953.	0.	0.	<2.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,718.039 PROFESIONALLY MANAGED OSTERWEIS		01/19/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,499.	103,027.	0.	0.	<2,528.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
7,127.399 THE ARBITRAGE FUND		02/15/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
93,297.	91,872.	0.	0.	1,425.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,894.081 THE ARBITRAGE FUND		03/21/11	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,973.	50,000.	0.	0.	973.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,440 ISHARES S&P MIDCAP 400		01/01/76	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
229,428.	250,397.	0.	0.	<20,969.>

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
610 SPDR S&P 500 ETF TRUST		01/01/76	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
82,391.	79,190.	0.	0.	3,201.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
880 VANGUARD MSCI EMERGING MARKETS		01/01/76	07/10/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
34,618.	42,416.	0.	0.	<7,798.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
40,000 GOLDMAN SACHS GROUP		01/01/76	11/05/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
40,000.	40,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
40,000 DEUTSCHE BANK AG LON		01/01/76	11/16/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
40,000.	40,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
894.	0.	0.	0.	894.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,932.	0.	0.	0.	2,932.

NET GAIN OR LOSS FROM SALE OF ASSETS	<138,559.>
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<138,559.>

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
TAX EXEMPT INCOME	10.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	10.	0.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	395.	0.		0.
TO FM 990-PF, PG 1, LN 16A	395.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	8,000.	0.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID ON INVESTMENTS	169.	169.		0.
TO FORM 990-PF, PG 1, LN 18	169.	169.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	21,475.	21,475.		0.
NYS FILING FEE	250.	0.		250.
NY JOURNAL AD	130.	0.		130.
TO FORM 990-PF, PG 1, LN 23	21,855.	21,475.		380.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
INVESTMENTS - CORPORATE STOCKS COST BASIS ADJUSTMENTS	20,443.
TOTAL TO FORM 990-PF, PART III, LINE 3	20,443.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY - SEE SCHEDULE 1	1,248,511.	1,237,161.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,248,511.	1,237,161.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE ASSETS - SEE SCHEDULE 1	COST	97,067.	71,596.
FIXED INCOME - SEE SCHEDULE 1	COST	1,568,678.	1,578,691.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,665,745.	1,650,287.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 12

NAME OF MANAGER

HARRY DOOLITTLE
MISOOK DOOLITTLE

HARRY AND MISOOK DOOLITTLE
FOUNDATION
EIN: 13-4145966
FYE DECEMBER 31, 2012
SCHEDULE 1

Asset detail

Fixed income

Taxable

Individual securities Corporate

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
40,000	HSBC USA Inc DTD 3/7/2012 Zero 3/20/2013 Moody's: N/R S&P. N/A	$ 104.9900	$ 41,996.00	40,000		$ 0.00	0.0%	1.2%
40,000	Jpmorgan Chase & Co DTD 4/4/2012 Zero 4/17/2013 Moody's: N/R S&P: N/A	104.8000	41,920.00	40,000		0.00	0.0	1.2
40,000	Ubs AG DTD 4/18/2012 Zero 4/25/2013 Moody's: N/R S&P: N/A	108.5000	43,400.00	40,000		0.00	0.0	1.3
Total taxable individual securities			$ 127,316.00	120,000		$ 0.00		3.8%

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Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
40,883.075	BNY Mellon Short-Term U S Government Securities Fund	$ 12.1600	$ 497,138.19	$ 500,000.00	$ -2,861.81	$ 4,006.54	0.8%	14.7%
7,219.474	Dreyfus Inflation Adjusted Securities Fund	13.8400	99,917.52	103,678.03	-3,760.51	2,548.47	2.6	2.9
54,644.809	JP Morgan Short Duration Bond Fund	10.9900	600,546.45	600,000.00	546.45	7,650.27	1.3	17.7
Total taxable pooled vehicle			$ 1,197,602.16	$ 1,203,678.03	$ -6,075.87	$ 14,205.28		35.3%
Total taxable fixed income			$ 1,324,918.16	$ 1,203,678.03*	$ 121,240.13*	$ 14,205.28		39.1%

High yield

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
31,104.199	Dreyfus High Yield Fund	$ 6.6700	$ 207,465.01	$ 200,000.00	$ 7,465.01	$ 13,903.58	6.7%	6.1%
Total high yield pooled vehicle			$ 207,465.01	$ 200,000.00	$ 7,465.01	$ 13,903.58		6.1%
Total high yield fixed income			$ 207,465.01	$ 200,000.00	$ 7,465.01	$ 13,903.58		6.1%

Emerging markets

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
4,217.432	Pimco Emerging Local Bond Fund	$ 10.9800	$ 46,307.40	$ 45,000.00	$ 1,307.40	$ 1,956.89	4.2%	1.4%
Total emerging markets pooled vehicle			$ 46,307.40	$ 45,000.00	$ 1,307.40	$ 1,956.89		1.4%
Total emerging markets fixed income			$ 46,307.40	$ 45,000.00	$ 1,307.40	$ 1,956.89		1.4%
Total fixed income			$ 1,578,690.57	$1,568,678.03	$ 130,012.54*	$ 30,065.75		46.5%

HARRY AND MISOOK DOOLITTLE
FOUNDATION
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Equities
U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
450	Eaton Corp PLC (ETN)	$ 54.1800	$ 24,381.00	$ 23,244.75	$ 1,136.25	$ 684.00	2.8%	0.7%
410	Garmin Ltd (GRMN)	40.7500	16,707.50	15,830.39	877.11	738.00	4.4	0.5
540	AT&T Inc (T)	33.7100	18,203.40	20,221.92	-2,018.52	972.00	5.3	0.5
200	Air Products & Chemicals Inc (APD)	84.0200	16,804.00	16,321 60	482.40	512.00	3.1	0.5
503	Analog Devices Inc (ADI)	42.0600	21,156.18	20,060.50	1,095.68	603.60	2.9	0.6
530	Carnival Corp (CCL)	36.7700	19,488 10	18,454.34	1,033.76	530.00	2.7	0.6
230	Caterpillar Inc (CAT)	89.6085	20,609.96	19,830.14	779.82	478.40	2.3	0.6
1,170	Centerpoint Energy Inc (CNP)	19.2500	22,522.50	24,789.96	-2,267.46	947.70	4.2	0.7
203	Chevron Corporation (CVX)	108.1400	21,952.42	22,242.30	-289 88	730.80	3.3	0.7
310	Cliffs Nats Res Inc (CLF)	38.5700	11,956.70	12,138.98	-182.28	775 00	6.5	0.4
410	Darden Restaurants Inc (DRI)	45.0700	18,478.70	21,216.68	-2,737.98	820.00	4.4	0.5
290	Digital Realty Trust Inc (DLR)	67.8900	19,688.10	22,909.74	-3,221.64	846.80	4.3	0.6
360	DU Pont (E I) De Nemours And (DD) Company	44.9785	16,192.26	17,999.28	-1,807.02	619.20	3.8	0.5
350	Duke Energy Corporation (DUK)	63.8000	22,330.00	23,736.30	-1,406.30	1,071.00	4.8	0.7
550	Exelon Corp (EXC)	29.7400	16,357.00	21,773.40	-5,416.40	1,155.00	7.1	0.5
460	Gallagher Arthur J & Co (AJG)	34.6500	15,939.00	17,139.10	-1,200.10	625.60	3.9	0.5
1,180	General Electric Company (GE)	20.9900	24,768.20	24,671.44	96.76	896.80	3.6	0.7
730	Invesco Mortgage Capital (IVR)	19.7100	14,388.30	14,430.64	-42.34	1,898 00	13.2	0.4
240	Kimberly Clark Corp (KMB)	84.4300	20,263.20	21,066.72	-803 52	710.40	3.5	0.6
750	Kimco Realty Corp (KIM)	19.3200	14,490.00	14,571.00	-81.00	630.00	4 4	0.4
620	Kinder Morgan Inc. (KMI)	35.3300	21,904.60	22,262.96	-358.36	892 80	4.1	0.7
336	Kraft Foods Group, Inc. (KRFT)	45.4700	15,277 92	14,559.66	718.26	672.00	4.4	0.5
410	Las Vegas Sands Corp (LVS)	46.1600	18,925.60	18,750.24	175.36	1,537.50	8.1	0.6
480	Lilly Eli & Co (LLY)	49.3200	23,673.60	21,586.69	2,086.91	940.80	4.0	0.7
433	Linear Technology Corp (LLTC)	34.3000	14,851.90	13,961.13	890.77	450.32	3 0	0.4
230	Lockheed Martin Corp (LMT)	92.2900	21,226.70	20,623.64	603.06	1,058.00	5.0	0.6

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Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
197	Lorillard Inc (LO)	116.6700	22,983.99	25,141.92	-2,157.93	1,221 40	5.3	0.7
550	Lowe's Companies Inc (LOW)	35.5200	19,536.00	16,476.45	3,059.55	352.00	1.8	0.6
550	Mattel Inc (MAT)	36 6200	20,141.00	19,347.90	793.10	682.00	3.4	0.6
380	Merck & Co Inc (MRK)	40.9400	15,557.20	17,004.28	-1,447.08	653.60	4.2	0.5
433	Microchip Technology Inc (MCHP)	32.5900	14,111.47	14,283.80	-172.33	609.66	4.3	0.4
680	Mondelez International-W/I (MDLZ)	25.4532	17,308.18	17,490.78	-182.60	788 80	4 6	0.5
340	National Grid PLC-SP ADR (NGG)	57.4400	19,529.60	17,808.08	1,721.52	1,078.44	5 5	0.6
370	PNC Financial Services Group (PNC)	58.3100	21,574.70	22,041.49	-466.79	592.00	2.7	0.6
370	Pepsico Inc (PEP)	68.4300	25,319.10	26,861.26	-1,542.16	795.50	3.1	0.8
880	Pfizer Inc (PFE)	25.0793	22,069.78	20,959.84	1,109.94	844.80	3.8	0.7
250	Philip Morris International Inc (PM)	83.6400	20,910.00	22,749.95	-1,839.95	850.00	4.1	0.6
350	The Procter & Gamble Company (PG)	67.8900	23,761.50	22,843.80	917.70	786.80	3.3	0.7
240	Royal Dutch Shell PLC (RDS.A) ADR	68.9500	16,548.00	16,427.63	120.37	701.76	4.2	0.5
430	Southern Co (SO)	42.8100	18,408.30	20,828.34	-2,420.04	842.80	4.6	0.5
550	Teva Pharmaceutical Inds Ltd ADR (TEVA)	37.3400	20,537.00	22,417.18	-1,880.18	442.20	2.2	0.6
390	Total S.A. ADR (TOT)	52.0100	20,283.90	17,831.97	2,451.93	977.73	4.8	0.6
260	United Parcel Service Cl B (UPS)	73.7300	19,169.80	19,785.48	-615.68	592.80	3.1	0.6
410	Verizon Communications Inc (VZ)	43.2700	17,740.70	18,412.74	-672.04	844.60	4.8	0.5
Total U.S. large cap			$ 848,027.06	$ 863,106.39	$ -15,079.33	$ 35,450 61		25.0%

U.S. small-mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
15,578.325	BNY Mellon Small/Mid Cap Fund (MMCMX)	$ 12.9000	$ 200,934.59	$ 200,000.00	$ 934.59	$ 3,302.18	1 6%	5 9%
Total U.S. small-mid cap			$ 200,934.59	$ 200,000 00	$ 934.59	$ 3,302.18		5 9%

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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
5,500.55	BNY Mellon Emerging Markets Fund (MEMKX)	$ 10.2500	$ 56,380.64	$ 50,000.00	$ 6,380.64	$ 539.05	1.0%	1.7%
Total emerging markets			$ 56,380.64	$ 50,000.00	$ 6,380.64	$ 539.05		1.7%

Equity reits

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
560	American Capital Agency Corporation (AGNC)	$ 28.9000	$ 16,184.00	$ 19,708.42	$ -3,524.42	$ 2,800.00	17.3%	0.5%
890	Starwood Property Trust Inc (STWD)	22.9600	20,434.40	19,876.37	558.03	1,566.40	7.7	0.6
Total equity reits			$ 36,618.40	$ 39,584.79	$ -2,966.39	$ 4,366.40		1.1%

Other equity

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
470	Apache Corp Preferred Convertible Until 8/1/2013	$ 45.7000	$ 21,479.00	$ 22,798 70	$ -1,319.70	$ 1,410.00	6.6%	0.6%
500	Nextera Energy Inc Preferred Convertible Until 9/1/2015	50.0600	25,030.00	25,125.00	-95.00	1,250.00	5.0	0.7
450	P P L Corporation Preferred Convertible Until 5/1/2014	53.7300	24,178.50	24,586.34	-407.84	1,968.75	8.1	0.7
440	United Technologies Corp Preferred Convertible Until 8/1/2015	55.7100	24,512.40	23,310.28	1,202.12	1,650.00	6.7	0.7
Total other equity			$ 95,199.90	$ 95,820.32	$ -620.42	$ 6,278.75		2.8%
Total equities			$ 1,237,160.59	$ 1,248,511.50	$ -11,350.91	$ 49,938.99		36.5%

-HARRY AND MISOOK DOOLITTLE
FOUNDATION
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SCHEDULE 1

Alternative investments

Commodities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
5,124.991	Highbridge Dynamic Commodities Strategy Fund - E	$ 13.9700	$ 71,596.12	$ 97,067.33	$ -25,471.21	$ 4,217.87	5.9%	2.1%
Total commodities			$ 71,596.12	$ 97,067.33	$ -25,471.21	$ 4,217.87		2.1%
Total alternative investments			$ 71,596.12	$ 97,067.33	$ -25,471.21	$ 4,217.87		2.1%
Total assets (*tax cost for one or more lots is unknown)			$2,887,447.28	$2,914,256.86	$-26,809.58	$ 84,271.24		100.0%