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

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

06/01, 2012, and ending

05/31, 2013

Name of foundation

ROBERT RAUSCHENBERG FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

381 LAFAYETTE STREET

City or town, state, and ZIP code

NEW YORK, NY 10003

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

J Accounting method

☐ Cash☒ Accrual

of year (from Part II, col (c), line

Other (specify)

16) \$ 389,607,127.

(Part I, column (d) must be on cash basis)

A Employer identification number

65-0200989

B Telephone number (see instructions)

(212) 228-5283

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
computationE If private foundation status was terminated
under section 507(b)(1)(A), check hereF If the foundation is in a 60-month termination
under section 507(b)(1)(B), check herePart 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)

	(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)	3,577,787			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	584	584	584	ATCH 1
4 Dividends and interest from securities	424,796	424,796	424,796	ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	12,086,263			
b Gross sales price for all assets on line 6a	18,935,653			
7 Capital gain net income (from Part IV, line 2)		4,136,263		
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	2,009,279	39,658	2,009,279	
12 Total. Add lines 1 through 11	18,098,709	4,601,301	2,434,659	
13 Compensation of officers, directors, trustees, etc.	417,510	28,750	47,439	341,321
14 Other employee salaries and wages	1,188,041	36,339	667,616	484,086
15 Pension plans, employee benefits	410,910	16,658	159,891	234,361
16a Legal fees (attach schedule) ATCH 4	722,662	14,764	8,427	841,806
b Accounting fees (attach schedule) ATCH 5	134,621			115,771
c Other professional fees (attach schedule) *	703,795	122,102	49,804	542,092
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 7	663,563		90,700	766,426
19 Depreciation (attach schedule) and depletion	445,835		217,392	
20 Occupancy				
21 Travel, conferences, and meetings	112,996		15,837	97,159
22 Printing and publications	20,244			20,244
23 Other expenses (attach schedule) ATCH 8	1,591,123	43,250	319,589	1,209,921
24 Total operating and administrative expenses. Add lines 13 through 23	6,411,300	261,863	1,576,695	4,653,187
25 Contributions, gifts, grants paid	3,104,736			2,728,665
26 Total expenses and disbursements. Add lines 24 and 25	9,516,036	261,863	1,576,695	7,381,852
27 Subtract line 26 from line 12	8,582,673			
a Excess of revenue over expenses and disbursements		4,339,438		
b Net investment income (if negative, enter -0-)			857,964	
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

*ATCH 6

Form 990-PF (2012)

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	262,910.	37,407.	37,407.
	2 Savings and temporary cash investments	10,606,322.	4,801,603.	4,801,603.
	3 Accounts receivable ▶ 1,803,031.		1,803,031.	1,803,031.
	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	93,246.	253,249.	253,249.
	10 a Investments - U.S. and state government obligations (attach schedule). **	700,085.	2,279,305.	2,279,305.
	b Investments - corporate stock (attach schedule) ATCH 10	9,616,064.	24,554,614.	24,554,614.
	c Investments - corporate bonds (attach schedule) ATCH 11	970,151.	2,438,114.	2,438,114.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 12	243,938,012.	237,449,838.	237,449,838.
	14 Land, buildings, and equipment basis ▶ 58,718,448.			
	Less accumulated depreciation (attach schedule) ▶ 3,086,162.	51,819,164.	55,632,286.	55,632,286.
	15 Other assets (describe ▶ ATCH 13)	37,995,205.	35,088,680.	60,357,680.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	356,001,159.	364,338,127.	389,607,127.
	17 Accounts payable and accrued expenses	390,979.	271,191.	
	18 Grants payable	598,929.	975,000.	
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)	989,908.	1,246,191.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	355,011,251.	363,091,936.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input 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			
	30 Total net assets or fund balances (see instructions).	355,011,251.	363,091,936.	
	31 Total liabilities and net assets/fund balances (see instructions)	356,001,159.	364,338,127.	

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	355,011,251.
2 Enter amount from Part I, line 27a	2	8,582,673.
3 Other increases not included in line 2 (itemize) ▶ ATCH 14	3	3,286,835.
4 Add lines 1, 2, and 3	4	366,880,759.
5 Decreases not included in line 2 (itemize) ▶ ATCH 15	5	3,788,823.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	363,091,936.

**ATCH 9

Form 990-PF (2012)

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					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	4,136,263.	
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	3,222,707.	28,381,699.	0.113549
2010	1,944,237.	3,190,177.	0.609445
2009	785,905.	2,145,206.	0.366354
2008	824,147.	1,544,899.	0.533463
2007	291,776.	997,744.	0.292436
2 Total of line 1, column (d)			2 1.915247
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 0.383049
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 55,555,632.
5 Multiply line 4 by line 3			5 21,280,529.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 43,394.
7 Add lines 5 and 6			7 21,323,923.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 7,381,852.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	86,789.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	86,789.
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	86,789.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	168,473.
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	168,473.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	81,684.
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
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
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? If "Yes," attach a detailed description of the activities		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		X
4a 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? If "Yes," attach the statement required by General Instruction T		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?	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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DELAWARE, FLORIDA AND NEW YORK		
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 **WWW.RAUSCHENBERGFOUNDATION.ORG**

The books are in care of **SHARON ULLMAN** Telephone no **212-228-5283**

Located at **381 LAFAYETTE STREET NEW YORK, NY** ZIP+4 **10003**

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**

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?	Yes	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 16		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input 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	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years 2a		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 2c		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input 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	X
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

Form 990-PF (2012)

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 ☐**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?

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

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 17		417,510.	64,849.	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
ATCH 18		698,580.	120,711.	0

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

6

Form 990-PF (2012)

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
ATCH 19		921,690.
Total number of others receiving over \$50,000 for professional services		2

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 SEE ATTACHMENT 19A- PROGRAM 1	
	1,189,561.
2 SEE ATTACHMENT 19A- PROGRAM 2	
	86,778.
3 SEE ATTACHMENT 19A- PROGRAM 3	
	37,874.
4 SEE ATTACHMENT 19A- PROGRAM 4	
	187,108.

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	

Form 990-PF (2012)

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	16,202,066.
b	Average of monthly cash balances	1b	10,020,751.
c	Fair market value of all other assets (see instructions)	1c	30,178,840.
d	Total (add lines 1a, b, and c)	1d	56,401,657.
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	56,401,657.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	846,025.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,555,632.
6	Minimum investment return. Enter 5% of line 5	6	2,777,782.

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

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	7,381,852.
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	7,381,852.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,381,852.

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.

Form 990-PF (2012)

Page **9****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				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$				
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				
e Remaining amount distributed out of corpus				
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				
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form **990-PF** (2012)

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

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

06/30/1991

b Check box to indicate whether the foundation is a private operating foundation described in section

☒ X

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
857,964.	81,333.	65,550.	73,885.	1,078,732.
729,269.	69,133.	55,718.	62,802.	916,922.
7,381,852.	3,222,707.	1,974,949.	785,905.	13,365,413.
2,728,665.	992,955.	520,639.	518,549.	4,760,808.
4,653,187.	2,229,752.	1,454,310.	267,356.	8,604,605.
1,851,855.	946,057.	106,339.	71,507.	2,975,758.

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ☒ 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 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 <i>Paid during the year</i> ATTACHMENT 19B				2,728,665.
Total			3a	2,728,665.
b <i>Approved for future payment</i> ATTACHMENT 19B				975,000.
Total			3b	975,000.

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	584.		
4 Dividends and interest from securities			14	424,796.		
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	12,086,263.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a _____						
b ATCH 20 _____				39,658.		1,969,621.
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)				12,551,301.		1,969,621.
13 Total. Add line 12, columns (b), (d), and (e)				13		14,520,922.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

ROBERT RAUSCHENBERG FOUNDATION

Employer identification number

65-0200989

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)(3) (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 foundation

Check 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 ROBERT RAUSCHENBERG FOUNDATION

Employer identification number
65-0200989**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	ROBERT RAUSCHENBERG REVOCABLE TRUST 275 MADISON AVENUE NEW YORK, NY 10016	\$ 3,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	ROBERT RAUSCHENBERG REVOCABLE TRUST 275 MADISON AVENUE NEW YORK, NY 10016	\$ 77,787.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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)

65-0200989

Part II

[illegible]

Name of organization ROBERT RAUSCHENBERG FOUNDATION

Employer identification number

65-0200989

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 entryFor 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
	----- ----- -----	----- ----- -----	

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>	<u>ADJUSTED NET INCOME</u>
MONEY MARKET INTEREST	584.	584.	584.
TOTAL	<u>584.</u>	<u>584.</u>	<u>584.</u>

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDENDS	320,082.	320,082.	320,082.
BOND INTEREST	104,714.	104,714.	104,714.
TOTAL	424,796.	424,796.	424,796.

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
MANAGEMENT FEE	1,969,121.		1,969,121.
ROYALTIES	39,658.	39,658.	39,658.
MISCELLANEOUS INCOME	500.		500.
PARTNERSHIP NET INVESTMENT INCOME			
ADD: AMOUNT ATTRIBUTABLE TO UBI		-504,565. 504,565.	
TOTALS	<u>2,009,279.</u>	<u>39,658.</u>	<u>2,009,279.</u>

ATTACHMENT 4FORM 990PF, PART I - LEGAL 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>
GOLDMAN FELCOSKI & STONE P.A.				
- LEGAL SERVICES	346,777.			399,523.
PATTERSON BELKNAP WEBB & TYLER LLP - LEGAL SERVICES	311,995.	11,027.	3,322.	351,538.
LAIRD A. LILE, P.A.				
- LEGAL SERVICES	23,643.			7,856.
ACKERMAN SENTERFITT				
- LEGAL SERVICES	21,483.			71,645.
VENABLE LLP				
- LEGAL SERVICES	11,079.	3,737.	4,699.	3,965.
BEAN, WHITAKER, LUTZ & KAREN				
- LEGAL SERVICES	4,144.			4,144.
SQUIRE SANDERS				
- LEGAL SERVICES	3,135.			3,135.
OTHER LEGAL FEES	406.		406.	
TOTALS	<u>722,662.</u>	<u>14,764.</u>	<u>8,427.</u>	<u>841,806.</u>

ATTACHMENT 5FORM 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>
CONDON O'MEARA MCGINTY & DONNELLY LLP				
- ACCOUNTING & TAX SERVICES	58,001.			43,001.
CONSTANTAKIS CONSULTING GROUP				
- ACCOUNTING SERVICES	76,620.			72,770.
TOTALS	<u>134,621.</u>			<u>115,771.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL 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>
CONSULTING FEES	300,564.		6,342.	300,425.
STRATEGIC CONSULTING	93,838.			93,838.
INVESTMENT MANAGEMENT FEE	92,460.	92,460.		
IT CONSULTING	51,975.		2,500.	49,475.
OTHER PROFESSIONAL FEES	49,397.	14,050.	1,397.	33,950.
CURATORIAL FEES	48,232.	2,800.	17,920.	31,512.
COMMUNICATIONS/PR CONSULTING	36,979.		4,141.	32,838.
DATABASE SUPPORT	30,350.	12,792.	17,504.	54.
TOTALS	<u>703,795.</u>	<u>122,102.</u>	<u>49,804.</u>	<u>542,092.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL EXCISE TAX	470,000.		470,000.
REAL ESTATE TAX	193,563.	90,700.	296,426.
TOTALS	<u>663,563.</u>	<u>90,700.</u>	<u>766,426.</u>

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ARTIST & CONSERVATION	363,104.	11,575.	56,653.	294,876.
MAINTENANCE & REPAIRS	218,827.		38,217.	180,610.
INSURANCE	205,821.	30,944.	866.	138,606.
WEBSITE DEVELOPMENT	172,351.		68,129.	104,222.
UTILITIES	161,151.		98,403.	54,189.
SUPPLIES	147,838.		9,094.	138,744.
OFFICE	128,427.		33,975.	83,752.
EVENT	107,570.			85,527.
MISCELLANEOUS	86,034.	731.	14,252.	129,395.
TOTALS	<u>1,591,123.</u>	<u>43,250.</u>	<u>319,589.</u>	<u>1,209,921.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION

SEE ATTACHED SCHEDULE

US OBLIGATIONS TOTAL

ATTACHMENT 9

<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
2,279,305.	2,279,305.
<u>2,279,305.</u>	<u>2,279,305.</u>

Robert Rauschenberg Foundation
12/31/2013

US Government Obligations

UNITED STATES TREASURY 2/28/15
UNITED STATES TREASURY N/B(0.13 - 09/30/13)
UNITED STATES TREASURY N/B(5.25 - 11/15/28)
GNMA #430354 SF(4.00 - 08/15/41)
GNMA #727561 (9/15/41)
GNMA #767215

As of May 31, 2013		
Shares	Cost	FMV
200,000	200,156	199,898
200,000	199,859	200,032
125,000	171,203	164,258
387,539	421,752	411,888
885,262	971,437	940,883
340,925	374,166	362,346
Total US Government Obligations		2,338,573 2,279,305

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 10

DESCRIPTION

<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
------------------------------	-----------------------

SEE ATTACHED SCHEDULE

24,554,614.	24,554,614.
-------------	-------------

TOTALS

<u>24,554,614.</u>	<u>24,554,614.</u>
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Robert Rauschenberg Foundation
12/31/2013

Corporate Stock

	As of May 31, 2013		
	Shares	Cost	FMV
3M CO.	4,608	428,255	508,124
ADOBE SYSTEMS INC.	10,048	364,100	431,160
AIR PRODUCTS & CHEMICALS	6,696	561,507	632,169
ALTERA CORP	10,120	327,973	336,186
AMAZON.COM INC	2,120	488,689	570,704
AMER EXPRESS	8,810	513,692	667,005
ANALOG DEVICES	15,674	632,772	719,907
APPLE INC	1,157	606,241	520,343
BAKER HUGHES INC	9,785	425,705	445,022
BECTON DICKINSON	4,376	357,620	431,561
CANADIAN NATURAL RESOURCES	12,061	362,933	359,056
CANADIAN PAC RY LTD	3,886	381,168	512,913
CARBO CERAMICS	3,147	257,144	207,387
CATERPILLAR INC	3,786	347,696	324,839
CISCO SYSTEMS INC	29,960	577,036	722,485
COCA-COLA COMPANY	11,282	424,006	451,167
COMCAST CORP	14,462	497,405	580,866
COSTCO WHOLESALE CORP	4,101	386,013	449,597
EBAY INC	7,472	362,952	404,235
EMERSON ELECTRIC COMPANY	7,744	395,958	444,970
EOG RESOURCES INC	2,508	290,633	323,783
EXELON CORP	11,401	387,418	357,307
FACEBOOK INC	6,636	194,252	161,573
FEDEX CORPORATION	5,466	503,619	526,594
GOOGLE INC-CL A	897	610,114	781,483
GRAINGER WW	3,272	677,293	842,344
INTL BUSINESS MACHINES	2,341	467,124	486,975
JOHNSON & JOHNSON	8,170	586,598	687,751
JPM CHASE 8.625% J PFD CALL 9/2013	2,200	60,258	56,100
M&T BANK CORPORATION	3,227	301,944	338,512
MICROSOFT CORP	21,249	624,972	741,590
MONSANTO COMPANY	5,452	480,466	548,689
NESTLES SA ADR	13,384	872,008	887,627
NOVARTIS AG-ADR	7,078	434,725	507,917
OCCIDENTAL PETROLEUM CORP	5,427	461,685	499,664
PEPSICO INC	6,173	432,050	498,593
POTASH CORP	9,872	390,703	414,821
PROCTER & GAMBLE CO	5,745	404,199	440,986
PROGRESSIVE CORP OH	27,487	627,817	700,644
QUALCOMM INC	6,033	376,621	382,975
ROCHE HOLDINGS LTD-SPONS ADR	9,739	485,352	607,129
SOUTHWESTERN ENERGY CO	11,778	401,557	443,913
TEXAS INSTRUMENTS INC	15,554	484,757	558,544
TIFFANY & CO	6,722	437,014	522,837
UNION PACIFIC CORPORATION	2,396	288,901	370,470
US BANCORP	12,851	408,130	450,556
UTI WORLDWIDE INC.	15,520	228,678	245,837
WALT DISNEY CO	8,610	420,009	543,119
WELLS FARGO & CO (WFC)	15,568	527,473	631,282
WELLS FARGO 8.000% J PFD CALL 12/2017	9,412	280,185	275,300

Total Corporate Stock

21,845,422 24,554,614

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED SCHEDULE	2,438,114.	2,438,114.
TOTALS	<u>2,438,114.</u>	<u>2,438,114.</u>

Robert Rauschenberg Foundation
12/31/2013

Corporate Bonds

	As of May 31, 2013		
	Shares	Cost	FMV
AMCAR Americredit Automobile	50,000	51,602	51,219
CHESAPEAKE ENERGY CO.	30,000	30,675	30,150
AMERICAN EXPRESS CREDIT	100,000	105,460	101,434
BP CAPITAL MARKETS PLC(5.25 - 11/07/13)	100,000	107,180	102,075
STAPLES INC(9.75 - 01/15/14)	100,000	114,125	105,411
GOLDMAN SACHS GROUP INC 5.4 4/30/14	125,000	125,007	129,846
CAPITAL ONE	100,000	108,621	106,353
FORD MOTOR CREDIT CO LLC(8.00 - 06/01/14)	50,000	55,375	53,261
WPP FINANCE (UK)(8.00 - 09/15/14)	100,000	115,000	108,621
CANADIAN NAT RES LTD	200,000	202,888	201,716
PETROBRAS INTL	100,000	102,430	101,334
HOME DEPOT INC(5.40 - 03/01/16)	100,000	115,900	112,357
AVNET INC	30,000	34,065	33,863
BERKSHIRE HATHAWAY INC(1.90 - 01/31/17)	200,000	205,050	204,728
GOLDMAN SACHS GROUP INC 6.5 4/30/17	125,000	125,007	143,080
McDONALDS CORP	300,000	366,820	352,545
BORGWARNER INC	100,000	130,300	129,087
KELLOGG	75,000	85,148	82,623
CONTINENTAL AIRLINES INC EETC 1997-4(6.90 - 01/02/18)	87,669	94,902	95,560
CONTINENTAL AIRLINES (8.048 - 11/01/2000)	165,738	189,624	192,853
Total Corporate Bonds		2,465,179	2,438,114

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 12

DESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
--	------------------------------	-----------------------

SUBSIDIARY HOLDINGS- UNTITLED
PRESS, INC.
SEE STATEMENT ATTACHED

237,449,838.	237,449,838.
--------------	--------------

TOTALS

<u>237,449,838.</u>	<u>237,449,838.</u>
---------------------	---------------------

FEDERAL

BALANCE SHEET:
PART II, LINE 12:OTHER INVESTMENTS

"UNTITLED PRESS, INC. IS A FUNCTIONALLY RELATED BUSINESS WITH RESPECT TO THE FOUNDATION WHICH HOLDS ORIGINAL ARTWORK CREATED BY ROBERT RAUSCHENBERG. ROBERT RAUSCHENBERG, INC. IS A PASSIVE HOLDING COMPANY WHOSE PRINCIPAL ASSET, AN ART WAREHOUSE, IS USED IN FURTHERANCE OF THE FOUNDATION'S EXEMPT PURPOSES."

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 13

DESCRIPTION

ARTWORK HELD BY COMMUNITY
WORKS LLC, A DISREGARDED
ENTITY OF RRF

TOTALS

<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
35,088,680.	60,357,680.
<u>35,088,680.</u>	<u>60,357,680.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED DEPRECIATION OF INVESTMENTS	2,765,535.
NET GAIN ON NON-CASH GRANTS	521,300.
TOTAL	<u>3,286,835.</u>

ATTACHMENT 15FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CHANGE IN UNTITLED PRESS, INC.	3,196,403.
DISSOLUTION OF ROBERT RAUSCHENBERG, INC.	592,420.
TOTAL	<u>3,788,823.</u>

ATTACHMENT 16FORM 990PF, PART VII-A, LINE 11A-TRANSFERS FROM CONT. ENT. STATEMENT

CONTROLLED ENTITY'S NAME: ROBERT RAUSCHENBERG, INC.
CONTROLLED ENTITY'S ADDRESS: 381 LAFAYETTE ST
CITY, STATE & ZIP: NEW YORK, NY 10003
EIN: 59-1280136
TRANSFER AMOUNT: 592,420.
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
DISSOLVED APRIL 17, 2013.

CONTROLLED ENTITY'S NAME: UNTITLED PRESS, INC.
CONTROLLED ENTITY'S ADDRESS: 381 LAFAYETTE ST
CITY, STATE & ZIP: NEW YORK, NY 10003
EIN: 59-1466448
TRANSFER AMOUNT: 1,969,121.
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
THE INTERNAL REVENUE SERVICE ISSUED A PRIVATE LETTER RULING WHICH
RULED THAT THE COMPENSATION RECEIVED FROM UNTITLED PRESS, INC., A
FUNCTIONALLY RELATED BUSINESS, IS NOT CONSIDERED UNRELATED BUSINESS
INCOME WITHIN THE MEANING OF SECTION 512(A)(1).

ROBERT RAUSCHENBERG FOUNDATION

65-0200989

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
CHRISTY MACLEAR 381 LAFAYETTE STREET NEW YORK, NY 10003	EXECUTIVE DIRECTOR 40.00	229,583.	32,567. 0
SHARON ULLMAN 381 LAFAYETTE STREET NEW YORK, NY 10003	CHIEF OPERATING OFFICER 40.00	187,927.	32,282. 0
CHRISTOPHER RAUSCHENBERG 381 LAFAYETTE STREET NEW YORK, NY 10003	PRESIDENT 15.00	0	0 0
DOROTHY LICHTENSTEIN 381 LAFAYETTE STREET NEW YORK, NY 10003	VICE PRESIDENT 2.00	0	0 0
ALLAN FULKERSON 381 LAFAYETTE STREET NEW YORK, NY 10003	TREASURER 15.00	0	0 0
SUSAN DAVIDSON 381 LAFAYETTE STREET NEW YORK, NY 10003	SECRETARY 15.00	0	0 0

MS. DAVIDSON WAS NOT COMPENSATED AS A BOARD MEMBER & SECRETARY BUT RECEIVED \$28,000 IN CONSULTING COMPENSATION FOR CURATOR SERVICES.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 17 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
SIDNEY FELSEN 381 LAFAYETTE STREET NEW YORK, NY 10003	BOARD MEMBER 2.00	0	0
AGNES GUND 381 LAFAYETTE STREET NEW YORK, NY 10003	BOARD MEMBER 2.00	0	0
FREDERICKA HUNTER 381 LAFAYETTE STREET NEW YORK, NY 10003	BOARD MEMBER 2.00	0	0
RICHARD E. OLDENBURG 381 LAFAYETTE STREET NEW YORK, NY 10003	BOARD MEMBER 2.00	0	0
GRAND TOTALS		<u>417,510.</u>	<u>64,849.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
THOMAS BUEHLER 381 LAFAYETTE STREET NEW YORK, NY 10003	COLLECTIONS MANAGER 40.00	150,000.	24,136. 0
DAVID WHITE 381 LAFAYETTE STREET NEW YORK, NY 10003	SENIOR CURATOR 40.00	180,000.	28,029. 0
LAURENCE F GETFORD 381 LAFAYETTE STREET NEW YORK, NY 10003	DIGITAL ARCHIVE MNGR 40.00	155,545.	23,309. 0
MATTHEW HALL 381 LAFAYETTE STREET NEW YORK, NY 10003	PROPERTY MANAGER 40.00	123,035.	26,031. 0
GINA GUY 381 LAFAYETTE STREET NEW YORK, NY 10003	ARCHIVIST/REGISTRAR 40.00	90,000.	19,206. 0
	TOTAL COMPENSATION	<u>698,580.</u>	<u>120,711.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 19

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
PATTERSON BELKNAP WEBB & TYLER LLP 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	LEGAL SERVICES	311,995.
GOLDMAN FELCOSKI & STONE P.A. 734 12TH AVENUE SOUTH NAPLES, FL 34102	LEGAL SERVICES	346,777.
DOROTHY DUNN 12 HATCH TERRACE DOBBS FERRY, NY 10522	CONSULTING	93,838.
JOHN W. BRISTOL & CO. INC. 48 WALL STREET NEW YORK, NY 10005	INVESTMENT MGMT FEE	92,460.
CONSTANTAKIS CONSULTING GROUP 20 BROADWAY #302 NEW YORK, NY 11211	ACCOUNTING SERVICES	76,620.
	TOTAL COMPENSATION	<u>921,690.</u>

Robert Rauschenberg Foundation

12/31/13

Program 1

Robert Rauschenberg's estate on Captiva Island, Florida, which was his home and studio for forty years, has been transformed into a creative center that welcomes artists from around the world to live, work and create. The Foundation launched the Rauschenberg Residency during fiscal year 2013 with a series of five pilot residencies that served to inform and shape the program. There are now seven one-month-long residencies annually that serve more than seventy artists and other creative individuals of exceptional talent and promise from a diverse mix of disciplines, backgrounds, ages, and career levels.

Program 2

Celebrating its 20th year, the Power of Art is a three-day workshop in Washington, D.C. that explores strategies for using art to engage and teach academic skills to students with different learning profiles of strengths and weaknesses. The Power of Art will include direct experience with a variety of learning strategies, tours and workshops at The Lab School, activity-oriented tours of the Smithsonian Institution, and discussions with leaders from the fields of art, art education, special education and museums. Participants will be encouraged to synthesize and adapt ideas, resources, and activities they encounter during The Power of Art for implementation in their own schools and communities. Forty attendees were invited to this workshop during fiscal year 2013.

Program 3

The Foundation's collection of artwork is available for loan to public exhibitions in furtherance of its exempt purpose to ensure the artwork's visibility and integration into scholarship. In this year, Artwork was loaned to, among others, Museum der Moderne Salzburg Monschsberg, The New Museum of Contemporary Art, Musee d'art Contemporain de Lyon, Philadelphia Museum of Art, Evansville Museum of Arts and Science and Barbican Art Gallery.

Program 4

As part of the Foundation's Project Space in New York City's Chelsea district and in collaboration with curator Alison Gingeras and artist Jonathan Horowitz, the Foundation mounted a show, open for free to the general public, titled "We the People", which provided an artistic view of the diverse demographics of our country, in contrast to the taglines and catchphrases of the 2012 election. We the People ran from October 3 through November 9, 2012. It took a close look at who the American people are, as seen through 68 different artists' eyes.

Grantee Organization		Beginning Balance	Authorized	Amount paid FY 2013	Balance due
Art Innovation & Collaboration					
Machine Projects 1200 D North alvarado Street, Los Angeles, CA 90026 Support for two Untitled public projects	Public	35,000		20,000	15,000
North Dakota Museum of Art 261 Centennial Drive, Grand Forks, ND 58202 Support for Spirit Lake Reservation Project	Public	100,000		50,000	50,000
Heart of Los Angeles 2701 Wilshire Blvd Suite 100 Los Angeles, CA 90057 Support for Public Art and Visual Art Programs	Public	100,000		50,000	50,000
The Drawing Center 35 Wooster street, NY, NY 10013 Three performance works point-move-line, Seven and Drawing Lessons	Public	65,000		65,000	0
New York Foundation for the Arts 20 Jay Street 7th Floor Brooklyn, NY 11201 Support for Broadway 1000 steps project	Public	50,000		50,000	0
Streh Inc. 51 North 1st Street Brooklyn, NY 11211 Support for Essentialist Acts	Public	75,000		75,000	0
Lab School of Washington 4759 Reservoir Rd NW Washington, DC 20007 Lab School power of art program	Public	4,274	-4,274		
Lee County Public Schools PO Box 1608, Fort Meyer, FL 33902 Artspeak program	Public	124,655		124,655	
Aspen Institute One Dupont Circle, Washington DC 20036 Support for national study of artist- endowed foundations	Public	15,000		15,000	
Brooklyn Academy of Music 30 Lafayette Avenue, Brooklyn, NY 11217 Support for BAM Richard B Fisher building programs	Public	25,000		25,000	
International Print center 508 West 26th Street, 5th Floor, New York, NY 10001 General Operating Support	Public	5,000		5,000	
Ballroom Marfa P O Box 1661 Marfa, TX 79843 Planning grant Marfa Dialogues	Public		20,000	20,000	
SITE Santa Fe 1606 Paseo de Peralta Santa Fe, NM 87501 Support of Unsuspected Possibilities	Public		50,000	25,000	25,000
LA Freewaves 6522 Hollywood Blvd Los Angeles, CA 90028 Support of Out the Window	Public		150,000	50,000	100,000
Museum of Contemporary Art Detroit 4454 Woodward Avenue Detroit, MI 48201 Support of the Mobile Homestead	Public		150,000	50,000	100,000
Real Art Ways 56 Arbor Street Hartford, CT 06106 Support of Reaction Bubble	Public		130,000	45,000	85,000
Baltimore Office of Promotion and Arts 10 E Baltimore Street, 10th Flr Baltimore, MD 21202 Support of Co-Lab(oration)	Public		100,000	50,000	50,000
SPACES 2220 Superior Viaduct Cleveland, OH 44113 Support of TAG	Public		50,000	50,000	
Center for Women & Their Work 1710 Lavaca Street Austin, TX 78701 Support of Thirst	Public		50,000	50,000	
Storefront for Art and Architecture 97 Kenmare Street New York, NY 10012 Support of TOTAL WORK of A	Public		150,000	50,000	100,000
Los Angeles Nomadic Division (LAND) 8033 Sunset BLVD #455 Los Angeles, CA 90046 Support of The Manifest Destiny Billboard Project	Public		25,000	25,000	
North Dakota Museum of Art 261 Centennial Drive Grand Forks, ND 58202 AIC video reporting grant	Public		1,000	1,000	

Heart of Los Angeles 2701 Wilshire Blvd Suite 100 Los Angeles, CA 90057 AIC video reporting grant	Public	1,000	1,000
Streb Inc , 51 North 1st Street Brooklyn, NY 11211 AIC video reporting grant	Public	1,000	1,000
Machine Project 1200-D North Alvarado Street Los Angeles, CA 90026 AIC video reporting grant	Public	1,000	1,000
City as Living Laboratory 349 Greenwich St. #5 New York, NY 10003 AIC video reporting grant	Public	1,000	1,000
Bemis Center for Contemporary Arts 724 South 12th Street Omaha, NE 68102 AIC video reporting grant	Public	1,000	1,000
Legacy Grants			
Fdm for Lee County Pub Schools, Inc P O Box 1608 Fort Myers, FL 33902 Support program that include Art for Children with Special Needs	Public	30,747	30,747
Lab School of Washington 4759 Reservoir Rd NW Washington DC 20007 Support Power of Art Workshop	Public	21,288	21,288
Animal Refuge Center P O Box 6642 Ft Myers, FL 33911 Grant for Medical Surgical Program	Public	10,000	10,000
Abuse, Counseling, and Treatment, Inc P O Box 60401 FT Myers, FL 33906 General Operating Support	Public	75,000	75,000
Coalition for the Homeless, NYC 129 Fulton Street New York, NY 10038 General Operating Support	Public	75,000	75,000
Project Space Grants			
North Dakota Museum of Art 261 Centennial Drive Grand Forks, ND 58202 Project Space Grant	Public	50,000	50,000
Responsive Grants			
Westfield Symphony Orchestra 224 East Broad St., Suite 6 Westfield, NJ 07090 Emergency Grant - Sandy	Public	525	525
Puppetry Arts Theatre 339 2nd Avenue, 1R Brooklyn, NY 11215 Emergency Grant - Sandy	Public	800	800
Deconstructive Theatre Project 1421 DeKalb Ave #2L Brooklyn, NY 11237 Emergency Grant - Sandy	Public	950	950
Park Ridge - Niles School District 64 164 S Prospect Ave Park Ridge, IL 60068 Staff Development Grant	Public	1,000	1,000
Railroad Playhouse 27 South water Street Newburgh, NY 12550 Emergency Grant - Sandy	Public	1,000	1,000
Rod Rodgers Dance Company 62 East 4th St. New York, NY 10003 Emergency Grant - Sandy	Public	2,500	2,500
Kean University Foundation 1000 Morris Ave , T-129 Union, NJ 07083 Emergency Grant - Sandy	Public	2,650	2,650
Brooklyn Arts Exchange 421 Fifth Avenue Brooklyn, NY 11215 Emergency Grant - Sandy	Public	4,500	4,500
New York Foundation for the Arts 20 Jay Street 7th Floor Brooklyn, NY 11201 Emergency Grant - Sandy	Public	4,650	4,650
Arm-of-the-Sea Theatre PO Box 175, Maldon-on-Hudson, NY 12453 Emergency Grant - Sandy	Public	5,000	5,000
The Studio in a School 410 W 59th St. New York, NY 10019 General Operating Support in honor of Agnes Gund	Public	5,000	5,000

Ping Chong and Company 47 Great Jones St. New York, NY 10012 Emergency Grant - Sandy	Public	6,050	6,050	
Strike Anywhere Performance Ensemble PO Box 2396, Times Square Station New York, NY 10108 Emergency Grant - Sandy	Public	6,700	6,700	
New York Live Arts 219 W 19th St New York, NY 10011 Emergency Grant - Sandy	Public	6,950	6,950	
Center for Community Arts 717 Franklin Street Capri May, NJ 08204 Emergency Grant - Sandy	Public	10,000	10,000	
John Cage Organ Foundation Am Kloster 1 D-38820 Halberstadt Germany To support Special Events	Public	10,000	10,000	
John Cage Trust 15 Old Whalesback Road Red Hook, NY 12571 Support of Victoria Miguel at Edinburgh Fringe Festival	Public	10,000	10,000	
McCarter Theatre 91 University Place Princeton, NJ 08540 Emergency Grant - Sandy	Public	10,000	10,000	
Surflight Theatre 201 Engleside Ave Beach Haven, NJ 08008 Emergency Grant - Sandy	Public	10,000	10,000	
Harbor Lights Theater Company 38 Westervelt Avenue Staten Island, NY 10301 Emergency Grant - Sandy	Public	15,000	15,000	
American Symphony Orchestra 263 W 38th Street, 10th Floor New York, NY 10018 Support for John Cage Concert	Public	20,000	20,000	
Culture Project 49 Bleeker St., Ste 602 New York, NY 10012 Emergency Grant - Sandy	Public	20,000	20,000	
Lucy the Elephant 9200 Atlantic Avenue Margate, NJ 08402-2449 Emergency Grant - Sandy	Public	20,000	20,000	
Mayo Performing Arts Center 100 South Street Morristown, NJ 07960 Emergency Grant Sandy	Public	20,000	20,000	
National Academy Museum and School 1083 Fifth Avenue New York, NY 10128 John Cage Sight & Sound exhibition	Public	20,000	20,000	
New Jersey Repertory 179 Broadway Long Branch, NJ 07740 Emergency Grant - Sandy	Public	20,000	20,000	
Ocean Professional Theatre Company PO Box 35 Manahawkin, NJ 08050 Emergency Grant - Sandy	Public	20,000	20,000	
Shakespeare Theatre of New Jersey 3 Vreeland Road Florham Park, NJ 07932 Emergency Grant - Sandy	Public	20,000	20,000	
Theatre Development Fund 520 8th Ave., Suite 801 New York, NY 10018 Emergency Grant - Sandy	Public	20,000	20,000	
Two River Theatre Company 21 Bridge Avenue Red Bank, NJ 07701 Emergency Grant - Sandy	Public	20,000	20,000	
Danspace Project 131 East 10th Street New York, NY 10003 Grant for Platform 2012 Judson Now Project	Public	25,000	25,000	
Anchorage Museum 625 C Street Anchorage, AK 99501 Support of the GYRE project	Public	50,000	50,000	
Duke University Office of Research Support 2200 W Main Ste 710 Durham, NC 27705-4677 Tanzania Poster Project	Public	50,000	50,000	
New York Foundation for the Arts 20 Jay Street 7th Floor Brooklyn, NY 11201 Emergency Relief Fund - Sandy	Public	50,000	50,000	
Seed Grants				
Allied Media Projects 4126 Third Street Detroit, MI 48201	Public	30,000	10,000	20,000

General Operating Support				
The Heidelberg Project 42 Watson Detroit, MI 48201 General Operating Support	Public	30,000	10,000	20,000
Power House Productions 13015 Klinger St Detroit, MI 48212 General Operating Support	Public	30,000	10,000	20,000
The Lucky Penny PO Box 170229 Atlanta, GA 30317 General Operating Support	Public	30,000	10,000	20,000
Performance Works Northwest 4625 SE 67th Avenue Portland, OR 97206 General Operating Support	Public	30,000	10,000	20,000
Conduit Dance 918 SW Yamhill St. Suite 401 Portland, OR 97205 General Operating Support	Public	30,000	10,000	20,000
New Orleans Fringe 732 France Street New Orleans, LA 70117 General Operating Support	Public	30,000	10,000	20,000
Living Walls 881 Memorial Dr , Suite 100 Atlanta, GA 30316 General Operating Support	Public	30,000	10,000	20,000
Dashboard Co-op 977 Manigault Street Atlanta, GA 30316 General Operating Support	Public	30,000	10,000	20,000
Eyedrum Art and Music Gallery 218 Flora Avenue Atlanta, GA 30307 General Operating Support	Public	30,000	10,000	20,000
The Avenue Concept 304 Lockwood Street Providence, RI 02907 General Operating Support	Public	30,000	10,000	20,000
Shaking the Tree Theatre 1407 SE Stark Street Portland, OR 97214 General Operating Support	Public	30,000	10,000	20,000
Artspot Productions, Inc 609 St Ferdinand St New Orleans, LA 70117 Grant to Mondo Bizarro General Operating Support	Public	30,000	10,000	20,000
People's Institute for Survival & Beyond 601 N Carrollton Ave New Orleans, LA 70119 Grant to Umoja Committee General Operating Support	Public	30,000	10,000	20,000
AS220 93-95 Mathewson Street, Providence, RI 02903 Magic Lantern Cinema General Operating Support	Public	30,000	10,000	20,000
Press Street / Antenna 3718 St Claude Ave New Orleans, LA 70117 General Operating Support	Public	30,000	10,000	20,000
gloATL 1054 Kirkwood Ave SE Atlanta, GA 30316 General Operating Support	Public	30,000	10,000	20,000
Olneyville Housing Corp 14 Olneyville Square Providence, RI 02909 Grant to The Dirt Palace General Operating Support	Public	30,000	10,000	20,000
Fractured Atlas 248 W 35th St. FL 10 New York, NY 10001 Grant to RK Projects General Operating Support	Public	30,000	10,000	20,000
Ashe Cultural Arts Center 1712 Oretha Castle Haley Blvd New Orleans, LA 70113 Grant to Congo Square Preservation Society General Operating Support	Public	30,000	10,000	20,000
Non-cash Grants (see Attachment 19C)	Public	877,700.00	877,700.00	0
		598,929	3,104,736	2,728,665
				975,000

Donations Report

	<i>Date Donated</i>	<i>Value at Time of Donation</i>
Museum of Modern Art (MoMA) Archives	<i>Donations Total Value:</i>	\$200,000.00
11 West 53rd Street, New York, NY 10019		
201.CD048	01/30/13	\$200,000.00
Untitled collection of correspondence Ray Johnson		
National Gallery of Art	<i>Donations Total Value:</i>	\$15,000.00
4th and Constitution Washington, DC 20565		
99.F003	02/20/13	\$15,000.00
All Thumbs Al Taylor		
Parrish Art Museum	<i>Donations Total Value:</i>	\$86,000.00
279 Montauk Highway Water Mill, NY 11976		
66.CE007	12/30/12	\$7,000.00
Dinnerware Set Roy Lichtenstein		
68.C002	12/30/12	\$25,000.00
Untitled Study Dorothea Rockburne		
75.CD003	12/30/12	\$25,000.00
Process Proff Dorothea Rockburne		
81.C004	12/30/12	\$10,000.00
Kachina Betty Parsons		
82.C001	12/30/12	\$8,000.00
Pulling That Way - Away (?) Betty Parsons		
200.F004	12/30/12	\$8,000.00
The Pope Betty Parsons		
201.CD008	12/30/12	\$3,000.00
Untitled (Moore's Barn & Roof Paint) George Brecht		
Printed Matter, Inc.	<i>Donations Total Value:</i>	\$294,200.00
195 10th Avenue New York, NY 10011		
12.CP001	02/20/13	\$2,000.00
Camera Work Special Number MDCCCCXII (Gertrude Stein on Matisse & Picasso) Alfred Stieglitz		

Donations Report

	<i>Date Donated</i>	<i>Value at Time of Donation</i>
64.CD001 <i>Untitled</i> Arman	02/20/13	\$3,000.00
65.CD001 <i>Image Par Images</i> Robert Breer	02/20/13	\$1,000.00
65.CD003 <i>Utast Till Performing K.K. (Study for Performing K.K.)</i> Oyvind Fahlström	02/20/13	\$25,000.00
67.CD004 <i>Untitled</i> Steve Paxton	02/20/13	\$1,000.00
67.CE005 <i>Marilyn</i> Bert Stern	02/20/13	\$600.00
68.CD006 <i>Dollar Bill Postal Piece</i> Steve Paxton	02/20/13	\$700.00
69.C004 <i>Untitled</i> David Prentice	02/20/13	\$8,000.00
69.CD002 <i>Untitled</i> Brigid Berlin (Polk)	02/20/13	\$4,000.00
70.CD001 <i>A Rainbow Tree</i> Rockne Krebs	02/20/13	\$1,200.00
72.CD004 <i>Untitled</i> Brigid Berlin (Polk)	02/20/13	\$2,000.00
73.CD007 <i>Untitled Circle</i> Willem de Kooning	02/20/13	\$10,000.00
73.CD009 <i>A Silver Rainbow</i> Jim Dine	02/20/13	\$10,000.00
75.C003 <i>Doors on All 4's</i> Gordon Matta-Clark	02/20/13	\$20,000.00
75.CP016 <i>Bing-Go Gone</i> Gordon Matta-Clark	02/20/13	\$20,000.00

Donations Report

	<i>Date Donated</i>	<i>Value at Time of Donation</i>
79.C009 <i>Cities of the Red Night: A Boy's Book</i> (unbound manuscript) William Burroughs	02/20/13	\$200.00
79.CD002 <i>(I Sign Like This Because Chinese</i> <i>Painting is Not Good with</i> <i>Vietnamese Signature)</i> Chau Chan Binh	02/20/13	\$700.00
79.CD008 <i>Untitled</i> Stanley Whitney	02/20/13	\$1,000.00
79.CE001 <i>Wooden Postcard</i> Joseph Beuys	02/20/13	\$800.00
79.CE002 <i>Metal Postcard</i> Joseph Beuys	02/20/13	\$1,200.00
79.CE004.350/500 <i>Noiseless Blackboard Eraser</i> Joseph Beuys	02/20/13	\$1,000.00
79.CP004.010/125 <i>James Dean A Memorial Portfolio</i> Dennis Stock	02/20/13	\$8,000.00
82.CP002 <i>Untitled</i> Andreas Nottebohm	02/20/13	\$300.00
83.CP001.01/10 <i>Summa Scientiae Mundi: How To Do</i> <i>All Things</i> David Byrne	02/20/13	\$3,000.00
89.CD001 <i>Laika</i> Grant Mudford	02/20/13	\$1,500.00
89.CE003 <i>A Portfolio of Eight Photographs</i> William Wegman	02/20/13	\$5,000.00
200.C003 <i>The Grand Canyon</i> Tony Bennett	02/20/13	\$5,000.00
200.F002 <i>La mariée mise a nu par ses</i> <i>célibataires, même (Boîte verte) (The</i> <i>Bride Stripped Bare by Her</i> <i>Bachelors Even [The Green Box])</i> Marcel Duchamp	02/20/13	\$30,000.00

Donations Report

	<i>Date Donated</i>	<i>Value at Time of Donation</i>
202.F003 <i>Lollipop (Popsicle)</i> Unknown (formerly attributed to Claes Oldenburg)	02/20/13	\$120,000.00
208.C002 <i>Sol Creatrix</i> Starn Twins	02/20/13	\$3,500.00
208.C015 <i>Los Complementarios (IV)</i> Gustavo Torner	02/20/13	\$3,000.00
208.C024 <i>The Pointer Sisters on Vacation</i> Joan Rivers	02/20/13	\$1,500.00
The Getty Research Institute 1200 Getty Center Drive, Suite 1100 Los Angeles, CA 90049-1688	Donations Total Value:	\$7,000.00
65.CD005 <i>Score for Parts of Some Sextets</i> Yvonne Rainer	02/20/13	\$7,000.00
The Menil Collection 1511 Branard Street Houston, TX 77006	Donations Total Value:	\$140,000.00
50.CD002 <i>Etudes pour l'Aiguille du Chapelle du Rosaire des Dominicaines de Vence</i> Henri Matisse	01/21/13	\$60,000.00
52.CD001 <i>Untitled</i> Cy Twombly	12/11/12	\$80,000.00
The New York Public Library for the Performing Arts 40 Lincoln Center Plaza New York, NY 10023-7498	Donations Total Value:	\$57,000.00
74.C001 <i>Implied Sound</i> Mayo Thompson	01/15/13	\$200.00
83.CD002 <i>(R)/12 (Where R= Ryoanji)</i> John Cage	01/15/13	\$5,000.00
83.CD003 <i>Untitled (from Akhnaten)</i> Philip Glass	01/15/13	\$15,000.00
85.C001 <i>Drunk Men Work Here</i> David Byrne	01/15/13	\$10,000.00

Donations Report

	<i>Date Donated</i>	<i>Value at Time of Donation</i>
86.CD004 <i>Living Room Music, 2nd Movement</i> John Cage	01/15/13	\$5,000.00
86.CD005 <i>Ixion</i> Morton Feldman	01/15/13	\$6,000.00
86.CD007 <i>For 6 or 7 Players (one page from musical score)</i> Christian Wolff	01/15/13	\$1,000.00
87.CP001 <i>The Hell-Hole, Coney Island, NY</i> David Byrne	01/15/13	\$2,500.00
94.CD001 <i>Story (Set list for Merce Cunningham dance "Story")</i> John Cage	01/15/13	\$5,000.00
200.CE002 <i>My Life is Beautiful</i> David Byrne	01/15/13	\$300.00
208.C014 <i>Trisha Falling</i> Laurie Anderson	01/15/13	\$7,000.00
Walker Art Center 1750 Hennepin Avenue Minneapolis, MI 55403	Donations Total Value:	\$78,500.00
79.CP001 <i>Sleepless Nights: Lights</i> David Byrne	05/08/13	\$15,000.00
64.CD002 <i>From 'Jag Ville Gorna Telefonera'</i> Steve Paxton	01/18/13	\$1,000.00
65.C009 <i>Untitled</i> Simone Forti	01/18/13	\$2,000.00
68.CD001 <i>Untitled</i> Simone Forti	01/18/13	\$2,000.00
73.CD023 <i>3 Studies for an Outdoor Dance Piece</i> Steve Paxton	01/18/13	\$1,000.00
80.CD001 <i>Token</i> Trisha Brown	01/18/13	\$10,000.00

Donations Report

	<i>Date Donated</i>	<i>Value at Time of Donation</i>
80.CD020 <i>Untitled</i> Spoxstone (Steve Paxton)	01/18/13	\$1,000.00
93.CD001 <i>Ocean (Section II)</i> Merce Cunningham	01/18/13	\$7,500.00
96.CD001 <i>Footworks #1</i> Trisha Brown	01/18/13	\$12,000.00
98.CD001 <i>Untitled</i> Trisha Brown	01/18/13	\$10,000.00
200.CD001 <i>Interscape</i> Merce Cunningham	01/18/13	\$7,000.00
201.CD001 <i>Untitled (First Flower Drawing Done by Foot)</i> Trisha Brown	01/18/13	\$10,000.00
Donations Total Value:		\$877,700.00

Donations Report

	<i>Date Donated</i>	<i>Value at Time of Donation</i>
Printed Matter, Inc. 195 10th Avenue New York, NY 10011	Donations Total Value:	
81.CE008.AP07/13 <i>Words F.A.F.A. (from the Anthology Film Archives Portfolio)</i> Rudolph Baranik	02/20/13	
81.CE009.AP07/13 <i>Water Lily (from the Anthology Film Archives Portfolio)</i> James Rosenquist	02/20/13	
81.CE010.AP07/13 <i>Untitled (from the Anthology Film Archives Portfolio)</i> May Stevens	02/20/13	
82.CE020.AP07/13 <i>Untitled (from the Anthology Film Archives Portfolio)</i> Raimund Abraham	02/20/13	
82.CE021.AP07/13 <i>Yucatan (from the Anthology Film Archives Portfolio)</i> Carl Andre	02/20/13	
82.CE022.AP07/13 <i>Untitled, two sides of one sheet printed on two sheets (from the Anthology Film Archives Portfolio)</i> Joseph Beuys	02/20/13	
82.CE023.AP14/20 <i>Untitled (from the Anthology Film Archives Portfolio)</i> Alice Neel	02/20/13	
82.CE024.AP07/15 <i>Study for a Civic Monument in (from the Anthology Film Archives Portfolio)</i> Claes Oldenburg	02/20/13	
82.CE025.AP07/12 <i>St. Louis (from the Anthology Film Archives Portfolio)</i> Richard Serra	02/20/13	
82.CE026.AP07/13 <i>Untitled (from the Anthology Film Archives Portfolio)</i> Harry Smith	02/20/13	

Donations Report

	<i>Date Donated</i>	<i>Value at Time of Donation</i>
82.CE027.AP07/13 <i>Eric Anderson (Chelsea Girls) (from the Anthology Film Archives Portfolio)</i> Andy Warhol	02/20/13	
82.CE028.AP07/13 <i>October 1981 Rangeley, Maine (from the Anthology Film Archives Portfolio)</i> William Wegman	02/20/13	
82.E009.AP07/13 <i>Untitled - Anthology Film Archives print</i> Robert Rauschenberg	02/20/13	
86.CE001.47/80 <i>Ohne die Rose tun wir's nicht fur Joseph Beuys</i> Joseph Beuys	02/20/13	
209.CE002 <i>High! I'm Abbie Fly Me to Miami</i> Abbie Hoffman	02/20/13	
209.CP022 <i>(Stills of Studio Project)</i> Bob Weir	02/20/13	

Donations Total Value:

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

ATTACHMENT 20

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MANAGEMENT FEES					1,969,121.
ROYALTY INCOME			15	39,658.	
MISCELLANEOUS INCOME					500.
TOTALS				<u>39,658.</u>	<u>1,969,621.</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				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)	
4,262,853.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 4,216,390.				46,463.	
340,000.		ARTWORK- # 67.C004 PROPERTY TYPE: OTHER 120,000.				220,000.	
12,750.		ARTWORK - # 60.CD003 PROPERTY TYPE: OTHER 10,000.				2,750.	
12,750.		ARTWORK - # 61.CD005 PROPERTY TYPE: OTHER 10,000.				2,750.	
212,500.		ARTWORK - # 73.CD035 PROPERTY TYPE: OTHER 125,000.				87,500.	
722,500.		ARTWORK - # 98.F018 PROPERTY TYPE: OTHER 160,000.				562,500.	
425,000.		ARTWORK - # 202.F002 PROPERTY TYPE: OTHER 225,000.				200,000.	
945,000.		ARTWORK - # 200.F006 PROPERTY TYPE: OTHER 70,000.				875,000.	
30,000.		ARTWORK - # 65.CD002 PROPERTY TYPE: OTHER 30,000.					
4,150,000.		ARTWORK - # 99.F004 PROPERTY TYPE: OTHER 1,650,000.				2,500,000.	
23,800.		ARTWORK - # 208.C001 PROPERTY TYPE: OTHER 18,000.				5,800.	
18,000.		ARTWORK - # 71.CE008 PROPERTY TYPE: OTHER 30,000.				-12,000.	

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)	
18,000.		ARTWORK- # 71.CE005 PROPERTY TYPE: OTHER 25,000.				D	-7,000.	
27,000.		ARTWORK - # 71.CE009 PROPERTY TYPE: OTHER 25,000.				D	2,000.	
49,500.		ARTWORK - # 71.CE010 PROPERTY TYPE: OTHER 25,000.				D	24,500.	
18,000.		ARTWORK - # 71.CE011 PROPERTY TYPE: OTHER 30,000.				D	-12,000.	
18,000.		ARTWORK - # 71.CE012 PROPERTY TYPE: OTHER 30,000.				D	-12,000.	
7,650,000.		ARTWORK - # 60.C002 PROPERTY TYPE: OTHER 8,000,000.				D	-350,000.	
441,015.		ROBERT RAUSCHENBERG INC.- SUBCHAPTER S G PROPERTY TYPE: OTHER					441,015.	
-441,015.		LESS: AMOUNT ATTRIBUTIBLE TO UBI PROPERTY TYPE: OTHER					-441,015.	
TOTAL GAIN (LOSS)							<u>4,136,263.</u>	

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

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

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

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

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

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

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

Part I only ☐

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

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

ROBERT RAUSCHENBERG FOUNDATION

Employer identification number (EIN) or

65-0200989

Number, street, and room or suite no. If a P.O. box, see instructions

381 LAFAYETTE STREET

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

NEW YORK, NY 10003

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

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

- The books are in the care of ► SHARON ULLMAN

Telephone No ► 212 228-5283

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 01/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year 20 _____ or
- ☒ tax year beginning 06/01, 2012, and ending 05/31, 2013

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$ <u>10,000</u>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$ <u>153,887</u>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$ <u>0</u>

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 1-2013)

JSA

- 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	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	ROBERT RAUSCHENBERG FOUNDATION	65-0200989
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	381 LAFAYETTE STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	NEW YORK, NY 10003	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 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 **SHARON ULLMAN**
Telephone No **212 228-5283** 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 **04/15**, 20 **14**
- 5** For calendar year , or other tax year beginning **06/01**, 20 **12**, and ending **05/31**, 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 INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTIVELY REQUEST ADDITIONAL TIME TO COMPLETE THE RETURN.**

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 \$	89,016.
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 \$	153,887.
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 \$	

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 **▶**