EXTENSION TO 11-15-13 IS ATTACHED

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

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

JONATHAN & KATHLEEN ALTMAN FOUNDATION
C/O AVALON TRUST
125 LINCOLN AVENUE, SUITE 301
SANTA FE, NM 87501

A Employer identification number 85-0470898

B Telephone number (see the instructions) 505-983-1111

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 10,583,348.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE 1 Contributions, gifts, grants, etc, received (att sch)	1,916,327.			
2 Ck ► ☐ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	164,059.	164,059.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-3,513.			
b Gross sales price for all assets on line 6a 1,255,396.				
7 Capital gain net income (from Part IV, line 2)		0.		
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/(loss) (att sch)				
11 Other income (attach schedule) SEE STATEMENT 1	-39,694.			
12 **Total.** Add lines 1 through 11	2,037,179.	164,059.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 2	15,763.	7,881.		7,882.
c Other prof fees (attach sch) SEE ST 3	85,358.	42,679.		42,679.
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 4	8,642.	2,696.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 5	4,794.	4,764.		30.
24 **Total operating and administrative expenses.** Add lines 13 through 23	114,557.	58,020.		50,591.
25 Contributions, gifts, grants paid PART XV	610,406.			610,406.
26 **Total expenses and disbursements.** Add lines 24 and 25	724,963.	58,020.	0.	660,997.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	1,312,216.			
b **Net investment income** (if negative, enter 0)		106,039.		
c **Adjusted net income** (if negative, enter 0)			0.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS 1	Cash — non-interest-bearing			
2	Savings and temporary cash investments	1,106,371.	687,887.	687,887.
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 sch) ►			
	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) STATEMENT 6	4,216,860.	5,056,813.	6,240,306.
c	Investments — corporate bonds (attach schedule) STATEMENT 7	1,262,297.	1,947,402.	2,029,823.
11	Investments — land, buildings, and equipment. basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments — mortgage loans			
13	Investments — other (attach schedule) STATEMENT 8	864,436.	1,068,022.	1,620,131.
14	Land, buildings, and equipment. basis ►			
	Less: accumulated depreciation (attach schedule) ►			
15	Other assets (describe ► SEE STATEMENT 9)		5,201.	5,201.
16	**Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	7,449,964.	8,765,325.	10,583,348.
LIABILITIES 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, & other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	7,449,964.	8,765,325.	
30	**Total net assets or fund balances** (see instructions)	7,449,964.	8,765,325.	
31	**Total liabilities and net assets/fund balances** (see instructions)	7,449,964.	8,765,325.	

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	7,449,964.
2	Enter amount from Part I, line 27a	2	1,312,216.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 10	3	3,478.
4	Add lines 1, 2, and 3	4	8,765,658.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 11	5	333.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	8,765,325.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 12			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (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	-3,513.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	755,987.	7,861,909.	0.096158
2010	784,266.	6,425,342.	0.122058
2009	745,507.	4,596,427.	0.162193
2008	690,110.	3,566,105.	0.193519
2007	254,355.	2,265,916.	0.112253

2	**Total** of line 1, column (d)	2	0.686181
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.137236
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,421,995.
5	Multiply line 4 by line 3	5	1,293,037.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,060.
7	Add lines 5 and 6	7	1,294,097.
8	Enter qualifying distributions from Part XII, line 4	8	660,997.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _______ (attach copy of letter if necessary – see instrs)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	2,121.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,121.
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	2,121.
6 Credits/Payments				
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	1,566.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	2,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	3,566.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	15.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	1,430.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ►	1,430.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NM			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

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

Website address ► N/A

14 The books are in care of ► AVALON TRUST COMPANY Telephone no. ► 505-983-1111

Located at ► 125 LINCOLN AVENUE, SUITE 301 SANTA FE NM ZIP + 4 ► 87501

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here N/A ► ☐

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement — see instructions)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		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)? **5b** N/A

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? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
JONATHAN ALTMAN 511 CAMINO RANCHEROS SANTA FE, NM 87501	DIRECTOR 0	0.	0.	0.
RAFAEL ALTMAN 511 CAMINO RANCHEROS SANTA FE, NM 87501	DIRECTOR 0	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 ► 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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	
Total. Add lines 1 through 3 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	8,104,972.
b	Average of monthly cash balances	1b	897,130.
c	Fair market value of all other assets (see instructions)	1c	563,375.
d	**Total** (add lines 1a, b, and c)	1d	9,565,477.
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	9,565,477.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	143,482.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,421,995.
6	**Minimum investment return.** Enter 5% of line 5	6	471,100.

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

1	Minimum investment return from Part X, line 6			1	471,100.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,121.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,121.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	468,979.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	468,979.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	468,979.

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	660,997.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	660,997.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	660,997.

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					468,979.
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	146,836.				
b From 2008	512,783.				
c From 2009	516,526.				
d From 2010	464,222.				
e From 2011	364,183.				
f Total of lines 3a through e		2,004,550.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 660,997.					
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					468,979.
e Remaining amount distributed out of corpus		192,018.			
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		2,196,568.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions			0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount — see instructions				0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		146,836.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		2,049,732.			
10 Analysis of line 9					
a Excess from 2008	512,783.				
b Excess from 2009	516,526.				
c Excess from 2010	464,222.				
d Excess from 2011	364,183.				
e Excess from 2012	192,018.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total			► **3a**	610,406.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

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			14	164,059.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-3,513.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a EXCISE TAX REFUND	900099	1,500.			
b INCOME/LOSS PASSTHROUGH	900099	-41,194.			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-39,694.		160,546.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 120,852.

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

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

[signature] 11.15.13 ▶ SR VP

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN
MARTHA J. NETHERLAND	[signature]	11-13-13		P01428591
Firm's name ▶ DUFFY, REISS & NETHERLAND, P.C.			Firm's EIN ▶ 85-0214135	
Firm's address ▶ P.O. BOX 5304 SANTA FE, NM 87502			Phone no 505-982-4496	

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	Employer identification number
JONATHAN & KATHLEEN ALTMAN FOUNDATION C/O AVALON TRUST	85-0470898

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ ____________

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

Name of organization	Employer identification number
JONATHAN & KATHLEEN ALTMAN FOUNDATION	85-0470898

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BARTOS & ALTMAN CLT 1300 N. MARKET ST. STE 300 WILMINGTON, DELAWARE 19801,	$ 1,916,327.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: JONATHAN & KATHLEEN ALTMAN FOUNDATION

Employer identification number: 85-0470898

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
1	SECURITIES	$ 956,115.	VARIOUS

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

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

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

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

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

Name of organization: JONATHAN & KATHLEEN ALTMAN FOUNDATION

Employer identification number: 85-0470898

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 total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year. (Enter this information once. See instructions) ► $ N/A

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
	N/A		

(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

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
EXCISE TAX REFUND	$ 1,500.		
INCOME/LOSS PASSTHROUGH	-41,194.		
TOTAL	$ -39,694.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT PREPARATION FEES	$ 11,901.	$ 5,950.		$ 5,951.
TAX PREPARATION FEES	3,862.	1,931.		1,931.
TOTAL	$ 15,763.	$ 7,881.	$ 0.	$ 7,882.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNT MANAGEMENT FEES	$ 85,358.	$ 42,679.		$ 42,679.
TOTAL	$ 85,358.	$ 42,679.	$ 0.	$ 42,679.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	$ 5,946.			
FOREIGN TAX ON DIVIDEND INCOME	2,686.	$ 2,686.		
NEW MEXICO PUBLIC REGULATION COMMISSION	10.	10.		
TOTAL	$ 8,642.	$ 2,696.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSES AND FEES	$ 100.	$ 100.		
PASSTHROUGH INVESTMENT INTEREST EXPENSE	4,664.	4,664.		
WIRE FEES	30.			$ 30.
TOTAL	$ 4,794.	$ 4,764.	$ 0.	$ 30.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PREFERRED STOCK	COST	$ 167,500.	$ 164,726.
COMMON STOCK	COST	4,178,296.	5,254,867.
EQUITY FUNDS	COST	711,017.	820,713.
	TOTAL	$ 5,056,813.	$ 6,240,306.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	COST	$ 370,289.	$ 360,954.
BOND FUNDS	COST	1,577,113.	1,668,869.
	TOTAL	$ 1,947,402.	$ 2,029,823.

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVESTMENTS	COST	$ 522,335.	$ 554,171.
PUBLICLY TRADED PARTNERSHIPS	COST	545,687.	1,065,960.
	TOTAL	$ 1,068,022.	$ 1,620,131.

STATEMENT 9
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

		BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE		$ 5,201.	$ 5,201.
	TOTAL	$ 5,201.	$ 5,201.

STATEMENT 10
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NONTAXABLE DISTRIBUTIONS		$ 3,478.
	TOTAL	$ 3,478.

STATEMENT 11
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

TIMING DIFFERENCES IN BROKER ACCOUNT		$ 333.
	TOTAL	$ 333.

STATEMENT 12
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	LONG TERM CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
2	CAPITAL GAIN INCOME FROM PASSTHROUGHS	PURCHASED	VARIOUS	VARIOUS
3	1500 BARRETT BILL CORP	PURCHASED	12/30/2011	11/12/2012
4	2600 GREEN MTN COFFEE ROASTERS INC	PURCHASED	VARIOUS	6/14/2012
5	KRAFT FOODS GROUP INC-CASH IN LIEU	PURCHASED	10/05/2012	10/05/2012
6	1000 WELLPOINT INC	PURCHASED	7/18/2011	2/10/2012
7	100 APPLE INC	PURCHASED	10/16/2008	6/15/2012
8	3000 BARRETT BILL CORP	PURCHASED	7/06/2011	11/12/2012
9	6000 COMCAST CORP NEW CL A	PURCHASED	VARIOUS	4/26/2012
10	1500 CONCHO RES INC	PURCHASED	6/30/2011	VARIOUS
11	3000 EATON CORP	PURCHASED	VARIOUS	12/03/2012
12	1600 ITRON INC	PURCHASED	VARIOUS	5/25/2012
13	6385.696 MATTHEWS ASIAN GROWTH & INCOME FUND	PURCHASED	VARIOUS	5/25/2012
14	3000 NORTHERN OIL & GAS INC	PURCHASED	11/03/2010	VARIOUS
15	1500 OCCIDENTAL PETROLEUM CORP	PURCHASED	2/06/2008	6/15/2012
16	1750 RACKSPACE HOSTING INC	PURCHASED	8/01/2011	10/19/2012
17	500 SCHLUMBERGER LIMITED	PURCHASED	1/07/2011	6/15/2012

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	34,051.		0.	34,051.				$ 34,051.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
2	18,683.		0.	18,683.				$ 18,683.
3	27,761.		51,956.	-24,195.				-24,195.
4	52,937.		129,266.	-76,329.				-76,329.
5	31.		0.	31.				31.
6	63,979.		74,121.	-10,142.				-10,142.
7	57,096.		10,094.	47,002.				47,002.
8	55,522.		140,656.	-85,134.				-85,134.
9	179,814.		93,109.	86,705.				86,705.
10	123,650.		137,567.	-13,917.				-13,917.
11	155,717.		105,736.	49,981.				49,981.
12	56,373.		98,708.	-42,335.				-42,335.
13	100,000.		114,053.	-14,053.				-14,053.
14	55,777.		57,632.	-1,855.				-1,855.
15	126,897.		135,375.	-8,478.				-8,478.
16	113,998.		69,684.	44,314.				44,314.
17	33,110.		40,952.	-7,842.				-7,842.
							TOTAL	$ -3,513.

STATEMENT 13
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
DOCTORS WITHOUT BORDERS E. 39TH ST. 8TH FLOOR NY, NY 10016	NONE	PUBLIC	DONATION	$ 15,000.
KITCHEN ANGELS 1222 SILER RD SANTA FE, NM 87507	NONE	PUBLIC	DONATION	15,000.
MUSEUM OF NM FOUNDATION 116 LINCOLN AVE SANTA FE, NM 87501	NONE	PUBLIC	DONATION	2,000.
SANTA FE CONSERVATION TRUST 316 E MARCY SANTA FE, NM 87501	NONE	PUBLIC	DONATION	20,000.
SITE SANTA FE 1606 PASEO DE PERALTA SANTA FE, NM 87501	NONE	PUBLIC	DONATION	1,000.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
SPIRIT ROCK MEDITATION CENTER 5000 SIR FRANCIS DRAKE BLVD WOODACRE, CA 94973	NONE	PUBLIC	DONATION	$ 4,000.
TIBETAN NUNS PROJECT 2288 FULTON ST #312 BERKELEY, CA 94704	NONE	PUBLIC	DONATION	400.
THE TRUST FOR PUBLIC LAND 116 NEW MONTGOMERY SAN FRANCISCO, CA 94105	NONE	PUBLIC	DONATION	25,000.
INTERNATNL RESCUE COMMITTEE 122 E 42ND STREET NY, NY 10168	NONE	PUBLIC	DONATION	70,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 W. 20TH ST NY, NY 10011	NONE	PUBLIC	DONATION	70,000.
GRAND CANYON TRUST 2601 N. FORT VALLEY RD FLAGSTAFF, AZ 86001	NONE	PUBLIC	DONATION	5,000.
CITY & COUNTRY SCHOOL 146 W 13TH ST NEW YORK, NY 10011	NONE	PUBLIC	DONATION	3,000.
OPEN HANDS 2976 RODEO PARK DR E SANTA FE, NM 87505	NONE	PUBLIC	DONATION	5,000.
LAMA FOUNDATION 1895 LAMA MOUNTAIN ROAD QUESTA, NM 87556	NONE	PUBLIC	DONATION	5,000.
MAITRI PO BOX 697 SANTA CLARA, CA 95052	NONE	PUBLIC	DONATION	2,000.
THE FOOD DEPOT 1222 SILER ROAD SANTA FE, NM 87507	NONE	PUBLIC	DONATION	10,000.
PLOUGH SHARE FUND FORT MASON CENTER SAN FRANCISCO, CA 94123	NONE	PUBLIC	DONATION	10,000.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
ENVIRONMENTAL DEFENSE FUND 257 PARK AVE SOUTH NEW YORK, NY 10010	NONE	PUBLIC	DONATION	$ 25,000.
ST ELIZABETH SHELTER 804 ALARID ST SANTA FE, NM 87505	NONE	PUBLIC	DONATION	15,000.
ZEN HOSPICE PROJECT 273 PAGE STREET SAN FRANCISCO, CA 94102	NONE	PUBLIC	DONATION	3,000.
CANCER FOUNDATION FOR NEW MEXICO 490-A W. ZIA ROAD SANTA FE, NM 87505	NONE	PUBLIC	DONATION	15,000.
SAN FRANCISCO FRIENDS SCHOOL 250 VALENCIA ST SAN FRANCISCO, CA 94103	NONE	PUBLIC	DONATION	20,000.
THE FOUR CORNERS INSTITUTE 1477 1/2 CANYON ROAD SANTA FE, NM 87501	NONE	PUBLIC	DONATION	4,000.
KUNM 1 UNIVERSITY OF NEW MEXICO ALBUQUERQUE, NM 87131	NONE	PUBLIC	DONATION	1,000.
RIWOCHE TIBETAN BUDDHIST TEMPLE 28 HEINTZMAN STREET TORONTO, CANADA	NONE	PUBLIC	DONATION	5,000.
KNME 1130 UNIVERSITY BLVD. NE ALBUQUERQUE, NM 87102	NONE	PUBLIC	DONATION	2,000.
SHORTGRASS MUSIC FESTIVAL PO BOX 604 CIMARRON, NM 87714	NONE	PUBLIC	DONATION	2,000.
SANTA FE INSTITUTE 1399 HYDE PARK ROAD SANTA FE, NM 87501	NONE	PUBLIC	DONATION	2,000.
RIVERDALE COUNTRY SCHOOL 5250 FIELDSTON ROAD BRONX, NY 10471	NONE	PUBLIC	DONATION	2,000.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
SHECHEN-DILGO KHYENTSE FELLOWSHIP 511 AVENUE OF THE AMERICAS NEW YORK, NY 10011	NONE	PUBLIC	DONATION	$ 65,000.
SOUTHERN UTAH WILDERNESS ALLIANCE 425 EAST 100 SOUTH SALT LAKE CITY, UT 84111	NONE	PUBLIC	DONATION	5,000.
TRUST FOR PUBLIC LAND-NEW MEXICO 1600 LENA STREET, BLDG. C SANTA FE, NM 87505	NONE	PUBLIC	DONATION	10,000.
UPPER GILA WATERSHED ALLIANCE PO BOX 383 GILA, NM 88038	NONE	PUBLIC	DONATION	5,000.
NEW MEXICO WILDERNESS ALLIANCE 341 EAST ALAMEDA STREET SANTA FE, NM 87501	NONE	PUBLIC	DONATION	10,000.
CENTER FOR BIOLOGICAL DIVERSITY PO BOX 710 TUCSON, AZ 85702	NONE	PUBLIC	DONATION	25,000.
SAN FRANCISCO ZEN CENTER 300 PAGE STREET SAN FRANCISCO, CA 94102	NONE	PUBLIC	DONATION	8,000.
NEW MEXICO COMMUNITY FOUNDATION 502 WEST CORDOVA RD STE 1 SANTA FE, NM 87505	NONE	PUBLIC	DONATION	2,000.
CHARITABLE DONATIONS FROM PASSTHROUGHS ,	NONE	PUBLIC	DONATION	6.
WESTERN ENVIROMENTAL LAW CENTER 1216 LINCOLN STREET EUGENE, OR 97401	NONE	PUBLIC	DONATION	5,000.
KANGYUR RINPOCHE FOUNDATION 145 S ARMIJO LN SANTA FE, NM 87501	NONE	PUBLIC	DONATION	4,000.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ALLIANCE FOR THE EARTH PO BOX 8031 SANTA FE, NM 87504	NONE	PUBLIC	DONATION	$ 7,000.
RAINFOREST ACTION NETWORK 221 PINE STREET, 5TH FLOOR SAN FRANCISCO, CA 94104	NONE	PUBLIC	DONATION	5,000.
SONOMA MOUNTAIN ZEN CENTER 6367 SONOMA MOUNTAIN ROAD SANTA ROSA, CA 95404	NONE	PUBLIC	DONATION	15,000.
NEW MEXICO ENVIRONMENTAL LAW CENTER 1405 LUISA ST #5 SANTA FE, NM 87505	NONE	PUBLIC	DONATION	5,000.
DHARMA SANGHA CRESTONE MOUNTAIN ZEN CTR 2000 EAST DREAMWAY CRESTONE, CO 81131	NONE	PUBLIC	DONATION	10,000.
BLACK MESA WATER COALITION PO BOX 613 FLAGSTAFF, AZ 86002	NONE	PUBLIC	DONATION	5,000.
COLUMBUS ZOO & AQUARIUM 4850 POWELL RD POWELL, OH 43065	NONE	PUBLIC	DONATION	30,000.
ONE ACRE FUND 1742 TATUM ST FALCON HEIGHTS, MN 55113	NONE	PUBLIC	DONATION	5,000.
THE BHUTAN FOUNDATION 3121 SOUTH STREET NW WASHINGTON, DC 20007	NONE	PUBLIC	DONATION	3,000.
RADIUS BOOKS 227 E PALACE AVE STE W SANTA FE, NM 87501	NONE	PUBLIC	DONATION	2,000.
PUNDARIKA FOUNDATION PO BOX 57 CRESTONE, CO 81131	NONE	PUBLIC	DONATION	10,000.
FROM THE HEART PRODUCTIONS INC 1455 MANDALAY BEACH ROAD OXNARD, CA 93035	NONE	PUBLIC	DONATION	5,000.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
MANGALA SHRI BHUTI PO BOX 4088 BOULDER, CO 80306	NONE	PUBLIC	DONATION	$ 5,000.
THEATER GROTTESCO 1000 CORDOVA PLACE #8400 SANTA FE, NM 87505	NONE	PUBLIC	DONATION	1,000.
THE STORYDANCER PROJECT PO BOX 31099 SANTA FE, NM 87594	NONE	PUBLIC	DONATION	5,000.
			TOTAL	$ 610,406.