



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



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 HOWARD BAYNE FUND C/O SIMPSON THACHER & BARTLETT LLP		A Employer identification number 13-6100680	
Number and street (or P O box number if mail is not delivered to street address) 425 LEXINGTON AVENUE		B Telephone number (see instructions) (212) 455-2000	
City or town, state, and ZIP code NEW YORK, NY 100173909		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 14,620,309	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	619	619		
	4 Dividends and interest from securities.	288,923	288,923		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	155,634			
	b Gross sales price for all assets on line 6a _____ 2,410,485				
	7 Capital gain net income (from Part IV, line 2)		155,634		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 5,866	5,866		
	12 Total. Add lines 1 through 11	451,042	451,042		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	 20,597	5,149		15,448
	b Accounting fees (attach schedule)	 11,350	5,675		5,675
	c Other professional fees (attach schedule)	 92,716	92,716		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 23,558	3,029		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 2,456	1,491		965
	24 Total operating and administrative expenses. Add lines 13 through 23	150,677	108,060		22,088
	25 Contributions, gifts, grants paid	700,000			700,000
	26 Total expenses and disbursements. Add lines 24 and 25	850,677	108,060		722,088
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-399,635			
	b Net investment income (if negative, enter -0-)		342,982		
	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)

Assets	1	Cash—non-interest-bearing	4,638	515	515
	2	Savings and temporary cash investments	527,641	492,055	492,055
	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 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			
	10a	Investments—U S and state government obligations (attach schedule)	2,346,987	 1,548,233	1,557,471
	b	Investments—corporate stock (attach schedule)	8,278,323	 8,835,366	11,034,656
	c	Investments—corporate bonds (attach schedule).	1,254,518	 1,514,407	1,534,214
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	364,473		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	 15,041	 1,398	 1,398	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	12,791,621	12,391,974	14,620,309	
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	8,609,072	8,609,072	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	4,182,549	3,782,902	
	30	Total net assets or fund balances (see page 17 of the instructions)	12,791,621	12,391,974	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	12,791,621	12,391,974	

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	12,791,621
2	Enter amount from Part I, line 27a	2	-399,635
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	12,391,986
5	Decreases not included in line 2 (itemize) ▶  _____	5	12
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,391,974

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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 See Additional Data Table			
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	155,634
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	

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	674,744	14,847,048	0 045446
2010	727,308	14,067,255	0 051702
2009	826,880	13,408,134	0 061670
2008	881,703	16,225,475	0 054341
2007	818,323	18,253,282	0 044832

2	Total of line 1, column (d).	2	0 257991
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 051598
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	14,618,207
5	Multiply line 4 by line 3.	5	754,270
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,430
7	Add lines 5 and 6.	7	757,700
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	722,088

Part VIExcise 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	6,860
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	6,860
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	6,860
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	18,300	
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	18,300
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	11,440
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 11,440	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		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)?			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 ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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)*

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 ▶SIMPSON THACHER BARTLETT LLP Telephone no ▶(212) 455-2000 Located at ▶425 LEXINGTON AVENUE NEW YORK NY ZIP +4 ▶100173909			
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		
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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		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		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
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		
	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		

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.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
U S TRUST BANK OF AMERICA PRIVATE WEALTH	ASSET FEES	75,535
114 WEST 47TH STREET		
NEW YORK, NY 100361510		
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	
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.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	13,871,980
b	Average of monthly cash balances.	1b	960,619
c	Fair market value of all other assets (see instructions).	1c	8,220
d	Total (add lines 1a, b, and c).	1d	14,840,819
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	14,840,819
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	222,612
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,618,207
6	Minimum investment return. Enter 5% of line 5.	6	730,910

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	730,910
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	6,860
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,860
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	724,050
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	724,050
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	724,050

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	722,088
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	722,088
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	722,088
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				724,050
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			631,302	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 722,088				
a Applied to 2011, but not more than line 2a			631,302	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				90,786
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				633,264
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary 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 of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	700,000
b <i>Approved for future payment</i>				
Total			3b	0

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	619	
4	Dividends and interest from securities.			14	288,923	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	155,634	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a ORDINARY GAIN ON FOREIGN CURRENCY _____			01	5,866	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e).		0		451,042	0
13	Total. Add line 12, columns (b), (d), and (e).					

[illegible]

Part XVII

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

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?

	Yes	No
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

checked

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.

Signature of officer or trustee

2013-06-20

Title

May the IRS discuss this return with the preparer shown below (see instr)?

checked

Yes

No

Paid Preparer Use Only

Print/Type preparer's name

MARTIN GREIF

Preparer's Signature

MARTIN GREIF

Date

Check if self-employed

checked

PTIN

P00029738

Firm's name

MCGLADREY LLP

1185 AVENUE OF THE AMERICAS

Firm's address

NEW YORK, NY 100362602

Firm's EIN

42-0714325

Phone no

(212) 372-1000

Form 990-PF (2012)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BESSEMER TRUST - PUBLICLY TRADED SECURITIES		2012-12-31	2012-12-31
BESSEMER TRUST - PUBLICLY TRADED SECURITIES		2012-12-31	2012-12-31
US TRUST - PUBLICLY TRADED SECURITIES		2012-12-31	2012-12-31
US TRUST - PUBLICLY TRADED SECURITIES		2012-12-31	2012-12-31
SECURITIES LITIGATION	P	2012-12-31	2012-12-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
413,538		388,259	25,279
245,589		224,491	21,098
263,593		273,901	-10,308
1,426,500		1,368,200	58,300
1,374			1,374
59,891			59,891

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			25,279
			21,098
			-10,308
			58,300
			1,374
			59,891

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
MS DIANA DE VEGH	DIRECTOR 0 25	0	0	0
C/O SIMPSON THACHER BARTLETT LLP 425 LEXINGTON AVE NEW YORK,NY 10017				
MR PIERRE J DE VEGH	DIRECTOR 0 25	0	0	0
C/O SIMPSON THACHER BARTLETT LLP 425 LEXINGTON AVE NEW YORK,NY 10017				
MS DAISY PARADIS	DIRECTOR/VICE PRESIDENT 0 25	0	0	0
C/O SIMPSON THACHER BARTLETT LLP 425 LEXINGTON AVE NEW YORK,NY 10017				
MR GURDON B WATTLES	DIRECTOR/PRESIDENT 0 25	0	0	0
C/O SIMPSON THACHER BARTLETT LLP 425 LEXINGTON AVE NEW YORK,NY 10017				
MS ELIZABETH W WILKES	DIRECTOR 0 25	0	0	0
C/O SIMPSON THACHER BARTLETT LLP 425 LEXINGTON AVE NEW YORK,NY 10017				
MS VICTORIA BJORKLUND	SECRETARY/TREASURER, RESIGNED 12/31/12 0 25	0	0	0
C/O SIMPSON THACHER BARTLETT LLP 425 LEXINGTON AVE NEW YORK,NY 10017				
MR GURDON S WATTLES	DIRECTOR 0 25	0	0	0
C/O SIMPSON THACHER BARTLETT LLP 425 LEXINGTON AVE NEW YORK,NY 10017				
MR ALEXANDER B WATTLES	DIRECTOR 0 25	0	0	0
C/O SIMPSON THACHER BARTLETT LLP 425 LEXINGTON AVE NEW YORK,NY 10017				
MR DAVID A SHEVLIN	SECRETARY/TREASURER, STARTS 12/31/12 0 25	0	0	0
C/O SIMPSON THACHER BARTLETT LLP 425 LEXINGTON AVE NEW YORK,NY 10017				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
ARTS PO BOX 230175 NEWYORK,NY 10023	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	2,500
ALEX FOUNDATION 415 SOUTH STREET WATHAM,MA 02454	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	2,000
ALI AKBAR COLLEGE OF MUSIC 215 WEST END AVENUE SAN RAFAEL,CA 94901	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	29,000
AMERICAN CANCER SOCIETY 2 LYON PLACE WHITE PLAINS,NY 10601	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	2,000
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH STREET NEWYORK,NY 10024	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,200
ASSOCIATION ON AMERICAN INDIAN AFFAIRS INC PO BOX 268 SISSETON,SD 57262	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	800
AUDUBON SOCIETY OF RHODE ISLAND 12 SANDERSON ROAD SMITHFIELD,RI 02917	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	14,000
BANK STREET COLLEGE OF EDUCATION 610 WEST 112TH STREET NEWYORK,NY 10025	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	5,000
BARD COLLEGE PO BOX 5000 ANNANDALEONHUDSON,NY 12504	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,000
BROOKLYN ACADEMY OF MUSIC 30 LAFAYETTE AVENUE BROOKLYN,NY 11217	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	11,000
CANCER RESEARCH FUND OF DAMON RUNYON-WALTER WINCHELL FOUNDATION ONE EXCHANGE PLAZA 55 BROADWAY SUITE 302 NEWYORK,NY 10006	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	3,000
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET 8TH FLOOR NEWYORK,NY 10022	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	2,500
CHAPEL HILL CARRBORO PUBLIC SCHOOL FOUNDATION PO BOX 877 CARRBORO,NC 27510	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	2,000
CHARLTON MEMORIAL HOSPITAL FALL RIVER SITE OF SOUTHCOAST HOSPITALS GROUP 101 PAGE STREET NEWBEDFORD,MA 02740	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	4,500
COLORADO ROCKY MOUNTAIN SCHOOL 1493 COUNTY RD 106 CARBONDALE,CO 81623	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	3,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CONSERVATION LAW FOUNDATION 55 DORRANCE STREET PROVIDENCE,RI 02903	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	5,000
CORNELL UNIVERSITY 55 BROWN ROAD ITHACA,NY 14850	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	6,000
CREATIVE ARTS WORKSHOP 80 AUDUBON STREET NEW HAVEN,CT 06510	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	700
CROSSROADS RHODE ISLAND 160 BROAD STREET PROVIDENCE,RI 02903	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	3,500
DANA HALL SCHOOL 45 DANA ROAD PO BOX 9010 WELLESLEY,MA 024829010	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,000
DENISON UNIVERSITY PO BOX D GRANVILLE,OH 43023	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	7,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE NEW YORK,NY 10001	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	17,500
DOGS AND CATS FOREVER INC 9550 CARLTON ROAD PORT ST LUCIE,FL 34987	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,000
DUKE UNIVERSITY PO BOX 3802 DURHAM,NC 27710	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	5,000
EAGLE HILL FOUNDATION OF MASS INC PO BOX 116 HARDWICK,MA 010370116	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	2,600
EAGLE HILL SCHOOL 45 GLENVILLE ROAD GREENWICH,CT 06830	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	2,000
EARTH CELEBRATIONS INC 20 EAST 9TH STREET SUITE 16E NEW YORK,NY 10003	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	4,000
FAR BROOK SCHOOL 52 GREAT HILLS ROAD SHORT HILLS,NJ 07078	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	600
FLORIDA OCEANOGRAPHIC SOCIETY 890 NE OCEAN BLVD STUART,FL 34996	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	500
GETTING THE WORD OUT INC 36 CHURCH STREET SARANAC LAKE,NY 12983	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	4,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
GOD'S LOVE WE DELIVER INC 166 6TH AVENUE NEW YORK,NY 10013	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	2,000
GOUCHER COLLEGE 1021 DULANEY VALLEY ROAD BALTIMORE,MD 21204	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	3,000
GREEN GUERILLAS 307 7TH AVENUE ROOM 1601 NEW YORK,NY 10001	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	4,000
GREENLOCK THERAPEUTIC RIDING CENTER INC 55 SUMMER STREET REHOBOTH,MA 02769	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,000
HACKETTSTOWN COMMUNITY HOSPITAL 651 WILLOW GROVE STREET HACKETTSTOWN,NJ 07840	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	500
HARBOR BRANCH OCEANOGRAPHIC INSTITUTION 5600 US 1 N FORT PIERCE,FL 34946	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	500
HIDDEN HARBOR MARINE ENVIRONMENTAL PROJECT 2396 OVERSEAS HIGHWAY MARATHON,FL 33050	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,000
HIGH HOPES THERAPEUTIC RIDING 36 TOWN WOODS ROAD PO BOX 254 OLD LYME,CT 06371	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,400
HIGH MOWING SCHOOL ABBOT HILL ROAD WILTON,NH 03086	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,400
INTERNATIONAL RESCUE COMMITTEE INC 122 EAST 42ND STREET NEW YORK,NY 10168	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	17,500
JUDSON MEMORIAL CHURCH 55 WASHINGTON SQUARE SOUTH NEW YORK,NY 100121018	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	5,000
LENOX HILL NEIGHBORHOOD HOUSE 331 EAST 70TH STREET NEW YORK,NY 10021	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	3,000
LITTLE COMPTON HISTORICAL SOCIETY PO BOX 577 L COMPTON,RI 02837	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,800
LONG RIDGE SCHOOL 478 ERSKINE ROAD STAMFORD,CT 06903	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	17,500
LOOMIS CHAFFEE SCHOOL 4 BATCHELDER ROAD WINDSOR,CT 06095	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	8,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
LOTUS FINE ARTS 109 WEST 27TH STREET 8TH FLOOR NEW YORK,NY 10001	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	32,000
METROPOLITAN MUSEUM OF ART FIFTH AVENUE AT 82ND STREET NEW YORK,NY 10028	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	4,800
MORGAN LIBRARY & MUSEUM 225 MADISON AVENUE NEW YORK,NY 100363405	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	3,000
MUSICA MARIS 215 BUCKLIN STREET PROVIDENCE,RI 02907	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	3,000
MYSTIC SEAPORT MUSEUM 75 GREENMANVILLE AVENUE MYSTIC,CT 06355	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,800
NAACP LEGAL DEFENSE AND EDUCATION FUND INC 99 HUDSON STREET SUITE 1600 NEW YORK,NY 10013	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	800
NATIONAL AUDUBON SOCIETY 159 SAPSUCKER WOODS ROAD ITHACA,NY 14850	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,000
NATIONAL DANCE INSTITUTE 217 WEST 147TH STREET NEW YORK,NY 10039	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	5,000
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DRIVE RESTON,VA 201905362	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	2,000
NEW HAVEN SYMPHONY ORCHESTRA 70 AUDUBON STREET NEW HAVEN,CT 06510	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	15,000
NEW YORK LANDMARKS CONSERVANCY ONE WHITEHALL STREET NEW YORK,NY 10004	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	2,000
OLD DARTMOUTH HISTORICAL SOCIETY 18 JOHNNY CAKE HILL NEW BEDFORD,MA 027406398	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	45,000
ORPHEUS CHAMBER ORCHESTRA 490 RIVERSIDE DRIVE NEW YORK,NY 10027	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	5,000
PEQUOD PRESS INC 817 WEST END AVENUE SUITE 4A NEW YORK,NY 10025	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	4,000
PHILLIPS ACADEMY CLASS OF 1953 FUND ANDOVER,MA 01810	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
PLANNED PARENTHOOD OF GREATER NEW JERSEY INC 196 SPEEDWELL AVENUE MORRISTOWN,NJ 07960	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	500
RHODE ISLAND ZOOLOGICAL SOCIETY 1000 ELMWOOD AVENUE PROVIDENCE,RI 02907	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	3,500
SKIDMORE COLLEGE F/B/O JAZZ WORKSHOP SARATOGA SPRINGS,NY 12866	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	12,000
SOUTH STREET SEAPORT MUSEUM 12 FULTON STREET NEW YORK,NY 10038	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	3,000
SOUTHSIDE COMMUNITY LAND TRUST 109 SOMERSET STREET PROVIDENCE,RI 02907	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	3,000
ST BARTHOLOMEW'S CHURCH 109 EAST 50TH STREET NEW YORK,NY 10022	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	5,000
ST LUKE'S CHAMBER ENSEMBLE 330 WEST 42ND STREET 9TH FLOOR NEW YORK,NY 10036	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	3,000
ST PETER'S CHURCH 619 LEXINGTON AVENUE NEW YORK,NY 10022	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	3,000
THE ACTING COMPANY 630 NINTH AVENUE SUITE 214 NEW YORK,NY 10036	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	2,000
THE ADIRONDACK HISTORIAL ASSOCIATION ROUTE 28N 30 BOX 99 BLUE MOUNTAIN LAKE,NY 12812	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,200
THE AMERICAN RED CROSS 2750 S KANNER HIGHWAY STUART,FL 34994	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	500
THE BOYS & GIRLS CLUBS OF MARTIN COUNTY PO BOX 910 HOBE SOUND,FL 33475	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	500
THE BREARLEY SCHOOL 610 EAST 83RD STREET NEW YORK,NY 10028	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	11,000
THE CHILDREN'S MUSEUM OF THE TREASURE COAST PO BOX 2147 STUART,FL 34995	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	500
THE CORRECTIONAL ASSOCIATION OF NEW YORK 2090 ADAM CLAYTON POWELL JR BLVD SUITE 200 NEW YORK,NY 100274990	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	6,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
THE DELBARTON SCHOOL 230 MENDHAM ROAD MORRISTOWN,NJ 07960	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	6,000
THE DOLPHIN RESEARCH CENTER 58901 OVERSEAS HIGHWAY GRASSY KEY,FL 33050	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	16,000
THE GREENE HILL SCHOOL 39 ADELPHI STREET BROOKLYN,NY 11205	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	5,000
THE HOSPITAL FOR SPECIAL SURGERY 535 EAST 70TH STREET NEWYORK,NY 10021	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	500
THE LEGAL AID SOCIETY 199 WATER STREET NEWYORK,NY 10038	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	2,000
THE MADEIRA SCHOOL 8328 GEORGETOWN PIKE MCLEAN,VA 22102	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	5,000
THE MEDICAL FOUNDATION OF NORTH CAROLINA 880 MLK JR BLVD CHAPEL HILL,NC 275142600	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	5,000
THE MILLBROOK SCHOOL 131 MILLBROOK SCHOOL ROAD MILLBROOK,NY 12545	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,400
THE MUSEUM OF MODERN ART 11 WEST 53RD STREET NEWYORK,NY 10019	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,800
THE MUSEUM OF THE CITY OF NEWYORK FIFTH AVENUE AT 103RD STREET NEWYORK,NY 10029	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	3,000
THE NATIONAL CENTER FOR LEARNING DISABILITIES 381 PARK AVENUE SOUTH NEWYORK,NY 10016	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	6,500
THE NATURE CONSERVANCY 200 POTTERSVILLE ROAD CHESTER,NJ 07930	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,600
THE NEW JERSEY AUDUBON SOCIETY 9 HARDCRABBLE ROAD PO BOX 126 BERNARDSVILLE,NJ 07924	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	30,000
THE NEW JERSEY CONSERVATION FOUNDATION 170 LONGVIEW ROAD FAR HILLS,NJ 07931	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,000
THE NEW YORK PUBLIC LIBRARY 455 FIFTH AVENUE NEWYORK,NY 10016	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
THE NEWARK MUSEUM ASSOCIATION 49 WASHINGTON STREET PO BOX 540 NEWARK,NJ 07101	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	45,000
THE OBERON FOUNDATION PO BOX 114 ST JAMES,NY 11780	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,500
THE OSBORNE ASSOCIATION INC 809 WESTCHESTER STREET BRONX,NY 11101	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	6,000
THE PINE SCHOOL 1300 EAST 10TH STREET STUART,FL 34996	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	14,000
THE POETS HOUSE INC 594 BROADWAY SUITE 510 NEW YORK,NY 10012	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	5,000
THE RICARDO O'GORMAN GARDEN & CENTER FOR RESOURCES IN THE HUMANITIES 23 WEST 129TH STREET NEW YORK,NY 10027	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,000
THE ROBERT PACKARD CENTER ONE CHARLES CENTER 100 N CHARLES ST BALTIMORE,MD 21201	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	3,000
THE ROTCH-JONES-DUFF HOUSE & GARDEN MUSEUM 396 COUNTY STREET NEW BEDFORD,MA 02740	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	2,000
THE UNITED NATIONS INTERNATIONAL SCHOOL 24-50 FDR DRIVE NEW YORK,NY 10010	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	2,000
THE WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX,NY 10460	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	2,000
THE WOOSTER SCHOOL 91 MIRY BROOK ROAD DANBURY,CT 06810	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	29,500
THE WORLD MUSIC INSTITUTE 49 WEST 27TH STREET SUITE 810 NEW YORK,NY 10001	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	49,000
THEATRE FOR A NEW AUDIENCE 154 CHRISTOPER STREET SUITE 3D NEW YORK,NY 10014	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	12,000
THIRTEENWNET 450 WEST 33RD STREET NEW YORK,NY 10001	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	2,500
TRURO CENTER FOR THE ARTS AT CASTLE HILL PO BOX 756 TRURO,MA 02666	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
TRUST FOR PUBLIC LAND 666 BROADWAY NEWYORK,NY 10012	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	5,000
UNIVERSITY OF IOWA FOUNDATION PO BOX 4550 IOWA CITY,IA 522444550	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	3,500
UP WITH SCHOOL ARTS 154 QUICKSAND POND ROAD LITTLE COMPTON,RI 028371924	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	3,000
UPPER RARITAN WATERSHED ASSOCIATION PO BOX 273 GLADSTONE,NJ 07934	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	10,000
WELLFLEET HARBOR ACTORS THEATER INC PO BOX 797 WELLFLEET,MA 02667	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	17,500
WESTPORT HISTORICAL SOCIETY PO BOX N188 WESTPORT,MA 02790	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,000
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVENUE AT 75TH STREET NEWYORK,NY 10021	NONE	509(A) PUBLIC CHARIT	CHARITABLE, EDUCATIONAL, SCIENTIFIC OR LITERARY	1,300
Total  3a				700,000

TY 2012 Accounting Fees Schedule**Name:** HOWARD BAYNE FUND

C/O SIMPSON THACHER & BARTLETT LLP

EIN: 13-6100680

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MCGLADREY LLP	11,350	5,675		5,675

**TY 2012 Investments Corporate
Bonds Schedule****Name:** HOWARD BAYNE FUND

C/O SIMPSON THACHER & BARTLETT LLP

EIN: 13-6100680

Name of Bond	End of Year Book Value	End of Year Fair Market Value
105,000 PRIVATE EXPORT FUNDING	118,686	115,411
63,000 AMER EXPRESS CREDIT CO	63,221	65,918
35,000 JPMORGAN CHASE & CO	36,913	37,080
35,000 BERKSHIRE HATHAWAY INC	35,032	36,847
30,000 PROCTER & GAMBLE CO	29,874	31,852
25,000 TEXAS INSTRUMENT INC	24,873	26,165
25,000 GENERAL ELEC CAP CORP	25,850	26,433
25,000 TOYOTA MOTOR CREDIT CORP	25,797	25,856
25,000 BB&T CORPORATION	25,571	25,857
25,000 US BANCORP	24,953	25,472
25,000 DOMINION RESOURCES INC	24,978	25,004
35,000 SHELL INTERNATIONAL FIN	34,991	36,540
25,000 KFW	24,907	25,510
25,000 BANK OF MONTREAL	24,961	25,095
25,000 ONTARIO	24,983	25,027
150,000 GENERAL ELEC CAP CORP	150,435	151,479
200,000 BERKSHIRE HATHAWAY CORP	200,182	202,252
150,000 TOYOTA MOTOR CREDIT CORP	153,027	159,062
150,000 US BANCORP	154,680	156,779
150,000 GENERAL ELEC CAP CORP	159,482	158,601
150,000 TORONTO DOMINION BANK	151,011	151,974

TY 2012 Investments Corporate
Stock Schedule

Name: HOWARD BAYNE FUND
C/O SIMPSON THACHER & BARTLETT LLP
EIN: 13-6100680

Name of Stock	End of Year Book Value	End of Year Fair Market Value
102,591.853 OW LARGE CAP STRATEGIES FD	1,228,164	1,027,970
65,997.486 OW GLOBAL SM & MD CAP FD	696,860	969,503
131,884.603 OW GLOBAL OPPORTUNITIES FD	980,338	997,047
36,209.778 OW REAL RETURN FD	356,956	335,664
275 COACH INC	15,204	15,265
325 DOLLAR GENERAL CORP	14,088	14,329
500 LOWES COS INC	14,413	17,760
450 MACY'S INC	15,445	17,559
225 TARGET CORP	11,361	13,313
275 CVS/CAREMARK CORP	10,240	13,296
625 WALGREEN CO	22,728	23,131
210 CONOCOPHILLIPS	11,221	12,177
500 MARATHON OIL CORP	14,232	15,330
250 ACE LIMITED	12,412	19,950
325 CITIGROUP INC	9,700	12,857
325 AETNA INC	14,114	15,050
270 JOHNSON & JOHNSON	17,117	18,927
300 THERMO FISHER SCIENTIFIC	17,337	19,134
350 UNITEDHEALTH GROUP INC	16,986	18,984
350 ZIMMER HLDGS INC	22,171	23,331
130 GENERAL DYNAMICS CORP	8,363	9,005
400 WASTE MANAGEMENT INC	13,403	13,496
275 ACCENTURE PLC	15,266	18,287
325 AVAGO TECHNOLOGIES	11,415	10,286
115 INTERNATIONAL BUS MACHINES	21,539	22,028
800 MICROSOFT CORP	20,303	21,367
300 QUALCOMM INC	18,678	18,557
275 SEAGATE TECHNOLOGY	7,577	8,365
175 NEWMONT MINING CORP	10,580	8,127
300 CENTURYLINK INC	10,955	11,736

Name of Stock	End of Year Book Value	End of Year Fair Market Value
125 DETROIT ENERGY CO	6,170	7,506
350 EXELON CORP	14,362	10,409
300 DAIHATSU MOTOR CO	11,675	11,873
275 MAGNA INTL INC	10,604	13,755
200 VOLKSWAGEN	6,537	9,078
750 AB FOODS LTD	12,960	19,067
295 IMPERIAL TOBACCO	21,578	22,758
1,550 KON AHOLD	20,618	20,711
400 ENI SPA	16,436	19,656
165 SINOPEC/CHINA PETE & CHM	18,311	18,961
425 TOTAL SA	21,650	22,104
825 ALLIANZ AKTIENGES	8,524	11,399
1,100 CHINA CONSTRUCTION	15,815	17,655
1,100 MUNICH RE GROUP	12,959	19,723
1,250 NORDEA BK SWEDEN	9,242	11,932
2,950 SUMITOMO MITSUI FIN	17,439	21,653
1,100 SUNCORP GROUP	9,818	11,613
475 WHARF HOLDINGS	4,516	7,427
825 ITOCHU CORP	17,113	17,308
425 SANOFI	14,343	20,136
475 TEVA PHARM INDS LTD	19,677	17,736
1,950 EAST JAPAN RAIL	19,767	20,974
450 EMBRAER SA	12,582	12,829
350 NIKON CORP	9,865	10,224
385 AKZO NOBEL	6,488	8,416
550 BARRICK GOLD CORP	26,153	19,255
195 BHP BILLITON PLC	10,802	13,722
320 CHINA TELECOM	19,130	18,192
1,000 TELE2 AB ADR	9,327	9,000
550 TIM PARTICIPACOES	15,420	10,901

Name of Stock	End of Year Book Value	End of Year Fair Market Value
650 VODAFONE GP PLC	17,804	16,373
550 SSE PLC	11,176	12,676
412 TOKYO GAS LTD	6,945	7,528
6,500 NEWS CORP CL A	108,142	165,815
6,000 LOWES COS INC	126,337	213,120
2,000 TIME WARNER INC	66,103	95,660
1,500 ANHEUSER BUSCH INBEV	85,929	131,115
2,000 DIAGEO PLC SPONSORED ADR NEW UK	160,414	233,160
3,500 HEINZ H J CO	164,782	201,880
666 KRAFT FOODS GROUP INC	26,309	30,283
3,500 MONDELEZ INTL INC	89,670	89,086
3,000 PEPSICO INC	169,839	205,290
2,500 PROCTER & GAMBLE CO	85,538	169,725
2,000 ANADARKO PETE CORP	26,920	148,620
2,700 EXXON MOBIL CORP	182,347	233,685
1,000 OCCIDENTAL PETE CORP	79,597	76,610
3,000 SCHLUMBERGER LTD NETHERLANDS ANTILLES	45,534	207,896
3,000 SPECTRA ENERGY CORP	69,670	82,140
8,000 WEATHERFORD INTL LTD SWITZERLAND	146,390	89,520
2,500 ACE LTD SWITZERLAND	128,699	199,500
2,200 STATE STR CORP	102,209	103,422
4,000 US BANCORP DEL COM NEW	77,130	127,760
5,000 UTD O/S BANK	71,220	81,089
3,500 ABBOTT LABS	186,094	229,250
3,500 BAXTER INTL INC	122,648	233,310
2,000 ROCHE HLDG LTD	85,700	100,508
3,000 ST JUDE MED INC	104,446	108,420
3,500 EMERSON ELEC CO	153,856	185,360
4,000 HONEYWELL INTL INC	170,608	253,880
3,000 ROLLS-ROYCE GROUP	125,259	212,979

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,000 UNION PAC CORP	56,435	125,720
1,100 UNITED PARCEL SVC INC	81,283	81,103
3,000 WASTE MGMT INC DEL	92,863	101,220
5,000 XYLEM INC	109,975	135,500
1,900 3M CO	86,047	176,415
2,200 ACCENTURE PLC CL A	46,160	146,300
300 APPLE INC	110,215	159,652
3,000 AUTOMATIC DATA PROCESSING INC	118,944	170,790
8,000 CORNING INC	187,124	100,960
6,000 EMC CORP	76,560	151,800
150 GOOGLE INC	77,914	106,107
7,000 INTEL CORP	70,674	144,340
8,000 MICROSOFT CORP	241,703	213,678
1,500 QUALCOMM INC	67,295	92,789
5,000 TEXAS INSTRS INC	30,994	154,450
3,000 XILINX INC	66,553	107,583
2,000 CELANESE CORP	51,576	89,060
1,000 MONSTANTO CO	74,294	94,650
1,500 PRAXAIR INC	53,400	164,175
7,000 AES CORP	78,995	74,900

TY 2012 Investments Government Obligations Schedule

Name: HOWARD BAYNE FUND

C/O SIMPSON THACHER & BARTLETT LLP

EIN: 13-6100680

**US Government Securities - End of
Year Book Value:**

1,523,233

**US Government Securities - End of
Year Fair Market Value:**

1,532,016

**State & Local Government
Securities - End of Year Book
Value:**

25,000

**State & Local Government
Securities - End of Year Fair
Market Value:**

25,455

TY 2012 Legal Fees Schedule

Name: HOWARD BAYNE FUND

C/O SIMPSON THACHER & BARTLETT LLP

EIN: 13-6100680

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SIMPSON THACHER & BARTLETT LLP	20,597	5,149		15,448

TY 2012 Other Assets Schedule**Name:** HOWARD BAYNE FUND

C/O SIMPSON THACHER & BARTLETT LLP

EIN: 13-6100680

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST PAID - US TRUST	1,744	1,291	1,291
DUE FROM BROKER - BESSEMER	8,773		
ACCRUED INTEREST PAID - BESSEMER	4,524	107	107

TY 2012 Other Decreases Schedule

Name: HOWARD BAYNE FUND
C/O SIMPSON THACHER & BARTLETT LLP
EIN: 13-6100680

Description	Amount
SECURITIES BASIS ADJUSTMENT	12

TY 2012 Other Expenses Schedule**Name:** HOWARD BAYNE FUND

C/O SIMPSON THACHER & BARTLETT LLP

EIN: 13-6100680

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	327	327		0
ADR FEES	1,072	1,072		0
INVESTMENT EXPENSES	92	92		0
NYS DEPT OF LAW	750	0		750
NYS LAW JOURNAL	130	0		130
FILING FEE	85	0		85

TY 2012 Other Income Schedule**Name:** HOWARD BAYNE FUND

C/O SIMPSON THACHER & BARTLETT LLP

EIN: 13-6100680

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ORDINARY GAIN ON FOREIGN CURRENCY	5,866	5,866	5,866

TY 2012 Other Professional Fees Schedule**Name:** HOWARD BAYNE FUND

C/O SIMPSON THACHER & BARTLETT LLP

EIN: 13-6100680

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODY FEES	92,716	92,716		0

TY 2012 Taxes Schedule**Name:** HOWARD BAYNE FUND

C/O SIMPSON THACHER & BARTLETT LLP

EIN: 13-6100680

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	20,529	0		0
FOREIGN TAX	3,029	3,029		0