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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 07-01-2012 , and ending 06-30-2013

Name of foundation The Carl Marks Foundation Inc		A Employer identification number 13-6169215	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		B Telephone number (see instructions) (800) 839-1754	
City or town, state, and ZIP code Wilmington, DE 198091377		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 23,549,208	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	251			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	292	292		
	4 Dividends and interest from securities.	199,284	199,284		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	555,780			
	b Gross sales price for all assets on line 6a 2,480,853				
	7 Capital gain net income (from Part IV , line 2)		555,780		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3,632	221		
	12 Total. Add lines 1 through 11	759,239	755,577		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	56,946			56,946
	15 Pension plans, employee benefits	4,356			4,356
	16a Legal fees (attach schedule)	26,954			26,954
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	84,952			84,952
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	12,104	3,504		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,547			1,547
	22 Printing and publications	287			287
	23 Other expenses (attach schedule)	35,051	439		34,612
	24 Total operating and administrative expenses. Add lines 13 through 23	222,197	3,943		209,654
	25 Contributions, gifts, grants paid	2,839,139			2,839,139
	26 Total expenses and disbursements. Add lines 24 and 25	3,061,336	3,943		3,048,793
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,302,097			
	b Net investment income (if negative, enter -0-)		751,634		
	c Adjusted net income (if negative, enter -0-) . . .				

Part II

Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	682,558	305,534
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)		
	b	Investments—corporate stock (attach schedule)	19,062,343	17,137,270
	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)		
	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)	19,744,901	17,442,804
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
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds	19,744,901	17,442,804
	30	Total net assets or fund balances (see page 17 of the instructions)	19,744,901	17,442,804
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	19,744,901	17,442,804

Part III

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	19,744,901
2	Enter amount from Part I, line 27a	2	-2,302,097
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	17,442,804
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	17,442,804

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a Publicly-traded Securities				
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 2,480,853		1,925,073	555,780
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			555,780
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	555,780
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,418,678	22,895,862	000 105638
2010	1,784,442	27,173,598	000 065668
2009	1,742,622	24,600,504	000 070837
2008	1,716,310	23,405,369	000 073330
2007	1,483,459	35,095,955	000 042269

2 Total of line 1, column (d).	2	000 357742
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	000 071548
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	23,215,890
5 Multiply line 4 by line 3.	5	1,661,050
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	7,516
7 Add lines 5 and 6.	7	1,668,566
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	3,048,793

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	7,516
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	7,516
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	7,516
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	17,932	
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	17,932
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	10,416
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	7,600	Refunded	2,816

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
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 .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?			
	If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of Foundation Source Telephone no (800) 839-1754 Located at 501 Silverside Road Suite 123 Wilmington DE ZIP +4 198091377			
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?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		1b	No
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	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	No
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	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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
See Additional Data Table				
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
Ms Susan Shankman	Program Admin	56,946		
575 Riverside Avenue	040 00			
Westport, CT 06824				
Total number of other employees paid over \$50,000.				

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Marks Family Foundation 900 Third Avenue - 33rd Floor New York, NY 10022	Philanthropic	81,807
Total number of others receiving over \$50,000 for professional services.		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE ATTACHMENT	26,898
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	22,961,721
b	Average of monthly cash balances.	1b	607,710
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	23,569,431
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	23,569,431
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	353,541
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,215,890
6	Minimum investment return. Enter 5% of line 5.	6	1,160,795

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,160,795
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	7,516
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,516
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,153,279
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,153,279
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	1,153,279

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	3,048,793
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	3,048,793
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	7,516
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,041,277
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,153,279
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.	1,089,026			
f Total of lines 3a through e.	1,089,026			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,048,793				
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.				1,153,279
e Remaining amount distributed out of corpus	1,895,514			
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:	2,984,540			
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.				0
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.	2,984,540			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .	1,089,026			
e Excess from 2012. . . .	1,895,514			

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.

b

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

☐ 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	
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 organization 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))

See Additional Data Table

b

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	2,839,139
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

<p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p> (1) Cash.</p> <p> (2) Other assets.</p> <p>b Other transactions</p> <p> (1) Sales of assets to a noncharitable exempt organization.</p> <p> (2) Purchases of assets from a noncharitable exempt organization.</p> <p> (3) Rental of facilities, equipment, or other assets.</p> <p> (4) Reimbursement arrangements.</p> <p> (5) Loans or loan guarantees.</p> <p> (6) Performance of services or membership or fundraising solicitations.</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.</p> <p>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</p>		Yes	No
	1a(1)		No
	1a(2)		No
	1b(1)		No
	1b(2)		No
	1b(3)		No
	1b(4)		No
	1b(5)		No
	1b(6)		No
	1c		No

[illegible]

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**

**Paid
Preparer
Use Only**

Sign 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 or fiduciary) is based on all information of which preparer has any knowledge.

Here	***** _____ Signature of officer or trustee	2014-05-08 _____ Date	***** _____ Title	May the IRS discuss this return with the preparer shown below (see instr. 7)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
-------------	---	-----------------------------	-------------------------	---

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	Jeffrey D Haskell	Jeffrey D Haskell	2014-05-08		
	Firm's name <input type="checkbox"/>	Foundation Source		Firm's EIN <input type="checkbox"/>	
		One Hollow Lane Suite 212			
	Firm's address <input type="checkbox"/>	Lake Success, NY 11042		Phone no (800) 839-1754	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Andrew M Boas	Co-Pres / Dir 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
Carol A Boas	Treas 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
Carol L Boas	Sec / Asst Treas 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
Rick Boas	VP / Dir 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
Marjorie Boas-Levins	Chairman / Dir 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
Mark Claster	Co-Pres / Dir 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
Susan B Claster	VP / Dir 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
Jack Levins	Asst Sec / Asst Treas 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				

Form 990PF Part XV Line 1a - 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).

Andrew M Boas
Mark Claster

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACHIEVEMENT FIRST INC 403 JAMES ST NEW HAVEN,CT 06513	N/A	509a1	General Unrestricted	150,000
ACHIEVEMENT FIRST BRIDGEPORT ACADEMY 403 JAMES ST NEW HAVEN,CT 06513	N/A	509a1	General Unrestricted	200,000
ALZHEIMERS DISEASE & REL DISORDERS ASSN 225 N MICHIGAN AVE 17TH FL CHICAGO,IL 60601	N/A	509a1	General Unrestricted	1,000
AMERICAN CANCER SOCIETY 250 WILLIAMS ST ATLANTA,GA 30303	N/A	509a1	The Babe at Fresh Meadow Country Club Campaign	1,510
AMERICAN COMM - WEIZMANN INST OF SCIENCE 633 3RD AVE FL 20 NEW YORK,NY 10017	N/A	509a1	General Unrestricted	1,500
AMERICAN DIABETES ASSOCIATION 1701 N BEAUREGARD ST ALEXANDRIA,VA 22311	N/A	509a2	General Unrestricted	1,000
AMERICAN FRIENDS OF SHALVA ISRAEL INC 315 5TH AVE FL 6 NEW YORK,NY 10016	N/A	509a1	General Unrestricted	36,000
AMERICAN FRIENDS OF SHALVA ISRAEL INC 315 5TH AVE FL 6 NEW YORK,NY 10016	N/A	509a1	Construction of an Overnight Respite Suite	50,000
AMERICAN FRIENDS OF THE HEBREW UNIV 1 BATTERY PARK PLZ 25TH FL NEW YORK,NY 10004	N/A	509a1	General Unrestricted	6,000
AMRCN FRDS OF ISRL PHILHARMONIC ORCHA 122 E 42ND ST RM 4507 NEW YORK,NY 10168	N/A	509a1	General Unrestricted	2,500
AMERICAN JEWISH COMMITTEE 165 E 56TH ST NEW YORK,NY 10022	N/A	509a1	General Unrestricted	7,500
AMERICAN JEWISH JOINT DISTRIBUTION COMMITTEE INC 711 3RD AVE NEW YORK,NY 10017	N/A	509a1	Inter-Agency Task Force on Arab Israeli Issues	5,000
AMERICAN MONTESSORI SOCIETY INC 116 E 16TH ST FL 6 NEW YORK,NY 10003	N/A	509a2	Bridgeport Montessori Project	5,000
AMERICAN SOCIETY FOR YAD VASHEM INC 500 5TH AVE FL 42 NEW YORK,NY 10110	N/A	509a1	General Unrestricted	375
AMERICARES FOUNDATION INC 88 HAMILTON AVE STAMFORD,CT 06902	N/A	509a1	General Unrestricted	10,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ANN & ROBERT H LURIE CHILDRENS HOSPITAL OF CHICAGO 225 E CHICAGO AVE BOX 4 CHICAGO,IL 60611	N/A	509a1	Patient Emergency Fund	40,000
ANTI-DEFAMATION LEAGUE 605 3RD AVE NEW YORK,NY 10158	N/A	509a2	General Unrestricted	1,000
ANTI-DEFAMATION LEAGUE OF BNAI BRITH - CT REGIONAL OFFICE 1952 WHITNEY AVE 3RD FL HAMDEN,CT 06517	N/A	509a2	2012 Campaign	5,000
APPALACHIAN MOUNTAIN CLUB 5 JOY ST BOSTON,MA 02108	N/A	509a1	General Unrestricted	1,500
ASCENT A SCHOOL FOR INDIVIDUALS WITH AUTISM 819 GRAND BLVD STE A DEER PARK,NY 11729	N/A	509a1	General Unrestricted	1,000
B'NAI B'RITH 3397 BARHAM BLVD LOS ANGELES,CA 90068	N/A	509a1	General Unrestricted	300
BE THE MATCH FOUNDATION 3001 BROADWAY ST NE STE 601 MINNEAPOLIS,MN 55413	N/A	509a1	General Unrestricted	5,000
BI CULTURAL DAY SCHOOL 2186 HIGH RIDGE RD STAMFORD,CT 06903	N/A	509a1	General Unrestricted	180
BLUE ENGINE INC 55 EXCHANGE PL 6TH FL NEW YORK,NY 10005	N/A	509a1	General Unrestricted	14,400
BRANDEIS UNIVERSITY MS 027 415 S ST WALTHAM,MA 02453	N/A	509a1	Annual Scholarship Fund	1,000
BUILDERS BEYOND BORDERS 8 WILLARD RD NORWALK,CT 06851	N/A	509a2	General Unrestricted	400
BUILDERS BEYOND BORDERS 8 WILLARD RD NORWALK,CT 06851	N/A	509a2	Annual Fund	3,000
BUILDON INC PO BOX 16741 STAMFORD,CT 06905	N/A	509a1	General Unrestricted	2,500
CANTERBURY SCHOOL INCORPORATED 101 ASPETUCK AVE NEW MILFORD,CT 06776	N/A	509a1	Don V Reed Jr Fund	1,000
CENTER FOR JEWISH HISTORY INC 15 W 16TH ST NEW YORK,NY 10011	N/A	509a1	General Unrestricted	5,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILD ABUSE PREVENTION SERVICES INC PO BOX 176 ROSLYN,NY 11576	N/A	509a1	General Unrestricted	7,500
CITY SQUASH INC PO BOX 619 BRONX,NY 10458	N/A	509a1	High School Academics, College Prep College Support Program	40,000
CLASP HOMES INC 246 POST RD E WESTPORT,CT 06880	N/A	509a2	General Unrestricted	12,500
CONGREGATION BETH SHALOM 3433 WALTERS AVE NORTHBROOK,IL 60062	N/A	509a1	Rabbi Wolkins Good and Welfare Fund	1,800
CONNECTICUT COALITION FOR ACHIEVEMENT NOW INC - CONNCAN 85 WILLOW ST NEW HAVEN,CT 06511	N/A	509a1	General Unrestricted	75,000
CONNECTICUT COALITION FOR ACHIEVEMENT NOW INC - CONNCAN 85 WILLOW ST NEW HAVEN,CT 06511	N/A	509a1	Charitable Event	5,000
CONNECTICUT FARMLAND TRUST INC 77 BUCKINGHAM ST HARTFORD,CT 06106	N/A	509a1	General Unrestricted	1,000
CONNECTICUT HOSPICE INC 100 DOUBLE BEACH RD BRANFORD,CT 06405	N/A	509a1	Fay Fund	20,000
CORNELL UNIVERSITY 130 E SENECA ST STE 400 ITHACA,NY 14850	N/A	509a1	Cornell Plantations	200
CROHNS & COLITIS FOUNDATION OF AMERICA 386 PARK AVE S FL 17 NEWYORK,NY 10016	N/A	509a1	General Unrestricted	500
CUBA AMERICA JEWISH MISSION 6601 BRADLEY BLVD BETHESDA,MD 20817	N/A	509a1	General Unrestricted	20,000
CYPRESS HILLS LOCAL DEVELOPMENT CORPORATION INC 625 JAMAICA AVE BROOKLYN,NY 11208	N/A	509a1	Moving Toward Achievement Program	50,000
CYSTIC FIBROSIS FOUNDATION 424 MADISON AVE 6TH FL NEWYORK,NY 10017	N/A	509a1	General Unrestricted	100
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE 2ND FL NEWYORK,NY 10001	N/A	509a1	General Unrestricted	10,100
DOMUS KIDS INC 83 LOCKWOOD AVE STAMFORD,CT 06902	N/A	509a1	General Unrestricted	2,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DONORSCHOOSE ORG 213 W 35TH ST 2ND FL E NEW YORK,NY 10001	N/A	509a1	General Unrestricted	7,000
DUKE UNIVERSITY PO BOX 90581 DURHAM,NC 27708	N/A	509a1	PBMT Family Support Program in Honor of Doninger Bridal Shower Program	360
DUKE UNIVERSITY 512 S MANGUM ST STE 400 DURHAM,NC 27701	N/A	509a1	PBMT Family Support Program	500
EASTER SEALS NEW YORK INC 103 WHITE SPRUCE BLVD ROCHESTER,NY 14623	N/A	509a1	General Unrestricted	100
ECHOING GREEN FOUNDATION 494 8TH AVE 2 NEW YORK,NY 10001	N/A	509a1	General Unrestricted	1,000
EDIBLE SCHOOLYARD NEW YORK 319 LAFAYETTE ST NUM 168 NEW YORK,NY 10012	N/A	509a1	General Unrestricted	1,000
EDITH AND CARL MARKS JEWISH COMMUNITY HOUSE OF BENSONHURST INC 7802 BAY PKWY BROOKLYN,NY 11214	N/A	509a1	General Unrestricted	10,000
FIGURE SKATING IN HARLEM INC 361 W 125TH ST NEW YORK,NY 10027	N/A	509a1	Support Program Expansion and Enhancement	40,000
FIVER CHILDRENS FOUNDATION INC 519 8TH AVE 24TH FL NEW YORK,NY 10028	N/A	509a1	Step Up to High School and Beyond Program	50,000
FRESH AIR FUND 633 3RD AVE NEW YORK,NY 10017	N/A	509a1	General Unrestricted	100
FRIENDS OF BAXTER STATE PARK PO BOX 609 UNION,ME 04862	N/A	509a1	General Unrestricted	500
FRIENDS OF BURLEY 1630 W BARRY AVE CHICAGO,IL 60657	N/A	509a2	General Unrestricted	25,000
FRIENDS OF THE CHILDREN NEW YORK PO BOX 1649 NEW YORK,NY 10026	N/A	509a1	Unrestricted Support	50,000
FRIENDS OF THE LEVITT PAVILION INC 260 S COMPO RD WESTPORT,CT 06880	N/A	509a1	General Unrestricted	1,000
FRIENDS OF WESTPORT PARKS AND RECREATION INC 260 COMPO RD S WESTPORT,CT 06880	N/A	509a1	General Unrestricted	300

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FRIENDS OF YEMIN ORDE INC 12230 WILKINS AVE ROCKVILLE,MD 20852	N/A	509a1	General Unrestricted	500
FRIENDS OF YEMIN ORDE INC 12230 WILKINS AVE ROCKVILLE,MD 20852	N/A	509a1	Graduate Support Program and General Support	60,000
FRIENDS OF YEMIN ORDE INC 12230 WILKINS AVE ROCKVILLE,MD 20852	N/A	509a1	Mark Claster Scholarships for Higher Education	10,000
GABBY KRAUSE FOUNDATION PO BOX 4905 ENGLEWOOD,CO 80155	N/A	509a1	General Unrestricted	1,750
GLOBAL JUSTICE ECOLOGY PROJECT INC 230 N ST BUFFALO,NY 14201	N/A	509a1	General Unrestricted	15,000
GREEN VILLAGE INITIATIVE INC ONE MORNINGSIDE DR N WESTPORT,CT 06880	N/A	509a2	Charitable Event	1,000
GREG RICHARDS LARRY POLATSCH AND SCOTT WEINGARD MEMORIAL FUND INC 4 EDGEWOOD DR RYE BROOK,NY 10573	N/A	509a1	General Unrestricted	1,000
HABITAT FOR HUMANITY INTERNATIONAL INC 51 AUSTIN ST DANBURY,CT 06810	N/A	509a1	General Unrestricted	1,500
HABITAT FOR HUMANITY OF COASTAL FAIRFIELD COUNTY INC 1542 BARNUM AVE BRIDGEPORT,CT 06610	N/A	509a1	Charitable Event	3,500
HEARING HEALTH FOUNDATION 363 7TH AVE FL 10 NEWYORK,NY 10001	N/A	509a1	General Unrestricted	300
HILLEL FOUNDATION AT TUFTS UNIVERSITY 220 PACKARD AVE MEDFORD,MA 02155	N/A	509a1	General Unrestricted	700
HILLEL THE FOUNDATION FOR JEWISH CAMPUS LIFE DAY HALL LOBBY CORNELL UNIV ITHACA,NY 14853	N/A	509a1	General Unrestricted	1,000
HOFSTRA UNIVERSITY - SCHOOL OF LAW 121 HOFSTRA UNIVERSITY RM 029L HEMPSTEAD,NY 11549	N/A	509a1	Child and Family Advocacy Fellows Program	150,000
HOMES WITH HOPE INC 49 RICHMONDVILLE AVE STE 112 WESTPORT,CT 06880	N/A	509a1	General Unrestricted	4,500
HORN OF AFRICA EDUCATION DEVELOPMENT FUND 446 MAIN STREET WORCESTER,MA 01608	N/A	509a1	General Unrestricted	2,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
INTERFAITH NUTRITION NETWORK 211 FULTON AVE HEMPSTEAD,NY 11550	N/A	509a1	Be an Angel Sponsorship for General Support of the INN Program	1,000
INTERFAITH NUTRITION NETWORK 211 FULTON AVE HEMPSTEAD,NY 11550	N/A	509a1	Charitable Event	3,250
INTERNATIONAL RESCUE COMMITTEE INC 122 E 42ND ST NEW YORK,NY 10168	N/A	509a1	General Unrestricted	10,000
ITHACA COLLEGE 953 DANBY RD ITHACA,NY 14850	N/A	509a1	Jewish Studies Program	10,000
ITNCOASTALCT INC PO BOX 231 WESTPORT,CT 06881	N/A	509a1	General Unrestricted	500
JEWISH CHILD CARE ASSOCIATION OF NEW YORK 858 E 29TH ST BROOKLYN,NY 11210	N/A	509a1	General Unrestricted	250
JEWISH FEDERATION OF PALM BEACH COUNTY INC 4601 COMMUNITY DR WEST PALM BEACH,FL 33417	N/A	509a1	General Unrestricted	3,000
JEWISH HOME LIFECARE MANHATTAN 120 W 106TH ST NEW YORK,NY 10025	N/A	509a1	Geriatric Career Development Program	50,000
JUNIOR ACHIEVEMENT OF SOUTHWEST NEW ENGLAND 11 ASYLUM ST STE 601 HARTFORD,CT 06103	N/A	509a1	Charitable Event	1,000
KIDS OF NYU FOUNDATION INC 902 BROADWAY STE 1603 NEW YORK,NY 10011	N/A	509a1	General Unrestricted	2,500
KOREA FOUNDATION FOR WOMEN 5F KOREA FOUNDATION FOR WOMEN BLDG SEOUL 1227 KS	N/A	509a1 Equivalency De	General Unrestricted	56,100
KOREA FOUNDATION FOR WOMEN 5F KOREA FOUNDATION FOR WOMEN BLDG SEOUL 1227 KS	N/A	509a1 Equivalency De	General Unrestricted	182,040
LIBERATION PROGRAMS INC 129 GLOVER AVE NORWALK,CT 06850	N/A	509a1	General Unrestricted	1,000
LIGHTHOUSE FOR THE BLIND OF PALM BEACHES INC 1715 E TIFFANY DR WEST PALM BCH,FL 33407	N/A	509a2	General Unrestricted	100
MAKE-A-WISH FOUNDATION OF METRO NEW YORK INC 1111 MARCUS AVE STE LL22 LAKE SUCCESS,NY 11042	N/A	509a1	General Unrestricted	150

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MARINE TOYS FOR TOTS FOUNDATION 18251 QUANTICO GATEWAY DR TRIANGLE,VA 22172	N/A	509a1	Charitable Event	100
MARTINA ARROYO FOUNDATION 200 CENTRAL PARK S NEW YORK,NY 10019	N/A	509a2	General Unrestricted	2,500
MEDIA ISLAND INTERNATIONAL DTD 0391 PO BOX 7204 OLYMPIA,WA 98507	N/A	509a1	Black Mesa Indigenous Support Project	3,000
MEDIA ISLAND INTERNATIONAL DTD 0391 PO BOX 7204 OLYMPIA,WA 98507	N/A	509a1	BMIS Project	1,500
MERCY LEARNING CENTER OF BRIDGEPORT INC 637 PARK AVE BRIDGEPORT,CT 06604	N/A	509a2	General Unrestricted	500
MIAMI CITY BALLET INC 2200 LIBERTY AVE MIAMI BEACH,FL 33139	N/A	509a1	General Unrestricted	250
MORRYS CAMP INC 350 EXECUTIVE BLVD ELMSFORD,NY 10523	N/A	509a1	General Unrestricted	2,500
MORSELIFE FOUNDATION INC 4847 FRED GLADSTONE DR WEST PALM BCH,FL 33417	N/A	509a1	General Unrestricted	2,500
MUSEUM OF MODERN ART 11 W 53RD ST NEW YORK,NY 10019	N/A	509a1	General Unrestricted	175
NATIONAL FRAGILE X FOUNDATION 1615 BONANZA ST WALNUT CREEK,CA 94596	N/A	509a1	General Unrestricted	200
NATIONAL MULTIPLE SCLEROSIS SOCIETY 40 MARCUS DR STE 100 MELVILLE,NY 11747	N/A	509a1	General Unrestricted	5,000
NEIGHBORHOOD STUDIOS OF FAIRFIELD COUNTY INC 391 E WASHINGTON AVE BRIDGEPORT,CT 06608	N/A	509a2	Charitable Event	225
NEW HEIGHTS YOUTH INC 2576 BROADWAY PMB 213 NEW YORK,NY 10025	N/A	509a1	College Assist Program	40,000
NY PRESBYTERIAN HOSPITAL - COLUMBIA UNIV MEDICAL CTR 525 E 68TH ST BOX 123 NEW YORK,NY 10032	N/A	509a1	The James Lenox Society	1,000
NORTH EAST COMMUNITY CYCLES INC PO BOX 735 MONROE,CT 06468	N/A	509a1	General Unrestricted	500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NORTH SHORE LONG ISLAND JEWISH HEALTH SYSTEM FOUNDATION 972 BRUSH HOLLOW RD 5TH FL WESTBURY,NY 11590	N/A	509a1	Annual Fund	10,000
NORTH SHORE LONG ISLAND JEWISH HEALTH SYSTEM FOUNDATION 972 BRUSH HOLLOW RD 5TH FL WESTBURY,NY 11590	N/A	509a1	Child Life Fund	5,500
NORTH SHORE LONG ISLAND JEWISH HEALTH SYSTEM FOUNDATION 972 BRUSH HOLLOW RD 5TH FL WESTBURY,NY 11590	N/A	509a1	Hurricane Relief Fund	10,000
NORTH SHORE LONG ISLAND JEWISH HEALTH SYSTEM FOUNDATION 972 BRUSH HOLLOW RD 5TH FL WESTBURY,NY 11590	N/A	509a1	Adopt-A-Family Program	500
NORTH SHORE LONG ISLAND JEWISH HEALTH SYSTEM FOUNDATION 972 BRUSH HOLLOW RD 5TH FL WESTBURY,NY 11590	N/A	509a1	The Child Life Program at Cohen Childrens Medical Center	2,500
NORTH SHORE LONG ISLAND JEWISH HEALTH SYSTEM FOUNDATION 972 BRUSH HOLLOW RD 5TH FL WESTBURY,NY 11590	N/A	509a1	The Child Life Program at Cohen Childrens Medical Center of NY	5,500
NORTH SHORE LONG ISLAND JEWISH HEALTH SYSTEM FOUNDATION 972 BRUSH HOLLOW RD 5TH FL WESTBURY,NY 11590	N/A	509a1	Annual Appeal	5,000
NORTH SHORE LONG ISLAND JEWISH HEALTH SYSTEM FOUNDATION 972 BRUSH HOLLOW RD 5TH FL WESTBURY,NY 11590	N/A	509a1	General Support for Research	90,000
NORTH SHORE LONG ISLAND JEWISH HEALTH SYSTEM FOUNDATION 972 BRUSH HOLLOW RD 5TH FL WESTBURY,NY 11590	N/A	509a1	Robert S Boas Center for Genomics and Human Genetics	250,000
NORTH SHORE LONG ISLAND JEWISH HEALTH SYSTEM FOUNDATION 972 BRUSH HOLLOW RD 5TH FL WESTBURY,NY 11590	N/A	509a1	The Feinstein Institute for Medical Research	50,000
NORTON MUSEUM OF ART INC 1451 S OLIVE AVE WEST PALM BCH,FL 33401	N/A	509a2	General Unrestricted	200
NURSE FAMILY PARTNERSHIP 1900 GRANT ST NO 400 DENVER,CO 80203	N/A	509a1	General Unrestricted	2,500
OPERATION FUEL INC 1 REGENCY DR STE 200 BLOOMFIELD,CT 06002	N/A	509a1	General Unrestricted	2,500
ORT AMERICA INC 75 MAIDEN LN RM 10 NEWYORK,NY 10038	N/A	509a1	General Unrestricted	150
OXALOSIS AND HYPEROXALURIA FOUNDATION 201 E 19TH ST NEWYORK,NY 10003	N/A	509a2	General Unrestricted	500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PALM BEACH COUNTRY CLUB FOUNDATION INC 760 N OCEAN BLVD PALM BEACH,FL 33480	N/A	509a1	General Unrestricted	1,000
PAN MASSACHUSETTS CHALLENGE TRUST 77 4TH AVE NEEDHAM,MA 02494	N/A	509a1	General Unrestricted	500
PARTNERSHIP FOR STRONG COMMUNITIES INC 227 LAWRENCE ST HARTFORD,CT 06106	N/A	509a1	2013 LDR Program	10,000
POPULATION COUNCIL INC 1 DAG HAMMARSKJOLD PLZ FL 9 NEW YORK,NY 10017	N/A	509a1	General Unrestricted	3,000
RAYMOND F KRAVIS CENTER FOR THE PERFORMING ARTS INC 701 OKEECHOBEE BLVD WEST PALM BCH,FL 33401	N/A	509a1	Annual Fund	25,000
ROCKING THE BOAT INC 812 EDGEWATER RD BRONX,NY 10474	N/A	509a1	General Operating Support and Planning for Alumni Program	50,000
ROW NEW YORK 10-27 46TH AVE STE 101 LONG ISLAND CITY,NY 11101	N/A	509a1	Academic Components of the Middle and High School Programs	40,000
SAN MIGUEL-CASA INC 2418 HARRIS BLVD AUSTIN,TX 78703	N/A	509a1	Professional Midwifery Program	20,850
SEVA FOUNDATION 1786 5TH ST BERKELEY,CA 94710	N/A	509a1	Nepal Sight Program	20,000
SEVA FOUNDATION 1786 5TH ST BERKELEY,CA 94710	N/A	509a1	Sight Program	30,000
SMITHSONIAN INSTITUTION PO BOX 37012 MRC035 WASHINGTON,DC 20013	N/A	509a1	General Unrestricted	90
SOUTH EAST CONSORTIUM FOR SPECIAL SERVICES INC 740 W BOSTON POST RD MAMARONECK,NY 10543	N/A	509a1	General Unrestricted	20,000
ST ANN'S WAREHOUSE 55 WASHINGTON ST STE 45B BROOKLYN,NY 11201	N/A	509a1	General Unrestricted	6,500
ST JOHNS UNIVERSITY 8000 UTOPIA PKWY JAMAICA,NY 11439	N/A	509a1	General Unrestricted	1,000
STANFORD UNIVERSITY GRADUATE SCHOOL OF BUSINESS 518 MEMORIAL WAY RM S239 STANFORD,CA 94305	N/A	509a1	Service Learning	10,000


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Name and address (home or business)				
a <i>Paid during the year</i>				
STREETSQUASH INC 40 W 116TH ST NEW YORK,NY 10026	N/A	509a1	Alumni Program	50,000
TEMPLE BETH EL OF GREAT NECK 5 OLD MILL RD GREAT NECK,NY 11023	N/A	509a1	General Unrestricted	500
TEMPLE BETH EL OF GREAT NECK 5 OLD MILL RD GREAT NECK,NY 11023	N/A	509a1	Robert Boas Music Fund	500
THE CONSERVATIVE SYNAGOGUE INC 30 HILLSPPOINT RD WESTPORT,CT 06880	N/A	509a1	Share the Pie Project	300
THE CONSERVATIVE SYNAGOGUE INC 30 HILLSPPOINT RD WESTPORT,CT 06880	N/A	509a1	Kol Nidre Campaign	10,000
THE FAIRFIELD COUNTY COMMUNITY FOUNDATION INC 383 MAIN AVE 4TH FL NORWALK,CT 06851	N/A	509a1	Good Schools Bridgeport Fund	100,000
THE FOUNDATION FOR AIDS RESEARCH 120 WALL ST 13TH FL NEW YORK,NY 10005	N/A	509a1	General Unrestricted	100
THE INST FOR THE ADVANCEMENT OF EDU IN JAFFA INC 171-06 76TH AVE FLUSHING,NY 11366	N/A	509a1	Beit Ruth Program	50,000
THE LEUKEMIA & LYMPHOMA SOCIETY INC NYC CHAPTER 475 PARK AVE S 8TH FL NEW YORK,NY 10016	N/A	509a1	General Unrestricted	100
THE METROPOLITAN MUSEUM OF ART 1000 5TH AVE NEW YORK,NY 10028	N/A	509a1	General Unrestricted	200
THE MULTIPLE MYELOMA RESEARCH FOUNDATION INC 383 MAIN AVE FL 5 NORWALK,CT 06851	N/A	509a1	General Unrestricted	5,000
TOURETTE SYNDROME ASSOCIATION INC 42-40 BELL BLVD BAYSIDE,NY 11361	N/A	509a1	General Unrestricted	1,000
TOWN OF PALM BEACH UNITED WAY INC 44 COCOANUT ROW STE 201 PALM BEACH,FL 33480	N/A	509a1	Red Feather Society	1,000
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 100 E NORTHWESTERN AVE PHILADELPHIA,PA 19118	N/A	509a1	Graduate School of Education Scholarship Fund	10,000
UJA-FEDERATION WESTPORT-WESTON- WILTON-NORWALK 431 POST RD E WESTPORT,CT 06880	N/A	509a1	2012 Campaign	10,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED JEWISH APPEAL FEDERATION OF JEWISH PHILANTHROPIES OF NY INC 130 E 59TH ST NEW YORK,NY 10022	N/A	509a1	General Unrestricted	120,750
UNITED JEWISH APPEAL FEDERATION OF JEWISH PHILANTHROPIES OF NY INC 130 E 59TH ST NEW YORK,NY 10022	N/A	509a1	Annual Fund	500
UNITED JEWISH APPEAL FEDERATION OF JEWISH PHILANTHROPIES OF NY INC 130 E 59TH ST NEW YORK,NY 10022	N/A	509a1	General Campaign and Lions of Judea Initiative	41,000
UNITED STATES COMMITTEE SPORTS FOR ISRAEL INC 1926 ARCH ST STE 4R PHILADELPHIA,PA 19103	N/A	509a1	General Unrestricted	150
UNITED WAY OF COASTAL FAIRFIELD COUNTY INC 75 WASHINGTON AVE BRIDGEPORT,CT 06604	N/A	509a1	General Unrestricted	20,000
UNIVERSITY OF PENNSYLVANIA SCHOOL OF NURSING 418 CURIE BLVD PHILADELPHIA,PA 19104	N/A	509a1	General Unrestricted	2,500
UNIVERSITY OF PENNSYLVANIA SCHOOL OF NURSING 418 CURIE BLVD PHILADELPHIA,PA 19104	N/A	509a1	2012 Annual Fund	2,500
UNIVERSITY OF VERMONT 411 MAIN ST BURLINGTON,VT 05401	N/A	509a1	Boas Family Scholarship Fund	10,000
UNIVERSITY SETTLEMENT SOCIETY OF NEW YORK 184 ELDRIDGE ST 3RD FL NEW YORK,NY 10002	N/A	509a1	General Unrestricted	1,000
WALL STREET SYNAGOGUE INC 47 BEEKMAN ST NEW YORK,NY 10038	N/A	509a1	Yahrzeit Light Service in Remembrance of Kalman Berib Gershon Mordecai	100
WASHINGTON INSTITUTE FOR NEAR EAST POLICY 1828 L ST NW STE 1050 WASHINGTON,DC 20036	N/A	509a1	General Unrestricted	2,500
WESTPORT ARTS CENTER 51 RIVERSIDE AVE WESTPORT,CT 06880	N/A	509a2	General Unrestricted	3,000
WESTPORT CINEMA INITIATIVE 154 MAIN ST WESTPORT,CT 06880	N/A	509a1	General Unrestricted	1,000
WESTPORT LIBRARY ASSOC 20 JESUP RD WESTPORT,CT 06880	N/A	509a1	General Unrestricted	10,000
WILTON LAND CONSERVATION TRUST PO BOX 77 WILTON,CT 06897	N/A	509a1	General Unrestricted	150

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Name and address (home or business)				
a <i>Paid during the year</i>				
WILTON LIBRARY ASSOCIATION INCORPORATED 137 OLD RIDGEFIELD RD WILTON,CT 06897	N/A	509a2	General Unrestricted	1,000
WILTON VOLUNTEER AMBULANCE CORPS INC 234 DANBURY RD WILTON,CT 06897	N/A	509a1	General Unrestricted	200
KOREA FOUNDATION FOR WOMEN 5F 448-17 SEOGYO-DONG MAPO- GU SEOUL 1227 KS	N/A	509a1 Equivalency De	General Unrestricted	85,377
KOREA FOUNDATION FOR WOMEN 5F 448-17 SEOGYO-DONG MAPO- GU SEOUL 1227 KS	N/A	509a1 Equivalency De	General Unrestricted	107
Total  3a				2,839,139

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: The Carl Marks Foundation Inc

EIN: 13-6169215

Software ID: 12000057

Software Version: 12.19.1011.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					2,480,853	1,925,073			555,780	

TY 2012 General Explanation Attachment**Name:** The Carl Marks Foundation Inc**EIN:** 13-6169215**Software ID:** 12000057**Software Version:** 12.19.1011.1

Identifier	Return Reference	Explanation
		Part IX-A - Direct Charitable Activities The Korean Unwed Mothers Support Network http://kumsn.org advocates for the rights of unwed pregnant women, unwed mothers and their children in Korea The Network works to educate, inform and promote discussion about the difficulties facing unwed mothers and their children in Korea in order to elevate their economic, political and social potential in society Its goal is to enable Korean women to have sufficient resources and support to keep their babies if they choose, and thrive in Korean society, rather than feel compelled to give up their children for adoption or risk a life of poverty

Identifier	Return Reference	Explanation
		Part IX-A - Direct Charitable Activities The Korean Unwed Mothers Support Network http://kumsn.org advocates for the rights of unwed pregnant women, unwed mothers and their children in Korea The Network works to educate, inform and promote discussion about the difficulties facing unwed mothers and their children in Korea in order to elevate their economic, political and social potential in society Its goal is to enable Korean women to have sufficient resources and support to keep their babies if they choose, and thrive in Korean society, rather than feel compelled to give up their children for adoption or risk a life of poverty

**TY 2012 Investments Corporate
Stock Schedule****Name:** The Carl Marks Foundation Inc**EIN:** 13-6169215**Software ID:** 12000057**Software Version:** 12.19.1011.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
159370 shares of BARON FOCUSED GROWTH FD INSTI S	1,297,148	1,968,224
8000 shares of BERKSHIRE HATHAWAY INC. CLASS B	610,384	895,360
6668 shares of CENOVUS ENERGY INC	39,805	190,171
24930 shares of CRIMSON WINE GROUP, LTD	90,550	212,404
16668 shares of ENCANA CORP	268,204	282,356
79300 shares of FOREST CITY ENTERPRISES CL A	2,589,152	1,420,263
8784 shares of FRANCISCO IND INC	1,767	439
6807 shares of ICF INTERNATIONAL, INC.	118,692	214,489
27318 shares of KANSAS CITY SOUTHERN	530,682	2,894,615
378900 shares of LEUCADIA NATL CORP	5,863,002	9,934,758
153000 shares of NABORS INDUSTRIES LTD	2,179,685	2,342,430
125300 shares of U S G CP	3,548,199	2,888,165

TY 2012 Legal Fees Schedule

Name: The Carl Marks Foundation Inc

EIN: 13-6169215

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Governance Matters and Counseling	26,954			26,954

TY 2012 Other Expenses Schedule**Name:** The Carl Marks Foundation Inc**EIN:** 13-6169215**Software ID:** 12000057**Software Version:** 12.19.1011.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	33,807			33,807
Bank Charges	439	439		
Credit Card Fee	55			55
State or Local Filing Fees	750			750

TY 2012 Other Income Schedule**Name:** The Carl Marks Foundation Inc**EIN:** 13-6169215**Software ID:** 12000057**Software Version:** 12.19.1011.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Federal Tax Refund	3,411		
Foreign Tax Refund	221	221	

TY 2012 Other Professional Fees Schedule

Name: The Carl Marks Foundation Inc

EIN: 13-6169215

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Philanthropic Services	84,952			84,952

TY 2012 Taxes Schedule**Name:** The Carl Marks Foundation Inc**EIN:** 13-6169215**Software ID:** 12000057**Software Version:** 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2013	8,600			
Foreign Tax Paid	3,504	3,504		