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EXTENSION ATTACHED

Form **990-PF**

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

OMB No 1545-0052

**2012**

Open to Public Inspection

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  
**THE PICOWER FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**1410 SOUTH OCEAN BOULEVARD**

City or town, state, and ZIP code  
**PALM BEACH, FL 33480**

**A** Employer identification number  
**13-6927043**

**B** Telephone number (see instructions)  
**(561) 835-1332**

**C** If exemption application is pending, check here

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

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

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

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

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

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 2,525,986.**

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	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 . . . . .	2,682.	2,682.		ATCH 1
	4 Dividends and interest from securities . . . . .	1,008.	1,008.		ATCH 2
	5a Gross rents . . . . .				
	b Net rental income or (loss) . . . . .				
	6a Net gain or (loss) from sale of assets not on line 10 . . . . .				
	b Gross sales price for all assets on line 6a . . . . .				
	7 Capital gain net income (from Part IV, line 2) . . . . .				
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10 a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .					
12 <b>Total.</b> Add lines 1 through 11 . . . . .	3,690.	3,690.	0		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc. . . . .	0			
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) ATCH 3 . . . . .	1,021.			1,021.
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .				
	19 Depreciation (attach schedule) and depletion . . . . .	360,134.			
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) ATCH 4 . . . . .	250.			250.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	361,405.			1,271.
	25 Contributions, gifts, grants paid . . . . .				
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .	361,405.	0	0	1,271.	
27 Subtract line 26 from line 12 . . . . .	-357,715.				
a Excess of revenue over expenses and disbursements . . . . .					
b <b>Net investment income</b> (if negative, enter -0-) . . . . .		3,690.			
c <b>Adjusted net income</b> (if negative, enter -0-) . . . . .			0		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	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 . . . . .		1,574,555.	1,576,974.	1,576,974.
	3	Accounts receivable ▶ ----- Less allowance for doubtful accounts ▶ -----				
	4	Pledges receivable ▶ ----- Less allowance for doubtful accounts ▶ -----				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ ----- Less allowance for doubtful accounts ▶ -----				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) . . . . .				
	c	Investments - corporate bonds (attach schedule) . . . . .				
	11	Investments - land, buildings, and equipment basis ▶ ----- Less accumulated depreciation (attach schedule) ▶ -----				
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule) . . . . .				
	14	Land, buildings, and equipment basis ▶ ATCH 7 6,964,309. Less accumulated depreciation (attach schedule) ▶ ----- 6,015,297.		1,309,146.	949,012.	949,012.
15	Other assets (describe ▶ ----- )					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		2,883,701.	2,525,986.	2,525,986.	
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ ----- )				
23	<b>Total liabilities</b> (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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .		2,883,701.	2,525,986.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
29	Retained earnings, accumulated income, endowment, or other funds . . . . .					
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		2,883,701.	2,525,986.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		2,883,701.	2,525,986.		

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 2,883,701.
2	Enter amount from Part I, line 27a . . . . .	2 -357,715.
3	Other increases not included in line 2 (itemize) ▶ -----	3
4	Add lines 1, 2, and 3 . . . . .	4 2,525,986.
5	Decreases not included in line 2 (itemize) ▶ -----	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 2,525,986.

**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					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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					
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		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3		

**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	112,099.	1,631,609.	0.068705
2010	15,907.	1,655,809.	0.009607
2009	755,417.	1,247,472.	0.605558
2008	25,444,582.	4,194,851.	6.065670
2007	25,830,476.	793,106,075.	0.032569
2 Total of line 1, column (d)			2 6.782109
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 1.356422
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,551,816.
5 Multiply line 4 by line 3			5 2,104,917.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 37.
7 Add lines 5 and 6			7 2,104,954.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 1,271.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', 'Total credits and payments', 'Tax due', and 'Overpayment'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political campaign spending, filing Form 1120-POL, tax on political expenditures, reimbursement, IRS reporting, unrelated business gross income, liquidation, 508(e) requirements, state reporting, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of BARBARA PICOWER Telephone no 212-935-9860
Located at 9 W 57TH STREET, SUITE 3800 NEW YORK, NY ZIP+4 10019
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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

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

5a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

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

Table with 5 columns: (a) Name and address, (b) Title, and average hours per week devoted to position, (c) Compensation (If not paid, enter -0-), (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances. Row 1: ATCH 5, 0, 0, 0.

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

Table with 5 columns: (a) Name and address of each employee paid more than \$50,000, (b) Title, and average hours per week devoted to position, (c) Compensation, (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances. Row 1: NONE.

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

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	NONE

**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	
b	Average of monthly cash balances	1b	1,575,448.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,575,448.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,575,448.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,632.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,551,816.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	77,591.

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

1	Minimum investment return from Part X, line 6	1	77,591.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	74.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	74.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	77,517.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	77,517.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	77,517.

**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	1,271.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,271.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	1,271.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7 . . . . .				77,517.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .				
b Total for prior years 20 10 , 20 09 , 20 08 . . . . .				
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .				
b From 2008 . . . . .				55,658.
c From 2009 . . . . .				693,229.
d From 2010 . . . . .				
e From 2011 . . . . .				30,596.
f Total of lines 3a through e . . . . .	779,483.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,271 . . . . .				
a Applied to 2011, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2012 distributable amount . . . . .				1,271.
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2012 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	76,246.			76,246.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	703,237.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	703,237.			
10 Analysis of line 9				
a Excess from 2008 . . . . .				
b Excess from 2009 . . . . .				672,641.
c Excess from 2010 . . . . .				
d Excess from 2011 . . . . .				30,596.
e Excess from 2012 . . . . .				

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

NOT APPLICABLE

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

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

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts used for active conduct), 2e (Qualifying distributions for active conduct), 3 (Alternative tests: Assets, Endowment, Support).

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) )

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here [X] 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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

**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
<i>a Paid during the year</i>				
<b>Total</b> . . . . . ▶ <b>3a</b>				NONE
<i>b Approved for future payment</i>				
<b>Total</b> . . . . . ▶ <b>3b</b>				NONE





THE PICOWER FOUNDATION

13-6927043

FEDERAL FOOTNOTES

THE PICOWER FOUNDATION  
EIN: 13-6927043  
TAX YEAR: 2012  
FORM 990-PF

FEDERAL FOOTNOTES

FORM 990-PF, PART 1 LINE 25 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
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DURING THE YEAR 12/31/2012, THE PICOWER FOUNDATION DISTRIBUTED ART WORK AND FURNITURE WITH A BOOK VALUE OF ZERO AND FAIR MARKET VALUE OF \$324,600 TO THE JPB FOUNDATION, A CONTROLLED PRIVATE FOUNDATION. AS SUCH, THE PICOWER FOUNDATION IS NOT TAKING THESE DISTRIBUTIONS AS QUALIFYING DISTRIBUTIONS ON THE 2012 FORM 990-PF.

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
CITIBANK (CHECKING)	13.	13.	
CITIBANK (MONEY MARKET)	2,669.	2,669.	
TOTAL	<u>2,682.</u>	<u>2,682.</u>	

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
GOLDMAN SACKS	1,008.	1,008.	
TOTAL	<u>1,008.</u>	<u>1,008.</u>	

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SCHULTE ROTH & ZABEL LLP	840.			840.
SIMPSON THACHER & BARTLETT LLP	181.			181.
TOTALS	<u>1,021.</u>			<u>1,021.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
REGISTRATION & FEES	250.			250.
TOTALS	250.			250.

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

ATTACHMENT 5

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BARBARA PICOWER C/O THE PICOWER FOUNDATION 1410 SOUTH OCEAN BOULEVARD PALM BEACH, FL 33480	TRUSTEE/EXECUTIVE 1.00	0	0	0
WILLIAM D. ZABEL C/O THE PICOWER FOUNDATION 1410 SOUTH OCEAN BOULEVARD PALM BEACH, FL 33480	TRUSTEE .10	0	0	0
MARTIN R. POST C/O THE PICOWER FOUNDATION 1410 SOUTH OCEAN BOULEVARD PALM BEACH, FL 33480	TRUSTEE .10	0	0	0
GERALD C. MCNAMARA C/O THE PICOWER FOUNDATION 1410 SOUTH OCEAN BOULEVARD PALM BEACH, FL 33480	TRUSTEE .10	0	0	0
GRAND TOTALS		0	0	0

THE PICOWER FOUNDATION  
12 - 31 - 12

EIN 13-6927043

FORM 990-PF, PART II, LINE 14 - LAND, BUILDING AND EQUIPMENT

FURNITURE & FIXTURES	1,700,630.47
OFFICE & COMPUTER EQUIPMENT	231,144.85
COMPUTER SOFTWARE	20,445.06
LEASEHOLD IMPROVEMENTS	<u>5,012,089.00</u>
	6,964,309.38
ACCUMULATED DEPRECIATION	<u>(6,015,297.20)</u>
	<u><u>949,012.18</u></u>

FORM 990-PF, PART I, LINE 19 - DEPRECIATION

FURNITURE & FIXTURES	1,300.56
OFFICE & COMPUTER EQUIPMENT	4,167.21
LEASEHOLD IMPROVEMENTS	<u>354,665.89</u>
	<u><u>360,133.66</u></u>

The Picower Foundation  
Depreciation Schedule

Furniture and Fixture	Date	Year	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	Total
AFD Contract	09/15/01	7	74,896.22	231,670.28	231,670.28	231,670.28	231,670.28	231,670.28	156,774.05	113.19								1,621,691.95
John Rosselli & A	01/11/02	7		113.19	226.38	226.38	226.38	226.38	226.38									1,584.66
Bunny Williams In	01/23/02	7		3,169.29	6,338.57	6,338.57	6,338.57	6,338.57	6,338.57	3,169.29								44,370.01
AFD Contract	01/24/02	7		73.50	147.00	147.00	147.00	147.00	147.00	73.50								1,029.00
AFD Contract	01/31/02	7		118.50	237.00	237.00	237.00	237.00	237.00	118.50								1,659.00
Bunny Williams In	02/11/02	7		29.84	59.68	59.68	59.68	59.68	59.68	29.84								417.76
AFD Contract	02/13/02	7		79.37	158.71	158.71	158.71	158.71	158.71	79.37								1,111.02
Architectural Inter	03/19/02	7		358.57	717.13	717.13	717.13	717.13	717.13	358.57								5,019.92
AFD Contract	05/18/02	7		134.57	269.15	269.15	269.15	269.15	269.15	134.57								1,884.04
Jay S. G. Greenspan	05/10/02	7		91.42	182.86	182.86	182.86	182.86	182.86	91.42								1,273.98
AFD Contract	07/25/02	7		119.20	238.40	238.40	238.40	238.40	238.40	119.20								1,668.80
John Rosselli & A	10/30/02	7		44.29	88.57	88.57	88.57	88.57	88.57	44.29								620.00
Total Purchases 2002																		
AFD Contract	02/14/03	7		656.47	1,312.92	1,312.92	1,312.92	1,312.92	1,312.92	656.47								9,190.46
Empire Office	06/15/06	7		1,846.94	1,846.94	1,846.94	1,846.94	1,846.94	1,846.94	1,846.94								1,846.94
Empire Office	08/04/06	7		3,683.89	3,683.89	3,683.89	3,683.89	3,683.89	3,683.89	3,683.89								1,846.94
Total Purchases 2006																		
Leak Detector	03/06/08	7	74,896.22	236,002.02	240,990.20	241,646.65	241,646.65	241,910.50	242,174.35	167,664.54	6,945.22	772.86	1,300.56	772.86	1,036.70	772.86	386.42	5,410.00
Total																		1,700,630.47

  

Office and Computer Eqpt	Date	Year	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	Total
ACE Audio Visual	09/15/01	5	9,427.45	29,161.15	29,161.15	29,161.15	29,161.15	19,733.69	1,043.17	246.87								145,805.74
Clt Cards	01/15/02	5		370.66	741.33	741.33	741.33	741.33	370.66									10,431.70
Canon Business S	01/23/02	5		200.20	400.40	400.40	400.40	400.40	200.20									3,706.64
Fairdinkum Consu	05/30/02	5		416.82	833.66	833.66	833.66	833.66	416.82									2,002.00
Fairdinkum Consu	05/30/02	5		61.95	123.93	123.93	123.93	123.93	61.96									2,002.00
Dell Account	06/11/02	5		99.80	199.60	199.60	199.60	199.60	99.80									4,168.29
Total Purchases 2002																		
Fairdinkum Consu	02/12/03	5		145.89	291.79	291.79	291.79	291.79	145.89									1,458.94
Fairdinkum Consu	04/17/04	5		493.71	987.42	987.42	987.42	987.42	493.71									2,468.57
Fairdinkum Consu	01/03/05	5		2,673.65	5,347.30	5,347.30	5,347.30	5,347.30	2,673.65									2,673.65
Fairdinkum Consu	05/17/05	5		1,088.35	2,176.70	2,176.70	2,176.70	2,176.70	1,088.35									1,088.35
Fairdinkum Consu	08/10/05	5		3,199.38	6,398.76	6,398.76	6,398.76	6,398.76	3,199.38									3,199.38
Fairdinkum Consu	10/27/05	5		14,473.68	28,947.36	28,947.36	28,947.36	28,947.36	14,473.68									14,473.68
Fairdinkum Consu	11/26/05	5		5,170.55	10,341.10	10,341.10	10,341.10	10,341.10	5,170.55									5,170.55
Fairdinkum Consu	12/05/05	5		1,021.09	2,042.18	2,042.18	2,042.18	2,042.18	1,021.09									1,021.09
Total Purchases 2005																		
Fairdinkum Consu	07/17/06	5		4,219.88	8,439.76	8,439.76	8,439.76	8,439.76	4,219.88									4,219.88
Fairdinkum Consu	06/14/07	5		905.65	1,811.30	1,811.30	1,811.30	1,811.30	905.65									905.65
Fairdinkum Consu	09/10/07	5		8,208.00	16,416.00	16,416.00	16,416.00	16,416.00	8,208.00									8,208.00
Fairdinkum Consu	11/16/07	5		2,916.64	5,833.28	5,833.28	5,833.28	5,833.28	2,916.64									2,916.64
Fairdinkum Consu	12/21/07	5		1,575.00	3,150.00	3,150.00	3,150.00	3,150.00	1,575.00									1,575.00
Total Purchases 2007																		
Clt Cards	06/02/08	5		3,383.47	6,766.94	6,766.94	6,766.94	6,766.94	3,383.47									3,383.47
Siemens Building Te	09/10/08	5		10,650.00	21,300.00	21,300.00	21,300.00	21,300.00	10,650.00									10,650.00
Total purchased 2008																		
Total			9,427.45	31,353.75	33,692.30	34,085.06	37,094.58	30,851.78	10,707.98	11,133.33	12,143.96	9,134.36	5,949.73	4,167.21	1,403.36	-	-	231,144.85

  

Computer Software	Date	Year	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	Total
Accrtrack Compute	09/05/01	3	1,161.95	3,594.17	3,594.17	2,432.21	10,762.49											10,762.49
Accrtrack Compute	01/31/02	3		378.75	757.50	757.50	378.75	2,272.50										2,272.50
Total Purchases 2002																		750.00
Total Purchases 2002																		13,805.99
Fairdinkum Consu	09/10/07	3		5,847.95	11,695.90	11,695.90	5,847.95	11,695.90	5,847.95									5,847.95
Fairdinkum Consu	11/06/07	3		408.11	816.22	816.22	408.11	816.22	408.11									408.11
Fairdinkum Consu	11/06/07	3		384.00	768.00	768.00	384.00	768.00	384.00									384.00
Total Purchases 2007																		1,106.68
Total																		6,640.06
Total																		20,445.06

The Picower Foundation  
Depreciation Schedule

Leasehold Improvements	Date	Cost	Year	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	Total
Cooley Monato St	09/15/01	4,654,317.23	14	107,477.49	332,451.23	332,451.23	332,451.23	332,451.23	332,451.23	332,451.23	332,451.23	332,451.23	332,451.23	332,451.23	332,451.23	332,451.23	332,451.23	224,973.75	4,654,317.23
Cooley Monato St	01/15/02	233.80	13		17.98	17.98	17.98	17.98	17.98	17.98	17.98	17.98	17.98	17.98	17.98	17.98	17.98	9.02	233.80
Flack & Kurtz, Inc	01/15/02	569.22	13	21.87	43.79	43.79	43.79	43.79	43.79	43.79	43.79	43.79	43.79	43.79	43.79	43.79	43.79	21.87	569.22
Flack & Kurtz, Inc	01/15/02	420.00	13	16.14	32.31	32.31	32.31	32.31	32.31	32.31	32.31	32.31	32.31	32.31	32.31	32.31	32.31	16.14	420.00
SOM	01/15/02	25.49	13	0.99	1.96	1.96	1.96	1.96	1.96	1.96	1.96	1.96	1.96	1.96	1.96	1.96	1.96	0.98	25.49
SOM	01/15/02	61.80	13	2.40	4.75	4.75	4.75	4.75	4.75	4.75	4.75	4.75	4.75	4.75	4.75	4.75	4.75	2.40	61.80
SOM	01/15/02	114.78	13	4.41	8.83	8.83	8.83	8.83	8.83	8.83	8.83	8.83	8.83	8.83	8.83	8.83	8.83	4.41	114.78
Cooley Monato St	01/15/02	375.00	13	14.40	28.85	28.85	28.85	28.85	28.85	28.85	28.85	28.85	28.85	28.85	28.85	28.85	28.85	14.40	375.00
J T Magen & Co	01/17/02	300,000.00	13	11,538.48	23,076.92	23,076.92	23,076.92	23,076.92	23,076.92	23,076.92	23,076.92	23,076.92	23,076.92	23,076.92	23,076.92	23,076.92	23,076.92	11,538.48	300,000.00
Linear Technology	01/23/02	79,518.08	13	3,058.36	6,116.78	6,116.78	6,116.78	6,116.78	6,116.78	6,116.78	6,116.78	6,116.78	6,116.78	6,116.78	6,116.78	6,116.78	6,116.78	3,058.36	79,518.08
SOM	02/07/02	500.21	13	19.22	38.48	38.48	38.48	38.48	38.48	38.48	38.48	38.48	38.48	38.48	38.48	38.48	38.48	19.23	500.21
SOM	02/07/02	872.64	13	33.54	67.13	67.13	67.13	67.13	67.13	67.13	67.13	67.13	67.13	67.13	67.13	67.13	67.13	33.54	872.64
SOM	02/07/02	7.00	13	0.26	0.54	0.54	0.54	0.54	0.54	0.54	0.54	0.54	0.54	0.54	0.54	0.54	0.54	0.26	7.00
SOM	02/07/02	18,000.00	13	692.28	1,384.62	1,384.62	1,384.62	1,384.62	1,384.62	1,384.62	1,384.62	1,384.62	1,384.62	1,384.62	1,384.62	1,384.62	1,384.62	692.28	18,000.00
SOM	02/07/02	4,500.00	13	173.10	346.15	346.15	346.15	346.15	346.15	346.15	346.15	346.15	346.15	346.15	346.15	346.15	346.15	173.10	4,500.00
SOM	02/07/02	4,500.00	13	173.10	346.15	346.15	346.15	346.15	346.15	346.15	346.15	346.15	346.15	346.15	346.15	346.15	346.15	173.10	4,500.00
Linear Technology	02/07/02	85.96	13	3.32	6.61	6.61	6.61	6.61	6.61	6.61	6.61	6.61	6.61	6.61	6.61	6.61	6.61	3.32	85.96
Linear Technology	02/07/02	25,000.00	13	961.52	1,923.08	1,923.08	1,923.08	1,923.08	1,923.08	1,923.08	1,923.08	1,923.08	1,923.08	1,923.08	1,923.08	1,923.08	1,923.08	961.52	25,000.00
Linear Technology	04/04/02	3,415.77	13	131.39	262.75	262.75	262.75	262.75	262.75	262.75	262.75	262.75	262.75	262.75	262.75	262.75	262.75	131.39	3,415.77
Flack & Kurtz, Inc	05/29/02	3,684.00	13	141.72	283.38	283.38	283.38	283.38	283.38	283.38	283.38	283.38	283.38	283.38	283.38	283.38	283.38	141.72	3,684.00
Flack & Kurtz, Inc	05/29/02	229.52	13	8.80	17.66	17.66	17.66	17.66	17.66	17.66	17.66	17.66	17.66	17.66	17.66	17.66	17.66	8.80	229.52
J T Magen & Co	11/05/02	70,033.00	13	2,693.60	5,387.15	5,387.15	5,387.15	5,387.15	5,387.15	5,387.15	5,387.15	5,387.15	5,387.15	5,387.15	5,387.15	5,387.15	5,387.15	2,693.60	70,033.00
Total Purchases 2002		512,146.27																	
Jerome Gillman	07/23/03	517.00	12																517.00
Jerome Gillman	09/11/03	508.50	12																508.50
Total Purchases 2003		1,025.50																	
Solow Bldg	03/03/06	(185,400.00)	9																(185,400.00)
Skidmore Owings	03/14/06	30,000.00	9																30,000.00
Total Purchases 2006		(155,400.00)																	
<b>Total Depreciation</b>		<b>5,012,089.00</b>		<b>107,477.49</b>	<b>352,149.15</b>	<b>371,889.82</b>	<b>371,932.56</b>	<b>371,932.56</b>	<b>363,299.24</b>	<b>354,665.89</b>	<b>354,665.89</b>	<b>354,665.89</b>	<b>354,665.89</b>	<b>354,665.89</b>	<b>354,665.89</b>	<b>354,665.89</b>	<b>354,665.89</b>	<b>236,081.06</b>	<b>5,012,089.00</b>
				<b>192,963.11</b>	<b>623,602.83</b>	<b>651,173.99</b>	<b>651,103.88</b>	<b>651,177.54</b>	<b>636,061.52</b>	<b>608,654.90</b>	<b>535,677.11</b>	<b>375,968.44</b>	<b>366,863.94</b>	<b>361,916.18</b>	<b>360,133.66</b>	<b>360,133.66</b>	<b>360,133.66</b>	<b>360,133.66</b>	<b>6,015,297.20</b>

**Form 990-PF, Part XIII, Line 3 - Excess Distribution Carryover to 2012:**

The Picower Foundation's 2005, 2006 and 2007 tax returns were amended to remove fictitious income from its BLMIS investment accounts and the Bernard L. Madoff operated "Ponzi" scheme. The foundation's BLMIS investment account assets were written-off on those amended tax returns and the resulting excess distribution carryovers increased. The excess distribution reported on those amended Forms 990-PF were carried forward to future returns by the taxpayer resulting in lower distributable amounts for each subsequent year. According to the IRS examination on the amended 2005, 2006 and 2007 tax returns, the foundation's BLMIS investment account assets should not be revalued for any periods prior to the December 11, 2008 discovery of the "Ponzi" Scheme. We have recalculated the excess distribution carryovers from the year 2005 to 2011 as follows:

	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Current year qualified distributions	30,534,426	22,222,553	25,830,476	25,445,583	755,417	15,907	112,099
Less: Prior year undistributed income	(8,426,115)	(5,583,818)	(12,242,705)	(25,114,413)	-	-	-
Less: Current year distributable income	(27,692,129)	(28,881,440)	(38,702,184)	(208,742)	(62,188)	(82,677)	(81,503)
Current year excess distribution carryover/(undistributed income)	(5,583,818)	(12,242,705)	(25,114,413)	122,428	693,229	(66,770)	30,596
Less: Amount utilized				(66,770)	-	66,770	-
Net current year excess distribution carryover				55,658	693,229	-	30,596

There is no tax impact on the 2008 to 2011 tax returns after adjusted for the excess distribution carryover amount from the years 2005, 2006 and 2007. As a result, the taxpayer did not amend the prior years' returns to show this adjustments. The adjusted excess distribution carryover amounts are reflected on the foundation's 2012 Form 990-PF, Part XIII, Line 3 - Excess Distribution Carryover to 2012.

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

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

<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>THE PICOWER FOUNDATION</b>	Employer identification number (EIN) or <b>13-6927043</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>1410 SOUTH OCEAN BOULEVARD</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>PALM BEACH, FL 33480</b>	

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

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

- The books are in the care of ▶ BARBARA PICOWER

Telephone No. ▶ 212 935-9860 FAX No ▶ \_\_\_\_\_

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶  calendar year 2012 or

▶  tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_

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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>3a</b> \$	724.
<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> \$	724.
<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> \$	

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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

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

<b>Type or print</b>  <small>File by the due date for filing your return. See instructions</small>	Name of exempt organization or other filer, see instructions		<b>Enter filer's identifying number, see instructions</b>	
	THE PICOWER FOUNDATION		Employer identification number (EIN) or 13-6927043	
	Number, street, and room or suite no. If a P O box, see instructions 1410 SOUTH OCEAN BOULEVARD		Social security number (SSN)	
City, town or post office, state, and ZIP code. For a foreign address, see instructions PALM BEACH, FL 33480				

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . .  0  1  2  3  4  5

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  BARBARA PICOWER  
Telephone No  212 935-9860 FAX No
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box  If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 2013

5 For calendar year 2012, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_

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  
AWAITING INFORMATION FROM THIRD PARTY SOURCES NECESSARY TO FILE  
A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$ 724.
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>	\$ 724.
c <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>	\$

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

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

Signature  Title  Date