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

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

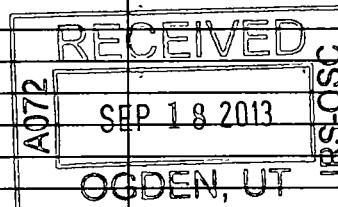
2012

Open to Public Inspection

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

Name of foundation THE FRANCES B. & WILLIAM S. TODMAN FOUNDATION C/O DONALD SCHEIER		A Employer identification number 13-7219210
Number and street (or P O box number if mail is not delivered to street address) WITHUMSMITH+BROWN, P.C. 465 SOUTH STREET		Room/suite 200
City or town, state, and ZIP code MORRISTOWN, NJ 07960-6497		B Telephone number (see instructions) (973) 898-9494 EXT 4419
G Check all that apply.		C If exemption application is pending, check here ► <input type="checkbox"/>
<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 682,278.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B	2.	2.		ATCH 1
	3 Interest on savings and temporary cash investments				ATCH 2
	4 Dividends and interest from securities	17,939.	15,191.		
	5a Gross rents				
	b Net rental income or (loss)	38,687.			
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	520,021.			
	7 Capital gain net income (from Part IV, line 2)		33,416.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	56,628.	48,609.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,175.	1,088.		1,087.
	b Accounting fees (attach schedule) ATCH 3	4,066.	4,066.		
	c Other professional fees (attach schedule) *				
	17 Interest	769.	269.		
	18 Taxes (attach schedule) (see instructions) ATCH 5				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	230.			230.
	23 Other expenses (attach schedule) ATCH 6				
	24 Total operating and administrative expenses.	7,240.	5,423.		1,317.
Add lines 13 through 23	39,000.			39,000.	
25 Contributions, gifts, grants paid	46,240.	5,423.	0	40,317.	
26 Total expenses and disbursements. Add lines 24 and 25					
27 Subtract line 26 from line 12	10,388.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		43,186.			
c Adjusted net income (if negative, enter -0-)					



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Operating and Administrative Expenses

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
	1	Cash - non-interest-bearing	29,667.	18,726.	18,726.
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	582,545.	603,711.	663,552.
	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 ►			
		Less accumulated depreciation ► (attach schedule)			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	612,212.	622,437.	682,278.
	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	Total liabilities (add lines 17 through 22)	0	0	
		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	612,212.	622,437.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	612,212.	622,437.	
	31	Total liabilities and net assets/fund balances (see instructions)	612,212.	622,437.	

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	612,212.
2	Enter amount from Part I, line 27a	2	10,388.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	622,600.
5	Decreases not included in line 2 (itemize) ► ATCH 8	5	163.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	622,437.

Form 990-PF (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	38,687.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	33,612.	694,658.	0.048386
2010	36,975.	677,434.	0.054581
2009	20,495.	518,793.	0.039505
2008	1,215.	4,498.	0.270120
2007	110.	5,865.	0.018755
2 Total of line 1, column (d)			2 0.431347
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.086269
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 668,453.
5 Multiply line 4 by line 3			5 57,667.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 432.
7 Add lines 5 and 6			7 58,099.
8 Enter qualifying distributions from Part XII, line 4			8 40,317.
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.			

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)	1	864.
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		
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	
3	Add lines 1 and 2	3	864.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on Investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	864.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	425.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	495.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	920.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	56.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 0 Refunded ► 11	11	56.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	Telephone no ► 973-898-9494	Located at ► 465 SOUTH STREET, SUITE 200, MORRISTOWN, NJ ZIP+4 ► 07960-6497
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year.	
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.		
	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ►		
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)		
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?		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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?			5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		0	0	0

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

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

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 N/A	

2	

3	

4	

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

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

Amount

1 NONE	

2	

All other program-related investments. See instructions

3 NONE	

Total. Add lines 1 through 3 ►

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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	656,974.
b	Average of monthly cash balances	1b	21,658.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	678,632.
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	678,632.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	10,179.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	668,453.
6	Minimum investment return. Enter 5% of line 5	6	33,423.

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	33,423.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	864.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	864.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	32,559.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	32,559.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	32,559.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes	1a	40,317.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	40,317.
b	Cash distribution test (attach the required schedule)	5	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	40,317.
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				32,559.
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	990.			
b From 2008				
c From 2009				
d From 2010	3,418.			
e From 2011				
f Total of lines 3a through e	4,408.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 40,317.				
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				32,559.
e Remaining amount distributed out of corpus	7,758.			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,166.			
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	12,166.			
10 Analysis of line 9				
a Excess from 2008	990.			
b Excess from 2009				
c Excess from 2010	3,418.			
d Excess from 2011				
e Excess from 2012	7,758.			

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

NOT APPLICABLE

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				►																																								
1 b	Check box to indicate whether the foundation is a private operating foundation described in section					4942(j)(3) or 4942(j)(5)																																							
2 a	<table border="1"> <thead> <tr> <th colspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2012</th> <th>(b) 2011</th> <th>(c) 2010</th> <th>(d) 2009</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>					Tax year		Prior 3 years			(e) Total	(a) 2012	(b) 2011	(c) 2010	(d) 2009																														
Tax year		Prior 3 years			(e) Total																																								
(a) 2012	(b) 2011	(c) 2010	(d) 2009																																										
2 b	85% of line 2a																																												
2 c	Qualifying distributions from Part XII, line 4 for each year listed																																												
2 d	Amounts included in line 2c not used directly for active conduct of exempt activities																																												
2 e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c																																												
3	Complete 3a, b, or c for the alternative test relied upon																																												
3 a	"Assets" alternative test - enter																																												
3 a (1)	Value of all assets																																												
3 a (2)	Value of assets qualifying under section 4942(j)(3)(B)(i)																																												
3 b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed																																												
3 c	"Support" alternative test - enter																																												
3 c (1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)																																												
3 c (2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)																																												
3 c (3)	Largest amount of support from an exempt organization																																												
3 c (4)	Gross investment income																																												

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 10				
Total				► 3a 39,000.
b Approved for future payment				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2.	
4 Dividends and interest from securities			14	17,939.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	38,687.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				56,628.	
13 Total Add line 12, columns (b), (d), and (e)				13	56,628.

13 Total. Add line 12, columns (b), (d), and (e).
(See worksheet in line 13 (instructions to verify calculations).)

Part VI B Relationship of Activities to the Accomplishment of Exempt Purposes

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign
Here

[Signature] Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date

Title

May the IRS discuss this return
with the preparer shown below
(see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name <i>D. Schleser</i>	Preparer's signature <i>D. Schleser</i>	Date <i>8/4/13</i>	Check <input type="checkbox"/> if self-employed	PTIN P00030790
	Firm's name ► WITHUM SMITH + BROWN PC		Firm's EIN ► 22-2027092		
	Firm's address ► 5 VAUGHN DR PRINCETON, NJ		08540-6313	Phone no	609-520-1188

FRANCES B & WILLIAM S TODMAN F
WITHUMSMITH BROWN PC
465 SOUTH ST STE 200
MORRISTOWN, NJ 07960

DDA 13-7819310

Fidelity Account®

1043

80-568/1012

MAY 14, 2013

Date

Pay to the
Order of UNITED STATES TREASURY \$ 495.00
- FOUR HUNDRED NINETY FIVE 00/100 — Dollars

Security
Details on
Back



Fidelity
INVESTMENTS

UMB Bank, N.A.
Warsaw, MO

For FOIM 8868

Donald J. Klein

MP

Harold Clarke

10120568 1043 7711636572527

THE FRANCES B. & WILLIAM S. TODMAN FOUNDATION

13-7219210

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

JSA
2E1730 1 000



2012 TAX REPORTING STATEMENT

FRANCES B & WILLIAM S TODMAN
FIDELITY INVESTMENTS

Customer Service: 973-984-3352
Recipient ID No. 13-7219210 Payer's Fed ID Number. 04-3523567

PART IV - ATTACHMENT I

FORM 1099-B*

2012 Proceeds from Broker and Barter Exchange Transactions

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP		1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	16 State Tax Withheld
SECTOR SPDR TR SHS BEN INT ENERGY, XLE, 81369Y506	Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld
Sale 04/12/12 09/26/11	Sale			50,000	3,488.34	3,551.08 (h)			-62.74	
Sale 04/12/12 01/13/12	Sale			5,000	348.83	346.78			2.05	
Sale 04/12/12 03/08/12	Sale			25,000	1,744.17	1,857.70			-113.53	
Subtotals					5,581.34	5,755.56				
SECTOR SPDR TR SHS BEN INT FINANCIAL, XLF, 81369Y605	Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld
Sale 06/19/12 02/09/12	Sale			1,490,000	21,544.41	21,980.22			-435.81	
Sale 06/19/12 03/08/12	Sale			135,000	1,952.01	1,994.55			-42.54	
Subtotals					23,486.42	23,974.77				
SELECT SECTOR SPDR TR SHS BEN INT INDUSTRIAL, XLI, 81369Y704	Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld
Sale 03/08/12 01/13/12	Sale			110,000	4,027.98	3,905.41			122.57	
Sale 08/15/12 04/12/12	Sale			300,000	10,986.15	11,046.43			-60.28	
Subtotals					15,014.13	14,951.84				
SELECT SECTOR SPDR TR HEALTH CARE FORMER, XLV, 81369Y209	Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld
Sale 06/19/12 01/13/12	Sale			110,000	4,143.01	3,901.13			241.88	
Sale 06/19/12 03/08/12	Sale			55,000	2,071.51	2,005.04			66.47	
Subtotals					6,214.52	5,906.17				
SELECT SECTOR SPDR TR SHS BEN INT MATERI, XLB, 81369Y100	Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld
Sale 06/19/12 02/09/12	Sale			390,000	13,736.00	14,738.31			-1,002.31	

*This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.





2012 TAX REPORTING STATEMENT

FRANCES B & WILLIAM S TODMAN!

Foundation

Customer Service. 973-984-3352
Recipient ID No 13-7219210 Payers Fed ID Number 04-3523567

FORM 1099-B*

2012 Proceeds from Broker and Barter Exchange Transactions

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I

(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP		1a Date of Acquisition	1b Date of Sale or Exchange	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc. (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Disallowed	6 Wash Sale Loss	4 Federal Income Tax Withheld	13 State Income Tax Withheld	15 State Tax Withheld
VANGUARD INTL EQUITY INDEX FDS MSCI EMERG, VWO, 922042858		01/03/12	01/03/12	115,000	4,339.05	4,550.62	-211.57					
TOTALS					99,906.93	101,857.27	432.97					
Box A Short-Term Realized Gain												
Box A Short-Term Realized Loss												
Box A Wash Sale Loss Disallowed												

TOTALS

Box A Short-Term Realized Gain
Box A Short-Term Realized Loss
Box A Wash Sale Loss Disallowed

0.00

0.00

0.00

Part IV - ATTACHMENT I

Copy B for Recipient OMB NO. 1545-0715

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.



2012 TAX REPORTING STATEMENT

FRANCES B & WILLIAM S TODMAN

ICES B & WILLIAM S TODMAN
କେବଳ ପରିମାଣ

PART IV - ATTACHMENT

EFORM 1099-B*

2012 Proceeds from Broker and Barter Exchange Transactions

Short-term transactions for which [This label is a Substitute for Boxes 1c & 6)

Sched and/or Schedule D, Part I (1)

Page 1 of 10

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, 1d Stock or Other Symbol, CUSIP										4 Federal Income Tax Withheld		
Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc. (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	6 Wash Sale Loss Disallowed	7 Wash Sale Loss Disallowed	13 State Tax Withheld		
SECTOR SPDR TR SHS BEN INT UTILITIES, XLU, 81369Y886												
Sale	02/09/12	08/29/11	130,000	4,516.54	4,366.23					150.31		
Sale	08/15/12	08/29/11	210,000	7,837.91	7,053.14					784.77		
Sale	08/15/12	09/19/11	10,000	373.23	338.31					34.92		
Subtotals				12,727.68	11,757.68 (c)							
SELECT SECTOR SPDR TR HEALTH CARE FORMER, XLV, 81369Y209												
Sale	06/19/12	11/10/11	145,000	5,461.24	4,854.09					607.15		
SELECT SECTOR SPDR TR SHS BEN INT MATERI, XLB, 81369Y100												
Sale	01/13/12	08/29/11	325,000	11,671.71	11,292.89					378.82		
Sale	01/13/12	09/19/11	265,000	9,516.93	8,956.41					560.52		
Sale	01/13/12	11/10/11	140,000	5,027.82	4,807.74					220.08		
Subtotals				26,216.46	25,057.04 (c)							
VANGUARD SECTOR INDEX FDS VANGUARD INFOR, VGT, 92204A702												
Sale	02/09/12	08/29/11	105,000	7,281.71	6,171.62					1,110.09		
Sale	08/15/12	08/29/11	85,000	6,091.75	4,996.08					1,095.67		
Sale	08/15/12	09/19/11	75,000	5,375.07	4,517.35					857.72		
Subtotals				18,748.53	15,685.05 (c)							
TOTALS				184,075.96	176,863.08(c)					13,030.47		
Box B Short-Term Realized Gain												
Box B Short-Term Realized Loss												
Box B Wash Sale Loss Disallowed												
										0.00		
										-5,817.59		

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

THE FRANCES B. & WILLIAM S. TODMAN FOUNDATION
EIN#13-7219210
2012 FORM 990F

PART IV ATTACHMENT 1

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIDELITY	2.	2.
TOTAL	<u>2.</u>	<u>2.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIDELITY	17,939.	15,191.
TOTAL	<u>17,939.</u>	<u>15,191.</u>

FORM 990PF, PART I - ACCOUNTING FEESATTACHMENT 3

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
WITHUMSMITH+BROWN	2,175.	1,088.		1,087.
TOTALS	<u>2,175.</u>	<u>1,088.</u>		<u>1,087.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	4,066.	4,066.
TOTALS	<u>4,066.</u>	<u>4,066.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX PAID	269.	269.
2011 EXTENSION PAYMENT	200.	
2012 ESTIMATED TAX	300.	
 TOTALS	 <u>769.</u>	 <u>269.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
ALM NY CHAR 500 FILING FEE	130. 100.	130. 100.
TOTALS	<u>230.</u>	<u>230.</u>

ATTACHMENT 6

FORM 990PE, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-------------	-------------------------	----------------------	---------------

AQR DIVERSIFIED ARBITRAGE	14,575.	14,568.	
BARCLAYS BK PLC INDEX NT LKD	21,000.	21,000.	20,216.
CMG ABSOLUTE RETURN	62,698.	16,091.	15,726.
DEUTSCHE BANK AG LONDON NOTE	32,000.		
EGA EMERGING GLOBAL SHS TRUST	12,355.		13,391.
FIDELITY TAX FREE BD	5,920.		6,026.
FIDELITY TOTAL BOND	38,001.		37,520.
FIDELITY SHORT TERM INT MUN IN	27,438.		27,654.
GUGGENHEIM S&P GLOBAL WATER ID	19,752.		21,569.
INEXIQ ETF TR GLOBAL AGRIBUSIN	10,066.		10,999.
ISHARES BARCLAYS 1-3 YR	11,926.		12,130.
ISHARES BARCLAYS TREAS	11,561.		13,962.
ISHARES IBOXX \$INVESTSTOP	14,572.		3,025.
ISHARES CORE S&P 500 ETF	2,351.		7,157.
ISHARES INC MSCI EMERGING MKTS	6,604.		13,020.
ISHARES TR DOW JONES US TELECO	11,698.		17,710.
ISHARES TRUST MSCI USA MIN VOL	15,849.		12,487.
ISHARES TR RUSSELL 1000 INDEX	12,819.		35,222.
ISHARES TR S&P 500 INDEX FD	29,930.		
ISHARES TR S&P GLOBAL	29,684.		
ISHARES TR S&P LATIN AMER 40 I	29,694.		
ISHARES TR SMALLCAP 600	19,222.		20,355.
ISHARES S&P NATL AMT FR	12,017.		12,494.
MARKET VECTORS ETF TR			
PLUM CREEK TIMBER CO	5,610.		10,816.
SCHOONER FD	7,632.		13,311.
SECTOR SPDR CONSUMER	12,298.		12,073.
SECTOR SPDR TR ENERGY	18,587.		21,115.
SEC SPDR BEN MATERIALS	21,213.		16,784.
	25,057.		22,089.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEC SPDR BEN INDUSTRIAL	20,879.	21,329.	22,361.
SEC SPDR BEN FINANCIAL		21,717.	23,684.
SEC SPDR BEN INT UTILITIES	24,855.	20,430.	20,254.
SEL SEC SPDR TR HEALTHCARE	20,110.	21,184.	21,735.
SEL SECTOR SPDR CONSUME	18,349.	16,608.	19,924.
SPDR IDX SH FD SM CAP	28,058.		
SPDR INDEX SHS FDS S&P EMERGIN		18,851.	21,221.
SCHWAB FUNDAMENTAL EMG MKTS IN	12,382.		
TFS MARKET NEUTRAL	14,835.	14,835.	15,234.
VANGUARD EMERGING MKTS	19,415.		
VANGUARD INDX FDS FORM	7,148.	34,671.	47,376.
VANGUARD INTL EQUITY IDX FDS A		18,613.	20,905.
VANGUARD SEC IND FDS INFO TECH	24,621.	19,702.	20,733.
WEYERHAEUSER CO		13,893.	18,083.
TOTALS	<u>582,545.</u>	<u>603,711.</u>	<u>663,552.</u>

ATTACHMENT 8FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
--------------------	---------------

ROUNDING ADJUSTMENT	163.
TOTAL	<u>163.</u>

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS	EXPENSE ACCT
			TO EMPLOYEE BENEFIT PLANS	AND OTHER ALLOWANCES
JOSEPH C. MITCHELL 194 WHITEHALL BLVD GARDEN CITY, NY 11530	TRUSTEE 2.00	0	0	0
DONALD SCHEIER 224 OVERLOOK AVENUE LEONIA, NJ 07605	TRUSTEE 2.00	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS

ATTACHMENT 10

FOUNDATION STATUS OF RECIPIENT

AMOUNT

NATIONAL MULTIPLE SCLEROSIS SOCIETY OF SOUTHERN CA
2440 S. SEPULVEDA BLVD., STE. 115
LOS ANGELES, CA 90064
NONE
PUBLIC
GENERAL
10,000.

WILSHIRE BOULEVARD TEMPLE
3663 WILSHIRE BOULEVARD
LOS ANGELES, CA 90010-2798
NONE
PUBLIC
GENERAL
20,000.

AMERICAN HEART ASSOCIATION
7272 GREENVILLE AVENUE
DALLAS, TX 75231
NONE
PUBLIC
GENERAL
2,000.

CORNELL LAB OF ORNITHOLOGY
159 SAPSUCKER WOODS ROAD
ITHACA, NY 14850
NONE
PUBLIC
GENERAL
2,000.

DEFENDERS OF WILDLIFE
1130 17TH STREET, NW
WASHINGTON, DC 20036
NONE
PUBLIC
GENERAL
1,000.

EPILEPSY FOUNDATION
8301 PROFESSIONAL PLACE
LANDOVER, MD 20785-2353
NONE
PUBLIC
GENERAL
1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS

AMERICAN RED CROSS - HURRICANE SANDY
 PO BOX 40020218
 DES MOINES, IA 50340-2018

SFCA LA
 5026 WEST JEFFERSON BOULEVARD
 LOS ANGELES, CA 90016

FOUNDATION STATUS OF RECIPIENT

NONE
 PUBLIC

NONE
 PUBLIC

1,000.

2,000.

PURPOSE OF GRANT OR CONTRIBUTION

39,000.

TOTAL CONTRIBUTIONS PAID

- 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. THE FRANCES B. & WILLIAM S. TODMAN FOUNDATION C/O DONALD SCHEIER	Employer identification number (EIN) or 13-7219210
	Number, street, and room or suite no. If a P.O. box, see instructions WITHUMSMITH+BROWN, P.C.	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions MORRISTOWN, NJ 07960-6497	

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

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 ► WITHUMSMITH+BROWN, P.C.
Telephone No. ► 973 898-9494 FAX No. ► 973 898-0686
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 11/15, 2013.
- For calendar year 2012, or other tax year beginning 20, and ending 20.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO COMPLETE AN 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 \$ 495.
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 \$ 0
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	c \$ 0

Signature and Verification must be completed for Part II only.

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

Signature ► D. Falzon

Title ► ACCOUNTANT

Date ► 08/14/2013

Form 8868 (Rev. 1-2013)

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 and click on **e-file for Charities & Nonprofits**.

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

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

Part I only ►

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE FRANCES B. & WILLIAM S. TODMAN FOUNDATION C/O DONALD SCHEIER	Employer identification number (EIN) or 13-7219210
	Number, street, and room or suite no. If a P.O. box, see instructions. WITHUMSMITH+BROWN, P.C.	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. MORRISTOWN, NJ 07960-6497	

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

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

- The books are in the care of ► WITHUMSMITH+BROWN, P.C.

Telephone No ► 973 898-9494 FAX No. ► 973 898-0686

- 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, 20 13, 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

3a 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.	3a \$ 495.
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.	3b \$ 0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See Instructions.	3c \$ 495.

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.

Form 8868 (Rev. 1-2013)

JSA

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