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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 01-01-2012 , and ending 12-31-2012

Name of foundation
WILLIAM S PALEY FOUNDATION INC
co BENCIVENGA WARD & COMPANY CPAs PC

A Employer identification number
13-6085929

Number and street (or P O box number if mail is not delivered to street address) 420 COLUMBUS AVENUE
Room/suite

B Telephone number (see instructions)
(914) 769-5005

City or town, state, and ZIP code
VALHALLA, NY 10595

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)* ▶$ 120,094,806

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) (see instructions))*

			(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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	448	448		
	4	Dividends and interest from securities	2,602,128	2,602,128		
	5a	Gross rents	722,803	722,803		
	b	Net rental income or (loss) 28,624				
	6a	Net gain or (loss) from sale of assets not on line 10	4,242,282			
	b	Gross sales price for all assets on line 6a 13,804,831				
	7	Capital gain net income (from Part IV, line 2)		4,242,282		
	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)				
	12	**Total.** Add lines 1 through 11	7,567,661	7,567,661		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	50,000	25,000		25,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	3,585	1,792		1,802
	16a	Legal fees (attach schedule)	37,720	18,860		26,154
	b	Accounting fees (attach schedule)	126,530	12,653		113,917
	c	Other professional fees (attach schedule)	740,505	740,505		30,000
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	321,660	29,192		
	19	Depreciation (attach schedule) and depletion	8,605			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	701,746	697,228		4,172
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,990,351	1,525,230		201,045
	25	Contributions, gifts, grants paid	5,043,198			4,850,190
	26	**Total expenses and disbursements.** Add lines 24 and 25	7,033,549	1,525,230		5,051,235
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	534,112			
	b	**Net investment income** (if negative, enter -0-)		6,042,431		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	106,193	67,254	67,254
	2	Savings and temporary cash investments	6,298,597	10,231,340	10,231,340
	3	Accounts receivable ▶ 132,784 Less allowance for doubtful accounts ▶	107,033	132,784	132,784
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	6,488	28,791	28,791
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	60,035,468	64,904,847	64,904,847
	c	Investments—corporate bonds (attach schedule)	23,448,723	23,729,790	23,729,790
	11	Investments—land, buildings, and equipment basis ▶ 1,908,737 Less accumulated depreciation (attach schedule) ▶ 1,103,459	362,304	805,278	21,000,000
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 14,640 Less accumulated depreciation (attach schedule) ▶ 14,640			
	15	Other assets (describe ▶)	48,775		
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	90,413,581	99,900,084	120,094,806
Liabilities	17	Accounts payable and accrued expenses	1,022,153	1,205,823	
	18	Grants payable	2,906,857	3,089,865	
	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 ▶)	58,919,230	64,052,589	
	23	**Total liabilities** (add lines 17 through 22)	62,848,240	68,348,277	
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	27,565,341	31,551,807	
	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 page 17 of the instructions)	27,565,341	31,551,807	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	90,413,581	99,900,084	

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	27,565,341
2	Enter amount from Part I, line 27a	2	534,112
3	Other increases not included in line 2 (itemize) ▶	3	8,573,984
4	Add lines 1, 2, and 3	4	36,673,437
5	Decreases not included in line 2 (itemize) ▶	5	5,121,630
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	31,551,807

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			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	4,242,282
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	4,242,282

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	5,440,297	88,327,794	0 06159
2010	5,032,261	81,657,593	0 06163
2009	4,834,392	72,036,161	0 06711
2008	15,765,007	94,984,184	0 16598
2007	5,318,950	113,146,209	0 04701

2	**Total** of line 1, column (d)	2	0 40331
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 08066
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	92,962,827
5	Multiply line 4 by line 3	5	7,498,661
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	60,424
7	Add lines 5 and 6	7	7,559,085
8	Enter qualifying distributions from Part XII, line 4	8	5,454,039

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	120,849
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	120,849
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	120,849
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	93,147		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	118,147
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	832
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	3,534
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	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		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶LEONARD J BENCIVENGA CPA Telephone no ▶(914) 769-5005

Located at ▶420 COLUMBUS AVENUE SUITE 304 VALHALLA NY ZIP+4 ▶105951382

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		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ 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 page 20 of the instructions)?	1b		No
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ 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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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**	**Yes**	
	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**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		**No**

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
See Additional Data Table				

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 ▶				

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
TWEEDY BROWNE CO 350 PARK AVENUE NEW YORK, NY 10022	ADVISORY & CUSTODY	210,735
GRANT THORNTON LLP 33570 TREASURY CENTER CHICAGO, IL 60694	AUDIT	51,075
BENCIVENGA WARD & COMPANY CPAS 420 COLUMBUS AVENUE SUITE 304 VALHALLA, NY 10595	ACCOUNTING & TAX	75,613
CRAVATH SWAINE & MOOR LLP WORLDWIDE PLAZA 825 EIGHTH AVENUE NEW YORK, NY 10019	LEGAL	106,529
RUANE CUNNIFF & CO 767 FIFTH AVENUE NEW YORK, NY 10153	ADVISORY & CUSTODY	456,852
Total number of others receiving over $50,000 for professional services. . . . . ▶		

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	
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	
2	
All other program-related investments See page 24 of the instructions 3	
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	94,075,508
b	Average of monthly cash balances	1b	302,997
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	94,378,505
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	
3	Subtract line 2 from line 1d	3	94,378,505
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,415,678
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	92,962,827
6	**Minimum investment return.** Enter 5% of line 5	6	4,648,141

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	4,648,141
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 120,849		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	120,849
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,527,292
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,527,292
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	4,527,292

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	5,051,235
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	402,804
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	5,454,039
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,454,039

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					4,527,292
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.	11,143,388				
c From 2009.	1,271,705				
d From 2010.	1,062,371				
e From 2011.	1,092,188				
f Total of lines 3a through e.		14,569,652			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 5,454,039					
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).		0			
d Applied to 2012 distributable amount.					4,527,292
e Remaining amount distributed out of corpus		926,747			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		15,496,399			
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					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
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		15,496,399			
10 Analysis of line 9					
a Excess from 2008. . . .	11,143,388				
b Excess from 2009. . . .	1,271,705				
c Excess from 2010. . . .	1,062,371				
d Excess from 2011. . . .	1,092,188				
e Excess from 2012. . . .	926,747				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

PATRICK S GALLAGHER
420 COLUMBUS AVENUE SUITE 304
VALHALLA,NY 105951382

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

NO PARTICULAR FORM REQUIRED, BUT FULL FINANCIAL INFORMATION SHOULD BE DISCLOSED

c Any submission deadlines

NONE

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

UNDER THE PROVISION OF THE FOUNDATION'S CHARTER, NO GRANTS MAY BE MADE TO INDIVIDUALS

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* See Additional Data Table				
Total . . . . ▶ **3a**				4,850,190
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				3,084,865

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	448	
4 Dividends and interest from securities			14	2,602,128	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	28,624	
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	4,242,282	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				6,873,482	

13 Total. Add line 12, columns (b), (d), and (e) 13 6,873,482

(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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-11-11 | ******

Signature of officer or trustee | Date | Title

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
Leonard J Bencivenga CPA	Leonard J Bencivenga CPA			P00116788

Firm's name ▶ Bencivenga Ward & Company CPAs PC

Firm's EIN ▶

Firm's address ▶ 420 Columbus Avenue Suite 304 Valhalla, NY 105951382

Phone no (914) 769-5005

Form 990PF Part VIII Line 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
GEORGE J GILLESPIE III 420 COLUMBUS AVENUE SUITE 304 VALHALLA, NY 10595	Director 1 00	0		
DANIEL L MOSLEY 420 COLUMBUS AVENUE SUITE 304 VALHALLA, NY 10595	TREAS&SEC/DIR 1 00	0		
WILLIAM C PALEY 420 COLUMBUS AVENUE SUITE 304 VALHALLA, NY 10595	VICE PRES/DIR 1 00	0		
HENRY A KISSINGER 420 COLUMBUS AVENUE SUITE 304 VALHALLA, NY 10595	CHAIRMAN/DIR 1 00	0		
PATRICK S GALLAGHER 420 COLUMBUS AVENUE SUITE 304 VALHALLA, NY 10595	Executive Direc 5 00	50,000		

Form 990PF Part XV Line 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*				
SO OTHERS MAY EAT 71 O STREET NW WASHINGTON,DC 20001	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000
WEST HILL POND ASSOCIATION 29 WHITE PINE LANE WEST HARTFORD,CT 06107	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000
UNIVERSITY OF ST JOSEPH 1678 ASYLUM AVENUE WEST HARTFORD,CT 06117	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,500
FRIENDS OF VIRGIN ISLAND NATIONAL P PO BOX 811 ST JOHNS,ST JOHNS 00831 VQ	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET 11TH FLOOR NEW YORK,NY 10168	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000
THE PALEY CENTER FOR MEDIA 25 WEST 52ND STREET NEW YORK,NY 10019	NONE	PUBLIC	GENERAL PROGRAM	403,127
DOMUS FOUNDATION 83 LOCKWOOD AVENUE STAMFORD,CT 06902	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000
COLUMBIA UNIVERSITY 475 RIVERSIDE DRIVE NEW YORK,NY 10015	NONE	PUBLIC	DEPT OF OPHTHALMOLOGY	5,000
THELONIOUS MONK INSTITUTE 5225 WISCONSIN AVENUE NW SUITE 605 WASHINGTON,DC 20015	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000
DRUG POLICY ALLIANCE 925 15TH STREET NW 2ND FLOORT WASHINGTON,DC 20005	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000
BOYS GIRLS CLUB OF GREENWICH 4 HORSENECK LANE GREENWICH,CT 06830	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000
PORTLAND MUSEUM OF ART SEVEN CONGRESS SQUARE PORTLAND,ME 04101	NONE	PUBLIC	ANNUAL FUND	25,000
JEFFERSON SCHOLARS FOUNDATION P O BOX 3446 CHARLOTTESVILLE,VA 22903	NONE	PUBLIC	STANLEY G MORTIMER II SCHOLARSHIP	10,000
THE CENTER FOR DESIGN STUDY 400 TRABERT AVENUE ATLANTA,GA 30309	NONE	PUBLIC	SAVE LOU'S WALL	25,000
DC CENTRAL KITCHEN 425 2ND STREET NW WASHINGTON,DC 20001	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000

Form 990PF Part XV Line 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*				
GREENWICH LIBRARY 101 WEST PUTNAM AVENUE GREENWICH, CT 06830	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,500
GREENWICH EMERGENCY MEDICAL SERVICE 111 EAST PUTNAM RIVERSIDE, CT 06878	NONE	PUBLIC	GENERAL OPERATING SUPPORT	2,500
NORTHWEST CENTER FOR THE ARTS 68 MAIN STREET TORRINGTON, CT 06790	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000
THE PALEY CENTER FOR MEDIA 25 WEST 52ND STREET NEW YORK, NY 10019	NONE	PUBLIC	PALEY TELEVISION FESTIVAL	500,000
YALE SCHOOL OF MEDICINE 333 CEDAR STREET NEW HAVEN, CT 06510	NONE	PUBLIC	DYSLEXIA PROGRAM	5,000
THE PALEY CENTER FOR MEDIA 25 WEST 52ND STREET NEW YORK, NY 10019	NONE	PUBLIC	DIGITIZATION	47,063
WASHINGTON PROJECT FOR THE ART 500 SEVENTEENTH STREET NW WASHINGTON, DC 20006	NONE	PUBLIC	GENERAL PROGRAM	5,000
OXFORD HOUSE 1010 WAYNE AVENUE SILVER SPRING, MD 20910	NONE	PUBLIC	GENERAL PROGRAM	5,000
NATIONAL CTR ON ADDICTION 633 THIRD AVENUE NEW YORK, NY 10017	NONE	PUBLIC	GENERAL PROGRAM	15,000
THE PALEY CENTER FOR MEDIA 25 WEST 52ND STREET NEW YORK, NY 10019	NONE	PUBLIC	GENERAL PROGRAM	1,000,000
THE PALEY CENTER FOR MEDIA 25 WEST 52ND STREET NEW YORK, NY 10019	NONE	PUBLIC	GENERAL PROGRAM	2,100,000
THE MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019	NONE	PUBLIC	GENERAL PROGRAM	110,000
THE METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	PUBLIC	GENERAL PROGRAM	5,000
MADISON SQ BOYS GIRLS CLUB 250 FIFTH AVENUE NEW YORK, NY 10118	NONE	PUBLIC	GENERAL PROGRAM	12,500
LEGAL ACTION CENTER 153 WAVERLY PLACE NEW YORK, NY 10014	NONE	PUBLIC	GENERAL PROGRAM	10,000

Form 990PF Part XV Line 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*				
THE JERUSALEM FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	NONE	PUBLIC	PALEY ART CENTER	75,000
CLEAN SOBER STREETS INC P O BOX 77114 WASHINGTON, DC 20013	NONE	PUBLIC	GENERAL PROGRAM	5,000
THE GREENPARK FOUNDATION 420 COLUMBUS AVENUE SUITE 304 VALHALLA, NY 10595	COMMON DIRECTORS	PRIV	PALEY PARK - PROGRAM SUPPORT	425,000
Total . . . . ▶ **3a**				4,850,190

Form 990PF Part XV Line 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
b *Approved for future payment*				
THE METROPOLITAN MUSEUM OF ART1000 FIFTH AVENUE NEW YORK, NY 10018	NONE	PUBLIC	GENERAL PROGRAM	10,000
THE PALEY CENTER FOR MEDIA25 WEST 52ND STREET NEW YORK, NY 10019	NONE	PUBLIC	PCM AWARDS	59,865
TULANE UNIVERSITY218 GIBSON HALL NEW ORLEANS, LA 70118	NONE	PUBLIC	HISTORY PROFESSOR SUPPORT	20,000
THE MUSEUM OF MODERN ART11 WEST 53RD STREET NEW YORK, NY 10019	NONE	PUBLIC	GENERAL OPERATING SUPPORT	110,000
THE JERUSALEM FOUNDATION60 EAST 42ND STREET NEW YORK, NY 10165	NONE	PUBLIC	PALEY ART CENTER	75,000
THE PALEY CENTER FOR MEDIA25 WEST 52ND STREET NEW YORK, NY 10019	NONE	PUBLIC	GENERAL PROGRAM	300,000
THE PALEY CENTER FOR MEDIA25 WEST 52ND STREET NEW YORK, NY 10019	NONE	PUBLIC	GENERAL PROGRAM	2,000,000
THE PALEY CENTER FOR MEDIA25 WEST 52ND STREET NEW YORK, NY 10019	NONE	PUBLIC	PALEY TELEVISION FESTIVAL	500,000
JEFFERSON SCHOLARS FOUNDATIONPO BOX 3446 CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	STANLEY G MORTIMER II SCHOLARSHIP	10,000
Total . . . . ▶ **3b**				3,084,865

TY 2012 Accounting Fees Schedule

Name: WILLIAM S PALEY FOUNDATION INC
co BENCIVENGA WARD & COMPANY CPAs PC

EIN: 13-6085929

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX & ACCOUNTING	80,930	8,093	0	72,877
AUDIT	45,600	4,560	0	41,040

TY 2012 Contractor Compensation Explanation

Name: WILLIAM S PALEY FOUNDATION INC
co BENCIVENGA WARD & COMPANY CPAs PC

EIN: 13-6085929

Software ID: 12000229

Software Version: 2012v2.0

Contractor	Explanation
TWEEDY BROWNE CO	
RUANE CUNNIFF & CO	
GRANT THORNTON LLP	
CRAVATH SWAINE & MOOR LLP	
BENCIVENGA WARD & COMPANY CPAS	

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

TY 2012 Depreciation Schedule

Name: WILLIAM S PALEY FOUNDATION INC
co BENCIVENGA WARD & COMPANY CPAs PC

EIN: 13-6085929

Software ID: 12000229

Software Version: 2012v2.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LOCAL LAW 11 IMPROVEMENTS	2012-07-01	96,081		91	30 0000	1,601			
ELEVATOR IMPROVEMENTS	2012-10-01	355,498		91	30 0000	2,962			
CARPETING 5TH FLOOR	2009-09-02	2,812	938	91	7 0000	402			
BUILDING IMPROVEMENTS	2008-07-01	3,035	1,519	91	7 0000	434			
PHOTOLUMINESCE	2006-05-31	10,798	7,715	91	7 0000	1,543			
ARCHITECT	2006-09-28	7,655	7,272	91	5 0000	383			
ARCHITECT	2006-05-31	2,500	2,208	91	5 0000	292			
BUILIDING IMPROVEMENTS	2006-09-28	29,650	4,940	91	30 0000	988			

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TY 2012 General Explanation Attachment

Name: WILLIAM S PALEY FOUNDATION INC
co BENCIVENGA WARD & COMPANY CPAs PC

EIN: 13-6085929

Software ID: 12000229

Software Version: 2012v2.0

Identifier	Return Reference	Explanation
		STATEMENT 19FORM 990PF, PART VII-B, LINE 5CEXEMPTION FROM TAX ON TAXABLE EXPENDITURESDurıng 2012, the Foundatıon made a grant of $425,000 to The Greenpark Foundatıon, Inc (Greenpark, Federal ID# 13-6155738) Greenpark ıs a prıvate operatıng foundatıon and has as ıts sole purpose the ow nershıp, operatıon, and maıntenance of a park open to the publıc The offıcers and dırectors of Greenpark are also offıcers/dırectors of the Foundatıon As such they are under common control Durıng 2012, Greenpark used the grant paıd to ıt by the Foundatıon for the operatıon and maıntenance of the park In addıtıon, Greenpark treated none of the grant as a qualıfyıng dıstrıbutıon on ıts tax return for 2012 (Form 990PF), thereby allow ıng the grant of $425,000 to be treated as a qualıfyıng dıstrıbutıon by the Foundatıon Due to the common control of Greenpark and the foundatıon, the foundatıon has not formalızed pre-grant and post-grant letters It belıeves the Requırements of IRS Reg 53 4945-5(d) are satısfıed by the ındıcıa of common control of the grantor and grantee

Identifier	Return Reference	Explanation
		STATEMENT 18FORM 990PF, PART II, LINE 22OTHER LIABILITIESFUNDS HELD FOR THE BENEFITS OF OTHERSTHE PALEY CENTER FOR MEDIA25 WEST 52ND STREETNEW YORK, NY 10019 $48,659,515THE GREENPARK FOUNDATION, INCC/O BENCIVENGA WARD & COMPANY, CPAS, PC420 COLUMBUS AVENUE, SUITE 304VALHALLA, NY 10595 $15,359,375TOTAL $64,018,890

TY 2012 Investments Corporate Bonds Schedule

Name: WILLIAM S PALEY FOUNDATION INC
co BENCIVENGA WARD & COMPANY CPAs PC

EIN: 13-6085929

Software ID: 12000229

Software Version: 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JPM CORE BOND FD - SEL	151,381	151,381
VANGUARD FI SEC F INTR RFM CP PRT	45,754	45,754
RIDGEWORTH INTERMEDIATE BOND FUND	1,089,229	1,089,229
PIMCO TOTAL RETURN FUND	309,329	309,329
JP MORGAN TOTAL RETURN FUND	5,198,067	5,198,067
JP MORGAN STRATEGIC INCOME	1,095,804	1,095,804
JP MORGAN HIGH YIELD BOND FUND	845,719	845,719
HARBOR HIGH YIELD BOND FUND	433,522	433,522
EATON VANCE MUTUAL FUNDS	663,854	663,854
JP MORGAN SHORT TERM BOND FUND	2,045,187	2,045,187
TWEEDY BROWNE GLOBAL VALUE FUND	11,851,944	11,851,944

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TY 2012 Investments Corporate Stock Schedule

Name: WILLIAM S PALEY FOUNDATION INC
co BENCIVENGA WARD & COMPANY CPAs PC

EIN: 13-6085929

Software ID: 12000229

Software Version: 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TIFFANY & CO	281,998	281,998
PIRELLI & C SPA	1,387,162	1,387,162
PHILLIPS 66	222,170	222,170
NOVOZYMES A/S-B SHARES	334,378	334,378
JACOBS ENGINEERING GROUP INC	279,557	279,557
HSBC HOLDINGS PLC	259,937	259,937
HALLIBURTON CO	334,585	334,585
CORNING INC		
WATERS CORP	481,948	481,948
TRIMBLE NAVIGATION LTD	42,683	42,683
TOTAL SA	557,547	557,547
SMA SOLAR TECHNOLOGY AG	4,261	4,261
WORLD FUEL SERVICE CORP	623,231	623,231
WELLS FARGO	964,901	964,901
VISA INC	772,300	772,300
VALENT PHARAMACEUTICALS	8,340,605	8,340,605
PERRIGO CO	685,038	685,038
INTERNATIONAL BUSINESS MACHINES	1,163,283	1,163,283
HISCOX LTD	578,419	578,419
GOOGLE INC	1,506,719	1,506,719
GOLDMAN SACHS GROUP INC	719,949	719,949
CRODA INTERNATIONAL PLC	586,010	586,010
COSTCO WHOLESALE CORP	992,237	992,237
BAXTER INTERNATIONAL	495,950	495,950
BANK OF NEW YORK MELLON CORP	684,520	684,520
QINETIQ GROUP PLC	865,830	865,830
CANADIAN NATURAL RESOURCES LTD	74,138	74,138
MASTERCARD INC	46,672	46,672
IMI PLC	508,953	508,953
PRECISION CASTPARTS CORP	2,390,480	2,390,480

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PRAXAIR INC	666,441	666,441
PHILIP MORRIS INTERNATIONAL		
OMNICOM GROUP INC	611,660	611,660
JOHNSON & JOHNSON	956,865	956,865
BECTON DICKINSON & CO		
ADVANCED AUTO PARTS, INC	1,843,044	1,843,044
HENRY SCHEIN INC	85,647	85,647
3M CO	458,679	458,679
IFI-ISTITUTO FINANZIARIO IND	1,578	1,578
UNION PACIFIC CORP	743,005	743,005
RICHIE BROTHERS AUCTIONEERS INC	281,869	281,869
EMERSON ELECTRIC CO	314,318	314,318
DEVON ENERGY CORP	550,843	550,843
FIRST SOLAR INC	15,150	15,150
CONOCO PHILLIPS	485,376	485,376
AVATAR HOLDINGS INC		
EXOR SPA	11,254	11,254
ROLLS ROYCE GROUP PLC	1,987,824	1,987,824
NORFOLK SOUTHERN CORP	66,169	66,169
EXOR RSP	883	883
EMCOR GROUP INC	222,335	222,335
UNIFIRST CORP	608,409	608,409
COCA COLA FEMSE		
TARGET		
CISCO SYSTEMS INC	361,640	361,640
AMPHENOL CORP		
WAL MART STORES INC	398,259	398,259
UNILEVER N V	800,393	800,393
UNILEVER PLC A/D/R	116,160	116,160
TJX COMPANIES INC	5,217,105	5,217,105

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NOVARTIS A G A/D/R	1,059,579	1,059,579
NESTLE S A A/D/R	1,171,495	1,171,495
NATIONAL WESTERN LIFE INSURANCE	289,768	289,768
MOHAWK INDUSTRIES	973,186	973,186
IDEXX LABORATORIES, INC	1,745,846	1,745,846
HEINEKEN N V	896,554	896,554
GLAXOSMITHKLINE PLC	244,301	244,301
FASTENAL CORP	3,357,914	3,357,914
DIAGEO PLC	1,139,803	1,139,803
DANAHER CORP	1,319,240	1,319,240
SIRONA DENTAL SYSTEMS INC	157,927	157,927
COMCAST CORP	579,677	579,677
COCA COLA CO.	406,000	406,000
BROWN & BROWN, INC	359,113	359,113
BERKSHIRE HATHAWAY, INC	5,818,973	5,818,973
AMERICAN NATIONAL INSURANCE COMPANY	112,064	112,064
AMERICAN EXPRESS CO	1,955,125	1,955,125
AKZO NOBEL N V A/D/R	327,915	327,915

TY 2012 Investments - Land Schedule

Name: WILLIAM S PALEY FOUNDATION INC
co BENCIVENGA WARD & COMPANY CPAs PC

EIN: 13-6085929

Software ID: 12000229

Software Version: 2012v2.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Miscellaneous	10,155	10,155		
Land	330,446		330,446	20,525,168
Improvements	1,177,883	704,591	473,292	473,292
Buildings	379,455	379,455		
Furniture and Fixtures	10,798	9,258	1,540	1,540

TY 2012 Land, Etc. Schedule

Name: WILLIAM S PALEY FOUNDATION INC
co BENCIVENGA WARD & COMPANY CPAs PC

EIN: 13-6085929

Software ID: 12000229

Software Version: 2012v2.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	14,640	14,640		

TY 2012 Legal Fees Schedule

Name: WILLIAM S PALEY FOUNDATION INC
co BENCIVENGA WARD & COMPANY CPAs PC
EIN: 13-6085929
Software ID: 12000229
Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATION	37,720	18,860	0	26,154

TY 2012 Other Decreases Schedule

Name: WILLIAM S PALEY FOUNDATION INC
co BENCIVENGA WARD & COMPANY CPAs PC

EIN: 13-6085929

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
NET CHANGE FOR PALEY CENTER FOR MEDIA ENDOWMENT	3,429,210
NET CHANGE FOR GREENPARK ENDOWMENT	1,692,420

TY 2012 Other Expenses Schedule

Name: WILLIAM S PALEY FOUNDATION INC
co BENCIVENGA WARD & COMPANY CPAs PC

EIN: 13-6085929

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Rental Expenses	694,179	694,179		
PAYROLL PROCESSING FEES	720			
OFFICE SUPPLIES & OTHER EXP	4,173	2,087		2,460
GENERAL INSURANCE	1,924	962		962
FILING FEES	750			750

TY 2012 Other Liabilities Schedule

Name: WILLIAM S PALEY FOUNDATION INC
co BENCIVENGA WARD & COMPANY CPAs PC

EIN: 13-6085929

Software ID: 12000229

Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value
SEE STATEMENT #18	58,897,261	64,018,890
SECURITY DEPOSITS	21,969	33,699

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TY 2012 Other Professional Fees Schedule

Name: WILLIAM S PALEY FOUNDATION INC
co BENCIVENGA WARD & COMPANY CPAs PC

EIN: 13-6085929

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN EXCHANGE	478	478	0	0
CUSTODY FEES	740,027	740,027	0	0
ADMINISTRATION		0	0	30,000

TY 2012 Taxes Schedule

Name: WILLIAM S PALEY FOUNDATION INC
co BENCIVENGA WARD & COMPANY CPAs PC

EIN: 13-6085929

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	29,192	29,192		
EXCISE TAX - DEFERRED	171,480			
EXCISE TAX - CURRENT	120,988			