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Form

990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation THE PITNEY BOWES FOUNDATION		A Employer identification number 20-0523317	
Number and street (or P O box number if mail is not delivered to street address) 1 ELMCROFT ROAD MSC 6101		B Telephone number (see instructions) (203) 351-7656	
City or town, state, and ZIP code STAMFORD, CT 069260700		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,801,042		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ 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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	132	132		
	4 Dividends and interest from securities.	350,437	350,437		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	172,936			
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2)		172,936		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	523,505	523,505		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	16,500	0		16,500
	c Other professional fees (attach schedule)	16,899	0		16,899
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	8,944	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	9,903	5,207		4,696
	24 Total operating and administrative expenses. Add lines 13 through 23	52,246	5,207		38,095
	25 Contributions, gifts, grants paid	3,581,435			3,545,994
	26 Total expenses and disbursements. Add lines 24 and 25	3,633,681	5,207		3,584,089
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-3,110,176			
	b Net investment income (if negative, enter -0-)		518,298		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	172,965	271,769	271,769
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	11,091,929	8,529,273	8,529,273
	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)	11,264,894	8,801,042	8,801,042	
Liabilities	17	Accounts payable and accrued expenses		4,800	
	18	Grants payable	307,859	342,800	
	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 ▶ _____)	0	5,500	
	23	Total liabilities (add lines 17 through 22)	307,859	353,100	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	10,957,035	8,447,942	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ 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)	10,957,035	8,447,942	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	11,264,894	8,801,042	

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	10,957,035
2	Enter amount from Part I, line 27a	2	-3,110,176
3	Other increases not included in line 2 (itemize) ▶ _____	3	601,083
4	Add lines 1, 2, and 3	4	8,447,942
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,447,942

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)
1 a	SALE OF PUBLICLY TRADED SECURITIES			
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			172,936	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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			172,936	
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)		2	172,936
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			

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	3,397,385	13,067,319	0 259991	
2010	1,775,998	13,704,995	0 129588	
2009				
2008				
2007				
2	Total of line 1, column (d).		2	0 389579
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 194790
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4	10,101,998
5	Multiply line 4 by line 3.		5	1,967,768
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	5,183
7	Add lines 5 and 6.		7	1,972,951
8	Enter qualifying distributions from Part XII, line 4.		8	3,584,089
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 VIExcise 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 ☐ 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 ☒ and enter 1% of Part I, line 27b		1	5,183
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	5,183
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	5,183
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,500	
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	3,500
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	42
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	1,725
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒	Refunded ☐	11	

Part VII-AStatements 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
		1a		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)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		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? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		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?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CT			
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? If "No," attach explanation .	8b	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)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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 ►WWW.PB.COM/COMMUNITYINVESTMENTS				
14	The books are in care of ►THE FOUNDATION Telephone no ►(203) 351-7656 Located at ►1 ELMCROFT ROAD MSC 6101 STAMFORD CT ZIP +4 ►069260700			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► ☐ and enter the amount of tax-exempt interest received or accrued during the year ►	15		
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.			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? ☐ 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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		
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		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
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)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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?

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
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.

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (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.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	9,685,888
b	Average of monthly cash balances.	1b	569,948
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	10,255,836
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	10,255,836
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	153,838
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,101,998
6	Minimum investment return. Enter 5% of line 5.	6	505,100

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	505,100
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	5,183
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,183
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	499,917
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	499,917
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	499,917

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	3,584,089
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,584,089
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	5,183
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,578,906
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				499,917
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				1,097,237
e From 2011.				2,750,827
f Total of lines 3a through e.	3,848,064			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,584,089				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				499,917
e Remaining amount distributed out of corpus	3,084,172			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,932,236			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	6,932,236			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				1,097,237
d Excess from 2011. . . .				2,750,827
e Excess from 2012. . . .				3,084,172

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary 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

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

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2012)

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.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
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			

a 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

Form **990-PF** (2012)

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
KATHLEEN RYAN MUFSON	PRESIDENT 1 00	0	0	0
1 ELMCROFT ROAD STAMFORD,CT 06926				
POLLY O'BRIEN MORROW	VICE PRESIDENT 1 00	0	0	0
1 ELMCROFT ROAD STAMFORD,CT 06926				
JOHANNA TORSONE	CHAIR 1 00	0	0	0
1 ELMCROFT ROAD STAMFORD,CT 06926				
MURRAY MARTIN	DIRECTOR 1 00	0	0	0
1 ELMCROFT ROAD STAMFORD,CT 06926				
MICHAEL MONAHAN	DIRECTOR 1 00	0	0	0
1 ELMCROFT ROAD STAMFORD,CT 06926				
HELEN SHAN	DIRECTOR 1 00	0	0	0
1 ELMCROFT ROAD STAMFORD,CT 06926				
JUANITA JAMES	DIRECTOR 1 00	0	0	0
1 ELMCROFT ROAD STAMFORD,CT 06926				

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>				
BOYS & GIRLS CLUB FOX VALLEY INC 160 S BADGER AVE APPLETON,WI 549145280			TEAM VOLUNTEER GRANT FOR SHARE THE MESSAGE READ!	300
BOYS AND GIRLS CLUB 347 STILLWATER AVE STAMFORD,CT 06902			LEGO LEAGUE TEAM VOLUNTEER GRANT CHARLOTTE KIRBY	1,500
BOYS AND GIRLS CLUB 4242 COLLINGWOOD DETROIT,MI 48204			PROGRAM SUPPORT	3,000
BOYS AND GIRLS CLUBS OF GREAT DALLA 4816 WORTH ST DALLAS,TX 75246			PROGRAM SUPPORT	3,000
BRIDGEPORT CHILD ADVOCACY 2470 FAIRFIELD AVE BRIDGEPORT,CT 06605			2012 STATE OF THE CHILD IN BRIDGEPORT	2,500
BRIDGEPORT PUBLIC SCHOOLS - BRIDGEPORT 948 MAIN STREET BRIDGEPORT,CT 06604			DEVELOPING A CADRE OF TECHNOLOGY INTEGRATIONISTS	3,000
BUILD ON 777 LONG RIDGE ROAD BLDG A STAMFORD,CT 06905			BUILDON AT STAMFORD HS IN STAMFORD,	30,000
BUILD ON 777 LONG RIDGE ROAD BLDG A STAMFORD,CT 06905			BUILDON YOUTH ENGAGEMENT ZONE AT WESTERN INTERNATIONAL HIGH SCHOOL	2,500
BUILD ON - STAMFORD 777 LONG RIDGE ROAD BLDG A STAMFORD,CT 06905			BRIDGEPORT YOUTH DEVELOPMENT AFTER SCHOOL PROGRAM	2,500
BURROUGHS COMMUNITY CENTER INC - BRIDGEPORT 2470 FAIRFIELD AVENUE BRIDGEPORT,CT 06605			COMPUTER CENTER (PART OF THE FAMILY ECONOMIC STABILITY PROJECT)	3,500
CAPITOL REGION EDUCATION 111 CHARTER OAK AVENUE HARTFORD,CT 06106			CREC TRANSITION TO EMPLOYMENT SERVICES ENGLISH LANGUAGE LEARNER PROGRAM	3,750
CAPITOL REGION EDUCATION 111 CHARTER OAK AVENUE HARTFORD,CT 06106			CREC TRANSITION TO EMPLOYMENT SERVICES ENGLISH LANGUAGE LEARNER PROGRAM	3,750
CAROLINE HOUSE 574 STILLMAN STREET BRIDGEPORT,CT 06608			MOTHER AND CHILD LITERACY PROGRAM	7,500
CENTER FOR WOMEN AND FAMILIES 753 FAIRFIELD AVENUE BRIDGEPORT,CT 06604			COMMUNITY EDUCATION AND VIOLENCE PREVENTION PROGRAM	2,500
CENTRAL CONNECTICUT COAST YMCA INC 790 CENTRAL AVENUE BRIDGEPORT,CT 06607			NIGHT RECREATION VIOLENCE PREVENTION PROGRAM	2,500

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Name and address (home or business)				
a <i>Paid during the year</i>				
CHILDCARE LEARNING CENTERS 195 HILLANDALE AVE STAMFORD,CT 06902			PROGRAM SUPPORT	3,562
CHILDCARE LEARNING CENTERS 195 HILLANDALE AVE STAMFORD,CT 06902			SEEKING NAEYC ACCRED, THESE MATERIALS ARE REQ'D AS DEVELOPMENTALLY APPROPRIATE MATERIALS	3,000
CHILDCARE LEARNING CENTERS 195 HILLANDALE AVE STAMFORD,CT 06902			HEAD START EXTENDED DAY PROGRAM	96,689
CHILDREN'S CENTER - FRANKLIN 196 GREYROCK PLACE STAMFORD,CT 06901			FOSTERING HEALTHY DEVELOPMENT AND SCHOOL SUCCESS	4,000
CITY LIGHTS & COMPANY 37 MARKLE BRIDGEPORT,CT 06604			CITY LIGHTS IN THE SCHOOLS	1,500
CITY LIGHTS & COMPANY - BRIDGEPORT 37 MARKLE BRIDGEPORT,CT 06604			CITY LIGHTS' ART IN THE SCHOOLS	2,000
CITY OF SHELTON 382 LONG HILL AVE SHELTON,CT 06484			SHELTON TEN80 STUDENT RACING CHALLENGE	5,000
CITY OF SHELTON - SHELTON 382 LONG HILL AVE SHELTON,CT 06484			MENTOR PROGRAM EVALUATION AND CONTINUED MENTOR PROGRAM RECRUITMENT PROJECT	5,000
COLUMBIA UNIVERSITY CITY OF NY 819 URIS HALL NEWYORK,NY 10027			MATCHING GIFT FOR PITNEY BOWES BOARD MEMBER ANNE BUSQUET	5,000
COMPUTING TECHNOLOGY INDUSTRY 3500 LACEY ROAD SUITE 100 DOWNERS GROVE,IL 60515			ONLINE CREATING FUTURES PROGRAM	15,000
COMPUTING TECHNOLOGY INDUSTRY - OAKBROOK TERRACE 3500 LACEY ROAD SUITE 100 DOWNERS GROVE,IL 60515			IT-READY APPRENTICE PROGRAM	15,000
CONNECTICUT APPLESEED 25 DUDLEY RD WILTON,CT 06897			CONNECTING THROUGH LITERACY INCARCERATED PARENTS, THEIR CHILDREN AND CAREGIVERS (CLICC)	3,500
CONNECTICUT SCIENCE CENTER 250 COLUMBUS BLVD HARTFORD,CT 06103			DANBURY PUBLIC SCHOOL PROGRAM FOR 5TH GRADE STUDENTS	25,000
COVENANT HOUSE MICHIGAN 2959 MARTIN LUTHER KING JR BLVD DETROIT,MI 48208			EDUCATIONAL GRANT	3,000
CPEP 211 SOUTH MAIN STREET MIDDLETOWN,CT 06457			CPEP'S - INNOVATIVE AFTER SCHOOL EXPERIENCE	7,500

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Name and address (home or business)				
a <i>Paid during the year</i>				
CT PUBLIC BROADCASTING INC 240 NEW BRITAIN AVE HARTFORD, CT 06106			MEDIA IS MAGIC MEDIA ENRICHMENT PROGRAM	10,000
CTE INC 34 WOODLAND AVE STAMFORD, CT 06902			LEGO LEAGUE TEAM VOLUNTEER GRANT, CHARLOTTE KIRBY	1,000
CTE INC 34 WOODLAND AVE STAMFORD, CT 06902			JUNIOR FIRST LEGO LEAGUE (JFLL) EXPO IN STAMFORD	4,000
CTE INC 34 WOODLAND AVE STAMFORD, CT 06902			SUMMER READING PROGRAM, LED BY JOSEPH CAMPBELL, 40 HOURS TOTAL, 10 VOLUNTEERS, 4 WEEKS	460
CTE INC 34 WOODLAND AVE STAMFORD, CT 06902			CTE AFTER SCHOOL ACADEMY AND YOUTH LITERACY PROGRAM	10,000
DANBURY CHILDREN FIRST INC 83 WEST STREET DANBURY, CT 06811			LEE Y SERS/READ AND YOU WILL BE	3,500
DANBURY GARDEN CLUB 121 STADLEY ROUGH ROAD DANBURY, CT 06811			CORPORATE STEWARDSHIP OF THE STILL RIVER GREENWAY ON THE PITNEY BOWES PROPERTY	4,006
DANBURY REGIONAL CHILD - DANBURY 268 MAIN STREET DANBURY, CT 068106211			FAMILY ENRICHMENT SERVICE (FES)	3,000
DANBURY SCHOOLS & BUSINESS 63 BEAVER BROOK ROAD DANBURY, CT 068106211			DSABC SCHOOL BASED MENTORING PROGRAM	5,000
DANBURY YOUTH SERVICES 91 WEST ST DANBURY, CT 068106211			KIDS LITERACY PROGRAM	25,000
DOMUS FOUNDATION INC 83 LOCKWOOD AVE STAMFORD, CT 06902			LITERACY INITIATIVES AT TRAILBLAZERS ACADEMY	16,000
DOMUS FOUNDATION INC 83 LOCKWOOD AVE STAMFORD, CT 06902			STONE SOUP FOR THE 21ST CENTURY 2012 A RESOURCE EXPO	4,000
DOROTHY DAY HOSPITALITY HOUSE PO BOX 922 DANBURY, CT 06813			FOOD AND SHELTER PROGRAM SUPPORT	3,000
EVERYBODY WINS CONNECTICUT INC - HARTFORD 20 WILLIAM STREET SUITE G25 WELLESLEY, MA 02481			POWER LUNCH	5,000
EVERYBODY WINS USA 20 WILLIAM STREET SUITE G25 WELLESLEY, MA 02481			THE POWER LUNCH PROGRAM GROWTH & SUSTAINABILITY INITIATIVE	50,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
FAMILY SERVICES WOODFIELD INC 475 CLINTON AVE BRIDGEPORT,CT 06605			PROJECT WOMEN IN NETWORK (WIN)	2,500
FEENEY FARM INC - FAIRFIELD 5280 CONGRESS ST FAIRFIELD,CT 06824			NOURISHING NEIGHBORS	1,800
FIRST 200 BEDFORD STREET MANCHESTER,NH 03101			GROWING INNER-CITY FLL TEAMS	5,000
FOOD BANK OF CENTRAL AND EASTERN NO 3808 TARHEEL DRIVE RALEIGH,NC 27609			"SCOTT WHEELER TEAM VOLUNTEER GRANT - BACK TO SCHOOL PROGRAM	1,000
FRENCH INSTITUTE ALLIANCE FRANCAISE 1080 5TH AVENUE NEWYORK,NY 10128			MATCHING GIFT FOR PB BOARD MEMBER ANNE BUSQUET'S \$15,000 DONATION	5,000
GIRL SCOUTS OF CONNECTICUT - NORTH HAVEN 340 WASHINGTON ST HARTFORD,CT 06106			GIRL SCOUTS ROBOTICS	10,000
GONZAGA UNIVERSITY 502 E BOONE AVE AD BOX 98 SPOKANE,WA 99258			MENTORING PROGRAMS FOR STUDENTS GRADES 4-8	2,500
HEAD START OF GREATER DALLAS INC 3954 GANNON LANE DALLAS,TX 75237			"HEAD START OF GREATER DALLAS	1,000
HOME FOR LITTLE WANDERERS - BOSTON 271 HUNTINGTON AVENUE BOSTON,MA 02115			PROGRAM SUPPORT	2,500
HORIZONS ATLANTA AT HOLY INNOCENTS - ATLANTA 805 MOUNT VERNON HIGHWAY NW ATLANTA,GA 30327			PROGRAM SUPPORT	3,000
HORIZONS GREATER WASHINGTON INC - WASHINGTON 3000 CATHEDRAL AVENUE NW WASHINGTON,DC 20008			LITERACY INITIATIVE	3,500
HORIZONS NATIONAL STUDENT 1 PARK STREET NORWALK,CT 06851			LEVERAGED LEARNING - READING SPECIALISTS	62,000
HOUSATONIC VALLEY ASSOCIATION 150 KENT ROAD CORNWALL BRIDGE,CT 06754			STORM DRAIN AWARENESS EDUCATION PROGRAM FOR A DANBURY,CT ELEMENTARY SCHOOL	1,994
INTAKE ORGANIZATION INC 400 MAIN ST SUITE 510 STAMFORD,CT 06901			NATIVE INSTRUMENT ACADEMY AT YERWOOD CENTER (IN PARTNERSHIP WITH STAMFORD PUBLIC SCHOOL'S ALTA PROGRAM)	2,000
INTERLUDE INC 4 BERKSHIRE BLVD BETHEL,CT 06801			PROGRAM SUPPORT	1,500

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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>				
INTERNATIONAL INSTITUTE - BRIDGEPORT 670 CLINTON AVENUE BRIDGEPORT,CT 06605			PROGRAM SUPPORT	5,000
JUMPSTART FOR YOUNG CHILDREN INC 308 CONGRESS ST 6TH FLOOR BOSTON,MA 02210			JUMPSTART'S RESEARCH GRANT PROGRAM	35,000
JUNIOR ACHIEVEMENT OF 8 STANLEY CIRCLE LATHAM,NY 12110			A KEY TO OUR CHILDREN'S SUCCESS STARTS AT THE K-5TH GRADE	3,000
JUNIOR ACHIEVEMENT OF SW CT 200 CONNECTICUT AVENUE NORWALK,CT 06854			JA ECONOMICS FOR SUCCESS PROGRAM	12,500
JUNIOR ACHIEVEMENT OF WESTERN 835 MAIN STREET BRIDGEPORT,CT 06604			JUNIOR ACHIEVEMENT FINANCIAL LITERACY INITIATIVE IN SHELTON SCHOOLS	5,000
JUNIOR ACHIEVEMENT OF WESTERN 835 MAIN STREET BRIDGEPORT,CT 06604			JA FINANCIAL LITERACY EDUCATION PROGRAMS-DANBURY SCHOOLS	2,500
KIDS IN CRISIS 1 SALEM STREET COS COB,CT 06807			KIC EDUCATIONAL SERVICES	3,000
LIBERATION PROGRAMS INC 129 GLOVER AVENUE NORWALK,CT 06850			FAMILIES IN RECOVERY PROGRAM (FIRP)	2,000
LITERACY COUNCIL OF MONTGOMERY COUN 21 MARYLAND AVENUE ROCKVILLE,MD 20850			TUTORING AND ENGLISH FOR DAILY LIVING PROGRAMS	5,000
LITERACY VOLUNTEERS OF AMERICA - 248 MAIN STREET DANBURY,CT 068106211			REACH FOR THE STARS	4,500
LITERACY VOLUNTEERS OF RENSSELAER C 1915 FIFTH AVENUE TROY,NY 12174			EVERYBODY WINS!	4,000
LIVERPOOL CHARITY AND VOLUNTARY P O BOX 14 LIVERPOOL,LIVERPOOL UK			VOLUNTEER GRANTS	126,821
MARTIN LUTHER KING JR FAMILY CENT 845 S SHERMAN STREET SPOKANE,WA 99202			SUMMER YOUTH ACADEMY	5,000
MASONICARE HOME HEALTH & HOSPICE NO 535 CONNECTICUT AVENUE NORWALK,CT 06854			GREATER STAMFORD TREE OF LIFE	1,000
MEDICAL UNIVERSITY OF SOUTH 59 BEE STREET MSC 201 CHARLESTON,SC 29425			BOARD OF DIRECTORS MATCHING GIFT FMADE ON 12/19/2011BY MR JAMES KEYES	5,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
MERCERSBURG ACADEMY 300 E SEMINARY ST MERCERSBURG, PA 17236			BOARD MEMBER MATCHING GIFT - ANNE FUCHS THE GIFT MADE ON 2/17/2012	5,000
MI ESCUELITA PRESCHOOL 4231 MAPLE AVENUE DALLAS, TX 75219			PROGRAM SUPPORT	3,000
MILL RIVER COLLABORATIVE C/O 888 WASHINGTON BLVD 7TH FLOOR STAMFORD, CT 069042152			JUNZO NOJIMA BOOK CREATION & STORYTELLING	5,000
NATIONAL ACADEMY FOUNDATION 218 W 40TH STREET NEW YORK, NY 10065			DEVELOPING FUTURE LEADERS NAF ACADEMIES OF ENGINEERING	20,000
NATIONAL BLACK MBA ASSOC INC PO BOX 3586 STAMFORD, CT 06905			LEADERS OF TOMORROW (WGC) WGC	24,500
NATIONAL CHILDRENS MUSEUM - WASHINGTON 1 LIBERTY PLAZA WASHINGTON, DC 20024			FAMILY LITERACY PROJECTS ON A BUDGET	30,000
NATIONAL SEPTEMBER 11 MEMORIAL 1 LIBERTY PLAZA NEW YORK, NY 10006			9/11 MEMORIAL MUSEUM EDUCATION PROGRAMS	100,000
NATIONAL UNIVERSITY - LA JOLLA 11255 NORTH TORREY PINES ROAD LA JOLLA, CA 92037			SALLY RIDE SCIENCE SUPPLEMENTARY SCIENCE EDUCATION BOOKS	2,500
NATIONAL URBAN LEAGUE INC 120 WALL STREET 8TH FLOOR NEW YORK, NY 10005			PROJECT READY POST-SECONDARY SUCCESS PROGRAM	175,000
NEIGHBORHOOD SERVICES ORGANIZATION 220 BAGLEY SUITE 1200 DETROIT, MI 48226			PROGRAM SUPPORT	1,500
NEIGHBORHOOD STUDIOS OF FAIRFIELD 510 BARNUM AVENUE 3RD FL BRIDGEPORT, CT 06103			NEIGHBORHOOD STUDIOS AILEY CAMP	1,500
NEIGHBORS LINK STAMFORD CORP - STAMFORD 75 SELLECK STREET STAMFORD, CT 06902			ESL BABYSITTING PROGRAM -- NEIGHBORS LINK STAMFORD	5,000
NETWORK FOR TEACHING 120 WALL STREET 18TH FL NEW YORK, NY 10005			NFTE REGIONAL BUSINESS PLAN COMPETITION PROGRAM SERIES	100,000
NEW LEADERS FOR NEW SCHOOLS - WASHINGTON 30 WEST 26TH STREET 2ND FLOOR NEW YORK, NY 10010			PROGRAM SUPPORT	6,000
NORTH SHORE CHILD AND FAMILY GUIDAN 480 OLD WESTBURY ROAD ROSLYN HEIGHTS, NY 11577			BOARD MEMBER MATCHING GIFT - ROGER FRADIN	5,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
PALMETTO ANIMAL LEAGUE 56 RIVERWALK BLVD OKATIE,SC 29936			PB BOARD MEMBER DAVID SHEDLARZ - MATCHING GIFT	5,000
PALMETTO ANIMAL LEAGUE 56 RIVERWALK BLVD OKATIE,SC 29936			PB BOARD MEMBER DAVID SHEDLARZ - MATCHING GIFT	5,000
PARENT CHILD RESOURCE CENTER - DERBY 30 ELIZABETH ST DERBY,CT 06418			FAMILIES AND SCHOOLS TOGETHER (FAST)	5,000
PEDIPLACE 502 S SOUTH ORCHARD LANE LEWISVILLE,TX 75067			EXPANDING ACCESS TO CARE	3,000
PEDIPLACE - LEWISVILLE 502 S SOUTH ORCHARD LANE LEWISVILLE,TX 75067			EXPANDING ACCESS TO CARE	3,000
PERSON TO PERSON - DARIEN 1864 POST ROAD DARIEN,CT 06820			CAMPERSHIP PROGRAM	6,500
PITNEY BOWES INC 1 ELMCROFT RD STAMFORD,CT 06926			EDUCATION GRANTS	15,000
PROLITERACY WORLDWIDE 1320 JAMESVILLE AVENUE SYRACUSE,NY 13210			A MODEL PROJECT FOR INTEGRATED WORKFORCE TRAINING FOR LOW-INCOME IMMIGRANTS	76,123
PROLITERACY WORLDWIDE - SYRACUSE 1320 JAMESVILLE AVENUE SYRACUSE,NY 13210			THE A-Z WORKPLACE LITERACY PROGRAM GUIDE PROJECT	50,000
REACH OUT AND READ INC 56 ROLAND STREET BOSTON,MA 021291243			ENSURING SCHOOL READINESS FOR CHILDREN IN CONNECTICUT	2,500
REACH OUT AND READ INC 56 ROLAND STREET BOSTON,MA 021291243			ENSURING SCHOOL READINESS FOR CHILDREN IN CONNECTICUT	10,000
READ TO GROW INC 53 SCHOOL GROUND RD BRANFORD,CT 06437			BUILDING LITERACY FROM BIRTH-BRIDGEPORT REGION	10,000
READING PARTNERS 180 GRAND AVE 800 OAKLAND,CA 94612			READING PARTNERS WASHINGTON, DC	5,000
RECORDING FOR THE BLIND 5225 WISCONSIN AVENUE NW SUITE 312 WASHINGTON,DC 20015			WASHINGTON DC RECORDING STUDIO GENERAL OPERATING SUPPORT	2,500
REGIONAL FOOD BANK OF ALBANY - SHAKER ROAD LATHAM,NY 20015			HOLIDAY HUNGER APPEAL	3,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
REGIONAL FOOD BANK OF 965 ALBANY - SHAKER ROAD LATHAM,NY 20015			PROGRAM SUPPORT	3,000
REGIONAL FOODBANK 965 ALBANY - SHAKER ROAD LATHAM,NY 12110			PROGRAM SUPPORT	3,000
REGIONAL YMCA OF WESTERN 2 HUCKLEBERRY HILL ROAD BROOKFIELD,CT 06804			ESCAPE TO THE ARTS	5,000
SCHOOL VOLUNTEER ASSOCIATION 280 TESINY AVENUE BRIDGEPORT,CT 06606			READING ENRICHMENT PROGRAM	4,000
SCORE FAIRFIELD COUNTY 111 EAST AVE NORWALK,CT 06851			SPONSORSHIP OF TWO WORKSHOPS OUT OF 40 MENTIONED EARLIER	3,200
SPECIAL OLYMPICS CONNECTICUT 2666 STATE STREET SUITE 1 HAMDEN,CT 06517			SPONSORSHIP OF HOLIDAY CLASSIC BOWLING EVENT IN RECOGNITION OF EMPLOYEE INVOLVEMENT (46 VOLUNTEERS)	15,333
SPECIAL OLYMPICS CONNECTICUT - HAMDEN 2666 STATE STREET SUITE 1 HAMDEN,CT 06517			SPONSORSHIP OF HOLIDAY CLASSIC BOWLING EVENT IN RECOGNITION OF EMPLOYEE INVOLVEMENT (46 VOLUNTEERS)	16,500
ST LUKE'S LIFE WORKS 141 FRANKLIN STREET STAMFORD,CT 06901			JUMPSTART EDUCATION AND EMPLOYMENT PROGRAM	5,000
ST LUKE'S LIFE WORKS 141 FRANKLIN STREET STAMFORD,CT 06901			PROGRAM SUPPORT	1,000
ST VINCENT DE PAUL SOCIETY - DERBY 617 MAIN STREET MIDDLETOWN,CT 06457			MEALS AND COMMUNITY ASSISTANCE PROGRAM	2,000
STAMFORD ACHIEVES INC 62 PALMERS HILL ROAD STAMFORD,CT 06902			SUMMER PROGRAM - AT THE BEACH AND IN THE SEA	7,500
STAMFORD PUBLIC EDUCATION 733 SUMMER STREET STAMFORD,CT 06901			TEAM GRANT FOR LIFE TUTORING FOR BOOKS AND GAMES, STAMFORD MENTORING PROGRAM	33,500
STAMFORD SAILING FOUNDATION INC 151 HARVARD AVENUE STAMFORD,CT 06902			BWB SUMMER PROGRAM	4,000
STEPPING STONES MUSEUM 303 WEST AVENUE NORWALK,CT 06850			THE PITNEY BOWES FAMILY AND TEACHER RESOURCE CENTER	42,500
STEPPING STONES MUSEUM 303 WEST AVENUE NORWALK,CT 06850			THE PITNEY BOWES FAMILY AND TEACHER RESOURCE CENTER	82,500

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>				
STUDENT CONSERVATION ASSN 689 RIVER ROAD CHARLESTOWN,NH 03603			CONNECTICUT COMMUNITY CONSERVATION CREW PROGRAM	2,500
TEACH FOR AMERICA INC 142 TEMPLE STREET NEW HAVEN,CT 06510			TEACH FOR AMERICA - EXPANDING OUR FOOTPRINT IN CONNECTICUT	25,000
TEAM INC 30 ELIZABETH STREET DERBY,CT 06418			AROUND THE WORLD LITERACY /COMPUTER PROGRAM	20,000
THE ARC OF SPOKANE 320 E 2ND AVE SPOKANE,WA 992021402			THE CENTER FOR DIGITAL LITERACY	2,500
THE BARUCH COLLEGE FUND ONE BERNARD BARUCH WAY BOX A1603 NEWYORK,NY 10010			BOARD MEMBER MATCHING GIFT FOR MICHAEL ROTH	5,000
THE BARUCH COLLEGE FUND ONE BERNARD BARUCH WAY BOX A1603 NEWYORK,NY 10010			BOARD MEMBER MATCHING GIFT FOR MICHAEL ROTH	5,000
THE BELL FOUNDATION INC 60 CLAYTON STREET DORCHESTER,MA 02122			BELL SUMMER IN BOSTON	35,000
THE BRIDGEPORT PUBLIC 446 UNIVERSITY AVENUE BRIDGEPORT,CT 06604			MENTORING FOR ACADEMIC ACHIEVEMENT AND COLLEGE SUCCESS	25,000
THE FAIRFIELD COUNTY COMMUNITY 383 MAIN AVENUE NORWALK,CT 068511543			CENTER FOR NONPROFIT EXCELLENCE	2,500
THE FAIRFIELD COUNTY COMMUNITY - NORWALK 383 MAIN AVENUE NORWALK,CT 068511543			PROGRAM SUPPORT FOR CENTER FOR NONPROFIT EXCELLENCE	1,500
THE FERGUSON LIBRARY ONE PUBLIC LIBRARY PLAZA STAMFORD,CT 06904			MAIN LIBRARY SUMMER SUNDAY HOURS	35,000
THE GLOBAL VILLAGE PROJECT INC - DECATUR PO BOX 2200 DECATUR,GA 30031			PROGRAM SUPPORT	1,000
THE WORKPLACE INC 350 FAIRFIELD AVE BRIDGEPORT,CT 06604			WORKPLACE SCHOLARSHIPS PROVIDING EDUCATION & TRAINING FOR THE UNEMPLOYED	10,000
UNITED WAY OF NORTHERN 85 WEST STEET DANBURY,CT 068106211			BACK TO SCHOOL PROJECT	2,500
UNITED WAY OF NORTHERN 85 WEST STEET DANBURY,CT 068106211			TECHNOLOGY SOLUTIONS FOR NON PROFITS HOSTED IT SERVICES AND TRAINING PROGRAM	3,000

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a Paid during the year				
UNITED WAY OF PEEL REGION 5170 DIXIE ROAD MISSISSAUGA, ONTARIO CA			"PB CANADA 2011 EMPLOYEE GIVING MATCH	28,006
ABCD INC 1070 PARK AVENUE BRIDGEPORT, CT 06804			EDUCATION GRANT	7,500
URBAN ALLIANCE FOUNDATION INC - WASHINGTON 1327 14TH STREET NW SUITE 200 WASHINGTON, DC 20005			PROGRAM SUPPORT	6,000
URBAN LEAGUE OF SOUTHERN CONNECTICUT INC 46 ATLANTIC STREET STAMFORD, CT 06901			PROJECT READY COLLEGE ACCESS PROGRAM	25,000
VALLEY UNITED WAY 54 GROVE STREET SHELTON, CT 06484			BACK TO SCHOOL PROGRAM SUPPORT	-1,500
WESTPORT COUNTRY PLAYHOUSE 25 POWERS COURT WESTPORT, CT 06880			SHELTON LEADERSHIP TEAM GRANT FOR 'A RAISIN IN THE SUN', AN EDUCATIONAL INITIATIVE	5,000
YMCA OF STAMFORD 909 WASHINGTON BOULEVARD STAMFORD, CT 06901			THE LEAD AFTER SCHOOL PROGRAM EXTRA LEARNING OPPORTUNITIES	5,000
ABILITY BEYOND DISABILITY INC 4 BERKSHIRE BOULEVARD BETHEL, CT 06801			POSSABILITIES - EMPLOYMENT SERVICES FOR PEOPLE LIVING WITH DISABILITIES	2,500
AMBYESE P O BOX 2281 DANBURY, CT 06813			COLLEGE PREP PROGRAMS	6,500
AMERICA SCORES NEW ENGLAND 29 GERMANIA STREET BOSTON, MA 02130			SCORES ELEMENTARY LANGUAGE ARTS PROGRAM	5,000
AMERICAN LIBRARY ASSOCIATION 50 EAST HURON STREET CHICAGO, IL 60611			DISASTER RELIEF FOR LIBRARIES	35,000
AMERICARES 88 HAMILTON AVENUE STAMFORD, CT 06902			AMERICARES FREE CLINIC IN DANBURY	5,000
BEARDSLEY SCHOOL 500 HUNTINGTON ROAD BRIDGEPORT, CT 06610			LITERACY TO THE CHILDREN	6,500
PITNEY BOWES EMPLOYEE GIVING 1 ELMCROFT RD STAMFORD, CT 06926			EDUCATIONAL GRANTS	1,586,200
Total ▶ 3a				3,545,994

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b <i>Approved for future payment</i>				
READING IS FUNDAMENTAL REQ #58801730 RHODE ISLAND AVE NW 11TH FLOOR WASHINGTON,DC 20036			SHARE THE MESSAGE READI' RENEWAL AND EXPANSION	135,000
CITY LIGHTS AND COMPANY37 MARKLE BRIDGEPORT,CT 06604			CITY LIGHTS IN THE SCHOOLS	2,000
TODAY'S STUDENTS TOMORROW'S TEACHERS (3 WEST MAIN STREET ELMSFORD,NY 10523			TEACHER PREPARATION PIPELINE FOR STUDENTS OF BRIDGEPORT, CT	6,500
PARK CITY MAGNET SCHOOL1526 CHOPSEY HILL ROAD BRIDGEPORT,CT 06606			SOARING TO NEW HEIGHTS	4,800
GOVERNOR'S PREVENTION PARTNERSHIP30 JORDAN LANE WETHERSFIELD,CT 06109			MENTOR TRAINING BRIDGEPORT	3,000
BRIDGEPORT RESCUE MISSION 1088 FAIRFIELD AVENUE BRIDGEPORT,CT 06605			WORK THERAPY CERTIFICATE PROGRAM - PHASE II	5,000
EVERYBODY WINS USA20 WILLIAM STREET SUITE G25 WELLESLEY,MA 02481			POWER LUNCH	5,000
HOME FOR LITTLE WONDERS271 HUNTINGTON AVENUE BOSTON,MA 02115			PROGRAM SUPPORT	5,000
HORIZONS GREATER WASHINGTON INC3000 CATHEDRAL AVENUE NW WASHINGTON,DC 20008			LITERACY INITIATIVE	5,000
EVERYBODY WINS D C INC1213 K STREET NW WASHINGTON,DC 20005			EVERYBODY WINS' DC REQUESTS GENERAL OPERATING FUNDING TO SUPPORT OUR POWER LUNCH AND READERS ARE LEADERS PROGRAMS	5,000
BLINDED AMERICAN VETERANS FOUNDATIONP O BOX 65900 WASHINGTON,DC 20003			GEORGE GILLISPIE CONGRESSIONAL AWARDS AND EDUCATION PROGRAM	15,000
THE FISHING SCHOOL INC4737 MEADE STREET NE WASHINGTON,DC 20013			AFTER-SCHOOL AND SUMMER SUCCESS PROGRAM	5,000
THURGOOD MARSHALL ACADEMY 2427 MARTIN LUTHER KING JR AVENUE SE WASHINGTON,DC 20020			PROGRAM SUPPORT	3,500
URBAN ALLIANCE FOUNDATION 1327 14TH STREET NW SUITE 200 WASHINGTON,DC 20005			EMPOWERS UNDER- RESOURCED YOUTH TO ASPIRE, WORK AND SUCCEED THROUGH PAID INTERNSHIPS, FORMAL TRANING AND MENTORSHIP	6,000
NEW LEADERS FOR NEW SCHOOLS 30 WEST 26TH STREET 2ND FLOOR NEW YORK,NY 10010			PROGRAM SUPPORT	6,000
JUNIOR ACHIEVEMENT OF WESTERN CONNECTI835 MAIN STREET BRIDGEPORT,CT 06606			JA FINANCIAL LITERACY EDUCATION-SHELTON SCHOOLS	5,200
PARENT CHILD RESOURCE CENTER 30 ELIZABETH ST DERBY,CT 06418			FAMILIES AND SCHOOLS TOGETHER (FAST)	5,000
SHELTON BOARD OF EDUCATION MENTORING P382 LONG HILL AVE SHELTON,CT 06484			SHELTON TEN80 STUDENT RACING CHALLENGE	5,000
ST VINCENT DEPAUL PLACE MIDDLETOWN INC617 MAIN STREET MIDDLETOWN,CT 06457			MEALS AND COMMUNITY ASSISTANCE PROGRAM	4,550
AREA CONGREGATIONS TOGETHER30 TODD ROAD SHELTON,CT 06484			PROGRAM SUPPORT	5,000
INTERNATIONAL INSTITUTE OF CT670 CLINTON AVENUE BRIDGEPORT,CT 06605			PROGRAM SUPPORT	2,500
SHELTON ROBOTICS120 MEADOW STREET SHELTON,CT 06484			SHELTON ROBOTICS TEAM SUPPORT	2,000
TEAM INC30 ELIZABETH STREET DERBY,CT 06418			THE RAISING READERS SESSIONS ARE TO HELP PARENTS BECOME MORE SKILLFUL AND CONFIDENT IN READING TO THEIR CHILDREN	5,000
VALLEY UNITED WAY54 GROVE STREET SHELTON,CT 06484			VALLEY UNITED WAY'S YOUTH LEADERSHIP PROGRAM	4,300
HORIZONS ATLANTA AT HOLY INNOCENTS EPI805 MOUNT VERNON HIGHWAY NW ATLANTA,GA 30327			PROGRAM SUPPORT	3,000
EAST ATLANTA KIDS CLUB659-A GRESHAM AVENUE SE ATLANTA,GA 30316			PROGRAM SUPPORT	3,000
GLOBAL VILLAGE PROJECTPO BOX 2200 DECATUR,GA 30031			FOCUS ON LITERACY	1,000
FIRST STEP236 AUBURN AVENUE SUITE 203 ATLANTA,GA 30303			FIRST STEP STAFFING	3,000
CENTER FOR CHILDRENS ADVOCACY65 ELIZABETH STREET HARTFORD,CT 06105			YOUTH LEGAL ADVOCACY CLINIC (YLAC) DECLINED BY THE BRIDGEPORT TEAM DUE TO LIMITED RESOURCES, APPROVED BY THE SHELTON TEAM	3,000
CAP SERVICES INC17 PARK PLACE SUITE 950 APPLETON,WI 54914			SKILLS ENHANCEMENT PROGRAM, FOX CITIES AND CITY OF NEW LONDON	3,000

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COMMUNITY CLOTHES CLOSET INC 1465-B OPPORTUNITY WAY MENASHA,WI 54952			BEING COOL FOR SCHOOL IN 2012	1,500
FOX VALLEY LITERACY COALITION INC 130 E FRANKLIN STREET APPLETON,WI 54911			TECHNOLOGY UPGRADES 2012	2,500
REBUILDING TOGETHER--FOX VALLEY INC 605 EAST HANCOCK STREET APPLETON,WI 54911			SPRING PROJECT DAY 2013	3,000
GOVERNOR'S PREVENTION PARTNERSHIP 30 JORDAN LANE WETHERSFIELD,CT 06109			MENTORING STAMFORD	3,000
STUDENT CONSERVATION ASSOCIATION 689 RIVER ROAD CHARLESTOWN,NC 03603			CONNECTICUT COMMUNITY CONSERVATION CREW PROGRAM	2,500
CHILDCARE LEARNING CENTERS 195 HILLANDALE AVE STAMFORD,CT 06902			SEEKING NAEYC ACCRED, THESE MATERIALS ARE REQ'D AS DEVELOPMENTALLY APPROPRIATE MATERIALS STUDENTS WILL HAVE ACCESS TO MULTI-CULTURAL CLOTHING SETS THROUGHOUT THE SCHOOL DAY IN THEIR CLASSRMS TO IDENTIFY WITH THEIR OWN AS WELL AS OTHER STUDENTS' CULTURES	3,000
PERSON TO PERSON INC 1864 POST ROAD DARIEN,CT 06820			EMERGENCY FINANCIAL ASSISTANCE PROGRAM	6,300
STAMFORD PUBLIC EDUCATION FOUNDATION 733 SUMMER STREET SUITE 203 STAMFORD,CT 06901			STAMFORD ALL-SCHOOL MUSICAL PRODUCTION OF DISNEY'S 'BEAUTY AND THE BEAST'	4,500
SHELTER FOR THE HOMELESS 597 PACIFIC STREET STAMFORD,CT 06902			4TH ANNUAL CHOCOLATE, DESSERT & WINE LOVER'S EVENING	1,500
YMCA OF STAMFORD 909 WASHINGTON BOULEVARD STAMFORD,CT 06901			LEAD HIGH SCHOOL AFTER SCHOOL PROGRAM	2,000
NEIGHBORS LINK STAMFORD CORP 75 SELLECK STREET STAMFORD,CT 06902			ESL BABYSITTING PROGRAM -- NEIGHBORS LINK STAMFORD	4,000
DOMUS FOUNDATION 83 LOCKWOOD AVE STAMFORD,CT 06902			ACADEMIC ACTIVITIES AT THE LION'S DEN OUT-OF-SCHOOL-TIME PROGRAM	4,000
INTAKE ORGANIZATION INC 400 MAIN ST SUITE 510 STAMFORD,CT 06901			NATIVE INSTRUMENT ACADEMY AT YERWOOD CENTER (IN PARTNERSHIP WITH STAMFORD PUBLIC SCHOOL'S ALTA PROGRAM)	2,000
LIBERATION PROGRAMS INC 129 GLOVER AVENUE NORWALK,CT 06850			FAMILIES IN RECOVERY PROGRAM (FIRP)	2,500
THE FOOD BANK OF LOWER FAIRFIELD COUNTY 461 GLENBROOK ROAD STAMFORD,CT 06906			FAIRFIELD COUNTY EATS	2,500
LUIS MUNOZ MARIN 479 HELEN STREET BRIDGEPORT,CT 06608			'SOARING TO NEW HEIGHTS'	4,400
HARTFORD PUBLIC LIBRARY 500 MAIN STREET HARTFORD,CT 06103			HOMEWORK CLUBS	3,750
COMMUNITY ACTION DANBURY 66 NORTH ST DANBURY,CT 06810			CACD YOUTH EDUCATION EMPLOYMENT PROGRAM	7,500
FRIENDS OF THAI DAUGHTERS PO BOX 370 TREVETT,ME 04571			MATCHING GIFT FOR ERIC MAHE'S DONATION	9,000
MY SISTERS PLACE INC 237 HAMILTON STREET SUITE 203 HARTFORD,CT 06106			FOR THE LOVE OF CHILDREN INITIATIVE	2,500
LATIN AMERICAN MONTESSORI 1375 MISSOURI AVENUE NW WASHINGTON,DC 20011			BRIDGES TO SUCCESS	3,500
YOUNG PLAYWRIGHTS THEATER INC 2437 15TH ST NW WASHINGTON,DC 20009			THE IN-SCHOOL PLAYWRITING PROGRAM	1,000
Total  3b				342,800

TY 2012 Accounting Fees Schedule

Name: THE PITNEY BOWES FOUNDATION

EIN: 20-0523317

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT FEES	16,500	0		16,500

TY 2012 Investments - Other Schedule

Name: THE PITNEY BOWES FOUNDATION

EIN: 20-0523317

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUND	FMV	8,529,273	8,529,273

TY 2012 Other Expenses Schedule**Name:** THE PITNEY BOWES FOUNDATION**EIN:** 20-0523317

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	3,409	0		3,409
BANK FEES	5,207	5,207		0
DUES AND SUBSCRIPTIONS	1,150	0		1,150
MISCELLANEOUS	137	0		137

TY 2012 Other Increases Schedule

Name: THE PITNEY BOWES FOUNDATION

EIN: 20-0523317

Description	Amount
UNREALIZED GAINS ON INVESTMENTS	601,083

TY 2012 Other Liabilities Schedule

Name: THE PITNEY BOWES FOUNDATION

EIN: 20-0523317

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED EXCISE TAX	0	5,500

TY 2012 Other Professional Fees Schedule**Name:** THE PITNEY BOWES FOUNDATION**EIN:** 20-0523317

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	12,099	0		12,099
CONSULTING	4,800	0		4,800

TY 2012 Taxes Schedule

Name: THE PITNEY BOWES FOUNDATION

EIN: 20-0523317

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	8,944	0		0