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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0052

2012

Open to Public Inspection

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

Name of foundation LOIS CHILES FOUNDATION		A Employer identification number 20-1673659
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) () -
City or town, state, and ZIP code NEW YORK, NY 10018		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 110,838.		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)	100,000.			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	13.	13.		ATCH 1
	4 Dividends and interest from securities	355.	355.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,466.			
	b Gross sales price for all assets on line 6a	56,759.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	98,902.	368.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 3.	94.	94.		
	24 Total operating and administrative expenses. Add lines 13 through 23	94.	94.		
	25 Contributions, gifts, grants paid	61,400.			61,400.
26 Total expenses and disbursements. Add lines 24 and 25	61,494.	94.		61,400.	
27 Subtract line 26 from line 12	37,408.				
a Excess of revenue over expenses and disbursements		274.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -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. (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	39,741.	6,446.	6,446.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 4	21,132.	91,835.	104,392.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	60,873.	98,281.	110,838.		
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 (attach schedule)				
	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 ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	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	60,873.	98,281.		
	30	Total net assets or fund balances (see instructions)	60,873.	98,281.		
31	Total liabilities and net assets/fund balances (see instructions)	60,873.	98,281.			

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	60,873.
2	Enter amount from Part I, line 27a	2	37,408.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	98,281.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	98,281.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-1,466.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	84,079.	107,262.	0.783866
2010	137,356.	209,486.	0.655681
2009	106,891.	270,976.	0.394467
2008	93,139.	246,296.	0.378159
2007	118,872.	347,727.	0.341854
2 Total of line 1, column (d)			2 2.554027
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 0.510805
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 114,902.
5 Multiply line 4 by line 3			5 58,693.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3.
7 Add lines 5 and 6			7 58,696.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 61,400.

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

1 a 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)		1	3.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b.			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2.		3	3.
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	3.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012.	6a	2,514.	
b Exempt foreign organizations - tax withheld at source.	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c	6,500.	
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	9,014.	
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	9,011.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 9,011. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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.		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NY,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	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.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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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		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 ☐ ANCHIN, BLOCK & ANCHIN LLP Telephone no. ☐ 212-840-3456			
	Located at ☐ 1375 BROADWAY NEW YORK, NY ZIP+4 ☐ 10018			
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐			X

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) ☐	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) ☐	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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No**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? ☐ Yes ☒ No**6b**

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 5		0	0	0

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

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

Total number of other employees paid over \$50,000 ☐

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE ----- ----- -----	
2 ----- ----- ----- -----	
All other program-related investments See instructions	
3 NONE ----- ----- -----	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	78,177.
b	Average of monthly cash balances	1b	38,475.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	116,652.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	116,652.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,750.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	114,902.
6	Minimum investment return. Enter 5% of line 5	6	5,745.

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	5,745.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,742.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,742.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,742.

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	61,400.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	61,400.
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	3.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	61,397.

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				5,742.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years. 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007 17,620.				
b From 2008 81,546.				
c From 2009 108,850.				
d From 2010 137,755.				
e From 2011 49,724.				
f Total of lines 3a through e	395,495.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ <u>61,400.</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)	55,658.			
d Applied to 2012 distributable amount				5,742.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	451,153.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	100,000.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	351,153.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009 108,016.				
c Excess from 2010 137,755.				
d Excess from 2011 49,724.				
e Excess from 2012 55,658.				

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

2 a 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 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).)

LOIS CHILES

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.

N/A

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 SEE ATTACHED SCHEDULE #2				61,400.
Total			▶ 3a	61,400.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	13.	
4	Dividends and interest from securities			14	355.	
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					
8	Gain or (loss) from sales of assets other than inventory			18	-1,466.	
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)				-1,098.	
13	Total. Add line 12, columns (b), (d), and (e)				13	-1,098.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

[illegible]

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

**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 of officer or trustee

8/5/13
Date

► Secretary
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature _____

Date

Check ☐ if self-employed

PTIN

P00448404

Firm's name ► ANCHIN BLOCK & ANCHIN LLP

Firm's EIN ► 13-0436940

Firm's address ► 1375 BROADWAY
NEW YORK, NY

10018-7001

Phone no 212-840-3456

Form **990-PF** (2012)

Schedule of Contributors

OMB No 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012

Name of the organization

LOIS CHILES FOUNDATION

Employer identification number

20-1673659

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization LOIS CHILES FOUNDATION

Employer identification number
20-1673659**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD GILDER C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	\$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization LOIS CHILES FOUNDATION

Employer identification number

20-1673659

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----

Name of organization LOIS CHILES FOUNDATION

Employer identification number

20-1673659

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
42,325.		PUBLICLY TRADED SECURITIES (ST LOSS) PROPERTY TYPE: SECURITIES 46,675.				P	VAR -4,350.	VAR
14,434.		PUBLICLY TRADED SECURITIES (LT GAIN) PROPERTY TYPE: SECURITIES 11,550.				P	VAR 2,884.	VAR
TOTAL GAIN(LOSS)							<u>-1,466.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TD BANK	13.	13.
TOTAL	<u>13.</u>	<u>13.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GILDER, GAGNON, & HOWE	355.	355.
TOTAL	<u>355.</u>	<u>355.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK CHARGES	94.	94.
TOTALS	94.	94.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 4

DESCRIPTION

<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
------------------------------	-----------------------

SEE ATTACHED SCH. 1

91,835. 104,392.

TOTALS

91,835. 104,392.

LOIS CHILES FOUNDATION

20-1673659

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

ATTACHMENT 5

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LOIS CHILES C/O ANCHIN, BLOCK & ANCHIN LLP 1375 BROADWAY NEW YORK, NY 10018	PRESIDENT 3.00	0	0	0
SUE KIEL C/O ANCHIN, BLOCK & ANCHIN LLP 1375 BROADWAY NEW YORK, NY 10018	VICE PRESIDENT 3.00	0	0	0
GARY S. CASTLE C/O ANCHIN, 1375 BROADWAY NEW YORK, NY 10018	SECRETARY 3.00	0	0	0
GRAND TOTALS		0	0	0

FEDERAL FOOTNOTES

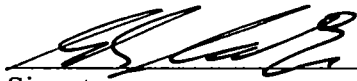
PART VII-B QUESTION 1A 4 - COMPENSATION PAID RELATED TO DISQUALIFIED PERSON DETAIL: THE FOUNDATION MAINTAINS A BROKERAGE ACCOUNT WITH GILDER GAGNON HOWE & CO LLC, AT WHICH RICHARD GILDER, THE SPOUSE OF FOUNDATION OFFICER LOIS CHILES, IS A MEMBER. STANDARD BROKERAGE COMMISSIONS ARE APPLIED TO THE ACCOUNT.

Lois Chiles Foundation
EIN: 20-1673659
Tax Period January 1, 2012 to December 31, 2012

Election to Treat Current Year Qualifying Distributions as Being Made out of Corpus.

Pursuant to IRC Section 4942(h)(2) and Regulation 53.4942(a)-3(d)(2), the above-referenced foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of corpus.

Amount of Election \$ 55,658


Signature

8/5/13
Date

GARY CASTLE
Name

SECRETARY
Title

Lois Chiles Foundation
EIN: 20-1673659
Tax Period Ending 12/31/2012

Election to Satisfy Distribution Requirements Under
IRC Sections 170(b)(1)(E)(ii)

Pursuant to Reg. 53.4942(a)-3(c)(2)(iv), the above referenced foundation hereby elects to treat, as a current distribution out of corpus, the following unused prior tax years' distributions that were treated as corpus distribution under Reg. 53(a)-3(d)(1)(iii) in such prior tax years:

<u>Tax year</u>	<u>Amount</u>
12/31/2007	\$ 17,620
12/31/2008	81,546
12/31/2009	<u>834</u>
 Total Amount	 <u>\$ 100,000</u>

 8/5/13

Signature Date

GARY CASTLE

Name

SECRETARY

Title

Detail Appraisal Report - as of December 31, 2012

02-14-13 11 35 AM

Lois Chiles Foundation
990-PF Part II, Line 10b
SCHEDULE # 1
EIN#: 20-1673659

T/D Balance	1,360.18	Cash Available	0.00	Total Equity	104,575.00
-------------	----------	----------------	------	--------------	------------

Account: The Lois Chiles Foundation/191-15607 1/0

Quantity	Description/ Security ID	Acq Date/ Term	Mat/Exp Date	Div/Int Rate	Unit Cost	Cost	Share Price	Market Value	Unreal G/L / % Unreal G/L
Security Type: Common Stock									
104	AMERICAN INTERNATIONAL GROUP INC NEW Security AIG	08/14/2012 ST		0.00	33.9555	3,531.37	35.3000	3,671.20	139.83 3.96%
37	AMERICAN INTERNATIONAL GROUP INC NEW Security AIG	09/11/2012 ST		0.00	32.5000	1,202.50	35.3000	1,306.10	103.60 8.62%
141	Total for AIG			AVG Unit Cost	33.5735	4,733.87		4,977.30	243.43 5.14%
26	ALEXION PHARMACEUTICALS INC Security ALXN	10/20/2011 ST		0.00	67.6396	1,758.63	93.7400	2,437.24	678.61 38.59%
14	AMAZON COM INC Security AMZN	06/01/2009 ST		0.00	79.1186	1,107.66	250.8700	3,512.18	2,404.52 217.08%
4	AMAZON COM INC Security AMZN	08/02/2012 ST		0.00	235.6225	942.49	250.8700	1,003.48	60.99 6.47%
18	Total for AMZN			AVG Unit Cost	113.8972	2,050.15		4,515.66	2,465.51 120.26%
31	BIOMARIN PHARMACEUTICAL INC Security BMRN	01/24/2012 ST		0.00	35.5094	1,100.79	49.2000	1,525.20	424.41 38.56%
14	BIOMARIN PHARMACEUTICAL INC Security BMRN	02/13/2012 ST		0.00	38.7714	542.80	49.2000	688.80	146.00 26.90%
29	BIOMARIN PHARMACEUTICAL INC Security BMRN	07/24/2012 ST		0.00	39.2786	1,139.08	49.2000	1,426.80	287.72 25.26%
29	BIOMARIN PHARMACEUTICAL INC Security BMRN	12/06/2012 ST		0.00	48.5455	1,407.82	49.2000	1,426.80	18.98 1.35%
103	Total for BMRN			AVG Unit Cost	40.6844	4,190.49		5,067.60	877.11 20.93%
11	CHIPOTLE MEXICAN GRILL INC COMMON STOCK Security CMG	11/21/2012 ST		0.00	278.5673	3,064.24	297.4600	3,272.06	207.82 6.78%
657	CAPSTONE TURBINE CORP Security CPST	02/01/2012 ST		0.00	1.2502	821.39	0.8900	584.73	(236.66) (28.81%)

Lois Chiles Foundation
990-PF Part II, Line 10b
SCHEDULE # 1
EIN#: 20-1673659

Quantity	Description/ Security ID	Acq Date/ Term	Mat/Exp Date	Div/Int Rate	Unit Cost	Cost	Share Price	Market Value	Unreal G/L / % Unreal G/L
Security Type: Common Stock									
112	CRAY INC Security CRAY	12/12/2012 ST		0.00	14 9244	1,671 53	15 9500	1,786.40	114.87 6.87%
60	***CATAMARAN CORP COM	05/11/2012 ST		0.00	46 3922	2,783 53	47 0340	2,822.04	38.51 1.38%
100	DIGITALGLOBE INC COM NEW	09/25/2012 ST		0.00	21 4402	2,144 02	24 4400	2,444.00	299.98 13.99%
101	EBAY INC Security DGI	04/19/2012 ST		0.00	41 9988	4,241 88	50 9977	5,150.77	908.89 21.43%
38	EBAY INC Security EBAY	09/19/2012 ST		0.00	50 4595	1,917 46	50 9977	1,937.91	20.45 1.07%
139	Total for EBAY			AVG Unit Cost	44.3118	6,159.34		7,088.68	929.34 15.09%
155	EXACT SCIENCES CORP Security EXAS	05/14/2012 ST		0.00	10 7212	1,661 78	10 5900	1,641.45	(20.33) (1.22%)
51	FACEBOOK INC CL A	12/31/2012 ST		0.00	26 6702	1,360 18	26 6197	1,357.60	(2.58) (0.19%)
71	SOURCEFIRE INC Security FB	11/16/2011 ST		0.00	34 9137	2,478 87	47 2200	3,352.62	873.75 35.25%
46	GILEAD SCIENCES INC Security GILD	08/02/2012 ST		0.00	59 3989	2,732 35	73 4500	3,378.70	646.35 23.66%
6	***GOLAR LNG LIMITED COM STK USD1 00	04/29/2011 ST		1.70	32 5950	195 57	36 7800	220.68	25.11 12.84%
70	***GOLAR LNG LIMITED COM STK USD1 00	06/14/2012 ST		1.70	34 6026	2,422 18	36 7800	2,574.60	152.42 6.29%
76	Total for GLNG			AVG Unit Cost	34.4441	2,617.75		2,795.28	177.53 6.78%
77	GREEN MOUNTAIN COFFEE ROASTERS INC (FORMERLY GREEN MOUNTAIN COFFEE INC) Security GMCR	11/27/2012 ST		0.00	29 6151	2,280 36	41 3400	3,183.18	902.82 39.59%
3	GOOGLE INC CL A	01/20/2012 ST		0.00	594 4933	1,783 48	707 3800	2,122.14	338.66 18.99%
20	HAIR CELESTIAL GROUP INC Security HAIN	05/25/2012 ST		0.00	56 2830	1,125 66	54 2200	1,084.40	(41.26) (3.67%)

Lois Chiles Foundation
990-PF Part II, Line 10b
SCHEDULE # 1
EIN#: 20-1673659

Quantity	Description/ Security ID	Acq Date/ Term	Mat/Exp Date	Div/Int Rate	Unit Cost	Cost	Share Price	Market Value	Unreal G/L / % Unreal G/L
Security-Type: Common Stock									
17	HAIN CELESTIAL GROUP INC Security HAIN	07/30/2012 ST		0.00	57 7194	981 23	54 2200	921 74	(59 49) (6 06%)
26	HAIN CELESTIAL GROUP INC Security HAIN	10/02/2012 ST		0.00	66 1531	1,719.98	54 2200	1,409.72	(310 26) (18 04%)
63	Total for HAIN			AVG Unit Cost	60.7440	3,826.87		3,415.86	(411.01) (10.74%)
118	CARMAX INC Security KMX	10/17/2012 ST		0.00	33 9415	4,005 10	37 5400	4,429 72	424 62 10 60%
37	LENNAR CORP CL A	02/28/2012 ST		0.16	22 8305	844 73	38 6700	1,430 79	586 06 69 38%
52	LENNAR CORP CL A	07/11/2012 ST		0.16	30 4513	1,583 47	38.6700	2,010 84	427 37 26 99%
89	Total for LEN			AVG Unit Cost	27.2831	2,428.20		3,441.63	1,013.43 41.74%
22	LINKEDIN CORPORATION COM CL A	03/19/2012 ST		0.00	92 0423	2,024 93	114 8200	2,526 04	501 11 24 75%
17	LINKEDIN CORPORATION COM CL A	05/30/2012 ST		0.00	98 9800	1,682 66	114 8200	1,951.94	269 28 16 00%
39	Total for LNKD			AVG Unit Cost	95.0664	3,707.59		4,477.98	770.39 20.78%
103	LIVEPERSON INC Security LPSN	08/02/2012 ST		0.00	16 3383	1,682 84	13 1400	1,353 42	(329 42) (19 58%)
27	LULULEMON ATHLETICA INC Security LULU	01/10/2012 ST		0.00	60 5974	1,636 13	76 2300	2,058 21	422 08 25 80%
31	LULULEMON ATHLETICA INC Security LULU	06/07/2012 ST		0.00	64 8419	2,010 10	76 2300	2,363 13	353 03 17 56%
58	Total for LULU			AVG Unit Cost	62.8660	3,646.23		4,421.34	775.11 21.26%
11	NETFLIX COM INC Security NFLX	04/12/2012 ST		0.00	104 2564	1,146 82	92 5900	1,018.49	(128 33) (11 19%)
16	NETFLIX COM INC Security NFLX	04/23/2012 ST		0.00	103 4437	1,655 10	92 5900	1,481 44	(173 66) (10 49%)
27	Total for NFLX			AVG Unit Cost	103.7748	2,801.92		2,499.93	(301.99) (10.78%)
153	PACIRA PHARMACEUTICALS INC Security PCRX	09/12/2012 ST		0.00	18 0092	2,755 41	17 4700	2,672.91	(82.50) (2 99%)
36	PACIRA PHARMACEUTICALS INC Security PCRX	10/12/2012 ST		0.00	18 0781	650 81	17 4700	628 92	(21 89) (3 36%)

Lois Chiles Foundation
990-PF Part II, Line 10b
SCHEDULE # 1
EIN#: 20-1673659

Quantity	Description/ Security ID	Acq Date/ Term	Mat/Exp Date	Div/int Rate	Unit Cost	Cost	Share Price	Market Value	Unreal G/L / % Unreal G/L
Security Type: Common Stock									
189	Total for PCRX								
49	STARBUCKS CORP Security SBUX	06/05/2012 ST		0.84	18.0223	3,406.22	53.6300	3,301.83	(104.39) (3.06%)
167	STANDARD PACIFIC CORP NEW Security SPF	01/24/2012 ST		0.00	52.9459	2,594.35	7.3500	2,627.87	33.52 1.29%
252	STANDARD PACIFIC CORP NEW Security SPF	07/13/2012 ST		0.00	3.9254	655.55	7.3500	1,227.45	571.90 87.24%
419	Total for SPF				6.5650	1,654.38	7.3500	1,852.20	197.82 11.96%
56	SAREPTA THERAPEUTICS INC COM	10/12/2012 ST		0.00	5.5130	2,309.93		3,079.65	769.72 33.32%
69	SOLARWINDS INC Security SRPT	04/16/2012 ST		0.00	30.2895	1,696.21	25.8000	1,444.80	(251.41) (14.82%)
56	TRIPADVISOR INC Security SWI	02/01/2012 ST		0.00	37.9181	2,616.35	52.4500	3,619.05	1,002.70 38.32%
29	ULTA SALON COSMETICS & FRAGRANCE INC	05/10/2012 ST		0.00	35.0893	1,965.00	41.9200	2,347.52	382.52 19.47%
62	VOCERA COMMUNICATIONS INC Security VCRA	09/07/2012 ST		0.00	86.9779	2,522.36	98.2600	2,849.54	327.18 12.97%
83	***VALIDUS HOLDINGS LTD Security VR	09/06/2012 ST		1.00	28.7500	1,782.50	25.1000	1,556.20	(226.30) (12.70%)
28	WHOLE FOODS MARKET INC Security WFM	03/01/2012 ST		0.80	34.6429	2,875.36	34.5800	2,870.14	(5.22) (0.18%)
14	WHOLE FOODS MARKET INC Security WFM	11/06/2012 ST		0.80	81.9007	2,293.22	91.1600	2,552.48	259.26 11.31%
42	Total for WFM				98.7879	1,383.03	91.1600	1,276.24	(106.79) (7.72%)
					AVG Unit Cost	3,676.25		3,828.72	152.47 4.15%
Total for Common Stock									
						91,835.24		104,391.88	12,556.64 13.67%
Grand Total:									
						91,835.24		104,391.88	12,556.64 13.67%

THE LOIS CHILES FOUNDATION

ATTACHMENT TO FORM 990PF PART XV

FOR THE YEAR ENDED DECEMBER 31, 2012

Schedule # 2

DATE		RECIPIENT NAME	ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	CASH CONTRIBUTION
Various		New York Historical Society	170 Central Park West New York, NY 10024	None	Public Charity	General Fund	7,400.00
Various		The Center for Reproductive Rights, Inc.	120 Wall Street 14th Floor New York, NY 10005	None	Public Charity	General Fund	10,000.00
Various		Women for Women International	4455 Connecticut Avenue NW Suite 200 Washington D.C. 20008	None	Public Charity	General Fund	7,500.00
Various		Doe Fund, Inc	232 East 84th Street New York, NY 10028	None	Public Charity	General Fund	2,500.00
Various		Herring Gut Learning Center	P.O. Box 286 Port Clyde, ME 04855	None	Private Exempt Operating Foundation	General Fund	5,000.00
Various		The Flea Theater, Inc.	1775 Broadway Ste 708 New York, NY 10019	None	Public Charity	General Fund	5,000.00
Various		Fountain House, Inc.	425 W 47th Street New York, NY 10036 2304	None	Public Charity	General Fund	2,500.00
Various		The Norman Mailer Center Inc	1841 Broadway No. 812 New York, NY 10023	None	Public Charity	General Fund	2,500.00
Various		Jazz Foundation of America	322 West 48th Street, 3rd Fl. New York, NY 10036	None	Public Charity	General Fund	10,000.00
Various		The Rockefeller University	1230 York Avenue New York, NY 10065	None	Public Charity	General Fund	2,500.00
Various		Second Stage Theater	305 West 43rd Street New York, New York 10036	None	Public Charity	General Fund	5,000.00
Various		The Texas Democracy Foundation	307 West 7th Street Austin, TX 78701	None	Public Charity	General Fund	1,500.00
		Grand Total					61,400.00

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **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.

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions.

Name of exempt organization or other filer, see instructions.

Employer identification number (EIN) or

LOIS CHILES FOUNDATION

20-1673659

Number, street, and room or suite no. If a P.O. box, see instructions.

Social security number (SSN)

C/O ANCHIN, 1375 BROADWAY

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

NEW YORK, NY 10018

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

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 ► ANCHIN, BLOCK & ANCHIN LLP

Telephone No. ► 212 840-3456

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 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2012 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	9,014.
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 \$	2,514.
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 \$	6,500.

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)