Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

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

OMB No 1545-0052

**2012**

**Open to Public Inspection**

**For calendar year 2012 or tax year beginning** 05/01 **, 2012, and ending** 04/30 **, 20**13

Name of foundation: THE SCOTT & SULING MEAD FOUNDATION

**A** Employer identification number: 13-3921104

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 73, BOWLING GREEN STATION

Room/suite:

**B** Telephone number (see instructions): (518) 640-5000

City or town, state, and ZIP code: NEW YORK, NY 10274-0073

**C** If exemption application is pending, check here ▶ ☐

**D** 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

**I** Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 7,958,353.

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

**Part I** **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )*

| Section | Line | Description | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|---|
| Revenue | 1 | Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| | 2 | Check ▶ ☒ if the foundation is not required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | 6. | 6. | | ATCH 1 |
| | 4 | Dividends and interest from securities | 193,876. | 193,876. | | ATCH 2 |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 442,960. | | | |
| | b | Gross sales price for all assets on line 6a 2,539,618. | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 442,960. | | |
| | 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 | 17,601. | 17,601. | | |
| | 12 | **Total.** Add lines 1 through 11 | 654,443. | 654,443. | 0 | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 0 | | | |
| | 14 | Other employee salaries and wages | | | | |
| | 15 | Pension plans, employee benefits | | | | |
| | 16a | Legal fees (attach schedule) | | | | |
| | b | Accounting fees (attach schedule) ATCH 4 | 9,275. | | | |
| | c | Other professional fees (attach schedule) | | | | |
| | 17 | Interest ATCH 5 | 945. | 945. | | |
| | 18 | Taxes (attach schedule) (see instructions) ATCH 6 | 6,692. | 692. | | |
| | 19 | Depreciation (attach schedule) and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | | | | |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses (attach schedule) ATCH 7 | 274,043. | 273,895. | | |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 290,955. | 275,532. | | |
| | 25 | Contributions, gifts, grants paid | 1,100,890. | | | 1,100,890. |
| | 26 | **Total expenses and disbursements** Add lines 24 and 25 | 1,391,845. | 275,532. | 0 | 1,100,890. |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | **Excess of revenue over expenses and disbursements** | -737,402. | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 378,911. | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | 0 | |

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**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )

| | Line | Description | Beginning of year (a) Book Value | End of year (b) Book Value | End of year (c) Fair Market Value |
|---|---|---|---|---|---|
| Assets | 1 | Cash - non-interest-bearing | 27,625. | 34,866. | 35,881. |
| | 2 | Savings and temporary cash investments | 509,326. | 346,242. | 350,051. |
| | 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 8 | 2,381,493. | 2,898,298. | 3,055,345. |
| | c | Investments - corporate bonds (attach schedule) | | | |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other (attach schedule) ATCH 9 | 5,244,676. | 4,146,312. | 4,517,076. |
| | 14 | Land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 15 | Other assets (describe ▶ ) | | | |
| | 16 | **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I) | 8,163,120. | 7,425,718. | 7,958,353. |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶ ) | | | |
| | 23 | **Total liabilities** (add lines 17 through 22) | 0 | 0 | |
| Net Assets or Fund Balances | | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | **Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X** | | | |
| | 27 | Capital stock, trust principal, or current funds | 8,163,120. | 7,425,718. | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 | **Total net assets or fund balances** (see instructions) | 8,163,120. | 7,425,718. | |
| | 31 | **Total liabilities and net assets/fund balances** (see instructions) | 8,163,120. | 7,425,718. | |

**Part III Analysis of Changes in Net Assets or Fund Balances**

| | Description | Line | Amount |
|---|---|---|---|
| 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 | 8,163,120. |
| 2 | Enter amount from Part I, line 27a | 2 | -737,402. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 7,425,718. |
| 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 | 7,425,718. |

## 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 | | | | |

| 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 | | | | |

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** 442,960.

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 | 1,624,657. | 8,342,025. | 0.194756 |
| 2010 | 1,309,231. | 9,231,851. | 0.141817 |
| 2009 | 352,684. | 9,670,697. | 0.036469 |
| 2008 | 413,039. | 10,212,854. | 0.040443 |
| 2007 | 650,014. | 11,864,049. | 0.054789 |

| | | | |
|---|---|---|---|
| 2 | Total of line 1, column (d) . . . . . | 2 | 0.468274 |
| 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 | 0.093655 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . . | 4 | 7,658,800. |
| 5 | Multiply line 4 by line 3 . . . . . | 5 | 717,285. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) . . . . . | 6 | 3,789. |
| 7 | Add lines 5 and 6 . . . . . | 7 | 721,074. |
| 8 | Enter qualifying distributions from Part XII, line 4 . . . . . | 8 | 1,100,890. |

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)

| | | | | |
|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions) | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b | | 1 | 3,789. |
| 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 | 3,789. |
| 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 | 3,789. |
| 6 | Credits/Payments | | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a 12,949. | | |
| b | Exempt foreign organizations - tax withheld at source | 6b | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d | Backup withholding erroneously withheld | 6d | | |
| 7 | Total credits and payments Add lines 6a through 6d | | 7 | 12,949. |
| 8 | Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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 | 9,160. |
| 11 | Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 9,160. **Refunded** ▶ | | 11 | |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? | 1b | | X |
| | *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* ATCH 10 | 3 | X | |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | N/A | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DISTRICT OF COLUMBIA | | | |
| 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* ATCH 11 | 8b | | X |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* | 10 | | X |

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

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

Website address ▶ N/A

14 The books are in care of ▶ AYCO COMPANY, L.P. - NTG Telephone no ▶ (518)640-5000
Located at ▶ 25 BRITISH AMERICAN BLVD. LATHAM, NY ZIP+4 ▶ 12110

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

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

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

| | **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? ☐ Yes ☒ No | | | |
| | **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No | | | |
| | **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No | | | |
| | **(6)** Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) ☐ Yes ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | 1b | N/A | |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | 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 | | | |
| | 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 | N/A | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________ | | | |
| 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 | | | |
| b | If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012 )* | 3b | N/A | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | 4b | | X |

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

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

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

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

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

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

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

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

**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 |
|---|---|---|---|---|
| N/A | | 0 | 0 | 0 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| NONE | NONE | 0 |
| | | |
| | | |
| | | |
| | | |
| **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 THE FOUNDATION IS NOT INVOLVED IN ANY CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER IRC SEC. 501(C)(3). | 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 N/A | NONE |
| 2 | |
| All other program-related investments See instructions | |
| 3 N/A | 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 | 2,180,572. |
| b | Average of monthly cash balances | 1b | 468,575. |
| c | Fair market value of all other assets (see instructions) | 1c | 5,126,284. |
| d | **Total** (add lines 1a, b, and c) | 1d | 7,775,431. |
| 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 | 7,775,431. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 | 116,631. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 7,658,800. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 382,940. |

**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 | 382,940. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 3,789. | | |
| b | Income tax for 2012 (This does not include the tax from Part VI ) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 3,789. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 379,151. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | Add lines 3 and 4 | | | 5 | 379,151. |
| 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 | 379,151. |

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

| | | | |
|---|---|---|---|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes | | |
| a | Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 | 1a | 1,100,890. |
| 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 | 1,100,890. |
| 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 | 3,789. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 1,097,101. |

**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 | | | | 379,151. |
| 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 73,628. | | | | |
| b | From 2008 0. | | | | |
| c | From 2009 0. | | | | |
| d | From 2010 861,292. | | | | |
| e | From 2011 1,220,142. | | | | |
| f | **Total** of lines 3a through e | 2,155,062. | | | |
| 4 | Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,100,890. | | | | |
| 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 | | | | 379,151. |
| e | Remaining amount distributed out of corpus | 721,739. | | | |
| 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 | 2,876,801. | | | |
| 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 | | | | NONE |
| 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) | 73,628. | | | |
| 9 | **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a | 2,803,173. | | | |
| 10 | Analysis of line 9 | | | | |
| a | Excess from 2008 0. | | | | |
| b | Excess from 2009 0. | | | | |
| c | Excess from 2010 861,292. | | | | |
| d | Excess from 2011 1,220,142. | | | | |
| e | Excess from 2012 721,739. | | | | |

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | (e) Total |
| 2a 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))

E. SCOTT MEAD

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

NONE

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

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

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

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

c Any submission deadlines

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

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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 13 | | | | |
| **Total** . . . . . . ▶ **3a** | | | | 1,100,890. |
| **b** *Approved for future payment* | | | | |
| **Total** . . . . . . ▶ **3b** | | | | |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions ) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 6. | |
| 4 Dividends and interest from securities | | | 14 | 193,876. | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 442,960. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a | | | | | |
| b ATCH 14 | | | | 17,601. | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 654,443. | |

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 654,443.

(See worksheet in line 13 instructions to verify calculations )

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions ) |
|---|---|
| N/A | NOT APPLICABLE |

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

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

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

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

**b** If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|---|---|---|
| | | |

**Sign Here**

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

Signature of officer or trustee | Date: 11/10, 2014 | Title: President

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| CHRISTINE W. DIIONNA | | 3/6/2014 | | P00999533 |

Firm's name ▶ THE AYCO COMPANY, L.P. — Firm's EIN ▶ 33-1187432

Firm's address ▶ PO BOX 15014, ALBANY, NY 12212-5014 — Phone no 518-640-5000



JSA
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# 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 SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS | | | | | 4,336. | |
| | | TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS | | | | | 397,135. | |
| | | TOTAL CAPITAL GAIN DISTRIBUTIONS | | | | | 18,046. | |
| | | GOLDMAN SACHS #3317<br>PROPERTY TYPE: SECURITIES | | | | P | VAR | VAR |
| 587,398. | | 581,385. | | | | | 6,013. | |
| | | GOLDMAN SACHS #3317<br>PROPERTY TYPE: SECURITIES | | | | P | VAR | VAR |
| 10,316. | | 9,805. | | | | | 511. | |
| | | GOLDMAN SACHS #3318<br>PROPERTY TYPE: SECURITIES | | | | P | VAR | VAR |
| 462,032. | | 449,883. | | | | | 12,149. | |
| | | GOLDMAN SACHS #3318<br>PROPERTY TYPE: SECURITIES | | | | P | VAR | VAR |
| 354,607. | | 410,224. | | | | | -55,617. | |
| | | GOLDMAN SACHS #0649<br>PROPERTY TYPE: SECURITIES | | | | P | 03/18/2011 | 6/15/2012 |
| 35,000. | | 39,608. | | | | | -4,608. | |
| | | GOLDMAN SACHS #9545<br>PROPERTY TYPE: SECURITIES | | | | P | VAR | VAR |
| 12,276. | | 843. | | | | | 11,433. | |
| | | GS MEZZ 2006 OFFSHORE FUND<br>PROPERTY TYPE: OTHER | | | | P | VAR | VAR |
| 262,364. | | 231,821. | | | | | 30,543. | |
| | | GS MEZZ PTRS V OFFSHORE LP<br>PROPERTY TYPE: OTHER | | | | P | VAR | VAR |
| 96,108. | | 85,035. | | | | | 11,073. | |
| | | GS CREDIT STRATEGIES FUND<br>PROPERTY TYPE: OTHER | | | | P | VAR | VAR |
| 300,000. | | 286,124. | | | | | 13,876. | |
| | | FOREIGN CURRENCY EXCHANGE | | | | P | VAR | VAR |

# 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) | |
| | | PROPERTY TYPE: OTHER | | | | | | |
| | | 1,930. | | | | | -1,930. | |
| TOTAL GAIN(LOSS) | | | | | | | 442,960. | |

ATTACHMENT 1

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME |
|---|---|---|---|
| GOLDMAN SACHS #3318 | 6. | 6. | |
| TOTAL | 6. | 6. | |

ATTACHMENT 2

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME |
|---|---|---|---|
| GOLDMAN SACHS #3317 | 8,611. | 8,611. | |
| GOLDMAN SACHS #3318 | 118,525. | 118,525. | |
| GOLDMAN SACHS #9545 | 4. | 4. | |
| GOLDMAN SACHS #0649 | 321. | 321. | |
| GS MEZZ PTNS V OFFSHORE LP | 16,606. | 16,606. | |
| GMS ALPHA PLUS II K-1 - DIVS | 22,740. | 22,740. | |
| GS CAPITAL PTRS V INSTL LP - INT | 2,587. | 2,587. | |
| GS CAPITAL PTRS V INSTL LP - DIVS | 7,640. | 7,640. | |
| HEALTHPOINT CAPITAL PTRS II - INT | 981. | 981. | |
| GS CAPITAL PTRS VI PARALLEL LP-INT | 7,217. | 7,217. | |
| GS CAPITAL PTRS VI PARALLEL LP-DIVS | 8,644. | 8,644. | |
| TOTAL | 193,876. | 193,876. | |

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| OTHER PORTFOLIO INCOME | 17,588. | 17,588. |
| ORDINARY BUSINESS INCOME | 13. | 13. |
| TOTALS | 17,601. | 17,601. |

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| ACCOUNTING FEE | 9,275. | | | |
| TOTALS | 9,275. | | | |

## FORM 990PF, PART I - INTEREST EXPENSE

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| INVESTMENT INTEREST EXPENSE | 945. | 945. | | |
| TOTALS | 945. | 945. | | |

ATTACHMENT 6

FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| FOREIGN TAXES PAID | 692. | 692. | | |
| FEDERAL ESTIMATED TAX | 6,000. | | | |
| TOTALS | 6,692. | 692. | | |

ATTACHMENT 7

## FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| MANAGEMENT FEES | 253,145. | 253,145. | | |
| OTHER PORTFOLIO DEDUCTIONS | 20,750. | 20,750. | | |
| NONDEDUCTIBLE EXPENSE | 148. | | | |
| TOTALS | 274,043. | 273,895. | | |

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| GOLDMAN SACHS #3318 | 1,555,491. | 2,712,110. | 2,846,273. |
| GOLDMAN SACHS #3317 | 735,223. | 153,212. | 161,103. |
| GOLDMAN SACHS #0649 | 90,779. | 51,492. | 52,349. |
| GOLDMAN SACHS #9545 | | -18,516. | -4,380. |
| TOTALS | 2,381,493. | 2,898,298. | 3,055,345. |

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| GS CAPITAL PTRS V INSTL LP | 502,996. | 404,824. | 440,647. |
| GS CAPITAL PTRS VI PARALLEL LP | 681,934. | 522,301. | 458,397. |
| GS CAP.PTRS VI PARALLEL AIV | 62,986. | 62,296. | 62,296. |
| GS ALPHA PLUS II MGRS FUND | 983,322. | 699,921. | 1,032,876. |
| GS MEZZ 2006 OFFSHORE FUND | 650,959. | 419,138. | 441,467. |
| GS MEZZ PTRS V OFFSHORE LP | 426,782. | 355,478. | 282,592. |
| HEALTHPOINT CAPITAL PTRS II | 411,222. | 406,379. | 406,380. |
| GS CREDIT STRATEGIES FUND | 524,475. | 275,975. | 314,744. |
| GS PRINCETON FUND | 1,000,000. | 1,000,000. | 1,077,677. |
| TOTALS | 5,244,676. | 4,146,312. | 4,517,076. |

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

APPOINTMENT OF SUCCESSOR TRUSTEE AND ACCEPTANCE OF APPOINTMENT AS SUCCESSOR TRUSTEE DATED 2/29/2008 - SEE DOCUMENT ATTACHED

# APPOINTMENT OF SUCCESSOR TRUSTEE AND ACCEPTANCE OF APPOINTMENT AS SUCCESSOR TRUSTEE

WHEREAS, under an Indenture dated October 1, 1996, between E. Scott Mead, as Donor, and E. Scott Mead, Suling C. Mead and James M. Mead, as Trustees (the "Indenture"), The Scott & Suling Mead Foundation (the "Foundation") was created for the purposes therein described; and

WHEREAS, Article FIFTH of the Indenture provides, in pertinent parts, as follows:

> "(3) If any Trustee acting hereunder shall resign or for any reason cease to serve as a Trustee, a majority of the remaining Trustees shall designate an individual to act as his or her successor.
>
> (4) All designations of successor Trustees shall be by written instrument, duly acknowledged.... Upon the happening of the event upon which such designation is to take effect and upon qualifying as hereinafter provided, the successor so designated shall become a Trustee hereunder as though originally named herein.
>
> . . .
>
> (6) Upon a preceding Trustee's ceasing to act hereunder, any successor Trustee then, entitled to act shall qualify as such by delivering or mailing written acceptance of such trust, duly acknowledged, to the Trustees then acting hereunder."

; and

WHEREAS, James M. Mead died while serving as Trustee of the Foundation; and

WHEREAS, pursuant to Paragraphs (3) and (4) of Article FIFTH of the Indenture, E. Scott Mead and Suling C. Mead, as the remaining Trustees, wish to designate HOPE MEAD WYNN as James M. Mead's successor Trustee, effective upon the acceptance by Hope Mead Wynn of her appointment as successor Trustee of the Foundation; and

WHEREAS, pursuant to Paragraph (6) of Article FIFTH of the Indenture, Hope Mead Wynn wishes to accept her appointment as successor Trustee of the Foundation, effective immediately.

NOW, THEREFORE, THIS INSTRUMENT WITNESSETH:

1. E. SCOTT MEAD and SULING C. MEAD hereby appoint HOPE MEAD WYNN to act as successor Trustee under the Indenture, effective upon the acceptance by Hope Mead Wynn of her appointment as successor Trustee of the Foundation.

2. HOPE MEAD WYNN hereby accepts her appointment as successor Trustee of the Foundation, effective as of the date hereof.

3. This instrument may be executed in counterparts or copies, each of which so executed shall be deemed an original, but all such

counterparts shall be taken together to constitute but one and the same instrument.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals as of the 29th day of February, 2008.

| | |
|---|---|
| Witness | E. SCOTT MEAD |
| Witness | SULING C. MEAD |
| | HOPE MEAD WYNN |

Receipt of the foregoing instrument is hereby acknowledged:

E. Scott Mead

Suling C. Mead

counterparts shall be taken together to constitute but one and the same instrument.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals as of the 29th day of February, 2008.

| | |
|---|---|
| Witness | E. SCOTT MEAD |
| Witness | SULING C. MEAD |
| | HOPE MEAD WYNN |

Receipt of the foregoing instrument
is hereby acknowledged:

E. Scott Mead

Suling C. Mead

STATE OF NEW YORK________ )
: ss.:
COUNTY OF NEW YORK )

This instrument was acknowledged before me on the 6th day of September in the year 2007 by E. SCOTT MEAD.

Zena Yoslov
Notary Public
My commission expires: April 29, 2010

ZENA YOSLOV
Notary Public, State of New York
No. 02YO6073853
Qualified in New York County
Commission Expires April 29, 2010

STATE OF NEW YORK )
: ss.:
COUNTY OF New York )

This instrument was acknowledged before me on the 29th day of February in the year ~~2007~~ 2008 by SULING C. MEAD.

Hadley Debevoise
Notary Public
My commission expires: October 23, 2010

HADLEY DEBEVOISE
Notary Public, State of New York
No. 01DE6155004
Qualified in New York County
Commission Expires Oct. 23, 2010

STATE OF NEW YORK )
: ss.:
COUNTY OF )

This instrument was acknowledged before me on the day of in the year 2007 by HOPE MEAD WYNN.

Notary Public
My commission expires:

STATE OF NEW YORK________ )
: ss.:
COUNTY OF )

This instrument was acknowledged before me on the day of in the year 2007 by E. SCOTT MEAD.

______________________
Notary Public
My commission expires:

STATE OF NEW YORK )
: ss.:
COUNTY OF )

This instrument was acknowledged before me on the day of in the year 2007 by SULING C. MEAD.

______________________
Notary Public
My commission expires:

STATE OF ~~NEW YORK~~ Mexico )
: ss.:
COUNTY OF Bernalillo )

This instrument was acknowledged before me on the 12th day of Sept. in the year 2007 by HOPE MEAD WYNN.

Karen Lee Hoffman
Notary Public
My commission expires: 11-18-2009

ATTACHMENT 11

FORM 990PF, PART VII-A, LINE 8B - EXPLANATION OF NON-FILING

THE DISTRICT DOES NOT REQUIRE A TAX FILING FOR TAX EXEMPT PRIVATE FOUNDATIONS.

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

ATTACHMENT 12

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|---|---|---|---|---|
| E. SCOTT MEAD<br>P.O. BOX 73, BOWLING GREEN STATION<br>NEW YORK, NY 10274-0073 | TRUSTEE - AS NEEDED | 0 | 0 | 0 |
| SULING C. MEAD<br>P.O. BOX 73, BOWLING GREEN STATION<br>NEW YORK, NY 10274-0073 | TRUSTEE - AS NEEDED | 0 | 0 | 0 |
| HOPE MEAD WYNN | TRUSTEE AS NEEDED | 0 | 0 | 0 |
| | GRAND TOTALS | 0 | 0 | 0 |

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

ATTACHMENT 13

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| SEE ATTACHED LIST | NONE<br>501(C)3 | GENERAL CHARITABLE PURPOSES | 1,100,890. |
| | | TOTAL CONTRIBUTIONS PAID | 1,100,890. |

**SCOTT AND SULING MEAD FOUNDATION**
**CHARITABLE CONTRIBUTION LIST**
**FYE: 4/30/2013**

| Date | Check # | Payee | Amount |
|---|---|---|---|
| 06/20/12 | | Trustees of Phillips Academy, Andover, MA | 500,000 00 |
| 07/02/12 | | Ushers New Look, Duluth, GA | 25,000 00 |
| 07/31/12 | | Center of Photography, New York, NY | 7,000 00 |
| 09/26/12 | | Room to Read, San Francisco, CA | 150,000 00 |
| 03/13/13 | | The Michael Wolk Heart Foundation, New York, NY | 1,000 00 |
| 03/13/13 | | American Patrons of the Tate Gallery, New York, NY | 16,000 00 |
| 04/02/13 | | Center of Photography, New York, NY | 34,000 00 |
| 06/15/12 | | Harvard Art Museum, Cambridge, MA | 2,400 00 |
| 07/31/12 | | International Center of Photography, New York, NY | 38,000 00 |
| 10/09/12 | | Cambridge in America, New York, NY | 2,100 00 |
| 12/26/12 | | American Friends of English National Opera, London, UK | 1,630 00 |
| 12/31/12 | | Cambridge in America, New York, NY | 17,868 40 |
| 12/17/12 | | Women's Sports Foundation, New York, NY | 9,000 00 |
| 04/02/13 | | International Center of Photography, New York, NY | 31,000 00 |
| 04/09/13 | | American Patrons of the Tate Gallery, New York, NY | 7,700 00 |
| 05/11/12 | 310 | Leuka, London, UK | 8,071 00 |
| 05/15/12 | 309 | Tate Foundation, London, UK | 401 93 |
| 06/01/12 | 311 | Royal Academy of Art, London, UK | 201 03 |
| 08/30/12 | 276 | Southwark Cathedral Development Trust, London, UK | 3,956 00 |
| 09/18/12 | 277 | The Whitechapel Gallery, London, UK | 1,623 20 |
| 09/18/12 | 278 | Southbank Centre, London, UK | 1,624 82 |
| 10/05/12 | 279 | Royal Opera House, London, UK | 4,208 04 |
| 12/13/12 | 281 | Charities Aid Foundation, London, UK | 806 30 |
| 01/04/13 | 282 | Leuka, London, UK | 7,289 10 |
| 01/11/13 | 283 | Dermatrust, London, UK | 321 08 |
| 01/16/13 | 313 | English National Opera, London, UK | 964 26 |
| 01/21/13 | 312 | Contemporary Art Society, London, UK | 1,110 62 |
| 01/30/13 | 314 | English National Opera, London, UK | 943 20 |
| 02/06/13 | 280 | Francis Holland School, London, UK | 471 84 |
| 04/16/13 | 317 | London Children's Ballet, London, UK | 459 69 |
| 11/13/12 | | Royal Academy of Arts Burlington House | 95,339 40 |
| 12/20/12 | | Great Ormond Street Hospital, London, UK | 130,400 00 |
| | | **Total Charitable Contributions** | $ 1,100,889 91 |

***ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE FUND OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE CLASSIFIED UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE CONTRIBUTIONS PAID TO FOREIGN CHARITIES ARE CONSIDERED TO HAVE EXPENDITURE RESPONSIBILITY UNDER REG. SEC. 53-4945-5D***

2/26/20149 33 AM

THE SCOTT & SULING MEAD FOUNDATION 13-3921104

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

| DESCRIPTION | BUSINESS CODE | AMOUNT | EXCLUSION CODE | AMOUNT | RELATED OR EXEMPT FUNCTION INCOME |
|---|---|---|---|---|---|
| OTHER PORTFOLIO INCOME | | | 01 | 17,588. | |
| ORDINARY BUSINESS INCOME | | | 01 | 13. | |
| TOTALS | | | | 17,601. | |

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 SCOTT & SULING MEAD FOUNDATION

Employer identification number: 13-3921104

**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 | 27,665. |
| 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 | 4,336. |
| 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 | 32,001. |

## 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 | -4,222. |
| 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 | 397,135. |
| 9 | Capital gain distributions | 9 | 18,046. |
| 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 | 410,959. |

| **Part III** Summary of Parts I and II<br>**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 | | | 32,001. |
| 14 **Net long-term gain or (loss):** | | | | |
| a Total for year | 14a | | | 410,959. |
| 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 | | | 442,960. |

**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?<br>☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box<br>☐ **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?<br>☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **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-1 (Form 1041)

Department of the Treasury Internal Revenue Service

# Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ 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 SCOTT & SULING MEAD FOUNDATION

Employer identification number: 13-3921104

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

| (a) Description of property (Example 100 sh 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) Subtract (e) from (d) |
|---|---|---|---|---|---|
| 1a GOLDMAN SACHS #3317 | VAR | VAR | 587,398. | 581,385. | 6,013. |
| GOLDMAN SACHS #3318 | VAR | VAR | 462,032. | 449,883. | 12,149. |
| GOLDMAN SACHS #9545 | VAR | VAR | 12,276. | 843. | 11,433. |
| FOREIGN CURRENCY EXCHANGE | VAR | VAR | 0. | 1,930. | -1,930. |

1b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . . . . . . . . . . . . . . . . . 27,665.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

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

| (a) Description of property (Example 100 sh 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) Subtract (e) from (d) |
|---|---|---|---|---|---|
| **6a** GOLDMAN SACHS #3317 | VAR | VAR | 10,316. | 9,805. | 511. |
| GOLDMAN SACHS #3318 | VAR | VAR | 354,607. | 410,224. | -55,617. |
| GOLDMAN SACHS #0649 | 03/18/2011 | 6/15/2012 | 35,000. | 39,608. | -4,608. |
| GS MEZZ 2006 OFFSHORE FUND | VAR | VAR | 262,364. | 231,821. | 30,543. |
| GS MEZZ PTRS V OFFSHORE LP | VAR | VAR | 96,108. | 85,035. | 11,073. |
| GS CREDIT STRATEGIES FUND | VAR | VAR | 300,000. | 286,124. | 13,876. |

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . . . . . . . . . . . . . . . -4,222.



JSA
2F 1222 2 000
HKSAOD 3814 3/6/2014 2:55:51 PM V 12-7.12 20040426F1

THE SCOTT & SULING MEAD FOUNDATION FYE: 4/30/2013
SCHEDULE D ATTACHMENT
EIN: 13-3921104

| Description | Acq Date | Sell Date | Quantity | | Cost Basis | | Proceeds | | Gain/Loss | | Acct # |
|---|---|---|---|---|---|---|---|---|---|---|---|
| GS #3317 | | | | | | | | | | | |
| GS Core Fixed Inc I Mutual | 04/19/05 | 06/15/12 | 12,333 970 | $ | 124,449 76 | $ | 130,000 00 | $ | 5,550 24 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 04/19/05 | 06/27/12 | 1,138 520 | $ | 11,487 61 | $ | 12,000 00 | $ | 512 39 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 04/19/05 | 09/21/12 | 6,577 150 | $ | 66,363 50 | $ | 70,178 19 | $ | 3,814 69 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 04/29/05 | 09/21/12 | 478 243 | $ | 4,825 47 | $ | 5,102 85 | $ | 277 38 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 01/29/10 | 09/21/12 | 128 920 | $ | 1,232 46 | $ | 1,375 58 | $ | 143 12 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 02/26/10 | 09/21/12 | 128 840 | $ | 1,235 57 | $ | 1,374 72 | $ | 139 15 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 03/31/10 | 09/21/12 | 132 660 | $ | 1,269 55 | $ | 1,415 48 | $ | 145 93 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 04/30/10 | 09/21/12 | 131 680 | $ | 1,273 37 | $ | 1,405 03 | $ | 131 66 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 05/28/10 | 09/21/12 | 123 760 | $ | 1,197 96 | $ | 1,320 52 | $ | 122 56 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 06/30/10 | 09/21/12 | 86 470 | $ | 847 37 | $ | 922 63 | $ | 75 26 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 07/30/10 | 09/21/12 | 49 550 | $ | 489 54 | $ | 528 70 | $ | 39 16 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 08/31/10 | 09/21/12 | 46 960 | $ | 470 05 | $ | 501 06 | $ | 31 01 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 09/30/10 | 09/21/12 | 47 060 | $ | 471 07 | $ | 502 13 | $ | 31 06 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 10/29/10 | 09/21/12 | 48 190 | $ | 484 30 | $ | 514 19 | $ | 29 89 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 11/30/10 | 09/21/12 | 49 310 | $ | 492 56 | $ | 526 14 | $ | 33 58 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 12/31/10 | 09/21/12 | 87 430 | $ | 860 30 | $ | 932 88 | $ | 72 58 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 01/31/11 | 09/21/12 | 51 590 | $ | 507 61 | $ | 550 47 | $ | 42 86 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 02/28/11 | 09/21/12 | 52 080 | $ | 513 52 | $ | 555 69 | $ | 42 17 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 03/31/11 | 09/21/12 | 50 340 | $ | 494 85 | $ | 537 13 | $ | 42 28 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 04/29/11 | 09/21/12 | 47 080 | $ | 468 48 | $ | 502 34 | $ | 33 86 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 05/31/11 | 09/21/12 | 49 170 | $ | 494 13 | $ | 524 64 | $ | 30 51 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 06/30/11 | 09/21/12 | 51 490 | $ | 513 87 | $ | 549 40 | $ | 35 53 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 07/29/11 | 09/21/12 | 50 680 | $ | 512 87 | $ | 540 76 | $ | 27 89 | LT | #3317 |
| GS Core Fixed Inc I Mutual | 08/11/11 | 09/21/12 | 3,433 877 | $ | 35,060 06 | $ | 36,639 47 | $ | 1,579 41 | LT | #3317 |
| GS High Yield Instl | 09/10/09 | 06/15/12 | 20,328 416 | $ | 132,134 71 | $ | 143,315 30 | $ | 11,180 59 | LT | #3317 |
| GS High Yield Instl | 01/29/10 | 06/15/12 | 238 964 | $ | 1,665 57 | $ | 1,684 70 | $ | 19 13 | LT | #3317 |
| GS High Yield Instl | 01/29/10 | 06/27/12 | 155 206 | $ | 1,081 78 | $ | 1,101 96 | $ | 20 18 | LT | #3317 |
| GS High Yield Instl | 02/26/10 | 06/27/12 | 376 780 | $ | 2,611 08 | $ | 2,675 14 | $ | 64 06 | LT | #3317 |
| GS High Yield Instl | 03/31/10 | 06/27/12 | 372 560 | $ | 2,641 45 | $ | 2,645 17 | $ | 3 72 | LT | #3317 |
| GS High Yield Instl | 04/30/10 | 06/27/12 | 123 624 | $ | 887 60 | $ | 877 73 | $ | (9 87) | LT | #3317 |
| GS Int'l Equity Div & Premium Fund | 02/17/11 | 06/15/12 | 5,503 150 | $ | 47,106 98 | $ | 35,000 00 | $ | (12,106 98) | LT | #3317 |
| GS Int'l Equity Div & Premium Fund | 02/17/11 | 06/27/12 | 630 920 | $ | 5,400 58 | $ | 4,000 00 | $ | (1,400 58) | LT | #3317 |
| GS Int'l Equity Div & Premium Fund | 02/17/11 | 09/21/12 | 2,627 610 | $ | 22,492 45 | $ | 18,314 43 | $ | (4,178 01) | LT | #3317 |
| GS Int'l Equity Div & Premium Fund | 03/30/11 | 09/21/12 | 48 320 | $ | 403 91 | $ | 336 79 | $ | (67 12) | LT | #3317 |
| GS Int'l Equity Div & Premium Fund | 06/29/11 | 09/21/12 | 136 320 | $ | 1,123 27 | $ | 950 15 | $ | (173 12) | LT | #3317 |
| GS U S Equity Divid & Premium FD - INSTL | 02/17/11 | 06/15/12 | 10,873 980 | $ | 107,000 00 | $ | 106,673 69 | $ | (326 31) | LT | #3317 |
| GS U S Equity Divid & Premium FD - INSTL | 03/30/11 | 06/15/12 | 83 920 | $ | 819 90 | $ | 823 25 | $ | 3 35 | LT | #3317 |
| | | | | | | | | | | | |
| GS Int'l Equity Div & Premium Fund | 09/29/11 | 09/21/12 | 69 900 | $ | 479 52 | $ | 487 20 | $ | 7 68 | ST | #3317 |
| GS Int'l Equity Div & Premium Fund | 12/12/11 | 09/21/12 | 36 090 | $ | 233 52 | $ | 251 55 | $ | 18 03 | ST | #3317 |
| GS Int'l Equity Div & Premium Fund | 12/12/11 | 09/21/12 | 303 100 | $ | 1,961 03 | $ | 2,112 61 | $ | 151 58 | ST | #3317 |
| GS Int'l Equity Div & Premium Fund | 12/12/11 | 09/21/12 | 189 100 | $ | 1,223 50 | $ | 1,318 03 | $ | 94 53 | ST | #3317 |
| GS Int'l Equity Div & Premium Fund | 03/29/12 | 09/21/12 | 64 390 | $ | 457 18 | $ | 448 80 | $ | (8 38) | ST | #3317 |
| GS Int'l Equity Div & Premium Fund | | 09/21/12 | 52 850 | $ | 329 76 | $ | 368 43 | $ | 38 67 | ST | #3317 |
| GS U S Equity Divid & Premium FD - INSTL | 06/29/11 | 06/15/12 | 55 300 | $ | 536 94 | $ | 542 49 | $ | 5 55 | ST | #3317 |
| GS U S Equity Divid & Premium FD - INSTL | 09/29/11 | 06/15/12 | 61 240 | $ | 540 75 | $ | 600 76 | $ | 60 01 | ST | #3317 |
| GS U S Equity Divid & Premium FD - INSTL | 12/07/11 | 06/15/12 | 67 300 | $ | 627 92 | $ | 660 21 | $ | 32 29 | ST | #3317 |
| GS U S Equity Divid & Premium FD - INSTL | 12/07/11 | 06/15/12 | 173 250 | $ | 1,616 42 | $ | 1,699 58 | $ | 83 16 | ST | #3317 |
| GS U S Equity Divid & Premium FD - INSTL | | 06/27/12 | 43 610 | $ | 406 88 | $ | 425 20 | $ | 18 32 | ST | #3317 |
| GS U S Equity Divid & Premium FD - INSTL | 12/07/11 | 06/27/12 | 80 830 | $ | 754 17 | $ | 788 09 | $ | 33 92 | ST | #3317 |
| GS U S Equity Divid & Premium FD - INSTL | 03/29/12 | 06/27/12 | 62 840 | $ | 637 18 | $ | 612 78 | $ | (24 40) | ST | #3317 |
| | | | | | | | | | | | |
| **Subtotals Acct #3317** | | | | **$** | **581,385.11** | **$** | **587,398.32** | **$** | **6,013.21** | **ST** | |
| | | | | | **$9,804.77** | | **$10,315.74** | | **$510.97** | **LT** | |
| | | | | **$** | **591,189.88** | **$** | **597,714.06** | **$** | **6,524 18** | | |

GS #3318

THE SCOTT & SULING MEAD FOUNDATION FYE: 4/30/2013
SCHEDULE D ATTACHMENT
EIN: 13-3921104

| Description | Acq Date | Sell Date | Quantity | Cost Basis | Proceeds | Gain/Loss | | Acct # |
|---|---|---|---|---|---|---|---|---|
| SPDR S&P 500 ETF Trust | 04/03/13 | 04/30/13 | 2,895 00 | 449,883 00 | 462,031 64 | 12,148 64 | ST | #3318 |
| | | | | | | | | |
| GS Core Fixed-Inc I MF Cl I | 02/29/08 | 12/17/12 | 70 48 | 695 66 | 753 43 | 57 77 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 03/31/08 | 12/17/12 | 96 10 | 922 57 | 1,027 31 | 104 74 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 04/30/08 | 12/17/12 | 81 58 | 788 02 | 872 09 | 84 07 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 05/30/08 | 12/17/12 | 1 12 | 10 69 | 11 97 | 1 28 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 06/30/08 | 12/17/12 | 1 12 | 10 53 | 11 97 | 1 44 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 07/31/08 | 12/17/12 | 1 13 | 10 32 | 12 08 | 1 76 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 08/29/08 | 12/17/12 | 1 18 | 10 81 | 12 61 | 1 80 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 09/30/08 | 12/17/12 | 1 11 | 9 93 | 11 87 | 1 94 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 10/31/08 | 12/17/12 | 1 21 | 10 10 | 12 93 | 2 83 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 11/28/08 | 12/17/12 | 1 12 | 9 23 | 11 97 | 2 74 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 12/15/08 | 12/17/12 | 0 33 | 2 69 | 3 53 | 0 84 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 12/15/08 | 12/17/12 | 1 27 | 10 45 | 13 58 | 3 13 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 12/31/08 | 12/17/12 | 1 03 | 8 69 | 11 01 | 2 32 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 01/30/09 | 12/17/12 | 1 08 | 9 01 | 11 55 | 2 54 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 02/27/09 | 12/17/12 | 1 16 | 9 48 | 12 40 | 2 92 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 03/31/09 | 12/17/12 | 1 15 | 9 55 | 12 29 | 2 74 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 04/30/09 | 12/17/12 | 1 03 | 8 63 | 11 01 | 2 38 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 05/29/09 | 12/17/12 | 1 00 | 8 61 | 10 69 | 2 08 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 06/30/09 | 12/17/12 | 0 94 | 8 20 | 10 05 | 1 85 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 07/31/09 | 12/17/12 | 0 97 | 8 75 | 10 37 | 1 62 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 08/31/09 | 12/17/12 | 0 92 | 8 45 | 9 83 | 1 38 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 09/30/09 | 12/17/12 | 0 82 | 7 66 | 8 77 | 1 11 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 10/30/09 | 12/17/12 | 0 89 | 8 39 | 9 51 | 1 12 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 11/30/09 | 12/17/12 | 0 76 | 7 20 | 8 12 | 0 92 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 12/31/09 | 12/17/12 | 0 74 | 6 91 | 7 91 | 1 00 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 01/29/10 | 12/17/12 | 0 71 | 6 78 | 7 59 | 0 81 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 02/26/10 | 12/17/12 | 0 70 | 6 75 | 7 48 | 0 73 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 03/31/10 | 12/17/12 | 0 73 | 6 97 | 7 80 | 0 83 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 04/30/10 | 12/17/12 | 0 72 | 6 96 | 7 70 | 0 74 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 05/28/10 | 12/17/12 | 0 68 | 6 61 | 7 27 | 0 66 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 06/30/10 | 12/17/12 | 0 61 | 5 97 | 6 52 | 0 55 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 07/30/10 | 12/17/12 | 0 58 | 5 68 | 6 20 | 0 52 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 08/31/10 | 12/17/12 | 0 55 | 5 46 | 5 88 | 0 42 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 09/30/10 | 12/17/12 | 0 55 | 5 46 | 5 88 | 0 42 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 10/29/10 | 12/17/12 | 0 55 | 5 56 | 5 88 | 0 32 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 11/30/10 | 12/17/12 | 0 57 | 5 70 | 6 09 | 0 39 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 12/31/10 | 12/17/12 | 1 01 | 9 98 | 10 80 | 0 82 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 01/31/11 | 12/17/12 | 0 60 | 5 88 | 6 41 | 0 53 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 02/28/11 | 12/17/12 | 0 60 | 5 95 | 6 41 | 0 46 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 03/31/11 | 12/17/12 | 0 59 | 5 75 | 6 31 | 0 56 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 04/29/11 | 12/17/12 | 0 54 | 5 41 | 5 77 | 0 36 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 05/31/12 | 12/17/12 | 0 57 | 5 70 | 6 09 | 0 39 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 06/30/11 | 12/17/12 | 0 60 | 6 00 | 6 41 | 0 41 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 07/29/11 | 12/17/12 | 0 60 | 6 07 | 6 41 | 0 34 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 08/31/11 | 12/17/12 | 0 53 | 5 42 | 5 67 | 0 25 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 09/30/11 | 12/17/12 | 0 51 | 5 27 | 5 45 | 0 18 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 10/31/11 | 12/17/12 | 54 63 | 560 45 | 583 99 | 23 54 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 10/06/11 | 12/17/12 | 8,174 66 | 83,463 27 | 87,387 10 | 3,923 83 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 10/06/11 | 12/20/12 | 205 80 | 2,098 81 | 2,200 00 | 101 19 | LT | #3318 |
| GS Core Fixed-Inc I MF Cl I | 10/06/11 | 04/09/13 | 705 18 | 7,199 90 | 7,552 49 | 352 59 | LT | #3318 |
| Korea Fund Inc | | 10/16/12 | 200 00 | 21,111 71 | 7,707 99 | (13,403 73) | LT | #3318 |
| Korea Fund Inc | 01/29/09 | 10/16/12 | 821 00 | 18,060 00 | 31,641 28 | 13,581 28 | LT | #3318 |
| GS Group, Inc 0% 5/31/12 | 02/23/11 | 05/31/12 | 275 00 | 275,000 00 | 214,505 26 | (60,494 74) | LT | #3318 |
| **Subtotals Acct #3318** | | | **ST** | **$449,883.00** | **$462,031.64** | **$12,148.64** | **ST** | |
| | | | **LT** | **$410,224.00** | **$354,607.02** | **($55,616.98)** | **LT** | |
| | | | | **$860,107.00** | **$816,638.66** | **($43,468.34)** | | |

**GS #0649**

| Description | Acq Date | Sell Date | Quantity | Cost Basis | Proceeds | Gain/Loss | | Acct # |
|---|---|---|---|---|---|---|---|---|
| T Rowe Price Funds T Rowe Price Instl Emrg | 03/18/11 | 06/15/12 | 1,305 48 | $ 39,608 35 | $ 35,000 00 | $ (4,608 35) | LT | #0649 |
| | | | **ST** | **$0.00** | **$0.00** | **$0.00** | **ST** | |
| **Subtotals Acct #0649** | | | **LT** | **$39,608.35** | **$35,000.00** | **($4,608.35)** | **LT** | |
| | | | | **$39,608.35** | **$35,000.00** | **($4,608.35)** | | |

**GS #9545**

THE SCOTT & SULING MEAD FOUNDATION FYE: 4/30/2013
SCHEDULE D ATTACHMENT
EIN: 13-3921104

| Description | Acq Date | Sell Date | Quantity | Cost Basis | Proceeds | Gain/Loss | | Acct # |
|---|---|---|---|---|---|---|---|---|
| PUT/SPX @ 1470 EXP 3/16/2013 | 02/11/13 | 03/12/13 | (3 00) | 81 66 | 2,574 00 | 2,492 34 | ST | #9545 |
| | 02/14/13 | 03/25/13 | (3 00) | 111 00 | 2,544 00 | 2,433 00 | ST | #9545 |
| PUT/SPX @ 1460 EXP 4/20/2013 | 02/15/13 | 04/09/13 | (2 00) | 104 00 | 2,796 00 | 2,692 00 | ST | #9545 |
| PUT/SPX @ 1460 EXP 4/20/2013 | 02/15/13 | 04/22/13 | (1 00) | - | 1,398 00 | 1,398 00 | ST | #9545 |
| PUT/SPX @ 1510 EXP 4/20/2013 | 03/12/13 | 04/17/13 | (3 00) | 546 00 | 2,964 00 | 2,418 00 | ST | #9545 |
| **Subtotals Acct #9545** | | | **ST** | **$842.66** | **$12,276.00** | **$11,433.34** | **ST** | |
| | | | **LT** | **$0 00** | **$0.00** | **$0.00** | **LT** | |
| | | | | **$842.66** | **$12,276.00** | **$11,433.34** | | |
| | | | **ST** | **1,032,110.77** | **1,061,705.96** | **29,595.19** | **ST** | |
| | | | **LT** | **$459,637.12** | **$399,922.76** | **($59,714.36)** | **LT** | |
| | | | **Total GS Accounts** | **1,491,747.89** | **1,461,628.72** | **(30,119.17)** | | |

Form **8275** (Rev August 2008) Department of the Treasury Internal Revenue Service

# Disclosure Statement

***Do not use this form to disclose items or positions that are contrary to Treasury regulations. Instead, use Form 8275-R, Regulation Disclosure Statement.***
**See separate instructions.**
**▶ Attach to your tax return.**

OMB No 1545-0889
Attachment Sequence No **92**

Name(s) shown on return: THE SCOTT & SULING MEAD FOUNDATION
Identifying number shown on return: 13-3921104

**Part I General Information** (see instructions)

| | (a) Rev. Rul., Rev. Proc., etc. | (b) Item or Group of Items | (c) Detailed Description of Items | (d) Form or Schedule | (e) Line No. | (f) Amount |
|---|---|---|---|---|---|---|
| 1 | N/A | DISCLOSURE | SPLIT-GIFT DONATIONS | 990PF-PT1 | 25 | |
| 2 | | | | | | |
| 3 | | | | | | |
| 4 | | | | | | |
| 5 | | | | | | |
| 6 | | | | | | |

**Part II Detailed Explanation** (see instructions)

1 SEE PART IV

2

3

4

5

6

**Part III Information About Pass-Through Entity.** To be completed by partners, shareholders, beneficiaries, or residual interest holders

**Complete this part only if you are making adequate disclosure for a pass-through item.**

**Note:** *A pass-through entity is a partnership, S corporation, estate, trust, regulated investment company (RIC), real estate investment trust (REIT), or real estate mortgage investment conduit (REMIC)*

1 Name, address, and ZIP code of pass-through entity

2 Identifying number of pass-through entity

3 Tax year of pass-through entity
to

4 Internal Revenue Service Center where the pass-through entity filed its return

**Part IV** **Explanations** *(continued from Parts I and/or II)*

DURING FYE: 4/30/2013, THE SCOTT & SULING MEAD FOUNDATION PAID SPLIT-GIFT DONATIONS TO VARIOUS CHARITABLE ORGANIZATIONS. THE FOUNDATION PAID THE DEDUCTIBLE PORTION FOR THESE CONTRIBUTIONS AND A PERSONAL CHECK WAS WRITTEN FOR THE FAIR MARKET VALUE OF THE RECEIVED BENEFITS BY THE FOUNDATION MANAGERS. THE DEDUCTIBLE PORTION IS INCLUDED IN THE BALANCE OF THE DONATIONS IN THE AMOUNT OF $1,100,890 REPORTED ON THE 2012 FORM 990PF.