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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2012**Open to Public Inspection**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

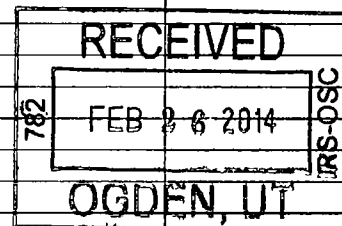
For calendar year 2012 or tax year beginning

04/01, 2012, and ending

03/31, 2013

Name of foundation THE EDWARD AND FLORENCE PALEY FOUNDATION (F/K/A EDWARD PALEY FOUNDATION)		A Employer identification number 51-0196679
Number and street (or P O box number if mail is not delivered to street address) 650 EAST CRESCENT AVENUE, SUITE 100		B Telephone number (see instructions) (201) 760-9970
City or town, state, and ZIP code UPPER SADDLE RIVER, NJ 07458		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	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 <input type="checkbox"/>	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	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,282,197.		

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)
1	Contributions, gifts, grants, etc., received (attach schedule) 115,157.				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments 19.		19.		ATCH 1
4	Dividends and interest from securities 59,519.		59,519.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 17,037.				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		17,037.		
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) ATCH 3 33,316.		18,687.		
12	Total. Add lines 1 through 11 225,048.		95,262.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4 7,350.		3,675.		3,675.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 5 1,241.				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings 16,618.				8,309.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6 6,576.		5,926.		
24	Total operating and administrative expenses. Add lines 13 through 23 31,785.		9,601.		11,984.
25	Contributions, gifts, grants paid 102,080.				102,080.
26	Total expenses and disbursements. Add lines 24 and 25 133,865.		9,601.	0	114,064.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements 91,183.				
b	Net investment income (if negative, enter -0-) 85,661.				
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		7,098.	-6,315.	-6,315.
	2	Savings and temporary cash investments		212,500.	142,780.	142,780.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7	1,092,202.	1,367,214.	1,418,601.	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶ (attach schedule)				
15		Other assets (describe ▶ ATCH 8)	731,388.	727,131.	727,131.	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,043,188.	2,230,810.	2,282,197.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
	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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
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	2,043,188.	2,230,810.			
30	Total net assets or fund balances (see instructions)	2,043,188.	2,230,810.			
31	Total liabilities and net assets/fund balances (see instructions)	2,043,188.	2,230,810.			

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	2,043,188.
2	Enter amount from Part I, line 27a	2	91,183.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	96,439.
4	Add lines 1, 2, and 3	4	2,230,810.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,230,810.

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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
(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					
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))
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 17,037.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3 0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	94,166.	1,233,215.	0.076358
2010	65,715.	987,766.	0.066529
2009	37,415.	905,857.	0.041303
2008	96,405.	1,073,328.	0.089819
2007	83,660.	968,272.	0.086401
2 Total of line 1, column (d)			2 0.360410
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.072082
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,445,437.
5 Multiply line 4 by line 3			5 104,190.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 857.
7 Add lines 5 and 6			7 105,047.
8 Enter qualifying distributions from Part XII, line 4			8 114,064.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <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	857.
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	
3 Add lines 1 and 2		3	857.
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	857.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	718.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	141.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		859.
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. ATCH 10	9		
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 type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ JANE LONGO	Telephone no ▶	201 760-9970	
	Located at ▶ ATTACHMENT 11	ZIP+4 ▶	07458	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		▶ <input type="checkbox"/>	
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes X	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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

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?

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

X

X

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		0	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	1,278,668.
b	Average of monthly cash balances	1b	188,781.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,467,449.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,467,449.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	22,012.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,445,437.
6	Minimum investment return. Enter 5% of line 5	6	72,272.

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	72,272.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	857.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	857.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	71,415.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	71,415.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	71,415.

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	114,064.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	114,064.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	857.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	113,207.

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				71,415.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 37,584.				
b From 2008 43,865.				
c From 2009				
d From 2010 16,327.				
e From 2011 32,843.				
f Total of lines 3a through e	130,619.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 114,064.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				71,415.
e Remaining amount distributed out of corpus	42,649.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	173,268.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	37,584.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	135,684.			
10 Analysis of line 9				
a Excess from 2008 43,865.				
b Excess from 2009				
c Excess from 2010 16,327.				
d Excess from 2011 32,843.				
e Excess from 2012 42,649.				

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

NOT APPLICABLE

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))

EDWARD PALEY AND FLORENCE PALEY

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

N/A

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

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

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

ATCH 13

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

NAME - ADDRESS - PHONE # - PURPOSE OF ORGANIZATION

c Any submission deadlines

NONE

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

ATCH 14

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 15				
Total			3a	102,080.
b Approved for future payment				
Total			3b	

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	19.	
4 Dividends and interest from securities			14	59,518.	
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	523000	14,628.	14	115,127.	
8 Gain or (loss) from sales of assets other than inventory			18	17,037.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		14,628.		191,701.	
13 Total. Add line 12, columns (b), (d), and (e)					206,329.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012

Name of the organization

THE EDWARD AND FLORENCE PALEY FOUNDATION
(F/K/A EDWARD PALEY FOUNDATION)

Employer identification number

51-0196679

Organization type (check one)

Filers of

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

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

Name of organization **THE EDWARD AND FLORENCE PALEY FOUNDATION**
(F/K/A EDWARD PALEY FOUNDATION)

Employer identification number
51-0196679

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FLORENCE PALEY 650 E. CRESCENT AVENUE, SUITE 100 UPPER SADDLE RIVER, NJ 07458	\$ 115,157.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE EDWARD AND FLORENCE PALEY FOUNDATION
(F/K/A EDWARD PALEY FOUNDATION)

Employer identification number
51-0196679

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

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

Name of organization **THE EDWARD AND FLORENCE PALEY FOUNDATION**
(F/K/A EDWARD PALEY FOUNDATION)

Employer identification number
51-0196679

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					17,037.	
TOTAL GAIN (LOSS)							<u>17,037.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SCHWAB VALUE ADVANTAGE MONEY FUND	19.	19.
TOTAL	<u>19.</u>	<u>19.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SECURITIES DIVIDENDS	57,976.	57,976.
OID INCOME - STATE OF ISRAEL BOND	1,543.	1,543.
TOTAL	<u>59,519.</u>	<u>59,519.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CHATHAM INVESTMENT FUND III	8,198.	7,785.
LBC CREDIT PARTNERS PARALLEL FUND	7,123.	3,854.
LBC CREDIT PARTNERS PARALLEL FUND II	18,351.	6,349.
WIMBLEDON FUND LP FINANCING SERIES	-124.	-124.
PN CHAPTER 11 ESTATE LIQUIDATING TRUST	-169.	-169.
CHATHAM INVESTMENT FUND IV	-63.	992.
CONRAD & SCHERER, LLP - RETURN OF CAPITAL		
TOTALS	<u>33,316.</u>	<u>18,687.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GRANT THORNTON, LLP	7,350.	3,675.		
TOTALS	<u>7,350.</u>	<u>3,675.</u>		

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAXES PAID	1,241.
TOTALS	<u>1,241.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BROKERAGE FEES	5,821.	5,821.
NEW JERSEY FILING FEE		
BANK FEES	105.	105.
OTHER FEES	650.	
TOTALS	<u>6,576.</u>	<u>5,926.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED SCHEDULE	1,367,214.	1,418,601.
TOTALS	<u>1,367,214.</u>	<u>1,418,601.</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CHATHAM INVESTMENT FUND	220,912.	220,912.
MUNDANE INTL.	100,000.	100,000.
WIMBLEDON HDN OFFSHORE LTD	222,081.	222,081.
WIMBLEDON FUND LTD - CLASS B	13,752.	13,752.
WIMBLEDON OPPORTUNISTIC FUND	30,834.	30,834.
LBC CREDIT PARTNERS	19,079.	19,079.
LBC CREDIT PARTNERS II	91,401.	91,401.
CLBW LENDER	-13.	-13.
PNI LENDER	1,900.	1,900.
SLG LAND	2,963.	2,963.
BANYON INCOME FUND	4,964.	4,964.
CATHAM INVESTMENT FUND QP IV	19,427.	19,427.
PN CHAPTER 11 ESTATE LIQ. TRUS	-169.	-169.
TOTALS	<u>727,131.</u>	<u>727,131.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CONRAD & SCHERER, LLP-RETURN OF CAPITAL	96,439.
TOTAL	<u>96,439.</u>

ATTACHMENT 10FORM 990PF - COMPUTATION OF PENALTIES AND INTEREST

END OF FISCAL/CALENDAR YEAR	03/31/2013
DATE RETURN IS DUE IF ON EXTENSION	02/17/2014
DATE RETURN WILL BE RECEIVED BY THE IRS	
NUMBER OF DAYS RETURN IS LATE	92
NUMBER OF MONTHS RETURN IS LATE	
LATE FILING PENALTY	
LATE PAYMENT PENALTY	1.
INTEREST	1.
TOTAL PENALTIES AND INTEREST	2.

ATTACHMENT 11

FORM 990PF, PART VII-A, LINE 14 - LOCATION OF BOOKS

650 EAST CRESCENT AVENUE, SUITE 100 UPPER SADDLE RIVER, NJ

THE EDWARD AND FLORENCE PALEY FOUNDATION

51-0196679

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

PRESIDENT / TREASURER

0 0 0

FLORENCE PALEY
C/O ACAJOUX INC.
650 EAST CRESCENT AVE
UPPER SADDLE RIVER, NJ 07458

TRUSTEE

0 0 0

DOUGLAS PALEY
P.O. BOX 11029
ASPEN, CO 81611

TRUSTEE

0 0 0

WILLIAM PALEY
P.O. BOX 772084
STEAMBOAT SPRINGS, CO 80477

TRUSTEE

0 0 0

STEVEN PALEY
117 IVANHOE DRIVE
PARAMUS, NJ 07562

SECRETARY

0 0 0

JANE ZARETSKY
26B ASH ROAD
UPPER SADDLE RIVER, NJ 07458

GRAND TOTALS

ATTACHMENT 13

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

FLORENCE PALEY
650 EAST CRESCENT AVENUE, SUITE 100
UPPER SADDLE RIVER, NJ 07458
201-760-9970

ATTACHMENT 14990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE EDWARD AND FLORENCE PALEY FOUNDATION ACCEPTS SOLICITATION FROM CHARITABLE ORGANIZATIONS. THE BULK OF THE GIFTS EACH YEAR ARE TO PREDETERMINED CHARITIES, WITH A SMALL AMOUNT DONATED TO ORGANIZATIONS WHO SOLICIT. MOST SOLICITED DONATIONS ARE \$100 OR LESS.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLASSICAL SOUTH FLORIDA 330 SW SECOND STREET, SUITE #207 FORT LAUDERDALE, FL 33312	NONE PUBLIC CHARITY		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	200
MOMA 11 WEST 53RD STREET NEW YORK, NY 10019	NONE PUBLIC CHARITY		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	140.
SISTERHOOD TEMPLE OF EMANUAL 87 OVERLOOK DRIVE WOODCLIFF LAKE, NJ 07677	NONE PUBLIC CHARITY		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	125
BOCA RATON MUSEUM OF ART 501 PLAZA REAL BOCA RATON, FL 33432	NONE PUBLIC CHARITY		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	6,250.
CWS-CROP 28606 PHILLIPS STREET ELKHART, IN 46515	NONE PUBLIC CHARITY		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	500.
RAMAPO COLLEGE FOUNDATION 505 RAMAPO VALLEY ROAD MAHWAH, NJ 07430	NONE PUBLIC CHARITY		THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
METROPOLITAN MUSEUM OF ART 1000 5TH AVENUE NEW YORK, NY 10028	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	100.
ANTI-DEFAMATION LEAGUE 621 NW 53RD ST #450 BOCA RATON, FL 33487	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	10,000
JARC 21160 95TH AVENUE SOUTH BOCA RATON, FL 33428	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	5,250
VALLEY CHABAD 100 OVERLOOK DRIVE WOODCLIFF LAKE, NJ 07677	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	5,000.
YAVNEH ACADEMY 155 N. FARVIEW AVENUE PARAMUS, NJ 07652	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	150.
THE ARNOLD P. GOLD FOUNDATION, INC. 619 PALISADES AVENUE ENGLEWOOD CLIFFS, NJ 07632	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	500.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOCA WEST FOUNDATION P.O. BOX 3070 BOCA RATON, FL 33431	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	100
JEWISH HOME FOUNDATION OF NORTH JERSEY, INC 10 LINK DRIVE ROCKLEIGH, NJ 07647	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	5,000
WEIZMANN INSTITUTE OF SCIENCE 633 THIRD AVENUE NEW YORK, NY 10017	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	5,000
UJA OF SPBC-LION OF JUDAH 9901 DONNA KLEIN BOULEVARD BOCA RATON, FL 33428	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	5,000.
HENRY STREET SETTLEMENT 189 STANTON STREET NEW YORK, NY 10002	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	1,350.
AMERICAN TECHNION SOCIETY 55 E 59TH STREET #14 NEW YORK, NY 10022	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	25,000

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEALTH & HUMANITARIAN AID FOUNDATION P O. BOX 309 TENAFLY, NJ 07670	NONE	PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	5,000
THE JEWISH MUSEUM 1109 95TH AVENUE NEW YORK, NY 10130	NONE	PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	265
TEMPLE BETH TEFILLAH 452 FOREST AVENUE PARAMUS, NJ 07652	NONE	PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	2,500
FOUNDATION FOR JEWISH CAMP 1357 BROADWAY, STE 253 NEW YORK, NY 10018	NONE	PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	500
SUSAN G KOMEN FOUNDATION 5005 LBJ FRREWAY, STE 250 DALLAS, TX 75244	NONE	PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	25
U.S. HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE, SW WASHINGTON, DC 20024	NONE	PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	1,000.

FORM 990-PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BRRH FOUNDATION 745 MEADOWS ROAD BOCA RATON, FL 33486	NONE	PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	10,000
COLE CHABAD 806 EASTERN PARKWAY 28606 PHILLIPS ST BROOKLYN, NY 11213-9818	NONE	PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	275.
JEWISH WAR VETERANS OF THE USA PO BOX 1575 MERRIFIELD, VA 22116-9944	NONE	PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	300
100-HOLE GOLF MARATHON FOUNDATION INC 200 BROAD STREET APT. 2305 STAMFORD, CT 06901	NONE	PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	500.
LYNN UNIVERSITY, FRIENDS OF THE CONSERVATORY OF MU 3601 N MILITARY TRAIL BOCA RATON, FL 33431-5598	NONE	PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	100.
LYNN UNIVERSITY THEATER ART GUILD 3601 N MILITARY TRAIL BOCA RATON, FL 33431-5507	NONE	PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULFILLING ITS EXEMPT PURPOSE	200

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOCA RATON SYMPHONIA 2285 POTOMAC RD BOCA RATON, FL 33431	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	100
ST. JUDE CHILDREN'S RESEARCH HOSPITAL PO BOX 810 MEMPHIS, TN 38101-9087	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	200.
DOROT, INC. 171 W 85TH ST NEW YORK, NY 10024-4401	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	500.
BOCA WEST BWCPC BOCA RATON, FL 33434	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	500
SIMON WIESENTHAL CENTER 1399 SOUTH ROXBURY DR LOS ANGELES, CA 90035-9027	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	250.
AMERICA'S VETDOGS 371 E MAIN ST (JERICHO TPKE) ONE PARK PLACE SMITHTOWN, NY 11787-9897	NONE PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	100.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALZHEIMER'S DISEASE RESEARCH PO BOX 1950 CLARKSBURG, MD 20871-1950	NONE	PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	100.
JEWISH FEDERATION OF SOUTH PALM BEACH COUNTY 9901 DONNA KLEIN BLVD BOCA RATON, FL 33428	NONE	PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	100
LYMPHOBIA RESEARCH 115 BROADWAY, STE 1301 NEW YORK, NY 10006	NONE	PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	2,400.
BERGEN COUNTY YJCC 605 PASCACK ROAD TOWNSHIP OF WASHINGTON, NJ 07676	NONE	PUBLIC CHARITY	THE PURPOSE OF THE DONATION IS TO AID THE DONEE ORGANIZATION IN FULLFILLING ITS EXEMPT PURPOSE	6,500
TOTAL CONTRIBUTIONS PAID				<u>102,080.</u>

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust **THE EDWARD AND FLORENCE PALEY FOUNDATION**
(F/K/A EDWARD PALEY FOUNDATION)

Employer identification number
51-0196679

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back					5

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9 17,037.
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back					12 17,037.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		
14 Net long-term gain or (loss):			
a Total for year	14a		17,037.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		17,037.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

 a The loss on line 15, column (3) or **b** \$3,000 **16** ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,400	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)	30		
31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2012

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	THE EDWARD AND FLORENCE PALEY FOUNDATION (F/K/A EDWARD PALEY FOUNDATION)		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P O box, see instructions		51-0196679	
	650 EAST CRESCENT AVENUE, SUITE 100		Social security number (SSN)	
	City, town or post office, state, and ZIP code For a foreign address, see instructions			
	UPPER SADDLE RIVER, NJ 07458			

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 1 ☐ 2 ☐ 3 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ☒ **JANE LONGO**

Telephone No ☒ 201 760-9970

FAX No ☐

• 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

- 4 I request an additional 3-month extension of time until 02/15, 20 14
- 5 For calendar year 2012, or other tax year beginning 04/01, 20 12, and ending 03/31, 20 13
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension ALL THE NECESSARY INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN ARE NOT AVAILABLE AT THIS TIME.

8a 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	8a	\$	857.
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 and any amount paid previously with Form 8868	8b	\$	718.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	141.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐

Title ☐

Date ☐