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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 04-01-2012 , and ending 03-31-2013

Name of foundation ST GILES FOUNDATION		A Employer identification number 11-1630806			
Number and street (or P O box number if mail is not delivered to street address) 880 THIRD AVENUE NO 1211		B Telephone number (see instructions) (212) 338-9001			
City or town, state, and ZIP code NEW YORK, NY 10022		C If exemption application is pending, check here <input checked="" 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 checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" 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 checked="" type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 25,316,463		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
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)	47,204			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	149	149		
	4 Dividends and interest from securities.	652,997	652,997		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,220,637			
	b Gross sales price for all assets on line 6a 10,364,837				
	7 Capital gain net income (from Part IV, line 2)		1,220,637		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	5,194	5,194			
12 Total. Add lines 1 through 11	1,926,181	1,878,977			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	45,000	15,000	30,000	
	14 Other employee salaries and wages	35,730	11,910	23,820	
	15 Pension plans, employee benefits	32,992	10,997	21,995	
	16a Legal fees (attach schedule)	20,000	6,667	13,333	
	b Accounting fees (attach schedule)	23,000	7,667	15,333	
	c Other professional fees (attach schedule)	119,940	119,940	0	
	17 Interest	25,418	25,418	0	
	18 Taxes (attach schedule) (see instructions)	4,788	1,596	3,192	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	30,800	10,267	20,533	
	21 Travel, conferences, and meetings	8,894	0	8,994	
	22 Printing and publications				
	23 Other expenses (attach schedule)	33,305	17,511	15,784	
	24 Total operating and administrative expenses.				
Add lines 13 through 23	379,867	226,973	152,984		
25 Contributions, gifts, grants paid.	930,000		930,000		
26 Total expenses and disbursements. Add lines 24 and 25	1,309,867	226,973	1,082,984		
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	616,314				
b Net investment income (if negative, enter -0-)		1,652,004			
c Adjusted net income (if negative, enter -0-)					

	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	61,237	124,888	124,888	
	2 Savings and temporary cash investments	834,076	1,214,088	1,214,088	
	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 page 15 of the 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	14,369	14,910	14,910	
	10a Investments—U S and state government obligations (attach schedule)	1,797,787	1,897,329	1,925,431	
	b Investments—corporate stock (attach schedule)	11,496,063	12,297,221	16,170,224	
	c Investments—corporate bonds (attach schedule)	6,192,262	5,400,067	5,763,265	
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	97,341	103,657	103,657		
14 Land, buildings, and equipment basis ►	21,667				
Less accumulated depreciation (attach schedule) ►	21,667				
15 Other assets (describe ►)	3,000	0	0		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	20,496,135	21,052,160	25,316,463		
Liabilities	17 Accounts payable and accrued expenses	442,526	368,331		
	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 ►)	571,155	710,758		
	23 Total liabilities (add lines 17 through 22)	1,013,681	1,079,089		
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	19,482,454	19,973,071		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see page 17 of the instructions)	19,482,454	19,973,071		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	20,496,135	21,052,160			
Net Assets or Fund Balances					

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	19,482,454
2	Enter amount from Part I, line 27a	2	616,314
3	Other increases not included in line 2 (itemize) ►	3	34,088
4	Add lines 1, 2, and 3	4	20,132,856
5	Decreases not included in line 2 (itemize) ►	5	159,785
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,973,071

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a	JP MORGAN ACCT #5001 (SCHEDULE ATTACHED)		2012-07-01	2013-03-31
b	JP MORGAN ACCT #5001 (SCHEDULE ATTACHED)	P	2011-07-01	2013-03-31
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	1,072,487		916,083	156,404
b	9,292,350		8,228,117	1,064,233
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				156,404
b				1,064,233
c				
d				
e				
2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,220,637
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

 Yes No

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

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 page 18 of 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	784,153	0	0 000000
2010	1,541,128	0	0 000000
2009	0	20,967,553	0 000000
2008	770,167	18,839,847	0 040880
2007	1,039,118	21,810,273	0 047644
2			2 0 088524
3			3 0 017705
4			4 23,770,682
5			5 420,860
6			6 16,520
7			7 437,380
8			8 1,082,984

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1		1	16,520
Date of ruling or determination letter _____	(attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2.		3	16,520
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	16,520
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,120	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.	7	13,120	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	43	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,443	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<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>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
(1)	On the foundation <input checked="" type="checkbox"/> \$ _____ 0	(2)	On foundation managers <input checked="" type="checkbox"/> \$ _____ 0	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		Yes	
	● 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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input checked="" type="checkbox"/> NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► WWW STGILESFOUNDATION.ORG

14	The books are in care of ► <u>ST GILES FOUNDATION</u>	Telephone no ► <u>(212) 338-9001</u>
	Located at ► <u>275 MADISON AVENUE SUITE 1300 NEW YORK NY</u>	ZIP +4 ► <u>10016</u>

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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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
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1b	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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►		
1c	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?		No
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)		
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			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		No
4b	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?		No

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/>		5b
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
<p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b

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)

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				

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
FIELD POINT PRIVATE BANK	INVESTMENT ADVISORY	119,941
400 PARK AVENUE		
NEW YORK, NY 10022		

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	<hr/> <hr/>	
2	<hr/> <hr/>	
3	<hr/> <hr/>	
4	<hr/> <hr/>	

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		
2		
All other program-related investments See page 24 of the 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	23,619,796
b	Average of monthly cash balances.	1b	1,117,145
c	Fair market value of all other assets (see instructions).	1c	116,638
d	Total (add lines 1a, b, and c).	1d	24,853,579
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	24,853,579
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) <input checked="" type="checkbox"/>	4	1,082,897
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,770,682
6	Minimum investment return. Enter 5% of line 5.	6	1,188,534

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	1,188,534
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	16,520
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	16,520
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,172,014
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,172,014
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,172,014

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	1,082,984
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	1,082,984
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	16,520
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).	6	1,066,464
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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				1,172,014
2 Undistributed income, if any, as of the end of 2012			0	
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 1,082,984			0	
a Applied to 2011, but not more than line 2a				
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.				1,082,984
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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				89,030
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)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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

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

1 Information Regarding Foundation Managers

2. 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))
- 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

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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	930,000
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments				14	149	
4 Dividends and interest from securities.				14	652,997	
5 Net rental income or (loss) from real estate						
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property						
7 Other investment income.						
8 Gain or (loss) from sales of assets other than inventory				18	1,220,637	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
11 Other revenue a <u>MISCELLANEOUS INCOME</u>						5,194
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e).		0		1,873,783	5,194	
13 Total. Add line 12, columns (b), (d), and (e).						1,878,977
(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)
3	N/A
4	N/A
8	N/A
11	N/A

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD T ARKWRIGHT 275 MADISON AVE SUITE 1300 NEW YORK, NY 10016	PRESIDENT 20 00	9,000	0	0
HENRY A BRAUN 24 SPINNAKER LANE EAST PATCHOGUE, NY 11772	TREASURER 1 00	9,000	0	0
ROBERT B MACKAY 161 MAIN STREET COLD SPRING HARBOR, NY 11724	VICE PRESIDENT 1 00	9,000	0	0
JAMES HAMERSCHLAG 388 GREENWICH ST NEW YORK, NY 10013	SECRETARY 1 00	9,000	0	0
JILL ANN ARKWRIGHT 275 MADISON AVE SUITE 1300 NEW YORK, NY 10016	TRUSTEE 1 00	9,000	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HOSPITAL FOR SPECIAL SURGERY 535 EAST 70TH ST NEW YORK, NY 10021			ST GILES EDUCATION CONFERENCE CENTER TO HELP FACILITATE THE EDUCATIONAL OPPORTUNITIES AND PROVIDE A NEW CHILDREN'S PAVILION TO THE HOSPITAL	375,000
ST HILDA'S & ST HUGH'S SCHOOL 619 WEST 114TH ST NEW YORK, NY 10025			ASSISTANCE SCHOLARSHIP PROGRAM TO AID DISABLED AND FINANCIALLY NEEDY STUDENTS	25,000
CUMBERLAND COLLEGE 619 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769			SCHOLARSHIP AWARD TO PROVIDE FINANCIAL ASSISTANCE FOR DISABLED OR OTHER STUDENTS	25,000
PEDIATRIC ORTHOPAEDIC SOCIETY OF NORTH AMERICA 6300 N RIVER ROAD STE 727 ROSEMONT, IL 60018			ARTHUR H MEMORIAL AWARD FOR MEDICAL RESEARCH	30,000
PEDIATRIC ORTHOPAEDIC SOCIETY OF NORTH AMERICA 619 COLLEGE STATION DRIVE ROSEMONT, IL 60018			ST GILES YOUNG INVESTIGATOR AWARD FOR MEDICAL RESEARCH	10,000
THE ROCKEFELLER UNIVERSITY 1230 YORK AVENUE NEW YORK, NY 10021			SUPPORT OF DR JEAN-LAURENT CASANOVA'S LABORATORY INVOLVING THE INVESTIGATION IN IMMUNOLOGY AND PEDIATRIC INFECTIOUS DISEASE	375,000
VZV-NATIONAL SHINGLES FOUNDATION 603 WEST 115TH STREET NEW YORK, NY 10025			MEDICAL RESEARCH TO SUPPORT THE GOAL TO PREVENT, TREAT, CURE AND ERADICATE CHICKENPOX AND SHINGLES IN CHILDREN	90,000
Total			► 3a	930,000

TY 2012 Accounting Fees Schedule

Name: ST GILES FOUNDATION

EIN: 11-1630806

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	23,000	7,667		15,333

TY 2012 Cash Deemed Charitable Explanation Statement

Name: ST GILES FOUNDATION

EIN: 11-1630806

Explanation: CASH DEEMED HELD FOR CHARITABLE ACTIVITIES GIFTS AND
GRANTS \$ 930,000 GENERAL & ADMINISTRATIVE EXPENSES
152,894 _____ TOTAL CASH DEEMED HELD FOR CHARITABLE
ACTIVITIES \$1,082,894

TY 2012 Investments Corporate Bonds Schedule

Name: ST GILES FOUNDATION

EIN: 11-1630806

Name of Bond	End of Year Book Value	End of Year Fair Market Value
	5,400,067	5,763,265

TY 2012 Investments Corporate Stock Schedule

Name: ST GILES FOUNDATION

EIN: 11-1630806

Name of Stock	End of Year Book Value	End of Year Fair Market Value
	12,297,221	16,170,224

TY 2012 Investments Government Obligations Schedule

Name: ST GILES FOUNDATION

EIN: 11-1630806

US Government Securities - End of

Year Book Value: 1,897,329

US Government Securities - End of

Year Fair Market Value: 1,925,431

State & Local Government

Securities - End of Year Book

Value: 0

State & Local Government

Securities - End of Year Fair

Market Value: 0

TY 2012 Investments - Other Schedule

Name: ST GILES FOUNDATION**EIN:** 11-1630806

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ACCRUED INTEREST RECEIVABLE	AT COST	103,657	103,657

TY 2012 Land, Etc. Schedule**Name:** ST GILES FOUNDATION**EIN:** 11-1630806

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE & FIXTURES	21,667	21,667	0	

TY 2012 Legal Fees Schedule

Name: ST GILES FOUNDATION

EIN: 11-1630806

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	20,000	6,667		13,333

TY 2012 Other Decreases Schedule

Name: ST GILES FOUNDATION**EIN:** 11-1630806

Description	Amount
FEDERAL EXCISE TAXES	20,182
CHANGE IN PROVISION FOR DISTRIBUTABLE INCOME	139,603

TY 2012 Other Expenses Schedule

Name: ST GILES FOUNDATION

EIN: 11-1630806

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & SUBSCRIPTIONS	5,881	1,960		3,921
INSURANCE	8,314	2,771		5,543
OFFICE	2,469	823		1,646
TELEPHONE	2,200	733		1,467
BANK CHARGES	350	117		223
COMPUTER EXPENSES	4,476	1,492		2,984
CUSTODIAL FEES	9,615	9,615		0

TY 2012 Other Income Schedule

Name: ST GILES FOUNDATION**EIN:** 11-1630806

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	5,194	5,194	5,194

TY 2012 Other Increases Schedule

Name: ST GILES FOUNDATION

EIN: 11-1630806

Description	Amount
NET PRIOR PERIOD ADJUSTMENT	34,088

TY 2012 Other Liabilities Schedule

Name: ST GILES FOUNDATION

EIN: 11-1630806

Description	Beginning of Year - Book Value	End of Year - Book Value
PROVISION FOR INCOME DISTRIBUTABLE	571,155	710,758

TY 2012 Other Professional Fees Schedule

Name: ST GILES FOUNDATION**EIN:** 11-1630806

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	119,940	119,940		0

TY 2012 Taxes Schedule

Name: ST GILES FOUNDATION**EIN:** 11-1630806

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER TAXES	4,788	1,596		3,192