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

2012

Department of the Treasury
Internal Revenue Service

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

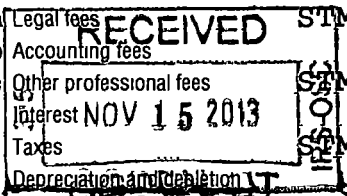
Open to public inspection

For calendar year 2012 or tax year beginning **APR 1, 2012**, and ending **MAR 31, 2013**

Name of foundation THE DALESSANDRO FOUNDATION #1019538		A Employer identification number 27-0210702
Number and street (or P.O. box number if mail is not delivered to street address) HEMENWAY & BARNES PO BOX 961209		B Telephone number (617) 227-7940
City or town, state, and ZIP code BOSTON, MA 02196-1209		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) ▶ \$ 9,166,481. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,937.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	113.	113.		STATEMENT 2
	4 Dividends and interest from securities	227,313.	219,894.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<14,968.>			STATEMENT 1
	b Gross sales price for all assets on line 6a	702,583.			
	7 Capital gain net income (from Part IV, line 2)		39,010.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	2,567.	6,649.		STATEMENT 4	
12 Total. Add lines 1 through 11	216,962.	265,666.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	35,149.	35,149.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	6,698.	500.		6,198.
	b Accounting fees				
	c Other professional fees	77,105.	77,105.		0.
	17 Interest	9,851.	4,411.		0.
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	229.	229.		0.
	22 Printing and publications				
23 Other expenses	282.	30,699.		250.	
24 Total operating and administrative expenses. Add lines 13 through 23	129,314.	148,093.		6,448.	
25 Contributions, gifts, grants paid	437,500.			437,500.	
26 Total expenses and disbursements. Add lines 24 and 25	566,814.	148,093.		443,948.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<349,852.>				
b Net investment income (if negative, enter -0-)		117,573.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing		3,660.	77.	77.	
	2 Savings and temporary cash investments		623,904.	112,381.	112,381.	
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 10		8,596,383.	8,754,926.	9,054,023.	
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			9,223,947.	8,867,384.	9,166,481.	
17 Accounts payable and accrued expenses						
18 Grants payable						
19 Deferred revenue						
20 Loans from officers, directors, trustees, and other disqualified persons						
21 Mortgages and other notes payable						
22 Other liabilities (describe ▶)						
23 Total liabilities (add lines 17 through 22)		0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds		343,907.	337,196.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds		8,880,040.	8,530,188.			
30 Total net assets or fund balances		9,223,947.	8,867,384.			
31 Total liabilities and net assets/fund balances		9,223,947.	8,867,384.			

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	9,223,947.
2 Enter amount from Part I, line 27a	2	<349,852.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,874,095.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	6,711.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,867,384.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	SEE ATTACHED STATEMENTS		
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	702,583.	657,082.	39,010.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			39,010.

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	39,010.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	104,477.	8,845,485.	.011811
2010	36,653.	2,520,987.	.014539
2009	0.	219,477.	.000000
2008			
2007			

2 Total of line 1, column (d)	2	.026350
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	.008783
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,821,816.
5 Multiply line 4 by line 3	5	77,482.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,176.
7 Add lines 5 and 6	7	78,658.
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	443,948.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,176.
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	1,176.
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	1,176.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,440.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	6,440.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,264.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 1,200. Refunded <input checked="" type="checkbox"/>	11	4,064.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of HEMENWAY & BARNES LLP Telephone no. (617) 227-7940 Located at 60 STATE STREET, BOSTON, MA ZIP+4 02109-1899
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country 16 Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
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? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A 1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870. 6b X

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
 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.

(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
ARTHUR B PAGE	TRUSTEE			
HEMENWAY & BARNES, PO BOX 961209	1.30	9,609.	0.	0.
BOSTON, MA 021961209				
TIMOTHY C WITHERS	TRUSTEE			
200 CANAL STREET	1.30	15,931.	0.	0.
MARSHFIELD, MA 02050				
ROBERT MCCANN	TRUSTEE			
82 PROSPECT STREET	1.30	0.	0.	0.
MADISON, NJ 07940				
WALTER D O'HEARN JR	TRUSTEE			
242 HERRICK ROAD	1.30	9,609.	0.	0.
SOUTHAMPTON, NY 11968				

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
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	8,312,564.
b	Average of monthly cash balances	1b	643,594.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,956,158.
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	8,956,158.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	134,342.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,821,816.
6	Minimum investment return. Enter 5% of line 5	6	441,091.

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	441,091.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,176.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,176.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	439,915.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	439,915.
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	439,915.

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	443,948.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	443,948.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,176.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	442,772.

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				439,915.
2 Undistributed income, if any, as of the end of 2012			434,461.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 443,948.			434,461.	
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.			9,487.
d Applied to 2012 distributable amount	0.			
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2012 (if an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				430,428.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	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) 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

NONE

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>CORNELL UNIVERSITY F/B/O WEILL CORNELL MEDICAL COLLEGE 1300 YORK AVENUE NEW YORK, NY 10065</p>	N/A	PUBLIC CHARITY	GENERAL PURPOSE	35,000.
<p>GEORGIAN COURT UNIVERSITY 900 LAKEWOOD AVENUE LAKEWOOD TOWNSHIP, NJ 08701</p>	N/A	PUBLIC CHARITY	GENERAL PURPOSE	40,000.
<p>OUR LADY OF THE HAMPTONS SCHOOL 160 NORTH MAIN STREET SOUTHAMPTON, NY 11968</p>	N/A	PUBLIC CHARITY	GENERAL PURPOSE	75,000.
<p>QUEEN OF PEACE RESIDENCE 11030 221ST STREET QUEENS VILLAGE, NY 11429</p>	N/A	PUBLIC CHARITY	GENERAL PURPOSE	15,000.
<p>SOUTHAMPTON ANIMAL SHELTER FOUNDATION INC 102 OLD RIVERHEAD ROAD HAMPTON BAYS, NY 11946</p>	N/A	PUBLIC CHARITY	GENERAL PURPOSE	10,000.
<p>Total SEE CONTINUATION SHEET(S) ▶ 3a</p>				437,500.
<p>b <i>Approved for future payment</i></p>				
<p>NONE</p>				
<p>Total ▶ 3b</p>				0.

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

Table with 3 columns: Question, Yes, No. Contains questions 1a through 1c regarding transfers and transactions with noncharitable exempt organizations.

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

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

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

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

Paid Preparer Use Only Form section containing fields for preparer name (CRAIG D. DICKOPF), signature, date (11/13/13), firm name (HEMENWAY & BARNES LLP), firm address (60 STATE STREET BOSTON, MA 02109-1899), firm's EIN (04-1433295), and phone number ((617) 227-7940).

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [] No

THE DALESSANDRO FOUNDATION #1019538

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 3225 SHS NYSE EURONEXT		05/08/09	05/03/12
b 99000 UNITS FHLMC 5.125% 7/15/12		09/20/06	07/15/12
c NUVEEN ENERGY MLP TOTAL RETURN (CASH IN LIEU)		03/05/12	08/28/12
d 1500 SHS NYSE EURONEXT		05/08/09	01/03/13
e 98000 UNITS BANK OF AMERICA CORP 4.875% 1/15/13		09/20/06	01/15/13
f 300 SHS ISHARES TRUST RUSSELL 2000 VALUE INDEX FD		05/13/11	02/20/13
g 200 SHS ISHARES TRUST RUSSELL 2000 GROWTH INDEX F		05/13/11	02/20/13
h 1346.801 SHS RIDGEWORTH SMALL CAP VALUE EQUITY FD		05/13/11	02/20/13
i 135 SHS CUMMINS INC		10/11/12	02/12/13
j 25 SHS CUMMINS INC		10/12/12	02/12/13
k 175 SHS INGERSOLL RAND PLC		02/14/11	05/09/12
l 190 SHS UNION PACIFIC CORP		02/14/11	06/19/12
m 10 SHS BAXTER INTL INC		02/11/11	07/20/12
n 90 SHS BAXTER INTL INC		02/11/11	07/23/12
o 310 SHS BAXTER INTL INC		02/11/11	08/30/12

(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 81,856.		77,789.	4,067.
b 99,000.		100,478.	<1,478.>
c 12.		12.	0.
d 48,303.		34,954.	13,349.
e 98,000.		97,275.	725.
f 24,417.		22,229.	2,188.
g 20,672.		19,126.	1,546.
h 20,000.		19,502.	498.
i 16,072.		11,785.	4,287.
j 2,976.		2,174.	802.
k 7,616.		8,307.	<691.>
l 22,602.		18,749.	3,853.
m 561.		513.	48.
n 4,974.		4,621.	353.
o 18,057.		15,918.	2,139.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,067.
b			<1,478.>
c			0.
d			13,349.
e			725.
f			2,188.
g			1,546.
h			498.
i			4,287.
j			802.
k			<691.>
l			3,853.
m			48.
n			353.
o			2,139.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

THE DALESSANDRO FOUNDATION #1019538

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 500 SHS XYLEM INC		03/01/11	10/11/12
b 70 SHS XYLEM INC		03/15/11	10/11/12
c 10 SHS XYLEM INC		03/15/11	10/12/12
d 75 SHS XYLEM INC		08/17/11	10/12/12
e 140 SHS WALT DISNEY CO		02/14/11	11/27/12
f 860 SHS EATON CORP		02/14/11	11/30/12
g 75 SHS EATON CORP		09/22/11	11/30/12
h 120 SHS BABCOCK & WILCOX CO		07/07/11	12/20/12
i 480 SHS MACYS INC		02/11/11	12/20/12
j 195 SHS MACYS INC		02/11/11	12/27/12
k 215 SHS ACCENTURE PLC		02/11/11	01/03/13
l 285 SHS CAMERON INTERNATIONAL CORP		02/28/11	01/03/13
m 95 SHS MONSANTO CO NEW		02/14/11	01/03/13
n 190 SHS WABCO HOLDINGS INC		02/17/11	01/03/13
o 600 SHS BABCOCK & WILCOX CO		07/07/11	02/12/13

(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 12,174.		16,431.	<4,257.>
b 1,704.		2,233.	<529.>
c 247.		319.	<72.>
d 1,852.		2,001.	<149.>
e 6,818.		6,048.	770.
f 44,639.		48,202.	<3,563.>
g 3,893.		2,640.	1,253.
h 3,104.		3,281.	<177.>
i 18,125.		11,731.	6,394.
j 7,120.		4,766.	2,354.
k 14,868.		11,321.	3,547.
l 16,731.		16,725.	6.
m 9,122.		7,126.	1,996.
n 12,446.		11,986.	460.
o 15,696.		16,406.	<710.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			<4,257.>
b			<529.>
c			<72.>
d			<149.>
e			770.
f			<3,563.>
g			1,253.
h			<177.>
i			6,394.
j			2,354.
k			3,547.
l			6.
m			1,996.
n			460.
o			<710.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

THE DALESSANDRO FOUNDATION #1019538

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 140 SHS BABCOCK & WILCOX CO		07/07/11	02/13/13
b 60 SHS BABCOCK & WILCOX CO		07/08/11	02/13/13
c 125 SHS BABCOCK & WILCOX CO		07/11/11	02/13/13
d 210 SHS BABCOCK & WILCOX CO		07/12/11	02/13/13
e 70 SHS BABCOCK & WILCOX CO		07/19/11	02/13/13
f 85 SHS BABCOCK & WILCOX CO		07/18/11	02/14/13
g 45 SHS BABCOCK & WILCOX CO		07/19/11	02/14/13
h 70 SHS BABCOCK & WILCOX CO		08/05/11	02/14/13
i 110 SHS KOMATSU LTD SPONSORED ADR NEW		02/14/11	03/06/13
j 150 SHS KOMATSU LTD SPONSORED ADR NEW		02/15/11	03/07/13
k 1090 SHS KOMATSU LTD SPONSORED ADR NEW		02/14/11	03/07/13
l FROM K-1 NUVEEN DIVERSIFIED COMMODITY FUND			
m SECTION 1256 PASS-THROUGH FROM K-1 NUVEEN DIVERSI			
n SECTION 1256 PASS-THROUGH FROM K-1 NUVEEN DIVERSI			
o FROM K-1 ISHARES S&P GSCI COMMODITY-INDEXED TRUST			

(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 3,667.		3,828.	<161.>
b 1,571.		1,637.	<66.>
c 3,274.		3,355.	<81.>
d 5,500.		5,618.	<118.>
e 1,833.		1,746.	87.
f 2,232.		2,105.	127.
g 1,182.		1,123.	59.
h 1,838.		1,586.	252.
i 2,668.		3,371.	<703.>
j 3,535.		4,667.	<1,132.>
k 25,688.		33,398.	<7,710.>
l			<261.>
m			492.
n			738.
o			<45.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			<161.>
b			<66.>
c			<81.>
d			<118.>
e			87.
f			127.
g			59.
h			252.
i			<703.>
j			<1,132.>
k			<7,710.>
l			<261.>
m			492.
n			738.
o			<45.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

THE DALESSANDRO FOUNDATION #1019538

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a FROM K-1 ABBEY CAPITAL MULTI-MANAGER FUND LTD			
b FROM K-1 ABBEY CAPITAL MULTI-MANAGER FUND LTD			
c FROM K-1 HATTERAS CORE ALTERNATIVES FUND LP			
d FROM K-1 HATTERAS CORE ALTERNATIVES FUND LP			
e SECTION 1231 FROM K-1 HATTERAS CORE ALTERNATIVES			
f SECTION 1256 PASS-THROUGH FROM K-1 HATTERAS CORE			
g SECTION 1256 PASS-THROUGH FROM K-1 HATTERAS CORE			
h FROM K-1 HATTERAS CORE ALTERNATIVES FUND LP			
i CAPITAL GAINS DIVIDENDS			
j			
k			
l			
m			
n			
o			

(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			<3,754.>
b			<5,632.>
c			2,024.
d			370.
e			<184.>
f			<283.>
g			<425.>
h			469.
i	15,938.		15,938.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			<3,754.>
b			<5,632.>
c			2,024.
d			370.
e			<184.>
f			<283.>
g			<425.>
h			469.
i			15,938.
j			
k			
l			
m			
n			
o			

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	39,010.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SOUTHAMPTON FRESH AIR HOME 36 BARKERS ISLAND ROAD SOUTHAMPTON, NY 11968	N/A	PUBLIC CHARITY	GENERAL PURPOSE	40,000.
SOUTHAMPTON HOSPITAL FOUNDATION INC 240 MEETING HOUSE LANE SOUTHAMPTON, NY 11968	N/A	PUBLIC CHARITY	GENERAL PURPOSE	20,000.
LONG ISLAND COMMUNITY FOUNDATION 1864 MUTTONTOWN ROAD SYOSSET, NY 11791	N/A	PUBLIC CHARITY	GENERAL PURPOSE	10,000.
HEART OF THE HAMPTONS DBA HUMAN RESOURCES OF THE HAMPTONS 168 HILL STREET SOUTHAMPTON, NY 11968	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000.
FIDELITY CHARITABLE GIFT FUND PO BOX 770001 CINCINNATI, OH 45277-0053	N/A	PUBLIC CHARITY	GENERAL PURPOSE	177,500.
AMERICA'S VET DOGS - VETERAN'S K9 CORP 371 EAST JERICHO TURNPIKE SMITHTOWN, NY 11787-2796	N/A	PUBLIC CHARITY	GENERAL PURPOSE	10,000.
Total from continuation sheets				262,500.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
3225 SHS NYSE EURONEXT	81,856.	113,133.	0.	0.	<31,277.>	05/08/09 05/03/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
99000 UNITS FHLMC 5.125% 7/15/12	99,000.	105,082.	0.	0.	<6,082.>	09/20/06 07/15/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
NUVEEN ENERGY MLP TOTAL RETURN (CASH IN LIEU)	12.	12.	0.	0.	0.	03/05/12 08/28/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1500 SHS NYSE EURONEXT	48,303.	52,620.	0.	0.	<4,317.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
98000 UNITS BANK OF AMERICA CORP 4.875% 1/15/13	98,000.	103,198.	0.	0.	<5,198.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
300 SHS ISHARES TRUST RUSSELL 2000 VALUE INDEX FD	24,417.	21,182.	0.	0.	3,235.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 SHS ISHARES TRUST RUSSELL 2000 GROWTH INDEX FD	20,672.	18,224.	0.	0.	2,448.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
1346.801 SHS RIDGEWORTH SMALL CAP VALUE EQUITY FD CL A	20,000.	18,383.	0.	0.	05/13/11	02/20/13
						(F) GAIN OR LOSS 1,617.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
135 SHS CUMMINS INC	16,072.	11,785.	0.	0.	10/11/12	02/12/13
						(F) GAIN OR LOSS 4,287.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
25 SHS CUMMINS INC	2,976.	2,174.	0.	0.	10/12/12	02/12/13
						(F) GAIN OR LOSS 802.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
175 SHS INGERSOLL RAND PLC	7,616.	8,307.	0.	0.	02/14/11	05/09/12
						(F) GAIN OR LOSS <691.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
190 SHS UNION PACIFIC CORP	22,602.	18,749.	0.	0.		06/19/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
10 SHS BAXTER INTL INC	561.	513.	0.	0.		07/20/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
90 SHS BAXTER INTL INC	4,974.	4,621.	0.	0.		07/23/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
310 SHS BAXTER INTL INC	18,057.	15,918.	0.	0.		08/30/12

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS XYLEM INC			03/01/11	10/11/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,174.	16,018.	0.	0.	<3,844.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
70 SHS XYLEM INC			03/15/11	10/11/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,704.	2,242.	0.	0.	<538.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10 SHS XYLEM INC			03/15/11	10/12/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
247.	320.	0.	0.	<73.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75 SHS XYLEM INC			08/17/11	10/12/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,852.	2,403.	0.	0.	<551.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
140 SHS WALT DISNEY CO	6,818.	6,048.	0.	0.	770.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
860 SHS EATON CORP	44,639.	48,202.	0.	0.	<3,563.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
75 SHS EATON CORP	3,893.	2,640.	0.	0.	1,253.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
120 SHS BABCOCK & WILCOX CO	3,104.	3,201.	0.	0.	<97.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
480 SHS MACYS INC	18,125.	11,731.	0.	0.	6,394.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
195 SHS MACYS INC	7,120.	4,766.	0.	0.	2,354.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
215 SHS ACCENTURE PLC	14,868.	11,321.	0.	0.	3,547.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
285 SHS CAMERON INTERNATIONAL CORP	16,731.	16,725.	0.	0.	6.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
95 SHS MONSANTO CO NEW	9,122.	7,126.	0.	0.	1,996.		02/14/11	01/03/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
190 SHS WABCO HOLDINGS INC	12,446.	11,986.	0.	0.	460.		02/17/11	01/03/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
600 SHS BABCOCK & WILCOX CO	15,696.	16,008.	0.	0.	<312.>		07/07/11	02/12/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
140 SHS BABCOCK & WILCOX CO	3,667.	3,735.	0.	0.	<68.>		07/07/11	02/13/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
60 SHS BABCOCK & WILCOX CO	1,571.	1,600.	0.	0.	<29.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
125 SHS BABCOCK & WILCOX CO	3,274.	3,335.	0.	0.	<61.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
210 SHS BABCOCK & WILCOX CO	5,500.	5,603.	0.	0.	<103.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
70 SHS BABCOCK & WILCOX CO	1,833.	1,868.	0.	0.	<35.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
85 SHS BABCOCK & WILCOX CO	2,232.	2,268.	0.	0.	<36.>		07/18/11	02/14/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
45 SHS BABCOCK & WILCOX CO	1,182.	1,200.	0.	0.	<18.>		07/19/11	02/14/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
70 SHS BABCOCK & WILCOX CO	1,838.	1,868.	0.	0.	<30.>		08/05/11	02/14/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
110 SHS KOMATSU LTD SPONSORED ADR NEW	2,668.	3,371.	0.	0.	<703.>		02/14/11	03/06/13

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SHS KOMATSU LTD SPONSORED ADR NEW		02/15/11	03/07/13
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.
3,535.	4,667.	0.	0.
(F) GAIN OR LOSS	<1,132.>		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1090 SHS KOMATSU LTD SPONSORED ADR NEW		02/14/11	03/07/13
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.
25,688.	33,398.	0.	0.
(F) GAIN OR LOSS	<7,710.>		

CAPITAL GAINS DIVIDENDS FROM PART IV

15,938.

TOTAL TO FORM 990-PF, PART I, LINE 6A

<14,968.>

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

SOURCE	AMOUNT
FEDERATED TREASURY OBLIGATIONS FUND	24.
FIFTH THIRD US TREASURY MONEY MARKET FUND	45.
UBS BANK USA DEPOSIT ACCOUNT	44.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	113.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE INTEREST	18,258.	0.	18,258.
DOMESTIC DIVIDENDS	167,144.	15,667.	151,477.
FOREIGN DIVIDENDS	49,472.	0.	49,472.
O'CONNOR FUND OF FUNDS - MULTI-STRATEGY	853.	271.	582.
US GOVERNMENT INTEREST	7,524.	0.	7,524.
TOTAL TO FM 990-PF, PART I, LN 4	243,251.	15,938.	227,313.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME - FROM K-1 HATTERAS CORE ALTERNATIVES FUND LP	0.	6,648.	
ROYALTY INCOME - FROM K-1 HATTERAS CORE ALTERNATIVES FUND LP	0.	58.	
FEDERAL EXCISE TAX OVERPAYMENT F/Y/E 3/31/12	2,567.	0.	
OTHER INCOME - FROM K-1 ABBEY CAPITAL MULTI-MANAGER FUND LTD	0.	<57.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,567.	6,649.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HEMENWAY & BARNES LLP	6,698.	500.		6,198.
TO FM 990-PF, PG 1, LN 16A	6,698.	500.		6,198.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
HEMENWAY & BARNES LLP - TAX PREPARATION	11,620.	11,620.		0.	
KR CAPITAL ADVISORS INC - INVESTMENT MANAGEMENT FEES	23,004.	23,004.		0.	
UBS ADVISORY ACCOUNT FEES	32,997.	32,997.		0.	
HEMENWAY & BARNES LLP - BOOKKEEPING FEES	9,484.	9,484.		0.	
TO FORM 990-PF, PG 1, LN 16C	77,105.	77,105.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD	4,411.	4,411.		0.	
FEDERAL EXCISE TAX OVERPAYMENT F/Y/E 3/31/12 APPLIED TO F/Y/E 3/31/13	1,440.	0.		0.	
BALANCE OF FEDERAL EXCISE TAX PAID WITH EXTENSION F/Y/E 3/31/12	4,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	9,851.	4,411.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK SERVICE FEES	32.	32.		0.	
NYS DEPARTMENT OF LAW - FILING FEES (FORM CHAR500 F/Y/E 3/31/12)	250.	0.		250.	
PORTFOLIO DEDUCTIONS - FROM K-1 NUVEEN DIVERSIFIED COMMODITY FUND	0.	1,606.		0.	
PORTFOLIO DEDUCTIONS - FROM K-1 ISHARES S&P GSCI COMMODITY-INDEXED TRUST	0.	666.		0.	

PORTFOLIO DEDUCTIONS - FROM K-1 HATTERAS CORE` ALTERNATIVES FUND LP	0.	18,335.	0.
INVESTMENT INTEREST EXPENSE - FROM K-1 HATTERAS CORE ALTERNATIVES FUND LP	0.	5,002.	0.
CHARITABLE CONTRIBUTIONS - FROM K-1 HATTERAS CORE ALTERNATIVES FUND LP	0.	2.	0.
PORTFOLIO DEDUCTIONS - FROM K-1 ABBEY CAPITAL MULTI-MANAGER FUND LTD	0.	5,056.	0.
TO FORM 990-PF, PG 1, LN 23	282.	30,699.	250.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
ADJUSTMENT FOR YEAR END DIVIDENDS	2,800.
MISCELLANEOUS TAXABLE ITEMS FROM PASS-THROUGHS	3,911.
TOTAL TO FORM 990-PF, PART III, LINE 5	6,711.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	8,754,926.	9,054,023.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,754,926.	9,054,023.

The Dalessandro Foundation
EIN: 27-0210702
Form 990-PF, Part II, Line 10b

	Book Value	Market Value
<u>UBS #MW 90776</u>		
1,000 shs NYSE Euronext	35,080	38,640
99,000 units FHLMC 5.125% 7/15/12		
98,000 units Bank of Amer Corp Nts 4.875% 1/15/13		
2,302 shs iShares Trust Russell 2000 Value Index Fund	162,538	192,931
1,800 shs iShares Trust Russell 2000 Growth Index Fund	164,013	193,752
1,923 shs iShares Cohen & Steers Realty Majors Index Fund	137,352	158,551
8,711 shs iShares MSCI EAFE Index Fund	499,714	513,775
3,228 shs iShares Trust S&P Developed Ex-US Ppty Index Fund ETF	107,023	122,712
5,592 shs MLP & Strategic Equity Fund		
6,005 shs Nuveen Energy MLP Total Return	104,589	122,862
1,390 shs Vanguard Sector Index Fund Vanguard Utilities ETF	104,000	117,803
6,420 shs Vanguard FTSE Emerging Markets ETF	292,897	275,386
2,237.804 shs Blackrock Natural Resources Trust A	143,687	141,049
14,999.144 shs Center Coast MLP Focus Fund Class A	158,539	165,741
20,117.44 shs Delaware Emerging Markets Fund Class A	302,772	294,318
73,181.806 shs FT Templeton Foreign A	518,268	508,614
8,511.302 shs MFS Utilities Fund A	153,866	173,290
6,759.878 shs Prudential Global Real Estate Fund A	137,447	154,396
3,815.728 shs R S Global Natural Resources Fund Class A	144,308	146,257
13,549.142 shs Ridgeworth Small Cap Value Equity Fund Class A	184,943	205,811
19,000 units Discover Bk DE US CD 4.9% 8/29/13	20,393	19,316
98,000 units Goldman Sachs Group Inc 5.125% 1/15/15	105,378	104,700
35,024.798 shs Blackrock Strategic Income A	346,717	355,151
9,407.338 shs Blackrock Global Long/Short Credit Fund A	100,000	99,718
26,764.446 shs Franklin/Templeton Global Bond Fund Class A	364,878	359,714
31,492.328 shs Pimco Total Return Fund Class A	347,630	353,974
10,166.912 shs UBS Fixed Income Opportunities Fund Class A	100,648	99,737
95,000 units Fed Home Loan Bank 5.25% 6/18/14	106,213	100,862
2,729 shs iShares S&P GSCI Commodity Ind	94,676	89,784
4,323 shs Nuveen Diversified Commodity Fund	108,627	89,702
24,653.342 shs Blackrock Global Allocation Fund Inc A	484,719	507,366
22,629.385 shs Principal Global Diversified Income Fund Class A	308,308	324,053
<u>UBS #MW 90877</u>		
4,282.197 shs Hatteras Core Alternatives Fund LP	400,000	397,088
301.297 shs O'Connor Fund of Funds Multi-Strategy	300,000	300,538
1,439.556 shs Abbey Capital Multi-Manager Fund Ltd	200,000	178,145

The Dalessandro Foundation
EIN: 27-0210702
Form 990-PF, Part II, Line 10b

	<u>Book Value</u>	<u>Market Value</u>
<u>Hemenway & Barnes LLP (KR Capital Advisors) #95-196290</u>		
1,675 shs ABB Ltd Spons ADR	39,128	38,123
860 shs Accenture PLC	45,288	65,334
1,500 shs Agilent Technologies Inc	67,455	62,955
375 shs Air Products & Chemicals Inc	34,832	32,670
1,305 shs Allegheny Technologies Inc	73,546	41,382
350 shs Apache Corp	41,804	27,006
645 shs Ashland Inc	35,103	47,924
775 shs Automatic Data Processing	38,331	50,398
1,525 shs Babcock & Wilcox Co		
450 shs Baker Hughes inc	31,662	20,885
1,400 shs Bank of America Corp	20,594	17,052
765 shs Baxter Int'l Inc	39,281	55,570
1,445 shs BB&T Corp	45,103	45,359
905 shs Bed Bath & Beyond Inc	50,366	58,300
2,065 shs Cameron International Corp	121,176	134,638
1,825 shs Carnival Corp Paired Certificate	84,859	62,598
890 shs Coach Inc	43,820	44,491
2,840 shs Corning Inc	38,340	37,857
1,165 shs DuPont El De Nemours & Co	57,248	57,271
935 shs Eaton Corp PLC	48,532	57,269
875 shs Express Scripts Holding Co	47,091	50,418
550 shs Goldman Sachs Group	91,417	80,933
825 shs Ingersoll Rand PLC	39,163	45,383
1,140 shs International Paper Co	34,432	53,101
975 shs Jacobs Engineering Group	50,632	54,834
1,350 shs Komatsu Ltd Spons ADR New		
475 shs Lockheed Martin Corp	38,874	45,847
1,300 shs Macys Inc	31,772	54,392
1,350 shs Metlife Inc	61,534	51,327
1,375 shs Microsoft Corp	37,730	39,332
480 shs Monsanto Co New	36,005	50,702
910 shs Nike Inc Cl B	39,377	53,699
585 shs Pepsico Inc	36,989	46,279
875 shs Schlumberger Ltd	80,618	65,529
860 shs The Walt Disney Co	37,152	48,848
625 shs 3M Co	58,018	66,444
1,300 shs USG Corp	24,141	34,372
435 shs Union Pacific Corp	42,924	61,948

The Dalessandro Foundation
EIN: 27-0210702
Form 990-PF, Part II, Line 10b

	<u>Book Value</u>	<u>Market Value</u>
<u>Hemenway & Barnes LLP (KR Capital Advisors) #95-196290</u>		
625 shs United Parcel Service Cl B	46,868	53,688
750 shs United Technologies	62,671	70,073
910 shs Wabco Holdings Inc	57,409	64,237
1,600 shs Wells Fargo & Co (New)	53,152	59,184
4,725 shs Xerox Corp	51,266	40,635
655 shs Xylem Inc		
Total	<u>8,754,926</u>	<u>9,054,023</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. THE DALESSANDRO FOUNDATION #1019538	Employer identification number (EIN) or 27-0210702
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. HEMENWAY & BARNES PO BOX 961209	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02196-1209	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

HEMENWAY & BARNES LLP

- The books are in the care of ▶ **60 STATE STREET - BOSTON, MA 02109-1899**
 Telephone No. ▶ **(617) 227-7940** FAX No. ▶ **(617) 227-0781**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **NOVEMBER 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year _____ or

▶ tax year beginning **APR 1, 2012**, and ending **MAR 31, 2013**.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	6,440.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,440.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	5,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)