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

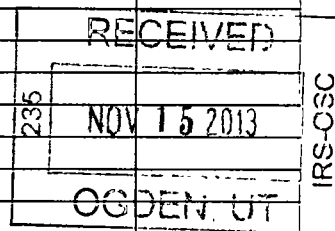
Department of the Treasury  
Internal Revenue Service

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>Florence Gould Foundation</b>		A Employer identification number <b>13-6176855</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>c/o Cahill Gordon &amp; Reindel LLP - 80 Pine Street</b>		Room/suite <b>2133</b>	B Telephone number (see instructions) <b>212-701-3400</b>
City or town, state, and ZIP code <b>New York, NY 10005-1702</b>		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 65,904,584</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,061	1,061		
	4 Dividends and interest from securities	1,276,189	1,276,189		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,509,105			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		2,509,105		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	55,984	55,984			
12 <b>Total.</b> Add lines 1 through 11	<b>3,842,339</b>	<b>3,842,339</b>			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	195,000			195,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	9,947			9,947
	16a Legal fees (attach schedule)	105,782			105,782
	b Accounting fees (attach schedule)	10,952	10,952		
	c Other professional fees (attach schedule)	160,190	160,190		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	101,081	44,280		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	88,350			88,350
	22 Printing and publications	72			72
	23 Other expenses (attach schedule)	169,233	109,617		59,616
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	<b>840,607</b>	<b>325,039</b>		<b>458,767</b>
	25 Contributions, gifts, grants paid	6,682,739			6,682,739
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	<b>7,523,346</b>	<b>325,039</b>		<b>7,141,506</b>	
27 Subtract line 26 from line 12:					
a <b>Excess of revenue over expenses and disbursements</b>	<b>(3,681,007)</b>				
b <b>Net investment income</b> (if negative, enter -0-)		<b>3,517,300</b>			
c <b>Adjusted net income</b> (if negative, enter -0-)					



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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .	5,839	3,263	3,263	
	<b>2</b>	Savings and temporary cash investments . . . . .	2,600,440	3,248,088	3,248,088	
	<b>3</b>	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	<b>4</b>	Pledges receivable ▶ Less: allowance for doubtful accounts ▶	5,000			
	<b>5</b>	Grants receivable . . . . .				
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	<b>8</b>	Inventories for sale or use . . . . .				
	<b>9</b>	Prepaid expenses and deferred charges . . . . .				
	<b>10a</b>	Investments—U.S. and state government obligations (attach schedule)				
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	64,761,203	60,870,079	48,794,667	
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	13,448,100	13,038,155	13,240,518	
	<b>11</b>	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	<b>12</b>	Investments—mortgage loans . . . . .				
	<b>13</b>	Investments—other (attach schedule) . . . . .				
	<b>14</b>	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶				
<b>15</b>	Other assets (describe ▶ <u>See Attachment</u> )	556,124	512,343	618,048		
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	81,376,706	77,671,928	65,904,584		
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .				
	<b>18</b>	Grants payable . . . . .				
	<b>19</b>	Deferred revenue . . . . .				
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons				
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b>	Other liabilities (describe ▶ )				
	<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> . . . . . <input type="checkbox"/>			<b>and complete lines 24 through 26 and lines 30 and 31.</b>		
	<b>24</b>	Unrestricted . . . . .				
	<b>25</b>	Temporarily restricted . . . . .				
	<b>26</b>	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			<b>and complete lines 27 through 31.</b>		
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .	81,376,706	77,671,928		
	<b>28</b>	Paid-in or capital surplus, or land, bldg., and equipment fund				
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds					
<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .	81,736,706	77,671,928			
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	81,376,706	77,671,928			

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
<b>1</b>	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) . . . . .	<b>1</b>	81,376,706
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	(3,681,007)
<b>3</b>	Other increases not included in line 2 (itemize) ▶	<b>3</b>	20,010
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	77,715,709
<b>5</b>	Decreases not included in line 2 (itemize) ▶	<b>5</b>	(43,781)
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	77,671,928

**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.)
<b>1a</b>	See Attachment	<b>P</b>	<b>Various</b>	<b>Various</b>
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	9,429,282	6,920,177	2,509,105	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$		<b>2</b>	2,509,105
<b>3</b>	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		<b>3</b>	

**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	7,023,534	70,493,015	.099634
2010	6,325,436	70,128,631	.090198
2009	7,636,730	64,913,281	.117645
2008	7,052,508	82,732,998	.085244
2007	8,067,390	95,539,507	.084440
<b>2</b>	<b>Total of line 1, column (d)</b>		<b>2</b> .477161
<b>3</b>	<b>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</b>		<b>3</b> .095432
<b>4</b>	<b>Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>		<b>4</b> 65,484,173
<b>5</b>	<b>Multiply line 4 by line 3</b>		<b>5</b> 6,249,286
<b>6</b>	<b>Enter 1% of net investment income (1% of Part I, line 27b)</b>		<b>6</b> 35,173
<b>7</b>	<b>Add lines 5 and 6</b>		<b>7</b> 6,284,459
<b>8</b>	<b>Enter qualifying distributions from Part XII, line 4</b> 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.		<b>8</b> 7,106,333

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

<b>1a</b> 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>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	35,173	00
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0	00
<b>3</b> Add lines 1 and 2	<b>3</b>	35,173	00
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0	00
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	35,173	00
<b>6</b> Credits/Payments:			
<b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	52,800	00
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	52,800	00
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	155	00
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	0	00
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	17,472	00
<b>11</b> Enter the amount of line 10 to be: Credited to 2013 estimated tax	<b>11</b>	17,472	00 Refunded

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
<b>c</b> Did the foundation file Form 1120-POL for this year?		✓
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		✓
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?		✓
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	✓	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ New York		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	✓	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

**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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	✓	
14	The books are in care of ▶ Cahill Gordon & Reindel LLP Telephone no. ▶ 212-701-3400 Located at ▶ 80 Pine Street, New York, NY ZIP+4 ▶ 10005-1702			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No ✓

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? ( <b>Exception.</b> 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.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? . . . . . Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>	1b	✓
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . .	1c	✓
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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) . . . . .	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	✓
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	✓

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attachment	See Attachment	195,000	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
<b>Total number of other employees paid over \$50,000</b>				<b>0</b>

**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
Lussan & Associates 25 Bis Blvd. St. Germain, 75007 Paris, France	Legal Services	100,000
Cambridge Associates LLC 100 Summer Street, Boston, MA 02109	Investment Advisory Fees	72,000
Wellington Trust Co. 22 State Street, Boston, MA 02109	Investment Advisory Fees	64,640
Cahill Gordon & Reindel LLP 80 Pine Street New York, NY 10005-1702	Legal services, accounting services & charitable services	52,639
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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 (see instructions)**

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	
<b>Total. Add lines 1 through 3</b>	

**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>	66,475,334
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	6,608
<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>	66,481,942
<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>	66,481,942
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	997,229
<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>	65,484,713
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	3,274,236

**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>	3,274,236
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5 . . . . .	<b>2a</b>	35,173
<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>	35,173
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	3,239,063
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	3,239,063
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	3,239,063

**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>	7,141,506
<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>	7,141,506
<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>	35,173
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	7,106,333

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				<b>3,239,063</b>
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only . . . . .			<b>0</b>	
<b>b</b> Total for prior years: 20 __, 20 __, 20 __		<b>0</b>		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .	<b>3,534,198</b>			
<b>b</b> From 2008 . . . . .	<b>3,502,146</b>			
<b>c</b> From 2009 . . . . .	<b>4,432,332</b>			
<b>d</b> From 2010 . . . . .	<b>2,866,104</b>			
<b>e</b> From 2011 . . . . .	<b>3,625,879</b>			
<b>f</b> Total of lines 3a through e . . . . .	<b>17,960,659</b>			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>7,141,506</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			<b>0</b>	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .		<b>0</b>		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .	<b>0</b>			
<b>d</b> Applied to 2012 distributable amount . . . . .				<b>3,239,063</b>
<b>e</b> Remaining amount distributed out of corpus . . . . .	<b>0</b>			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	<b>3,902,443</b>			<b>0</b>
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	<b>21,863,102</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		<b>0</b>		
<b>c</b> 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 . . . . .		<b>0</b>		
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		<b>0</b>		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			<b>0</b>	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				<b>0</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	<b>0</b>			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	<b>3,534,198</b>			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	<b>18,328,904</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008 . . . . .	<b>3,502,146</b>			
<b>b</b> Excess from 2009 . . . . .	<b>4,432,332</b>			
<b>c</b> Excess from 2010 . . . . .	<b>2,866,104</b>			
<b>d</b> Excess from 2011 . . . . .	<b>3,625,879</b>			
<b>e</b> Excess from 2012 . . . . .	<b>3,902,443</b>			

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

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

**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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2a</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 <sup>2</sup> / <sub>3</sub> 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)(iii) . . . . .					
<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).)

None

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

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:

John R. Young 212-701-3400  
c/o Cahill Gordon & Reindel LLP - 80 Pine Street, New York, NY 10005-1702

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

No particular form of application is prescribed

**c** Any submission deadlines:

No deadlines, applications considered throughout the year

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

Essential aim of the foundation is to promote Franco-American amity

**Part XV** Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><b>a</b> <i>Paid during the year</i> See Attachment</p>	N/A	Public	See Attachment	6,677,739
<p><b>Total</b> . . . . . ▶</p>			<b>3a</b>	<b>6,677,739</b>
<p><b>b</b> <i>Approved for future payment</i> See Attachment</p>	N/A	Public	See Attachment	4,756,023
<p><b>Total</b> . . . . . ▶</p>			<b>3b</b>	<b>4,756,023</b>





Form - 990-PF - 2012  
Florence Gould Foundation  
EIN: 13-6176855

Part I - Analysis of Revenue and Expenses

Revenue -

Line 11 - Other Income

Real Asset Fund	
I.R.C. 998	- \$204.00
Emerging Markets Country Fund	
Sch. K-1 Pass Thru	12,413.00
Other	1,952.00
WTC CTF Int'l. Research Equity	
I.R.C. 998	12,508.00
PFIC Gain	22,927.00
Excelsior Venture Partners III, LLC	
Sch. K-1 Pass Thru	<u>6,388.00</u>
	\$55,984.00
	=====

**Form 990-PF - 2012**  
**Florence Gould Foundation**  
**EIN: 13-6176855**

Part I - Analysis of Revenue and Expenses

Operating and Administration Expenses -

Line 16 (A) - Legal Fees

Cahill Gordon & Reindel LLP	\$5,782.00
Lussan & Associates	<u>100,000.00</u>
Total	\$105,782.00 =====

Line 16 (B) - Accounting

Robert Datzko	\$7,750.00
Cahill Gordon & Reindel LLP	<u>3,202.00</u>
Total	\$10,952.00 =====

Line 16 (C) - Other Professional Fees

U.S. Trust Co.	
Custodial & Investment Management Fees	\$23,550.00
Cambridge Assocaites LLC	
Custodial & Investment Management Fees	72,000.00
Wellington Trust Co.	
Custodial & Investment Management Fees	<u>64,640.00</u>
Total	\$160,190.00 =====

Line 18 - Taxes

2012 Excise Taxes Paid	\$56,801.00
Foundation's Share of Federal & State Employment Tax	9,947.00
Foreign Taxes Paid on Dividends	<u>44,280.00</u>
Total	\$111,028.00 =====

Form 990-PF - 2012  
Florence Gould Foundation  
EIN: 13-6176855

Part I - Analysis of Revenue and Expenses

Operating and Administration Expenses (Cont'd.)

Line 23 - Other Expenses

Paychex, Services for Payroll Keeping	\$1,660.00
Cahill Gordon & Reindel LLP	
Disbursements & Charitable Administration Services	43,655.00
Lussan & Associates	
Legal Disbursements	12,097.00
Passive Bond Market Index Fund	
Sch. K-1 Pass Thru Portfolio Expense	2,534.00
Investment Advisory Fee	10,000.00
U.S. Total Market Index Fund	
Sch. K-1 Pass Thru Portfolio Expense	5,202.00
Investment Advisory Fee	9,945.00
Excelsior Venture Partners III LLC	
Sch. K-1 Pass Thru Portfolio Expense	11,988.00
WTC-CTF Int'l. Research Equity Portfolio	
Sch. K-1 Pass Thru Portfolio Expense	4,208.00
Philadelphia Insurance Co.	
Directors & Officers Liability Insurance	2,136.00
Real Asset Fund	
Sch. K-1 Pass Thru Portfolio Expense	3,834.00
Investment Advisory Fee	19,667.00
Emerging Markets Country Fund	
Sch. K-1 Pass Thru Portfolio Expense	42,239.00
Cambridge Associates LLC	
Disbursements	55.00
NYS Unemployment Insurance	<u>13.00</u>
Total	\$169,233.00
	=====

Form 990-PF  
 Florence Gould Foundation  
 EIN: 13-6176855

Part II - Balance Sheet

		Book Value <u>End of Year</u>	Market Value <u>End of Year</u>
<u>Line 10b - Stocks</u>			
371,879.779 Units	IVA WorldWide Fund	\$ 5,958,030.00	\$ 5,912,888.00
61,468.58 Units	Emerging Markets Country Fund	7,366,511.00	3,278,017.00
20,617.090 Units	Common Sense Offshore Common Stock	2,642,083.00	2,873,811.00
278,616.687 Units	WTC-CTF Int'l. Research Equity Portfolio	17,341,058.00	8,637,117.00
694,414.99 Units	U.S. Total Market Index Fund	12,357,312.00	12,282,118.00
3,000 Units	Excelsior Venture Partners III LLC	428,923.00	516,226.00
523,677.02 Units	Real Asset Fund	7,776,162.00	6,499,356.00
7,476.711 Units	Weatherlow Offshore Fund	<u>7,000,000.00</u>	<u>8,795,134.00</u>
	Total	\$ 60,870,079.00 =====	\$ 48,794,667.00 =====
 <u>Line 10c - Bonds</u>			
234,702.122 Units	Loomis Sayles Global Bond Fund	\$3,840,239.00	\$4,065,041.00
644,526.31 Units	Passive Bond Market Index Fund	<u>9,197,916.00</u>	<u>9,175,477.00</u>
	Total	\$13,038,155.00 =====	\$13,240,518.00 =====
 <u>Line 15 - Other Assets</u>			
	Interests in Trusts u/w	<u>\$512,343.00</u>	<u>\$618,048.00</u>
	Total	\$512,343.00 =====	\$618,048.00 =====

**Form 990-PF - 2012**  
**Florence Gould Foundation**  
**EIN: 13-6176855**

Part III - Analysis of Changes in Net Assets or Fund Balances

Line 2 - Other increases not included in line 2

Transfers from	
Trust u/w Florence Gould f/b/o Marie Madeleine Vidal	\$7,000.00
Trust u/w Florence Gould f/b/o Marie Lerie Cattaneo	13,000.00
Rounding adjustment for foreign currency transactions	<u>10.00</u>

Total \$20,010.00  
=====

Line 5 - Decreases not included in line 2

Decrease in book value of interests in Trusts u/w \$43,781.00

Total \$43,781.00  
=====

**SCHEDULE D  
(Form 1120)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L, 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.  
▶ Information about Schedule D (Form 1120) and its separate instructions is at [www.irs.gov/form1120](http://www.irs.gov/form1120).

OMB No 1545-0123

**2012**

Name <b>Florence Gould Foundation</b>	Employer identification number <b>13-6176855</b>
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**Part I Short-Term Capital Gains and Losses—Assets Held One Year or Less**

Complete Form 8949 before completing line 1, 2, or 3. This form may be easier to complete if you round off cents to whole dollars		(d) Proceeds (sales price) from Form(s) 8949, Part I, line 2, column (d)	(e) Cost or other basis from Form(s) 8949, Part I, line 2, column (e)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
<b>1</b>	Short-term totals from all Forms 8949 with <b>box A</b> checked in <b>Part I</b> .				
<b>2</b>	Short-term totals from all Forms 8949 with <b>box B</b> checked in <b>Part I</b> .				
<b>3</b>	Short-term totals from all Forms 8949 with <b>box C</b> checked in <b>Part I</b> .				
<b>4</b>	Short-term capital gain from installment sales from Form 6252, line 26 or 37 . . . . .				<b>4</b>
<b>5</b>	Short-term capital gain or (loss) from like-kind exchanges from Form 8824 . . . . .				<b>5</b>
<b>6</b>	Unused capital loss carryover (attach computation) . . . . .				<b>6</b> ( )
<b>7</b>	Net short-term capital gain or (loss). Combine lines 1 through 6 in column h. . . . .				<b>7</b>

**Part II Long-Term Capital Gains and Losses—Assets Held More Than One Year**

Complete Form 8949 before completing line 8, 9, or 10. This form may be easier to complete if you round off cents to whole dollars		(d) Proceeds (sales price) from Form(s) 8949, Part II, line 4, column (d)	(e) Cost or other basis from Form(s) 8949, Part II, line 4, column (e)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 4, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
<b>8</b>	Long-term totals from all Forms 8949 with <b>box A</b> checked in <b>Part II</b> .				
<b>9</b>	Long-term totals from all Forms 8949 with <b>box B</b> checked in <b>Part II</b> .				
<b>10</b>	Long-term totals from all Forms 8949 with <b>box C</b> checked in <b>Part II</b> .	<b>9,429,282.00</b>	<b>6,920,177.00</b>		<b>2,509,105.00</b>
<b>11</b>	Enter gain from Form 4797, line 7 or 9 . . . . .				<b>11</b>
<b>12</b>	Long-term capital gain from installment sales from Form 6252, line 26 or 37 . . . . .				<b>12</b>
<b>13</b>	Long-term capital gain or (loss) from like-kind exchanges from Form 8824 . . . . .				<b>13</b>
<b>14</b>	Capital gain distributions (see instructions) . . . . .				<b>14</b>
<b>15</b>	Net long-term capital gain or (loss). Combine lines 8 through 14 in column h. . . . .				<b>15</b> <b>2,509,105.00</b>

**Part III Summary of Parts I and II**

<b>16</b>	Enter excess of net short-term capital gain (line 7) over net long-term capital loss (line 15) . . . . .	<b>16</b>	
<b>17</b>	Net capital gain. Enter excess of net long-term capital gain (line 15) over net short-term capital loss (line 7) . . . . .	<b>17</b>	<b>2,509,105.00</b>
<b>18</b>	Add lines 16 and 17. Enter here and on Form 1120, page 1, line 8, or the proper line on other returns . . . . .	<b>18</b>	<b>2,509,105.00</b>

**Note.** If losses exceed gains, see **Capital losses** in the instructions.



Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

Florence Gould Foundation

13-6176855

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

**Part II Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

**You must check Box A, B, or C below. Check only one box.** If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS  
 (B) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS  
 (C) Long-term transactions not reported to you on Form 1099-B

3	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	29,815.146 shs. Loomis Sayles Global Bond Fund	Various	05/17/12	499,925.00	487,358.00			12,567.00
	52,283.025 shs. Vanguard Inflation Protected Secs. Adm. Shares	Various	05/17/12	1,499,925.00	1,319,909.00			180,016.00
	49,652.44 shs. Vanguard Inflation Protected Secs. Adm. Shares	Various	10/05/12	1,456,728.00	1,254,781.00			201,947.00
	34,329.136 shs. CTF Int'l. Research Equity Fund	Various	Various	964,640.00	855,145.00			109,495.00
	86,325.089 shs. Real Asset Non-Lending QP CTF	Various	Various	1,019,668.00	909,573.00			110,095.00
	124,479.128 shs. US Total Market Index Non-Lending QP CTF	Various	Various	2,059,945.00	1,607,086.00			452,859.00
	36,653.857 shs. US Aggregate Bond Index non-Lending QP CTF	Various	Various	510,000.00	486,325.00			23,675.00
	The Emerging Market Country Fund - capital gains rptd. on K-1	Various	12/31/12	440,987.00	0.00			440,987.00
	WTC CTF Int'l. Research Equity Fund - capital losses rptd. on K-1	Various	12/31/12	-189,468.00	0.00			(189,468.00)
	Excelsior Venture Partners II LLC - capital gains rptd. on K-1	Various	12/31/12	2,975.00	0.00			2,975.00
	Real Asset Fund - capital gains rptd. on K-1	Various	12/31/12	226,055.00	0.00			226,055.00
	US Aggregate Bond Index Fund - capital gains rptd. on K-1	Various	12/31/12	201,807.00	0.00			201,807.00
	US Total Market Index Fund - capital gains rptd. on K-1	Various	12/31/12	673,328.00	0.00			673,328.00
	IVA Worldwide Fund - capital gain distribution	Various	12/31/12	62,126.00	0.00			62,126.00
	Honeywell Int'l. Inc. - litigation award	Various	03/19/12	46.00	0.00			46.00
	AOL TimeWarner - litigation award	Various	05/25/12	418.00	0.00			418.00
	Colburn Fair Fund - litigation award	Various	10/25/12	153.00	0.00			153.00
<b>4</b>	<b>Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 8 (if Box A above is checked), line 9 (if Box B above is checked), or line 10 (if Box C above is checked) ▶			9,429,258.00	6,920,177.00			2,509,081.00

**Note.** If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)  
**Florence Gould Foundation**

Social security number or taxpayer identification number  
**13-6176855**

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

**Part II Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

**You must check Box A, B, or C below. Check only one box.** If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Long-term transactions reported on Form(s) 1099-B showing basis **was** reported to the IRS
- (B) Long-term transactions reported on Form(s) 1099-B showing basis **was not** reported to the IRS
- (C) Long-term transactions not reported to you on Form 1099-B

3	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	Tyco Int'l. - litigation award	Various	02/23/12	24.00	0.00			24.00
<b>4 Totals.</b>	Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8 (if Box A above is checked), line 9 (if Box B above is checked), or line 10 (if Box C above is checked) ▶			24.00	0.00			24.00

**Note.** If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

**Form 990 - 2012**  
**Florence Gould Foundation**  
**EIN: 13-6176855**

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

Line 1 - List of all officers, directors, trustees, foundation  
managers and their compensation

<u>Name and Address</u>	<u>Title and Time Devoted to Position</u>	<u>Compensation</u>
John R. Young c/o Cahill Gordon & Reindel LLP 80 Pine Street New York, NY 10005-1702	President, director, member  Full time	\$195,000.00
Katusha Davison c/o U.S. Trust Co. 114 west 47th Street New York, NY 10036	Director, member  Partial	\$0.00
Walter C. Cliff c/o Cahill Gordon & Reindel LLP 80 Pine Street New York, NY 10005-1702	Secretary, assistant treasurer, vice president, director, member  Partial	\$0.00
Ursula Cliff c/o Cahill Gordon & Reindel LLP 80 Pine Street New York, NY 10005-1702	Director, member  Partial	\$0.00

THE FLORENCE GOULD FOUNDATION  
GRANTS MADE AS OF DECEMBER 31, 2012  
(unaudited)

01/05/12	Centre National Du Livre (Prix Max Jacob)	\$4,868.25
01/19/12	The School of American Ballet (Paris auditions; post for Verdi; scholarships for French students)	30,000.00
01/19/12	Symphony Space (Gertrude Stein Paris Festival)	25,000.00
01/19/12	The Newberry Library (acquisition of Recueil de douze Ouvrages Scolaires)	5,000.00
01/19/12	Vanderbilt University (conference 17 <sup>th</sup> century French literature)	5,000.00
01/19/12	French American Cultural Exchange (Programs -- NY Cultural Services)	400,000.00
01/19/12	New York City Ballet (All French Evening)	150,000.00
01/25/12	Tenet NYC Inc. (French Tenebrae music)	10,000.00
01/25/12	Word for Word (Performances in France)	95,300.00
02/07/12	Camerata International Inc. (general support)	5,000.00
02/07/12	H-France (general support)	3,000.00

02/14/12	Opera Francais de New York (general support)	25,000.00
02/14/12	French-American Cultural Foundation (support for France magazine)	25,000.00
02/14/12	French-American School of Music (general support)	10,000.00
02/14/12	Frick Collection (Renoir exhibition)	150,000.00
02/14/12	Friends of Hermione-LaFayette (ship construction)	125,000.00
02/14/12	The New Press (French translations)	100,000.00
02/27/12	New York University (FG Lectures) (Auto fiction conference)	35,000.00 10,000.00
02/27/12	European American Musical Alliance (summer program in Paris)	25,000.00
02/27/12	University of Nebraska (translation of Jules Verne)	5,500.00
02/27/12	French Regional American Museums Exchange (FG endowment for FRAME programs)	250,000.00
02/27/12	World Monuments Fund (conservation -- Cloister of St. Trophime)	98,667.00
02/27/12	Harvard University (Villa I Tatti -- FG Fellow)	60,000.00
03/14/12	Ansonia Music Outreach (concerts for the elderly)	25,000.00
03/14/12	French-American Aid to Children (general support)	15,000.00
03/14/12	The Library of America (shipping volumes to American libraries in France)	165.00

03/14/12	American Friends of the Paris Opera & Ballet (U.S. tour)	250,000.00
04/02/12	Fondation Prince Pierre (FG Prize)	6,747.50
04/03/12	Washington University in St. Louis	5,000.00
04/03/12	Harvard University (FG Gallery in Art Museums)	500,000.00
04/12/12	Mount Holyoke College (scholarships for study in France)	8,000.00
04/12/12	French-American Foundation (Translation Prizes)	61,000.00
04/30/12	The Center for Fiction (Proust programs)	15,000.00
04/30/12	Alliance Francaise of Washington (Educational initiatives outreach)	10,000.00
05/10/12	Salt Lake City Film Center (Wiseman directed play about Emily Dickinson – to be performed in Paris)	10,000.00
05/10/12	French Heritage Society (grand staircase at Auch)	124,231.00
05/10/12	French Institute/Alliance Francaise (new seating – FG Hall)	100,000.00
05/10/12	Columbia University (Maison Francaise Centennial Exhibitions)	75,000.00
05/10/12	Medici Archive Project (Director's compensation)	70,000.00
05/24/12	The Chamber Music Society of Lincoln Center (French programming)	20,000.00
05/24/12	Yale University (translation into French of Policing Public Opinion in the French Revolution)	13,500.00

05/24/12	University of Virginia (translation into French of Common Sense: a Political History)	12,000.00
05/24/12	Gotham Music Scene (The Play of Daniel at the Cloisters)	10,000.00
06/08/12	Association des Amis du Lyrique en Bretagne (general support)	50,000.00
06/08/12	New York Live Arts (support for Bill T. Jones appearances in France)	25,000.00
06/18/12	Princeton University (French translations for Jefferson Papers)	25,000.00
06/18/12	Massachusetts Historical Society (The Adams Papers)	20,000.00
06/18/12	St. Bart's Scholars, Inc. (Concerts at Chateau Ainey)	14,600.00
06/18/12	French Institute/Alliance Francaise (support for performances in FG Hall)	150,000.00
06/18/12	Yale University (Franklin papers)	75,000.00
07/06/12	The Pearl Theatre Company (Figaro)	35,000.00
07/06/12	The Fire Dept. Theater Company (Salon/Sanctuary Concerts)	25,000.00
07/06/12	Ville d'Angers (American library)	15,000.00
07/06/12	Metropolitan Museum of Art (FG Gallery Bonnard and Vuillard)	1,400,000.00
07/17/12	American University of Paris (support for Les Annales)	12,445.00
07/18/12	Animal Medical Center (companion animals)	30,000.00

07/18/12	Music Before 1800 (general support)	10,000.00
08/16/12	Literary Classics of the United States (endowment of Tuchman volume)	50,000.00
08/16/12	Mackinaw Associates (translation of French documents of Colonial Michilimackinac)	43,000.00
08/16/12	University of Chicago (faculty exchange with College de France)	15,000.00
08/31/12	Roundabout Theatre (Les Liaisons Dangereuses)	50,000.00
08/31/12	Brooklyn Chamber Music Society (general support)	5,000.00
08/31/12	Jupiter Symphony (general support)	5,000.00
08/31/12	Tresor Public de la Ville d'Angers	3,100.00
08/31/12	French-Amrican Foundation (Courants program)	100,000.00
09/17/12	American Library in Paris--USA Foundation (Literary Prize)	25,000.00
09/17/12	Boston/Strasbourg Sister City Association (general support)	5,000.00
10/25/12	City-Meals-on-Wheels (general support)	35,000.00
10/25/12	University of Virginia (support for Goldhamner translation)	20,000.00
10/25/12	Hudson Review (general support)	5,000.00
10/25/12	Commonwealth Zoological – Boston (support for Poitou donkeys)	5,000.00
10/25/12	Duke University	5,000.00

10/25/12	Young Concert Artists (support for Quatuor Hermes)	3,000.00
12/03/12	Agent Comptable de la Communaute du Grand Nancy (American Library in Nancy)(10,000 Euros)	13,421.00
12/04/12	Pasteur Foundation (FG Fellows)	240,000.00
12/10/12	Young Concert Artists Inc. (general support)	5,000.00
12/10/12	The Library of America (mailing costs for volumes sent to American libraries in France)	194.50
12/10/12	The Grolier Club (Mary Young Fund)	1,000,000.00
12/10/12	Brooklyn Academy of Music (David et Jonathas)	100,000.00
12/10/12	Humanus Documentary Films (documentary on U.S. Naval Aviators in WW I)	75,000.00
12/31/12	Riverside Symphony (performance by Sussmann)	<u>5,000.00</u>
		\$6,682,739.25

THE FLORENCE GOULD FOUNDATION  
PLEDGES AS OF DECEMBER 31, 2012

(unaudited)

	2013	2014
American Friends of the Paris Opera & Ballet (Paris appearance of School of American Ballet) (FG American Artists Fund)	50,000.00 100,000.00	0 150,000.00
American Friends of Blerancourt (support for Historic Pavillion)	125,000.00	0
American Library in Paris (Literary Prize)	25,000.00	25,000.00 <sup>1</sup>
Angers (American library)	18,000.00	18,000.00 <sup>2</sup>
Belle-Ile Festival (summer 2013)	50,000.00	0
Brooklyn Academy of Music (David et Jonathas)	100,000.00	0
Chicago, Univ. of (faculty exchange with College de France)	25,460.00	15,600.00 <sup>3</sup>
Columbia University (Centennial events for Maison Francaise)	75,000.00	0
Cornell Law School (Conseil Constitutional/Conseil d'Etat program)	5,000.00	5,000.00 <sup>4</sup>

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<sup>1</sup> Also \$25,000 in 2015.

<sup>2</sup> Also \$18,000 in 2015.

<sup>3</sup> Also \$26,400 in 2015.

	<u>2013</u>	<u>2014</u>
European American Musical Alliance (Summer Music Program in Paris)	25,000.00	0
French Heritage Society (grand staircase at Auch)	124,232.00	0
French Regional American Museums Exchange (FG endowment for FRAME programs)	250,000.00	250,000.00 <sup>5</sup>
The Frick Collection (Masterworks on Paper from The Clark)	286,556.00	0
Harvard University (FG Gallery in Art Museums)	500,000.00	500,000.00
Hull, University of (publication of Histoire des deux Indes)	0	0 <sup>6</sup>
International Foundation for Art Research (general support)	25,000.00	0
Lincoln Center (French programming)	100,000.00	0
Massachusetts Historical Society (The Adams Papers)	25,000.00	25,000.00 <sup>7</sup>

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Footnote continued from previous page.

4 Also \$5,000 in 2015.

5 Up to \$250,000 in 2014 less increase in endowment fund.

6 There is a pledge of \$10,000 each for a future two volumes.

7 Also \$25,000 in 2015.

	<u>2013</u>	<u>2014</u>
MIT (Comedie-Francaise Registration Project)	61,580.00	67,985.00
Medici Archive Project (Director's compensation)	70,000.00	0
Metropolitan Museum of Art (FG Gallery Bonnard and Vuillard)	500,000.00	0
Morgan Library and Museum (Degas exhibition)	75,000.00	0
New York City Ballet (Variations pour une Porte et un Soupir)	150,000.00	0
New York University (FG Lectures)	35,000.00	0
(conference on Autofiction)	15,000.00	0
Pasteur Foundation (FG Fellows)	240,000.00	240,000.00
Princeton University (conference to honor Robert Darnton)	13,328.29	0
St. Barts Scholars (concerts at Marie-Sol's chateau)	17,950.00	0
School of American Ballet (Paris auditions; scholarships for French students; Verdi residency)	30,000.00	0
TENET (French Baroque music concerts)	10,000.00	0
Villa I Tatti (FG Fellow)	60,000.00	0
World Monuments Fund (conservation - Cloister of St. Trophime)	98,666.00	98,666.00

	<u>2013</u>	<u>2014</u>
Yale University (Franklin papers)	<u>75,000.00</u>	<u>0</u>
	<u>\$3,360,772.29</u>	<u>\$1,395,251.00</u>

\* \* \* \* \*

Pledges payable in 2015 - \$99,400.

There is a pledge of \$2.5 million to the French government for a Reading Room and Bookstore at 972 Fifth Avenue, NYC, subject to certain conditions being met.

## 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](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. <b>Florence Gould Foundation</b>	Employer identification number (EIN) or <b>13-6176855</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>c/o Cahill Gordon &amp; Reindel LLP - 80 Pine Street - Room 1906</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>New York, NY 10005-1702</b>	

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

• The books are in the care of ▶ **Cahill Gordon & Reindel LLP**

Telephone No. ▶ **212-701-3292** FAX No. ▶ **212-269-5420**

- 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, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶  calendar year 20 12 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>	\$	34,588
<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>	\$	52,800
<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>	\$	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.

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

<b>Type or print</b>  File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions. <b>Florence Gould Foundation</b>	Employer identification number (EIN) or <b>13-6176855</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>c/o Cahill Gordon &amp; Reindel LLP - 80 Pine Street</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>New York, NY 10005-1702</b>	

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.**

- The books are in the care of **Cahill Gordon & Reindel LLP**  
Telephone No. **212-701-3400** FAX No. **212-269-5420**
- 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 **November 15,** 20 **13**
- For calendar year **2012**, 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 The Foundation is still in the process of analyzing tax data relevant to the preparation of a proper and complete tax return.

<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>	\$	<b>34,605</b>
<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>	\$	<b>52,800</b>
<b>c</b> <b>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>	\$	<b>0</b>

**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 **President** Date **9/10/13**