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

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

**2012**

Open to Public Inspection

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

Name of foundation <b>The Six Four Foundation</b>		A Employer identification number <b>98-0364976</b>
Number and street (or P O box number if mail is not delivered to street address) <b>2850 Lake Vista Drive</b>	Room/suite <b>150</b>	B Telephone number (see instructions) <b>972-318-6598</b>
City or town, state, and ZIP code <b>Lewisville, TX 75067</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>\$ 10,344,166</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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	656,700	656,700		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,582,541			
	b Gross sales price for all assets on line 6a <b>6,505,680</b>				
	7 Capital gain net income (from Part IV, line 2)		2,582,194		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	3,239,241	3,238,894	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	9,442	Statement 1		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,574	Statement 2		
	24 Total operating and administrative expenses. Add lines 13 through 23	17,016	0	0	0
	25 Contributions, gifts, grants paid	5,483,520			5,483,520
26 Total expenses and disbursements. Add lines 24 and 25	5,500,536	0	0	5,483,520	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(2,261,295)				
b Net investment income (if negative, enter -0-)		3,238,894			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	164,024	1,622,951	1,622,951
	2	Savings and temporary cash investments . . . . .	0	0	0
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . . Statement 3			
	10a	Investments—U.S. and state government obligations (attach schedule)	6,620,957	4,882,358	6,912,635
	b	Investments—corporate stock (attach schedule) Statement 3	3,491,896	1,510,273	1,808,580
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans . . . . .				
13	Investments—other (attach schedule) . . . . .				
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	10,276,877	8,015,582	10,344,166	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds . . . . .	10,276,877	8,015,582	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	10,276,877	8,015,582		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	10,276,877	8,015,582		

## 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	10,276,877
2	Enter amount from Part I, line 27a . . . . .	2	(2,261,295)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	8,015,582
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	8,015,582

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 Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a	Dell, Inc., 175,900 Common Shares	P	12/22/2008	02/23/2012
b	US Treas Bd Stripped Princal	P		
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 3,035,399		1,981,624	1,053,775
b 3,470,281		1,941,862	1,528,419
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>	2	2,582,194
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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	5,077,033	15,216,906	0.3336
2010	6,982,333	16,866,218	0.4140
2009	613,083	10,826,639	0.0566
2008	1,227,850	9,376,431	0.1310
2007	335,750	5,805,237	0.0578

2 Total of line 1, column (d)	2	0.9930
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	.1986
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,350,835
5 Multiply line 4 by line 3	5	2,651,475.83
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	32,389
7 Add lines 5 and 6	7	2,683,864.83
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	5,483,520

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

<b>1a</b>	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>b</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	<b>1</b>	32,389
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2	<b>3</b>	32,389
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	32,389
<b>6</b>	<b>Credits/Payments:</b>		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	2
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	33,475
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	33,477
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	1,088
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> 1,088 <b>Refunded</b>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>NONE</u> (2) On foundation managers. ► \$ <u>NONE</u>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>NONE</u>		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>DELAWARE, TEXAS</u>		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► MARY PRITCHARD, FAIRFAX FINANCIAL HOLDINGS LTD Telephone no. ► 416-367-4941			
Located at ► 95 WELLINGTON ST. WEST, SUITE 800, TORONTO, ONTARIO ZIP+4 ► M5J 2N7				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 ► 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.)	2b	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____		
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.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANTHONY F. GRIFFITHS 95 WELLINGTON ST WEST, TORONTO, ON	DIRECTOR 1/2 HOUR	0	0	0
ERIC P. SALSBERG 95 WELLINGTON ST WEST, TORONTO, ON	DIRECTOR 1/2 HOUR	0	0	0
RONALD SCHOKKING 95 WELLINGTON ST WEST, TORONTO, ON	TREASURER/VP 1/2 HOUR	0	0	0
V. PREM WATSA 95 WELLINGTON ST WEST, TORONTO, ON	DIRECTOR/PRES 1/2 HOURS	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		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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
<b>1</b> NONE	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> NONE	
<b>2</b>	
<b>3</b> All other program-related investments. See instructions	
<b>Total.</b> Add lines 1 through 3	<b>0</b>



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	12,158,320
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	1,395,827
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	13,554,147
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	13,554,147
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	203,312
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	13,350,835
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	667,542

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	667,542
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5 . . . . .	<b>2a</b>	32,389
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	32,389
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	635,153
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	635,153
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	635,153

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	5,483,520
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	5,483,520
<b>5</b>	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) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	5,483,520

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				635,153
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only . . . . .				
<b>b</b> Total for prior years: 20____,20____,20____				
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .	51,243			
<b>b</b> From 2008 . . . . .	760,887			
<b>c</b> From 2009 . . . . .	77,201			
<b>d</b> From 2010 . . . . .	6,142,045			
<b>e</b> From 2011 . . . . .	4,328,071			
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	11,359,447			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ 5,483,520				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2012 distributable amount . . . . .				635,153
<b>e</b> Remaining amount distributed out of corpus . . . . .	4,848,367			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	16,207,814			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	51,243			
<b>9</b> <b>Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a . . . . .	16,156,571			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008 . . . . .	760,887			
<b>b</b> Excess from 2009 . . . . .	77,201			
<b>c</b> Excess from 2010 . . . . .	6,142,045			
<b>d</b> Excess from 2011 . . . . .	4,328,071			
<b>e</b> Excess from 2012 . . . . .	4,848,367			

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

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

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

	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					0
<b>b</b> 85% of line 2a . . . . .	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	0	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0
<b>b</b> "Endowment" alternative test—enter <sup>2</sup> / <sub>3</sub> of minimum investment return shown in Part X, line 6 for each year listed . . . . .					0
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					0
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0
<b>(4)</b> Gross investment income . . . . .					0

**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).)

**N/A**

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

**N/A**

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

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

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

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

**c** Any submission deadlines:

**d** Any restrictions or limitations on awards, such as by geographical areas, chartable 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SEE ATTACHED STATMENT 5	N/A		SEE ATTACHED STATEMENT	5,483,520
<b>Total</b> . . . . .			▶ <b>3a</b>	5,483,520
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			▶ <b>3b</b>	0





**THE SIX FOUR FOUNDATION**  
**FEIN: 98-0364976**  
**FEDERAL FORM 990-PF, Part I, Line 18**  
**TAXES**  
**For the Tax Year Ended December 31, 2012**

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FEDERAL NET INVESTMENT EXCISE TAX	9,417
DELAWARE STATE TAX	<u>25</u>
	<u>9,442</u>

**THE SIX FOUR FOUNDATION**  
**FEIN: 98-0364976**  
**FEDERAL FORM 990-PF, Part I, Line 23**  
**OTHER EXPENSES**  
**For the Tax Year Ended December 31, 2012**

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BANK SERVICE CHARGES	1,953
AUDIT FEES	5,250
MISCELLANEOUS ADMINISTRATIVE	<u>371</u>
	<u><u>7,574</u></u>



**The Six Four Foundation**  
**FEIN: 98-0364976**  
**Form 990-PF/ Part II**  
**Line 10, Investments**  
**For the Tax Year ended 12/31/12**

**Line 10b - Investments - Corporate Stock**

Stock	12/31/2012 Cost	12/31/2012 FMV
Johnson & Johnson C\S	1,510,273	1,808,580
<b>Total</b>	<b>1,510,273</b>	<b>1,808,580</b>

**Line 10a - Investments - U.S. and State Government Obligations**

Bonds	12/31/2012 Book Value	12/31/2012 FMV
US Treas Bd Stripped Princ Pmt (Cusip: 912803DP5)	4,882,358	6,912,635
<b>Total</b>	<b>4,882,358</b>	<b>6,912,635</b>

**The Six Four Foundation**  
**FEIN: 98-0364976**  
**Form 990-PF/ Part VII-B**  
**For the Tax Year ended 12/31/12**

Line 1a(3) and line 1b

The foundation accepted bookkeeping services from a disqualified person at no charge.  
The act qualifies as an exception described in Reg. Sec. 53-4941(d)-3.

**The Six Four Foundation**  
**FEIN: 98-0364976**  
**Form 990-PF/ Part XV**  
**Grants and Contributions**  
**For the Tax Year ended 12/31/12**

Recipient	Status	Purpose	Amount
ABCD After Breast Cancer Diagnosis 5775 N. Glen Park Road, Suite 201 Glendale, WI 53209	Public Charity	Unrestricted Program Grant	\$100
Alliance for Drama Education 2165 10th Ave Honolulu, Hawaii 96816	Public Charity	Unrestricted Program Grant	\$5,000
Aloha Council, Boys Scouts of America 42 Puuwa Road Honolulu, HI 96817	Public Charity	Unrestricted Program Grant	\$1,000
American Enterprise Institute for Public Policy Research 1150 Seventeenth Street, N W Washington, DC 20036	Public Charity	Unrestricted Program Grant	\$5,000
American Heart Association 677 Ala Moana Blvd Suite 600 Honolulu, Hawaii 96813	Public Charity	Unrestricted Program Grant	\$250
American India Foundation 216 45th Street, 7th Floor New York, NY 10017	Public Charity	Unrestricted Program Grant	\$200,000
American Liver Foundation 39 Broadway, Suite 2700 New York, NY 10006	Public Charity	Unrestricted Program Grant	\$2,500
American Red Cross 2025 E St Washington, DC 20006	Public Charity	Unrestricted Program Grant	\$162,200
Area Agency on Aging 1-B 29100 Northwestern Hwy , Suite 400 Southfield, MI 48034	Public Charity	Unrestricted Program Grant	\$1,300
Anzohans for Children, Inc 2435 E La Jolla Drive Tempe, AZ 85282	Public Charity	Unrestricted Program Grant	\$1,500
Arkansas Children's Hospital Foundation, Inc 1 Children's Way, Slot 661 Little Rock, Arkansas 72202-3591	Public Charity	Unrestricted Program Grant	\$50,000
Arthritis Foundation, (Texas Chapter) 4300 MacArthur, Suite 245 Dallas, TX 75209	Public Charity	Unrestricted Program Grant	\$25,000
Bamey & Bamey Foundation 9171 Towne Center Drive, Suite 500 San Diego, CA 92122	Public Charity	Unrestricted Program Grant	\$2,000
Big Brothers/Big Sisters of Monmouth County 305 Bond Street Ashbury Park, NJ 07712	Public Charity	Unrestricted Program Grant	\$500
Boys & Girls Club of Faulkner County P O Box 488 Conway, AR 72033	Public Charity	Unrestricted Program Grant	\$11,000
Boys & Girls Clubs of San Francisco 55 Hawthorne Street, Suite 600 San Francisco, CA 94105	Public Charity	Unrestricted Program Grant	\$200
Brigham Young University 1450 N University Ave Provo, UT 84604	Public Charity	Unrestricted Program Grant	\$75,000
Burlington Township Food Pantry P O Box 1394 Burlington, NJ 08016	Public Charity	Unrestricted Program Grant	\$2,000

**The Six Four Foundation**  
**FEIN: 98-0364976**  
**Form 990-PF/ Part XV**  
**Grants and Contributions**  
**For the Tax Year ended 12/31/12**

Recipient	Status	Purpose	Amount
Camp Good Days 1051 Craft Road Ithaca, NY 14850	Public Charity	Unrestricted Program Grant	\$2,500
Cancer Support Community 4117 Canoas Drive Austin, TX 78730	Public Charity	Unrestricted Program Grant	\$10,000
CFTKA Insurance Summit 100 Southeast Third Avenue Ft Lauderdale, FL 33394	Public Charity	Unrestricted Program Grant	\$3,000
Children's Hospital of Orange County 455 S Main St Orange, CA 92868-3874	Public Charity	Unrestricted Program Grant	\$1,000
The Children's Hospital of Philadelphia Foundation (CHOP) Lockbox #1352 P O Box 8500 Philadelphia, PA 19178-1352	Public Charity	Unrestricted Program Grant	\$1,300
Chrystodora, Inc One East 53rd Street, 14th Floor New York, NY 10022	Public Charity	Unrestricted Program Grant	\$5,000
City Mission 20405 Schoolcraft Detroit, MI 48223	Public Charity	Unrestricted Program Grant	\$1,900
Claremont McKenna College 400 North Claremont Blvd Claremont, CA 91711-4015	Public Charity	Unrestricted Program Grant	\$25,000
Coastal Habitat for Humanity 200 Highway 71, Suite 3 Spring Lake Heights, NJ 07762	Public Charity	Unrestricted Program Grant	\$2,000
Community Action Partnership of Orange County 11870 Monarch St Garden Grove, CA 92841	Public Charity	Unrestricted Program Grant	\$2,000
Community Soup Kitchen 84 Broadway New Haven, CT 06511	Public Charity	Unrestricted Program Grant	\$2,000
Conway Alliance for the Arts, Inc 201 Donaghey Ave Conway, AR 72035	Public Charity	Unrestricted Program Grant	\$2,500
Conway County Center for Exceptional Children 10497 Coloma Rd Rancho Cordova, CA 95670	Public Charity	Unrestricted Program Grant	\$3,900
Conway County Center for Exceptional Children 109 Strait St Morrilton, AR 72110	Public Charity	Unrestricted Program Grant	\$2,000
Cordova Community Food Locker 10497 Coloma Rd Rancho Cordova, CA 95670	Public Charity	Unrestricted Program Grant	\$1,500
Covenant House 461 Eighth Ave New York, NY 10001	Public Charity	Unrestricted Program Grant	\$4,400
Dallas Zoological Society 650 South R L Thornton Freeway Dallas, TX 75203-3013	Public Charity	Unrestricted Program Grant	\$5,000
Dana Farber Cancer Institute, Inc 44 Binney Street Boston, MA 02115	Public Charity	Unrestricted Program Grant	\$1,200

**The Six Four Foundation**  
**FEIN: 98-0364976**  
**Form 990-PF/ Part XV**  
**Grants and Contributions**  
**For the Tax Year ended 12/31/12**

Recipient	Status	Purpose	Amount
Diamond Head Theatre 520 Makapuu Ave Honolulu, HI 96816	Public Charity	Unrestricted Program Grant	\$10,000
Elves & More 2200 Louetta Rd, Suite 101 Spring, TX 77388	Public Charity	Unrestricted Program Grant	\$10,000
Fallen and Wounded Soldiers Fund, Inc P O Box 33099 Bloomfield Hills, MI 48303-0003	Public Charity	Unrestricted Program Grant	\$3,300
Faulkner County Council on Aging 330 Route 66 Neptune, NJ 07753	Public Charity	Unrestricted Program Grant	\$1,600
Fibrolamellar Cancer Foundation 20 Horseneck Ln Greenwich, CT 06830	Public Charity	Unrestricted Program Grant	\$20,000
Food Bank of Monmouth and Ocean Counties 330 Route 66 Neptune, NJ 07753	Public Charity	Unrestricted Program Grant	\$3,200
Food Bank of South Jersey, Inc 1501 John Tipton Blvd Pennsauken, NJ 08110	Public Charity	Unrestricted Program Grant	\$2,000
Forgotten Harvest 21800 Greenfield Rd Oak Park, MI 48237	Public Charity	Unrestricted Program Grant	\$2,000
FYIMS P O Box 70575 Houston, TX 77270	Public Charity	Unrestricted Program Grant	\$1,700
Grace Lutheran Church 2201 Benita Dr Rahmco Cordova, CA 95670	Public Charity	Unrestricted Program Grant	\$2,000
Greater Chicago Food Depository 4100 West Ann Lane Place Chicago, IL 60632	Public Charity	Unrestricted Program Grant	\$1,300
Growing Stage Theatre for Yound Audiences, Inc P O Box 36 Netcong, NJ 07857	Public Charity	Unrestricted Program Grant	\$3,600
Habitat for Humanity 111 John Street, 23rd Floor New York, NY 10038	Public Charity	Unrestricted Program Grant	\$1,600
Halter, Inc 20722 Longe Creek Court Katy, TX 77449	Public Charity	Unrestricted Program Grant	\$25,000
Harvest Time International, Inc 225 N Kennel Road Sanford, FL 32771	Public Charity	Unrestricted Program Grant	\$2,000
Hawaii Food Bank, Inc 2611 Kilihau St Honolulu, HI 96819	Public Charity	Unrestricted Program Grant	\$5,900
Hawaiian Humane Society 2700 Wai'alae Ave Honolulu, HI 96826	Public Charity	Unrestricted Program Grant	\$11,200
Hawaii Meals on Wheels, Inc P O Box 61194 Honolulu, HI 96839-1194	Public Charity	Unrestricted Program Grant	\$7,200

**The Six Four Foundation**  
**FEIN: 98-0364976**  
**Form 990-PF/ Part XV**  
**Grants and Contributions**  
**For the Tax Year ended 12/31/12**

Recipient	Status	Purpose	Amount
Hawaii Youth Symphony Association 1110 University Ave , Suite 200 Honolulu, HI 96822	Public Charity	Unrestricted Program Grant	\$10,000
HIS, The Institute for Human Services 546 Kaaahi St Honolulu, HI 96817	Public Charity	Unrestricted Program Grant	\$2,000
Home of Innocents 1100 East Market Street Louisville, KY 40206	Public Charity	Unrestricted Program Grant	\$2,000
Hospice Hawaii 860 Iwilei Rd Honolulu, HI 96817	Public Charity	Unrestricted Program Grant	\$5,000
Hospice of the Valley 1510 E Flower Street Phoenix, AZ 85014	Public Charity	Unrestricted Program Grant	\$200
House of Amos, Inc 8030 Boone Rd Houston, TX 77072	Public Charity	Unrestricted Program Grant	\$11,300
Houston Assembly of Delphian Chapters 2825 Wilcrest, Suite 525 Houston, TX 77042	Public Charity	Unrestricted Program Grant	\$400
Human Race 2012 1039-A N McDowell Blvd Petatuma, CA 94954	Public Charity	Unrestricted Program Grant	\$1,000
Humane Society of Faulkner County P O Box 1055 Conway, AR 72033	Public Charity	Unrestricted Program Grant	\$4,000
Hunger Task Force of Milwaukee, Inc 201 Hawley Court Milwaukee, WI 53214	Public Charity	Unrestricted Program Grant	\$2,000
Insurance Council of Texas Education Foundation P O Box 15 Austin, TX 78767-0015	Public Charity	Unrestricted Program Grant	\$5,000
Insurance Industry Charitable Foundation 4064 N Lincoln Ave , Suite 507 Chicago, IL 60618	Public Charity	Unrestricted Program Grant	\$3,000
Island Harvest 199 Second Street Mineola, NY 11501	Public Charity	Unrestricted Program Grant	\$1,600
Jon Bon Jovi Soul Foundation 1635 Market Street, 17th Floor Philadelphia, PA 19103	Public Charity	Unrestricted Program Grant	\$1,200
Juvenile Diabetes Research Foundation - Hawaii 1019 Waimanu St , Suite 214 Honolulu, HI 96814-3409	Public Charity	Unrestricted Program Grant	\$5,000
Kent Association of Riding Therapy P O Box 126 Worton, MD 21678	Public Charity	Unrestricted Program Grant	\$800
Life Navigators, Inc 7203 West Center Street Wauwatosa, WI 53210	Public Charity	Unrestricted Program Grant	\$100
Literacy Volunteers of Morris County 10 Pine St Morristown, NJ 07960	Public Charity	Unrestricted Program Grant	\$5,400

**The Six Four Foundation**  
**FEIN: 98-0364976**  
**Form 990-PF/ Part XV**  
**Grants and Contributions**  
**For the Tax Year ended 12/31/12**

Recipient	Status	Purpose	Amount
Los Angeles Regional Food Bank 1734 East 41st Street Los Angeles, CA 90058	Public Charity	Unrestricted Program Grant	\$2,000
Lutheran World Relief P O Box 17061 Baltimore, MD 21298-9832	Public Charity	Unrestricted Program Grant	\$1,500
Make a Wish Foundation Hawaii, Inc P O Box 1877 Honolulu, HI 96805	Public Charity	Unrestricted Program Grant	\$5,000
Make a Wish Foundation of Michigan 2300 Genoa Business Park Dr , Suite 290 Brighton, MI 48114	Public Charity	Unrestricted Program Grant	\$2,300
Make Some Noise Cure Kids Cancer Foundation, Inc P O Box 9210 Morristown, NJ 07963-9210	Public Charity	Unrestricted Program Grant	\$10,000
Mental Health Assn of Morns County 100 Rt 46 East, Bldg C Mountain Lakes, NJ 07046	Public Charity	Unrestricted Program Grant	\$8,200
Monmouth County Society for the Prevention of Cruelty to Animals 260 Wall Street Eatontown, NJ 07724	Public Charity	Unrestricted Program Grant	\$900
Muscular Dystrophy Association 3300 E Sunnise Drive Tucson, AZ 85718	Public Charity	Unrestricted Program Grant	\$1,000
New York Cares 65 Broadway, 19th Floor New York, NY 10006	Public Charity	Unrestricted Program Grant	\$25,000
North Fulton Community Chanties 11270 Elkins Rd Roswell, GA 30076	Public Charity	Unrestricted Program Grant	\$2,000
North Texas Food Bank 4500 S Cockrell Hill Rd Dallas, TX 75236	Public Charity	Unrestricted Program Grant	\$3,500
Orange County Foundation for Oncology, Children & Family P O Box 6023 Orange, CA 92863	Public Charity	Unrestricted Program Grant	\$1,000
P A R K 6915 Geyer Sprngs Rd Little Rock, Arkansas 72209	Public Charity	Unrestricted Program Grant	\$50,000
Parker Task Force 20118 East Main St Parker, CO 80138	Public Charity	Unrestricted Program Grant	\$2,000
PAWS Chicago 1997 N Clybourn Ave Chicago, IL 60614	Public Charity	Unrestricted Program Grant	\$1,100
Paws with a Cause 4646 South Division Wayland, MI 49348	Public Charity	Unrestricted Program Grant	\$1,800
Pediatncs Plus Community Connections 2740 College Ave Conway, AR 72034	Public Charity	Unrestricted Program Grant	\$1,000
Ronald McDonald House 4707 Bengal St Dallas, Tx 75235	Public Charity	Unrestricted Program Grant	\$1,500

**The Six Four Foundation**  
**FEIN: 98-0364976**  
**Form 990-PF/ Part XV**  
**Grants and Contributions**  
**For the Tax Year ended 12/31/12**

Recipient	Status	Purpose	Amount
Ronald McDonald House Chanties of Hawaii, Inc 1970 Judd Hillside Road Honolulu, Hawaii 96822	Public Charity	Unrestricted Program Grant	\$1,100
Ronald McDonald House Eastern Wisconsin 8948 Watertown Plank Road Milwaukee, WI 53226	Public Charity	Unrestricted Program Grant	\$600
Ronald McDonald House of Long Branch, Inc 131 Bath Ave Long Branch, NJ 07740	Public Charity	Unrestricted Program Grant	\$700
San Francisco Food Bank 900 Pennsylvania Ave San Francisco, CA 94107	Public Charity	Unrestricted Program Grant	\$2,000
Silver Bay YMCA 87 Silver Bay Rd Silver Bay, NY 12874	Public Charity	Unrestricted Program Grant	\$50,000
Soroptimist International of Calistoga 1709 Spruce Street Philadelphia, PA 19103-6103	Public Charity	Unrestricted Program Grant	\$2,000
Spaulding for Children 8582 Katy Freeway, Suite 100 Houston, TX 77027-3832	Public Charity	Unrestricted Program Grant	\$27,300
St Hubert's Giralda, Inc P O Box 159 Madison, NJ 07940	Public Charity	Unrestricted Program Grant	\$11,500
St John's University/SRM 355 Lexington Ave , Suite 1001 New York, NY 10017	Public Charity	Unrestricted Program Grant	\$60,000
Sunshine Acres Children's Home 2405 N Higley Road Mesa, AZ 85215	Public Charity	Unrestricted Program Grant	\$200
Susan G Komen Arkansas Race for the Cure 904 Autumn Rd , Suite 500 Little Rock, AR 72211	Public Charity	Unrestricted Program Grant	\$2,470
Texas Scottish Rite Hospital for Children 2222 Welborn St Dallas, TX 75219	Public Charity	Unrestricted Program Grant	\$1,800
The Atlanta Community Food Bank 732 Joseph E Lowery Blvd NW Atlanta, GA 30318	Public Charity	Unrestricted Program Grant	\$1,100
The Breast Cancer Research Foundation 60 East 56th Street, 8th Floor New York, NY 10022	Public Charity	Unrestricted Program Grant	\$3,800
The Children's Institute of New Jersey 1 Sunset Ave Verona, NJ 07044	Public Charity	Unrestricted Program Grant	\$200
The Dakshana Foundation 1220 Roosevelt, Suite 200 Irvine, CA 96620	Public Charity	Unrestricted Program Grant	\$1,000,000
The Food Bank for Westchester, Inc 200 Clearbrook Rd Elmsford, NY 10523	Public Charity	Unrestricted Program Grant	\$2,000
The Horatio Alger Association 99 Canal Center Plaza, Suite 320 Alexandria, VA 22314	Public Charity	Unrestricted Program Grant	\$475,900



**The Six Four Foundation**  
**FEIN: 98-0364976**  
**Form 990-PF/ Part XV**  
**Grants and Contributions**  
**For the Tax Year ended 12/31/12**

Recipient	Status	Purpose	Amount
The Hospital for Sick Children Foundation 525 University Ave , 14th Floor Toronto, Ontario M5G 2L3	Public Chanty	Unrestricted Program Grant	\$2,000,000
The Jordan Matthew Porco Memorial Foundation 78 Bear Swamp Rd Andover, CT 06232	Public Chanty	Unrestricted Program Grant	\$5,000
The Neighborhood House 12 Flagler St Morristown, NJ 07960	Public Chanty	Unrestricted Program Grant	\$5,600
University of Central Arkansas Foundation, Inc 201 Donaghey Ave Conway, AR 72035	Public Chanty	Unrestricted Program Grant	\$51,000
University of Hawaii Foundation 2425 Campus Rd Honolulu, HI 96822	Public Chanty	Unrestricted Program Grant	\$61,500
University of Waterloo 200 University Avenue West Waterloo, Ontario N2L 3G1	Public Chanty	Unrestricted Program Grant	\$200,000
University of Western Ontario Foundation 471 North Broadway, #156 Jerico, NY 11753	Public Chanty	Unrestricted Program Grant	\$600,000
Virginia Cancer Patient Fund P O Box 2921 Mechanicsville, VA 23116	Public Chanty	Unrestricted Program Grant	\$1,000
Wampus Cat Booster Club, Inc 2300 Pnnce Conway, AR 72033	Public Chanty	Unrestricted Program Grant	\$100
William Byrd Community House 224 South Cherry St Richmond, VA 23220	Public Chanty	Unrestricted Program Grant	\$2,000
Wyoming United Methodist Church 5459 E Viking Blvd Wyoming, MN 55092	Public Chanty	Unrestricted Program Grant	\$500
<b>Total</b>			<b>\$5,483,520</b>