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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation: The Ralph E Ogden Foundation Inc. A Employer identification number: 14-1455902. B Telephone number: (845) 534-3423. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 38,140,275. J Accounting method: Accrual.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	614,933	326,138	326,138		
	2	Savings and temporary cash investments	2,363,787	820,921	820,921		
	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 page 15 of the 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	29,937	8,358	8,358		
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	11,536,426 <input checked="" type="checkbox"/>	11,625,671	11,625,671		
	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)	23,184,304 <input checked="" type="checkbox"/>	25,351,770	25,351,770		
	14	Land, buildings, and equipment basis ▶ _____ 14,832 Less accumulated depreciation (attach schedule) ▶ _____ 7,415	10,383 <input checked="" type="checkbox"/>	7,417	7,417		
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	37,739,770	38,140,275	38,140,275			
Liabilities	17	Accounts payable and accrued expenses	258,093	233,699			
	18	Grants payable	488,000	372,000			
	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)	746,093	605,699				
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	36,993,677	37,534,576			
	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	Total net assets or fund balances (see page 17 of the instructions)	36,993,677	37,534,576				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	37,739,770	38,140,275				

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	36,993,677
2	Enter amount from Part I, line 27a	2	-1,263,491
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	1,804,390
4	Add lines 1, 2, and 3	4	37,534,576
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	37,534,576

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			

(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) FMV 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	989,860
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	989,860

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 page 18 of 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	2,377,559	36,235,675	0.06561
2010	3,274,734	39,190,987	0.08356
2009	1,637,308	33,530,737	0.04883
2008	1,756,625	40,511,560	0.04336
2007	1,770,749	42,308,957	0.04185

2	Total of line 1, column (d).		2	0.28322
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	0.05664
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4	38,797,188
5	Multiply line 4 by line 3.		5	2,197,589
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	9,534
7	Add lines 5 and 6.		7	2,207,123
8	Enter qualifying distributions from Part XII, line 4.		8	2,369,590

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	9,534
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	9,534
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	9,534
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	10,000
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	466
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 466 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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>		No
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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	
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>		No
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?	Yes	
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>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NY, DE _____		
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>	Yes	
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>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes
Website address N/A
14 The books are in care of BEATRICE STERN Telephone no (845) 534-3423
Located at PO BOX 290 MOUNTAINVILLE NY ZIP+4 10593
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 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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
BMC ASSOCIATES LLC 3000 SPROUT RUN PARKWAY ARLINGTON, VA 22201	CONSULTING	107,300
R E LOWENBERG CAPITAL MANAGEMENT 900 THIRD AVENUE NEW YORK, NY 10022	INVESTMENT MGMT	449,595

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 THE FOUNDATION MAKES MONETARY GRANTS TO VARIOUS NOT-FOR-PROFIT ORGANIZATIONS THAT PROMOTE THE FURTHERANCE OF THE ARTS, SUPPORT EDUCATIONAL INSTITUTIONS AND COMMUNITY WELFARE	2,774,606
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	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3. 

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	11,915,327
b	Average of monthly cash balances.	1b	2,120,911
c	Fair market value of all other assets (see instructions).	1c	25,351,770
d	Total (add lines 1a, b, and c).	1d	39,388,008
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	
3	Subtract line 2 from line 1d.	3	39,388,008
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	590,820
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	38,797,188
6	Minimum investment return. Enter 5% of line 5.	6	1,939,859

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	1,939,859
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	9,534
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,534
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,930,325
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,930,325
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	1,930,325

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	2,369,590
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,369,590
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	9,534
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,360,056

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				1,930,325
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				1,317,923
e From 2011.				570,429
f Total of lines 3a through e.	1,888,352			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>2,369,590</u>				
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).	0			
d Applied to 2012 distributable amount.				1,930,325
e Remaining amount distributed out of corpus	439,265			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,327,617			
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				0
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	2,327,617			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				1,317,923
d Excess from 2011.				570,429
e Excess from 2012.				439,265

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

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

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

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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 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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 1,661,190
b <i>Approved for future payment</i>				
Total				3b

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

Sign Here 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 or fiduciary) is based on all information of which preparer has any knowledge Signature of officer or trustee Date Title

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

Form 990PF Part VIII Line 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
LUCY COHAN PO BOX 290 PLEASANT HILL ROAD MOUNTAINVILLE, NY 10953	Director 1 00	0		
JOAN O STERN PO BOX 290 PLEASANT HILL ROAD MOUNTAINVILLE, NY 10953	Director 1 00	0		
PETER ERWIN PO BOX 290 PLEASANT HILL ROAD MOUNTAINVILLE, NY 10953	Director 1 00	0		
JOHN PETER STERN PO BOX 290 PLEASANT HILL ROAD MOUNTAINVILLE, NY 10953	Director 1 00	0		
ELISABETH ELLEN STERN PO BOX 290 PLEASANT HILL ROAD MOUNTAINVILLE, NY 10953	Vice President 40 00	152,200	8,511	
BEATRICE STERN PO BOX 290 PLEASANT HILL ROAD MOUNTAINVILLE, NY 10953	PRES&TREASURER 40 00	182,600	21,278	
PETER LAMB PO BOX 290 PLEASANT HILL ROAD MOUNTAINVILLE, NY 10953	Director 1 00	0		

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HABITAT FOR HUMANITY OF GREATER NEW PO BOX 1694 NEWBURGH, NY 12550	NONE	501(c)(3)	COMMUNITY WELFARE	20,000
THE OLANA PARTNERSHIP 162 WEST 56TH STREET SUITE 405 NEW YORK, NY 10019	NONE	501(c)(3)	COMMUNITY WELFARE	6,000
THE NEW SCHOOL 72 FIFTH AVENUE 6FL NEW YORK, NY 10011	NONE	501(c)(3)	EDUCATION	10,000
SUNY ORANGE FOUNDATION 115 SOUTH STREET MIDDLETOWN, NY 10940	NONE	501(c)(3)	EDUCATION	10,000
SAFE HARBORS OF THE HUDSON 111 BROADWAY NY, NY 12550	NONE	501(c)(3)	COMMUNITY WELFARE	14,000
RURAL MIGRANT MINISTRIES PO BOX 4757 POUGHKEEPSIE, NY 12602	NONE	501(c)(3)	COMMUNITY WELFARE	5,000
PHILANTHROPY NEW YORK 79 FIFTH AVENUE NEW YORK, NY 10003	NONE	501(c)(3)	COMMUNITY WELFARE	1,200
NATIONAL SCHOOL CLIMATE CENTER 341 WEST 38TH STREET 9TH FL NEW YORK, NY 10018	NONE	501(c)(3)	EDUCATION	21,000
MOHONK PRESERVE PO BOX 715 NEW PALTZ, NY 12561	NONE	501(c)(3)	COMMUNITY WELFARE	25,000
MANITOGA POBOX 249 GARRISON, NY 10524	NONE	501(c)(3)	COMMUNITY WELFARE	500
MAINE COMMUNITY FOUNDATION 245 MAINE STREET ELLSWORTH, ME 04605	NONE	501(c)(3)	COMMUNITY WELFARE	50,000
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168	NONE	501(c)(3)	INTERNATIONAL WELFARE	25,000
INDEPENDENT PRODUCTION FUND 200 CENTRAL PARK SOUTH SUITE 12F NEW YORK, NY 10019	NONE	501(c)(3)	FURTHERANCE OF THE ARTS	10,000
INDEPENDENT LIVING INC 5 WASHINGTON TERRACE NEWBURGH, NY 12550	NONE	501(c)(3)	COMMUNITY WELFARE	15,000
HUDSON VALLEY SPCA 940 LITTLE BRITAN ROAD NEW WINDSOR, NY 12553	NONE	PUBLIC	COMMUNITY WELFARE	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HABITAT FOR HUMANITY OF GREATER NEW PO BOX 1694 NEWBURGH, NY 12550	NONE	501(c)(3)	COMMUNITY WELFARE	15,000
GOVERNORS ISLAND CORPORATION 10 SOUTH STREET SLIP 7 NEW YORK, NY 10004	NONE	501(c)(3)	FURTHERANCE OF THE ARTS	10,000
COUNCIL ON FOUNDATIONS PO BOX 75661 BALTIMORE, MD 21275	NONE	501(c)(3)	COMMUNITY WELFARE	4,590
CLINTON A BETTER CHANCE PO BOX 139 CLINTON, NY 13323	NONE	501(c)(3)	COMMUNITY WELFARE	6,000
BARDAVON 35 MARKET STREET POUGHKEEPSIE, NY 12601	NONE	501(c)(3)	ARTS	5,000
STORM KING ART CENTER OLD PLEASANT HILL ROAD MOUNTAINVILLE, NY 10593	NONE	501(c)(3)	FURTHERANCE OF THE ARTS	30,000
HUNGRY 144 FRANKLIN STREET NEW YORK, NY 10013	NONE	501(c)(3)	COMMUNITY WELFARE	20,000
CORO NEW YORK LEADERSHIP CENTER 42 BROADWAY NEW YORK, NY 10004	NONE	501(c)(3)	COMMUNITY WELFARE	5,000
ELEANOR ROOSEVELT CENTER AT VAL-KIL PO BOX 255 HYDE PARK, NY 12538	NONE	501(c)(3)	COMMUNITY WELFARE	6,600
SISTERS OF MERCY OF THE AMERICAS 8380 COLESVILLE ROAD SILVER SPRINGS, MD 20910	NONE	501(c)(3)	COMMUNITY WELFARE	10,000
ORANGE COUNTY LAND TRUST 10 MULBERRY STREET MIDDLETOWN, NY 10940	NONE	501(c)(3)	COMMUNITY WELFARE	500
NEWBURGH CHAMBER MUSIC 59 COACH LANE NEWBURGH, NY 12550	NONE	501(c)(3)	FURTHERANCE OF THE ARTS	3,500
NATIONAL CENTER FOR FAMILY PHILANTH 1101 CONNECTICUT AVENUE NW WASHINGTON, DC 20036	NONE	501(c)(3)	COMMUNITY WELFARE	1,000
INTERNATIONAL PARTNERS 1320 FENWICK LANE SUITE 400 SILVER SPRING, MD 20910	NONE	501(c)(3)	COMMUNITY WELFARE	14,200
HUDSON HIGHLAND NATURE MUSEUM PO BOX 451 CORNWALL, NY 12519	NONE	501(c)(3)	COMMUNITY WELFARE	3,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FRIENDS OF THE ORANGE COUNTY ARBORE 211 STATE ROAD 416 MONTGOMERY, NY 12549	NONE	501(c)(3)	COMMUNITY WELFARE	5,000
WORLD MONUMENTS FUND 350 FIFTH AVENUE NEW YORK, NY 10001	NONE	501(c)(3)	COMMUNITY WELFARE	10,000
THE GARDEN CONSERVANCY PO BOX 219 COLD SPRING, NY 10516	NONE	501(c)(3)	COMMUNITY WELFARE	2,500
THE CENTER FOR SCIENCE IN THE PUBLI 1220 L STREET NW WASHINGTON, DC 20005	NONE	501(c)(3)	COMMUNITY WELFARE	10,000
THE BREARLEY SCHOOL 610 EAST 83RD STREET NEW YORK, NY 10028	NONE	501(c)(3)	SUPPORT EDUCATIONAL INST	15,000
PUTNEY SCHOOL 418 HOUGHTON BROOK ROAD PUTNEY, VT 05346	NONE	501(c)(3)	SUPPORT EDUCATIONAL INST	31,000
PUBLIC ART FUND ONE EAST 53RD STREET NEW YORK, NY 10022	NONE	501(c)(3)	FURTHERANCE OF THE ARTS	1,000
PLANNED PARENTHOOD OF THE HUDSON VA 178 CHURCH STREET POUGHKEEPSIE, NY 12601	NONE	501(c)(3)	COMMUNITY WELFARE	25,000
PARTNERS IN HEALTH 888 COMMONWEALTH AVENUE BOSTON, MA 02215	NONE	501(c)(3)	COMMUNITY WELFARE	20,000
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	501(c)(3)	FURTHERANCE OF THE ARTS	5,000
JERRY ALLEYNE MEMORIAL 120 EAST HARTSDALE AVENUE HARTSDALE, NY 10530	NONE	501(c)(3)	COMMUNITY WELFARE	5,000
INNOCENCE PROJECT INC 40 WORTH STREET NEW YORK, NY 10013	NONE	501(c)(3)	COMMUNITY WELFARE	5,000
HOWLAND CHAMBER MUSIC PO BOX 224 CHELSEA, NY 12512	NONE	501(c)(3)	COMMUNITY WELFARE	3,000
HOSPITAL FOR SPECIAL SURGERY 535 EAST 70TH STREET NEW YORK, NY 10021	NONE	501(c)(3)	COMMUNITY WELFARE	2,500
HOOPS EXPRESS 395 ANNE STREET NEWBURGH, NY 12550	NONE	501(c)(3)	COMMUNITY WELFARE	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HAITIAN AMERICAN CULTURAL ASSOCIATI PO BOX 214 SPRING VALLEY, NY 10977	NONE	501(c)(3)	INTERNATIONAL WELFARE	5,000
GRASSROOTS INTERNATIONAL 179 BOYLSTON STREET BOSTON, MA 02130	NONE	501(c)(3)	INTERNATIONAL WELFARE	10,000
GEORGETOWN DAY SCHOOL 4530 MACARTHUR BLVD WASHINGTON, DC 20007	NONE	501(c)(3)	SUPPORT EDUCATION INST	7,500
FOOD BANK OF HUDSON VALLEY 195 HUDSON STREET CORNWALL, NY 12520	NONE	501(c)(3)	COMMUNITY WELFARE	1,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE NEW YORK, NY 10001	NONE	501(c)(3)	INTERNATIONAL WELFARE	10,000
DISARM EDUCATION FUND 113 UNIVERSITY PLACE NEW YORK, NY 10003	NONE	501(c)(3)	SUPPORT EDUCATIONAL INST	5,000
COMMUNITY FOUNDATION OF ORANGE CTY 30 SCOTTS CORNER DRIVE MONTGOMERY, NY 12549	NONE	501(c)(3)	COMMUNITY WELFARE	10,000
CENTER FOR CONSTITUTIONAL RIGHTS 666 BROADWAY NEW YORK, NY 10012	NONE	501(c)(3)	SUPPORT EDUCATIONAL INST	15,000
BLACK ROCK FOREST CONSORTIUM 129 CONTINENTAL ROAD CORNWALL, NY 12518	NONE	501(c)(3)	COMMUNITY WELFARE	40,000
BARD COLLEGE 7401 SOUTH BROADWAY RED HOOK, NY 12571	NONE	501(c)(3)	SUPPORT EDUCATIONAL INST	5,000
STORM KING ART CENTER OLD PLEASANT HILL ROAD MOUNTAINVILLE, NY 10593	NONE	501(c)(3)	FURTHERANCE OF THE ARTS	1,055,000
Total			3a	1,661,190

TY 2012 Accounting Fees Schedule

Name: The Ralph E Ogden Foundation Inc

EIN: 14-1455902

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & TAX	12,840	0	0	13,462

TY 2012 Contractor Compensation Explanation

Name: The Ralph E Ogden Foundation Inc

EIN: 14-1455902

Software ID: 12000229

Software Version: 2012v2.0

Contractor	Explanation
R E LOWENBERG CAPITAL MANAGEMENT	
BMC ASSOCIATES LLC	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: The Ralph E Ogden Foundation Inc

EIN: 14-1455902

Software ID: 12000229

Software Version: 2012v2.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
EQUIPMENT	2010-12-31	14,832	4,449	54	20.00 %	2,966	2,966	2,966	

**TY 2012 Investments Corporate
Stock Schedule****Name:** The Ralph E Ogden Foundation Inc**EIN:** 14-1455902**Software ID:** 12000229**Software Version:** 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
THE ENGINEERS OIL & SHALE COMPANY	10,025	
WELLS FARGO & CO	957,040	
VECTREN CORP	317,432	
TCF FINANCIAL CORP		
PEPSICO INC	684,300	
MOTOROLA	119,267	
MCDONALDS CORP	1,146,730	
LORILLARD INC	883,892	
LOWES CORP	577,672	
KIMBERLY CLARK	1,013,160	
JOHNSON & JOHNSON	911,300	
IBM	1,781,415	
HELMERICH & PAYNE	840,150	
HARTFORD FINANCIAL SVCS	67,320	
GENERAL ELECTRIC	461,780	
EI DUPONT DE NEMOURS	269,874	
CULLEN FROST BANKERS	759,780	
CITIGROUP	98,900	
CIMAREX ENERGY	276,123	
CASTLE AM & CO	312,931	
AMERICAN NATIONAL INSURANCE	136,580	

TY 2012 Investments - Other Schedule

Name: The Ralph E Ogden Foundation Inc

EIN: 14-1455902

Software ID: 12000229

Software Version: 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RIVERSTONE GLOBAL ENERGY	FMV	267,931	
LANDMARK OPPORTUNITY FUND	FMV	133,485	
COHESIVE PARTNERS	FMV	506,827	
ELLIOT INTERNATIONAL LIMITED	FMV	8,891,647	
MRG FUND	FMV		
TRIDENT V FUND	FMV	391,217	
HIGHBRIDGE	FMV	1,165,036	
TRIDENT IV FUND	FMV	1,439,009	
ACORN OVERSEAS LIMITED	FMV	769,381	
SENECA CAPITAL	FMV	1,147,930	
LEXINGTON VI PARTNERS	FMV	1,295,870	
TRIDENT III FUND	FMV	1,594,267	
WEXFORD	FMV	34,882	
LEXINGTON V PARTNERS	FMV	231,095	
TRIDENT II FUND	FMV	273,561	
LANDMARK EQUITIES	FMV	51,422	
DAVIDSON KEMPNER	FMV	3,616,945	
PALOMA PARTNERS	FMV	3,449,438	
LEXINGTON II PARTNERS	FMV	91,827	

TY 2012 Land, Etc. Schedule

Name: The Ralph E Ogden Foundation Inc

EIN: 14-1455902

Software ID: 12000229

Software Version: 2012v2.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	14,832	7,415	7,417	7,417

TY 2012 Legal Fees Schedule

Name: The Ralph E Ogden Foundation Inc

EIN: 14-1455902

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	9,352	0	0	9,489

TY 2012 Other Expenses Schedule

Name: The Ralph E Ogden Foundation Inc

EIN: 14-1455902

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WORKERS COMPENSATION & D/B	2,778			2,778
TELEPHONE	6,008			6,219
SUPPLIES	11,073			11,073
STORAGE	3,332			3,332
REPAIRS & MAINTENANCE	13,717			8,838
REGISTRATION FEES	681			681
POSTAGE	568			568
PAYROLL PROCESSING FEES	1,849			1,849
INSURANCE	488			918
DUES & SUBSCRIPTIONS	930			930
COMPUTER EXPENSE	2,123			2,123
BANK CHARGES	1,559			1,559

TY 2012 Other Income Schedule

Name: The Ralph E Ogden Foundation Inc

EIN: 14-1455902

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
UNRELATED BUSINESS INCOME	43,493		
Other Investment Income	-188,586	-188,586	

TY 2012 Other Professional Fees Schedule

Name: The Ralph E Ogden Foundation Inc

EIN: 14-1455902

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	449,595	427,677	0	0
CONSULTING	144,550	0	0	119,833

TY 2012 Taxes Schedule

Name: The Ralph E Ogden Foundation Inc

EIN: 14-1455902

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	24,676	4,130		20,546
FEDERAL EXCISE TAX	9,315			