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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 <b>THE PANAPHIL FOUNDATION</b>		A Employer identification number <b>13-6959472</b>
Number and street (or P O box number if mail is not delivered to street address) <b>31 WEST 27TH STREET, 4TH FLOOR</b>	Room/suite	B Telephone number <b>212-949-0990</b>
City or town, state, and ZIP code <b>NEW YORK, NY 10001</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>78,668,056.</b>	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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,081,853.	1,081,853.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,603,212.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		1,603,212.		
	8 Net short-term capital gain				
	9 Income modifications <small>Gross sales less returns and allowances</small>				
	10a Less Cost of goods sold				
c Gross profit or (loss)	9,330.	9,227.		STATEMENT 2	
11 Other income	2,694,395.	2,694,292.			
12 Total. Add lines 1 through 11	149,598.	49,866.		99,732.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3 5,000.	0.		5,000.
	c Other professional fees	STMT 4 155,606.	0.		155,606.
	17 Interest	87,929.	87,929.		0.
	18 Taxes	STMT 5 72,121.	22,121.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	11,983.	0.		11,983.
	22 Printing and publications				
23 Other expenses	STMT 6 667,382.	664,805.		2,577.	
24 Total operating and administrative expenses. Add lines 13 through 23	1,149,619.	824,721.		274,898.	
25 Contributions, gifts, grants paid	2,315,000.			2,315,000.	
26 Total expenses and disbursements. Add lines 24 and 25	3,464,619.	824,721.		2,589,898.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<770,224.>				
b Net investment income (if negative, enter -0-)		1,869,571.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		2,473,788.	419,068.	419,068.
	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 STMT 7			200,000.	200,000.
	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				
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 8		68,008,732.	69,074,924.	78,048,988.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	<b>Total assets (to be completed by all filers)</b>		70,482,520.	69,693,992.	78,668,056.	
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 ▶)		18,304.	0.	
23	<b>Total liabilities (add lines 17 through 22)</b>		18,304.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		70,464,216.	69,693,992.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds					
30	<b>Total net assets or fund balances</b>		70,464,216.	69,693,992.		
31	<b>Total liabilities and net assets/fund balances</b>		70,482,520.	69,693,992.		

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	70,464,216.
2	Enter amount from Part I, line 27a	2	<770,224.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	69,693,992.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>69,693,992.</b>

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a</b> THRU K-1- NET SHORT TERM CAPITAL LOSS			
<b>b</b> THRU K-1- NET LONG TERM CAPITAL GAIN			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			<58,172.>
<b>b</b>			1,661,384.
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			<58,172.>
<b>b</b>			1,661,384.
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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	<b>2</b>	1,603,212.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		<b>3</b>	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	2,986,484.	76,460,376.	.039059
2010	3,607,216.	71,323,130.	.050576
2009	770,366.	61,130,166.	.012602
2008	4,214,643.	72,887,684.	.057824
2007	3,268,481.	52,315,086.	.062477

<b>2</b> Total of line 1, column (d)	<b>2</b>	.222538
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.044508
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	75,951,316.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	3,380,441.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	18,696.
<b>7</b> Add lines 5 and 6	<b>7</b>	3,399,137.
<b>8</b> 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	<b>8</b>	2,589,898.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	37,391.
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	37,391.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	37,391.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	50,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	50,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	100,000.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	11.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	62,598.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 62,598. Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

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

N/A

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) STATEMENT 9 STATEMENT 10 STMT 11
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of TCC GROUP - CAROL GALLO Telephone no 212-949-0990 Located at 31 WEST 27TH STREET, 4TH FLOOR, NEW YORK, NY ZIP+4 10001
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country

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

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

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

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

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

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

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

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

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

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

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here  N/A

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).  N/A

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If "Yes" to 6b, file Form 8870.

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

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

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

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

(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
CHRISTOPHE J. VELAY 31 WEST 27TH STREET, 4TH FLOOR NEW YORK, NY 10001	TRUSTEE 10.00	49,866.	0.	0.
BARBARA P. ROBINSON, ESQ 31 WEST 27TH STREET, 4TH FLOOR NEW YORK, NY 10001	TRUSTEE 10.00	49,866.	0.	0.
DAN MCCARTHY 31 WEST 27TH STREET, 4TH FLOOR NEW YORK, NY 10001	TRUSTEE 10.00	49,866.	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 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	76,131,147.
b	Average of monthly cash balances	1b	976,788.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	77,107,935.
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	77,107,935.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,156,619.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	75,951,316.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	3,797,566.

**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	3,797,566.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	37,391.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	37,391.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	3,760,175.
4	Recoveries of amounts treated as qualifying distributions	4	8.
5	Add lines 3 and 4	5	3,760,183.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	3,760,183.

**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	2,589,898.
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	<b>Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,589,898.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	2,589,898.

**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				3,760,183.
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	1,043,070.			
b From 2008	536,290.			
c From 2009				
d From 2010	47,629.			
e From 2011				
f Total of lines 3a through e	1,626,989.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,589,898.				
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				2,589,898.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	1,170,285.			1,170,285.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	456,704.			
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	456,704.			
10 Analysis of line 9				
a Excess from 2008	409,075.			
b Excess from 2009				
c Excess from 2010	47,629.			
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
AFRICAN WILDLIFE FOUNDATION, THE 1400 16TH STREET, N.W. WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	75,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET NEW YORK, NY 10004		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	100,000.
CONSERVATION INTERNATIONAL 2011 CRYSTAL DRIVE ARLINGTON, VA 22202		PUBLIC CHARITY	FRESHWATER TURTLE AND TORTOISE WORK	50,000.
EARTHJUSTICE 426 17TH STREET OAKLAND, CA 94612		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	200,000.
ENGENDERHEALTH 440 NINTH AVENUE NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>2,315,000.</b>
<b>b Approved for future payment</b>				
AFRICAN WILDLIFE FOUNDATION, THE 1400 16TH STREET, N.W. WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	150,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET NEW YORK, NY 10004		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	200,000.
CONSERVATION INTERNATIONAL 2011 CRYSTAL DRIVE ARLINGTON, VA 22202		PUBLIC CHARITY	FOR FRESHWATER TURTLE AND TORTOISE WORK	50,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>2,030,000.</b>





**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
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000.
GREENPEACE FUND 702 H STREET WASHINGTON, DC 20001		PUBLIC CHARITY	OCEANS PROGRAM	50,000.
INTERNATIONAL CRANE FOUNDATION E-11376 SHADE LANE ROAD BARABOO, WI 53913-0447		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011		PUBLIC CHARITY	OCEANS INTIATIVE	150,000.
OCEAN CONSERVANCY 1300 19TH STREET, NW WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,000,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA, INC. 434 WEST 33RD STREET NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	350,000.
RAINFOREST ALLIANCE, THE 665 BROADWAY NEW YORK, NY 10012		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	40,000.
WILDERNESS SOCIETY, THE 1615 M STREET, N.W. WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460		PUBLIC CHARITY	REGIONAL TURTLE CONSERVATION INITIATIVE IN MYANMAR	25,000.
WORLD WILDLIFE FUND 1250 24TH STREET, N.W. WASHINGTON, DC 20037-1132		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	100,000.
<b>Total from continuation sheets</b>				<b>1,840,000.</b>

**Part XV Supplementary Information****3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
EARTHJUSTICE 426 17TH STREET OAKLAND, CA 94612		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	400,000.
ENGENDERHEALTH 440 NINTH AVENUE NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	100,000.
GREENPEACE FUND 702 H STREET WASHINGTON, DC 20001		PUBLIC CHARITY	OCEANS PROGRAM	100,000.
INTERNATIONAL CRANE FOUNDATION E-11376 SHADE LANE ROAD BARABOO, WI 53913-0447		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011		PUBLIC CHARITY	OCEANS INTIATIVE	150,000.
NEW YORK UNIVERSITY GRADUATE SCHOOL OF ARTS & SCIENCES NEW YORK, NY 10003		PUBLIC CHARITY	HORIZON FELLOWSHIPS	50,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA, INC. 434 WEST 33RD STREET NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	350,000.
RAINFOREST ALLIANCE, THE 665 BROADWAY NEW YORK, NY 10012		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	80,000.
WILDERNESS SOCIETY, THE 1615 M STREET, N.W. WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	100,000.
<b>Total from continuation sheets</b>				<b>1,630,000.</b>



FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
INTEREST & DIVIDENDS THRU K-1	1,081,853.	0.	1,081,853.		
TOTAL TO FM 990-PF, PART I, LN 4	1,081,853.	0.	1,081,853.		

FORM 990-PF		OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
CLASS ACTION PROCEEDS	10,564.	10,564.			
OTHER LOSS THRU PARTNERSHIP	<1,337.>	<1,337.>			
TAX REFUNDS	103.	0.			
TOTAL TO FORM 990-PF, PART I, LINE 11	9,330.	9,227.			

FORM 990-PF		ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
O'CONNOR DAVIES, LLP	5,000.	0.		5,000.	
TO FORM 990-PF, PG 1, LN 16B	5,000.	0.		5,000.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTANT FEES- MANAGEMENT FEES	65,606.	0.		65,606.	
CONSULTANT FEES- PHILANTHROPIC ADVISEMENT FEES	90,000.	0.		90,000.	
TO FORM 990-PF, PG 1, LN 16C	155,606.	0.		155,606.	

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	50,000.	0.		0.
FOREIGN TAXES	22,121.	22,121.		0.
TO FORM 990-PF, PG 1, LN 18	72,121.	22,121.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	2,577.	0.		2,577.
BANK FEES	7,316.	7,316.		0.
EXPENSES THRU K-1	657,489.	657,489.		0.
TO FORM 990-PF, PG 1, LN 23	667,382.	664,805.		2,577.

FORM 990-PF RECEIVABLES DUE FROM OFFICERS, DIRECTORS, ETC. STATEMENT 7

BORROWER'S NAME AND TITLE

UPHILL FOUNDATION

DATE OF NOTE	MATURITY DATE	TERMS OF REPAYMENT	INTEREST RATE	ORIGINAL LOAN AMOUNT
11/30/12			.00%	200,000.

SECURITY PROVIDED BY BORROWER

NONE

PURPOSE OF LOAN

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE	FMV OF LOAN
CASH	200,000.	200,000.	200,000.
TOTAL TO FORM 990-PF, PART II, LINE 6		200,000.	200,000.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PANAPHIL-UPHILL FOUNDATIONS INVESTMENT PARTNERSHIP	COST	69,074,924.	78,048,988.
TOTAL TO FORM 990-PF, PART II, LINE 13		69,074,924.	78,048,988.

FORM 990-PF

TRANSFERS TO CONTROLLED ENTITIES  
PART VII-A, LINE 11

STATEMENT 9

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

PANAPHIL-UPHILL FOUNDATIONS INVESTMENT PARTNERSHIP

27-1522410

ADDRESS

C/O TCC GROUP, 31 WEST 27TH ST. 4TH FL.  
NEW YORK, NY 10001

DESCRIPTION OF TRANSFER

2012 SHARE OF PARTNERSHIP CONTRIBUTIONS

AMOUNT  
OF TRANSFER

100,000.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES

100,000.

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITIES  
PART VII-A, LINE 11

STATEMENT 10

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

PANAPHIL-UPHILL FOUNDATIONS INVESTMENT PARTNERSHIP

27-1522410

ADDRESS

C/O TCC GROUP, 31 WEST 27TH ST. 4TH FL.  
NEW YORK, NY 10001

DESCRIPTION OF TRANSFER

2012 SHARE OF PARTNERSHIP DISTRIBUTIONS

AMOUNT  
OF TRANSFER

950,000.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES

950,000.

FORM 990-PF

LIST OF CONTROLLED ENTITIES  
PART VII-A, LINE 11

STATEMENT 11

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

PANAPHIL-UPHILL FOUNDATIONS INVESTMENT PARTNERSHIP

27-1522410

ADDRESS

C/O TCC GROUP, 31 WEST 27TH ST. 4TH FL.  
NEW YORK, NY 10001

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

PANAPHIL-UPHILL FOUNDATIONS INVESTMENT PARTNERSHIP

27-1522410

ADDRESS

C/O TCC GROUP, 31 WEST 27TH ST. 4TH FL.  
NEW YORK, NY 10001

# 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
- 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.

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>THE PANAPHIL FOUNDATION</b>	Employer identification number (EIN) or <b>13-6959472</b>
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>31 WEST 27TH STREET, 4TH FLOOR</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10001</b>	

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

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

**TCC GROUP - CAROL GALLO**

• The books are in the care of ▶ **31 WEST 27TH STREET, 4TH FLOOR - NEW YORK, NY 10001**  
Telephone No. ▶ **212-949-0990** FAX No. ▶ \_\_\_\_\_

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

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

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

<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>	\$	<b>50,000.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>0.</b>
<b>c 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>	\$	<b>50,000.</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.

LHA 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

**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 <b>THE PANAPHIL FOUNDATION</b>	Employer identification number (EIN) or <b>13-6959472</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>31 WEST 27TH STREET, 4TH FLOOR</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions <b>NEW YORK, NY 10001</b>	

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.**

**TCC GROUP - CAROL GALLO**

• The books are in the care of  **31 WEST 27TH STREET, 4TH FLOOR - NEW YORK, NY 10001**

Telephone No.  **212-949-0990**

FAX No.

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

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

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

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

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

7 State in detail why you need the extension

**ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION 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	8a	\$	<b>100,000.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	<b>100,000.</b>
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	8c	\$	<b>0.</b>

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

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

Signature  **Diana Macari** Title  **CPA**

Date  **7/17/13**