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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

**For calendar year 2012 or tax year beginning** , 2012, and ending , 20

Name of foundation <b>GILDER FOUNDATION, INC.</b>		<b>A Employer identification number</b> 13-6176041
Number and street (or P O box number if mail is not delivered to street address) <b>C/O ANCHIN, 1375 BROADWAY</b>		<b>B Telephone number (see instructions)</b> ( ) -
City or town, state, and ZIP code <b>NEW YORK, NY 10018</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>65,543,956.</b>		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		
<input type="checkbox"/> Other (specify) _____		
<i>(Part I, column (d) must be on cash basis)</i>		

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc. received (attach schedule) . . . . .	12,017,040.	ATCH 1		
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
	<b>3</b> Interest on savings and temporary cash investments . . . . .	71,849.	71,849.		
	<b>4</b> Dividends and interest from securities . . . . .	523,706.	523,706.		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) . . . . .				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 . . . . .	-1,381,631.			
	<b>b</b> Gross sales price for all assets on line 6a . . . . .	15,295,467.			
	<b>7</b> Capital gain net income (from Part IV, line 2) . . . . .				
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10 a</b> Gross sales less returns and allowances . . . . .				
<b>b</b> Less Cost of goods sold . . . . .					
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .					
<b>11</b> Other income (attach schedule) ATCH 2 . . . . .	21,000.				
<b>12 Total. Add lines 1 through 11 . . . . .</b>	<b>11,251,964.</b>	<b>595,555.</b>			
<b>13</b> Compensation of officers, directors, trustees, etc . . . . .	0				
<b>14</b> Other employee salaries and wages . . . . .	175,473.			175,473.	
<b>15</b> Pension plans, employee benefits . . . . .					
<b>16a</b> Legal fees (attach schedule) ATCH 3 . . . . .	15,796.			15,796.	
<b>b</b> Accounting fees (attach schedule) ATCH 4 . . . . .	26,333.	6,583.		19,750.	
<b>c</b> Other professional fees (attach schedule) . . . . .	97,500.			97,500.	
<b>17</b> Interest . . . . .					
<b>18</b> Taxes (attach schedule) (see instructions) ATCH 6 . . . . .	17,236.	2,755.		14,481.	
<b>19</b> Depreciation (attach schedule) and depletion . . . . .					
<b>20</b> Occupancy . . . . .					
<b>21</b> Travel, conferences, and meetings . . . . .	574.			574.	
<b>22</b> Printing and publications . . . . .					
<b>23</b> Other expenses (attach schedule) ATCH 7 . . . . .	27,831.	303.		27,528.	
<b>24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .</b>	<b>360,743.</b>	<b>9,641.</b>		<b>351,102.</b>	
<b>25</b> Contributions, gifts, grants paid . . . . .	6,563,150.			6,563,150.	
<b>26 Total expenses and disbursements. Add lines 24 and 25 . . . . .</b>	<b>6,923,893.</b>	<b>9,641.</b>	0	<b>6,914,252.</b>	
<b>27 Subtract line 26 from line 12 . . . . .</b>					
<b>a</b> Excess of revenue over expenses and disbursements . . . . .	4,328,071.				
<b>b</b> Net investment income (if negative, enter -0-) . . . . .		585,914.			
<b>c</b> Adjusted net income (if negative, enter -0-) . . . . .					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	23,369,127.	7,469,051.	7,469,051.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule), . . . . .			
	b	Investments - corporate stock (attach schedule) ATCH 8	23,900,927.	48,892,999.	58,074,905.
	c	Investments - corporate bonds (attach schedule), . . . . .	4,760,000.		
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ )	3,925.			
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	52,033,979.	56,362,050.	65,543,956.	
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 ▶ ATCH 9 )	1,210.	1,210.	
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	1,210.	1,210.		
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	19,270.	19,270.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .	52,013,499.	56,341,570.		
30	<b>Total net assets or fund balances</b> (see instructions), . . . . .	52,032,769.	56,360,840.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	52,033,979.	56,362,050.		

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 52,032,769.
2	Enter amount from Part I, line 27a . . . . .	2 4,328,071.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3 . . . . .	4 56,360,840.
5	Decreases not included in line 2 (itemize) ▶	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 56,360,840.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-1,381,631.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	31,485,902.	64,576,587.	0.487575
2010	8,604,879.	71,171,326.	0.120904
2009	5,792,745.	66,616,721.	0.086956
2008	31,246,479.	70,773,873.	0.441497
2007	15,957,555.	58,414,587.	0.273178
2 Total of line 1, column (d)			2 1.410110
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.282022
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 55,220,096.
5 Multiply line 4 by line 3			5 15,573,282.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,859.
7 Add lines 5 and 6			7 15,579,141.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 6,914,252.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 264,242.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political activities, tax returns, and substantial contributors. Includes a Yes/No column.

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 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of GILDER GAGNON & HOWE Telephone no. 212-765-2500
Located at 1775 BROADWAY NEW YORK, NY ZIP+4 10019-1903
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 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 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here . . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . . 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . . 4b X

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

5a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel, study, or other similar purposes... (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)?... (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes... 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... 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?... 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?... 6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?... 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

Table with 5 columns: (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. Row 1: ATCH 10, 0, 0, 0.

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

Table with 5 columns: (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. Row 1: ATCH 11, 128,000, 0.

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
JAMES BASKER	CONSULTING	97,500.
-----		
-----		
-----		
-----		
-----		

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 NONE	
-----	
-----	
2	
-----	
-----	
3	
-----	
-----	
4	
-----	
-----	

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	38,524,190.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	17,536,821.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	56,061,011.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	56,061,011.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	840,915.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	55,220,096.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	2,761,005.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	2,761,005.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	11,718.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	11,718.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	2,749,287.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	21,000.
<b>5</b>	Add lines 3 and 4	<b>5</b>	2,770,287.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	2,770,287.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	6,914,252.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	6,914,252.
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	6,914,252.

**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 . . . . .				2,770,287.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .				
b Total for prior years 20 10 , 20 09 , 20 08 . . . . .				
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .				
b From 2008 . . . . . 18,246,996.				
c From 2009 . . . . . 5,792,745.				
d From 2010 . . . . . 8,604,879.				
e From 2011 . . . . . 31,523,710.				
f Total of lines 3a through e . . . . .	64,168,330.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 6,914,252.				
a Applied to 2011, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions). . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2012 distributable amount . . . . .				2,770,287.
e Remaining amount distributed out of corpus . . . . .	4,143,965.			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	68,312,295.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	12,017,040.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	56,295,255.			
10 Analysis of line 9				
a Excess from 2008 . . . . . 6,229,956.				
b Excess from 2009 . . . . . 5,792,745.				
c Excess from 2010 . . . . . 8,604,879.				
d Excess from 2011 . . . . . 31,523,710.				
e Excess from 2012 . . . . . 4,126,610.				

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

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

RICHARD GILDER

**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:

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a Paid during the year</b> SEE SCHEDULE 2 ATTACHED</p>	NONE		GENERAL FUND	6,563,150.
<b>Total</b> .....				<b>3a</b> 6,563,150.
<p><b>b Approved for future payment</b></p>				
<b>Total</b> .....				<b>3b</b>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue a GRANT RECOVERIES, Subtotal, and Total.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' in columns (b) and (d).

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A' in column (b).

Sign Here Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: R Gilder, Date: 11/02/13, Title: [blank]. May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only Print/Type preparer's name: Paul Gevertzman, Preparer's signature: [Signature], Date: 10/28/13, Check self-employed: [checked], PTIN: P00448404, Firm's name: ANCHIN BLOCK & ANCHIN LLP, Firm's address: 1375 BROADWAY NEW YORK, NY, Firm's EIN: 13-0436940, Phone no: 212-840-3456

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

**2012**

Name of the organization

GILDER FOUNDATION, INC.

Employer identification number

13-6176041

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **GILDER FOUNDATION, INC.**

Employer identification number  
13-6176041

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GREAT CIRCLE TRUST ----- C/O ANCHIN, 1375 BROADWAY ----- NEW YORK, NY 10018 -----	\$ 12,017,040.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization GILDER FOUNDATION, INC.

Employer identification number

13-6176041

**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	311,000 SHS WR BERKLEY CORP FMV 12,017,040	\$ 12,017,040.	12/20/2012
---	----- ----- -----	\$ -----	-----
---	----- ----- -----	\$ -----	-----
---	----- ----- -----	\$ -----	-----
---	----- ----- -----	\$ -----	-----
---	----- ----- -----	\$ -----	-----

Name of organization GILDER FOUNDATION, INC.

Employer identification number

13-6176041

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

Form with columns (a) No. from Part I, (b) Purpose of gift, (c) Use of gift, (d) Description of how gift is held, and (e) Transfer of gift. Includes sub-sections for Transferee's name, address, and ZIP + 4, and Relationship of transferor to transferee.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,729,044.		PUBLICLY TRADED SECURITIES (ST LOSS) PROPERTY TYPE: SECURITIES 6,322,813.				P	VAR -593,769.	VAR
9,563,209.		PUBLICLY TRADED SECURITIES (LT LOSS) PROPERTY TYPE: SECURITIES 10354285.				P	VAR -791,076.	VAR
3,214.		LITIGATION SETTLEMENT PROCEEDS					VAR 3,214.	VAR
TOTAL GAIN (LOSS) .....							<u>-1381631.</u>	

GILDER FOUNDATION, INC.

13-6176041

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
GREAT CIRCLE TRUST C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	12/20/2012	12,017,040.
TOTAL CONTRIBUTION AMOUNTS		<u>12,017,040.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
GRANT RECOVERIES	21,000.
TOTALS	<u>21,000.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES INCURRED IN CONNECTION WITH VARIOUS FOUNDATION MATTERS	15,796.			15,796.
TOTALS	<u>15,796.</u>			<u>15,796.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES FOR BOOKKEEPING AND TAX PREPARATION SERVICES	26,333.	6,583.		19,750.
TOTALS	<u>26,333.</u>	<u>6,583.</u>		<u>19,750.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING FEES	97,500.	97,500.
TOTALS	<u>97,500.</u>	<u>97,500.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	14,481.		14,481.
FOREIGN TAXES	2,755.	2,755.	
TOTALS	<u>17,236.</u>	<u>2,755.</u>	<u>14,481.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
OFFICE EXPENSE	1,409.		1,409.
TELEPHONE	1,280.		1,280.
NYS FILING FEE	1,500.		1,500.
POSTAGE	336.		336.
PAYROLL SERVICE EXPENSE	2,818.		2,818.
INSURANCE	20,150.		20,150.
BANK CHARGES	35.		35.
ADR FEES	303.	303.	
	<u>27,831.</u>	<u>303.</u>	<u>27,528.</u>
TOTALS	<u>27,831.</u>	<u>303.</u>	<u>27,528.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

ENDING  
BOOK VALUE                      ENDING  
FMV

INVESTMENTS -STOCK- SEE  
ATTACHED SCHEDULE 3                      36,651,243.                      58,074,905.  
DONORS UNREALIZED APPRECIATION                      12,241,756.

TOTALS

48,892,999.                      58,074,905.

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
PAYROLL TAXES PAYABLE	1,210.
TOTALS	<u>1,210.</u>

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

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
RICHARD GILDER C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	PRESIDENT 3.00	0	0	0
HOWARD ROTHMAN C/O KRAMER LEVIN NAFTALIS & FRANKEL 1177 AVENUE OF THE AMERICAS NEW YORK, NY 10036	SECRETARY 3.00	0	0	0
VIRGINIA GILDER C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	VICE PRESIDENT 3.00	0	0	0
RICHARD SCHNEIDMAN C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	TREASURER 3.00	0	0	0
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>

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

ATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
DANIELA MUHLING C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	GRANT ADMINISTRATOR 40.00	66,200.	0
MARTHA KRAVAT C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	GRANT ADMINISTRATOR 40.00	61,800.	0
<u>TOTAL COMPENSATION</u>		<u>128,000.</u>	<u>0</u>

FEDERAL FOOTNOTES

PART VII-B QUESTION 1A 4 - COMPENSATION PAID RELATED TO DISQUALIFIED PERSON DETAIL: THE FOUNDATION MAINTAINED A BROKERAGE ACCOUNT WITH GILDER GAGNON HOWE & CO LLC, AT WHICH RICHARD GILDER WAS A MEMBER. STANDARD BROKERAGE COMMISSIONS WERE APPLIED TO THE ACCOUNT. THE FOUNDATION UTILIZED THE LEGAL SERVICES OF KRAMER LEVIN NAFTALIS & FRANKEL LLP, AT WHICH HOWARD ROTHMAN WAS A MEMBER. FEES FOR SERVICES WERE BASED ON STANDARD HOURLY RATES. THE FOUNDATION UTILIZED THE ACCOUNTING AND TAX PREPARATION SERVICES OF ANCHIN BLOCK ANCHIN LLP, AT WHICH RICHARD SCHNEIDMAN WAS A SENIOR ADVISOR. FEES FOR SERVICES WERE BASED ON STANDARD HOURLY RATES.

Schedule 1

Gilder Foundation  
 EIN # 13-6716041  
 Expenditure Responsibility Report  
 For the Year Ended 12/31/12

<u>Grantee's Name and Address</u>	<u>Date and Amount of Grant</u>	<u>Purpose of Grant</u>	<u>Amounts Spent by Grantee</u>	<u>Knowledge of Diversion</u>	<u>Dates of Reports Received from Grantee</u>	<u>Date and Results of Any Verification of Grantee's Reports</u>
Foundation for Education Reform and Accountability 4 Chelsea Park Second Floor Clifton Park, NY 12065	\$100,000 on 1/9/12 & \$100,000 on 5/28/12	General operations	\$200,000	None	7/11/13	None
Train Foundation 505 Park Avenue, 20 <sup>th</sup> Floor New York, NY 10022	\$25,000 on 4/6/12	Civil Courage Prize	\$25,000	None	8/6/13	None

**GILDER FOUNDATION, INC.**  
**990-PF Part XV, Line 3a**  
**EIN# 13-6176041**  
**SCHEDULE # 2**  
**F/Y/E 12/31/12**

<u>DATE</u>	<u>GRANTEE</u>	<u>PURPOSE</u>	<u>AMOUNT</u>	<u>STATUS OF RECIPIENT</u>
1/9/2012	Foundation for Education Reform And Accountability	Public Policy	100,000	Private Operation Fdn
1/11/2012	Chess-in-the-Schools	Education	2,500	Public Charity
1/24/2012	American Heart Association	Med-Rehab	5,000	Public Charity
1/24/2012	Capital District YMCA	Youth	2,500	Public Charity
1/24/2012	Goddard Riverside Community Center	Social Services	1,000	Public Charity
1/24/2012	Good Shepherd School	Education	200	Public Charity
1/24/2012	Mount Sinai Medical Center	Med-Rehab	20,000	Public Charity
1/24/2012	Ocean Classroom Foundation	Education	12,500	Public Charity
1/24/2012	Phelps Association	Education	1,000	Public Charity
1/24/2012	Trinity Boston Foundation	Religious Institutions	7,500	Public Charity
1/27/2012	Carnegie Hall	Performing Arts	5,000	Public Charity
1/27/2012	Center for Traditional Music and Dance	Performing Arts	5,000	Public Charity
1/27/2012	Columbia University Medical Center	Med-Rehab	3,500	Public Charity
1/27/2012	East Harlem Tutorial Program	Education	5,000	Public Charity
1/27/2012	Friends In Deed	Social Services	200	Public Charity
1/27/2012	The Shakespeare Society	Performing Arts	1,000	Public Charity
2/6/2012	Breast Cancer Research Foundation	Med-Rehab	10,000	Public Charity
2/6/2012	Mount Vernon Ladies' Association	History	25,000	Public Charity
2/6/2012	Omohundro Institute	History	10,000	Public Charity
2/15/2012	American Museum of Natural History	Museums	10,000	Public Charity
2/15/2012	New York Historical Society	History	50,000	Public Charity
2/28/2012	Acumen Fund, Inc	Social Services	50,000	Public Charity
2/28/2012	Alzheimer's Drug Discovery Foundation	Med-Rehab	1,000	Public Charity
2/28/2012	Cancer Research Institute	Med-Rehab	5,000	Public Charity
2/28/2012	Education Through Music, Inc	Education	5,000	Public Charity
2/28/2012	George Jackson Academy	Education	7,500	Public Charity
2/28/2012	Pink Ribbons Project	Med-Rehab	2,500	Public Charity
2/28/2012	The School Of American Ballet	Education	5,000	Public Charity
3/13/2012	American Ballet Theatre	Performing Arts	5,000	Public Charity
3/13/2012	Atlantic Theater Company	Performing Arts	1,000	Public Charity
3/13/2012	Broadway Mall Association	Parks	2,500	Public Charity
3/13/2012	Central Park Conservancy	Parks	23,000	Public Charity
3/13/2012	Civitas Citizens	Conservation	1,000	Public Charity
3/13/2012	National Dance Institute	Performing Arts	5,000	Public Charity
3/13/2012	New York Public Library	Cultural Institutions	100,000	Public Charity
3/13/2012	Orchestra of St Luke's	Performing Arts	15,000	Public Charity
3/13/2012	Suzie Reizod Foundation	Social Services	5,000	Public Charity
3/13/2012	The Society Of Memorial Sloan-Kettering	Med-Rehab	1,000	Public Charity
3/15/2012	American Friends Of Ptach	Education	500	Public Charity
3/15/2012	Farnsworth Art Museum	Cultural Institutions	5,000	Public Charity
3/15/2012	Gilder Lehrman Institute	History	750,000	Public Charity
3/15/2012	New York Botanical Garden	Parks	10,000	Public Charity
3/22/2012	American Museum of Natural History	Museums	5,000	Public Charity
3/22/2012	Art21, Inc	Cultural Institutions	10,000	Public Charity
3/22/2012	Bachman-Strauss Dystonia & Parkinson Fdn	Med-Rehab	2,500	Public Charity
3/22/2012	Classroom, Inc	Education	10,000	Public Charity
3/22/2012	Early Steps, Inc	Education	10,000	Public Charity
3/22/2012	St Mary School	Education	5,000	Public Charity
3/22/2012	Student Sponsor Partners	Education	5,000	Public Charity
3/22/2012	The Foundation For Landscape Studies	Parks	5,000	Public Charity
3/22/2012	Turquoise Mountain Foundation	Social Services	5,000	Public Charity
3/27/2012	Gilder Lehrman Institute	History	30,000	Public Charity
4/6/2012	Gettysburg College	Education	93,000	Public Charity
4/6/2012	The Train Foundation	Public Policy	25,000	Private Fdn
4/10/2012	Cold Spring Harbor Laboratory Assoc	Med-Rehab	40,000	Public Charity
4/10/2012	Corpus Christi School	Education	3,000	Public Charity
4/10/2012	Education Through Music, Inc	Education	5,000	Public Charity
4/10/2012	Irish Repertory Theatre Company	Performing Arts	2,500	Public Charity
4/10/2012	Manhattan Institute	Public Policy	10,000	Public Charity
4/10/2012	Massachusetts Historical Society	History	1,500	Public Charity
4/10/2012	Natural History Museum of the Adirondack	Museums	100,000	Public Charity
4/10/2012	Virginia Historical Society	History	5,000	Public Charity
4/10/2012	Yale University	Education	250	Public Charity
4/10/2012	YM & YWHA of Washington Heights & Inwood	Youth	10,000	Public Charity
4/17/2012	Friends Of Harlem Hospital Center	Med-Rehab	2,500	Public Charity
4/17/2012	Kindred Spirits Foundation	Education	5,000	Public Charity

**GILDER FOUNDATION, INC.**  
**990-PF Part XV, Line 3a**  
**EIN#: 13-6176041**  
**SCHEDULE # 2**  
**F/Y/E 12/31/12**

<u>DATE</u>	<u>GRANTEE</u>	<u>PURPOSE</u>	<u>AMOUNT</u>	<u>STATUS OF RECIPIENT</u>
4/17/2012	The Fund for Park Avenue	Parks	1,000	Public Charity
4/17/2012	Women In Need, Inc	Social Services	1,000	Public Charity
4/26/2012	American Academy In Rome	Cultural Institutions	5,000	Public Charity
4/26/2012	Fresh Air Fund	Environment	2,500	Public Charity
4/26/2012	Human Rights Watch	Public Policy	3,500	Public Charity
4/26/2012	St Thomas Aquinas School	Education	3,500	Public Charity
4/26/2012	The Menil Foundation Inc	Cultural Institutions	2,500	Public Charity
4/26/2012	The Morgan Library	History	25,000	Public Charity
4/27/2012	Vermont Humanities Council	History	5,000	Public Charity
5/8/2012	Audubon New York	Environment	10,000	Public Charity
5/11/2012	Alliance For Young Artists And Writers	Education	2,500	Public Charity
5/11/2012	Chamber Music Society At Lincoln Center	Performing Arts	2,500	Public Charity
5/11/2012	Convent Of The Sacred Heart School	Education	10,000	Public Charity
5/11/2012	Jumpstart For Young Children, Inc	Education	2,000	Public Charity
5/11/2012	Neighborhood Coalition for Shelter, Inc	Social Services	1,000	Public Charity
5/11/2012	New Yorkers For Children	Education	2,500	Public Charity
5/11/2012	Starlight Children's Foundation	Social Services	2,500	Public Charity
5/23/2012	Islesboro Historical Society	History	2,500	Public Charity
5/23/2012	Learning Leaders, Inc	Education	2,500	Public Charity
5/24/2012	Museum Of Modern Art	Museums	2,500	Public Charity
5/24/2012	School Choice Scholarships Foundation	Education	100,000	Public Charity
5/24/2012	Westchester Philharmonic	Performing Arts	2,500	Public Charity
5/28/2012	Foundation for Education Reform And Accountability	Public Policy	100,000	Private Operation Fdn
5/28/2012	New York Historical Society	History	750,000	Public Charity
5/28/2012	Thomas Jefferson Foundation, Inc	History	100,000	Public Charity
5/29/2012	Playwright's Horizons	Performing Arts	5,000	Public Charity
6/8/2012	American Associates Of The Royal National Theatre	Performing Arts	2,000	Public Charity
6/8/2012	American Heritage Society	History	5,000	Public Charity
6/8/2012	Century Association Archives Foundation	History	1,000	Public Charity
6/8/2012	Christ Church United Methodist Trust	Religious Institutions	50,000	Public Charity
6/8/2012	Forest Moon	Med-Rehab	5,000	Public Charity
6/8/2012	General Henry Knox Museum	History	3,000	Public Charity
6/8/2012	Hospital for Special Surgery Fund	Med-Rehab	5,000	Public Charity
6/8/2012	Islesboro Islands Trust	Environment	25,000	Public Charity
6/8/2012	Metropolitan Opera	Performing Arts	75,000	Public Charity
6/14/2012	New York City Ballet	Performing Arts	2,500	Public Charity
6/21/2012	Central Park Conservancy	Parks	13,500	Public Charity
6/21/2012	The Phelps Association	Education	1,000	Public Charity
6/22/2012	Mory's Foundation Inc	Education	5,000	Public Charity
6/25/2012	Gilder Lehrman Institute	History	750,000	Public Charity
6/28/2012	Northfield Mount Hermon School	Education	7,500	Public Charity
7/3/2012	Islesboro Islands Trust	Environment	25,000	Public Charity
7/11/2012	Library of America	Cultural Institutions	25,000	Public Charity
7/17/2012	Christ Church Dark Harbor	Religious Institutions	1,000	Public Charity
7/24/2012	Manhattan Theatre Club	Performing Arts	2,500	Public Charity
7/24/2012	WNET org	History	10,000	Public Charity
7/25/2012	International Women's Media Foundation	Social Services	7,500	Public Charity
7/25/2012	Irish Repertory Theatre Company	Performing Arts	5,000	Public Charity
7/25/2012	New York City Opera	Performing Arts	10,000	Public Charity
7/25/2012	New York Historical Society	History	50,000	Public Charity
7/27/2012	Friends Of John Jay Homestead	Cultural Institutions	2,500	Public Charity
8/9/2012	Columbia University	Education	10,000	Public Charity
9/5/2012	El Nido Family Centers	Youth	1,000	Public Charity
9/5/2012	National Academy Museum And School	Education	5,000	Public Charity
9/5/2012	New York Botanical Garden	Parks	2,500	Public Charity
9/5/2012	New York Landmarks Conservancy	Conservation	2,500	Public Charity
9/5/2012	Orchestra Of St Luke's	Performing Arts	20,000	Public Charity
9/5/2012	Second Stage Theatre	Performing Arts	10,000	Public Charity
9/5/2012	Yale University Dramatic Association, Inc	Education	25,000	Public Charity
9/6/2012	Health Care Chaplaincy	Med-Rehab	1,000	Public Charity
9/6/2012	Islesboro Community Center	Social Services	10,000	Public Charity
9/17/2012	Ackerman Institute For The Family	Social Services	5,000	Public Charity
9/17/2012	American Museum of Natural History	Museums	10,000	Public Charity
9/17/2012	Center for Traditional Music and Dance	Performing Arts	5,000	Public Charity
9/17/2012	Central Park Conservancy	Parks	5,000	Public Charity
9/17/2012	Civic Builders	Social Services	2,500	Public Charity

## GILDER FOUNDATION, INC.

990-PF Part XV, Line 3a

EIN#: 13-6176041

SCHEDULE # 2

F/Y/E 12/31/12

<u>DATE</u>	<u>GRANTEE</u>	<u>PURPOSE</u>	<u>AMOUNT</u>	<u>STATUS OF RECIPIENT</u>
9/17/2012	New York Police & Fire Widows' & Children's Benefit Fund	Social Services	1,000	Public Charity
9/24/2012	Christ Church United Methodist	Religious Institutions	219,000	Public Charity
9/27/2012	Congregation Emanu-El	Religious Institutions	1,000	Public Charity
9/27/2012	Early Music Foundation	Performing Arts	2,500	Public Charity
9/27/2012	Harlem Educational Activities Fund	Education	2,500	Public Charity
9/27/2012	National Trust For Historic Preservation	Conservation	1,000	Public Charity
9/27/2012	New Yorkers For Children	Education	2,500	Public Charity
9/27/2012	New Yorkers For Parks	Parks	5,000	Public Charity
9/27/2012	The Fund for Park Avenue	Parks	1,000	Public Charity
9/27/2012	Third Street Music School Settlement	Education	1,000	Public Charity
9/28/2012	New York Philharmonic	Performing Arts	2,500	Public Charity
10/2/2012	Intercollegiate Studies Institute	Public Policy	5,000	Public Charity
10/2/2012	Natural Resources Council Of Maine	Environment	2,500	Public Charity
10/2/2012	Park Avenue Armory	History	5,000	Public Charity
10/2/2012	Phipps Community Development Corporation	Social Services	2,500	Public Charity
10/2/2012	Washington Inst For Near East Policy	Public Policy	5,000	Public Charity
10/9/2012	Citizens Union Foundation	Public Policy	5,000	Public Charity
10/9/2012	Gilder Lehrman Institute	History	750,000	Public Charity
10/9/2012	Islesboro Community Fund	Social Services	2,000	Public Charity
10/9/2012	S L E Foundation (Lupus)	Med-Rehab	1,000	Public Charity
10/17/2012	American Ballet Theater	Performing Arts	5,000	Public Charity
10/17/2012	English Concert In America	Cultural Institutions	1,000	Public Charity
10/17/2012	Goddard Riverside Community Center	Social Services	1,000	Public Charity
10/17/2012	Trinity Boston Foundation	Religious Institutions	5,000	Public Charity
10/17/2012	Yale University	Education	1,000	Public Charity
11/9/2012	Center for Educational Innovation	Education	50,000	Public Charity
11/9/2012	St John's University	Education	1,000	Public Charity
11/13/2012	Theatreworks USA	Education	5,000	Public Charity
11/19/2012	Barnard College	Education	70,000	Public Charity
11/19/2012	Barnard College	Education	150,000	Public Charity
11/19/2012	Central Park Conservancy	Parks	500,000	Public Charity
11/19/2012	New York Historical Society	History	50,000	Public Charity
11/19/2012	St Raymond High School For Boys	Education	4,000	Public Charity
11/19/2012	Unity Neighborhood Center	Education	5,000	Public Charity
11/20/2012	Dancing Dreams	Education	5,000	Public Charity
11/20/2012	Friends of Alice L Pendleton Library	Education	500	Public Charity
11/20/2012	New York City Center, Inc	Cultural Institutions	30,000	Public Charity
11/20/2012	One West 54th Street Foundation	History	2,500	Public Charity
11/29/2012	Forest Moon	Med-Rehab	5,000	Public Charity
11/29/2012	New York Historical Society	History	15,000	Public Charity
11/29/2012	Second Stage Theatre	Performing Arts	25,000	Public Charity
12/12/2012	Gordon Parks Foundation	Social Services	1,000	Public Charity
12/12/2012	Harvard University	Education	15,000	Public Charity
12/12/2012	Merchant's House Museum	Museums	1,000	Public Charity
12/12/2012	Montpelier Foundation	History	5,000	Public Charity
12/12/2012	New York Botanical Garden	Parks	10,000	Public Charity
12/12/2012	The Farm School	Education	7,500	Public Charity
12/12/2012	Thresholds, Inc	Med-Rehab	1,000	Public Charity
12/12/2012	Two East Sixty Second Street Foundation	Conservation	5,000	Public Charity
12/19/2012	Education Through Music, Inc	Education	1,000	Public Charity
12/19/2012	Guild Hall Of East Hampton, Inc	Performing Arts	25,000	Public Charity
12/19/2012	Manhattan Institute	Public Policy	25,000	Public Charity
12/19/2012	The Phelps Association	Education	1,000	Public Charity
12/19/2012	Thomas Jefferson Foundation, Inc	History	250,000	Public Charity
12/19/2012	Yale University	Education	250,000	Public Charity

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**6,563,150**

Gilder Foundation, Inc.  
 990-PF Part II, Line 10b  
 Schedule # 3  
 EIN #: 13-6176041

Quantity	Description/ Security ID	Acq Date/ Term	Mat/Exp Date	Div/Int Rate	Unit Cost	Cost	Share Price	Market Value	Unreal G/L / % Unreal G/L
<b>Security Type: Common Stock</b>									
41,255	AMERICAN INTERNATIONAL INC NEW GROUP Security AIG	08/14/2012 ST		0.00	34.3813	1,418,399.61	35.3000	1,456,301.50	37,901.89 2.67%
18,375	AMAZON COM INC Security AMZN	05/16/2008 ST		0.00	76.0221	1,396,906.74	250.8700	4,609,736.25	3,212,829.51 230.00%
33,000	AMAZON COM INC Security AMZN	05/16/2008 ST		0.00	76.1765	2,513,823.51	250.8700	8,278,710.00	5,764,886.49 229.33%
4,028	AMAZON COM INC Security AMZN	10/21/2010 ST		0.00	164.0725	660,884.14	250.8700	1,010,504.36	349,620.22 52.90%
<b>55,403</b>	<b>Total for AMZN</b>			<b>AVG Unit Cost</b>	<b>82.5156</b>	<b>4,571,614.39</b>		<b>13,898,950.61</b>	<b>9,327,336.22</b> <b>204.03%</b>
29,562	BIOMARIN PHARMACEUTICAL INC Security BMRN	07/25/2012 ST		0.00	39.4069	1,164,945.93	49.2000	1,454,450.40	289,504.47 24.85%
10,398	BIOMARIN PHARMACEUTICAL INC Security BMRN	07/26/2012 ST		0.00	40.2550	418,571.10	49.2000	511,581.60	93,010.50 22.22%
<b>39,960</b>	<b>Total for BMRN</b>			<b>AVG Unit Cost</b>	<b>39.6276</b>	<b>1,583,517.03</b>		<b>1,966,032.00</b>	<b>382,514.97</b> <b>24.16%</b>
33,342	EBAY INC Security EBAY	04/30/2012 ST		0.00	41.8950	1,396,863.36	50.9977	1,700,365.31	303,501.95 21.73%
23,334	EBAY INC Security EBAY	09/19/2012 ST		0.00	50.1266	1,169,654.34	50.9977	1,189,980.33	20,325.99 1.74%
<b>56,676</b>	<b>Total for EBAY</b>			<b>AVG Unit Cost</b>	<b>45.2840</b>	<b>2,566,517.70</b>		<b>2,890,345.64</b>	<b>323,827.94</b> <b>12.62%</b>
31,500	FACEBOOK INC CLA Security FB	12/31/2012 ST		0.00	26.9304	848,309.01	26.6197	838,520.55	(9,788.46) (1.15%)
20,722	FACEBOOK INC CLA Security FB	12/31/2012 ST		0.00	26.6579	552,405.16	26.6197	551,613.42	(791.74) (0.14%)
<b>52,222</b>	<b>Total for FB</b>			<b>AVG Unit Cost</b>	<b>26.8223</b>	<b>1,400,714.17</b>		<b>1,390,133.97</b>	<b>(10,580.20)</b> <b>(0.76%)</b>

Gilder Foundation, Inc.  
 990-PF Part II, Line 10b  
 Schedule # 3  
 EIN #: 13-6176041

Quantity	Description/ Security ID	Acq Date/ Term	Mat/Exp Date	Div/int Rate	Unit Cost	Cost	Share Price	Market Value	Unreal G/L / % Unreal G/L
<b>Security Type: Common Stock</b>									
23,499	SOURCEFIRE INC Security FIRE	04/11/2012 ST		0.00	46.6068	1,095,212.05	47.2200	1,109,622.78	14,410.73 1.32%
18,201	GILEAD SCIENCES INC Security GILD	11/26/2012 ST		0.00	75.7125	1,378,042.52	73.4500	1,336,863.45	(41,179.07) (2.99%)
35,023	***GOLAR LNG LIMITED COM STK USD1.00 Security GLNG	04/25/2011 ST		1.70	30.9044	1,082,364.73	36.7800	1,288,145.94	205,781.21 19.01%
4,950	GOOGLE INC CL A Security GOOG	04/02/2008 ST		0.00	467.3317	2,313,291.92	707.3800	3,501,531.00	1,188,239.08 51.37%
23,529	W R GRACE & CO-DEL NEW Security GRA	02/03/2012 ST		0.00	55.2206	1,299,285.85	67.2300	1,581,854.67	282,568.82 21.75%
25,399	HAIN CELESTIAL GROUP INC Security HAIN	09/21/2012 ST		0.00	65.5871	1,665,846.95	54.2200	1,377,133.78	(288,713.17) (17.33%)
15,125	***HDFC BK LTD ADR REPTG 3 SHS Security HDB	06/28/2007 ST		0.21	16.7191	252,877.07	40.7200	615,890.00	363,012.93 143.55%
273,745	***JOHN KEELLS SI 10 PAR Security K000360	12/01/2010 ST		0.00	2.0558	562,773.10	1.7315	473,988.37	(88,784.73) (15.78%)
642,589	***JOHN KEELLS SI 10 PAR Security K000360	12/02/2010 ST		0.00	2.0572	1,321,960.22	1.7315	1,112,640.28	(209,319.94) (15.83%)
<b>916,334</b>	<b>Total for K000360</b>			<b>AVG Unit Cost</b>	<b>2.0568</b>	<b>1,884,733.32</b>		<b>1,586,628.65</b>	<b>(298,104.67)</b> <b>(15.82%)</b>
37,804	CARMAX INC Security KMX	02/11/2011 ST		0.00	35.1622	1,329,271.97	37.5400	1,419,162.16	89,890.19 6.76%
10,805	LINKEDIN CORPORATION COM CL A Security LNKD	04/11/2012 ST		0.00	99.3605	1,073,589.70	114.8200	1,240,630.10	167,040.40 15.56%
75,000	LIVEPERSON INC Security LPSN	02/17/2011 ST		0.00	10.9486	821,146.20	13.1400	985,500.00	164,353.80 20.02%
76,760	LIVEPERSON INC Security LPSN	02/18/2011 ST		0.00	10.7664	826,429.46	13.1400	1,008,626.40	182,196.94 22.05%
<b>151,760</b>	<b>Total for LPSN</b>			<b>AVG Unit Cost</b>	<b>10.8565</b>	<b>1,647,575.66</b>		<b>1,994,126.40</b>	<b>346,550.74</b> <b>21.03%</b>
14,952	LULULEMON ATHLETICA INC Security LULU	04/26/2012 ST		0.00	72.9006	1,090,009.77	76.2300	1,139,790.96	49,781.19 4.57%
11,071	NETFLIX COM INC Security NFLX	02/03/2012 ST		0.00	126.8355	1,404,196.26	92.5900	1,025,063.89	(379,132.37) (27.00%)
11,341	STARBUCKS CORP Security SBUX	11/29/2012 ST		0.84	51.8682	588,236.92	53.6300	608,217.83	19,980.91 3.40%

Gilder Foundation, Inc.  
 990-PF Part II, Line 10b  
 Schedule # 3  
 EIN #: 13-6176041

Quantity	Description/ Security ID	Acq Date/ Term	Mat/Exp Date	Div/int Rate	Unit Cost	Cost	Share Price	Market Value	Unreal G/L / % Unreal G/L
<b>Security Type: Common Stock</b>									
11,174	STARBUCKS CORP Security SBUX	11/30/2012 ST		0.84	51.5701	576,244.06	53.6300	599,261.62	23,017.56 3.99%
<b>22,515</b>	<b>Total for SBUX</b>			<b>AVG Unit Cost</b>	<b>51.7202</b>	<b>1,164,480.98</b>		<b>1,207,479.45</b>	<b>42,998.47 3.69%</b>
148,922	STANDARD PACIFIC CORP NEW Security SPF	09/12/2012 ST		0.00	6.9681	1,037,705.56	7.3500	1,094,576.70	56,871.14 5.48%
54,765	STANDARD PACIFIC CORP NEW Security SPF	09/13/2012 ST		0.00	7.0298	384,986.45	7.3500	402,522.75	17,536.30 4.56%
<b>203,687</b>	<b>Total for SPF</b>			<b>AVG Unit Cost</b>	<b>6.9847</b>	<b>1,422,692.01</b>		<b>1,497,099.45</b>	<b>74,407.44 5.23%</b>
20,940	SAREPTA THERAPEUTICS INC COM	12/31/2012 ST		0.00	25.4873	533,704.48	25.8000	540,252.00	6,547.52 1.23%
30,622	TRIPADVISOR INC Security TRIP	04/12/2012 ST		0.00	35.3765	1,083,298.04	41.9200	1,283,674.24	200,376.20 18.50%
25,374	BERKLEY W R CORPORATION Security WRB	11/09/2001 ST		0.36	10.9962	279,017.66	37.7400	957,614.76	678,597.10 243.21%
95,017	BERKLEY W R CORPORATION Security WRB	01/30/2002 ST		0.36	9.8589	936,767.21	37.7400	3,585,941.58	2,649,174.37 282.80%
92,000	BERKLEY W R CORPORATION Security WRB	01/30/2002 ST		0.36	9.8589	907,022.77	37.7400	3,472,080.00	2,565,057.23 282.80%
8,022	BERKLEY W R CORPORATION Security WRB	01/30/2002 ST		0.36	9.8589	79,088.44	37.7400	302,750.28	223,661.84 282.80%
28,430	BERKLEY W R CORPORATION Security WRB	01/31/2002 ST		0.36	9.8805	280,902.89	37.7400	1,072,948.20	792,045.31 281.96%
3,353	BERKLEY W R CORPORATION Security WRB	02/01/2002 ST		0.36	10.0846	33,813.83	37.7400	126,542.22	92,728.39 274.23%
6,852	BERKLEY W R CORPORATION Security WRB	02/04/2002 ST		0.36	10.0490	68,855.59	37.7400	258,594.48	189,738.89 275.56%
10,050	BERKLEY W R CORPORATION Security WRB	02/04/2002 ST		0.36	10.0487	100,989.04	37.7400	379,287.00	278,297.96 275.57%
4,967	BERKLEY W R CORPORATION Security WRB	02/04/2002 ST		0.36	10.0482	49,909.52	37.7400	187,454.58	137,545.06 275.59%
2,845	BERKLEY W R CORPORATION Security WRB	02/05/2002 ST		0.36	10.0988	28,731.18	37.7400	107,370.30	78,639.12 273.71%
2,645	BERKLEY W R CORPORATION Security WRB	02/07/2002 ST		0.36	10.1354	26,808.21	37.7400	99,822.30	73,014.09 272.36%
2,896	BERKLEY W R CORPORATION Security WRB	02/07/2002 ST		0.36	10.0800	29,191.59	37.7400	109,295.04	80,103.45 274.41%
2,624	BERKLEY W R CORPORATION Security WRB	02/08/2002 ST		0.36	10.1875	26,731.90	37.7400	99,029.76	72,297.86 270.46%

Gilder Foundation, Inc.  
 990-PF Part II, Line 10b  
 Schedule # 3  
 EIN #: 13-6176041

Quantity	Description/ Security ID	Acq Date/ Term	Mat/Exp Date	Div/Int Rate	Unit Cost	Cost	Share Price	Market Value	Unreal G/L / % Unreal G/L
<b>Security Type: Common Stock</b>									
17,004	BERKLEY W R CORPORATION Security WRB	02/11/2002 ST		0.36	10.3069	175,258.51	37.7400	641,730.96	466,472.45 266.16%
22,714	BERKLEY W R CORPORATION Security WRB	02/12/2002 ST		0.36	10.3530	235,157.11	37.7400	857,226.36	622,069.25 264.53%
1,506	BERKLEY W R CORPORATION Security WRB	02/12/2002 ST		0.36	10.3530	15,591.56	37.7400	56,836.44	41,244.88 264.53%
10,075	BERKLEY W R CORPORATION Security WRB	02/13/2002 ST		0.36	10.4882	105,668.86	37.7400	380,230.50	274,561.64 259.83%
886	BERKLEY W R CORPORATION Security WRB	04/17/2002 ST		0.36	11.8518	10,500.73	37.7400	33,437.64	22,936.91 218.43%
<b>337,260</b>	<b>Total for WRB</b>			<b>AVG Unit Cost</b>	<b>10.0516</b>	<b>3,390,006.60</b>		<b>12,728,192.40</b>	<b>9,338,185.80</b> <b>275.46%</b>
<b>Total for Common Stock</b>									
						<b>36,651,242.78</b>		<b>58,074,905.04</b>	<b>21,423,662.26</b> <b>58.45%</b>
<b>Grand Total:</b>						<b>36,651,242.78</b>		<b>58,074,905.04</b>	<b>21,423,662.26</b> <b>58.45%</b>

Donors unrealized appreciation  
 Total per Tax Return

12,241,756  
 48,892,998.78

58,074,905.04

Election to Satisfy Distribution Requirements Under  
IRC Sections 170(b)(1)(F)(ii)

Pursuant to Reg. 53.4942(a)-3(c)(2)(iv), the above referenced foundation hereby elects to treat, as a current distribution out of corpus, the following unused prior tax years' distributions that were treated as corpus distribution under Reg. 53.4942(a)-3(d)(1)(iii) in such prior tax years:

<u>Tax year</u>	<u>Amount</u>
12/31/2008	<u>\$ 12,017,040</u>
Total Amount	<u>\$ 12,017,040</u>

R Gilder 12/27/13  
Signature Date

Richard Gilder  
Name

President  
Title

# Application for Extension of Time To File an Exempt Organization Return

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

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

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

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

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

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

Enter filer's identifying number, see instructions

**Type or print**

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
GILDER FOUNDATION, INC.	13-6176041
Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
C/O ANCHIN, 1375 BROADWAY	
City, town or post office, state, and ZIP code For a foreign address, see instructions	
NEW YORK, NY 10018	

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

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

• The books are in the care of ► C/O GILDER GAGNON & HOWE

Telephone No. ► 212 765-2500 FAX No. ► \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 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 \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.

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

<b>3a</b> 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.	<b>3a</b> \$	275,960.
<b>b</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.	<b>3b</b> \$	25,960.
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b> \$	250,000.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

<b>Type or print</b>  <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions.	<b>Enter filer's identifying number, see instructions</b>	
	GILDER FOUNDATION, INC.	Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P O box, see instructions.	13-6176041	
	C/O ANCHIN, 1375 BROADWAY	Social security number (SSN)	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.	NEW YORK, NY 10018		

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

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

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

- The books are in the care of  C/O GILDER GAGNON & HOWE  
Telephone No.  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.

- I request an additional 3-month extension of time until  , 20  .
- For calendar year  , or other tax year beginning  , 20  , and ending  , 20  .
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period
- State in detail why you need the extension ALL OF THE INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE

<b>8a</b> 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.	<b>8a</b> \$ 11,519.
<b>b</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	<b>8b</b> \$ 275,960.
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b> \$ 0

**Signature and Verification must be completed for Part II only.**

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

Signature  Title  Date