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 , and ending

Name of foundation: S&L MARX FOUNDATION, INC.

A Employer identification number: 20-0677535

Number and street (or P O box number if mail is not delivered to street address): 15 EAST PUTNAM AVENUE — Room/suite: 270

B Telephone number: 203-629-3619

City or town, state, and ZIP code: GREENWICH, CT 06830

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] 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) ▶$ 79,465,565.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

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).)

		(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				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,819,232.	1,819,232.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	896,089.			
	b Gross sales price for all assets on line 6a 4,638,131.				
	7 Capital gain net income (from Part IV, line 2)		896,089.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	265,683.	265,683.	0.	STATEMENT 2
	12 **Total.** Add lines 1 through 11	2,981,004.	2,981,004.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	96,000.	9,600.	0.	86,400.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	18,598.	1,860.	0.	16,738.
	c Other professional fees STMT 4	900.	90.	0.	810.
	17 Interest				
	18 Taxes STMT 5	39,456.	767.	0.	6,904.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,000.	300.	0.	2,700.
	22 Printing and publications	794.	79.	0.	715.
	23 Other expenses STMT 6	26,488.	2,857.	0.	25,631.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	185,236.	15,553.	0.	139,898.
	25 Contributions, gifts, grants paid	3,902,750.			3,902,750.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,087,986.	15,553.	0.	4,042,648.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,106,982.>			
	b **Net investment income** (if negative, enter -0-)		2,965,451.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	20,596,840.	19,597,217.	19,597,217.
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			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 7	17,631,073.	18,034,155.	18,034,155.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 8	37,883,904.	41,834,193.	41,834,193.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	76,111,817.	79,465,565.	79,465,565.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	76,111,817.	79,465,565.	
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**	76,111,817.	79,465,565.	
31 **Total liabilities and net assets/fund balances**	76,111,817.	79,465,565.	

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	76,111,817.
2 Enter amount from Part I, line 27a	2	<1,106,982.>
3 Other increases not included in line 2 (itemize) ▶ NET UNREALIZED GAIN ON INVESTMENTS	3	4,460,730.
4 Add lines 1, 2, and 3	4	79,465,565.
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	79,465,565.

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	FIDELITY NOMINEE			
b	FIDELITY NOMINEE	P	VARIOUS	VARIOUS
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				390,460.
b	4,638,131.		4,132,502.	505,629.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				390,460.
b				505,629.
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 — 896,089.

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).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	3,713,556.	78,223,143.	.047474
2010	2,610,606.	75,020,671.	.034798
2009	1,638,285.	68,665,764.	.023859
2008	6,442,956.	64,007,984.	.100659
2007	1,598,331.	57,463,239.	.027815

2	Total of line 1, column (d)	2	.234605
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	.046921
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	78,595,534.
5	Multiply line 4 by line 3	5	3,687,781.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	29,655.
7	Add lines 5 and 6	7	3,717,436.
8	Enter qualifying distributions from Part XII, line 4	8	4,042,648.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b		1	29,655.
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	29,655.
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	29,655.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 32,040.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 15,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	47,040.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	17,385.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	17,385. Refunded ▶	11	0.

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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		X
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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
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	X	
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CUMMINGS & LOCKWOOD LLC (N. MARX) Telephone no. ▶ 203-327-1700

Located at ▶ SIX LANDMARK SQUARE, 8TH FLOOR, STAMFORD, CT ZIP+4 ▶ 06901

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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. ▶ ______, ______, ______, ______			
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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **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: X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **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.

(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
JAMES BETTER 15 EAST PUTNAM AVENUE GREENWICH, CT 06830	DIRECTOR 1.00	0.	0.	0.
NANCY MARX BETTER 15 EAST PUTNAM AVENUE GREENWICH, CT 06830	EXECUTIVE DIRECTOR 30.00	96,000.	0.	0.
LEONARD MARX 15 EAST PUTNAM AVENUE GREENWICH, CT 06830	TREASURER 15.00	0.	0.	0.
SYLVIA MARX 15 EAST PUTNAM AVENUE GREENWICH, CT 06830	PRESIDENT 5.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See 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	58,770,889.
b	Average of monthly cash balances	1b	21,021,531.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	79,792,420.
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	79,792,420.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,196,886.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	78,595,534.
6	**Minimum investment return.** Enter 5% of line 5	6	3,929,777.

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

1	Minimum investment return from Part X, line 6	1	3,929,777.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 29,655.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	29,655.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,900,122.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,900,122.
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	3,900,122.

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	4,042,648.
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	4,042,648.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	29,655.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,012,993.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				3,900,122.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			3,793,076.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 4,042,648.				
a Applied to 2011, but not more than line 2a			3,793,076.	
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				249,572.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				3,650,550.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a 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 foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AFHU NEW YORK, NY	NONE	PUBLIC CHARITY	GENERAL SUPPORT GENERAL SUPPORT	1,000.
BILLY SMITHLINE FOUNDATION 3 SYCAMORE DRIVE WHITE PLAINS, NY 10605	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
ADOPT A DOG 849 LAKE AVENUE GREENWICH, CT 06831	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
BREAST CANCER ALLIANCE 15 EAST PUTNAM AVENUE GREENWICH, CT 06830	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
BRUCE MUSEUM 1 MUSEUM DRIVE GREENWICH, CT 06830	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	3,902,750.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BRUNSWICK SCHOOL 100 MAHER AVENUE GREENWICH, CT 06830	NONE	PUBLIC CHARITY	GENERAL SUPPORT	201,000.
ALZEIMER'S ASSOCIATION 2900 WESTCHESTER AVENUE PURCHASE, NY 10577	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
ANTI-DEFAMATION LEAGUE NEW HAVEN, CT	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
CARAMOOR PO BOX 816 KATONAH, NY 10536	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
CARNEGIE HALL SOCIETY 881 SEVENUE AVENUE NEW YORK, NY 10019	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
CHAPEL HAVEN 1040 WHALLEY AVENUE NEW HAVEN, CT 06515	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
CHROMOSOME 18 RESEARCH SOCIETY 7155 OAKRIDGE DRIVE SAN ANTONIO, TX 78229	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
ACGT STAMFORD, CT	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
CONNECTICUT COLLEGE 270 MOHEGAN AVENUE NEW LONDON, CT 06320	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD BETHESDA, MD 20814	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
Total from continuation sheets				3,880,750.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ANDROSCOGGIN ALUMNI ASSOC. 601 WEST ST. HARRISON, NY 10528	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000.
ALBERT EINSTEIN COLLEGE OF MEDICINE BRONX, NY	NONE	PUBLIC CHARITY	GENERAL SUPPORT	125,000.
FAMILY CENTERS OF GREENWICH 40 ARCH STREET GREENWICH, CT 06830	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
AMERICAN MUSEUM OF FLY FISHING	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
GEMS 1111 EAST PUTNAM AVENUE RIVERSIDE, CT 06878	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000.
FSH SOCIETY 64 GROVE STREET WATERTOWN, MA 02472	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
GREENWICH ACADEMY 200 NORTH MAPLE AVENUE GREENWICH, CT 06830	NONE	PUBLIC CHARITY	GENERAL SUPPORT	365,000.
GREENWICH HOSPITAL 5 PERRYRIDGE ROAD GREENWICH, CT 06830	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
GREENWICH LAND TRUST 132 EAST PUTNAM AVE. COS COB, CT 06807	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
GREENWICH LIBRARY 101 WEST PUTNAM AVENUE GREENWICH, CT 06830	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GREENWICH SYMPHONY PO BOX 35 GREENWICH, CT 06830	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
HARVARD BUSINESS SCHOOL 44R BRATTLE STREET CAMBRIDGE, MA 02138	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
HARVARD GRAD SCHOOL OF ED 39 STRICKLAND ROAD CAMBRIDGE, MA 02138	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
JBFCS 120 WEST 57TH STREET NEW YORK, NY 10019	NONE	PUBLIC CHARITY	GENERAL SUPPORT	300,000.
LET'S GET READY 50 BROADWAY SUITE 806 NEW YORK, NY 10004	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
LARCHMONT TEMPLE 75 LARCHMONT AVENUE LARCHMONT, NY 10538	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
MALIBU SPECIAL EDUCATION FOUNDATION MALIBU, CA	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
METROPOLITAN OPERA LINCOLN CENTER NEW YORK, NY 10023	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
MIANUS RIVER GORGE PRESERVE 167 MIANUS RIVER ROAD BEDFORD, NY 10506	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MT. SINAI SCHOOL OF MEDICINE ONE GUSTAVE LEVY PLACE NEW YORK, NY 10029	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
MULTIPLE MYELOMA RESEARCH FDN 383 MAIN AVENUE NORWALK, CT 06851	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
NEADS PO BOX 213 WEST BOYLSTON, MA 01583	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
NEW YORK HISTORICAL SOCIETY TWO WEST 77TH STREET NEW YORK, NY 10024	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
NYU SCHOOL OF MEDICINE 560 FIRST AVENUE NEW YORK, NY 10016	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000.
PLANNED PARENTHOOD OF CT 345 WHITNEY AVENUE NEW HAVEN, CT 06511	NONE	PUBLIC CHARITY	GENERAL SUPPORT	27,500.
PURCHASE CONSERVATORY OF MUSIC 735 ANDERSON HILL ROAD PURCHASE, NY 10577	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
THAMES VALLEY MUSIC SCHOOL NEW LONDON, CT	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
YMCA GREENWICH EAST PUTNAM AVENUE GREENWICH, CT 06830	NONE	PUBLIC CHARITY	GENERAL SUPPORT	54,250.
READING REFORM FOUNDATION 333 WEST 57TH STREET NEW YORK, NY 10019	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
REACH PREP 2777 SUMMER STREET STAMFORD, CT 06905	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
SHAKESPEARE ON THE SOUND PO BOX 15 NORWALK, CT 06853	NONE	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
SQUASH HAVEN NEW HAVEN, CT	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
STANFORD GRADUATE SCHOOL OF BUSINESS 518 MEMORIAL WAY PALO ALTO, CA 94305	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
SUMMER CAMP 8 CHURCH STREET BRIDGTON, ME 04009	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
TAFT SCHOOL 110 WOODBURY ROAD WATERTOWN, CT 06795	NONE	PUBLIC CHARITY	GENERAL SUPPORT	6,000.
TEMPLE SHOLOM 300 EAST PUTNAM AVENUE GREENWICH, CT 06830	NONE	PUBLIC CHARITY	GENERAL SUPPORT	111,000.
TRICKLE UP PROGRAM 104 WEST 27TH STREET NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200,000.
WASHINGTON INSTITUTE 1828 L STREET NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
UJA/FEDERATION OF GREENWICH 1 HOLLY HILL LANE GREENWICH, CT 06831	NONE	PUBLIC CHARITY	GENERAL SUPPORT	9,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WESTCHESTER PHILHARMONIC 123 MAIN STREET SUITE 701 WHITE PLAINS, NY 10601	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
WORLD LEARNING PO BOX 676 KIPLING ROAD BRATTLEBORO, VT 05302	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
WILLIAMS COLLEGE 75 PARK STREET WILLIAMSTOWN, MA 01267	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
YALE ALUMNI FUND PO BOX 803 NEW HAVEN, CT 06503	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
YALE ART MUSEUMS PO BOX 208271 NEW HAVEN, CT 06520	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
YALE CANCER CENTER 157 CHURCH STREET NEW HAVEN, CT 06510	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
YALE SLIFCA CENTER FOR JEWISH LIFE 80 WALL STREET NEW HAVEN, CT 06511	NONE	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
YALE MUSIC SCHOOL NEW HAVEN, CT	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,502,000.
CAGV EDUCATION FUND PO BOX 523 SOUTHPORT, CT 06890	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
GLOBAL CAMPS AFRICA 1606 WASHINGTON PLAZA WEST RESTON, VA 20190	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILD GUIDANCE CENTER OF SO. CT. 196 GREYROCK PLACE STAMFORD, CT 06901	NONE	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
COLUMBIA UNIVERSITY PALISADES, NY	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
GREENWICH BALLET ACADEMY BOX 1561 GREENWICH, CT 06836	NONE	PUBLIC CHARITY	GENERAL SUPPORT	21,000.
EMELIN THEATER MAMARONECK, NY	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
FRIENDS OF AUTISTIC PEOPLE 974 NORTH STREET GREENWICH, CT 06830	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000.
NATURAL HISTORY MUSEUM OF ADKS 45 MUSEUM DRIVE TUPPER LAKE, NY 12986	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
FRIENDS OF OFANIM 308 LANCASTER AVENUE WYNNEWOOD, PA 19096	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
MARLBORO SCHOOL OF MUSIC 1616 WALNUT STREET PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	GENERAL SUPPORT	155,000.
LITERACY VOLUNTEERS OF AMERICA 141 FRANKLIN STREET STAMFORD, CT 06901	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
MEMORIAL SLOAN KETTERING CENTER 633 THIRD AVENUE NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MERRITT PARKWAY CONSERVANCY P.O. BOX 17972 STAMFORD, CT 06907	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
MELVIN YAHR INTL PARKINSON'S FDN 250 NORTH BEDFORD ROAD CHAPPAQUA, NY 10514	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY OF COLORADO 900 SOUTH BROADWAY DENVER, CO 80209	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,000.
OLD ROAD FUND P.O. BOX 494 ANTINGUA	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
E.L. HAYNES CHARTER SCHOOL WASHINGTON, DC	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
WESTCHESTER ARC HAWTHORNE, NY	NONE	PUBLIC CHARITY	GENERAL SUPPORT	40,000.
PURCHASE COLLEGE FOUNDATION 735 ANDERSON HILL ROAD PURCHASE, NY 10577	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,000.
JULIARD SCHOOL 60 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
INST OF INTL ED/SCHOLAR RESCUE NEW YORK, NY	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
LINCOLN CENTER 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PUBLIC CHARITY	GENERAL SUPPORT	6,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YALE UNIVERSITY PARENTS FUND NEW HAVEN, CT	NONE	PUBLIC CHARITY	GENERAL SUPPORT	28,000.
YONKERS PARTNERS IN EDUCATION YONKERS, NY	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
ARTHRITIS FOUNDATION ATLANTA, GA	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
ASPEN INSTITUTE WASHINGTON, DC	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
BOYS & GIRLS CLUB OF GREENWICH GREENWICH, CT	NONE	PUBLIC CHARITY	GENERAL SUPPORT	16,500.
BREAST CANCER RESEARCH FOUNDATION NEW YORK, NY	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
FRIENDS OF THE IDF NEW YORK, NY	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
LEO BAECK INSTITUTE NEW YORK, NY	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
MAKE-A-WISH FOUNDATION OF CT TRUMBULL, CT	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
MORY'S PRESERVATION, INC. NEW HAVEN, CT	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATHANIEL WITHERELL GREENWICH, CT	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY OF CT HARTFORD, CT	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
OUACHITA COUNCIL ON THE AGING MONROE, LA	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
PLANNED PARENTHOOD OF NASSAU HEMPSTEAD, NY	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000.
POSITIVE COACHING ALLIANCE STANFORD, CA	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
PUTNAM INDIAL FIELD SCHOOL GREENWICH, CT	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
TULANE HILLEL NEW ORLEANS, LA	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
WATERSIDE SCHOOL STAMFORD, CT	NONE	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
YALE PEABODY MUSEUM NEW HAVEN, CT	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
Total from continuation sheets				

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,819,232.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	265,683.	
8 Gain or (loss) from sales of assets other than inventory			18	896,089.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,981,004.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,981,004.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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) is based on all information of which preparer has any knowledge

▶ [signature] 16-15-13 ▶ Secretary

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Mitchell Lewis	[signature]	6/10/13		P00663706
Firm's name ▶ WEISERMAZARS LLP			Firm's EIN ▶ 13-1459550	
Firm's address ▶ 135 WEST 50TH STREET NEW YORK, NY 10020			Phone no. 212.812.7000	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	1,819,232.	0.	1,819,232.
TOTAL TO FM 990-PF, PART I, LN 4	1,819,232.	0.	1,819,232.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SYNDICATE INCOME	265,683.	265,683.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	265,683.	265,683.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEISER LLP	18,598.	1,860.	0.	16,738.
TO FORM 990-PF, PG 1, LN 16B	18,598.	1,860.	0.	16,738.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISSION CONSULTING	900.	90.	0.	810.
TO FORM 990-PF, PG 1, LN 16C	900.	90.	0.	810.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	31,785.	0.	0.	0.
PAYROLL TAXES	7,671.	767.	0.	6,904.
TO FORM 990-PF, PG 1, LN 18	39,456.	767.	0.	6,904.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	3,674.	367.	0.	3,307.
EQUIPMENT RENTAL	308.	31.	0.	277.
BANK CHARGES	343.	34.	0.	309.
POSTAGE	386.	39.	0.	347.
OFFICE SUPPLIES	1,802.	180.	0.	1,622.
TELEPHONE	4,122.	412.	0.	5,710.
COMPUTER EXPENSE	1,643.	164.	0.	1,479.
MEMBERSHIPS	10,808.	0.	0.	10,808.
ENTERTAINMENT	628.	63.	0.	565.
PAYROLL PROCESSING	1,321.	132.	0.	1,189.
MISCELLANEOUS	20.	2.	0.	18.
INVESTMENT FEES	1,433.	1,433.	0.	0.
TO FORM 990-PF, PG 1, LN 23	26,488.	2,857.	0.	25,631.

FORM 990-PF | CORPORATE STOCK | STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	18,034,155.	18,034,155.
TOTAL TO FORM 990-PF, PART II, LINE 10B	18,034,155.	18,034,155.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	38,422,916.	38,422,916.
REAL ESTATE INVESTMENTS	FMV	3,089,527.	3,089,527.
CORPORATE FIXED INCOME	FMV	321,750.	321,750.
TOTAL TO FORM 990-PF, PART II, LINE 13		41,834,193.	41,834,193.

Form **8868** (Rev. January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

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

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

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. S&L MARX FOUNDATION, INC.	Employer identification number (EIN) or 20-0677535
	Number, street, and room or suite no. If a P.O. box, see instructions. 15 EAST PUTNAM AVENUE, NO. 270	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. GREENWICH, CT 06830	

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

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

- The books are in the care of ▶ CUMMINGS & LOCKWOOD LLC (N. MARX) SIX LANDMARK SQUARE, 8TH FLOOR - STAMFORD, CT 06901

  Telephone No. ▶ 203-327-1700 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

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

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______ , and ending ______ .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 47,040.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 32,040.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 15,000.

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