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

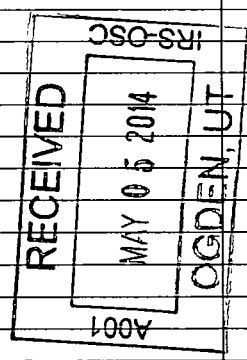
Department of the Treasury  
Internal Revenue Service

**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 **JUL 1, 2012**, and ending **JUN 30, 2013**

Name of foundation <b>EDGERTON FOUNDATION</b>		A Employer identification number <b>91-2160742</b>
Number and street (or P O box number if mail is not delivered to street address) <b>9454 WILSHIRE BLVD, 4TH FLOOR</b>		B Telephone number <b>310-288-4252</b>
City or town, state, and ZIP code <b>BEVERLY HILLS, CA 90212</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 101,900,889.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		178,588.	178,588.		STATEMENT 1
4 Dividends and interest from securities		1,432,315.	1,432,315.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,922,471.			
b Gross sales price for all assets on line 6a <b>7,706,281.</b>					
7 Capital gain net income (from Part IV, line 2)			6,922,471.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		122,169.	122,169.		STATEMENT 3
12 Total Add lines 1 through 11		8,655,543.	8,655,543.		
13 Compensation of officers directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		263.	0.		263.
b Accounting fees STMT 5		92,934.	32,049.		60,885.
c Other professional fees STMT 6		158,360.	158,360.		0.
17 Interest					
18 Taxes STMT 7		18,634.	8,634.		0.
19 Depreciation and depletion					
20 Occupancy		8,760.	0.		8,760.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		1,836,744.	1,631,402.		199,825.
24 Total operating and administrative expenses. Add lines 13 through 23		2,115,695.	1,830,445.		269,733.
25 Contributions, gifts, grants paid		4,995,236.			4,995,236.
26 Total expenses and disbursements Add lines 24 and 25		7,110,931.	1,830,445.		5,264,969.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,544,612.			
b Net investment income (if negative, enter -0-)			6,825,098.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		2,122,921.	2,149,648.	2,149,648.	
	2	Savings and temporary cash investments		11,875.	411,276.	411,276.	
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock	STMT 9		30,061,736.	30,163,003.	32,543,619.
	c	Investments - corporate bonds					
11	Investments - land buildings and equipment basis ▶						
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other	STMT 10		51,171,295.	52,726,928.	66,796,346.	
14	Land, buildings, and equipment: basis ▶						
	Less: accumulated depreciation ▶						
15	Other assets (describe ▶ STATEMENT 11)			379,346.	0.	0.	
16	<b>Total assets (to be completed by all filers)</b>			<b>83,747,173.</b>	<b>85,450,855.</b>	<b>101,900,889.</b>	
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					
	22	Other liabilities (describe ▶ STATEMENT 12)			31,135.	190,205.	
23	<b>Total liabilities (add lines 17 through 22)</b>			<b>31,135.</b>	<b>190,205.</b>		
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			70,990,812.	70,990,812.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			12,725,226.	14,269,838.		
30	<b>Total net assets or fund balances</b>			<b>83,716,038.</b>	<b>85,260,650.</b>		
31	<b>Total liabilities and net assets/fund balances</b>			<b>83,747,173.</b>	<b>85,450,855.</b>		

**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	83,716,038.
2	Enter amount from Part I, line 27a	2	1,544,612.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	85,260,650.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>85,260,650.</b>

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b <b>SEE ATTACHED STATEMENTS</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 <b>7,706,281.</b>		<b>783,810.</b>	<b>6,922,471.</b>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			<b>6,922,471.</b>

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	<b>6,922,471.</b>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	<b>N/A</b>

**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	<b>4,153,854.</b>	<b>93,882,903.</b>	<b>.044245</b>
2010	<b>3,990,077.</b>	<b>88,986,351.</b>	<b>.044839</b>
2009	<b>4,105,266.</b>	<b>80,192,774.</b>	<b>.051192</b>
2008	<b>2,183,018.</b>	<b>78,922,605.</b>	<b>.027660</b>
2007	<b>4,691,771.</b>	<b>104,840,312.</b>	<b>.044752</b>

2 Total of line 1, column (d)	2	<b>.212688</b>
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	<b>.042538</b>
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	<b>98,645,193.</b>
5 Multiply line 4 by line 3	5	<b>4,196,169.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>68,251.</b>
7 Add lines 5 and 6	7	<b>4,264,420.</b>
8 Enter qualifying distributions from Part XII, line 4	8	<b>5,264,969.</b>

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	68,251.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	68,251.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	68,251.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	29,032.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	100,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	129,032.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	60,781.
11	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BRADFORD W. EDGERTON, M.D.</u> Telephone no. ► <u>310-288-4272</u> Located at ► <u>9454 WILSHIRE BLVD., 4TH FLOOR, BEVERLY HILLS, CA</u> ZIP+4 ► <u>90212</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

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

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

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

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

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRADFORD W. EDGERTON, M.D. 9454 WILSHIRE BLVD., 4TH FLOOR BEVERLY HILLS, CA 90212	PRESIDENT 20.00	0.	0.	0.
LOUISE D. EDGERTON 9454 WILSHIRE BLVD., 4TH FLOOR BEVERLY HILLS, CA 90212	SECRETARY/TREASURER 20.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GIBSON CAPITAL, LLC - 6600 BROOKTREE COURT, #2200, WEXFORD, PA 15090	INVESTMENT ADVISORY	137,111.
NSBN LLP - 9454 WILSHIRE BLVD, 4TH FLOOR, BEVERLY HILLS, CA 90212	ACCOUNTING SERVICES	80,122.
<b>Total number of others receiving over \$50,000 for professional services</b>		0

**Part IX-A Summary of Direct Charitable Activities**

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

1	Expenses
N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

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

1	Amount
N/A	
2	
All other program-related investments. See instructions.	
<b>Total. Add lines 1 through 3</b>	0.

**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	96,749,430.
b	Average of monthly cash balances	1b	3,397,974.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	100,147,404.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	100,147,404.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,502,211.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	98,645,193.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	4,932,260.

**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	4,932,260.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	68,251.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	68,251.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,864,009.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,864,009.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,864,009.

**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	5,264,969.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,264,969.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	68,251.
6	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	5,196,718.

**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				4,864,009.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			4,426,075.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 5,264,969.				
a Applied to 2011, but not more than line 2a			4,426,075.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				838,894.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				4,025,115.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

4942(j)(3) or  4942(j)(5)

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

4942(j)(3) or  4942(j)(5)

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

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.


3 Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:
  - (1) Value of all assets
  - (2) Value of assets qualifying under section 4942(j)(3)(B)(i)
- b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
- c "Support" alternative test - enter:
  - (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
  - (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
  - (3) Largest amount of support from an exempt organization
  - (4) Gross investment income


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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
SEE ATTACHED GRANT SCHEDULE				4,995,236.
<b>Total</b>				<b>▶ 3a</b> 4,995,236.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>▶ 3b</b> 0.





EDGERTON FOUNDATION

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 BERNZOTT CAPITAL		VARIOUS	VARIOUS
b K-1: PARK STREET CAP FUND VI, LP	P	VARIOUS	VARIOUS
c K-1: PARK STREET CAP FUND VII, LP	P	VARIOUS	VARIOUS
d K-1: PARK STREET CAP FUND VIII, LP	P	VARIOUS	VARIOUS
e K-1: PARK STREET NRF III, LP	P	VARIOUS	VARIOUS
f K-1: PARK STREET NRF III, LP	P	VARIOUS	VARIOUS
g K-1: CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	P	VARIOUS	VARIOUS
h K-1: CAPITAL DYNAMICS CHAMPION VENTURES V, LP	P	VARIOUS	VARIOUS
i K-1: HRJ CAPITAL VC V (FOREIGN), LP	P	VARIOUS	VARIOUS
j K-1: PRIVATE EQUITY INV FUND IV, LP	P	VARIOUS	VARIOUS
k K-1: RCP FUND II, LP	P	VARIOUS	VARIOUS
l K-1: RCP FUND III, LP	P	VARIOUS	VARIOUS
m K-1: RCP FUND IV, LP	P	VARIOUS	VARIOUS
n K-1: RCP FUND V, LP	P	VARIOUS	VARIOUS
o K-1: RCP FUND VIII, LP	P	VARIOUS	VARIOUS

(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 1,024,547.		783,810.	240,737.
b 487,044.			487,044.
c 186,373.			186,373.
d 584,843.			584,843.
e 21,811.			21,811.
f 31,200.			31,200.
g 1,550,569.			1,550,569.
h 221,564.			221,564.
i 35,239.			35,239.
j 303,035.			303,035.
k 246,462.			246,462.
l 712,346.			712,346.
m 666,355.			666,355.
n 655,465.			655,465.
o 20.			20.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
			240,737.
			487,044.
			186,373.
			584,843.
			21,811.
			31,200.
			1,550,569.
			221,564.
			35,239.
			303,035.
			246,462.
			712,346.
			666,355.
			655,465.
			20.

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

**EDGERTON FOUNDATION**

**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.)
<b>1a CAPITAL GAINS DIVIDENDS</b>			
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a <b>979,408.</b>			<b>979,408.</b>
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<b>979,408.</b>
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<b>6,922,471.</b>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	<b>N/A</b>

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CITY NATIONAL BANK ( 2 ACCOUNTS)	592.
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	4,371.
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	6,330.
K-1 - HRJ CAPITAL VC V (FOREIGN), LP	665.
K-1 - PARK STREET CAPITAL FUND VI, LP	11,481.
K-1 - PARK STREET CAPITAL FUND VII, LP	28,243.
K-1 - PARK STREET CAPITAL FUND VIII, LP	31,709.
K-1 - PARK STREET CAPITAL FUND X, LP	4,999.
K-1 - PARK STREET CAPITAL NRF III, LP	1,912.
K-1 - PARK STREET CAPITAL NRF V, LP	1,039.
K-1 - PRIVATE EQUITY INV. FUND IV, LP	6,081.
K-1 - RCP FUND II, LP	6,356.
K-1 - RCP FUND III, LP	23,134.
K-1 - RCP FUND IV, LP	31,251.
K-1 - RCP FUND V, LP	19,594.
K-1 - RCP FUND VII, LP	817.
K-1 - RCP FUND VIII, LP	14.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	178,588.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BERNZOTT CAPITAL ADVISOR	43,721.	0.	43,721.
FIDELITY	1,814,221.	979,408.	834,813.
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	12,212.	0.	12,212.
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	954.	0.	954.
K-1 - HRJ CAPITAL VC V (FOREIGN), LP	4,388.	0.	4,388.
K-1 - PARK STREET CAPITAL FUND VI, LP	50,907.	0.	50,907.
K-1 - PARK STREET CAPITAL FUND VII, LP	68,411.	0.	68,411.
K-1 - PARK STREET CAPITAL FUND VIII, LP	71,362.	0.	71,362.
K-1 - PARK STREET CAPITAL FUND X, LP	313.	0.	313.
K-1 - PARK STREET CAPITAL NRF III, LP	398.	0.	398.
K-1 - PRIVATE EQUITY INV. FUND IV, LP	4,768.	0.	4,768.

EDGERTON FOUNDATION

91-2160742

K-1 - RCP FUND II, LP	41,522.	0.	41,522.
K-1 - RCP FUND III, LP	135,545.	0.	135,545.
K-1 - RCP FUND IV, LP	85,110.	0.	85,110.
K-1 - RCP FUND V, LP	77,239.	0.	77,239.
K-1 - RCP FUND VII, LP	652.	0.	652.
TOTAL TO FM 990-PF, PART I, LN 4	2,411,723.	979,408.	1,432,315.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 - PARK STREET CAPITAL FUND VII, LP	1,717.	1,717.	
K-1 - RCP FUND II, LP	<190.>	<190.>	
K-1 - PARK STREET CAPITAL FUND VI, LP	805.	805.	
K-1 - PARK STREET CAPITAL FUND VI, LP	18,519.	18,519.	
K-1 - HRJ CAPITAL VC V (FOREIGN), LP	2,925.	2,925.	
K-1 - PRIVATE EQUITY INV FUND	<22.>	<22.>	
K-1 - RCP FUND III, LP	3,722.	3,722.	
K-1 - RCP FUND IV, LP	3,746.	3,746.	
K-1 - PARK STREET CAPITAL NRF III, LP	43,909.	43,909.	
K-1 - PARK STREET CAPITAL NRF III, LP	26.	26.	
K-1 - PARK STREET CAPITAL FUND VII, LP	18,727.	18,727.	
K-1 - PARK STREET CAPITAL FUND VIII, LP	6,804.	6,804.	
K-1 - PARK STREET CAPITAL NRF III, LP	615.	615.	
K-1 - PARK STREET CAPITAL FUND VIII, LP	428.	428.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	4,068.	4,068.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	26.	26.	
K-1 - RCP FUND V, LP	10,013.	10,013.	
K-1 - RCP FUND V, LP	4.	4.	
K-1 - PARK STREET CAPITAL NRF V, LP	111.	111.	
K-1 - RCP FUND II, LP	13.	13.	
K-1 - RCP FUND VII, LP	269.	269.	
K-1 - PARK STREET CAPITAL FUND X, LP	367.	367.	
K-1 - PARK STREET CAPITAL NRF III, LP	479.	479.	

K-1 - PARK STREET CAPITAL NRF V, LP	384.	384.
K-1 - RCP FUND III, LP	119.	119.
MISCELLANEOUS INCOME	1,134.	1,134.
K-1 - RCP FUND V, LP	3,451.	3,451.
TOTAL TO FORM 990-PF, PART I, LINE 11	122,169.	122,169.

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	263.	0.		263.
TO FM 990-PF, PG 1, LN 16A	263.	0.		263.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	92,934.	32,049.		60,885.
TO FORM 990-PF, PG 1, LN 16B	92,934.	32,049.		60,885.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	158,360.	158,360.		0.
TO FORM 990-PF, PG 1, LN 16C	158,360.	158,360.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	5,572.	5,572.		0.
STATE TAXES FROM K-1S	3,062.	3,062.		0.
FEDERAL TAXES	10,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	18,634.	8,634.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKS & PUBLICATIONS	2,867.	0.		2,867.
COMPUTER SUPPLIES	613.	123.		490.
CONSULTING	21,200.	0.		21,200.
DUES	8,640.	0.		8,640.
INSURANCE	6,498.	0.		6,498.
INTERNET SERVICES	43,989.	8,799.		35,190.
LICENSE AND PERMITS	305.	0.		305.
MEALS	7,605.	0.		7,605.
OFFICE EXPENSE	24,990.	0.		24,990.
OUTSIDE SERVICES	36,965.	0.		36,965.
POSTAGE AND DELIVERY	923.	0.		923.
TELEPHONE	5,311.	0.		5,311.
TRAVEL	43,183.	0.		43,183.
NON-DEDUCTIBLE EXPENSES FROM K-1S	5,517.	0.		0.
BANK CHARGES	1,799.	0.		1,799.
RESEARCH	2,045.	0.		2,045.
STORAGE	1,620.	0.		1,620.
UTILITIES	131.	0.		131.
DEDUCTIONS - PORTFOLIO FROM PASSTHROUGH K-1S	1,448,309.	1,448,309.		0.
DEDUCTIONS - OTHER FROM PASSTHROUGH K-1S	174,171.	174,171.		0.
AUTO EXPENSES	63.	0.		63.
TO FORM 990-PF, PG 1, LN 23	1,836,744.	1,631,402.		199,825.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
BERNZOTT CAPITAL ADVISORS - COMMON STOCK	2,763,965.	3,622,427.	
CHARLES SCHWAB - COMMON STOCK	3,017,310.	4,077,480.	
T. ROWE PRICE	2,500.	3,025.	
FAIRHOLME FUND	2,442.	3,701.	
HOTCHKIS & WILEY ALL CAP VALUE	2,886,530.	3,576,187.	
DFA U.S. SMALL CAP VALUE	2,939,290.	3,320,828.	
DFA REAL ESTATE SECURITIES	1,986,657.	2,355,291.	
PARNASSUS SMALL CAP FUND	3,000,000.	3,008,216.	
PIMCO REAL ESTATE REAL RETURN STRATEGY	2,973,035.	2,509,898.	
BRIDGEWAY ULTRA-SMALL COMPANY MARKET FUND	3,664,169.	2,956,453.	
DFA U.S. LARGE CAP VALUE	3,000,035.	3,729,842.	
PIMCO COMMODITY REAL RETURN STRATEGY INS.	3,927,070.	3,380,271.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	30,163,003.	32,543,619.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SUMMIT PRIVATE INV.	COST	10,797,779.	15,654,880.
VOYAGER ADVANTAGE	COST	18,687.	3,492.
CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	COST	4,358,345.	4,590,534.
BOOK/TAX DIFFERENCE - CAPITAL DYNAMICS CAPITAL VENTURES IV, L.P.	COST	<1,434,972.>	0.
SUSPENDED LOSSES - CAPITAL DYNAMICS CHAMPION VENTURES IV	COST	520,593.	0.
PARK STREET CAPITAL VI, LP	COST	5,146,593.	5,558,380.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL VI, L.P.	COST	<1,529,479.>	0.
SUSPENDED LOSSES - PARK ST. VI	COST	662,356.	0.
RCP FUND II, LP	COST	1,156,214.	1,835,733.
SUSPENDED LOSSES - RCP FUND II	COST	305,572.	0.
RCP FUND III, LP	COST	2,612,022.	3,411,702.
BOOK/TAX DIFFERENCE - RCP FUND III, L.P.	COST	<1,306.>	0.
SUSPENDED LOSSES - RCP FUND III	COST	442,137.	0.
PARK STREET CAPITAL VII, LP	COST	5,105,914.	5,433,314.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL VII, L.P.	COST	<990,660.>	0.
SUSPENDED LOSSES - PARK ST. VII	COST	369,027.	0.
PRIVATE EQUITY INV FUND IV, LP	COST	3,251,939.	3,250,931.
BOOK/TAX DIFFERENCE - PRIVATE EQUITY INV. FUND IV, L.P.	COST	<726,365.>	0.

SUSPENDED LOSSES - PRIVATE EQUITY IV	COST	519,375.	0.
RCP FUND IV, LP	COST	3,883,669.	5,611,438.
BOOK/TAX DIFFERENCE - RCP FUND IV, L.P.	COST	14,076.	0.
SUSPENDED LOSSES - RCP FUND IV	COST	693,025.	0.
RCP FUND V, LP	COST	4,099,977.	4,855,730.
BOOK/TAX DIFFERENCE - RCP FUND V, L.P.	COST	<4,756.>	0.
SUSPENDED LOSSES - RCP FUND V	COST	231,710.	0.
PARK STREET CAPITAL NRF III, LP	COST	3,061,490.	3,009,850.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL NRF III, L.P.	COST	<812,867.>	0.
SUSPENDED LOSSES - PARK STREET NRF III, L.P.	COST	<22,978.>	0.
PARK STREET CAPITAL VIII, LP	COST	5,832,752.	6,153,507.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL VIII, L.P.	COST	<1,438,228.>	0.
SUSPENDED LOSSES - PARK ST. VIII	COST	118,927.	0.
CAPITAL DYNAMICS CHAMPION VENTURES V, LP	COST	3,365,464.	3,628,276.
BOOK/TAX DIFFERENCE - CAPITAL DYNAMICS CHAMPION VENTURES V, L.P.	COST	<890,747.>	0.
SUSPENDED LOSSES - CAPITAL DYNAMICS CHAMPION VENTURES V, L.P.	COST	248,895.	0.
HRJ CAPITAL VC V (FOREIGN), LP	COST	851,871.	880,191.
BOOK/TAX DIFFERENCE - HRJ CAPITAL VC V (FOREIGN), L.P.	COST	<250,222.>	0.
SUSPENDED LOSSES - HRJ CAPITAL VC V(FOREIGN)	COST	125,881.	0.
RCP FUND VII, LP	COST	967,359.	967,790.
SUSPENDED LOSSES - RCP FUND VII LP	COST	2,112.	0.
PARK STREET CAPITAL NRF V, LP	COST	575,924.	543,139.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL NRF V, LP	COST	5,776.	0.
PARK STREET CAPITAL X, LP	COST	1,191,160.	1,200,575.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL X, LP	COST	7,202.	0.
SUSPENDED LOSSES - PARK STREET X, LP	COST	108.	0.
RCP FUND VIII, LP	COST	255,577.	200,349.
RCP SECONDARY OPP FUND II	COST	30,000.	6,535.
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>52,726,928.</u>	<u>66,796,346.</u>

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID CREDIT CARD BALANCES	379,346.	0.	0.
TO FORM 990-PF, PART II, LINE 15	379,346.	0.	0.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 12
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
PENDING PAYABLE FROM SECURITIES PURCHASED	31,135.	0.	
CREDIT CARDS PAYABLE	0.	190,205.	
TOTAL TO FORM 990-PF, PART II, LINE 22	31,135.	190,205.	

## Edgerton Foundation Grants

July 1, 2012 to June 30, 2013

Recipient Name	Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Recipient Relationship	Amount
Alliance Theatre	1280 Peachtree St N.E. Atlanta, GA 30309	Public Chanty	Public Support of Organization Mission	None	66,000.00
Amazon Aid Foundation	1685 Owensville Road Charlottesville, VA 22901	Public Chanty	Public Support of Organization Mission	None	35,000.00
American Conservatory Theater	30 Grant Ave 6th Floor San Francisco, CA 94108	Public Chanty	Public Support of Organization Mission	None	36,000.00
Arena Stage	1101 6th St S W Washington, DC 20024	Public Chanty	Public Support of Organization Mission	None	36,000.00
Aurora Theater	2081 Addison Street Berkeley, CA 94704	Public Chanty	Public Support of Organization Mission	None	8,000.00
Bereavement Center of Westchester	Development Department 69 Main Street Tuckahoe, NY 10707	Public Chanty	Public Support of Organization Mission	None	1,000.00
Blue Door Artist Association	Attn Arle Sklar-Weinstein 169 Shonmard Terrace Yonkers, NY 10701	Public Chanty	Public Support of Organization Mission	None	1,000.00
blueEnergy	972 Mission St , Suite 500, San Francisco, CA 94103	Public Chanty	Public Support of Organization Mission	None	40,000.00
Borderlands Theater	P.O. Box 2791 Tucson,AZ 85702	Public Chanty	Public Support of Organization Mission	None	6,000.00
Boston Court	P O Box 60187 Pasadena, CA 91116	Public Chanty	Public Support of Organization Mission	None	10,000.00
California Community Foundation	445 S. Figueroa Street Suite 3400 Los Angeles, CA 90071	Public Chanty	Public Support of Organization Mission	None	2,659,000.00
Carey Institute of Ecosystem Studies	Attn William H Schlesinger, President P O Box AB Milbrook, NY 12545	Public Chanty	Public Support of Organization Mission	None	2,000.00
Catalytic Diplomacy	5615 Warwick Place Chevy Chase, MD 20815	Public Chanty	Public Support of Organization Mission	None	10,000.00
Center Stage	700 North Calvert Street Baltimore, MD 21202	Public Chanty	Public Support of Organization Mission	None	38,000.00
Chicago Dramatists	1105 West Chicago Ave Chicago IL 60642	Public Chanty	Public Support of Organization Mission	None	8,000.00
Childrens Hospital Los Angeles Foundation	4650 Sunset Blvd , #4 Los Angeles, CA 90027	Public Chanty	Public Support of Organization Mission	None	2,000.00
Cincinnati Playhouse	PO Box 6537 Cincinnati, OH 45206 0537	Public Chanty	Public Support of Organization Mission	None	27,000.00
City of Hope	1500 E Duarte Rd Duarte, CA 91010	Public Chanty	Public Support of Organization Mission	None	1,000.00
Clean Air Task Force	Armond Cohen 18 Tremont Street, Suite 530 Boston, MA 02108	Public Chanty	Public Support of Organization Mission	None	492,000.00
Foxcroft School	P.O. 5555 Middleburg, VA 20118	Public Chanty	Public Support of Organization Mission	None	11,000.00
Friends of Old Croton Aqueduct	PO 182 Hasings on Hudson, NY 10706	Public Chanty	Public Support of Organization Mission	None	1,000.00
Friends Peace Team	C/O Kathy Wright 1001 Park Ave St Louis, MO 63104	Public Chanty	Public Support of Organization Mission	None	2,000.00
Geffen Playhouse	Development Office 10886 Le Conte Avenue Los Angeles, CA 90024	Public Chanty	Public Support of Organization Mission	None	30,000.00
Great Plains Institute	Development Inc c/o Sara Bergan 2801 21st Avenue S Ste#230	Public Chanty	Public Support of Organization Mission	None	51,500.00
Gulfnhe Theater	818 South 2nd Street Minneapolis, MN 55415	Public Chanty	Public Support of Organization Mission	None	29,000.00
Hartford Stage Co.	50 Church Street Hartford, CT 06103	Public Chanty	Public Support of Organization Mission	None	9,000.00
Harvard-Westlake School	c/o Ed Hu Office of Advancement 700 North Fannng Road	Public Chanty	Public Support of Organization Mission	None	154,500.00
Hastings on Hudson Public Library	7 Maple Ave Hasting on Hudson, NY 10706	Public Chanty	Public Support of Organization Mission	None	1,000.00
Hudsonia Ltd.	PO Box 5000 Ammandale, NY 12504-5000	Public Chanty	Public Support of Organization Mission	None	2,000.00
Human Rights Watch	350 5TH Ave Fl 34 New York, NY 10118	Public Chanty	Public Support of Organization Mission	None	1,000.00

## Edgerton Foundation Grants

July 1, 2012 to June 30, 2013

Recipient Name	Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Recipient Relationship	Amount
International Medical Corps	1919 Santa Monica Blvd Suite 400 Santa Monica, CA 90404	Public Chanty	Public Support of Organization Mission	None	159,500.00
International Theatre & Literacy Project	c/o Mananna Houston 160 West 87 Street Suite 5-C	Public Chanty	Public Support of Organization Mission	None	1,000.00
LACMA	5905 Wilshire Blvd. Los Angeles, CA 90036	Public Chanty	Public Support of Organization Mission	None	40,000.00
Les Amies	3278 Primera Place Los Angeles, CA 90068	Public Chanty	Public Support of Organization Mission	None	2,000.00
Lincoln Center Theater	150 West 65th Street NY, NY 10023-6975	Public Chanty	Public Support of Organization Mission	None	55,000.00
Lookingglass Theater	875 North Michigan Ave Suite 2200 Chicago, IL 60611	Public Chanty	Public Support of Organization Mission	None	14,000.00
Los Angeles Philharmonic Association	151 South Grand Avenue Los Angeles, CA 90012	Public Chanty	Public Support of Organization Mission	None	114,291.00
Magic Theatre	Fort Mason Center Bldg D San Francisco, CA 94123	Public Chanty	Public Support of Organization Mission	None	20,000.00
Music Center	135 North Grand Ave Los Angeles, CA 90012	Public Chanty	Public Support of Organization Mission	None	25,000.00
New Hampshire Foundation	37 Pleasant St Concord, NH 03301	Public Chanty	Public Support of Organization Mission	None	11,000.00
New York City Center	130 West 56th Street New York, NY 10019	Public Chanty	Public Support of Organization Mission	None	3,000.00
Northlight Theatre	9501 Skokie Blvd Skokie, IL 60077	Public Chanty	Public Support of Organization Mission	None	24,000.00
Occidental College	1600 Campus Road Los Angeles, CA 90041	Public Chanty	Public Support of Organization Mission	None	129,130.00
Oregon Shakespeare Festival	PO Box 158 Ashland, OR 97520	Public Chanty	Public Support of Organization Mission	None	177,500.00
Pacific Council on International Policy	801 S. Figueroa St Suite 1130 Los Angeles, CA 90017	Public Chanty	Public Support of Organization Mission	None	51,500.00
Philadelphia Theater	230 S. Broad Street Suite 1105 Philadelphia, PA 19102	Public Chanty	Public Support of Organization Mission	None	26,000.00
Playwrights Horizons	416 W. 42nd Street New York, NY 10036	Public Chanty	Public Support of Organization Mission	None	24,000.00
Pinceton Environmental Institute	Pinceton University Pmncaton, NJ 08544	Public Chanty	Public Support of Organization Mission	None	127,000.00
Public Theater	425 Lafayette Street New York, NY 10003	Public Chanty	Public Support of Organization Mission	None	18,000.00
Roundabout Theater Co	111 West 46th Street New York, NY 10018	Public Chanty	Public Support of Organization Mission	None	21,000.00
Salt Lake Acting Co	168 W 500 North Salt Lake City, UT 84103	Public Chanty	Public Support of Organization Mission	None	9,000.00
SAS Institute - Teragram	10 Fawcett Street 2nd Floor Cambridge, MA 02138	Public Chanty	Public Support of Organization Mission	None	3,915.00
Seattle Repertory Theatre	PO Box 900923 Seattle, WA 98109	Public Chanty	Public Support of Organization Mission	None	55,000.00
The Arboretum	301 N. Baldwin Avenue Arcadia, CA 91007-2697	Public Chanty	Public Support of Organization Mission	None	5,000.00
The Bishop's School	7607 La Jolla Blvd La Jolla, CA 92037	Public Chanty	Public Support of Organization Mission	None	5,000.00
The Episcopal School of Los Angeles	6325 Santa Monica Blvd Los Angeles, CA 90038	Public Chanty	Public Support of Organization Mission	None	5,000.00
Theatre Communications Group	520 8th Avenue, 24th Floor New York, NY 10018-4156	Public Chanty	Public Support of Organization Mission	None	82,400.00
Theatreworks	P O Box 50458 Palo Alto, CA 94303-0458	Public Chanty	Public Support of Organization Mission	None	11,000.00
Unicorn Theater	3828 Main Street Kansas City, MO 64111	Public Chanty	Public Support of Organization Mission	None	6,000.00
					<b>4,995,236.00</b>