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

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation UNDER DEED MARY LECOMTE DU NOUY AJV-24716500		A Employer identification number 13-6786343
Number and street (or P O box number if mail is not delivered to street address) C/O RAICH ETC., 475 PARK AVE SO	Room/suite 31 FL	B Telephone number 508-748-0800
City or town, state, and ZIP code NEW YORK, NY 10016		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 checked="" 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) \$ 190,734.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		6,013.	5,908.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,847.			
b Gross sales price for all assets on line 6a 62,673.					
7 Capital gain net income (from Part IV, line 2)			1,847.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		7,860.	7,755.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 2		154.	154.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 3		3,912.	3,812.		100.
24 Total operating and administrative expenses. Add lines 13 through 23		4,066.	3,966.		100.
25 Contributions, gifts, grants paid		75,000.			75,000.
26 Total expenses and disbursements. Add lines 24 and 25		79,066.	3,966.		75,100.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		<71,206.>			
b Net investment income (if negative, enter -0-)			3,789.		
c Adjusted net income (if negative, enter -0-)				N/A	

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UNDER DEED MARY LECOMTE DU NOUY

Form 990-PF (2012)

AJV-24716500

13-6786343

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	22,251.	1,964.	1,964.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	201,382.	150,837.	182,102.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	4,971.	4,749.	6,623.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 7)	285.	45.	45.
16 Total assets (to be completed by all filers)	228,889.	157,595.	190,734.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
27 Capital stock, trust principal, or current funds	564,097.	564,097.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	<335,208.>	<406,502.>		
30 Total net assets or fund balances	228,889.	157,595.		
31 Total liabilities and net assets/fund balances	228,889.	157,595.		

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	228,889.
2 Enter amount from Part I, line 27a	2	<71,206.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	157,683.
5 Decreases not included in line 2 (itemize) ▶ PRIOR YEAR BOOK TAX ADJUSTMENT	5	88.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	157,595.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	62,673.	60,826.	1,847.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			1,847.	
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	1,847.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	90,233.	306,073.	.294809
2010	38,139.	345,990.	.110232
2009	35,078.	323,426.	.108458
2008	36,765.	455,506.	.080712
2007	28,955.	578,098.	.050087
2	Total of line 1, column (d)		.644298
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		.128860
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		225,485.
5	Multiply line 4 by line 3		29,056.
6	Enter 1% of net investment income (1% of Part I, line 27b)		38.
7	Add lines 5 and 6		29,094.
8	Enter qualifying distributions from Part XII, line 4		75,100.

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.

UNDER DEED MARY LECOMTE DU NOUY

Form 990-PF (2012)

AJV-24716500

13-6786343

Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	38.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	38.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	38.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	100.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	100.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	62.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 62. Refunded <input checked="" type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

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

N/A

Form 990-PF (2012)

UNDER DEED MARY LECOMTE DU NOUY

Form 990-PF (2012)

AJV-24716500

13-6786343

Page 5

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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ RAICH ENDE MALTER & CO. LLP Telephone no. ▶ 212-695-7003 Located at ▶ 475 PARK AVE SOUTH, 31ST FLOOR, NEW YORK, NY ZIP+4 ▶ 10016			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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? (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.) <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	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) N/A	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? <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) N/A	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

Form 990-PF (2012)

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No **X**

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANDRE BISHOP C/O BALDWIN BROTHERS INC, 204 SPRING MARION, MA 02738	TRUSTEE 20.00	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501 (C) (3).	0.
2	0.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	223,536.
b	Average of monthly cash balances	1b	5,383.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	228,919.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	228,919.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,434.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	225,485.
6	Minimum investment return. Enter 5% of line 5	6	11,274.

Part XI Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	11,274.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	38.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	38.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,236.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	11,236.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	11,236.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	75,100.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	75,100.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	38.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	75,062.

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

UNDER DEED MARY LECOMTE DU NOUY

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				11,236.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				2,709.
c From 2009				18,921.
d From 2010				21,135.
e From 2011				74,981.
f Total of lines 3a through e	117,746.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 75,100.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				11,236.
e Remaining amount distributed out of corpus	63,864.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	181,610.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	181,610.			
10 Analysis of line 9:				
a Excess from 2008				2,709.
b Excess from 2009				18,921.
c Excess from 2010				21,135.
d Excess from 2011				74,981.
e Excess from 2012				63,864.

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

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:

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.

UNDER DEED MARY LECOMTE DU NOUY

Form 990-PF (2012)

AJV-24716500

13-6786343 Page 11

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	
a Paid during the year					
PAGE 73 PRODUCTIONS 138 SOUTH OXFORD STREET, STE 48 BROOKLYN, NY 11217	N/A	EXEMPT	SEE STATEMENT 4	10,000.	
MUSIC THEATRE GROUP 10 JAY STREET, SUITE 900 BROOKLYN, NY 11201	N/A	EXEMPT	SEE STATEMENT 4	10,000.	
THE FLEA THEATER 41 WHITE STREET NEW YORK, NY 10013	N/A	EXEMPT	SEE STATEMENT 4	10,000.	
THE JUILLIARD SCHOOL 60 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6588	N/A	EXEMPT	SEE STATEMENT 4	25,000.	
ALBERT INNAURATO 201 S 18TH STREET, APT 309 PHILADELPHIA, PA 19103	N/A	EXEMPT	SEE STATEMENT 4	5,000.	
Total			▶ 3a	75,000.	
b Approved for future payment					
NONE					
Total				▶ 3b	0.

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 STATEMENT ATTACHED A	P	VARIOUS	12/31/12
b SEE STATEMENT ATTACHED A	P	VARIOUS	12/31/12
c FIDELITY INVESTMENTS CAPITAL GAINS DISTRIBUTIONS	P	VARIOUS	12/31/12
d SEE STATEMENT ATTACHED B	P	VARIOUS	12/31/12
e GAIN ON SALE THRU EXCELSIOR VENTURE INVESTORS III	P	VARIOUS	12/31/12
f GAIN ON SALE THRU EXCELSIOR VENTURE INVESTORS III	P	VARIOUS	12/31/12
g SECTION 1202 ON SALE THRU EXCELSIOR VENTURE INVES	P	05/28/04	10/10/12
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,670.		7,491.	<821.>
b 40,160.		39,929.	231.
c 25.			25.
d 15,664.		13,406.	2,258.
e 1.			1.
f 48.			48.
g 105.			105.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<821.>
b			231.
c			25.
d			2,258.
e			1.
f			48.
g			105.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,847.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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
JACK O'BRIEN 225 CENTRAL PARK WEST NEW YORK, NY 10024	N/A	EXEMPT	SEE STATEMENT 4	15,000.
Total from continuation sheets				15,000.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS AS NOMINEE INTEREST & DIVIDENDS FROM PARTNERSHIP	4,774.	0.	4,774.
PERSHING ADVISOR SOLUTIONS LLC AS NOMINEE	111.	0.	111.
	1,128.	0.	1,128.
TOTAL TO FM 990-PF, PART I, LN 4	6,013.	0.	6,013.

FORM 990-PF TAXES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	154.	154.		0.
TO FORM 990-PF, PG 1, LN 18	154.	154.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES				
FIDELITY	3,609.	3,609.		0.
PORTFOLIO DEDUCTIONS	197.	197.		0.
NYS FILING FEE	100.	0.		100.
INTEREST EXPENSES	6.	6.		0.
TO FORM 990-PF, PG 1, LN 23	3,912.	3,812.		100.

FOOTNOTES STATEMENT 4

SUPPLEMENTARY STATEMENTS

PART: XV LINE: 2 SUPPLEMENTARY INFORMATION
 THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE.

THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES. NO CONTRIBUTIONS, GRANTS, LOANS ETC. ARE MADE TO INDIVIDUALS. THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES.

STATE OF NEW YORK

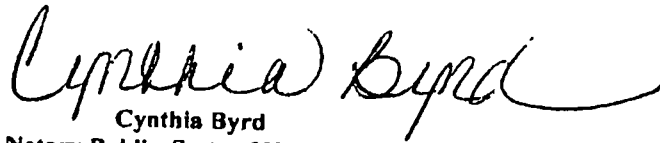
County of New York, s:

THE ANNUAL RETURN OF UNDERDEPUTY ATTORNEY GENERAL... 2012 is available at its principal office located at Ralph Ende, Walter & Co. LLP, 475 Park Avenue South, 31st Floor, New York, NY 10018 (212) 696-7003 for inspection during business hours by any citizen who requests it within 180 days hereof. Principal Manager of the Foundation ANDRE BISHOP 2174172 024

Mary Pawlina, being duly sworn, says that she is the PRINCIPAL CLERK of the Publisher of the NEW YORK LAW JOURNAL, a Daily Newspaper; that the Advertisement hereto annexed has been published in the said NEW YORK LAW JOURNAL one time on the 24th day of October, 2013.

TO WIT : OCTOBER 24, 2013

SWORN BEFORE ME, this 24th day Of October, 2013.



Cynthia Byrd
Notary Public, State of New York
No. 01BY6056945
Qualified in Kings County
Commission Expires April 09, 2015

Portfolio Evaluation for
 Lecomte du Nouy Foundation
 December 31, 2012 ARE-004445

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/(-Loss)	Annual Income
Cash and Equivalents						
	General Mny Mkt CL B		1,966.78	1,966.78	-	-
Mutual Bond Funds						
	1017.185 Pimco Emerging Local Bond Fund	10/18/10	11,428.13	11,168.69	(259.44)	494.03
Common Stock						
Consumer Staples						
	75 Anheuser-Busch Inbev SA ADR	07/07/11	4,427.87	6,555.75	2,127.88	141.08
Energy						
	100 Chevron Corp	03/04/11	10,339.73	10,814.00	474.27	380.00
	100 Exxon Mobil Corporation	03/04/11	8,529.75	8,655.00	125.25	240.00
Financials						
	77 First Republic Bank	02/14/12	2,396.60	2,524.06	127.46	33.88
	73 First Republic Bank	02/15/12	2,277.62	2,392.94	115.32	32.12
Health Care						
	100 Abbott Laboratories	06/09/11	5,199.37	6,550.00	1,350.63	93.00
	500 Novozymes A/S B	02/06/07	8,750.00	13,900.00	5,150.00	405.00
Industrials						
	200 General Electric Company	02/05/07	7,296.00	4,198.00	(3,098.00)	148.00
	200 General Electric Company	03/08/10	3,277.83	4,198.00	920.17	148.00

Portfolio Evaluation for
Lecomte du Nouy Foundation
December 31, 2012 ARE-004445

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/(-Loss)	Annual Income
	Information tech					
	10 Google Inc	08/06/10	5,011.37	7,073.80	2,062.43	-
	666 Lyris, Inc.	06/27/07	8,583.01	1,465.20	(7,117.81)	-
	Materials					
	100 Praxair, Inc.	03/25/10	8,227.99	10,945.00	2,717.01	235.00
	200 SPDR Gold Trust	07/16/08	18,856.46	32,404.00	13,547.54	10.00
	325 iShares Silver Trust	07/16/08	5,941.14	9,545.25	3,604.11	-
	Telecommunication					
	200 Telenor ASA	02/23/11	3,206.66	4,028.00	821.34	172.00
	Publicly-Traded Partnerships					
	900 Tortoise Energy Infrastructure	02/05/07	26,524.12	34,110.00	7,585.88	2,052.00
	Common Stock TOTAL		128,845.52	159,359.00	30,513.48	4,090.08
	Mutual Funds					
	621.978 Matthews Asian Growth And Income Fund Inve	02/07/07	10,563.10	11,575.01	1,011.91	321.29
	Special Situations					
	49 Excelsior Venture Invs III LLC	12/31/09	4,748.54	6,622.96	1,874.42	-
	GRAND TOTAL		157,552.07	190,692.44	33,140.37	4,905.40

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS - SEE STMT C	128,846.	159,359.
MUTUAL FUNDS - SEE STMT C	10,563.	11,575.
MUTUAL BOND FUNDS - SEE STMT B	11,428.	11,168.
TOTAL TO FORM 990-PF, PART II, LINE 10B	150,837.	182,102.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
49 UNITS EXCELSIOR VENTURE INVESTORS III LLC	COST	4,749.	6,623.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,749.	6,623.

FORM 990-PF OTHER ASSETS STATEMENT 7

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	285.	45.	45.
TO FORM 990-PF, PART II, LINE 15	285.	45.	45.

Baldwin Brothers Inc.
Realized Gains and Losses
Lecomte du Nouy Foundation
671-415197
136-78-6343
January 1, 2012 - December 31, 2012

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
07/23/10	02/08/12	100.000	I Shr S&P Global Telecom	5,229.61	5,589.46		359.85
10/18/10	02/17/12	193.015	Pimco Emerging Local Bond Fund	2,190.03	2,065.00		(125.03)
03/11/11	02/21/12	75.000	Verizon Communications	2,718.04	2,896.61	178.57	
02/11/08	03/30/12	500.000	Annaly Capital Management	10,357.35	7,908.27		(2,449.08)
10/18/10	06/20/12	288.462	Pimco Emerging Local Bond Fund	3,273.01	2,965.00		(308.01)
01/31/12	07/20/12	150.000	Johnson Controls	4,772.99	3,773.74	(999.25)	
04/14/10	10/15/12	200.000	Check Point Software Tech	7,217.18	9,292.09		2,074.91
03/24/11	10/15/12	75.000	Broadcom Corp Cl A	3,074.78	2,458.19		(616.59)
03/14/11	10/15/12	75.000	Broadcom Corp Cl A	3,035.01	2,458.19		(576.82)
07/07/11	11/02/12	50.000	Anheuser Busch Cos Inc	2,951.92	4,171.61		1,219.69
06/09/11	11/02/12	50.000	Abbott Labs	2,599.68	3,251.93		652.25
				47,419.60	46,830.09	(820.68)	231.17
			Total Long	39,928.57	40,159.74		231.17
			Total Short	7,491.03	6,670.35	(820.68)	
							0.00

Baldwin Brothers Inc.
Realized Gains and Losses
Lecomte du Nouy Foundation
ARE004445
136-78-6343
January 1, 2012 - December 31, 2012

<u>Open Date</u>	<u>Close Date</u>	<u>Quantity</u>	<u>Security</u>	<u>Cost Basis</u>	<u>Proceeds</u>	<u>Short Term</u>	<u>Long Term</u>
07/23/10	12/12/12	200.000	I Shr S&P Global Telecom	10,459.21	11,738.77		1,279.56
02/05/07	12/12/12	100.000	Tortoise Energy Infrastructure	2,947.12	3,925.27		978.15
				13,406.33	15,664.04	-	2,257.71
			Total Long	13,406.33	15,664.04		2,257.71
			Total Short	-	-	-	(0.00)

FORM 8688

EXPLANATION FOR EXTENSION

STATEMENT 8

EXPLANATION

COMPLETE INFORMATION RELATING TO THE TAXPAYERS INCOME HAS NOT YET BEEN PROVIDED TO TAXPAYER BY A THIRD PARTY RESPONSIBLE FOR COMPILING THE DATA IT IS EXPECTED THAT THIS INFORMATION WILL BE AVAILABLE SO AS TO PERMIT FILING BY THE EXTENDED DUE DATE.

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions UNDER DEED MARY LECOMTE DU NOUY AJV-24716500	Employer identification number (EIN) or 13-6786343
	Number, street, and room or suite no. If a P O box, see instructions C/O RAICH ENDE MALTER - 475 PARK AVE SO., 31ST FL City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10016	Social security number (SSN)

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

04

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.

RAICH ENDE MALTER & CO. LLP

• The books are in the care of **475 PARK AVE SOUTH, 31ST FLOOR - NEW YORK, NY 10016**
Telephone No **212-695-7003** FAX No **212-695-3031**

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

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

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

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

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

7 State in detail why you need the extension **SEE STATEMENT 8**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	100.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	100.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **CPA** Title **CPA** Date