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**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**2012**

Open to Public Inspection

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

Name of foundation

PVH FOUNDATION, INC.

Number and street (or P.O. box number if mail is not delivered to street address)

200 MADISON AVENUE

City or town, state, and ZIP code

NEW YORK NY 10016

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) **\$** 5,190,923.75
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

A Employer identification number

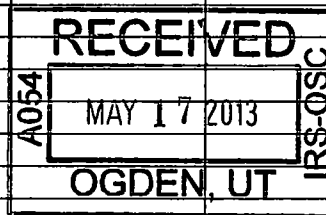
23-7104639

B Telephone number (see instructions)

212-381-3701

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 ☐**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)	8,544,938.14			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0.00		
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)	0.00			
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	8,544,938.14	0.00	0.00	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
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)				
24 Total operating and administrative expenses. Add lines 13 through 23	0.00	0.00	0.00	0.00
25 Contributions, gifts, grants paid	7,469,540.42			
26 Total expenses and disbursements. Add lines 24 and 25	7,469,540.42	0.00	0.00	0.00
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,075,397.72			
b Net investment income (if negative, enter -0-)		0.00		
c Adjusted net income (if negative, enter -0-)			0.00	



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	3,994,369.35	5,190,923.75	5,190,923.75
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	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)	3,994,369.35	5,190,923.75	5,190,923.75
	17 Accounts payable and accrued expenses			
	18 Grants payable	395,795.24	516,951.92	
	19 Deferred revenue			
Net Assets or Fund Balances	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)	395,795.24	516,951.92	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	3,598,574.11	4,673,971.83	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	3,598,574.11	4,673,971.83	
	31 Total liabilities and net assets/fund balances (see instructions)	3,994,369.35	5,190,923.75	

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	3,598,574.11
2 Enter amount from Part I, line 27a	2	1,075,397.72
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,673,971.83
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	4,673,971.83

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 N/A					
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			0.00		
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		
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		

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.

(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	6,405,328	4,229,833	1.5143
2010	3,688,889	5,128,949	0.7192
2009	3,058,255	3,186,734	0.9597
2008	3,995,102	1,291,186	3.0941
2007	2,191,942	2,048,469	1.0700
2 Total of line 1, column (d)			2 7.3573
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 1.4714
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 4,592,647
5 Multiply line 4 by line 3			5 6,757,620.80
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 6,757,620.80
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 7,469,540.42

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	0.00
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	0.00
3	Add lines 1 and 2	3	0.00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.00
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0.00
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	0.00
b	Exempt foreign organizations—tax withheld at source	6b	0.00
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.00
d	Backup withholding erroneously withheld	6d	0.00
7	Total credits and payments. Add lines 6a through 6d	7	0.00
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.00
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.00
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax Refunded	11	0.00

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

Part VII-A Statements Regarding Activities (continued)

11	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 ▶ _____

14 The books are in care of ▶ JOHN M. ALLAN, JR. Telephone no. ▶ 212-381-3701
 Located at ▶ 200 MADISON AVENUE, NEW YORK, NY ZIP+4 ▶ 10016-3908

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** 0

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
 X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ _____

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ <u>2011, 2010, 2009, 2008</u>		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ <u>2011, 2010, 2009, 2008</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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)? (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)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EMANUEL CHIRICO 200 MADISON AVENUE, NEW YORK, NY 10016	CHAIRMAN-AS REQUIRED	0	0	0
DANA PERLMAN 200 MADISON AVENUE NEW YORK, NY 10016	V. P. -AS REQUIRED	0	0	0
MARK D. FISCHER 200 MADISON AVENUE, NEW YORK, NY 10016	V. P. -AS REQUIRED	0	0	0
MICHAEL SHAFFER 200 MADISON AVENUE, NEW YORK, NY 10016	V. P. -AS REQUIRED	0	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N/A		
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 N/A	
2	
All other program-related investments. See instructions.	
3 N/A	
Total. Add lines 1 through 3	0.00

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	0
b	Average of monthly cash balances	1b	4,592,647
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	4,592,647.00
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	4,592,647.00
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	68,890
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,523,757.00
6	Minimum investment return. Enter 5% of line 5	6	226,187.85

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	226,187.85
2a	Tax on investment income for 2012 from Part VI, line 5	2a	0.00
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	0.00
c	Add lines 2a and 2b	2c	0.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	226,187.85
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	226,187.85
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	226,187.85

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	7,469,540.42
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	7,469,540.42
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,469,540.42

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				226,187.85
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	2,048,469			
b From 2008	3,930,543			
c From 2009	2,913,548			
d From 2010	3,436,291			
e From 2011	6,795,408			
f Total of lines 3a through e	19,124,259.00			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 7,469,540				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2012 distributable amount				226,187.85
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	19,124,259.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0.00	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	2,048,469			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	17,075,790.00			
10 Analysis of line 9:				
a Excess from 2008	3,930,543			
b Excess from 2009	2,913,548			
c Excess from 2010	3,436,291			
d Excess from 2011	6,795,408			
e Excess from 2012	7,243,352			

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0.00
b 85% of line 2a	0.00	0.00	0.00	0.00
c Qualifying distributions from Part XII, line 4 for each year listed				0.00
d Amounts included in line 2c not used directly for active conduct of exempt activities				0.00
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0.00	0.00	0.00	0.00
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0.00
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0.00
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)				0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0.00
(3) Largest amount of support from an exempt organization				0.00
(4) Gross investment income				0.00

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:

EMANUEL CHIRICO, CHAIRMAN & CEO, PVH CORP., 200 MADISON AVENUE, NEW YORK, NY 10016 (212)-381-3500

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

NONE

- c** Any submission deadlines:

NONE

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

NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE SCHEDULE ATTACHED	NONE	N/A	UNRESTRICTED GENERAL	7,469,540
Total			3a	7,469,540.00
b <i>Approved for future payment</i>				
Total			3b	0.00

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					
4	Dividends and interest from securities					
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					
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)		0.00		0.00	0.00
13	Total. Add line 12, columns (b), (d), and (e)					

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

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). (See instructions.)
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[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 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 *John M. Allen* **Date** 1/5/13 **Assistant Secretary** Assistant Secretary

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

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

Paid Preparer Use Only	Pnnt/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

Schedule of Contributors

OMB No 1545-0047

2012

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

Name of the organization

PVH FOUNDATION, INC.

Employer identification number

23-7104639

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 $\frac{1}{3}$ % 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

PVH FOUNDATION, INC.

Employer identification number

23-7104639

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	PVH CORP. 200 MADISON AVENUE NEW YORK, NY 10016	\$ 7,469,540	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

PVH FOUNDATION, INC.

Employer identification number

23-7104639

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
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----

Name of organization

PVH FOUNDATION, INC.

Employer identification number

23-7104639

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
	----- ----- -----		----- ----- -----

Check #	Check Issued	Amount
5000	CROHN'S & COLITIS FOUNDATION	\$ 150.00
5001	AMERICAN JEWISH COMMITEE	\$ 12,500.00
5001	AMERICAN JEWISH COMMITEE	\$ 12,500.00
5002	ELKIN-JONESVILLE SHRINE CLUB	\$ 250.00
5003	MOTHERS DAY COUNCIL INC	\$ 10,000.00
5004	NATIONAL MULTIPLE SCLEROSIS	\$ 7,423.94
5005	BOONEVILLE RECREATION CLUB	\$ 250.00
5006	TCNJ FOUNDATION	\$ 100.00
5007	AZUERO EARTH PROJECT	\$ 4,000.00
5008	CATALYST	\$ 10,000.00
5009	FATHER'S DAY COUNCIL	\$ 11,666.66
5009	FATHER'S DAY COUNCIL	\$ 11,666.67
5009	FATHER'S DAY COUNCIL	\$ 11,666.67
5010	WILDLIFE CONSERVATION	\$ 25,000.00
5011	TRIPLE NEGATIVE BREAST CANCER	\$ 5,000.00
5012	RAINBOW DREAMS EDUCATIONAL	\$ 5,000.00
5013	OPERATION SMILE	\$ 10,000.00
5014	AMERICAN DIABETES ASSOCIATION	\$ 100.00
5015	LATIN CHAMBER OF COMMERCE	\$ 5,000.00
5016	UNIVERSITY OF VIRGINIA	\$ 25,000.00
5017	NEW SCHOOL	\$ 15,000.00
5018	BOMB	\$ 2,000.00
5019	CFDA FOUNDATION INC	\$ 60,000.00
5019	CFDA FOUNDATION INC	\$ 60,000.00
5020	UJA FEDERATION OF NEW YORK	\$ 25,000.00
5021	FRESH AIR FUND	\$ 1,500.00
5022	CHARLOTTE CHAMBER	\$ 2,500.00
5023	RESOURCE CENTER OF SOMERSET	\$ 27,000.00
5024	TEAM CHALLENGE CROHNS&COLITIS	\$ 200.00
5025	SOUTH FULTON SENIOR SERVICES	\$ 3,500.00
5026	MONTREAL CHILDRENS HOSPITAL	\$ 10,000.00
5027	NEW MUSEUM OF CONTEMPORARY ART	\$ 250,000.00
5028	FREE ARTS NYC	\$ 5,000.00
5029	SAVE THE CHILDREN FEDERATION	\$ 602.00
5030	LINCOLN CENTER BUSINESS	\$ 15,000.00
5031	LINCOLN CENTER BUSINESS	\$ 50,000.00
5032	WALTER E BOEHM	\$ 1,000.00
5033	ELKIN JAYCEES	\$ 250.00
5034	AMERICAN CANCER SOCIETY	\$ 2,000.00
5035	NAACP (ELMIRA CORNING BRANCH)	\$ 5,000.00
5036	CHATTANOOGA FIRE FIGHTERS	\$ 150.00
5037	MDA (ALS DIVISION)	\$ 10,000.00
5038	BEAT THE STREETS	\$ 10,000.00

5039	NORTH SURRY HIGH AIR FORCE	\$ 300.00
5040	CASCADE SIERRA SOLUTIONS	\$ 100.00
5041	JEWISH VOCATIONAL SERVICES	\$ 2,500.00
5042	LOVE OUR CHILDREN USA	\$ 5,000.00
5043	TOWN OF ELKIN-ELKIN SWIM TEAM	\$ 300.00
5044	AMERICAN CANCER SOCIETY	\$ 3,904.92
5045	A LITTLE EASIER RECOVERY	\$ 500.00
5046	FORDHAM UNIVERSITY	\$ 125,000.00
5047	JDRF	\$ 2,000.00
5048	GIVE KIDS THE WORLD	\$ 69,447.01
5049	NATIONAL MULTIPLE SCLEROSIS	\$ 16,122.33
5050	STAGE STORES FOR AMERICAN	\$ 600.00
5051	AUTISM SPEAKS	\$ 5,723.68
5052	RONALD MCDONALD HOUSE	\$ 4,142.61
5053	RACING FOR CANCER INC	\$ 3,000.00
5054	AMERICAN CANCER SOCIETY	\$ 8,868.49
5055	FAMILY AND COMMUNITY SVCS OF	\$ 175.00
5056	LINKS FOUNDATION INC	\$ 1,500.00
5057	AMERICAN CANCER SOCIETY	\$ 3,034.63
5058	EARTHSHARE OF NEW YORK	\$ 10,000.00
5059	FOREVER YOUNG FOUNDATION	\$ 15,000.00
5060	FOREVER YOUNG FOUNDATION	\$ 10,000.00
5061	MILLENNIUM PROMISE	\$ 40,417.00
5062	TEAMMATES FOR KIDS	\$ 1,500.00
5063	HOSPICE AND PALLIATIVE CARE	\$ 1,000.00
5064	SAVE THE CHILDREN FEDERATION	\$ 602.00
5065	ACRIA	\$ 2,000.00
5066	HETRICK-MARTIN INSTIT	\$ 650.00
5067	PARRISH ART MUSEUM	\$ 700.00
5068	TEAM IN TRAINING LEUK	\$ 40,500.00
5069	HABITAT FOR HUMANITY	\$ 5,000.00
5070	MAGGIANOS MAKE A WISH	\$ 1,000.00
5071	VIRGINIA DAY SCHOOL	\$ 9,360.00
5072	SOMERSET HOME FOR TEMPORARILY	\$ 1,500.00
5073	FINDERNE RESCUE SQUAD	\$ 500.00
5074	TOURETTE SYNDROME ASSOCIATION	\$ 5,000.00
5075	EARTHSHARE OF NEW YORK	\$ 1,940.00
5076	ELMIRA CORNING BRANCH	\$ 520.00
5077	EARTHSHARE NEW JERSEY	\$ 4,130.00
5078	AMERICAN CANCER SOCIE	\$ 1,000.00
5079	PHILADELPHIA UNIVERSI	\$ 50,000.00
5080	MOUNTAIN VALLEY HOSPICE	\$ 250.00
5081	WALTER E BOEHM	\$ 330.00
5082	HUGH CHATHAM MEMORIAL	\$ 600.00

5083	SPORTS UNIVERSITY TEAM IZOD	\$ 15,000.00
5084	INDY FAMILY FOUNDATON INC	\$ 10,000.00
5085	UNITED WAY OF NEW YORK	\$ 999.94
5086	CAMP SPEERS ELJABAR YMCA	\$ 5,000.00
5087	OPERATION SMILE	\$ 2,500.00
5088	PRIME TIME ORG	\$ 15,000.00
5089	AUSTIN VOLUNTEER FIRE DEPT	\$ 100.00
5090	SURRY COUNTY SCHOOLS	\$ 500.00
5091	JOSHUAS ANGEL CENTER	\$ 200.00
5092	PAUL MEEKS EDUCATION FUND	\$ 200.00
5093	SAVE THE CHILDREN FEDERATION	\$ 305,765.75
5094	MAKING HEADWAY FOUNDATION	\$ 10,000.00
5095	ST JUDES CHILDRENS RESEARCH	\$ 67,983.14
5096	FOOD BANK NETWORK	\$ 660.60
5097	MADISON SQUARE BOYS & GIRLS CLUB	\$ 2,000.00
5098	LEGAL MOMENTUM	\$ 10,000.00
5100	RONALD MCDONALD HOUSE	\$ 1,000.00
5101	SAVE THE CHILDREN FEDERATION	\$ 581.00
5102	WALTER E BOEHM	\$ 226.00
5103	NORTH CAROLINA ASSN	\$ 149.00
5104	MILLENNIUM PROMISE	\$ 100.00
5105	SAVE THE CHILDREN FEDERATION	\$ 46,301.66
5106	COMMUNITY HOSPICE OF	\$ 500.00
5107	RIST CANYON VOLUNTEER	\$ 1,000.00
5108	CFDA FOUNDATION INC	\$ 150,000.00
5109	MARCH OF DIMES	\$ 20,000.00
5110	RARITAN VALLEY HABITAT FOR	\$ 500.00
5111	BJ'S CHARITY CHAMPION	\$ 3,500.00
5112	FALL CREEK RECREATION COUNCIL	\$ 250.00
5113	ONLY MAKE BELIEVE	\$ 442.00
5114	FRESH AIR FUND	\$ 50,000.00
5114	FRESH AIR FUND	\$ 50,000.00
5115	JUMPSTART	\$ 50,000.00
5115	JUMPSTART	\$ 50,000.00
5116	MILLENNIUM PROMISE	\$ 563.25
5116	MILLENNIUM PROMISE	\$ 2,142.31
5116	MILLENNIUM PROMISE	\$ 2,403.25
5116	MILLENNIUM PROMISE	\$ 3,121.99
5116	MILLENNIUM PROMISE	\$ 4,553.85
5116	MILLENNIUM PROMISE	\$ 5,364.22
5116	MILLENNIUM PROMISE	\$ 5,614.99
5116	MILLENNIUM PROMISE	\$ 5,628.80
5116	MILLENNIUM PROMISE	\$ 88,177.98
5117	JDRF	\$ 75,000.00

5117	JDRF	\$ 75,000.00
5118	AUTISM SPEAKS INC	\$ 75,000.00
5118	AUTISM SPEAKS INC	\$ 75,000.00
5119	FIT FOUNDATION	\$ 12,500.00
5119	FIT FOUNDATION	\$ 12,500.00
5120	FIT FOUNDATION	\$ 2,500.00
5121	HEALTHCARE CHAPLAINCY	\$ 35,000.00
5122	ACRIA	\$ 600.00
5123	FUND IN THE SUN FOUNDATION	\$ 6,000.00
5124	ECONOMIC OPPORTUNITY PROGRAM	\$ 25,000.00
5124	ECONOMIC OPPORTUNITY PROGRAM	\$ 25,000.00
5125	SUSIE REIZOD FOUNDATION	\$ 3,500.00
5126	HELEN KELLER INTERNATIONAL INC	\$ 37,500.00
5126	HELEN KELLER INTERNATIONAL INC	\$ 37,500.00
5127	NEEDLERS FOUNDATION	\$ 5,000.00
5127	NEEDLERS FOUNDATION	\$ 5,000.00
5128	FACING HISTORY AND OURSELVES	\$ 10,000.00
5129	CENTER FOR HEARING AND	\$ 12,500.00
5129	CENTER FOR HEARING AND	\$ 12,500.00
5130	YMCA OF GREATER NEW YORK	\$ 25,000.00
5130	YMCA OF GREATER NEW YORK	\$ 25,000.00
5131	MICHAEL J FOX FOUNDATION	\$ 100.00
5132	BREAD FOR THE WORLD	\$ 500.00
5133	CROHNS & COLITIS FOUNDATION	\$ 1,994.53
5134	HENRY COUNTY CHAMBER OF	\$ 2,500.00
5135	VERMONT DISASTER RELIEF FUND	\$ 15,000.00
5136	RONALD MCDONALD HOUSE	\$ 50,632.00
5137	INTERFAITH CENTER ON CORPORATE	\$ 25,000.00
5138	NEIGHBORS CHARITY GOLF	\$ 600.00
5139	RED CROSS DISASTER RELIEF	\$ 4,306.15
5139	RED CROSS DISASTER RELIEF	\$ 21,189.64
5140	AUTISM SPEAKS	\$ 33,079.12
5141	PULIMONARY FIBROSIS FOUNDATION	\$ 2,000.00
5142	PIEDMONT CLUB	\$ 5,000.00
5143	SAVE THE CHILDREN FEDERATION	\$ 588.00
5144	MAKE A WISH FOUNDATION	\$ 46,611.97
5145	LEUKEMIA AND LYMPHOMA SOCIETY	\$ 8,883.60
5146	AMERICAN CANCER SOCIETY	\$ 5,229.76
5147	AMERICAN CANCER SOCIETY	\$ 2,000.00
5148	KYLE CARES	\$ 6,466.60
5149	CAMP BOGGY CREEK	\$ 18,112.53
5150	KIDS IN DISTRESS	\$ 8,220.05
5151	CRISTO REY WORK STUDY	\$ 25,000.00
5152	TEMPLE BETH SHALOM	\$ (1,200.00)

5152	TEMPLE BETH SHALOM	\$ 1,200.00
5153	RONALD MCDONALD HOUSE	\$ 24,000.00
5154	TRINITAS HEALTH FOUNDATION	\$ 3,000.00
5155	TEMPLE BETH SHALOM	\$ 7,500.00
5156	SAVE THE CHILDREN FEDERATION	\$ 672.00
5157	RARITAN VALLEY HABITAT FOR	\$ 1,500.00
5158	HABITAT FOR HUMANITY	\$ 5,000.00
5159	FORBUSH ELEMENTARY SCHOOL	\$ 250.00
5160	BRAZIL FOUNDATION	\$ 3,000.00
5161	BON TON STORES INC/UNITED WAY	\$ 7,500.00
5162	MACYS PASSPORTS PRESENTS	\$ 10,000.00
5162	MACYS PASSPORTS PRESENTS	\$ 10,000.00
5163	TRI COUNTY CHRISTIANB CRISIS	\$ 1,000.00
5165	TAYLORMADE FORE CRAIG	\$ 475.00
5166	CLEAN OCEAN ACTION	\$ 1,500.00
5167	SAVE THE CHILDREN FEDERATION	\$ 588.00
5168	YADKIN ARTS COUNCIL	\$ 300.00
5169	TWO TEN FOOTWEAR FOUNDATION	\$ 7,500.00
5170	ELKIN ELEMENTRY SCHOOL	\$ 100.00
5171	YADKIN FAMILY YMCA	\$ 500.00
5172	SUSQUEHANNA HEALTH FOUNDATIONS	\$ 200.00
5173	BRAG	\$ 15,000.00
5174	SPECIAL OLYMPICS NEW JERSEY	\$ 5,000.00
5175	SUSAN G KOMEN FOR THE CURE	\$ 5,000.00
5176	PAN MASSACHUSETTS CHALLENGE	\$ 5,000.00
5177	LITERACY VOLUNTEERS OF UNION	\$ 2,500.00
5178	PUBLIC INTEREST PROJECTS	\$ 6,435.00
5178	PUBLIC INTEREST PROJECTS	\$ 6,435.00
5179	ARNOT OGDEN MEDICAL CENTER	\$ 5,000.00
5180	NEW YORK COLLABORATES	\$ 12,500.00
5180	NEW YORK COLLABORATES	\$ 12,500.00
5180	NEW YORK COLLABORATES	\$ 125,000.00
5181	CHILDREN'S HOME/CHAMBLISS CTR	\$ 1,000.00
5182	SOMERVILLE ELKS LODGE	\$ 150.00
5183	FAMILIES OF SMA	\$ (4,610.00)
5183	FAMILIES OF SMA	\$ 4,610.00
5184	GODS LOVE WE DELIVER	\$ 5,000.00
5184	GODS LOVE WE DELIVER	\$ 5,000.00
5185	EMPIRE STATE PRIDE AGENDA	\$ 10,000.00
5186	COLUMBIA BUSINESS SCHOOL	\$ 12,000.00
5187	MILLENNIUM PROMISE	\$ 400,000.00
5188	RESOURCE CENTER OF SOMERSET	\$ 30,000.00
5189	MILLENNIUM PROMISE	\$ 11,806.00
5190	ONE HUNDRED BLACK MEN INC	\$ 1,000.00

5192	SAVE THE CHILDREN FEDERATION	\$ 588.00
5193	ACRIA	\$ 10,000.00
5194	FAMILIES OF SMA	\$ 10,347.00
5195	MARCH OF DIMES	\$ 500.00
5196	COLUMBUS DAY SCHOLARSHIP	\$ 1,000.00
5197	PHOENIX HOUSE FOUNDATION	\$ 10,000.00
5198	HUMANE SOCIETY OF THE UNITE STATES	\$ 25,000.00
5199	PARK AVENUE ARMORY	\$ 600.00
5200	LEUKEMIA AND LYMPHOMA	\$ 412,001.87
5201	FASHION GROUP INTERNATIONAL	\$ 2,800.00
5202	CYSTIC FIBROSIS FOUNDATION	\$ 2,500.00
5203	CHILDHELP INC	\$ 500.00
5204	CHILDHELP INC	\$ 500.00
5205	SPORTS UNIVERSITY TEAM IZOD	\$ 8,300.00
5206	ACCESSORIES COUNCIL	\$ 12,000.00
5207	LEUKEMIA AND LYMPHOMA	\$ 71,155.76
5208	MADISON AVENUE BID	\$ 1,666.67
5209	YMA FASHION SCHOLARSH	\$ 50,000.00
5210	RETHINK BREAST CANCER	\$ 9,000.00
5211	WALK FOR FOOD ALLERGY	\$ 3,000.00
5212	FIT FOUNDATION	\$ 1,500.00
5213	SAFE HORIZON- VOID* #4528 \$12,789	\$ 12,789.00
5214	ALSAC/ST JUDE	\$ 5,000.00
5214	ALSAC/ST JUDE	\$ 10,000.00
5214	ALSAC/ST JUDE	\$ 10,000.00
5215	PARENT ASSOC OF MIDLAND SCHOOL	\$ 650.00
5216	HOLY NAME MEDICAL CENTER	\$ 1,000.00
5217	DIGNITY-U-WEAR	\$ 5,000.00
5218	AUTISM SPEAKS INC	\$ 3,500.00
5219	BREAST CANCER RESEARCH	\$ 10,000.00
5220	CHESTER COUNTY OPPORTUNITIES	\$ 5,000.00
5221	KEEP A CHILD ALIVE	\$ 10,000.00
5222	MARQUETTE UNIVERSITY	\$ 2,500.00
5223	BOYS & GIRLS CLUBS -	\$ 10,000.00
5224	SAFE HORIZON	\$ 42,885.00
5225	PUBLICOLOR	\$ 14,818.00
5226	SUSAN G KOMEN FOR THE CURE	\$ 8,433.19
5227	BRAG	\$ 3,000.00
5228	WHARTON GRADUATE ASSOCIATION	\$ 3,500.00
5229	RONALD MCDONALD HOUSE	\$ 338.00
5230	STEEPLECHASE CANCER CENTER	\$ 150.00
5231	WILKES VOCATIONAL SERVICES INC.	\$ 400.00
5232	AMERICAN HEART ASSOCIATION	\$ 2,832.21
5233	OPPORTUNITY VILLAGE	\$ 19,294.35

5234	CURESEARCH FOR CHILDRENS	\$ 1,344.26
5235	FOUNDACION INFANTIL RONALD	\$ 527.23
5236	DOMESTIC ABUSE SERVICES INC	\$ 3,348.37
5237	HUDSON GUILD	\$ 5,000.00
5238	FIT FOUNDATION	\$ 10,000.00
5239	BRENDA LIBERATORE	\$ 1,119.86
5240	ANNA SCHNEIDER	\$ 507.48
5241	FIT FOUNDATION	\$ 25,000.00
5242	CONGREGATION KOL AMI	\$ 1,000.00
5243	SAFE HORIZON	\$ 100,000.00
5244	FREE ARTS NYC	\$ 7,500.00
5245	ST JUDES CHILDRENS RESEARCH	\$ 3,785.28
5246	ROBIN HOOD FOUNDATION	\$ 20,000.00
5248	SUSIE REIZOD FOUNDATION	\$ 500.00
5249	STEPHANIE BLUM	\$ 870.16
5250	AMANDA DUNBAR	\$ 1,539.13
5251	LOS ANGELES HOUSE OF RUTH	\$ 360.00
5252	JESSIES PLACE	\$ 31,035.23
5253	CFDA FOUNDATION INC	\$ 113,732.55
5254	SAFE HORIZON	\$ 5,000.00
5255	SAFE HORIZON	\$ 2,500.00
5256	SAVE THE CHILDREN FED	\$ 588.00
5257	SAVE THE CHILDREN FED	\$ 588.00
5258	SUSAN G KOMEN FOR THE	\$ 9,004.82
5259	RONALD MCDONALD HOUSE	\$ 34,826.00
5260	CHILDRENS CANCER FOUNDATION	\$ 9,445.03
5261	PUBLICOLOR	\$ 20,000.00
5262	SPECIAL KIDS FUND INC	\$ 1,148.23
5263	HOUSING WORKS	\$ 2,500.00
5264	ARC OF HUNTERDON COUNTY	\$ 1,000.00
5265	NEW HAVEN READS	\$ 13,000.00
5266	UNITED WAY OF NORTHERN NJ	\$ 3,000.00
5267	ALBERTA CHILDRENS HOSPITAL	\$ 2,000.00
5268	CAURE PANCREATIC CANCER	\$ 5,063.00
5269	BIG BROTHERS BIG SISTER	\$ 9,353.70
5270	CH2M HILL ENGINEERS, INC	\$ 10,000.00
5271	SUSAN G KOMEN FOR THE	\$ 9,784.30
5272	MAYORS FUND TO ADVANC	\$ 3,000.00
5272	MAYORS FUND TO ADVANC	\$ 35,000.00
		\$ 5,121,267.97
MISC.		\$ (10,052.66)
		\$ 5,111,215.31

Check #	Check Issued	Amount
4581	SPORTS UNIVERSITY TEAM IZOD	\$ 223,500.00
4583	EARTHSHARE NEW JERSEY	\$ 10,000.00
4584	SAFE HORIZON	\$ 7,547.33
4585	SAVE THE CHILDREN FEDERATION	\$ 644.00
4586	FAMILIES OF SMA	\$ 10,000.00
4587	CATHOLIC CHARITIES OF THE	\$ 15,000.00
4588	LIVE OUT LOUD	\$ 3,000.00
4589	AMFAR	\$ 3,000.00
4590	HELEN KELLER INTERNATIONAL INC	\$ 25,000.00
4590	HELEN KELLER INTERNATIONAL INC	\$ 25,000.00
4591	GIRLS INC	\$ 12,500.00
4591	GIRLS INC	\$ 12,500.00
4591	GIRLS INC	\$ 12,500.00
4591	GIRLS INC	\$ 12,500.00
4592	SOCIETY INC	\$ 1,400.00
4593	JUVENILE DIABETES RESEARCH	\$ 245,379.25
4594	SAFE HORIZON	\$ 5,000.00
4595	UNITED WAY OF SOMERSET COUNTY	\$ 15,000.00
4596	UNITED WAY OF SOMERSET COUNTY	\$ 54,047.52
4597	UNITED WAY OF SOMERSET COUNTY	\$ 68,040.24
4598	UNITED WAY OF SOMERSET COUNTY	\$ 2,469.82
4599	UNITED WAY OF BERKS COUNTY	\$ 9,821.00
4600	YADKIN COUNTY UNITED FUND	\$ 15,339.08
4601	YADKIN VALLEY UNITED FUND	\$ 10,218.90
4602	JUVENILE DIABETES RESEARCH	\$ 12,328.00
4603	THE MIDLAND FOUNDATION	\$ 15,000.00
4604	ST JUDES CHILDRENS RESEARCH	\$ 964.00
4605	ASBURY PARK LITTLE LEAGUE	\$ 4,500.00
4606	RONALD MCDONALD HOUSE	\$ 60,342.00
4607	ANCHOR HOUSE	\$ 20,000.00
4608	FORDHAM UNIVERSITY	\$ 25,000.00
4609	PACIFIC BOULEVARD SCHOOL	\$ 1,916.00
4610	PACIFIC BOULEVARD SCHOOL	\$ 15,000.00
4611	CHRYSLIS	\$ 756.00
4612	CHRYSLIS	\$ 15,000.00
4613	DESIGN MUSEUM PROJECT	\$ 5,000.00
4614	EARTHSHARE NEW JERSEY	\$ 5,000.00
4615	CHILDRENS DYSLEXIA CENTER	\$ 1,000.00
4616	OPERATION SMILE	\$ 300.00
4617	METROPOLITAN MUSEUM	\$ 150,000.00
4618	THE ARC OF HUNTERDON COUNTY	\$ 2,500.00
4619	MARCH OF DIMES	\$ 5,000.00
4620	AMERICAN CANCER SOCIETY	\$ 5,000.00

4621	AMERICAN CANCER SOCIETY	\$ 5,000.00
4622	CITIZENSHIP EDUCATION FUND	\$ 5,000.00
4623	FIT FOUNDATION	\$ 25,000.00
4623	FIT FOUNDATION	\$ 12,500.00
4623	FIT FOUNDATION	\$ 12,500.00
4624	CFDA FOUNDATION INC	\$ 50,000.00
4625	HUMAN RIGHTS CAMPAIGN VOID, 4626 ISSUED	\$ -
4625	HUMAN RIGHTS CAMPAIGN VOID, 4627 ISSUED	\$ -
4626	HUMAN RIGHTS CAMPAIGN	\$ 1,000.00
4627	HUMAN RIGHTS CAMPAIGN	\$ 1,314.50
4628	DKMS AMERICAS	\$ 12,500.00
4628	DKMS AMERICAS	\$ 12,500.00
4629	ALICE COOPER SOLID ROCK FOUNDATION	\$ 10,000.00
4630	SUSAN G KOMEN FOR THE CURE	\$ 30,000.00
4631	AMERICAN CANCER SOCIETY	\$ 10,000.00
4632	RONALD MCDONALD HOUSE	\$ 10,000.00
4633	WORKERS UNITED EDUCATION FUND	\$ 900.00
4634	SPECIAL OLYMPICS NC SURRY CNTY	\$ 5,000.00
4635	CHILDRENS AID SOCIETY	\$ 3,261.00
4636	FRIENDS OF THE HIGH LINE	\$ 15,000.00
4637	JCC	\$ 10,000.00
4638	NEW YORK ACADEMY OF ART	\$ 4,000.00
4639	COMMUNITY FOOD BANK OF	\$ 10,000.00
4640	CHILDRENS CENTER OF SURRY INC.	\$ 1,000.00
4641	AMERICAN HEART ASSOCIATION	\$ 100.00
4642	SYLVESTER	\$ 100.00
4643	INCARNATION CHILDRENS CENTER	\$ 1,500.00
4644	SAFE HORIZON	\$ 50,000.00
4645	SAVE THE CHILDREN FEDERATION	\$ 588.00
4646	LEUKEMIA & LYMPHOMA S	\$ 18,387.00
4647	CFDA FOUNDATION INC	\$ 10,000.00
4648	CANADIAN CANCER SOCIETY	\$ 8,000.00
4649	CEDARS CANCER INSTITUTE	\$ 1,000.00
4650	NEW YORK CITY POLICE	\$ 5,000.00
	BANK SERVICE FEE	\$ 539.25
4651	CARNEGIE HALL SOCIETY	\$ 12,500.00
4651	CARNEGIE HALL SOCIETY	\$ 12,500.00
4652	FIT FOUNDATION	\$ 10,000.00
4653	FIGURE SKATING IN HARLEM	\$ 7,500.00
4653	FIGURE SKATING IN HARLEM	\$ 7,500.00
4654	AMARE STOUDEMIRE FOUNDATION	\$ 500.00
4655	NATIONAL MARFAN FOUNDATION	\$ 5,000.00
4656	ART PRODUCTION FUND	\$ 5,000.00
4657	CHECK REISSUED FOR VOID CHECK # 4314	\$ -

4658	COMMUNITIES IN SCHOOL	\$ 500.00
4659	PARKINSON COUNCIL	\$ 10,000.00
4660	SUSAN G KOMAN 3-DAY	\$ 2,000.00
4661	SUSAN G KOMAN 3-DAY	\$ 2,000.00
4662	SUSAN G KOMAN 3-DAY	\$ 2,000.00
4663	JCC ROCKLAND	\$ 12,000.00
4664	SOUTHWEST FORSYTHE LITTLE	\$ 300.00
4665	MUSCULAR DYSTROPHY ASSOCIATION	\$ 833.65
4666	NEW YORK CARES	\$ 5,000.00
4667	FAMILIES OF SMA	\$ 10,000.00
4668	ANCHOR HOUSE	\$ 1,100.00
4668	ANCHOR HOUSE	\$ 2,200.00
4669	PUBLICOLOR	\$ 5,000.00
4670	BUILDING HOMES FOR HEROES	\$ 2,500.00
4670	BUILDING HOMES FOR HEROES	\$ 5,000.00
4671	UNITED WAY OF NORTHERN NJ	\$ 3,000.00
4672	NU FRIENDSHIP OUTREACH INC	\$ 3,500.00
4673	UJA FEDERATION OF NEW YORK	\$ 25,000.00
4674	SAVE THE CHILDREN FEDERATION	\$ 602.00
4675	FIGURE SKATING IN HARLEM	\$ 5,000.00
4676	DRESS FOR SUCCESS WORLDWIDE	\$ 10,000.00
4677	PVH/MDA CHARITY GOLF TOURNAMENT	\$ 300.00
4678	NATIONAL BREAST CANCER	\$ 12,761.40
4679	BREAST CANCER RESEARCH	\$ 10,000.00
4680	VIETNAM VETERANS OF A	\$ 500.00
4681	W H A T FOR KIDS AND	\$ 25,000.00
4682	FIT FOUNDATION	\$ 250,000.00
4684	ARC OF HUNTERDON COUN	\$ 17,604.00
4685	SURREY LIBRARIES	\$ 1,292.00
4686	METROPOLITAN MUSEUM	\$ 200,000.00
4687	CFDA FOUNDATION INC	\$ 24,000.00
4688	AAFA	\$ 50,000.00
4689	WOMEN IN NEED, INC	\$ 10,000.00
4690	AUTISM SPEAKS INC	\$ 4,000.00
4691	BRANCHBURG BLAZE SOFTBALL	\$ 1,000.00
4692	AMFAR	\$ 25,000.00
4693	OPPORTUNITY HOUSE	\$ 875.00
4694	MUSCULAR DYSTROPHY ASSOCIATION	\$ 17,447.17
4695	SAVE THE CHILDREN FEDERATION	\$ 602.00
4696	ORCHESTRA OF ST LUKES	\$ 5,000.00
4696	ORCHESTRA OF ST LUKES	\$ 5,000.00
4697	RONALD MCDONALD HOUSE	\$ 25,000.00
4698	MADISON SQUARE BOYS &	\$ 7,500.00
4699	ROBIN HOOD FOUNDATION	\$ 6,000.00

4700	ADVISORY BOARD OF HIGH SCHOOL OF FASHION	\$ 1,500.00
4701	CANADIAN CANCER SOCIETY	\$ 275.00
4702	PROMISE PROJECT-FCNY	\$ 500.00
4703	NEW YORK CARES	\$ 900.00
4704	OUR SHEPARD LUTHERAN SCHOOL	\$ 1,500.00
4705	FAMILY TRADITIONS	\$ 530.00
4706	NATIONAL MS SOCIETY,GA CHAPTER	\$ 500.00
		\$ 2,358,325.11