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

Department of the Treasury
Internal Revenue Service

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

Open to public inspection

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

Name of foundation
**JI FOUNDATION, INC.
C/O PATTERSON BELKNAP WEBB & TYLER LLP**

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1133 AVENUE OF THE AMERICAS

City or town, state, and ZIP code
NEW YORK, NY 10036-6710

A Employer identification number
13-6149199

B Telephone number
212-336-2000

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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

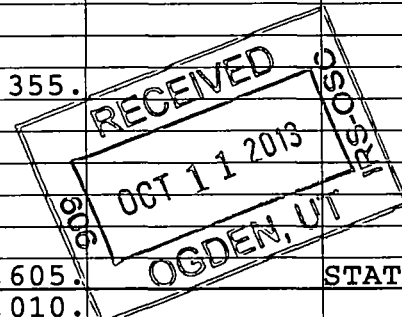
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 5,536,547.** (Part I, column (d) must be on cash basis)
J Accounting method: Cash Accrual
 Other (specify) _____

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))</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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	125.	125.		STATEMENT 1
	4 Dividends and interest from securities	148,990.	148,925.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	419,756.			
	b Gross sales price for all assets on line 6a 1,817,277.				
	7 Capital gain net income (from Part IV, line 2)		409,355.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	6,086.	4,605.		STATEMENT 3	
12 Total Add lines 1 through 11	574,957.	563,010.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	6,062.	0.		6,062.
	c Other professional fees STMT 5	7,210.	7,210.		0.
	17 Interest	1,055.	1,055.		0.
	18 Taxes STMT 6	4,491.	1,991.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	17,126.	16,710.		290.
	24 Total operating and administrative expenses Add lines 13 through 23	35,944.	26,966.		6,352.
	25 Contributions, gifts, grants paid	247,000.			247,000.
26 Total expenses and disbursements Add lines 24 and 25	282,944.	26,966.		253,352.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	292,013.				
b Net investment income (if negative, enter -0-)		536,044.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	14,335.	13,050.	13,050.
	2 Savings and temporary cash investments	55,838.	23,022.	23,022.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	432,864.	208,941.	249,740.
	b Investments - corporate stock STMT 9	1,406,556.	1,601,057.	2,946,132.
	c Investments - corporate bonds STMT 10	1,169,727.	1,167,806.	1,215,159.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	754,519.	1,111,976.	1,089,444.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	3,833,839.	4,125,852.	5,536,547.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	3,833,839.	4,125,852.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input 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				
30 Total net assets or fund balances	3,833,839.	4,125,852.		
31 Total liabilities and net assets/fund balances	3,833,839.	4,125,852.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,833,839.
2 Enter amount from Part I, line 27a	2	292,013.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,125,852.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,125,852.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	1,817,277.	1,485,738.	409,355.

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			409,355.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	409,355.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	259,499.	5,151,053.	.050378
2010	192,178.	5,226,830.	.036768
2009	312,785.	4,736,012.	.066044
2008	292,146.	5,619,199.	.051991
2007	307,821.	6,574,444.	.046821

2 Total of line 1, column (d)	2	.252002
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	.050400
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,477,647.
5 Multiply line 4 by line 3	5	276,073.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,360.
7 Add lines 5 and 6	7	281,433.
8 Enter qualifying distributions from Part XII, line 4	8	253,352.

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.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	10,721.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	10,721.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	10,721.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,955.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	4,955.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5,766.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of PATTERSON BELKNAP WEBB & TYLER LLP Telephone no. 212-336-2000 Located at 1133 AVENUE OF THE AMERICAS, NEW YORK, NY ZIP+4 10036-6710
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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 instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?
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
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.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,361,760.
b	Average of monthly cash balances	1b	199,303.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,561,063.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,561,063.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	83,416.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,477,647.
6	Minimum investment return. Enter 5% of line 5	6	273,882.

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	273,882.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,721.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,721.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	263,161.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	263,161.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	263,161.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	253,352.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	253,352.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	253,352.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				263,161.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			245,550.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 253,352.				
a Applied to 2011, but not more than line 2a			245,550.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				7,802.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				255,359.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶ _____
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)
JANE W.I. DROPPA
 b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
 a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

 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:

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

SOURCE	AMOUNT
US TRUST	125.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	125.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROOKSIDE REALTY VENTURES III, LLC	5,614.	0.	5,614.
CLIFFDALE OUTSIDE MANAGERS, LLC	2,166.	0.	2,166.
PORTOLAN PILOT LONG ONLY FUND, LP	3,780.	0.	3,780.
US TRUST	144,849.	7,419.	137,430.
TOTAL TO FM 990-PF, PART I, LN 4	156,409.	7,419.	148,990.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME THRU K-1	1,550.	4,596.	
IRS REFUND	4,527.	0.	
PROCEEDS FOR SECURITIES LITIGATION	9.	9.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,086.	4,605.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES, LLP	6,062.	0.		6,062.
TO FORM 990-PF, PG 1, LN 16B	6,062.	0.		6,062.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	7,210.	7,210.		0.
TO FORM 990-PF, PG 1, LN 16C	7,210.	7,210.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,991.	1,991.		0.
EXCISE TAX	2,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,491.	1,991.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	250.	0.		250.
OTHER EXPENSES THRU K-1	16,808.	16,682.		0.
MISCELLANEOUS EXPENSE	68.	28.		40.
TO FORM 990-PF, PG 1, LN 23	17,126.	16,710.		290.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	X		208,941.	249,740.
TOTAL U.S. GOVERNMENT OBLIGATIONS			208,941.	249,740.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			208,941.	249,740.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	1,601,057.	2,946,132.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,601,057.	2,946,132.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	1,167,806.	1,215,159.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,167,806.	1,215,159.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BROOKSIDE REALTY VENTURES III	COST	252,913.	253,332.
PORTOLAN PILOT LONG ONLY FUND, LP	COST	859,063.	836,112.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,111,976.	1,089,444.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JANE W.I. DROPPA 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	PRESIDENT 1.00	0.	0.	0.
LARRY D. DROPPA 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	VICE PRESIDENT & TRUSTEE 1.00	0.	0.	0.
ANTONIA M. GRUMBACH 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	SECRETARY & TRUSTEE 1.00	0.	0.	0.
DANA W. HISCOCK 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	ASST. TREASURER & TRUSTEE 1.00	0.	0.	0.
JACK DROPPA 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	TRUSTEE 1.00	0.	0.	0.
DANIEL WATSON DROPPA 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

JI FOUNDATION, INC.
EIN#: 13-6149199

Trade Date

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities									
700.000	Consumer Discretionary AUTOZONE, INC Ticker: AZO	053332102	\$248,101.00 354.430	\$0.00	\$57,537.63 82.197	\$190,563.37	\$0.00	0.00%	
500.000	BAYER MOTOREN WERK EUR1 ISIN DE0005190003 GERMANY Ticker: BMWY GR	5756029#6	48,075.47 96.151	0.00	36,601.71 73.203	11,473.76	0.00	0.00	
1,680.000	CABLEVISION SYS CORP CABLEVISION NY GROUP CLASS A COM Ticker: CVC	12686C109	25,099.20 14.940	0.00	24,160.74 14.381	938.46	1,008.00	4.01	
1,000.000	MCDONALDS CORP Ticker: MCD	580135101	88,210.00 88.210	0.00	85,055.10 85.055	3,154.90	3,080.00	3.49	
1,200.000	TIFFANY & CO NEW Ticker: TIF	886547108	68,808.00 57.340	384.00	68,201.34 56.834	606.66	1,536.00	2.23	
Total Consumer Discretionary							\$206,737.15	\$5,624.00	1.17%
2,000.000	Consumer Staples COCA COLA CO Ticker: KO	191216100	\$72,500.00 36.250	\$0.00	\$53,872.80 26.936	\$18,627.20	\$2,040.00	2.81%	

JI FOUNDATION, INC.
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Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
Consumer Staples (cont)									
2,000,000	CONAGRA FOODS INC Ticker: CAG	205987102	59,000.00 29.500	0.00	43,480.00 21.740	15,520.00	2,000.00	3.39	
650,000	IMPERIAL TOBACCO GROUP PLC SPONSORED ADR UNITED KINGDOM Ticker: ITYB Y	453142101	50,144.90 77.146	0.00	47,101.99 72.465	3,042.91	2,193.10	4.37	
30,000	LINDT & SPRUENGLI AG COM PARTICIPATION CERTIFICATE ISIN CH0010570767 SWITZERLAND Ticker: LISP SW	596228044	97,667.56 3,255.585	0.00	70,668.79 2,355.626	26,998.77	0.00	0.00	
1,200,000	NESTLE SA SPONSORED ADR SWITZERLAND Ticker: NSRG Y	641069406	78,134.40 65.112	0.00	43,620.00 36.350	34,514.40	2,126.40	2.72	
1,500,000	SYSCO CORP Ticker: SY	871829107	47,490.00 31.660	0.00	44,011.35 29.341	3,478.65	1,680.00	3.53	
	Total Consumer Staples		\$404,936.86	\$0.00	\$302,754.93	\$102,181.93	\$10,039.50	2.47%	
Energy									
2,700,000	CANADIAN NAT RES LTD CANADA Ticker: CNQ	136385101	\$77,949.00 28.870	\$287.06	\$19,629.00 7.270	\$58,320.00	\$1,142.10	1.46%	
2,500,000	EXXON MOBIL CORP Ticker: XOM	30231G102	216,375.00 86.550	0.00	103,976.99 41.591	112,398.01	5,700.00	2.63	
3,700,000	OCCIDENTAL PETE CORP Ticker: OXY	674599105	283,457.00 76.610	0.00	49,062.00 13.260	234,395.00	7,992.00	2.81	
	Total Energy		\$577,781.00	\$287.06	\$172,667.99	\$405,113.01	\$14,834.10	2.56%	
Financials									
1,400,000	BERKSHIRE HATHAWAY INC-DEL NEW CL B COM Ticker: BRK B	084670702	\$125,580.00 89.700	\$0.00	\$78,179.64 55.843	\$47,400.36	\$0.00	0.00%	

JI FOUNDATION, INC.
EIN#: 13-6149199

Trade Date

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
	Financials (cont)								
3,000,000	LEUCADIA NATL CORP Ticker: LUK	527288104	71,370.00 23.790	0.00	67,636.62 22.546		3,733.38	750.00	1.05
	Total Financials		\$196,950.00	\$0.00	\$145,816.26		\$51,133.74	\$750.00	0.38%
	Health Care								
2,000,000	ABBOTT LABS Ticker: ABT	002824100	\$131,000.00 65.500	\$0.00	\$91,834.78 45.917		\$39,165.22	\$1,120.00	0.85%
300,000	BECTON DICKINSON & CO Ticker: BDX	075887109	23,457.00 78.190	0.00	21,402.15 71.341		2,054.85	594.00	2.53
2,600,000	NOVO-NORDISK A S ADR	670100205	424,346.00 163.210	0.00	66,113.91 25.428		358,232.09	4,763.20	1.12
600,000	DENMARK WATERS CORP Ticker: WAT	941848103	52,272.00 87.120	0.00	48,367.20 80.612		3,904.80	0.00	0.00
	Total Health Care		\$631,075.00	\$0.00	\$227,718.04		\$403,356.96	\$6,477.20	1.02%
	Industrials								
1,500,000	EMERSON ELEC CO Ticker: EMR	291011104	\$79,440.00 52.960	\$0.00	\$65,039.70 43.360		\$14,400.30	\$2,460.00	3.09%
1,300,000	EXPEDITORS INTL WASHINGTON INC Ticker: EXPD	302130109	51,415.00 39.550	0.00	48,225.34 37.096		3,189.66	728.00	1.41
	Total Industrials		\$130,855.00	\$0.00	\$113,265.04		\$17,589.96	\$3,188.00	2.43%
	Information Technology								
1,800,000	AUTOMATIC DATA PROCESSING INC Ticker: ADP	053015103	\$102,474.00 56.930	\$783.00	\$69,342.39 38.524		\$33,131.61	\$3,132.00	3.05%
3,300,000	CORNING INC Ticker: GLW	219350105	41,646.00 12.620	0.00	45,274.68 13.720		-3,628.68	1,188.00	2.85
150,000	GOOGLE INC CL A COM Ticker: GOOG	38259P508	106,107.00 707.380	0.00	71,440.62 476.271		34,666.38	0.00	0.00

JI FOUNDATION, INC.
EIN#: 13-6149199

Trade Date

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
Information Technology (cont)									
100,000	MASTERCARD INC CL A COM Ticker: MA	57636Q104	49,128.00 491.280	0.00	19,925.77 199.258	19,925.77 199.258	29,202.23	120.00	0.24
2,500,000	VERISK ANALYTICS INC CL A COM Ticker: VRSK	92345Y106	127,425.00 50.970	0.00	67,412.30 26.965	67,412.30 26.965	60,012.70	0.00	0.00
	Total Information Technology		\$426,780.00	\$783.00	\$273,395.76	\$273,395.76	\$153,384.24	\$4,440.00	1.04%
Materials									
800,000	PRAXAIR INC Ticker: PX	74005P104	\$87,560.00 109.450	\$0.00	\$76,597.63 95.747	\$76,597.63 95.747	\$10,962.37	\$1,760.00	2.01%
	Total Materials		\$87,560.00	\$0.00	\$76,597.63	\$76,597.63	\$10,962.37	\$1,760.00	2.01%
Other Equities									
7,000,000	SANOFI CONTINGENT VALUE RT EXPIRES 12/31/20 FRANCE Ticker: GCVR Z	80105N113	\$11,900.00 1.700	\$0.00	\$17,285.25 2.469	\$17,285.25 2.469	-\$5,385.25	\$0.00	0.00%
	Total Other Equities		\$11,900.00	\$0.00	\$17,285.25	\$17,285.25	-\$5,385.25	\$0.00	0.00%
	Total Equities		\$2,946,131.53	\$1,454.06	\$1,601,057.42	\$1,601,057.42	\$1,345,074.11	\$47,112.80	1.59%

Fixed Income

Investment Grade Taxable									
100,000,000	GENERAL ELEC CO NT DTD 01/28/03 5.000% Moody's: AA3 S&P: AA+	369604AY9	\$100,381.00 100.381	\$2,063.33	\$103,286.00 103.286	\$103,286.00 103.286	-\$2,905.00	\$5,000.00	4.98% 1.06

JI FOUNDATION, INC.
EIN#: 13-6149199

Trade Date

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
100,000.000	2014 WAL-MART STORES INC NT	931142CC04	103,881.00 103.881	408.88	98,761.00 98.761	5,120.00	3,200.00	3.08 0.39	
	DTD 05/21/09 3.200% DUE 05/15/14 Moody's: AAZ S&P: AA								
100,000.000	2015 CONOCOPHILLIPS NT	20825CAT1	108,070.00 108.070	2,121.11	104,929.00 104.929	3,141.00	4,600.00	4.25 0.59	
	DTD 05/21/09 4.600% DUE 01/15/15 Moody's: A1 S&P: A								
100,000.000	BERKSHIRE HATHAWAY INC DEL SR UNSEC ND	084670AV0	105,278.00 105.278	1,244.44	102,224.00 102.224	3,054.00	3,200.00	3.04 0.70	
	DTD 02/11/10 3.200% DUE 02/11/15 Moody's: AAZ S&P: AA+								
100,000.000	PFIZER INC SR UNSEC ND	717081DA8	110,131.00 110.131	1,575.27	109,853.00 109.853	278.00	5,350.00	4.85 0.74	
	DTD 03/24/09 5.350% DUE 03/15/15 Moody's: A1 S&P: AA								
214,542.000	2018 UNITED STATES TREAS NT INFLATION INDEX	912828JE1	249,739.76 116.406	1,362.75	208,941.41 97.390	40,798.35	2,949.95	1.18	
	DTD 07/15/08 1.375% DUE 07/15/18 Moody's: AAA S&P: AAA								
34,125.392	PIMCO TOTAL RETURN FUND INSTL	693390700	383,569.41 11.240	969.14	384,062.09 11.254	-492.68	12,251.02	3.19	
	Total Investment Grade Taxable		\$1,161,050.17	\$9,764.92	\$1,112,056.50	\$48,993.67	\$36,550.97	3.14%	
International Developed Bonds									
100,000.000	2014 ONTARIO PROV CDA BD CANADA	883234BA9	\$105,398.00 105.398	\$170.83	\$104,691.00 104.691	\$707.00	\$4,100.00	3.89% 0.41	
	DTD 06/16/09 4.100% DUE 06/16/14 Moody's: AAZ S&P: AA-								

JJ FOUNDATION, INC.
 EIN#: 13-6149199

Trade Date

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
	International Developed Bonds (cont)								
18,223.235	PIMCO FOREIGN BOND FUND UNHEDGED INSTL CL	722005220	198,451.03 10.890	421.89	160,000.00 .8.780		38,451.03	5,120.73	2.58
	Total International Developed Bonds		\$303,849.03	\$592.72	\$264,691.00		\$39,158.03	\$9,220.73	3.03%
	Total Fixed Income		\$1,464,899.20	\$10,357.64	\$1,376,747.50		\$88,151.70	\$45,771.70	3.12%
	Total Portfolio		\$4,434,053.06	\$11,819.76	\$3,000,827.25		\$1,433,225.81	\$92,904.99	2.09%

	COST	MARKET
Ⓐ US TREASURY NOTES	208,941.41	249,739.76
CORPORATE BONDS	1,167,806.09	1,215,159.44
TOTAL FIXED INCOME	1,376,747.50	1,464,899.20

JI FOUNDATION INC
 SCHEDULE OF REALIZED GAINS AND LOSSES
 DECEMBER 31, 2012

Short term transactions

This category includes sales of assets held 12 months or less

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
BLACKROCK INC CL A	BLK	09247X101	150	07/19/11	01/26/12	\$28,612.09	\$27,166.89	\$1,445.20
CABLEVISION SYS CORP CL A	CVC	12686C109	228	01/31/12	09/14/12	\$3,866.02	\$3,278.96	\$587.06
CABLEVISION SYS CORP CL A	CVC	12686C109	140	01/31/12	09/14/12	\$2,383.64	\$2,013.40	\$370.24
CABLEVISION SYS CORP CL A	CVC	12686C109	32	01/31/12	09/17/12	\$529.13	\$460.20	\$68.93
CABLEVISION SYS CORP CL A	CVC	12686C109	18	01/31/12	10/05/12	\$305.67	\$238.87	\$66.80
CABLEVISION SYS CORP CL A	CVC	12686C109	48	01/31/12	10/08/12	\$614.79	\$690.31	-\$124.48
CABLEVISION SYS CORP CL A	CVC	12686C109	434	01/31/12	10/08/12	\$7,382.26	\$6,241.53	\$1,140.73
CABLEVISION SYS CORP CL A	CVC	12686C109	420	01/31/12	10/19/12	\$7,675.54	\$6,040.19	\$1,635.35
PIMCO TOTAL RETURN FUND	PTRX	693390700	706.9	09/14/12	12/20/12	\$80,000.00	\$81,412.18	-\$1,412.18
Total short term gain/loss from sales:						\$131,569.14	\$127,562.53	\$4,006.61

Long term transactions

This category includes sales of assets held more than 12 months

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
DE LA RUE PLC	DLAR LN	B3DGH82#3	965	09/08/09	01/20/12	\$14,298.22	\$14,869.31	-\$571.09
DE LA RUE PLC	DLAR LN	B3DGH82#3	501	09/08/09	01/23/12	\$7,451.86	\$7,719.72	-\$265.86
DE LA RUE PLC	DLAR LN	B3DGH82#3	630	09/08/09	01/23/12	\$9,373.12	\$9,573.77	-\$200.65
DE LA RUE PLC	DLAR LN	B3DGH82#3	904	09/04/09	01/23/12	\$13,449.68	\$13,524.37	-\$74.69

JI FOUNDATION INC

Long term transactions

This category includes sales of assets held more than 12 months

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
DE LA RUIJ PLC	DILAR LN	B3DGH182#3	1800	09/28/09	01/23/12	\$26,780.33	\$26,383.18	\$397.15
UNITED STATES TREAS NTS		912828AF7	63836	11/04/03	06/07/12	\$64,115.12	\$68,712.28	\$-4,597.16
MUELLER INDS INC SUB DEB		624756AA0	12000	10/26/04	06/25/12	\$12,000.00	\$12,000.00	\$0.00
AT&I INC GLOBAL NT		00206RAF9	100000	07/09/09	06/29/12	\$102,461.70	\$105,345.00	\$-2,883.30
UNITED STATES TREAS NTS		912828AF7		11/04/03	07/15/12	\$185,453.55	\$163,448.50	\$22,005.05
TRANSOCEAN LTD	RIG	H8817H100	600	05/14/10	09/06/12	\$28,224.45	\$39,122.22	\$-10,897.77
WEYERHAEUSER CO	WY	962166104	550	12/22/10	10/15/12	\$14,873.32	\$10,160.65	\$4,712.67
WEYERHAEUSER CO	WY	962166104	400	12/22/10	10/15/12	\$10,838.32	\$7,389.56	\$3,448.76
WEYERHAEUSER CO	WY	962166104	87	12/22/10	10/18/12	\$2,486.08	\$1,604.51	\$881.57
WEYERHAEUSER CO	WY	962166104	483	12/22/10	10/18/12	\$13,802.05	\$8,922.89	\$4,879.16
WELLS FARGO & CO NEW SR NT		949746NW7	100000	06/10/09	10/23/12	\$100,000.00	\$103,164.00	\$-3,164.00
KRONES AG	KRN GR	523881#7	276	12/14/09	10/26/12	\$16,176.14	\$14,390.44	\$1,785.70
KRONES AG	KRN GR	523881#7	19	12/14/09	10/29/12	\$1,122.09	\$990.65	\$131.44
KRONES AG	KRN GR	523881#7	193	12/11/09	10/29/12	\$11,398.10	\$10,023.81	\$1,374.29
KRONES AG	KRN GR	523881#7	208	12/15/09	10/29/12	\$12,283.97	\$10,751.33	\$1,532.64
KRONES AG	KRN GR	523881#7	184	12/15/09	10/30/12	\$10,923.75	\$9,510.79	\$1,412.96
KRONES AG	KRN GR	523881#7	35	12/10/09	10/30/12	\$2,077.89	\$1,795.31	\$282.58
KRONES AG	KRN GR	523881#7	76	12/10/09	10/31/12	\$4,540.26	\$3,898.40	\$641.86
KRONES AG	KRN GR	523881#7	216	12/10/09	11/01/12	\$12,762.55	\$11,079.65	\$1,682.90
KRONES AG	KRN GR	523881#7	28	12/09/09	11/01/12	\$1,654.41	\$1,411.71	\$242.70
KRONES AG	KRN GR	523881#7	265	12/09/09	11/02/12	\$15,524.95	\$13,360.81	\$2,164.14
WEYERHAEUSER CO	WY	962166104	2280	12/22/10	12/12/12	\$63,152.53	\$42,049.36	\$21,103.17
Total long term gain/loss from sales:						\$757,226.44	\$711,202.22	\$46,024.22

JI Foundation
 EIN # 13-6149199
 Schedule of Grants Paid
 December 31, 2012

Grantee	Address	Status	Purpose	Recipient Relationship	Amount
American Museum of Natural History	Central Park West at 79th Street NY NY 10024	Public Charity	General Charitable Purposes	N/A	\$ 6,500.00
Brick Presbyterian Church	62 East 92nd Street NY NY 10128	Public Charity	General Charitable Purposes	N/A	500.00
Camp Fire USA 1st Texas Council Foundation	2700 Meachman Boulevard Fort Worth, TX 76137	Public Charity	General Charitable Purposes	N/A	500.00
Center Stage Theater	700 North Calvert Street Baltimore, MD 21202	Public Charity	General Charitable Purposes	N/A	25,000.00
Christopher Reeve Paralysis Foundation	636 Morris Turnpike, Suite 3A, Short Hills, NJ 07078	Public Charity	General Charitable Purposes	N/A	500.00
First Presbyterian Church of New Canaan	Oenoke Ridge New Canaan, CT 06840	Public Charity	General Charitable Purposes	N/A	500.00
Friends of the National WWII Memorial	700 13th Street NW, Suite 800 Washington, DC 20005	Public Charity	General Charitable Purposes	N/A	25,000.00
Glencg Country School, Inc	12793 Folly Quarter Rd, Ellicott City, MD 21042	Public Charity	General Charitable Purposes	N/A	40,000.00
Gynecology and Obstetrics	100 North Charles St, Suite 316, Baltimore, MD 21201	Public Charity	General Charitable Purposes	N/A	2,500.00
Hamilton College	198 College Hill Road, Clinton, NY 13323	Public Charity	General Charitable Purposes	N/A	20,000.00
Howard Hospital Foundation	5755 Cedar Ln Columbia, MD 21044	Public Charity	General Charitable Purposes	N/A	3,000.00
John Hopkins Children's Center	100 North Charles Street, Suite 248 Baltimore, MD 21201	Public Charity	General Charitable Purposes	N/A	5,000.00
Lawrenceville School	PO Box 6126 Lawrenceville, NJ 08648	Public Charity	General Charitable Purposes	N/A	15,000.00
Memorial Sloan-Kettering Cancer Center	Box E 1275 York Avenue NY NY 10021	Public Charity	General Charitable Purposes	N/A	1,000.00
Metropolitan Museum of Art	1000 Fifth Avenue NY NY 10128	Public Charity	General Charitable Purposes	N/A	5,000.00
Metropolitan Opera Association	Lincoln Center NY NY 10023	Public Charity	General Charitable Purposes	N/A	15,000.00
National Aquarium	Pier 3/501 East Pratt Street, Baltimore MD 21202	Public Charity	General Charitable Purposes	N/A	20,000.00
National Aquarium	Pier 3/501 East Pratt Street, Baltimore MD 21202	Public Charity	General Charitable Purposes	N/A	50,000.00
Princeton Theological Seminary	PO Box 552 Princeton, NJ 08540	Public Charity	Capital Campaign	N/A	500.00
Recording for the Blind and Dyslexic	1844-C west Eleventh Upland, CA 91786	Public Charity	General Charitable Purposes	N/A	2,500.00
The Asia Foundation	465 California Street San Francisco, CA 94101	Public Charity	General Charitable Purposes	N/A	500.00
The Damon Runyon Cancer Research Foundation	One Exchange Plaza 55 Broadway, Suite 302 NY NY 10006	Public Charity	General Charitable Purposes	N/A	7,000.00
Union Theological Seminary	3041 Broadway at Rhinehold Niebuhr Place NY NY 10027	Public Charity	General Charitable Purposes	N/A	500.00
US Ski & Snowboard Foundation	PO Box 100 1500 Kearns Blvd Park City, Utah 84060	Public Charity	General Charitable Purposes	N/A	1,000.00
Total Contributions, Gifts, Grants Paid					\$ 247,000.00

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a ATTACHMENT B - SHORT TERM SALES	P	VARIOUS	VARIOUS
b ATTACHMENT B - LONG TERM SALES	P	VARIOUS	VARIOUS
c CLIFFDALE OUTSIDE MANAGERS, LLC	P	VARIOUS	VARIOUS
d PORTOLAN PILOT LONG ONLY FUND, LP	P	VARIOUS	VARIOUS
e BROOKSIDE REALTY VENTURES III, LLC	P	VARIOUS	VARIOUS
f CAPITAL GAINS DIVIDENDS			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 131,569.		127,562.	4,007.
b 757,226.		711,202.	46,024.
c 921,063.		646,974.	274,089.
d			67,574.
e			10,242.
f 7,419.			7,419.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			4,007.
b			46,024.
c			274,089.
d			67,574.
e			10,242.
f			7,419.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	409,355.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions. JI FOUNDATION, INC. C/O PATTERSON BELKNAP WEBB & TYLER LLP	Employer identification number (EIN) or 13-6149199
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 1133 AVENUE OF THE AMERICAS	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10036-6710	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

PATTERSON BELKNAP WEBB & TYLER LLP

- The books are in the care of ▶ **1133 AVENUE OF THE AMERICAS - NEW YORK, NY 10036-6710**
 Telephone No ▶ **212-336-2000** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2012** or
 ▶ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	4,955.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	4,955.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions JI FOUNDATION, INC. C/O PATTERSON BELKNAP WEBB & TYLER LLP	Employer identification number (EIN) or 13-6149199
	Number, street, and room or suite no. If a P.O. box, see instructions 1133 AVENUE OF THE AMERICAS	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. NEW YORK, NY 10036-6710	

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

0 4

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

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

PATTERSON BELKNAP WEBB & TYLER LLP

• The books are in the care of **1133 AVENUE OF THE AMERICAS - NEW YORK, NY 10036-6710**

Telephone No. **212-336-2000**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return

Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED TO ACCUMULATE THE NECESSARY INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	4,955.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	4,955.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Maren M. Hertig** Title **CPA**

Date **8/7/13**