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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.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE RECANATI-KAPLAN FOUNDATION</b>		A Employer identification number <b>27-6582482</b>
Number and street (or P O box number if mail is not delivered to street address) <b>C/O TIGRIS, 535 MADISON AVENUE</b>	Room/suite <b>12 FL</b>	B Telephone number <b>646-532-2850</b>
City or town, state, and ZIP code <b>NEW YORK, NY 10022</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 1,634,003.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	7,200,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	257.	257.		STATEMENT 2
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	-3,239,405.			STATEMENT 1
b Gross sales price for all assets on line 6a	7,705,650.			
7 Capital gain net income (from Part IV, line 2)		6,294,770.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	3,960,852.	6,295,027.		
13 Compensation of officers, directors, trustees, etc	69,000.			69,000.
14 Other employee salaries and wages	17,188.			17,188.
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	13,324.	0.		13,324.
c Other professional fees STMT 4	8,803.	0.		8,803.
17 Interest				
18 Taxes STMT 5	42,401.	0.		2,079.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	4,928.	0.		4,928.
22 Printing and publications	12.	0.		12.
23 Other expenses STMT 6	2,878.	0.		2,878.
24 Total operating and administrative expenses. Add lines 13 through 23	158,534.	0.		118,212.
25 Contributions, gifts, grants paid	7,588,525.			7,588,525.
26 Total expenses and disbursements. Add lines 24 and 25	7,747,059.	0.		7,706,737.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-3,786,207.			
b Net investment income (if negative, enter -0-)		6,295,027.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAY 30 2013

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	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	332,484.	287,280.	291,280.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <b>STMT 7</b>	5,779,810.	2,034,755.	1,338,671.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ <b>STATEMENT 8</b> )	0.	4,052.	4,052.
	16 <b>Total assets</b> (to be completed by all filers)	6,112,294.	2,326,087.	1,634,003.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ )				
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	6,112,294.	2,326,087.		
30 <b>Total net assets or fund balances</b>	6,112,294.	2,326,087.		
31 <b>Total liabilities and net assets/fund balances</b>	6,112,294.	2,326,087.		

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	6,112,294.
2 Enter amount from Part I, line 27a	2	-3,786,207.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,326,087.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,326,087.

**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	980,000 SHS NOVAGOLD RESOURCES INC.	D		12/31/12
b	475,000 SHS GABRIEL RESOURCES	D		12/31/12
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	6,450,887.		843,245.	5,607,642.
b	1,254,763.		567,635.	687,128.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			5,607,642.
b			687,128.
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	6,294,770.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	8,361,964.	3,929,575.	2.127956
2010	7,659,691.	5,654,399.	1.354643
2009			
2008			
2007			

2	Total of line 1, column (d)	2	3.482599
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	1.741300
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,916,788.
5	Multiply line 4 by line 3	5	6,820,303.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	62,950.
7	Add lines 5 and 6	7	6,883,253.
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	7,706,737.

**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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	62,950.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	62,950.
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	62,950.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	67,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	67,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,050.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 4,050. Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		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? Website address ► N/A	13	X	
14	The books are in care of ► C/O TIGRIS GROUP INC Telephone no. ► 646-532-2850 Located at ► 535 MADISON AVENUE, 12TH FL., NEW YORK, NY ZIP+4 ► 10022			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No 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? <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)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

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

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) N/A

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.

(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
THOM WAYE 401 EAST 80TH STREET, 12A NEW YORK, NY 10075	TRUSTEE 15.00	69,000.	0.	0.

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

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

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

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	<b>0.</b>

**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	2,898,066.
b	Average of monthly cash balances	1b	1,074,317.
c	Fair market value of all other assets	1c	4,052.
d	<b>Total</b> (add lines 1a, b, and c)	1d	3,976,435.
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	3,976,435.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	59,647.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,916,788.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	195,839.

**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	195,839.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	62,950.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	62,950.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	132,889.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	132,889.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	132,889.

**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	7,706,737.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	7,706,737.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	62,950.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	7,643,787.

**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				132,889.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010	7,624,501.			
e From 2011	8,297,641.			
f Total of lines 3a through e	15,922,142.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 7,706,737.				
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				132,889.
e Remaining amount distributed out of corpus	7,573,848.			
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	23,495,990.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	23,495,990.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	7,624,501.			
d Excess from 2011	8,297,641.			
e Excess from 2012	7,573,848.			

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

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

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>AMERICAN FRIENDS OF THE ISRAEL NATIONAL MUSEUM OF SCIENCE 390 FIFTH AVENUE, STE 902 NEW YORK, NY 10018</p>	NONE	501(C)(3)	CHARITABLE PURPOSE	7,000.
<p>AMERICAN FRIENDS OF SHALVA 315 FIFTH AVE, 6TH FL. NEW YORK, NY 10016</p>	NONE	501(C)(3)	CHARITABLE PURPOSE	350,000.
<p>AMERICAN IRELAND FUND 211 CONGRESS ST. BOSTON, MA 02110</p>	NONE	501(C)(3)	CHARITABLE PURPOSE	25,000.
<p>AREIVIM PHILANTHROPIC GROUP, INC. 6 E 39THS ST, 10TH FL. NEW YORK, NY 10016</p>	NONE	501(C)(3)	CHARITABLE PURPOSE	50,000.
<p>THE TOWN SCHOOL 540 EAST 76TH STREET NEW YORK, NY 10021</p>	NONE	501(C)(3)	CHARITABLE PURPOSE	100,000.
<b>Total</b> SEE CONTINUATION SHEET(S) ▶ 3a				7,588,525.
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
<b>Total</b> ▶ 3b				0.



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

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here: Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Thomas Wayne, Date: 5/14/13, Title: TRUSTEE.

Paid Preparer Use Only: Print/type preparer's name: SUSAN TEICHER, Preparer's signature: Susan Teicher, Date: 5/14/13, Check self-employed: [ ], PTIN: P00226488, Firm's name: HOLTZ RUBENSTEIN REMINICK LLP, Firm's EIN: 11-2355064, Firm's address: ONE PENN PLAZA - SUITE 3000 NEW YORK, NY 10119, Phone no.: (212) 697-6900.

**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2012**

Name of the organization

THE RECANATI-KAPLAN FOUNDATION

Employer identification number

27-6582482

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 foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization <b>THE RECANATI-KAPLAN FOUNDATION</b>	Employer identification number <b>27-6582482</b>
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**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	<p><b>THOMAS S. KAPLAN</b>  <b>C/O TIGRIS GROUP INC, 535 MADISON AVE,</b>  <b>FL.12</b></p> <hr/> <p><b>NEW YORK, NY 10022</b></p>	\$ <u>7,200,000.</u>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input checked="" type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>
		\$ _____	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution )</p>
		\$ _____	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution )</p>
		\$ _____	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution )</p>
		\$ _____	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution )</p>
		\$ _____	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution )</p>
		\$ _____	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>



Name of organization <b>THE RECANATI-KAPLAN FOUNDATION</b>	Employer identification number <b>27-6582482</b>
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**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) ▶ \$ \_\_\_\_\_  
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 GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
980,000 SHS NOVAGOLD RESOURCES INC.	6,450,887.	7,658,245.	0.	0.	-1,207,358.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
475,000 SHS GABRIEL RESOURCES	1,254,763.	3,286,810.	0.	0.	-2,032,047.

CAPITAL GAINS DIVIDENDS FROM PART IV					0.
TOTAL TO FORM 990-PF, PART I, LINE 6A					-3,239,405.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
ADJ. FOR NOVACOPPER SPINOFF - SEE STATEMENT A	-501,677.
CITIGROUP GLOBAL MARKETS INC.	257.
MORGAN STANLEY ACCT# 0477A	501,677.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	257.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	13,324.	0.		13,324.
TO FORM 990-PF, PG 1, LN 16B	13,324.	0.		13,324.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANT	8,803.	0.		8,803.
TO FORM 990-PF, PG 1, LN 16C	8,803.	0.		8,803.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	40,322.	0.		0.
FICA TAXES	1,722.	0.		1,722.
NY SUI	357.	0.		357.
TO FORM 990-PF, PG 1, LN 18	42,401.	0.		2,079.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUSINESS REGISTRATION FEE	270.	0.		270.
BOOKS, SUBSCRIPTIONS, REFERENCE	61.	0.		61.
SUPPLIES	610.	0.		610.
TELEPHONE, TELECOMMUNICATIONS	220.	0.		220.

COMPUTER/IT	838.	0.	838.
WORKERS COMP	14.	0.	14.
PAYROLL FEES	615.	0.	615.
NYS FILING FEE	250.	0.	250.
TO FORM 990-PF, PG 1, LN 23	2,878.	0.	2,878.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
250,000 SHS NOVAGOLD RESOURCES INC.	1,669,581.	1,127,500.
475,000 SHS GABRIEL RESOURCES LTD.	0.	0.
116,669 SHS NOVACOPPER INC.	365,174.	211,171.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,034,755.	1,338,671.

FORM 990-PF OTHER ASSETS STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID TAX EXPENSES	0.	4,052.	4,052.
TO FORM 990-PF, PART II, LINE 15	0.	4,052.	4,052.

Updated

Form **8937**  
(December 2011)  
Department of the Treasury  
Internal Revenue Service

**Report of Organizational Actions  
Affecting Basis of Securities**

OMB No. 1545-2224

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>NovaGold Resources Inc.</b>		2 Issuer's employer identification number (EIN) <b>98-1006992</b>	
3 Name of contact for additional information <b>Elaine Sanders</b>	4 Telephone No. of contact <b>604-869-8227</b>	5 Email address of contact <b>Elaine.Sanders@novagold.net</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>Suite 2300, 200 Granville Street</b>		7 City, town, or post office, state, and Zip code of contact <b>Vancouver, British Columbia V6C 1S4 Canada</b>	
8 Date of action <b>April 30, 2012</b>		9 Classification and description <b>Common Shares</b>	
10 CUSIP number <b>66987E206</b>	11 Serial number(s) <b>N/A</b>	12 Ticker symbol <b>NG</b>	13 Account number(s) <b>N/A</b>

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On April 30, 2012, NovaGold Resources Inc. ("NovaGold") completed a plan of arrangement (the "Arrangement") pursuant to which it distributed all of the common shares of its wholly-owned subsidiary, NovaCopper Inc. ("NovaCopper"), to its shareholders. Specifically, upon consummation of the Arrangement, NovaGold shareholders received (i) one new NovaGold share for each NovaGold common share held immediately before the Arrangement and (ii) one NovaCopper share for every six NovaGold common shares held immediately before the Arrangement. The Arrangement is described in full in the Management Proxy Circular dated February 27, 2012, which is available at [www.SEDAR.com](http://www.SEDAR.com).

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ Though it is not free from doubt, NovaGold believes that the Arrangement will likely be treated as (i) a tax-deferred exchange by the shareholders of their old NovaGold shares for new NovaGold shares and (ii) a distribution of NovaCopper shares. As a result, shareholders should have a basis in the new NovaGold common shares they received in the Arrangement equal to such shareholder's tax basis in the old NovaGold common shares reduced by the amount of the distribution of NovaCopper shares treated as a return of capital. The holding period of for the new NovaGold shares acquired in the Arrangement should include such shareholder's holding period for the NovaGold shares exchanged.

Shareholders should note that certain special rules may apply if NovaGold was a passive foreign investment company, as defined under Code Section 1297, for any taxable years in which a shareholder held NovaGold common shares. Shareholders should consult with their own tax advisors regarding the U.S. federal income tax consequences of the Arrangement.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The Board of Directors of NovaGold has determined that the fair market value of each common share of NovaCopper is U.S. \$3.13, which represents the average trading price for NovaCopper shares on the NYSE MKT on days 6 through 10 following the effective date of the Arrangement. No determination of fair market value by NovaGold is binding on United States tax authorities, and shareholders should consult with their own tax advisors regarding what measure of fair market value is appropriate.

**Part II Organizational Action (continued)**

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Although not free from doubt, NovaGold believes that the exchange of old NovaGold shares for new NovaGold shares will likely qualify as a tax-deferred exchange either under Code Section 1036 or Section 368(1)(E).

The distribution of NovaCopper shares in the Arrangement should be treated as a distribution of property under Code Section 301. NovaGold believes that it did not have any current or accumulated earnings and profits for its tax year ended November 30, 2012. Accordingly, none of such distribution should be treated as a dividend. Instead, such distribution should be treated first as a tax-free return of capital to the extent of a U.S. shareholder's tax basis in its NovaGold shares and thereafter as taxable gain from the sale or exchange of such NovaGold shares. The passive foreign investment company rules, if applicable, may change the foregoing tax treatment.

In addition, because NovaGold believes that it was a passive foreign investment company as defined under Code Section 1297 (a "PFIC") for its tax years ended November 30, 2006 and November 30, 2007 and may have been a PFIC in one or more prior tax years, Code Sections 1291-1298 may be applicable. Shareholders should consult with their own tax advisors regarding the application of the PFIC rules.

18 Can any resulting loss be recognized? ▶ Subject to the PFIC rules, shareholders will generally not be able to recognize any loss.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ In general, any gain recognized should be reported by shareholders for the taxable year which includes April 30, 2012 (e.g., a calendar year shareholder would report the transaction on his or her federal income tax return filed for the 2012 calendar year).

<b>Sign Here</b>	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 officer) is based on all information of which preparer has any knowledge.			
	Signature ▶	<i>David A. Ottevell</i>	Date ▶	March 4, 2013
<b>Paid Preparer Use Only</b>	Print your name ▶	DAVID A. OTTEVELL	Title ▶	CFO
	Print/Type preparer's name	John Hollnrake	Preparer's signature	<i>John D Hollnrake</i>
	Firm's name ▶	Dorsey & Whitney LLP	Date	3/4/2013
	Firm's address ▶	Columbia Center, 701 Fifth Avenue, Suite 6100, Seattle, Washington 98104	Check <input type="checkbox"/> if self-employed	PTIN PO1568530
			Firm's EIN ▶	41-0223337
			Phone no.	(206)903-8812

**Part XV** Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
USA WATER POLO, INC. 2124 MAIN STREET, STE 240 HUNTINGTON BEACH, CA 92648	NONE	501(C)(3)	CHARITABLE PURPOSE	10,000.
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK W 79TH ST NEW YORK, NY 10024	NONE	501(C)(3)	CHARITABLE PURPOSE	102,240.
NATIONAL CENTER FOR HEBREW LANGUAGE 6 EAST 39TH STREET, 10TH FL. NEW YORK, NY 10016	NONE	501(C)(3)	CHARITABLE PURPOSE	1,500,000.
WEILL CORNELL MEDICAL COLLEGE 1300 YORK AVENUE, BOX 123 NEW YORK, NY 10065	NONE	501(C)(3)	CHARITABLE PURPOSE	600,000.
NEW VENTURE FUND 734 15TH STREET NW WASHINGTON, DC 20005	NONE	501(C)(3)	CHARITABLE PURPOSE	10,000.
TIFERES BASIS YISRAEL 25 ROBERT PITT DRIVE, STE. 214 MONSEY, NY 10952	NONE	501(C)(3)	CHARITABLE PURPOSE	815,250.
SUSTAINABLE KIDNEY CARE FOUNDATION 207 EAST 94TH STREET, STE. 301 NEW YORK, NY 10128	NONE	501(C)(3)	CHARITABLE PURPOSE	150,000.
YG MEN & WOMEN HEBREW ASSOC. 1395 LEXINGTON AVENUE NEW YORK, NY 10128	NONE	501(C)(3)	CHARITABLE PURPOSE	124,715.
972 FIFTH AVENUE FUND 972 FIFTH AVENUE NEW YORK, NY 10075	NONE	501(C)(3)	CHARITABLE PURPOSE	525,000.
HARVARD KENNEDY SCHL BELFER CNT 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	501(C)(3)	CHARITABLE PURPOSE	149,000.
<b>Total from continuation sheets</b>				<b>7,056,525.</b>

**Part XV** Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDREN'S MIRACLE NET HOSPITAL 205 WEST 700 SOUTH SALT LAKE CITY, UT 84101	NONE	501(C)(3)	CHARITABLE PURPOSE	20,000.
INT'L SOCIETY OF NEPHROLOGY 340 NORTH AVE, FL 3 CRANFORD, NJ 07016	NONE	501(C)(3)	CHARITABLE PURPOSE	86,500.
BROWN UNIVERSITY 110 ELM STREET PROVIDENCE, RI 02903	NONE	501(C)(3)	CHARITABLE PURPOSE	75,000.
UJA FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022	NONE	501(C)(3)	CHARITABLE PURPOSE	265,000.
CHAI LIFELINE 151 W 30TH STREET NEW YORK, NY 10001	NONE	501(C)(3)	CHARITABLE PURPOSE	10,000.
AMERICANS FOR OXFORD, INC. 500 5TH AVENUE, 32ND FLOOR NEW YORK, NY 10010	NONE	501(C)(3)	CHARITABLE PURPOSE	699,820.
FRENCH INSTITUTE ALLIANCE 22 EAST 60TH STREET NEW YORK, NY 10022	NONE	501(C)(3)	CHARITABLE PURPOSE	10,000.
THE ORIANNE SOCIETY 579 HIGHWAY 441 SOUTH CLAYTON, GA 30525	NONE	501(C)(3)	CHARITABLE PURPOSE	1,589,000.
AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 5TH AVENUE, STE. 2540 NEW YORK, NY 10110	NONE	501(C)(3)	CHARITABLE PURPOSE	315,000.
<b>Total from continuation sheets</b>				