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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<br>The Lindemann Foundation Inc                                                                                                                                                                                                                                                                                           |  | <b>A Employer identification number</b><br><br>13-6140249                                                                                                                                                                                       |  |
| Number and street (or P O box number if mail is not delivered to street address)<br>Foundation Source 501 Silverside Rd                                                                                                                                                                                                                      |  | <b>B Telephone number</b> (see instructions)<br><br>(800) 839-1754                                                                                                                                                                              |  |
| City or town, state, and ZIP code<br>Wilmington, DE 198091377                                                                                                                                                                                                                                                                                |  | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>                                                                                                                                                               |  |
| <b>G</b> Check all that apply<br><div><input type="checkbox"/> Initial return<br/><input type="checkbox"/> Final return<br/><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity<br/><input type="checkbox"/> Amended return<br/><input type="checkbox"/> Name change</div> |  | <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/><br><b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>                                                      |  |
| <b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                                                      |  | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/><br><b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |  |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 1,626,708                                                                                                                                                                                                   |  | <b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.)                                           |  |

| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small> |                                                                                                      | (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 <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B |                                            |                           |                         |                                                             |
|                                                                                                                                                                                    | 3 Interest on savings and temporary cash investments                                                 | 285                                        | 285                       |                         |                                                             |
|                                                                                                                                                                                    | 4 Dividends and interest from securities. . . . .                                                    | 38,657                                     | 38,657                    |                         |                                                             |
|                                                                                                                                                                                    | 5a Gross rents . . . . .                                                                             |                                            |                           |                         |                                                             |
|                                                                                                                                                                                    | b Net rental income or (loss) _____                                                                  |                                            |                           |                         |                                                             |
|                                                                                                                                                                                    | 6a Net gain or (loss) from sale of assets not on line 10                                             | <input checked="" type="checkbox"/> 5,581  |                           |                         |                                                             |
|                                                                                                                                                                                    | b Gross sales price for all assets on line 6a _____ 1,417,019                                        |                                            |                           |                         |                                                             |
|                                                                                                                                                                                    | 7 Capital gain net income (from Part IV , line 2 ) . . . .                                           |                                            | 5,581                     |                         |                                                             |
|                                                                                                                                                                                    | 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) . . . . .                                                          | <input checked="" type="checkbox"/> 253    |                           |                         |                                                             |
|                                                                                                                                                                                    | 12 <b>Total.</b> Add lines 1 through 11 . . . . .                                                    | 44,776                                     | 44,523                    |                         |                                                             |
|                                                                                                                                                                                    | 13 Compensation of officers, directors, trustees, etc                                                |                                            |                           |                         |                                                             |
|                                                                                                                                                                                    | 14 Other employee salaries and wages . . . . .                                                       |                                            |                           |                         |                                                             |
|                                                                                                                                                                                    | 15 Pension plans, employee benefits . . . . .                                                        |                                            |                           |                         |                                                             |
|                                                                                                                                                                                    | 16a Legal fees (attach schedule) . . . . .                                                           |                                            |                           |                         |                                                             |
|                                                                                                                                                                                    | b Accounting fees (attach schedule) . . . . .                                                        |                                            |                           |                         |                                                             |
|                                                                                                                                                                                    | c Other professional fees (attach schedule) . . . . .                                                | <input checked="" type="checkbox"/> 15,892 | 15,892                    |                         |                                                             |
|                                                                                                                                                                                    | 17 Interest . . . . .                                                                                |                                            |                           |                         |                                                             |
|                                                                                                                                                                                    | 18 Taxes (attach schedule) (see instructions)                                                        | <input checked="" type="checkbox"/> 300    |                           |                         |                                                             |
|                                                                                                                                                                                    | 19 Depreciation (attach schedule) and depletion . . . .                                              |                                            |                           |                         |                                                             |
|                                                                                                                                                                                    | 20 Occupancy . . . . .                                                                               |                                            |                           |                         |                                                             |
|                                                                                                                                                                                    | 21 Travel, conferences, and meetings . . . . .                                                       |                                            |                           |                         |                                                             |
|                                                                                                                                                                                    | 22 Printing and publications . . . . .                                                               |                                            |                           |                         |                                                             |
|                                                                                                                                                                                    | 23 Other expenses (attach schedule) . . . . .                                                        | <input checked="" type="checkbox"/> 11,781 | 44                        |                         | 11,737                                                      |
|                                                                                                                                                                                    | 24 <b>Total operating and administrative expenses.</b>                                               |                                            |                           |                         |                                                             |
|                                                                                                                                                                                    | Add lines 13 through 23 . . . . .                                                                    | 27,973                                     | 15,936                    |                         | 11,737                                                      |
|                                                                                                                                                                                    | 25 Contributions, gifts, grants paid . . . . .                                                       | 65,184                                     |                           |                         | 65,184                                                      |
|                                                                                                                                                                                    | 26 <b>Total expenses and disbursements.</b> Add lines 24 and 25                                      | 93,157                                     | 15,936                    |                         | 76,921                                                      |
|                                                                                                                                                                                    | 27 Subtract line 26 from line 12                                                                     |                                            |                           |                         |                                                             |
|                                                                                                                                                                                    | a <b>Excess of revenue over expenses and disbursements</b>                                           | -48,381                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | b <b>Net investment income</b> (if negative, enter -0-)                                              |                                            | 28,587                    |                         |                                                             |
|                                                                                                                                                                                    | c <b>Adjusted net income</b> (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 . . . . .                                                                                                              |                   |                |                       |
|                             | 2                                                                                          | Savings and temporary cash investments . . . . .                                                                                                 | 381,482           | 351,071        | 351,071               |
|                             | 3                                                                                          | Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                                      |                   |                |                       |
|                             | 4                                                                                          | Pledges receivable ▶ _____<br>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) ▶ _____<br>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)                                                                               |                   |                |                       |
|                             | b                                                                                          | Investments—corporate stock (attach schedule) . . . . .                                                                                          | 1,201,008         | 1,183,038      | 1,275,637             |
|                             | c                                                                                          | Investments—corporate bonds (attach schedule). . . . .                                                                                           |                   |                |                       |
|                             | 11                                                                                         | Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____                              |                   |                |                       |
|                             | 12                                                                                         | Investments—mortgage loans . . . . .                                                                                                             |                   |                |                       |
|                             | 13                                                                                         | Investments—other (attach schedule) . . . . .                                                                                                    |                   |                |                       |
|                             | 14                                                                                         | Land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____                                          |                   |                |                       |
| 15                          | Other assets (describe ▶ _____)                                                            |                                                                                                                                                  |                   |                |                       |
| 16                          | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 1,582,490                                                                                                                                        | 1,534,109         | 1,626,708      |                       |
| 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              |                       |
| Net Assets or Fund Balances |                                                                                            | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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                                                                                 | 1,582,490         | 1,534,109      |                       |
|                             | 30                                                                                         | Total net assets or fund balances (see page 17 of the instructions) . . . . .                                                                    | 1,582,490         | 1,534,109      |                       |
|                             | 31                                                                                         | Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .                                                       | 1,582,490         | 1,534,109      |                       |

| 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) . . . . . | 11,582,490 |
| 2                                                           | Enter amount from Part I, line 27a . . . . .                                                                                                                       | 2-48,381   |
| 3                                                           | Other increases not included in line 2 (itemize) ▶ _____                                                                                                           | 3          |
| 4                                                           | Add lines 1, 2, and 3 . . . . .                                                                                                                                    | 41,534,109 |
| 5                                                           | Decreases not included in line 2 (itemize) ▶ _____                                                                                                                 | 5          |
| 6                                                           | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .                                                      | 61,534,109 |

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
| 1 a Publicly-traded Securities                                                                                                    |  |                                              |                                      |                                  |
| b                                                                                                                                 |  |                                              |                                      |                                  |
| c                                                                                                                                 |  |                                              |                                      |                                  |
| d                                                                                                                                 |  |                                              |                                      |                                  |
| e                                                                                                                                 |  |                                              |                                      |                                  |

|                       |                                            |                                                 |                                              |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
| a 1,417,019           |                                            | 1,411,438                                       | 5,581                                        |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |

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

|                          |                                      |                                               |                                                                                              |
|--------------------------|--------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
| a                        |                                      |                                               | 5,581                                                                                        |
| b                        |                                      |                                               |                                                                                              |
| c                        |                                      |                                               |                                                                                              |
| d                        |                                      |                                               |                                                                                              |
| e                        |                                      |                                               |                                                                                              |

|                                                                                                                                                                                                      |                                                                                 |   |       |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|---|-------|
| 2 Capital gain net income or (net capital loss)                                                                                                                                                      | If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | 2 | 5,581 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br><br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>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)<br>Base period years Calendar<br>year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
| 2011                                                                 | 101,764                                  | 1,707,567                                    | 000 059596                                                |
| 2010                                                                 | 92,931                                   | 1,873,399                                    | 000 049606                                                |
| 2009                                                                 | 103,605                                  | 1,864,041                                    | 000 055581                                                |
| 2008                                                                 | 116,799                                  | 2,076,288                                    | 000 056254                                                |
| 2007                                                                 | 134,287                                  | 4,436,119                                    | 000 030271                                                |

|                                                                                                                                                                                                                     |   |            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 Total of line 1, column (d).                                                                                                                                                                                      | 2 | 000 251308 |
| 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 | 000 050262 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.                                                                                                                                     | 4 | 1,594,211  |
| 5 Multiply line 4 by line 3.                                                                                                                                                                                        | 5 | 80,128     |
| 6 Enter 1% of net investment income (1% of Part I, line 27b).                                                                                                                                                       | 6 | 286        |
| 7 Add lines 5 and 6.                                                                                                                                                                                                | 7 | 80,414     |
| 8 Enter qualifying distributions from Part XII, line 4.<br>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 | 76,921     |



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                                                                                                               |                                                                                                                                                                                           |    |     |    |
| 14                                                                                                                            | The books are in care of Foundation Source Telephone no (800) 839-1754<br>Located at 501 Silverside Road Suite 123 Wilmington DE ZIP +4 198091377                                         |    |     |    |
| 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)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person?<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?<br>(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)?<br>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). |    |     |    |
| b                                                                                       | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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? 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?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |    |     |    |
| b                                                                                       | If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).                                                                                                                                                                                                                                                                                                                                                                          | 3b |     |    |
| 4a                                                                                      | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 4a |     | 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))?                                                                                                                                      | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  |    |
|    | (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?                                                                            | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  |    |
|    | (3) Provide a grant to an individual for travel, study, or other similar purposes?                                                                                                                                             | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?                                                          | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  |    |
| b  | If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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.                                                                                                                                            | <input checked="" type="checkbox"/>                                 |  |    |
| 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?                                                                     | <input type="checkbox"/> Yes <input type="checkbox"/> 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?                                                                                                | <input type="checkbox"/> Yes <input type="checkbox"/> 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?                                                                                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 |
| Barbara Lindemann                                                                                                            | Pres / Dir                                                | 0                                         |                                                                       |                                       |
| Foundation Source 501 Silverside Rd<br>Wilmington, DE 19809                                                                  | 001 00                                                    |                                           |                                                                       |                                       |
| Blake Lindsley                                                                                                               | VP / Dir / Sec                                            | 0                                         |                                                                       |                                       |
| Foundation Source 501 Silverside Rd<br>Wilmington, DE 19809                                                                  | 001 00                                                    |                                           |                                                                       |                                       |
| Bradford Schlei                                                                                                              | Dir / Treas                                               | 0                                         |                                                                       |                                       |
| Foundation Source 501 Silverside Rd<br>Wilmington, DE 19809                                                                  | 001 00                                                    |                                           |                                                                       |                                       |
| 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 |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
| 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 |
|-----------------------------------------------------------------------------------|---------------------|------------------|
|                                                                                   |                     |                  |
|                                                                                   |                     |                  |
|                                                                                   |                     |                  |
|                                                                                   |                     |                  |
|                                                                                   |                     |                  |
|                                                                                   |                     |                  |
|                                                                                   |                     |                  |
|                                                                                   |                     |                  |
|                                                                                   |                     |                  |
| 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 | 1,412,572 |
| b | Average of monthly cash balances. . . . .                                                                                       | 1b | 205,916   |
| c | Fair market value of all other assets (see instructions). . . . .                                                               | 1c | 0         |
| d | Total (add lines 1a, b, and c). . . . .                                                                                         | 1d | 1,618,488 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .              | 1e |           |
| 2 | Acquisition indebtedness applicable to line 1 assets. . . . .                                                                   | 2  |           |
| 3 | Subtract line 2 from line 1d. . . . .                                                                                           | 3  | 1,618,488 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) <del>5</del> . . . . . | 4  | 24,277    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                             | 5  | 1,594,211 |
| 6 | Minimum investment return. Enter 5% of line 5. . . . .                                                                          | 6  | 79,711    |

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  | 79,711 |
| 2a | Tax on investment income for 2012 from Part VI, line 5. . . . .                                           | 2a | 572    |
| b  | Income tax for 2012 (This does not include the tax from Part VI ). . . . .                                | 2b |        |
| c  | Add lines 2a and 2b. . . . .                                                                              | 2c | 572    |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                             | 3  | 79,139 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .                                        | 4  |        |
| 5  | Add lines 3 and 4. . . . .                                                                                | 5  | 79,139 |
| 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  | 79,139 |

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 <del>5</del> . . . . .                                                           | 1a | 76,921 |
| b                                                                                                                                                                                            | Program-related investments—total from Part IX-B. . . . .                                                                                                    | 1b |        |
| 2                                                                                                                                                                                            | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .                                           | 2  |        |
| 3                                                                                                                                                                                            | Amounts set aside for specific charitable projects that satisfy the                                                                                          |    |        |
| a                                                                                                                                                                                            | Suitability test (prior IRS approval required). . . . .                                                                                                      | 3a |        |
| b                                                                                                                                                                                            | Cash distribution test (attach the required schedule). . . . .                                                                                               | 3b |        |
| 4                                                                                                                                                                                            | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                                                    | 4  | 76,921 |
| 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  | 76,921 |
| 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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7                                                                                                                                |               |                            |             | 79,139      |
| 2 Undistributed income, if any, as of the end of 2012                                                                                                                               |               |                            |             |             |
| a Enter amount for 2011 only. . . . .                                                                                                                                               |               |                            | 76,780      |             |
| b Total for prior years 20____, 20____, 20____                                                                                                                                      |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2012                                                                                                                                   |               |                            |             |             |
| a From 2007. . . . .                                                                                                                                                                |               |                            |             |             |
| b From 2008. . . . .                                                                                                                                                                |               |                            |             |             |
| c From 2009. . . . .                                                                                                                                                                |               |                            |             |             |
| d From 2010. . . . .                                                                                                                                                                |               |                            |             |             |
| e From 2011. . . . .                                                                                                                                                                |               |                            |             |             |
| f Total of lines 3a through e. . . . .                                                                                                                                              |               |                            |             |             |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 76,921                                                                                                               |               |                            |             |             |
| a Applied to 2011, but not more than line 2a                                                                                                                                        |               |                            | 76,780      |             |
| b Applied to undistributed income of prior years (Election required—see instructions). . . . .                                                                                      |               |                            |             |             |
| c Treated as distributions out of corpus (Election required—see instructions). . . . .                                                                                              |               |                            |             |             |
| d Applied to 2012 distributable amount. . . . .                                                                                                                                     |               |                            |             | 141         |
| e Remaining amount distributed out of corpus                                                                                                                                        |               |                            |             |             |
| 5 Excess distributions carryover applied to 2012<br>(If an amount appears in column (d), the same amount must be shown in column (a).)                                              |               |                            |             |             |
| 6 Enter the net total of each column as indicated below:                                                                                                                            |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                   |               |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b. . . . .                                                                                                          |               |                            |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . . |               |                            |             |             |
| d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .                                                                                                           |               |                            |             |             |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .                                                                             |               |                            |             |             |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .                                                                |               |                            |             | 78,998      |
| 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.<br>Subtract lines 7 and 8 from line 6a. . . . .                                                                                           |               |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                               |               |                            |             |             |
| a Excess from 2008. . . .                                                                                                                                                           |               |                            |             |             |
| b Excess from 2009. . . .                                                                                                                                                           |               |                            |             |             |
| c Excess from 2010. . . .                                                                                                                                                           |               |                            |             |             |
| d Excess from 2011. . . .                                                                                                                                                           |               |                            |             |             |
| e Excess from 2012. . . .                                                                                                                                                           |               |                            |             |             |

Part XIV

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

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 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) )

NONE

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 Paid during the year<br>See Additional Data Table |                                                                                                           |                                |                                  |        |
| Total . . . . .                                     |                                                                                                           |                                | 3a                               | 65,184 |
| b Approved for future payment                       |                                                                                                           |                                |                                  |        |
| Total . . . . .                                     |                                                                                                           |                                | 3b                               |        |

| Enter gross amounts unless otherwise indicated |                                                               | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income<br>(See<br>instructions ) |
|------------------------------------------------|---------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|-----------------------------------------------------------------------|
|                                                |                                                               | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount |                                                                       |
| <b>1</b>                                       | Program service revenue                                       |                           |               |                                      |               |                                                                       |
| <b>a</b>                                       | _____                                                         |                           |               |                                      |               |                                                                       |
| <b>b</b>                                       | _____                                                         |                           |               |                                      |               |                                                                       |
| <b>c</b>                                       | _____                                                         |                           |               |                                      |               |                                                                       |
| <b>d</b>                                       | _____                                                         |                           |               |                                      |               |                                                                       |
| <b>e</b>                                       | _____                                                         |                           |               |                                      |               |                                                                       |
| <b>f</b>                                       | _____                                                         |                           |               |                                      |               |                                                                       |
| <b>g</b>                                       | Fees and contracts from government agencies                   |                           |               |                                      |               |                                                                       |
| <b>2</b>                                       | Membership dues and assessments. . . .                        |                           |               |                                      |               |                                                                       |
| <b>3</b>                                       | Interest on savings and temporary cash investments            |                           |               | 14                                   | 285           |                                                                       |
| <b>4</b>                                       | Dividends and interest from securities. . . .                 |                           |               | 14                                   | 38,657        |                                                                       |
| <b>5</b>                                       | Net rental income or (loss) from real estate                  |                           |               |                                      |               |                                                                       |
| <b>a</b>                                       | Debt-financed property. . . . .                               |                           |               |                                      |               |                                                                       |
| <b>b</b>                                       | Not debt-financed property. . . . .                           |                           |               |                                      |               |                                                                       |
| <b>6</b>                                       | Net rental income or (loss) from personal property            |                           |               |                                      |               |                                                                       |
| <b>7</b>                                       | Other investment income. . . . .                              |                           |               |                                      |               |                                                                       |
| <b>8</b>                                       | Gain or (loss) from sales of assets other than inventory      |                           |               | 18                                   | 5,581         |                                                                       |
| <b>9</b>                                       | Net income or (loss) from special events                      |                           |               |                                      |               |                                                                       |
| <b>10</b>                                      | Gross profit or (loss) from sales of inventory. .             |                           |               |                                      |               |                                                                       |
| <b>11</b>                                      | Other revenue <b>a</b> Federal Tax Refund _____               |                           |               | 01                                   | 253           |                                                                       |
| <b>b</b>                                       | _____                                                         |                           |               |                                      |               |                                                                       |
| <b>c</b>                                       | _____                                                         |                           |               |                                      |               |                                                                       |
| <b>d</b>                                       | _____                                                         |                           |               |                                      |               |                                                                       |
| <b>e</b>                                       | _____                                                         |                           |               |                                      |               |                                                                       |
| <b>12</b>                                      | Subtotal Add columns (b), (d), and (e). .                     |                           |               |                                      | 44,776        |                                                                       |
| <b>13</b>                                      | <b>Total.</b> Add line 12, columns (b), (d), and (e). . . . . |                           |               |                                      |               | <b>44,776</b>                                                         |

[illegible]

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |              |     |    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|-----|----|
| <p><b>1</b> 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?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p><b>(1)</b> Cash. . . . .</p> <p><b>(2)</b> Other assets. . . . .</p> <p><b>b</b> Other transactions</p> <p><b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .</p> <p><b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .</p> <p><b>(3)</b> Rental of facilities, equipment, or other assets. . . . .</p> <p><b>(4)</b> Reimbursement arrangements. . . . .</p> <p><b>(5)</b> Loans or loan guarantees. . . . .</p> <p><b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .</p> <p><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received</p> |              | Yes | No |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |              |     |    |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1a(1)</b> |     | No |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1a(2)</b> |     | No |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |              |     |    |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(1)</b> |     | No |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(2)</b> |     | No |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(3)</b> |     | No |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(4)</b> |     | No |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(5)</b> |     | No |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(6)</b> |     | No |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c</b>    |     | No |

[illegible]

**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.

|                                 |            |       |                                                                                                                                                 |
|---------------------------------|------------|-------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| *****                           | 2013-08-13 | ***** | May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| 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 <input checked="checked" type="checkbox"/> | PTIN |
| Jeffrey D Haskell                       | Jeffrey D Haskell         | 2013-08-13 |                                                                   |      |
| Firm's name <input type="checkbox"/>    | Foundation Source         |            | Firm's EIN <input type="checkbox"/>                               |      |
|                                         | One Hollow Lane Suite 212 |            |                                                                   |      |
| Firm's address <input type="checkbox"/> | Lake Success, NY 11042    |            | Phone no (800) 839-1754                                           |      |

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)                                                   |                                                                                                           |                                |                                  |        |
| <b>a</b> <i>Paid during the year</i>                                                  |                                                                                                           |                                |                                  |        |
| ACLU FOUNDATION OF SO CALIFORNIA 1313 W 8TH ST LOS ANGELES, CA 90017                  | N/A                                                                                                       | 509a1                          | Charitable Event                 | 150    |
| ACLU FOUNDATION OF SO CALIFORNIA 1313 W 8TH ST LOS ANGELES, CA 90017                  | N/A                                                                                                       | 509a1                          | Lunch/Dinner Event               | 900    |
| ALTERNATIVES TO MILITARISM INC 267 5TH AVE NEW YORK, NY 10016                         | N/A                                                                                                       | 509a2                          | Citizen Soldier Fund             | 50     |
| AMERICAN BAR ASSOC FUND FOR JUSTICE & ED 321 N CLARK ST CHICAGO, IL 60654             | N/A                                                                                                       | 509a3                          | General Unrestricted             | 50     |
| AMER FDN FOR TIBETAN CULTURAL PRES 75 S GRAND AVE STE 217 PASADENA, CA 91105          | N/A                                                                                                       | 509a1                          | General Unrestricted             | 3,000  |
| CAL LEAGUE OF CONSERV VOTERS ED FUND 350 FRANK H OGAWA PLZ STE 1100 OAKLAND, CA 94612 | N/A                                                                                                       | 509a1                          | General Unrestricted             | 25     |
| CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD W HOLLYWOOD, CA 90048                   | N/A                                                                                                       | 509a1                          | General Unrestricted             | 25     |
| CENTER FOR ENVIRONMENTAL HEALTH 2201 BROADWAY STE 302 OAKLAND, CA 94612               | N/A                                                                                                       | 509a1                          | Gala Sponsorship Fund            | 1,000  |
| CENTER FOR VICTIMS OF TORTURE 717 E RIVER PKWY MINNEAPOLIS, MN 55455                  | N/A                                                                                                       | 509a1                          | General Unrestricted             | 25     |
| COMMUNITY MEDIA PROJECT 1073 HANLEY AVE LOS ANGELES, CA 90049                         | N/A                                                                                                       | 509a1                          | General Unrestricted             | 200    |
| COMMUNITY PARTNERS 1000 N ALAMEDA ST NO 240 LOS ANGELES, CA 90012                     | N/A                                                                                                       | 509a1                          | California Participation         | 100    |
| CURE DUCHENNE 3334 E COAST HWY STE 157 CORONA DEL MAR, CA 92625                       | N/A                                                                                                       | 509a1                          | Charitable Event                 | 250    |
| DALTON SCHOOLS INC 108 E 89TH ST NEW YORK, NY 10128                                   | N/A                                                                                                       | 509a1                          | General Unrestricted             | 100    |
| DIDI HIRSCH PSYCHIATRIC SERVICE 4760 SEPULVEDA BLVD CULVER CITY, CA 90230             | N/A                                                                                                       | 509a1                          | General Unrestricted             | 5,000  |
| EARTHWORKS 1612 K ST NW STE 808 WASHINGTON, DC 20006                                  | N/A                                                                                                       | 509a1                          | General Unrestricted             | 25     |

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)                                                         |                                                                                                           |                                |                                  |        |
| <b>a</b> <i>Paid during the year</i>                                                        |                                                                                                           |                                |                                  |        |
| ENVIRONMENTAL DEFENSE FUND INCORPORATED 1875 CONNECTICUT AVE NW STE 600 WASHINGTON,DC 20009 | N/A                                                                                                       | 509a1                          | General Unrestricted             | 25     |
| HARVARD-WESTLAKE SCHOOL 3700 COLDWATER CANYON AVE N HOLLYWOOD,CA 91604                      | N/A                                                                                                       | 509a1                          | General Unrestricted             | 1,000  |
| HEAL THE BAY 1444 9TH ST SANTA MONICA,CA 90401                                              | N/A                                                                                                       | 509a1                          | General Unrestricted             | 50     |
| INTERNATIONAL DOCUMENTARY ASSOCIATION 1201 W 5TH ST STE M270 LOS ANGELES,CA 90017           | N/A                                                                                                       | 509a1                          | General Unrestricted             | 1,000  |
| JOHN THOMAS DYE SCHOOL 11414 CHALON RD LOS ANGELES,CA 90049                                 | N/A                                                                                                       | 509a1                          | General Unrestricted             | 200    |
| LEVITT PAVILIONS 9951 KIP DR BEVERLY HILLS,CA 90210                                         | N/A                                                                                                       | 509a1                          | General Unrestricted             | 1,000  |
| NEW ISRAEL FUND 2100 M ST NW STE 619 WASHINGTON,DC 20037                                    | N/A                                                                                                       | 509a1                          | General Unrestricted             | 1,000  |
| PACIFICA FOUNDATION 1925 M L KING JR WAY BERKELEY,CA 94704                                  | N/A                                                                                                       | 509a1                          | General Unrestricted             | 15     |
| PASADENA PLAYHOUSE STATE THEATRE OF CALIFORNIA INC 39 S EL MOLINO AVE PASADENA,CA 91101     | N/A                                                                                                       | 509a1                          | Hothouse Program                 | 12,500 |
| PHOENIX HOUSES OF CALIFORNIA INC 11600 ELDRIDGE AVE LAKE VIEW TERRACE,CA 91342              | N/A                                                                                                       | 509a1                          | General Unrestricted             | 600    |
| RAINFOREST ACTION NETWORK 221 PINE ST STE 500 SAN FRANCISCO,CA 94104                        | N/A                                                                                                       | 509a1                          | General Unrestricted             | 25     |
| RAND CORPORATION 1776 MAIN ST SANTA MONICA,CA 90401                                         | N/A                                                                                                       | 509a1                          | Charitable Event                 | 2,500  |
| RICHARD J CARON FOUNDATION PO BOX 150 WERNERSVILLE,PA 19565                                 | N/A                                                                                                       | 509a2                          | General Unrestricted             | 5,500  |
| SAN MARINO COMMUNITY CHURCH PRESBYTERIAN A CORP 1750 VIRGINIA RD SAN MARINO,CA 91108        | N/A                                                                                                       | 509a1                          | General Unrestricted             | 10,304 |
| SARAH LAWRENCE COLLEGE 1 MEAD WAY BRONXVILLE,NY 10708                                       | N/A                                                                                                       | 509a1                          | General Unrestricted             | 400    |



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)                                                                                    |                                                                                                           |                                |                                               |        |
| <b>a</b> <i>Paid during the year</i>                                                                                   |                                                                                                           |                                |                                               |        |
| SAVE THE BAY 1330 BROADWAY<br>STE 1800<br>OAKLAND,CA 94612                                                             | N/A                                                                                                       | 509a1                          | General Unrestricted                          | 15     |
| SEQUOIA AND KINGS CANYON<br>NATIONAL PARK FOUNDATION PO<br>BOX 3047<br>VISALIA,CA 93278                                | N/A                                                                                                       | 509a1                          | General Unrestricted                          | 15     |
| SMILE TRAIN INC 41 MADISON<br>AVE 28TH FL<br>NEWYORK,NY 10010                                                          | N/A                                                                                                       | 509a1                          | General Unrestricted                          | 15     |
| SOUTHERN CALIFORNIA PUBLIC<br>RADIO 474 S RAYMOND AVE<br>PASADENA,CA 91105                                             | N/A                                                                                                       | 509a1                          | General Unrestricted                          | 25     |
| TECHNOSERVE INC 148 E AVE STE<br>3H<br>NORWALK,CT 06851                                                                | N/A                                                                                                       | 509a1                          | General Unrestricted                          | 15     |
| THE ROTARY FOUNDATION OF<br>ROTARY INTERNATIONAL 1560<br>SHERMAN AVE<br>EVANSTON,IL 60201                              | N/A                                                                                                       | 509a1                          | LA 5                                          | 3,000  |
| THE WALDEN WOODS PROJECT 44<br>BAKER FARM RD<br>LINCOLN,MA 01773                                                       | N/A                                                                                                       | 509a1                          | General Unrestricted                          | 25     |
| TREEPEOPLE INC 12601<br>MULHOLLAND DR<br>BEVERLY HILLS,CA 90210                                                        | N/A                                                                                                       | 509a1                          | General Unrestricted                          | 15     |
| TREES WATER AND PEOPLE 633<br>REMINGTON ST<br>FORT COLLINS,CO 80524                                                    | N/A                                                                                                       | 509a1                          | General Unrestricted                          | 15     |
| UNITED WAY INC 1150 S OLIVE ST<br>STE T500<br>LOS ANGELES,CA 90015                                                     | N/A                                                                                                       | 509a1                          | General Unrestricted                          | 4,000  |
| UNITED WAY INC 1150 S OLIVE ST<br>STE T500<br>LOS ANGELES,CA 90015                                                     | N/A                                                                                                       | 509a1                          | Milken Associates, Pathways<br>Out of Poverty | 11,000 |
| YOSEMITE FOUNDATION 101<br>MONTGOMERY ST STE 1700<br>SAN FRANCISCO,CA 94104                                            | N/A                                                                                                       | 509a1                          | General Unrestricted                          | 25     |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                               | 65,184 |

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

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: The Lindemann Foundation Inc

EIN: 13-6140249

Software ID: 12000057

Software Version: 12.15.422.1

| Name                          | Date<br>Acquired | How<br>Acquired | Date<br>Sold | Purchaser<br>Name | Gross Sales<br>Price | Basis     | Basis<br>Method | Sales<br>Expenses | Total<br>(net) | Accumulated<br>Depreciation |
|-------------------------------|------------------|-----------------|--------------|-------------------|----------------------|-----------|-----------------|-------------------|----------------|-----------------------------|
| Publicly-traded<br>Securities |                  |                 |              |                   | 1,417,019            | 1,411,438 |                 |                   | 5,581          |                             |

**TY 2012 General Explanation Attachment**

**Name:** The Lindemann Foundation Inc

**EIN:** 13-6140249

**Software ID:** 12000057

**Software Version:** 12.15.422.1

**TY 2012 Investments Corporate  
Stock Schedule****Name:** The Lindemann Foundation Inc**EIN:** 13-6140249**Software ID:** 12000057**Software Version:** 12.15.422.1

| <b>Name of Stock</b>                                                 | <b>End of Year Book<br/>Value</b> | <b>End of Year Fair<br/>Market Value</b> |
|----------------------------------------------------------------------|-----------------------------------|------------------------------------------|
| 24934 shares of AMERICAN BEACON LONDON COMPANY INCOME<br>EQUITY FUND | 254,987                           | 259,815                                  |
| 17353 shares of BLACKROCK EQ DIVIDEND I                              | 308,046                           | 345,843                                  |
| 32757 shares of BLACKROCK GL DIV INCOME INS                          | 308,607                           | 339,367                                  |
| 32734 shares of BLACKROCK STRAT INC OPP - INS                        | 311,398                           | 330,612                                  |

**TY 2012 Other Expenses Schedule****Name:** The Lindemann Foundation Inc**EIN:** 13-6140249**Software ID:** 12000057**Software Version:** 12.15.422.1

| Description                       | Revenue and Expenses<br>per Books | Net Investment<br>Income | Adjusted Net Income | Disbursements for<br>Charitable Purposes |
|-----------------------------------|-----------------------------------|--------------------------|---------------------|------------------------------------------|
| Administrative Fees               | 11,362                            |                          |                     | 11,362                                   |
| Bank Charges                      | 44                                | 44                       |                     |                                          |
| Public Disclosure in Newspaper Ad | 125                               |                          |                     | 125                                      |
| State or Local Filing Fees        | 250                               |                          |                     | 250                                      |

TY 2012 Other Income Schedule

**Name:** The Lindemann Foundation Inc

**EIN:** 13-6140249

**Software ID:** 12000057

**Software Version:** 12.15.422.1

| Description        | Revenue And<br>Expenses Per Books | Net Investment<br>Income | Adjusted Net Income |
|--------------------|-----------------------------------|--------------------------|---------------------|
| Federal Tax Refund | 253                               |                          |                     |

**TY 2012 Other Professional Fees Schedule****Name:** The Lindemann Foundation Inc**EIN:** 13-6140249**Software ID:** 12000057**Software Version:** 12.15.422.1

| Category                          | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|-----------------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| Investment Management<br>Services | 15,892 | 15,892                   |                        |                                             |

TY 2012 Taxes Schedule

**Name:** The Lindemann Foundation Inc

**EIN:** 13-6140249

**Software ID:** 12000057

**Software Version:** 12.15.422.1

| Category               | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| Estimated Tax for 2012 | 300    |                          |                        |                                             |