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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 , 2012, and ending , 20

Name of foundation THE ACHELIS FOUNDATION
C\O MORRIS & MCVEIGH

A Employer identification number 13-6022018

Number and street (or P O box number if mail is not delivered to street address) 767 THIRD AVENUE — Room/suite

B Telephone number (see instructions) (212) 644-0322

City or town, state, and ZIP code NEW YORK, NY 10017

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 [X] 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) ▶ $ 36,714,169.

J Accounting method ☐ Cash ☐ Accrual [X] Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(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 (attach schedule)				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	231.	231.		ATCH 1
	4	Dividends and interest from securities	331,037.	505,052.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,290,716.			
	b	Gross sales price for all assets on line 6a 4,791,254.				
	7	Capital gain net income (from Part IV, line 2)		2,872,320.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 3	1,056,906.	42,351.		
	12	**Total.** Add lines 1 through 11	3,678,890.	3,419,954.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	61,600.	3,080.		58,520.
	14	Other employee salaries and wages	12,285.	1,229.		11,057.
	15	Pension plans, employee benefits	15,356.	1,536.		13,820.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 4	41,780.	20,890.		20,890.
	c	Other professional fees (attach schedule) *	157,127.	150,176.		6,951.
	17	Interest ATCH 6		1,505.		
	18	Taxes (attach schedule) (see instructions) ATCH 7	29,218.	8,890.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	16,666.	1,667.		14,999.
	21	Travel, conferences, and meetings	6,427.	321.		6,106.
	22	Printing and publications	707.	35.		672.
	23	Other expenses (attach schedule) ATCH 8	7,529.	171,101.		6,988.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	348,695.	360,430.		140,003.
	25	Contributions, gifts, grants paid	1,400,000.			1,400,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,748,695.	360,430.	0	1,540,003.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,930,195.			
	b	**Net investment income** (if negative, enter -0-)		3,059,524.		
	c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 5
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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	23,679.	1,528,373.	1,528,373.
	2	Savings and temporary cash investments	2,023,251.	515,257.	515,257.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 9	7,069,880.	7,749,034.	7,749,034.
	c	Investments - corporate bonds (attach schedule)	1,233,720.		
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	24,617,021.	26,921,505.	26,921,505.
	14	Land buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	34,967,551.	36,714,169.	36,714,169.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	34,967,551.	36,714,169.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	34,967,551.	36,714,169.	
	31	Total liabilities and net assets/fund balances (see instructions)	34,967,551.	36,714,169.	

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	34,967,551.
2	Enter amount from Part I, line 27a	2	1,930,195.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	36,897,746.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	183,577.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,714,169.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	2,872,320.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,520,019.	36,452,969.	0.041698
2010	1,540,233.	35,338,460.	0.043585
2009	1,614,382.	32,332,435.	0.049931
2008	2,361,227.	38,598,987.	0.061173
2007	2,456,019.	44,614,957.	0.055049

2	Total of line 1, column (d)	2	0.251436
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050287
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	35,664,582.
5	Multiply line 4 by line 3	5	1,793,465.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	30,595.
7	Add lines 5 and 6	7	1,824,060.
8	Enter qualifying distributions from Part XII, line 4	8	1,540,003.

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	61,190.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	61,190.
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	61,190.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 64,432.		
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	64,432.
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	3,242.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 3,242. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ __________ (2) On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NEW YORK			
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 ▶ WWW.FDNCENTER.ORG/GRANTMAKER/ACHELIS-BODMAN

14 The books are in care of ▶ THE FOUNDATION Telephone no ▶ (212)644-0322

Located at ▶767 THIRD AVENUE NEW YORK, NY ZIP+4 ▶ 10017

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

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		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.)		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.)*		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)*

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	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? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		61,600.	9,132.	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 13		119,687.
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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	17,584,979.
b	Average of monthly cash balances	1b	1,487,375.
c	Fair market value of all other assets (see instructions)	1c	17,135,343.
d	**Total** (add lines 1a, b, and c)	1d	36,207,697.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	36,207,697.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	543,115.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,664,582.
6	**Minimum investment return.** Enter 5% of line 5	6	1,783,229.

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	1,783,229.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	61,190.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	61,190.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,722,039.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,722,039.
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	1,722,039.

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	1,540,003.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,540,003.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,540,003.

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				1,722,039.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007 ... 179,527.				
b	From 2008 ... 441,246.				
c	From 2009 ... 2,033.				
d	From 2010				
e	From 2011				
f	Total of lines 3a through e	622,806.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,540,003.				
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				1,540,003.
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).)*	182,036.			182,036.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	440,770.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
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) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	440,770.			
10	Analysis of line 9				
a	Excess from 2008 ... 438,737.				
b	Excess from 2009 ... 2,033.				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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:

ATCH 14

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

ATCH 15

c Any submission deadlines

THERE ARE NO SUBMISSION DEADLINES.

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

ATCH 16

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*				
ATCH 17				
Total ▶ 3a				1,400,000.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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	231.	
4 Dividends and interest from securities			14	331,037.	
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	900001	817.	18	2,289,899.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b ATCH 18		3,255.		1,053,651.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		4,072.		3,674,818.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 3,678,890.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

John B. Kriege 11/4/13 Executive Director

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES J. REILLY		OCT 28 2013		P00183769

Firm's name ▶ CONDON O'MEARA MCGINTY & DONNELLY L | Firm's EIN ▶ 13-3628255

Firm's address ▶ ONE BATTERY PARK PLAZA NEW YORK, NY 10004-1405 | Phone no 212-661-7777

JSA
2E1493 1 000
8BC090 M261

THE ACHELIS FOUNDATION 13-6022018

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		LIMITED PARTNERSHIP GAINS (LOSSES) PROPERTY TYPE: OTHER				P		
							2,300,824.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P		
4,791,254.		4,218,941.					572,313.	
		LESS: AMOUNT ATTRIBUTABLE TO UBIT PROPERTY TYPE: OTHER				P		
							-817.	
TOTAL GAIN(LOSS)							2,872,320.	

THE ACHELIS FOUNDATION 13-6022018

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		LIMITED PARTNERSHIP GAINS (LOSSES) PROPERTY TYPE: OTHER				P		
							2,300,824.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P		
4,791,254.		4,218,941.					572,313.	
		LESS: AMOUNT ATTRIBUTABLE TO UBIT PROPERTY TYPE: OTHER				P		
							-817.	
TOTAL GAIN(LOSS)							2,872,320.	

The Achelis Foundation
12/31/12

SCHEDULE OF GAINS AND LOSSES FROM LIMITED PARTNERSHIPS

	Gain (Loss)
Silercrest Global Fund L P	1,716,848
KPP Investors II L.P	1,040
TIFF Partners III, LLC	18,252
TIFF Partners I, LLC	13,167
TIFF Secondary Partners I, LLC	186,842
Endowment / Common Fund	75,746
TIFF Partners 2006	30,902
TIFF Partners 2007	47,315
TIFF Partners 2008	36,066
TIFF Partners 2012	-
TIFF Special Opp Fund	-
Abrams Capital	174,646
Total Gains from Limited Partnerships	2,300,824
Less. Amount attributable to UBIT	(817)
Total	2,300,007

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	231.	231.
TOTAL	231.	231.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST & DIVIDENDS FROM SECURITIES	331,037.	331,037.
INTEREST & DIVIDENDS FROM LIMITED PARTNERSHIPS		174,496.
LESS: AMOUNT ATTRIBUTABLE TO UBIT		-481.
TOTAL	331,037.	505,052.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INCOME FROM LIMITED PARTNERSHIPS AND SIMILAR TYPE INVESTMENTS - NET	1,042,906.	31,606.
LESS: AMOUNT ATTRIBUTABLE TO UBIT		-3,255.
TRUST INSTRUMENTS	14,000.	14,000.
TOTALS	1,056,906.	42,351.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDITING AND TAX SERVICES	23,865.	11,933.		11,932.
BOOKKEEPING SERVICES	5,015.	2,507.		2,508.
OTHER BOOKKEEPING SERVICES	12,900.	6,450.		6,450.
TOTALS	41,780.	20,890.		20,890.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAL CHARGES	9,339.	9,339.	
INVESTMENT MANAGEMENT FEES	140,837.	140,837.	
CONSULTING FEES	6,951.		6,951.
TOTALS	157,127.	150,176.	6,951.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST		1,670.
LESS:AMOUNT ATTRIBUTED TO UBIT		-165.
TOTALS		1,505.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN WITHHOLDING TAXES PAID THROUGH PARTNERSHIPS		5,922.
FOREIGN WITHOLDING TAX ON INV.	2,968.	2,968.
FEDERAL EXCISE TAX	26,000.	
NYS CORPORATION TAX	250.	250.
LESS: AMOUNT ATTRIBUTED TO UBI		-250.
TOTALS	29,218.	8,890.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SUPPLIES	360.	18.	342.
TELEPHONE	3,720.	186.	3,534.
POSTAGE	150.	8.	143.
MISCELLANEOUS	3,299.	330.	2,969.
FILING FEES			
LIMITED PARTNERSHIP EXPENSES		178,449.	
LESS: AMOUNT ATTRIBUTABLE TO UBIT		-7,890.	
TOTALS	7,529.	171,101.	6,988.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	7,749,034.	7,749,034.
TOTALS	7,749,034.	7,749,034.

The Achelis Foundation
Schedule of Marketable Securities

	December 31, 2012		
	Shares / Principal	Book Basis	Market Value
Abbott Laboratories	5,000	114,421.76	327,500.00
Acco Brands Corp	0	0.00	0.00
AMC Networks Inc	325	3,618.46	16,087.50
Anadarko Pete Corp	3,500	67,973.73	260,085.00
Arris Group Inc.	1,400	13,355.72	20,916.00
Atmel Corp	5,450	24,378.03	38,972.50
Automatic Data Processing Inc	4,500	94,540.82	256,185.00
Avnet Inc	1,100	25,936.25	33,671.00
Baker Hughes Inc	0	0.00	0.00
Bank of New York Mellon Corp	5,000	23,478.14	128,500.00
Barret Bill Corp	0	0.00	0.00
Barrick Gold Corp	7,000	124,353.45	245,070.00
Belo Corporation	3,050	14,750.75	23,393.50
Brinks Co	500	10,525.00	14,265.00
Brooks Automation Inc	0	0.00	0.00
C A E Inc Com	2,300	10,584.14	23,345.00
Cablevision NY Group CL A	2,000	20,050.71	29,880.00
Cameco Corp	2,150	19,656.55	42,398.00
Canadian Pac	1,400	102,795.71	142,268.00
Cenovus	3,500	100,905.92	117,390.00
ChevronTexaco Corp	4,000	209,468.87	432,560.00
Cincinnati Bell Inc.	8,300	27,337.84	45,484.00
Coca -Cola Co.	3,000	151,651.43	217,500.00
Cognex Corp	600	9,979.50	18,395.05
Colgate Palmolive Co	4,000	133,636.08	418,160.00
Conocophillips	3,500	76,800.28	202,965.00
Cummins Inc	650	5,702.12	70,427.50
Diebold Inc	350	8,851.15	10,713.50
Discovery Communications - A	280	4,923.02	17,774.40
Discovery Communications - C	1,030	13,759.26	60,255.00
Energy Transfer Partners LP	0	0.00	0.00
Exxon Mobil Corp	4,500	137,690.62	389,475.00
Flushing Financial Corp	0	0.00	0.00
Foster Wheeler AG	2,050	45,356.48	49,856.00
Gannett Inc	2,800	37,444.06	50,428.00
General Electric Co	5,000	139,791.67	104,950.00
Gilead Sciences Inc	0	0.00	0.00
Goodrich Company	0	0.00	0.00
Harmonic Inc.	3,200	21,439.84	16,224.00
Helmrich & Payne Incorporated	750	10,727.25	42,007.50
Hexcel Corp New Com	1,200	28,202.04	32,352.00
Iac Interactivecorp	430	6,959.63	20,314.06
Immunogen Inc	850	6,843.92	10,837.50
Intel Corp	10,000	167,187.50	206,200.00
Intermec Inc.	0	0.00	0.00
Interxion Holding NV	700	8,125.95	16,632.00
Ion Geophysical Corp	1,750	24,280.67	11,392.50
Isis Pharmaceuticals	1,650	21,651.45	17,226.00
Janus Cap Group	1,850	14,211.92	15,762.00
JDS Uniphase Corp	1,200	15,618.12	16,200.00
Johnson & Johnson	5,000	178,437.50	350,500.00

.The Achelis Foundation
Schedule of Marketable Securities

	December 31, 2012		
	Shares / Principal	Book Basis	Market Value
Kansas City Southern	600	8,644.88	50,088.00
Lam Resh Corp	1,818	39,428.52	65,684.34
Las Vegas Sands Corp.	1,400	6,331.24	64,624.00
Lazard Ltd	550	20,144.47	16,412.00
Level 3 Communications Inc	1,046	15,521.69	24,173.06
Liberty Media Corp Liberty Capital	250	2,762.60	29,002.50
Lin TV Corp	0	0.00	0.00
LSI Corporation	3,450	13,904.01	24,391.50
Madison Square Garden Inc	325	2,811.46	14,413.75
McDermott Intl	1,000	11,007.00	11,020.00
Micronet Inc	0	0.00	0.00
Meadwestvaco Corp	700	16,987.32	22,309.00
Medicines Co	400	9,376.80	9,588.00
Mosaic Co.	900	35,232.62	50,967.00
Myriad Genetics Inc	1,100	13,985.23	29,975.00
Newmont Mining Corp	3,500	136,327.22	162,540.00
Nii Holdings Inc	1,300	21,388.23	9,269.00
North American Energy Partners	950	9,438.01	3,230.00
Novellus Sys Inc	0	0.00	0.00
Onyx Pharmaceuticals Inc	750	18,770.54	56,647.50
Orient Express Hotels Ltd	3,350	33,805.50	39,161.50
Pall Corporation	850	20,106.84	51,221.00
Pepsico Inc	5,500	128,498.36	376,365.00
Phillips 66	1,750	24,216.43	92,925.00
Precision Castparts Corp	400	6,300.00	75,768.00
Procter & Gamble Co	5,500	168,802.46	373,395.00
Radvision Ltd	0	0.00	0.00
Raymond James Financial Inc	650	13,331.98	25,044.50
RF Micro Devices Inc	4,600	22,774.85	20,608.00
Regeneron Pharmaceuticals Inc	575	10,076.87	98,365.25
Robert Half International Inc	650	19,352.20	20,683.00
Rowan Companies Inc.	0	0.00	0.00
Rowan Companies PLC	800	27,224.00	25,016.00
Royal Caribbean Cruises	1,500	31,468.93	51,000.00
Royal Dutch Shell PLC	3,632	69,359.66	250,426.40
RTI Intl Metals Inc	850	29,990.84	23,426.00
Saks Inc	1,600	21,433.20	16,816.00
Seachange Intl Inc	2,400	18,339.40	23,208.00

The Achelis Foundation
Schedule of Marketable Securities

	December 31, 2012		
	Shares / Principal	Book Basis	Market Value
Seattle Genetics Inc	1,250	13,456.87	28,962.50
Shaw Group Inc	600	19,957.62	27,966.00
Sinclair Broadcast Group Inc	2,250	14,405.88	28,395.00
Sothebys Holdings Inc Class A	750	24,986.70	25,215.00
Stillwater Mng co	2,150	21,401.96	27,477.00
Suncoke Energy Inc	(0)	0.00	0.00
Sunoco Inc	0	0.00	0.00
Telephone and Data Systems	650	15,603.62	14,391.00
TW Telecom Inc	1,400	22,788.77	35,658.00
Trimble Nav Ltd	1,200	33,042.56	71,736.00
Triquint Semiconductor Inc	3,150	14,566.60	15,214.50
Unifi Inc	1,000	18,549.22	13,010.00
Union Pacific Corp	4,500	56,351.42	565,740.00
United Global Inc. Rts	1,232	0.00	0.00
United States Cellular Corp	400	10,785.14	14,096 00
United States Steel Corp	400	19,711.92	9,540.00
Valspar Corp	850	17,769.86	53,040.00
Vishay Intertechnology Inc	1,900	23,606.01	20,197.00
Waddell & Reed Financial Inc	750	10,826.25	26,115.00
Whirlpool Corporation	0	0.00	0.00
Winn-Dixie Stores Inc	0	0.00	0.00
Total Stocks		**3,642,357.07**	**7,749,033.81**

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
M.W. GLOBAL L.P.		
TIFF PARTNERS I L.P.		
TIFF PARTNERS III L.P.	97,513.	97,513.
ENDOWMENT PRIVATE EQUITY PART.	284,410.	284,410.
TIFF SECONDARY PARTNERS I L.P.	465,327.	465,327.
KPP INVESTORS II L.P.	152,935.	152,935.
SNOW CAPITAL INVEST. PARTNER	2,308,517.	2,308,517.
TIFF PARTNERS III	706,718.	706,718.
TIFF SECONDARY PARTNERS 2007	691,536.	691,536.
TIFF SECONDARY PARTNERS 2008	695,360.	695,360.
ABRAMS CAPITAL PARTNERS II	3,319,152.	3,319,152.
REGIMENT CAPITAL	2,789,180.	2,789,180.
NORTHRUN OFFSHORE	2,253,463.	2,253,463.
ASIAN CENTURY QUEST	1,921,180.	1,921,180.
DODGE & COX	3,151,802.	3,151,802.
PERRITT MICRO	3,228,972.	3,228,972.
TIFF SHORT TERM	450,025.	450,025.
VANGUARD	135,829.	135,829.
WCM FOCUSED INT'L GROWTH	2,565,099.	2,565,099.
TIFF SECONDARY PARTNERS 2012	87,616.	87,616.
TIFF SPECIAL OPPORTUNITY FUND	100,862.	100,862.
VANGUARD ST BOND INDEX	1,516,009.	1,516,009.
TOTALS	26,921,505.	26,921,505.

ATTACHMENT 11

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

DESCRIPTION		AMOUNT
UNREALIZED LOSS ON INVESTMENTS		183,577.
	TOTAL	183,577.

THE ACHELIS FOUNDATION 13-6022018

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
JOHN B. KRIEGER 767 THIRD AVENUE NEW YORK, NY 10017	SECRETARY 40.00	61,600.	9,132.	0
SEE ATTACHED SCHEDULE	1-3 HRS/WK	0	0	0
	GRAND TOTALS	61,600.	9,132.	

THE ACHELIS AND BODMAN FOUNDATIONS
767 Third Avenue, 4th Floor
New York, New York 10017-2023

212-644-0322 Fax: 212-759-6510
main@achelis-bodman-fnds.org www.foundationcenter.org/grantmaker/achelis-bodman

Officers

Chairman & CEO	John N. Irwin III
President	Russell P. Pennoyer
Vice President	Peter Frelinghuysen Mary S Phipps
Treasurer	Horace I. Crary, Jr.
Secretary	John B. Krieger

Trustees

Walter J.P. Curley, Jr.

Anthony D. Duke

Leslie Lenkowsky

Tatiana Pouschine

Time Devoted	1 – 3 hours/week
Address	c/o the Foundation
Expense Allowance	None
Compensation	None
Contributions to Employee Benefit Plan	None

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

ATTACHMENT 13

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
MORRIS AND MCVEIGH 767 THIRD AVE. NEW YORK, NY 10017	INVESTMENT	119,687.
TOTAL COMPENSATION		119,687.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

MR. JOHN N. IRWIN,CEO AND TREASURER
767 THIRD AVENUE
NEW YORK, NY 10017
212-644-0322

MR. RUSSELL P. PENNOYER, PRESIDENT
767 THIRD AVENUE
NEW YORK, NY 10017
212-644-0322

MR. JOHN KRIEGER,SR PROGRAM OFFICER
767 THIRD AVENUE
NEW YORK, NY 10017
212-644-0322

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

GRANT REQUESTS SHOULD BE FORWARDED BY LETTER, ONE COPY ONLY, OVER THE SIGNATURE OF AN APPROPRIATE OFFICER. ORGANIZATIONS WITH WHICH THE FOUNDATION MAY NOT BE FAMILIAR WITH SHOULD INCLUDE A STATEMENT OF HISTORY AND PURPOSES, THE SCOPE OF CURRENT ACTIVITIES, THE PROJECT OR PURPOSE FOR WHICH FUNDS ARE SOUGHT AND FINANCIAL DATA AS TO BOTH THE ORGANIZATION AND THE PROPOSAL ITSELF, TOGETHER WITH PROOF OF TAX-EXEMPT STATUS.

ATTACHMENT 15

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

GRANT REQUESTS SHOULD BE FORWARDED BY LETTER, ONE COPY ONLY, OVER THE SIGNATURE OF AN APPROPRIATE OFFICER. ORGANIZATIONS WITH WHICH THE FOUNDATION MAY NOT BE FAMILIAR WITH SHOULD INCLUDE A STATEMENT OF HISTORY AND PURPOSES, THE SCOPE OF CURRENT ACTIVITIES, THE PROJECT OR PURPOSE FOR WHICH FUNDS ARE SOUGHT AND FINANCIAL DATA AS TO BOTH THE ORGANIZATION AND THE PROPOSAL ITSELF, TOGETHER WITH PROOF OF TAX-EXEMPT STATUS.

ATTACHMENT 16

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE FOUNDATION'S ACTIVITIES ARE PRIMARILY CENTERED IN GREATER NEW YORK UNDER THE CURRENT PROGRAM, GRANTS ARE USUALLY NOT AUTHORIZED FOR TRAVEL, PUBLICATIONS, FILMS, OR CONFERENCES. THE FOUNDATION DOES NOT ENGAGE DIRECTLY IN RESEARCH OR EXPERIMENTAL PROJECTS. THE FOUNDATION DOES NOT MAKE LOANS NOR DOES IT MAKE GRANTS TO INDIVIDUALS.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE	NONE 501(C)3	SEE ATTACHED SCHEDULE	1,400,000.
		TOTAL CONTRIBUTIONS PAID	1,400,000.

2012 GRANTS

The Achelis Foundation

Arts and Culture

American Ballet Theatre **$25,000**
New York, New York
General operating support

Central Park Conservancy **$25,000**
New York, New York
General operating support

Jewish Museum **$25,000**
New York, New York
For an exhibition, *Crossing Borders: Medieval Manuscripts from the Bodleian Library*

Lincoln Center Theater **$25,000**
New York, New York
General operating support

Magnum Foundation **$15,000**
New York, New York
For the Legacy Program

Mount Vernon Hotel Museum & Garden **$10,000**
(Fiduciary: Colonial Dames of America)
New York, New York
General operating support

National Lighthouse Museum **$15,000**
Staten Island, New York
To support the start-up of this new museum

New York City Ballet **$25,000**
New York, New York
General operating support

Noble Maritime Collection $5,000
New York, New York
For an exhibition of the Sailors' Snug Harbor Collection

Old Westbury Gardens $25,000
Old Westbury, New York
For phase two of the restoration of the Orchard Hill Barn

Prospect Park Alliance $25,000
Brooklyn, New York
General operating support

School of American Ballet $25,000
New York, New York
General operating support

Wave Hill $15,000
New York, New York
General operating support

Wildlife Conservation Center $125,000
New York, New York
To support the new Ocean Wonders: Sharks! building at the New York Aquarium

Education

Academy for Teachers $15,000
New York, New York
General operating support

Achievement First $50,000
Brooklyn, New York
To support the first-year expenses of the Achievement First Brownsville Middle School

Ascend Learning $50,000
Brooklyn, New York
To support the start-up expenses of the Canarsie Ascend Charter School

Maura Clarke – Ita Ford Center *Brooklyn, New York* General operating support	**$15,000**
Cristo Rey Brooklyn High School *Brooklyn, New York* General operating support	**$25,000**
Futures in Education Foundation *Brooklyn, New York* For scholarships through the Bishop's Scholarship Program	**$50,000**
Harlem Academy *New York, New York* General operating support	**$25,000**
Interschool Orchestras of New York *New York, New York* General operating support	**$15,000**
Launch Expeditionary Learning Charter School *Brooklyn, New York* To support the first-year expenses of this new charter school in Bedford-Stuyvesant	**$50,000**
Marymount Manhattan College *New York, New York* For the Bedford Hills College Program	**$25,000**
Read Alliance *New York, New York* General operating support	**$25,000**
Reading Team *New York, New York* General operating support	**$15,000**
Resources for Children with Special Needs *New York, New York* To support the High School Match pilot program	**$30,000**
Saint Albans School *New York, New York* General operating support	**$15,000**

Shakespeare Society **$25,000**
New York, New York
To support the Education Programs

Student Sponsor Partners **$75,000**
New York, New York
Toward scholarships to students to attend Catholic high schools in New York City ($50,000)
For the College Readiness pilot program ($25,000)

Teach for America New York **$25,000**
New York, New York
General operating support

Employment

Grace Institute **$25,000**
New York, New York
To support an upgrade of the Data Management System

Job Path **$25,000**
New York, New York
To support the Consortium for Customized Employment

Health

Cancer Research Institute **$40,000**
New York, New York
For the Cancer Vaccine Collaborative

Lighthouse International **$15,000**
New York, New York
To support the Music Enrichment Program

Visions/Services for the Blind and Visually Impaired **$25,000**
New York, New York
To support the Financial Education and Workforce Development Program

Youth and Families

Big Brothers Big Sisters of New York City — **$25,000**
New York, New York
To support the Juvenile Justice Mentoring Program

Boys and Girls Harbor — **$25,000**
New York, New York
To support Campaign Elevate

Camp AmeriKids — **$15,000**
Stamford, Connecticut
For the 2012 summer camp

Court Appointed Special Advocates NYC — **$25,000**
New York, New York
General operating support

Exalt Youth — **$25,000**
Brooklyn, New York
General operating support

Presbyterian Senior Services — **$30,000**
New York, New York
To support the Strengthening Grandparent-led Families program

Vernon Avenue Project — **$15,000**
Brooklyn, New York
To support Project Re-Connect

Others

American Society for the Prevention of Cruelty to Animals — **$15,000**
New York, New York
For Hurricane Sandy Response Efforts

City Harvest — **$25,000**
New York, New York
General operating support

Citymeals-on-Wheels *New York, New York* General operating support	**$15,000**
God's Love We Deliver *New York, New York* General operating support	**$15,000**
Guidestar *Williamsburg, Virginia* For the Membership Program	**$2,500**
Holy Apostles Soup Kitchen *New York, New York* General operating support	**$15,000**
Lenox Hill Neighborhood House *New York, New York* General operating support (in memory of Guy Rutherfurd)	**$2,500**
New York Cares *New York, New York* For the Outer Borough Expansion Program ($25,000) For Hurricane Sandy Recovery Programming ($25,000)	**$50,000**
One Stop Senior Services *New York, New York* For the Care Management Program	**$15,000**
Volunteer Referral Center *New York, New York* General operating support	**$10,000**
West Side Campaign Against Hunger *New York, New York* General operating support	**$15,000**
Yorkville Common Pantry *New York, New York* General operating support	**$15,000**

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

ATTACHMENT 18

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INCOME (LOSS)	900001	3,255.	14	1,053,651.	
TOTALS		3,255.		1,053,651.	

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE ACHELIS FOUNDATION C\O MORRIS & MCVEIGH	Employer identification number (EIN) or 13-6022018
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 767 THIRD AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10017	

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-T (corporation)	07
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

- The books are in the care of ▶ THE FOUNDATION

Telephone No ▶ 212 644-0322 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 20 12 or
▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	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	3a	$ 45,000
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.	3b	$ 46,000
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ -0-

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

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

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 THE ACHELIS FOUNDATION C\O MORRIS & MCVEIGH	Employer identification number (EIN) or 13-6022018
	Number, street, and room or suite no If a P O box, see instructions 767 THIRD AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10017	

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 ▶ THE FOUNDATION
  Telephone No ▶ 212 644-0322 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 11/15 , 20 13

5 For calendar year 2012 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

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 ALL THE INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTIVELY REQUEST ADDITIONAL TIME TO COMPLETE THE 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	$ 45,000
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	$ 46,000
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 ▶ Accountants Authorized ~~To Sign Returns~~ Date ▶ AUG 12, 2013

Condon O'Meara McGinty & Donnelly LLP
One Battery Park Plaza, 7th Floor
New York, NY 10004