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

2012Department 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 Aug 1, 2012, and ending Jul 31, 2013

Name of foundation
Fan Fox & Leslie R. Samuels Foundation, Inc.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
350 Fifth Avenue 4301

City or town State ZIP code
New York NY 10118

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **\$ 172,740,509.**

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

A Employer identification number
13-3124818

B Telephone number (see the instructions)
(212) 239-3030

C If exemption application is pending, check here ☐

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

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

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

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 (att sch)				
	2 Ck ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	29,225.	29,225.		
	4 Dividends and interest from securities	1,536,259.	1,536,259.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	4,041,115.	L-6a Stmt		
	b Gross sales price for all assets on line 6a	22,904,683.			
	7 Capital gain net income (from Part IV, line 2)		5,026,086.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
Share of Partnership Inc-See Sched	1,197,179.	855,119.			
12 Total Add lines 1 through 11	6,803,778.	7,446,689.	0.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	918,669.	229,235.		689,435.
	14 Other employee salaries and wages	240,128.	13,972.		226,156.
	15 Pension plans, employee benefits	308,459.	47,100.		261,359.
	16a Legal fees (attach schedule) L-16a Stmt	19,418.	1,942.		17,476.
	b Accounting fees (attach sch) L-16b Stmt	36,585.	3,659.		32,926.
	c Other prof fees (attach sch) L-16c Stmt	734,200.	728,200.		6,000.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	143,841.	23,841.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	162,576.	16,258.		146,318.
	21 Travel, conferences, and meetings	8,554.	855.		7,699.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	95,299.	9,530.		85,769.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,667,729.	1,074,592.		1,473,138.
	25 Contributions, gifts, grants paid	5,829,976.			5,829,976.
26 Total expenses and disbursements. Add lines 24 and 25	8,497,705.	1,074,592.		7,303,114.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,693,927.				
b Net investment income (if negative, enter -0-)		6,372,097.			
c Adjusted net income (if negative, enter -0-)			0.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing			52,763.	8,238.	8,238.
	2 Savings and temporary cash investments			1,393,928.	2,089,304.	2,089,304.
	3 Accounts receivable					
	Less allowance for doubtful accounts					
	4 Pledges receivable					
	Less allowance for doubtful accounts					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach sch)					
	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)			0.		
	b Investments — corporate stock (attach schedule)			84,295,223.	67,941,547.	81,025,972.
	c Investments — corporate bonds (attach schedule)			3,281,455.	2,786,946.	2,786,949.
	11 Investments — land, buildings, and equipment basis					
L I A B I L I T I E S	Less accumulated depreciation (attach schedule)					
	12 Investments — mortgage loans					
	13 Investments — other (attach schedule)			56,102,993.	70,606,401.	86,830,046.
	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)			145,126,362.	143,432,436.	172,740,509.
L I A B I L I T I E S	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, & other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe)					
	23 Total liabilities (add lines 17 through 22)					
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		X			
	27 Capital stock, trust principal, or current funds			145,126,362.	143,432,436.	
	28 Paid-in or capital surplus, or land, building, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances (see instructions)			145,126,362.	143,432,436.	
	31 Total liabilities and net assets/fund balances (see instructions)			145,126,362.	143,432,436.	

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	145,126,362.
2 Enter amount from Part I, line 27a	2	-1,693,927.
3 Other increases not included in line 2 (itemize) rounding	3	1.
4 Add lines 1, 2, and 3	4	143,432,436.
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	143,432,436.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a Securities - see schedule attached	P	Various	Various
b Capital Gain Dividends			
c Class Action Lawsuit Payments			
d Share of Partnerships			
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 22,904,683.		18,635,552.	4,269,131.
b			348,442.
c			75,527.
d			332,986.
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			4,269,131.
b			348,442.
c			75,527.
d			332,986.
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	5,026,086.
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 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 (column (b) divided by column (c))
2011	9,124,468.	161,064,409.	0.056651
2010	9,134,959.	165,199,266.	0.055297
2009	8,105,807.	156,755,083.	0.051710
2008	11,083,509.	158,200,736.	0.070060
2007	10,772,373.	230,122,669.	0.046811

2 Total of line 1, column (d)	2	0.280529
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.056106
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	166,112,089.
5 Multiply line 4 by line 3	5	9,319,885.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	63,721.
7 Add lines 5 and 6	7	9,383,606.
8 Enter qualifying distributions from Part XII, line 4	8	7,303,114.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary -- see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	127,442.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	127,442.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	127,442.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	145,000.	
b Exempt foreign organizations -- tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	145,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	17,558.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 17,558. Refunded	11		

Part VII-A Statements Regarding Activities

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

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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>www.samuels.org</u>	13	X	
14	The books are in care of <u>Alexandra Francis</u> Telephone no. <u>(212) 239-3030</u> Located at <u>350 Fifth Ave., Suite 4301, New York, NY</u> ZIP + 4 <u>10118</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 <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

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

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

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)☐ Yes ☒ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5 b**

Organizations relying on a current notice regarding disaster assistance check here

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

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

6 a 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?**6 b**

If 'Yes' to 6b, file Form 8870

X**7 a** 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?**7 b****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 Schedule Attached		918,669.	164,112.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lauren Weisenfeld 169 E. 69th Street, New York NY 10021	Deputy Director, Health 30.00	100,407.	27,320.	0.
Alexandra Francis 733 Bryant St., Rahway NJ 07065	Controller 40.00	84,055.	36,242.	0.

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

☐

None

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
Balestra Capital, Ltd. 58 West 40th Street, 12th Floor New York NY 10018	Investment Consulting	620,000.
Bares Capital Management, Inc. 221 West 6th Street, Suite 1225 Austin TX 78701	Investment Management Fees	93,173.
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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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	1 a	166,512,073.
b Average of monthly cash balances	1 b	2,129,642.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	168,641,715.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	168,641,715.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,529,626.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	166,112,089.
6 Minimum investment return. Enter 5% of line 5	6	8,305,604.

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	8,305,604.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	127,442.
b Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	127,442.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	8,178,162.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	8,178,162.
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	8,178,162.

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	1 a	7,303,114.
b Program-related investments — total from Part IX-B	1 b	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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,303,114.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,303,114.

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				8,178,162.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			5,135,671.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 7,303,114.				
a Applied to 2011, but not more than line 2a			5,135,671.	
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				2,167,443.
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))				
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				
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 instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				6,010,719.
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)	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	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Schedule Attached	NONE	All Public	Various	5,829,976.
Total				3 a 5,829,976.
b Approved for future payment See Schedule Attached		All Public	Various	5,139,500.
Total				3 b 5,139,500.

**Schedule K-1
(Form 1065)**

2012

Department of the Treasury
Internal Revenue Service

For calendar year 2012, or tax
year beginning _____, 2012
ending _____, 20____

**Partner's Share of Income, Deductions,
Credits, etc.**

► See back of form and separate instructions.

**Schedule K-1
(Form 1065)**

Department of the Treasury
Internal Revenue Service

2012

For calendar year 2012, or tax
year beginning _____, 2012
ending _____, 20____

**Partner's Share of Income, Deductions,
Credits, etc.**

► See back of form and separate instructions.

Schedule K-1
(Form 1065)

Department of the Treasury
Internal Revenue Service

2012

For calendar year 2012, or tax

year beginning _____, 2012

ending _____, 20 _____

Partner's Share of Income, Deductions,
Credits, etc.

► See back of form and separate instructions

**Schedule K-1
(Form 1065)**

Department of the Treasury
Internal Revenue Service

2012

For calendar year 2012, or tax

year beginning _____, 2012

ending _____, 20 _____

**Partner's Share of Income, Deductions,
Credits, etc.**

► See back of form and separate instructions.

Schedule K-1
(Form 1065)

Department of the Treasury
Internal Revenue Service

2012

For calendar year 2012, or tax
year beginning _____, 2012
ending _____, 20__

**Partner's Share of Income, Deductions,
Credits, etc.**

► See back of form and separate instructions.

**Schedule K-1
(Form 1065)**

Department of the Treasury
Internal Revenue Service

2012

For calendar year 2012, or tax

year beginning _____, 2012

ending _____, 20 _____

**Partner's Share of Income, Deductions,
Credits, etc.**

► See back of form and separate instructions.

PRO-FORMA K-1

**Schedule K-1
(Form 1065)**

Department of the Treasury
Internal Revenue Service

2012

For calendar year 2012, or tax

year beginning 11/01, 2012

ending 12/31, 2012

**Partner's Share of Income, Deductions,
Credits, etc.**

► See back of form and separate instructions.

Name	Employer Identification Number
Fan Fox & Leslie R. Samuels Foundation, Inc.	13-3124818

Asset Information:

Description of Property:	Securities - See schedule attached	
Date Acquired:	Various	How Acquired:
Date Sold:	Various	Name of Buyer
Sales Price	22,904,683.	Cost or other basis (do not reduce by depreciation)
Sales Expense:	18,635,552.	Valuation Method:
Total Gain (Loss):	4,269,131.	Accumulation Depreciation
Description of Property:	Capital Gains Dividends	
Date Acquired		How Acquired:
Date Sold:		Name of Buyer:
Sales Price		Cost or other basis (do not reduce by depreciation)
Sales Expense		Valuation Method:
Total Gain (Loss)	348,442.	Accumulation Depreciation:
Description of Property:	Class Action Lawsuits	
Date Acquired:		How Acquired:
Date Sold:		Name of Buyer
Sales Price		Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method
Total Gain (Loss):	75,527.	Accumulation Depreciation
Description of Property:	Book to tax adjustment	
Date Acquired:		How Acquired:
Date Sold		Name of Buyer
Sales Price		Cost or other basis (do not reduce by depreciation)
Sales Expense		Valuation Method
Total Gain (Loss)	-737.	Accumulation Depreciation
Description of Property:	Capital Loss from Stock Distribution	
Date Acquired:		How Acquired
Date Sold		Name of Buyer:
Sales Price		Cost or other basis (do not reduce by depreciation)
Sales Expense		Valuation Method:
Total Gain (Loss):	-603,254.	Accumulation Depreciation
Description of Property	Capital Loss from Stock Distribution	
Date Acquired		How Acquired:
Date Sold		Name of Buyer
Sales Price		Cost or other basis (do not reduce by depreciation)
Sales Expense		Valuation Method
Total Gain (Loss)	-47,994.	Accumulation Depreciation:
Description of Property:		
Date Acquired		How Acquired:
Date Sold		Name of Buyer
Sales Price:		Cost or other basis (do not reduce by depreciation)
Sales Expense		Valuation Method
Total Gain (Loss):		Accumulation Depreciation
Description of Property		
Date Acquired:		How Acquired
Date Sold		Name of Buyer
Sales Price		Cost or other basis (do not reduce by depreciation)
Sales Expense		Valuation Method
Total Gain (Loss):		Accumulation Depreciation.

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise Taxes	120,000.			
State Taxes	23,841.	23,841.		
Total	<u>143,841.</u>	<u>23,841.</u>		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Insurance	14,436.	1,444.		12,992.
Computers, Incl. Maint.	21,056.	2,106.		18,950.
Telephone	5,703.	570.		5,133.
Dues, Subscriptions & Books	8,029.	803.		7,226.
Postage	3,201.	320.		2,881.
Miscellaneous	42,874.	4,287.		38,587.
Total	<u>95,299.</u>	<u>9,530.</u>		<u>85,769.</u>

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ellenoff Grossman &	Legal Services	1,755.	176.		1,579.
Arnold and Porter	Legal Services	17,663.	1,766.		15,897.
Total		<u>19,418.</u>	<u>1,942.</u>		<u>17,476.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BDO Seidman	Annual Audit	17,000.	1,700.		15,300.
Withum Smith + Brown	Tax Return Review	19,585.	1,959.		17,626.
Total		<u>36,585.</u>	<u>3,659.</u>		<u>32,926.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Deutsche Bank	Custody Fees	15,027.	15,027.		
Balestra Capital Ltd	Investment Consulting	620,000.	620,000.		

Form 990-PF, Page 1, Part I

Continued

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bares Capital Manage	Investment Management	93,173.	93,173.		
Strategic Communicat	Grant consulting	6,000.			6,000.
Total		<u>734,200.</u>	<u>728,200.</u>		<u>6,000.</u>

Samuels Foundation, Inc

Form 990PF

Y/E 7/31/13

ID# 13-3124818

Other Income (Page 1, line 11)

	(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)
ID#	Total Income	Ordinary Income	Business Income Subject to UBIT	Capital Gain Income	Book-Tax Differences	Non Taxable Unrealized Income	Foreign Tax Paid	Non Taxable Adjustments
Share of Partnership income -								
"J H Whitney III, LP"	06-1503280	-467,435	-2,863		-464,572			
"J H Whitney IV, LP"	06-1561366	-600,805	-2,648		-598,157			
"J H Whitney V, LP"	06-1595614	-326,682	8,097		-334,779			
"J H Whitney V APHM AIV, LP"	33-1135871	0	0					
"J H Whitney VI, LP"	20-2485972	1,228,715	-22,865	-2,798	-508,245	3,332	1,759,291	
"J H Whitney VI APHM AIV, LP"	41-2203116	-306,440	0	-44,186	-76,754		-183,581	-1,919
"J H Whitney VII, LP"	27-1720042	32,080	-22,437		62,570	-4,079	-3,974	
"American Securities Partners III, LP"	13-4180152	-95,192	-19,771		29,944	-9	-105,356	
"ASP III Alternative Investment, LP"	42-1562364	106,251	12,735	-175,649	-30,532	-145	299,999	-157
"American Securities Partners IV, LP"	20-3402057	105,406	-15,189		294,365	-18,239	-155,531	
"ASP IV Alternative Investment, LP"	20-4573644	-2,998	-113	11,667		86,771	-101,323	
"American Securities Partners V, LP"	26-2113348	389,363	174,925			43	214,395	
"ASP V Alternative Investment, LP"	26-4823099	7,234	-73,385	11,049	271,906	789,759	-992,095	
"ASP V Alt WPZ shares sold outside partnership" 9/2012	N/A	80,696	0	80,696				
"ASP V Alt WPZ shares sold outside partnership" 3/2013	N/A	9,863	0	9,863				
"American Securities Partners VI, LP"	27-3798431	-58,010	-58,981			971		
"Sterling American Property V-C, LP"	20-4526947	1,548	1,548					
"NB Distressed Opportunities Fund C (Offshore) LP"	98-0581299	370,416	535,597		-541,399	376,218		
"Davidson Kempner Institutional Partners LP"	13-3597020	324,864	11,514	17	211,809	101,751	-227	
"AVI Value Fund, LLC"	20-1163030	1,221,478	269,895		-66,740	1,054,757	-36,434	
"Holt Distressed Property Fund, 2010, LP"	27-3301572	499,758	-87,139		106,959	501,687		
"Holt Distressed Property Fund (Parallel 1) 2010, LP"	27-3301621	20,585	-11,668		18,593	16,132		-1,937
"Merced Partners III, LP"	27-2122861	485,422	5,114	-42,692	260,842	244,615		17,543
"Merced Partners III (Cayman), LP"	27-4335879	233,120	173,104		2,155	57,863		-2
"Ment Energy Partners H, LP"	45-0826721	52,784	108,272					
"Level Equity Growth Partners I LP"	45-1030152	93,661	-86,925		229,537	-24,326		-24,625
"Stockbridge Fund, LP"	20-8051601	437,472	28,455		410,419		-1,402	
"Highbrook Income Property Fund, LP"	45-3180625	-27,744	-27,744					
"Snow Lake China Fund, Ltd "	27-1489483	369,163	-279,323		502,634	145,992	-140	
"Cedar Rock Capital Partners, LLC"	98-0425858	400,681	107,544			304,034	-5,430	
"Congruent Credit Opportunities Fund II, LP"	45-4094937	122,215	135,670	-54,579	11,032	30,092		
"CrossHarbor Institutional Partners II, LP"	27-4335021	-63,752	24,852	-38,028		-50,528		-48
"Harbour Offshore Fund II, LP"	FOREIGNUS	-100,427	-95,413			-10,127		5,113
"Fir Tree International Value Fund (USTE), L P "	FOREIGNUS	188,763	108,051			80,712		

Partnership increase per K-1's

4,732,053

Less

Unrealized Income (F)

-3,534,874

(A) Net Partnership Income (Loss) - to Part 1, line 11a

1,197,179

(B) Total Ordinary Income

898,909

(C) Total UBIT Income (Loss) - to Form 990-T

-244,640

(D) Total Capital Gain Income (Loss) - to Part IV, line 1b

332,986

(E) Reversal of amounts included in Ordinary Income (Col B) but not on books

259,589

(F) Total Non-Taxable Unrealized Income (Mark-to-Market)

3,534,874

(G) Total Foreign Tax Paid - Deduct from Ordinary Income

-43,790

(H) Non-taxable adjustments

-5,875

(B) Total Other Income subject to excise tax - to Part 1, line 11b

855,119

Corporate Bonds

		Cost	Market Value	Unrealized G/L
7/31/2013 CB	SAP II	4,000 0000	100 00	
7/31/2013 CB	SAP III	860,376 9300	100 00	1 01
7/31/2013 CB	SAP IV	1,922,569 0000	100 00	2 27
	Total Corporate Bonds	2,786,945.93	2,786,949.00	3.07

Corporate Stocks

		Cost	Market Value	Unrealized G/L
7/31/2013 CS	APEI	24,887 0000	39 51	1 16
7/31/2013 CS	ASPIVLS	156,016 0900	0 57	0 10
7/31/2013 CS	ASPIVLT	257,999 0000	0 96	0 29
7/31/2013 CS	ATU	15,829 0000	35 31	0 66
7/31/2013 CS	CFX	10,736 0000	53 07	0 67
7/31/2013 CS	EXBD	10,468 0000	67 43	0 83
7/31/2013 CS	HEIA	14,660 0000	40 22	0 70
7/31/2013 CS	LBOD SPV LB Offshore Diversified Arbitrage Spec	16 9343	1,289 02	0 03
7/31/2013 CS	MASI	24,377 0000	23 29	0 67
7/31/2013 CS	MIDD	3,874 0000	178 94	0 82
7/31/2013 CS	MORN	1,808 0000	76 22	0 16
7/31/2013 CS	POST	11,524 0000	46 39	0 63
7/31/2013 CS	RLD	54,118 0000	10 65	0 68
7/31/2013 CS	TZOO	12,781 0000	28 67	0 43
7/31/2013 CS	VWO	202,534 0000	39 06	9 33
7/31/2013 MF	VBIRX	1,319,091 7244	10 52	16 36
7/31/2013 MF	VPADX	34,073 4281	70 42	2 83
7/31/2013 PS	ABOF	3,281 7476	2,183 27	8 45
7/31/2013 PS	AKO	40,000 0000	105 83	4 99
7/31/2013 PS	ALFL	19,897 7450	212 80	4 99
7/31/2013 PS	DKLTD01	3,301,485 5500	1 39	5 42
7/31/2013 PS	EGER	18,892 3500	363 32	8 09
7/31/2013 PS	FINE FUNI	3,511 1561	1,388 19	5 75
7/31/2013 PS	JETCAP	2,668 1421	1,619 17	5 09
7/31/2013 PS	MASON	2,014 8931	2,142 97	5 09
7/31/2013 PS	ROSEM	3,568 0286	1,142 72	4 81
7/31/2013 PS	SHEF	4,000 0000	1,378 53	6 50
	Grand Total Stocks and Bonds	67,941,546.68	81,025,971.79	13,084,425.11

Grand Total Stocks and Bonds

70,728,492.61

83,812,920.79

13,084,428.18

Samuels Foundation, Inc

Form 990PF

Y/E 7/31/13

ID# 13-3124818

Other Investments (Page 2, line 13)	Beg of year Book Value	End of year Book Value	F M V
Limited Partnership Interests			
"J. H. Whitney III, LP"	500,205	0	
"J H. Whitney IV, LP"	1,013,364	361,277	316,969
"Whitney V, LP"	1,411,408	1,084,726	250,848
"Whitney VI, LP"	4,419,115	3,919,226	8,877,748
"Whitney VI, LP - AIV"	621,974	629,505	0
"Whitney VII, LP"	684,710	799,998	873,442
"American Securities Partners III, LP"	747,700	753,280	633,723
"ASP III Alternative Investment, LP"	886,808	233,475	885,548
"American Securities Partners IV, LP"	584,203	301,524	410,060
"ASP IV Alternative Investment, LP"	328,345	234,683	217,294
"American Securities Partners V, LP"	5,202,685	5,181,790	8,797,583
"ASP V Alternative Investment, LP"	183,537	198,166	175,122
"American Securities Partners VI, LP"	790,617	1,146,426	1,495,175
"Sterling American Property V-C, LP"	3,657,516	3,732,566	3,015,187
"Lehman Brothers Distressed Opportunities Fund C, LP"	2,591,336	1,260,534	3,357,053
"Davidson Kempner Institutional Partners LP"	4,127,515	3,800,628	4,216,495
"AVI Value Fund, LLC"	5,315,134	4,731,855	5,477,101
"Holt Distressed Property Fund, 2010, LP"	1,592,565	3,626,886	4,637,889
"Holt Distressed Property Fund (Parallel 1) 2010, LP"	213,359	217,812	included above
"Merced Partners III, LP"	4,143,736	5,284,377	6,357,692
"Merced Partners III (Cayman), LP"	420,422	595,679	included above
"Merit Energy Partners H, LP"	946,458	1,623,995	1,425,910
"Level Equity Growth Partners I, LP"	970,316	1,667,453	1,822,587
"Stockbridge Fund, LP"	5,714,325	4,951,797	6,476,687
"Highbrook Income Property Fund, LP"	1,148,690	2,047,290	2,137,836
"Cedar Rock Capital Partners, LLC"	5,000,000	4,446,647	5,262,794
"Congruent Credit Opportunities Fund II, LP"	1,305,350	3,045,955	3,168,230
"CrossHarbor Institutional Partners II, LP"	1,245,319	1,522,130	1,717,661
"Harbour Offshore Fund II, LP"	336,282	556,093	465,863
"Snow Lake China Fund, Ltd "	0	4,823,171	4,793,780
"Fir Tree International Value Fund (USTE), L.P."	0	3,827,457	5,251,554
"Navitas Fund, L P "	0	4,000,000	4,312,215
Totals	56,102,994	70,606,401	86,830,046

Realized Capital Gains Year Ended 7/31/13

The Fan Fox and Leslie R. Samuels Foundation, Inc.

ID# 13-3124818

Sell Date	Symbol	Portfolio File	Description	Buy Date	Sell Quantity	Sell Cost	Sell Amount	Realized Gains
08/06/12	ASEI	BARES PF	American Science	05/26/11	57	4,892 19	3,251 24	-1,640 95
08/06/12	ASEI	BARES PF	American Science	05/31/11	555	47,541 74	31,656 83	-15,884 92
08/06/12	SSYS	BARES PF	Stratasys, Inc	08/10/11	198	4,882 94	12,395 83	7,512.89
08/06/12	SSYS	BARES PF	Stratasys, Inc	08/11/11	1,957	48,011 67	122,518 37	74,506 70
08/07/12	GQETX	GMO PF	GMO Quality Fund	08/31/10	19,922 8792	350,044 99	465,000 00	114,955.01
08/07/12	VBIRX	VANG PF	Short-Term Bond I	08/19/10	6,572 77	70,262 91	70,000 00	-262 91
08/07/12	VESIX	VANG PF	European Stock In	08/27/10	8,421 0526	198,063 16	200,000 00	1,936 84
08/07/12	VIDMX	VANG PF	Developed Market:	02/17/11	18,232 0442	193,077 35	165,000 00	-28,077 35
08/07/12	VPADX	VANG PF	Pacific Stock Index	08/27/10	1,589 5724	99,141 63	100,000 00	858 37
09/01/12	MASON	INV PF	Mason Capital, Ltd	08/31/10	288 647	501,223 31	565,000 00	63,776 69
09/20/12	CMVT	DBC PF	COMVERSE TECI	12/23/11	88	0 00	516 70	516 70
09/21/12	ASEI	BARES PF	American Science	05/31/11	171	14,648 00	11,550 21	-3,097 79
09/21/12	ASEI	BARES PF	American Science	06/06/11	876	74,621 53	59,169 49	-15,452 04
09/21/12	ASEI	BARES PF	American Science	06/07/11	67	5,696 92	4,525 52	-1,171 40
10/01/12	FIRTREE	INV PF	Fir Tree Internatio	09/01/10	36 1306	361,306 00	455,000 00	93,694 00
10/04/12	ASEI	BARES PF	American Science	06/07/11	4	340 11	268 03	-72 08
10/04/12	WPZ	INV PF	Williams Partners	08/29/12	4,417	29,659 02	190,502 88	160,843 86
10/26/12	SSYS	BARES PF	Stratasys, Inc	08/11/11	13	318 93	800 32	481 38
10/26/12	SSYS	BARES PF	Stratasys, Inc	09/21/11	2,202	50,787 81	135,561 10	84,773 29
10/30/12	SSYS	BARES PF	Stratasys, Inc	09/21/11	1,243	28,669 05	82,512 34	53,843 29
11/23/12	SSYS	BARES PF	Stratasys, Inc	09/21/11	630	14,530 57	41,932 62	27,402 05
11/26/12	SSYS	BARES PF	Stratasys, Inc	09/21/11	2,379	54,870 21	158,248 72	103,378 51
11/27/12	SSYS	BARES PF	Stratasys, Inc	09/21/11	509	11,739 78	33,957 02	22,217 24
12/13/12	GQETX	GMO PF	GMO Quality Fund	08/31/10	8,455 7187	148,566 98	190,000 00	41,433 02
12/13/12	GQETX	GMO PF	GMO Quality Fund	08/31/10	37,828 2154	664,641 74	850,000 00	185,358 26
12/13/12	VBIRX	VANG PF	Short-Term Bond I	08/19/10	9,380 863	100,281 43	100,000 00	-281 43
12/13/12	VESIX	VANG PF	European Stock In	08/27/10	15,832 6818	372,384 68	405,000 00	32,615 32
12/13/12	VIDMX	VANG PF	Developed Market:	02/17/11	3,067 5911	32,485 79	30,001 04	-2,484 75
12/13/12	VIDMX	VANG PF	Developed Market:	05/10/11	16,359 8118	175,377 18	159,998 96	-15,378 22
12/13/12	VIDMX	VANG PF	Developed Market:	05/10/11	44,274 5166	474,622 82	433,004 76	-41,618 06
12/13/12	VIDMX	VANG PF	Developed Market:	12/29/11	3,773 644	31,660 87	36,906 24	5,245 37
12/17/12	ASEI	BARES PF	American Science	06/07/11	75	6,377 15	4,936 08	-1,441 07
12/20/12	GQETX	GMO PF	GMO Quality Fund	08/31/10	165,489 85	2,907,656 67	3,750,000 00	842,343 33
12/20/12	WPZ	INV PF	Williams Partners	08/29/12	9,034	60,660 98	436,838 34	376,177 36
12/21/12	ASEI	BARES PF	American Science	06/07/11	890	75,675 54	58,550 09	-17,125 45
12/21/12	ASEI	BARES PF	American Science	06/08/11	268	22,651 76	17,630 82	-5,020 95
12/24/12	ASEI	BARES PF	American Science	06/08/11	85	7,184 33	5,593 52	-1,590 81
12/26/12	GQETX	GMO PF	GMO Quality Fund	08/31/10	25,641 5681	2,207,522 35	2,805,576 21	598,053 86
12/26/12	GQETX	GMO PF	GMO Quality Fund	10/05/10	3,448 688	66,249 29	77,009 20	10,759 91
12/26/12	GQETX	GMO PF	GMO Quality Fund	12/13/10	3,657 058	73,031 45	81,662 10	8,630 65
12/26/12	GQETX	GMO PF	GMO Quality Fund	04/05/11	4,492 0245	93,658 71	100,306 91	6,648 20
12/26/12	GQETX	GMO PF	GMO Quality Fund	07/06/11	3,956 524	85,421 35	88,349 18	2,927 83
12/26/12	GQETX	GMO PF	GMO Quality Fund	10/05/11	3,419 331	68,899 51	76,353 66	7,454 15
12/26/12	GQETX	GMO PF	GMO Quality Fund	12/13/11	2,718 123	58,874 54	60,695 69	1,821 15
12/26/12	GQETX	GMO PF	GMO Quality Fund	04/05/12	2,499 9745	59,699 39	55,824 43	-3,874 96
12/26/12	GQETX	GMO PF	GMO Quality Fund	07/06/12	2,232 2604	50,404 44	49,846 37	-558 07
12/26/12	GQETX	GMO PF	GMO Quality Fund	07/06/12	16,710 3645	377,320 03	373,142 44	-4,177 59
12/26/12	GQETX	GMO PF	GMO Quality Fund	07/06/12	1,179 3074	26,628 76	26,333 93	-294 83

Realized Capital Gains Year Ended 7/31/13

The Fan Fox and Leslie R. Samuels

ID# 13-3124818

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Sell Date	Symbol	Portfolio File	Description	Buy Date	Sell Quantity	Sell Cost	Sell Amount	Realized Gains
12/26/12	GQETX	GMO PF	GMO Quality Fund	12/13/12	4,196 1308	94,287 06	93,699 60	-587 46
12/26/12	GQETX	GMO PF	GMO Quality Fund	12/13/12	971 7356	21,834 90	21,698 86	-136 04
12/26/12	GQETX	GMO PF	GMO Quality Fund	12/13/12	12,243 5287	275,112 09	273,398 00	-1,714 09
12/27/12	ASEI	BARES PF	American Science	06/08/11	173	14,622 22	11,381 59	-3,240 63
12/27/12	ASEI	BARES PF	American Science	06/09/11	62	5,179 85	4,078 95	-1,100 90
01/07/13	ASEI	BARES PF	American Science	06/09/11	1,553	129,746 94	102,199 40	-27,547 54
01/08/13	ASEI	BARES PF	American Science	06/09/11	211	17,628 21	13,878 26	-3,749 95
01/08/13	ASEI	BARES PF	American Science	06/10/11	63	5,191 38	4,143 74	-1,047 64
01/08/13	ASEI	BARES PF	American Science	06/22/11	365	27,884 72	24,007 41	-3,877 31
01/08/13	ASEI	BARES PF	American Science	06/24/11	363	27,539 39	23,875 86	-3,663 53
01/09/13	ASEI	BARES PF	American Science	06/24/11	100	7,586 61	6,575 47	-1,011 14
01/09/13	ASEI	BARES PF	American Science	06/27/11	412	31,319 87	27,090 95	-4,228 92
01/09/13	ASEI	BARES PF	American Science	06/28/11	387	29,159 71	25,447 08	-3,712 63
01/09/13	ASEI	BARES PF	American Science	02/09/12	316	22,013 92	20,778 49	-1,235 43
01/10/13	ASEI	BARES PF	American Science	02/09/12	397	27,656 73	26,101 34	-1,555 39
01/10/13	LBOD SF	INV PF	LB Offshore Divers	02/17/09	3 1791	3,179 13	3,861 99	682 86
01/14/13	ASEI	BARES PF	American Science	02/09/12	75	5,224 82	4,939 85	-284 97
01/15/13	ASEI	BARES PF	American Science	02/09/12	175	12,191 25	11,507 50	-683 75
01/15/13	ASEI	BARES PF	American Science	02/10/12	181	12,633 18	11,902 04	-731 14
01/16/13	ASEI	BARES PF	American Science	02/10/12	460	32,106 44	30,264 74	-1,841 70
01/17/13	ASEI	BARES PF	American Science	02/10/12	213	14,866 68	14,013 45	-853 23
01/18/13	ASEI	BARES PF	American Science	02/10/12	392	27,360 27	25,775 38	-1,584 89
01/23/13	ASEI	BARES PF	American Science	02/10/12	113	7,887 02	7,430 79	-456 23
01/25/13	CFX	BARES PF	Colfax Corp Com	08/26/10	4,135	51,911 20	169,600 25	117,689 05
01/25/13	MIDD	BARES PF	The Middleby Corp	12/21/10	146	12,334 85	19,590 22	7,255 37
01/25/13	MIDD	BARES PF	The Middleby Corp	12/22/10	346	29,132 51	46,426 14	17,293 63
01/25/13	MIDD	BARES PF	The Middleby Corp	12/23/10	284	23,978 52	38,107 00	14,128 48
01/25/13	MIDD	BARES PF	The Middleby Corp	01/25/11	1,510	126,189 34	202,611 19	76,421 84
01/25/13	MORN	BARES PF	MORNINGSTAR II	08/26/10	1,708	70,672 60	111,550 40	40,877.80
01/28/13	VESIX	VANG PF	European Stock In	08/27/10	56,120 675	1,319,958 27	1,519,747 86	199,789 58
01/28/13	VESIX	VANG PF	European Stock In	12/21/10	12,618 64	326,318 03	341,712 77	15,394 74
01/28/13	VESIX	VANG PF	European Stock In	12/20/11	10,979 606	238,806 43	297,327 73	58,521 30
01/28/13	VESIX	VANG PF	European Stock In	09/21/12	2,200 3272	54,942 17	59,584 86	4,642 69
01/28/13	VESIX	VANG PF	European Stock In	12/19/12	665 4948	17,203 04	18,021 60	818 56
03/06/13	EBIX	BARES PF	EBIX Inc Com	12/13/12	996	15,641 18	15,488 94	-152 24
03/07/13	EBIX	BARES PF	EBIX Inc Com	12/13/12	2,507	39,369 93	38,806 23	-563 69
03/07/13	EBIX	BARES PF	EBIX Inc Com	12/14/12	578	9,120 84	8,946 95	-173 89
03/07/13	EBIX	BARES PF	EBIX Inc Com	12/18/12	1,711	26,992 74	26,484 83	-507 91
03/07/13	EBIX	BARES PF	EBIX Inc Com	12/19/12	55	867 90	851 35	-16 55
03/07/13	EBIX	BARES PF	EBIX Inc Com	12/31/12	58	914 02	897 79	-16 23
03/07/13	EBIX	BARES PF	EBIX Inc Com	02/07/13	19	299 37	294 10	-5 27
03/07/13	EBIX	BARES PF	EBIX Inc Com	02/08/13	534	8,406 07	8,265 87	-140 20
03/07/13	VBIRX	VANG PF	Short-Term Bond I	08/19/10	14,137 606	151,131 01	150,000 00	-1,131 01
03/07/13	VDAIX	VANG PF	Dividend Apprec Ic	12/28/12	29,934 3376	703,456 93	775,000 00	71,543 07
04/02/13	WPZ	INV PF	Williams Partners I	04/01/13	1,051	4,564 00	41,887 54	37,323 54
04/09/13	VDAIX	VANG PF	Dividend Apprec Ic	12/28/12	9,487 666	222,960 15	250,000 00	27,039 85
04/11/13	VBIRX	VANG PF	Short-Term Bond I	08/19/10	28,248 5876	301,977 40	300,000 00	-1,977 40
04/11/13	VDAIX	VANG PF	Dividend Apprec Ic	12/28/12	7,487 8323	175,964 06	200,000 00	24,035 94

Realized Capital Gains Year Ended 7/31/13

The Fan Fox and Leslie R. Samuels

ID# 13-3124818

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Sell Date	Symbol	Portfolio File	Description	Buy Date	Sell Quantity	Sell Cost	Sell Amount	Realized Gains
04/18/13	VBIRX	VANG PF	Short-Term Bond I	08/19/10	47,080 9793	503,295 67	500,000 00	-3,295 67
04/18/13	VDAIX	VANG PF	Dividend Apprec Ic	12/28/12	19,193 858	451,055 66	500,000 00	48,944 34
05/03/13	VBIRX	VANG PF	Short-Term Bond I	08/19/10	23,540.4896	251,647 83	250,000 00	-1,647 83
05/03/13	VDAIX	VANG PF	Dividend Apprec Ic	12/28/12	9,252 4056	217,431 53	250,000 00	32,568 47
05/08/13	CFX	BARES PF	Colfax Corp Com	08/26/10	3,813	47,868 78	174,989 90	127,121 12
05/09/13	CFX	BARES PF	Colfax Corp Com	08/26/10	3,556	44,642.38	163,198 60	118,556 22
06/01/13	LBOD SF	INV PF	LB Offshore Divers	02/17/09	3 8166	3,816 58	4,737 02	920 44
06/26/13	VDAIX	VANG PF	Dividend Apprec Ic	12/28/12	9,750 2835	229,131 66	258,480 01	29,348 34
06/26/13	VDAIX	VANG PF	Dividend Apprec Ic	03/21/13	234 8653	6,068 92	6,226 28	157 36
06/26/13	VDAIX	VANG PF	Dividend Apprec Ic	06/21/13	49 9447	1,318 04	1,324 03	5 99
06/28/13	VBIRX	VANG PF	Short-Term Bond I	08/19/10	57,142 8571	610,857 14	600,000 00	-10,857 14
07/01/13	JETCAP	INV PF	Jet Capital Concer	12/01/10	254 0495	326,941 36	400,000 00	73,058 64
07/01/13	ROSEM	INV PF	Rosemawr Internat	11/30/11	431 9714	431,971 40	500,000 00	68,028 60
07/17/13	MIDD	BARES PF	The Middleby Corp	01/25/11	727	60,754 74	132,250 12	71,495 38
07/17/13	MIDD	BARES PF	The Middleby Corp	05/18/11	314	27,070 66	57,120 41	30,049 75
07/18/13	MORN	BARES PF	MORNINGSTAR II	08/26/10	782	32,357 13	59,771 68	27,414 55
07/19/13	MORN	BARES PF	MORNINGSTAR II	08/26/10	704	29,129 69	53,021 76	23,892 07
07/22/13	MORN	BARES PF	MORNINGSTAR II	08/26/10	1,110	45,928 91	83,275 41	37,346 50
07/23/13	CFX	BARES PF	Colfax Corp Com	08/26/10	547	6,867 09	28,838 27	21,971 17
07/23/13	CFX	BARES PF	Colfax Corp Com	08/27/10	2,347	30,145 57	123,735 67	93,590 10
07/23/13	EXBD	BARES PF	Corporate Executiv	08/26/10	1,133	32,473 03	76,377 60	43,904 57
07/23/13	TZOO	BARES PF	Travelzoo Inc	10/07/11	1,522	31,805 54	47,995 29	16,189 75
07/23/13	TZOO	BARES PF	Travelzoo Inc	03/20/12	482	11,032 55	15,199 56	4,167 01
07/23/13	TZOO	BARES PF	Travelzoo Inc	03/21/12	98	2,254 49	3,090 37	835 88
07/23/13	TZOO	BARES PF	Travelzoo Inc	03/23/12	24	552 24	756 82	204 58
07/23/13	TZOO	BARES PF	Travelzoo Inc	03/27/12	67	1,540 53	2,112 80	572 27
Gr. Total						18,635,551.65	22,904,683.15	4,269,131.50

THE FAN FOX AND LESLIE R SAMUELS FOUNDATION, INC.

Form 990PF

Y/E 7/31/13

ID# 13-3124818

List of Officers and Directors

Name and Address	Title and Time	Compensation	Contrib. to Employee Benefit Plans	Expense Account
Joseph C Mitchell 194 Whitehall Boulevard Garden City, NY 11530	Managing Director Chairman 48 Hours per Week	\$400,231	\$54,730	None
Robert Marx 35 West 92nd Street, PHC New York, NY 10025	Managing Director President 48 Hours per Week	\$291,192	\$46,644	None
Julio Urbina 19 Hillcrest Road Bronxville, NY 10708	Vice President Healthcare Program Director 40 Hours per Week	\$163,246	\$62,738	None
Michael L. Ziegler, Esq. 316 10th Street Brooklyn, NY 11215	Director Secretary 53 Hours per Year	\$16,000	None	None
Marvin A Kaufman 8078 Laurel Ridge Court Delray Beach, FL 33446	Director 53 Hours per Year	\$16,000	None	None
Jacqueline M. Taylor 2884 Coleridge Road Cleveland Heights, OH 44118	Director 53 Hours per Year	\$16,000	None	None
Joseph W. Polisi 42 Fairway Avenue Rye, NY 10580	Director 53 Hours per Year	\$16,000	None	None
		<u>\$918,669</u>	<u>\$164,112</u>	<u>None</u>

The Fan Fox and Leslie R. Samuels Foundation, Inc.

Grants Paid

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<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Aaron Davis Hall, Inc.	The Gatehouse 150 Convent Avenue New York, NY 10031	General operating support for fiscal year 2013	\$15,000.00
Abyssinian Development Corporation	4 West 125th Street, 3rd Floor New York, NY 10027	Harlem NNORC	\$73,500.00
Afro Latin Jazz Alliance	1713 Eighth Avenue Brooklyn, NY 11215	Support for the 2012-13 season	\$10,000.00
Alliance of Resident Theatres/New York, Inc.	520 Eighth Avenue, Suite 319 New York, NY 10018-8906	General operating support for FY 2013	\$30,000.00
American Academy of Arts and Sciences	Norton's Woods 136 Irving Street Cambridge, MA 02138-1996	General funding	\$1,000.00
American Academy of Hospice and Palliative Medicine	8735 W Higgins Road, Suite 300 Chicago, IL 60631	Fellowships in Hospice and Palliative Medicine	\$265,100.00
American Cancer Society	19 West 56th Street New York, NY 10019	Support for the Relay for Life - Ann Arbor in honor of Emma Kennedy	\$25.00
American Composers Orchestra, Inc.	244 West 54th Street, Suite 805 New York, NY 10019-5515	General operating support for fiscal year 2013	\$10,000.00
American Red Cross	Disaster Relief Fund P O Box 37243 Washington, DC 20013	General funding	\$50.00
American Symphony Orchestra, Inc.	263 W. 38th St., 10th Floor New York, NY 10018	Support for the New York City concert season in 2012-13	\$10,000.00
Apollo Theater Foundation, Inc	253 West 125th Street New York, NY 10027	General operating support for the fiscal year 2013 presenting season	\$15,000.00
Armitage Foundation Ltd.	9 N. Moore St., #4 New York, NY 10038	Support for the 2012-2013 season of Armitage Gone! Dance	\$10,000.00
Arts in the Armed Forces	27 Pierrepont Street, #1F Brooklyn, NY 11201	General funding	\$5,000.00
Asia Society	725 Park Avenue New York, NY 10021-5088	Support for the 2012-2013 performing arts season	\$10,000.00
Atlantic Theater Company	76 9th Avenue, Suite 537 New York, NY 10011	Support for the 2012-13 season	\$17,500.00
Ballet Hispanico of New York	167 West 89th Street New York, NY 10024	Support for the 2013 New York season	\$15,000.00
Ballet Theatre Foundation, Inc	The Peter T. Joseph Studios At the Lawrence A. Wien Center for Dance & Theater 890 Broadway New York, NY 10003-1278	General operating support in 2013	\$55,000.00
Bang on a Can, Inc	80 Hansen Place, Suite 701 Brooklyn, NY 11217	Support for the 2012-13 season in New York City	\$12,500.00
Bargemusic, Ltd.	Fulton Ferry Landing Brooklyn, NY 11201	Support for the 2012-13 season	\$15,000.00
Bedford Stuyvesant Family Health Center, Inc.	1456 Fulton Street Brooklyn, NY 11216	Project IMPACT CHCANYS Depression Collaborative	\$25,000.00
Beth Morrison Projects	305 E. 93rd Street, Suite 4B New York, NY 10128	General operating support for the 2012-13 season	\$7,500.00
Bon Secours New York Health System Inc.	2975 Independence Avenue Riverdale, NY 10463-9975	Transitional Care Program	\$93,000.00
Brandeis University	Waltham, MA 02254-9110	Support for the Heller School	\$250.00
BRIC Arts Media Bklyn, Inc	647 Fulton Street Brooklyn, NY 11217	Support for 2012 Celebrate Brooklyn programming	\$10,000.00
Bridgehampton Chamber Music Associates, Inc.	850 Seventh Avenue, Suite 700 New York, NY 10019	General funding	\$5,000.00

The Fan Fox and Leslie R. Samuels Foundation, Inc.

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Bronx Community Health Network, Inc.	1 Fordham Plaza, Suite 1108 Bronx, NY 10458	Project IMPACT CHCANYS Depression Collaborative	\$15,000.00
Calpulli Mexican Dance Company	80-09 35th Ave. E12 Jackson Heights, NY 11372	General funding	\$125.00
Calvary Hospital, Inc.	1740 Eastchester Road Bronx, NY 10461	Palliative Home Care Pilot Project	\$66,000.00
Casita Maria, Inc.	928 Simpson Street Bronx, NY 10459	General Funding	\$2,500.00
Catholic Managed Long Term Care Inc.	1432 Fifth Avenue New York, NY 10026	Bronx PACE	\$30,000.00
Catholic Managed Long Term Care Inc.	1432 Fifth Avenue New York, NY 10026	Carmel Richmond PACE Center	\$90,000.00
Center for Hearing and Communication	50 Broadway, 6th Floor New York, NY 10004	Center for Hearing and Aging (Pilot Year)	\$74,000.00
Center for Traditional Music and Dance Inc	32 Broadway, Room 1314 New York, NY 10004-1625	General operating support for 2012- 13	\$15,000.00
Central Synagogue Congregation Ahavath Chesed Shaar Hashomayin	123 E 55th Street New York, NY 10022	Support for the Hurricane Sandy Relief Fund	\$300.00
Centro Gerontologico Latino, Inc	1133 Broadway, Suite 708 New York, NY 10010	General operating support - Fifth Year	\$3,000.00
Chamber Music Society of Lincoln Center, Inc.	70 Lincoln Center Plaza New York, NY 10023-6582	Support for the 2012-13 season	\$115,000.00
Charley's Fund	36 Main Street, PO Box 83 Stockbridge, MA 01262	General Funding, sponsoring Betsey Kramer and Dassin Family	\$100.00
Christopher Reeve Foundation	636 Morris Turnpike, Suite 3A Short Hills, NJ 07078	General funding, in honor of Patricia Volland	\$200.00
City Parks Foundation	830 Fifth Avenue New York, NY 10065	General operating support	\$2,500.00
Common Ground Community Housing Development Fund Corporation, Inc	505 Eighth Avenue, 15th Floor New York, NY 10018	ECHO (Elder Care Health Outreach) Initiative	\$90,000.00
Community Health Care Association of New York State, Inc.	535 Eighth Avenue, 8th Floor New York, NY 10018	Project IMPACT Depression Collaborative Technical Assistance	\$18,000.00
Comunife, Inc	214 W. 29th Street, 8th Fl New York, NY 10001	Integrated Physical & Behavioral Health Care for the Elderly	\$7,000.00
Concert Artists Guild, Inc.	850 Seventh Avenue, PH-A New York, NY 10019	Support for the 2012-13 season	\$12,500.00
Converse College	Office of Institutional Advancement 580 East Main Street Spartanburg, SC 29302-1931	Support for the Petrie School of Music in memory of Carlos D. Moseley	\$5,000.00
Council on Foundations, Inc.	2121 Crystal Drive, Suite 700 Arlington, VA 22202	General funding	\$5,000.00
Crohn's & Colitis Foundation of America	585 Stewart Avenue, Suite 414 Garden City, NY 11530-4701	Support to fund, research, and find new treatments for Inflammatory Bowel Disease, which encompasses Crohn's disease and colitis	\$3,000.00
CSC Repertory Ltd	136 East 13th Street New York, NY 10003	General operating support in the 2012-13 season	\$12,500.00
Da Capo Chamber Players, Inc	215 West 90th Street, #1G New York, NY 10024	Support for the 2012-13 season	\$7,500.00
Danspace Project, Inc.	St Mark's Church in-the-Bowery 131 East 10th Street New York, NY 10003	Support for the 2012-13 season	\$20,000.00
Disalced, Inc	3 Lafayette Avenue Brooklyn, NY 11217-1415	Support for the 2012-13 season	\$40,000.00
DOROT, Inc.	171 West 85th Street New York, NY 10024	Case Assistance Social Worker Pilot Program	\$9,000.00
DOVA, Inc.	260 West Broadway, Suite 4 New York, NY 10013	Support for the 2013-14 season	\$10,000.00

The Fan Fox and Leslie R. Samuels Foundation, Inc.

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Early Music Foundation, Inc.	10 West 68th Street New York, NY 10023	support for 2012 - 2013 season	\$10,000.00
Elaine Kaufman Cultural Center-Lucy Moses School for Music and Dance	129 West 67th Street New York, NY 10023	Support for the 2012-13 Merkin Concert Hall season	\$12,500 00
Ensemble Signal, Inc.	15 Mathews St #204 Rochester, NY 14607	General funding	\$2,500 00
Ensemble Studio Theatre, Inc.	549 West 52nd Street New York, NY 10019	General operating support for 2012-13	\$5,000 00
Ethel's Foundation for the Arts	331 West 57th Street, #494 New York, NY 10019-3101	General operating support for the 2012-13 season	\$5,000 00
Familial Dysautonomia Now Foundation	1170 Green Knolls Drive Buffalo Grove, IL 60089	General funding	\$300 00
Fiji Theater Company, Inc.	47 Great Jones Street New York, NY 10012	General operating support for 2012-2013	\$10,000.00
Flea Theatre, Inc.	41 White Street New York, NY 10013	Support for the 2012-13 season	\$10,000.00
Flushing Council on Culture and the Arts	137-35 Northern Boulevard Flushing, NY 11354	Support for the 2012-13 Presenting Season	\$7,500 00
Fordham University	Graduate School of Social Service 113 West 60th Street New York, NY 10023	Palliative Care Fellows	\$25,500.00
Foundation Center	79 Fifth Avenue New York, NY 10003-3076	General support for 2012	\$4,000.00
Foundation For Independent Artists, Inc.	c/o Bridgman/Packer Dance 281 Old Mill Road Valley Cottage, NY 10989	Funding for Bridgman/Packer Dance	\$7,000 00
Fractured Atlas Productions Inc.	248 West 35th Street, Suite 10th New York, NY 10001-2505	Support for Max Woertendyke's project '18 Actors Short Films'	\$2,000 00
Fractured Atlas Productions Inc.	248 West 35th Street, Suite 10th New York, NY 10001-2505	Support for 'American Dance Recon,' a symposium produced by American Dance Abroad from September 30-October 4, 2012	\$5,000 00
Gallim Dance	520 Clinton Avenue Brooklyn, NY 11238	General support	\$2,500.00
Good Old Lower East Side	169 Avenue B New York, NY 10009	General funding	\$100.00
Gotham Chamber Opera, Inc.	410 West 42nd Street New York, NY 10036	Support for the 2012-13 season	\$10,000.00
Haleakala, Inc.	512 West 19th Street New York, NY 10011	general operating support for FY '13 season.	\$12,500 00
Hartley House	413 West 46th Street New York, NY 10036	Home Outreach Program for Elders (HOPE)	\$30,000 00
Heifer Project International	Attn: Corporate Matching Gifts 1 World Avenue Little Rock, AR 72202	General funding	\$150.00
Heights & Hills Inc.	57 Willoughby Street Brooklyn, NY 11201	Bridge to Home Training Program	\$20,000.00
Henry Street Settlement	265 Grand Street New York, NY 10002-4808	Senior Mental Health Services	\$4,000.00
Hospital for Special Surgery Fund, Inc.	535 East 70th Street New York, NY 10021	Asian Community Bone Health Initiative	\$16,500.00
House Foundation for the Arts, Inc.	260 West Broadway, Suite #2 New York, NY 10013	General operating support for NYC activities in FY13	\$10,000.00
Hudson Guild, Inc.	441 West 26th Street New York, NY 10001	In My Language. Mental & Physical Wellness Services for Chinese-Speaking Seniors	\$66,000 00
Hunter College Foundation, Inc	425 East 25th Street, 13th Floor North New York, NY 10010-2590	Community Based Palliative Care in East and Central Harlem	\$38,000 00

The Fan Fox and Leslie R. Samuels Foundation, Inc.

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Icahn School of Medicine at Mount Sinai	One Gustave L. Levy Place Box 1070 New York, NY 10029-6574	Nurse Practitioner-led Co- Management Program	\$70,000.00
International Contemporary Ensemble Foundation, Inc.	4306 Third Avenue, Fourth Floor Brooklyn, NY 11232	General funding	\$2,500.00
International Contemporary Ensemble Foundation, Inc.	4306 Third Avenue, Fourth Floor Brooklyn, NY 11232	Support for the 2012-2013 season in New York City	\$10,000.00
Irish Repertory Theatre Company, Inc.	132 West 22nd Street New York, NY 10011	Support for the 2012-13 season	\$10,000.00
Isabella Geriatric Center	515 Audubon Avenue New York, NY 10040	Isabella's Partnership with PHI: A Skills-Based Approach to Person- Centered Care	\$66,500.00
Jazz at Lincoln Center, Inc.	33 West 60th Street New York, NY 10023-7999	Support for the 2012-13 NYC season	\$115,000.00
Jewish Community Center of Staten Island	1466 Manor Road Staten Island, NY 10314	Bridge to Care	\$61,500.00
Jewish Community Council of Greater Coney Island, Inc.	3001 West 37th Street Brooklyn, NY 11224-1479	General funding	\$150.00
Jewish Home Lifecare, Harry & Jeanette Weinberg Campus, Bronx	120 West 106th Street New York, NY 10025-3797	An Integrated Person-Centered Approach to Palliative Care	\$29,000.00
Jewish Home Lifecare, Harry & Jeanette Weinberg Campus, Bronx	120 West 106th Street New York, NY 10025-3797	Delirium Prevention Program	\$87,000.00
Joan & Sanford I. Weill Medical College of Cornell University	525 East 68th Street New York, NY 10065	Building the Good Old Lower East Side Healthy Aging Collaborative	\$24,000.00
Joan & Sanford I. Weill Medical College of Cornell University	525 East 68th Street New York, NY 10065	Developing Interdisciplinary Champions to Advance Hospital- Based Palliative Care Training	\$90,000.00
Jose Limon Dance Foundation	307 West 38th Street, Suite 1105 New York, NY 10018	Support for the 2013 New York season	\$7,500.00
Joyce Theater Foundation, Inc.	175 8th Avenue New York, NY 10011	Support for the New York City-based dance companies during the 2012-13 season	\$95,000.00
Juilliard School	60 Lincoln Center Plaza New York, NY 10023-6598	Support for the Ormus Hirschbein Memorial Concert	\$2,500.00
Kings Majestic Corporation	651 Fulton Street Brooklyn, NY 11217	Support for the 2013 season	\$7,500.00
La MaMa Experimental Theater Club, Inc.	74A East 4th Street New York, NY 10003	General operating support for the 2012-13 season	\$20,000.00
Lawyers Alliance for New York	171 Madison Avenue, 6th Floor New York, NY 10016	General funding	\$2,500.00
Lenox Hill Hospital	100 East 77th Street New York, NY 10075	Expansion of the Palliative Medicine Program	\$60,000.00
Lenox Hill Hospital	100 East 77th Street New York, NY 10075	Expansion of the Palliative Medicine Program	\$20,000.00
Lenox Hill Hospital	100 East 77th Street New York, NY 10075	Post-graduate Fellowship in Hospice and Palliative Medicine	\$45,000.00
Lifeforce in Later Years, Inc.	PO Box 250402 New York, NY 10025	General operating support for Eldercare Village Program	\$2,000.00
Lifetime Arts	PO Box 8586 Pelham, NY 10803	Creative Aging in Our Communities- The New York City Libraries Project	\$15,000.00
Lincoln Center for the Performing Arts, Inc.	70 Lincoln Center Plaza New York, NY 10023-6583	Support for the 2013-14 seasons of Great Performers and the White Light Festival	\$50,000.00
Local Initiatives Support Corporation	501 Seventh Avenue, Fl. 7 New York, NY 10018	Bedford-Stuyvesant Aging Improvement District - Phase I	\$9,000.00
Local Initiatives Support Corporation	501 Seventh Avenue, Fl. 7 New York, NY 10018	Bedford-Stuyvesant Aging Improvement District (AID)	\$72,000.00

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Long Island Philharmonic, Inc.	One Huntington Quadrangle, Suite 2C21 Melville, NY 11747-4401	General funding	\$4,000 00
Long Term Care Community Coalition	242 West 30th Street, Suite 306 New York, NY 10001	Dementia Care Without Drugs Symposium for Caregivers, Family Members and Other Stakeholders	\$39,000 00
Mabou Mines Development Foundation, Inc.	150 First Avenue New York, NY 10009	Support for the 2012-13 NY season	\$5,000.00
Madison Square Park Conservancy	11 Madison Avenue New York, NY 10010	General operating support	\$1,000.00
Maimonides Medical Center	4802 Tenth Avenue Brooklyn, NY 11219	Safe at Home Program	\$40,000.00
Maimonides Medical Center	4802 Tenth Avenue Brooklyn, NY 11219	General Funding	\$5,000.00
Maimonides Medical Center	4802 Tenth Avenue Brooklyn, NY 11219	Safe at Home Program	\$38,000.00
Making Books Sing Inc.	340 East 46th Street New York, NY 10017	General funding	\$1,000.00
Manhattan Class Company, Inc.	311 West 43rd Street, Suite 302 New York, NY 10036	Support for the 2012-13 season	\$5,000 00
Manhattan School of Music	120 Claremont Avenue New York, NY 10027-4698	Support for the 2013 Professional Musical Theater Ensemble production	\$25,000 00
Manhattan Theatre Club, Inc	311 West 43rd Street, 8th Floor New York, NY 10036	Support for the Artistic Development Program in the 2012-2013 season	\$40,000.00
Ma-Yi Filipino Theatre Ensemble Inc	520 Eighth Avenue, Suite 309 New York, NY 10018	Support for the 2012-13 season	\$10,000 00
Medical Development for Israel, Inc	295 Madison Avenue, Suite 1705 New York, NY 10017	General operating support for 'Schneider Children's Medical Center of Israel'	\$5,000.00
Medicare Rights Center, Inc	520 Eighth Avenue, North Wing, Third Floor New York, NY 10018	Hospital and Community-Based Counseling and Enrollment Assistance	\$14,000.00
Mercantile Library Association of the City of New York	17 East 47th Street New York, NY 10017	General Funding	\$500.00
Metropolitan Museum of Art	1000 Fifth Avenue New York, NY 10028-0198	General funding	\$3,000.00
Metropolitan Opera Association, Inc.	Lincoln Center New York, NY 10023	Support for the production of Leos Janacek's 'From the House of the Dead'	\$200,000 00
Mint Theater Company Inc	311 West 43rd Street, Suite 307 New York, NY 10036	Support for the 2012-2013 season	\$10,000 00
Montefiore Medical Center	111 East 210th Street Bronx, NY 10467-2490	Collaborative Behavioral Care in Community Primary Care Practices: An Academic Medical Center - Community Physician Partnership	\$106,000.00
Mount Sinai School of Medicine	Mount Sinai School of Medicine One Gustave L. Levy Place Box 1070 New York, NY 10029	'Making an IMPACT. Treating Depression in an Academic Geriatric Primary Care Setting'	\$86,000 00
Museum of Modern Art	11 West 53rd Street New York, NY 10019-5498	General funding	\$3,000 00
Museum of Modern Art	11 West 53rd Street New York, NY 10019-5498	Meet Me at MoMA	\$3,000 00
Music Before 1800, Inc	529 West 121st Street New York, NY 10027-5901	Season support	\$2,500 00
National Center for Creative Aging, Inc.	4125 Albemarle St., NW Washington, DC 20016-2015	The Impact of ART CART: Saving the Legacy	\$15,000 00

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National Dance Institute, Inc	217 West 147th Street New York, NY 10039	General funding	\$2,500.00
National Multiple Sclerosis Society	40 Marcus Drive, Suite 100 Melville, NY 11747	General funding	\$3,000.00
New 42nd Street, Inc.	229 West 42nd Street, 10th Floor New York, NY 10036	General operating support for the New Victory in the 2012-13 season	\$25,000.00
New Dramatists, Inc.	424 West 44th Street New York, NY 10036	General operating support in 2012-13	\$10,000.00
New Music USA	90 John St. #312 New York, NY 10038	General funding	\$5,000.00
New School	55 West 13th Street, Room 929 New York, NY 10011	Support for the New York String Orchestra Seminar at the Mannes School	\$5,000.00
New York City Ballet, Inc.	David H. Koch Theater 20 Lincoln Center New York, NY 10023	Support for music festivals of the 2012-13 ballet season	\$125,000.00
New York City Center, Inc	130 West 56th Street New York, NY 10019-3803	Support for the 2013 Fall for Dance Festival and the 2012-13 season of Encores!	\$40,000.00
New York Festival of Song, Inc	307 Seventh Avenue, Suite 1206 New York, NY 10001	Support for the 2012-13 season	\$15,000.00
New York Hospital Medical Center of Queens	56-45 Main Street Flushing, NY 11355-5095	Palliative Care Program	\$87,000.00
New York Legal Assistance Group, Inc	7 Hanover Square, 18th Floor New York, NY 10004	The Montefiore Senior Advocacy Project	\$40,000.00
New York Live Arts	219 W 19th Street New York, NY 10011	Support of the Bill T. Jones/Arnie Zane Company within the NY Live Arts 2012-13 presenting season	\$15,000.00
New York Methodist Hospital	506 Sixth Street Brooklyn, NY 11215	Palliative Care Consultation Program	\$58,000.00
New York Public Library	Fifth Avenue and 42nd Street New York, NY 10018-2788	Support for the Inwood Branch	\$75.00
New York Shakespeare Festival	425 Lafayette Street New York, NY 10003	Support for the 2011-12 season	\$60,000.00
New York Shakespeare Festival	425 Lafayette Street New York, NY 10003	Support for the extraordinary expenses related to actor compensation in the Apple Family Play Repertory during the 2013-14 season	\$5,000.00
New York Shakespeare Festival	425 Lafayette Street New York, NY 10003	Support for the extraordinary expenses related to actor compensation in the Apple Family Play Repertory during the 2013-14 season	\$5,000.00
New York Theatre Workshop, Inc	79 East Fourth Street New York, NY 10003	Support for the 2012-13 season	\$30,000.00
New York University	New York University College of Nursing Hartford Institute for Geriatric Nursing 726 Broadway, 10th Floor New York, NY 10003-6677	Phase II Expansion - Enhancing HHC Competencies to Care for Older Adults	\$96,000.00
New York University	Silver School of Social Work 1 Washington Square North New York, NY 10003	Leadership in Palliative and End-of- Life Care	\$30,000.00
New York University	Silver School of Social Work 1 Washington Square North New York, NY 10003	Fellowship in Palliative and End-of- Life-Care	\$30,000.00
New York University	726 Broadway, 5th Floor New York, NY 10003	Support for the Gallatin School of Individual Study	\$2,500.00

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New York University	New York University College of Nursing Hartford Institute for Geriatric Nursing 726 Broadway, 10th Floor New York, NY 10003-6677	An Innovative Model of Diabetes Self-Management Education/Training to Improve Access, Availability, & Quality of Diabetes Care for Older Adults	\$1,400.00
New York University	New York University College of Nursing Hartford Institute for Geriatric Nursing 726 Broadway, 10th Floor New York, NY 10003-6677	Aging Gracefully at HHC: Enhancing Nurse Competencies to Care for Older Adults	\$18,000.00
New York Women's Foundation	39 Broadway, 23rd Floor New York, NY 10006	General funding	\$100.00
New York Youth Symphony, Inc.	110 West 40th Street, Suite 1503 New York, NY 10018	General operating support for the 2012-13 season	\$10,000.00
Noche Flamenca, Inc	168 West 86th St, Suite 9A New York, NY 10024	General operating support for the New York season during fiscal year 2013	\$10,000.00
Nonprofit Coordinating Committee of New York, Inc	1350 Broadway, Suite 1801 New York, NY 10018-7802	General funding	\$3,000.00
North Shore-Long Island Jewish Health System, Inc.	125 Community Drive Great Neck, NY 11021	Transitional Care Model Programming: Expanding House Calls to Frail Seniors Recently Discharged From the Hospital	\$67,500.00
Open Channels NY, Inc.	161A Chrstie Street Ground Floor New York, NY 10002-2885	Support for the 2012 season	\$10,000.00
Orpheus Chamber Orchestra, Inc.	490 Riverside Drive, 11th Floor New York, NY 10027-5788	Support for the orchestra's New York City season in 2012-13	\$30,000.00
Parson's Dance Foundation, Inc	229 West 42nd Street, 8th Floor New York, NY 10036	General operating support in 2012-13	\$10,000.00
Paul Taylor Dance Foundation, Inc.	551 Grand St. New York, NY 10002-4282	Support to provide discount tickets to students in FY2012-13	\$3,000.00
Paul Taylor Dance Foundation, Inc.	551 Grand St. New York, NY 10002-4282	Support for the 2012-13 season	\$40,000.00
Pearl Theatre Company, Inc	555 W 42nd Street New York, NY 10036	Support for the 2012-13 season	\$12,500.00
Performance Space 122, Inc.	67 West St., Unit 315 Brooklyn, NY 11222	Support for the 2012-13 season	\$20,000.00
Philanthropy New York	79 Fifth Avenue, 4th Floor New York, NY 10003-3076	General funding	\$15,100.00
pianoSonoma Music Festival	31 Tiemann Place #7 New York, NY 10027	General support	\$2,500.00
Pick Up Performance Company, Inc	440 W 34th Street, Unit 5B New York, NY 10001-2327	Support for the 2012-13 season	\$10,000.00
Playwrights Horizons, Inc	416 West 42nd Street New York, NY 10036-6809	General operating support for 2012/2013	\$30,000.00
Playwrights Realm	48 W. 25th Street, 10th Floor New York, NY 10010	General funding	\$5,000.00
Pregones Touring Puerto Rican Theatre Collection, Inc.	571-575 Walton Avenue Bronx, NY 10451	Support for the 2012-13 season	\$12,500.00
Primary Stages Company, Inc.	307 W. 38th Street, Suite 1510 New York, NY 10018	Support for the 2012-13 mainstage season	\$10,000.00
Public Health Solutions	40 Worth Street, 5th Floor New York, NY 10013-2988	Matching gift for Andrew and Lauren Weisenfeld's year-end Board contribution	\$568.00
Public Health Solutions	40 Worth Street, 5th Floor New York, NY 10013-2988	General support	\$1,000.00

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Queens Library Foundation	Queens Borough Public Library 89-11 Merrick Boulevard Jamaica, NY 11432	Expanding Access to Age Friendly Services	\$41,000.00
Rattlestick Productions Inc	224 Waverly Place New York, NY 10014	Support for the 2012-13 Mainstage Season	\$10,000.00
Riverside Symphony, Inc	225 West 99th Street New York, NY 10025-5014	Support for the 2012-13 season	\$12,500.00
Ronald McDonald House of Long Island, Inc.	267-07 76th Avenue New Hyde Park, NY 11042-1400	General operating support	\$5,000.00
Roulette Intermedium, Inc.	30 Third Ave, #208 Brooklyn, NY 11217	Support for the 2013 season	\$15,000.00
Roundabout Theatre Company, Inc	231 West 39th Street, Suite 1200 New York, NY 10018	Support for the 2012/2013 season	\$15,000.00
Saratoga International Theater Institute, Inc.	520 Eighth Avenue, Suite 310 New York, NY 10018	Support for the 2012-13 NYC season	\$10,000.00
School for Language and Communication Development	100 Glen Cove Road Glen Cove, NY 11542	General funding	\$5,000.00
School of American Ballet, Inc.	70 Lincoln Center Plaza New York, NY 10023-6592	Support for fiscal year 2012-2013	\$25,000.00
Search and Care, Inc.	1844 Second Avenue New York, NY 10128	Expanding/Refining Agency Care (predominantly in East Harlem)	\$7,500.00
Services & Advocacy for Gay, Lesbian, Bisexual & Transgender Elders, Inc.	305 Seventh Avenue, 16th Floor New York, NY 10001	The SAGE Center	\$35,000.00
Seventh Regiment Armory Conservancy, Inc.	643 Park Avenue New York, NY 10065	Support for the 2012-2013 season of performing arts programming	\$10,000.00
Seventh Regiment Armory Conservancy, Inc.	643 Park Avenue New York, NY 10065	General operating support	\$205.00
Signature Theatre Company, Inc	The Pershing Square Signature Center 480 West 42nd Street New York, NY 10036	Support for the 2012-13 season	\$35,000.00
Single Stop USA Inc.	1825 Park Avenue, Suite 503 New York, NY 10035	Linking Low-Income Seniors to Benefits and Services	\$82,000.00
Single Stop USA Inc.	1825 Park Avenue, Suite 503 New York, NY 10035	Linking Low-Income Seniors to Benefits and Services	\$29,000.00
Single Stop USA Inc.	1825 Park Avenue, Suite 503 New York, NY 10035	Linking Low-Income Seniors to Benefits and Services	\$117,000.00
Soho Repertory Theatre, Inc	401 Broadway, Suite 300 New York, NY 10013	Support of new play development in 2012-2013	\$15,000.00
Soho Think Tank, Inc	154 Christopher Street, Suite 1E New York, NY 10014	General operating support	\$5,000.00
Spanish Theatre Repertory Co., Ltd	138 East 27th Street New York, NY 10016	Support for 2012-13 season	\$50,000.00
SPOP	302 West 91st Street New York, NY 10024	Homebound Mental Health Services Expansion	\$23,000.00
St. Ann's Warehouse	55 Washington Street #458 Brooklyn, NY 11201	Support for the 2012-13 season	\$30,000.00
St. Barnabas Hospital	4422 Third Avenue Bronx, NY 10457-2594	Emergency Department Geniatrics Unit	\$90,000.00
St. Luke's Chamber Ensemble, Inc.	450 West 37th Street, Suite 502 New York, NY 10018	support for 2012-13 season	\$35,000.00
Streb, Inc.	51 North 1st Street Brooklyn, NY 11249	Support for the 2012-13 New York season	\$10,000.00
Sunnyside Community Services, Inc	43-31 39th Street Sunnyside, NY 11104	Sunnyside Community Services Home Health Aide Training Program	\$6,000.00

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Sunset Park Health Council, Inc.	150 55th Street Brooklyn, NY 11220	Project IMPACT CHCANYS Depression Collaborative	\$15,000.00
Symphony Space	2537 Broadway at 95th Street New York, NY 10025	Support toward Wall to Wall, 2013 Harlem Resonance festival	\$15,000.00
Target Margin Theater, Inc	138 South Oxford Street, Room 5A Brooklyn, NY 11217	Support for the 2012-13 season	\$10,000 00
Tectonic Theater Project, Inc	520 8th Ave., Suite 313 New York, NY 10018	Support for 'The Laramie Project Cycle' at the Brooklyn Academy of Music in February 2013	\$5,000 00
The Brooklyn Hospital Center	121 DeKalb Avenue Brooklyn, NY 11201	Palliative Care Consult Service (PCCS)	\$40,000.00
The Educational Alliance, Inc.	197 East Broadway New York, NY 10002-5598	Center for Balanced Living's Health Coordinator Position	\$39,000.00
The Fund for HHC	346 Broadway, 7th Floor, Rm. 715 West New York, NY 10013	Emergency Department Palliative Care Screening Initiative at HHC's Metropolitan Hospital Center	\$55,000.00
The Fund for HHC	346 Broadway, 7th Floor, Rm. 715 West New York, NY 10013	Emergency Department Palliative Care Screening Initiative at HHC's Metropolitan Hospital Center	\$14,578.00
The Fund for HHC	346 Broadway, 7th Floor, Rm. 715 West New York, NY 10013	Palliative Care Fellowship	\$85,600.00
The Fund for HHC	346 Broadway, 7th Floor, Rm 715 West New York, NY 10013	Palliative Care Fellowship	\$4,400 00
The Sephardic Home for the Aged, Inc.	2266 Cropsey Avenue Brooklyn, NY 11214	Wellness/Nursing Evening Rehabilitation Program	\$90,000.00
The William F Ryan Community Health Center, Inc.	110 West 97th Street New York, NY 10025	Improving Access to Older Adults in Central Harlem	\$126,000 00
The Wooden Floor for Youth Movement	1810 North Main Street Santa Ana, CA 92706	General funding	\$2,500.00
Theatre for A New Audience, Inc.	154 Christopher Street, Suite 3D New York, NY 10014-2839	Support for the 2012-13 season	\$20,000 00
Trustees of Columbia University of the City of New York	2960 Broadway, Mail Code 1801 New York, NY 10027	Support for the 2012-13 season at the Miller Theatre	\$15,000 00
Trustees of Tufts College	160 Packard Avenue Medford, MA 02155	Support for the Fletcher School of Law and Diplomacy	\$2,000 00
Union Settlement Association	237 East 104th Street New York, NY 10029	Social Adult Day Care Program	\$90,000 00
Unitarian Church of All Souls	1157 Lexington Avenue New York, NY 10075	Support for the Young Adults	\$100.00
Visiting Nurse Service of New York	1250 Broadway, 12th Floor New York, NY 10001	AdvantAge Online	\$12,000 00
Visiting Nurse Service of New York	1250 Broadway, 12th Floor New York, NY 10001	Community Connections TimeBank Team Leader Project	\$15,000.00
Vivian Beaumont Theater, Inc.	150 West 65th Street New York, NY 10023-6975	Support for the 2012-13 season	\$75,000.00
Vocational Instruction Project Community Services, Inc	1910 Arthur Avenue, 4th Floor Bronx, NY 10457	General funding	\$2,500.00
Whitney Museum of American Art	945 Madison Avenue at 75th Street New York, NY 10021	Annual General Operating (Year 1)	\$2,500.00
Wooster Group, Inc.	PO Box 654 Canal Street Station New York, NY 10013	General operating support for the FY13 season	\$15,000.00
World Music Institute, Inc.	101 Lafayette St. #801 New York, NY 10013	Support for the 2012-2013 season	\$10,000 00

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Young Concert Artists, Inc.	250 West 57th Street New York, NY 10107	Support for the 2012-13 season	\$12,500 00
Young Men's & Young Women's Hebrew Association	1395 Lexington Avenue New York, NY 10128	Support for the Tisch Center for the Arts 2013-2014 concert season	\$12,500 00
			\$5,829,976.00

Grant Commitment Schedule (6 years)

7/31/2013

Organization Grant Amount	Total Paid	Scheduled Payments				Remaining Balance	
		2013	2014	2015	2016	2017	2018
Abyssinian Development Corporation \$ 481,000.00 Harlem NNORC	\$433,000.00	\$0.00	\$48,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Alvin Ailey Dance Foundation, Inc. \$ 40,000.00 Support for the New Works Fund in the 2013-2014 season	\$0.00	\$0.00	\$40,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Alzheimer's Disease & Related Disorders Association, Inc. \$ 175,000.00 Palliative Care for Advanced Dementia. Training and Implementation	\$67,000.00	\$0.00	\$64,000.00	\$44,000.00	\$0.00	\$0.00	\$0.00
ArchCare \$ 200,000.00 Carmel Richmond PACE Center	\$90,000.00	\$0.00	\$90,000.00	\$20,000.00	\$0.00	\$0.00	\$0.00
Baryshnikov Arts Center \$ 10,000.00 Support for the 2013-14 season	\$0.00	\$0.00	\$10,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Bedford Stuyvesant Family Health Center, Inc. \$ 155,000.00 Project IMPACT CHCANYS Depression Collaborative	\$140,000.00	\$0.00	\$15,000.00	\$0.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments				2018	Remaining Balance
		2013	2014	2015	2016		
Bronx Opera Company \$ 10,000.00 <i>Support for the 2013 season</i>	\$0.00	\$0.00	\$10,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Brooklyn Academy of Music, Inc. \$ 200,000.00 <i>Support for the 2014 Spring Season</i>	\$0.00	\$0.00	\$200,000.00	\$0.00	\$0.00	\$0.00	\$0.00
The Brooklyn Hospital Center \$ 200,000.00 <i>Palliative Care Consult Service (PCCS)</i>	\$180,000.00	\$0.00	\$20,000.00	\$0.00	\$0.00	\$0.00	\$0.00
BRIC Arts Media Bklyn, Inc. \$ 10,000.00 <i>Support for 2013 Celebrate Brooklyn programming</i>	\$0.00	\$0.00	\$10,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Builders Association \$ 10,000.00 <i>Support for NYC season in fiscal year 2013</i>	\$0.00	\$0.00	\$10,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Calvary Hospital \$ 221,000.00 <i>Palliative Home Care Pilot Project</i>	\$134,000.00	\$0.00	\$65,000.00	\$22,000.00	\$0.00	\$0.00	\$0.00
Carnegie Hall Society, Inc. \$ 200,000.00 <i>Support for the 2013-14 season</i>	\$0.00	\$0.00	\$200,000.00	\$0.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments				2018	Remaining Balance
		2013	2014	2015	2016	2017	
Center for Hearing and Communication \$ 82,000.00 <i>Center for Hearing and Aging (Pilot Year)</i>	\$74,000.00	\$0.00	\$8,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Center to Advance Palliative Care \$ 150,000.00 <i>Improving Palliative Care in the Outpatient Setting (IPAL-OP)</i>	\$135,000.00	\$0.00	\$15,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Chez Bushwick \$ 7,500.00 <i>Support for new works by Jonah Bokaer, artists' residencies, and the presenting program in 2013-14</i>	\$0.00	\$0.00	\$7,500.00	\$0.00	\$0.00	\$0.00	\$0.00
Common Ground \$ 200,000.00 <i>ECHO (Elder Care Health Outreach) Initiative</i>	\$90,000.00	\$0.00	\$90,000.00	\$20,000.00	\$0.00	\$0.00	\$0.00
Cornell University - Weill Medical College \$ 200,000.00 <i>Developing Interdisciplinary Champions to Advance Hospital-Based Palliative Care Training</i>	\$180,000.00	\$0.00	\$20,000.00	\$0.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments				Remaining Balance	
		2013	2014	2015	2016		
Cornell University - Weill Medical College \$ 180,000.00 Building the Good Old Lower East Side Healthy Aging Collaborative	\$162,000.00	\$0.00	\$18,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Dance/NYC \$ 7,500.00 General operating support in fiscal year 2012-13	\$0.00	\$0.00	\$7,500.00	\$0.00	\$0.00	\$0.00	\$0.00
Dances For A Variable Population \$ 38,000.00 Movement Speaks	\$0.00	\$0.00	\$19,000.00	\$19,000.00	\$0.00	\$0.00	\$0.00
Flushing Town Hall \$ 7,500.00 Support for the 2013-14 Presenting Season	\$0.00	\$0.00	\$7,500.00	\$0.00	\$0.00	\$0.00	\$0.00
Fordham University \$ 90,000.00 ISC Evaluation	\$27,000.00	\$0.00	\$54,000.00	\$9,000.00	\$0.00	\$0.00	\$0.00
Fordham University \$ 85,000.00 Palliative Care Fellows	\$25,500.00	\$0.00	\$25,500.00	\$25,500.00	\$8,500.00	\$0.00	\$0.00
The Fund for HHC \$ 114,400.00 Palliative Care Fellowship	\$4,400.00	\$0.00	\$90,000.00	\$0.00	\$20,000.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments				2018	Remaining Balance
		2013	2014	2015	2016		
Martha Graham Center of Contemporary Dance, Inc. \$ 15,000.00 <i>Support for 2014 New York season activities</i>	\$0.00	\$0.00	\$15,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Grantmakers in Aging \$ 3,500.00 <i>Annual Membership</i>	\$0.00	\$0.00	\$3,500.00	\$0.00	\$0.00	\$0.00	\$0.00
Grantmakers in the Arts \$ 2,500.00 <i>Renewal of membership</i>	\$0.00	\$0.00	\$2,500.00	\$0.00	\$0.00	\$0.00	\$0.00
Greater New York Hospital Foundation, Inc. \$ 53,000.00 <i>Palliative Care Collaborative</i>	\$48,000.00	\$0.00	\$5,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Hartley House \$ 75,000.00 <i>Home Outreach Program for Elders (HOPE)</i>	\$30,000.00	\$0.00	\$25,000.00	\$12,500.00	\$7,500.00	\$0.00	\$0.00
Home for Contemporary Theatre and Art, Ltd. \$ 17,500.00 <i>Support for the 2013-14 season</i>	\$0.00	\$0.00	\$17,500.00	\$0.00	\$0.00	\$0.00	\$0.00
Hospital for Special Surgery \$ 33,000.00 <i>Asian Community Bone Health Initiative</i>	\$16,500.00	\$0.00	\$16,500.00	\$0.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments				2018	Remaining Balance
		2013	2014	2015	2016		
Hudson Guild, Inc. \$ 112,000.00 <i>In My Language: Mental & Physical Wellness Services for Chinese-Speaking Seniors</i>	\$66,000.00	\$0.00	\$0.00	\$35,000.00	\$11,000.00	\$0.00	\$0.00
Institute for the Puerto Rican/Hispanic Elderly \$ 200,000.00 <i>Clinica Nueva Esperanza</i>	\$130,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$70,000.00	\$0.00
Isabella Geriatric Center \$ 148,000.00 <i>Isabella's Partnership with PHI: A Skills-Based Approach to Person-Centered Care</i>	\$66,500.00	\$0.00	\$66,500.00	\$15,000.00	\$0.00	\$0.00	\$0.00
Japan Society, Inc. \$ 10,000.00 <i>Support for the 2013-14 Performing Arts season</i>	\$0.00	\$0.00	\$10,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Jewish Community Center of Staten Island \$ 136,000.00 <i>Bridge to Care</i>	\$61,500.00	\$0.00	\$61,500.00	\$13,000.00	\$0.00	\$0.00	\$0.00
Jewish Home Lifecare \$ 212,000.00 <i>Delirium Prevention Program</i>	\$87,000.00	\$0.00	\$104,000.00	\$21,000.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments				2018	Remaining Balance
		2013	2014	2015	2016		
Juilliard School, The \$ 75,000.00 <i>Support for the 2013-14 fourth-year drama repertory performances</i>	\$0.00	\$0.00	\$75,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Lenox Hill Hospital \$ 100,000.00 <i>Post-graduate Fellowship in Hospice and Palliative Medicine</i>	\$45,000.00	\$0.00	\$45,000.00	\$0.00	\$10,000.00	\$0.00	\$0.00
Lincoln Square Neighborhood Center \$ 3,000.00 <i>Annual General Operating Grant (Second Year)</i>	\$0.00	\$0.00	\$3,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Local Initiatives Support Corporation \$ 110,000.00 <i>Bedford-Stuyvesant Aging Improvement District (AID)</i>	\$72,000.00	\$0.00	\$38,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Lutheran Medical Center \$ 200,000.00 <i>Developing a Culturally-Competent, Interdisciplinary Palliative Care Program</i>	\$0.00	\$0.00	\$100,000.00	\$80,000.00	\$20,000.00	\$0.00	\$0.00
Maimonides Medical Center \$ 220,000.00 <i>Safe at Home Program</i>	\$198,000.00	\$0.00	\$0.00	\$22,000.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments				Remaining Balance	
		2013	2014	2015	2016	2017	2018
Mannes College of Music \$ 25,000.00 <i>Support for the Mannes Opera Program in 2013-14</i>	\$0.00	\$0.00	\$25,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Memorial Sloan-Kettering Cancer Center \$ 177,000.00 <i>Nursing Fellowship in Pain and Palliative Care</i>	\$0.00	\$0.00	\$60,000.00	\$54,000.00	\$46,000.00	\$17,000.00	\$0.00
Metropolitan Opera Association, Inc. \$ 800,000.00 <i>Support for the 2013-14 production of Jules Massenet's "Werther"</i>	\$0.00	\$0.00	\$200,000.00	\$200,000.00	\$200,000.00	\$200,000.00	\$0.00
Mettawee River Theatre Company, Inc. \$ 7,500.00 <i>Support for the 2013 NYC performances of "Talesin "</i>	\$0.00	\$0.00	\$7,500.00	\$0.00	\$0.00	\$0.00	\$0.00
Montefiore Medical Center \$ 236,000.00 <i>Collaborative Behavioral Care in Community Primary Care Practices: An Academic Medical Center - Community Physician Partnership</i>	\$106,000.00	\$0.00	\$106,000.00	\$0.00	\$24,000.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments				Remaining Balance	
		2013	2014	2015	2016	2017	2018
Morris Heights Health Center \$ 147,000.00 <i>Project IMPACT CHCANYS Depression Collaborative</i>	\$132,000.00	\$0.00	\$15,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Mount Sinai Medical Center \$ 256,000.00 <i>"Making an IMPACT: Treating Depression in an Academic Geriatric Primary Care Setting"</i>	\$231,000.00	\$0.00	\$25,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Mount Sinai Medical Center \$ 149,000.00 <i>Transforming Primary Care for Older Adults</i>	\$82,000.00	\$0.00	\$52,000.00	\$15,000.00	\$0.00	\$0.00	\$0.00
Mount Sinai Medical Center \$ 189,000.00 <i>Nurse Practitioner-led Co-Management Program</i>	\$70,000.00	\$0.00	\$100,000.00	\$19,000.00	\$0.00	\$0.00	\$0.00
Music at the Anthology \$ 7,500.00 <i>Support for the 16th annual Festival of New Music in April 2014</i>	\$0.00	\$0.00	\$7,500.00	\$0.00	\$0.00	\$0.00	\$0.00
New York Community Trust \$ 5,000.00 <i>Grantmakers Educational Workshop Series</i>	\$0.00	\$0.00	\$5,000.00	\$0.00	\$0.00	\$0.00	\$0.00
New York Downtown Hospital \$ 300,000.00 <i>Acute Care for Elders Unit</i>	\$183,000.00	\$0.00	\$117,000.00	\$0.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments				2018	Remaining Balance
		2013	2014	2015	2016		
The New York Hospital Medical Center of Queens \$ 195,000.00 <i>Palliative Care Program</i>	\$175,000.00	\$0.00	\$20,000.00	\$0.00	\$0.00	\$0.00	\$0.00
New York Legal Assistance Group, Inc. \$ 133,500.00 <i>The Montefiore Senior Advocacy Project</i>	\$80,000.00	\$0.00	\$40,000.00	\$13,500.00	\$0.00	\$0.00	\$0.00
New York Methodist Hospital \$ 200,000.00 <i>Palliative Care Consultation Program</i>	\$180,000.00	\$0.00	\$20,000.00	\$0.00	\$0.00	\$0.00	\$0.00
New York Public Library \$ 40,000.00 <i>Support for the Theatre on Film and Tape Archive (TOFT) in Fiscal Year 2013</i>	\$0.00	\$0.00	\$40,000.00	\$0.00	\$0.00	\$0.00	\$0.00
New York Shakespeare Festival \$ 75,000.00 <i>Support for the 2012-13 season</i>	\$0.00	\$0.00	\$75,000.00	\$0.00	\$0.00	\$0.00	\$0.00
New York University \$ 100,000.00 <i>Fellowship in Palliative and End-of-Life-Care</i>	\$90,000.00	\$0.00	\$10,000.00	\$0.00	\$0.00	\$0.00	\$0.00
New York University \$ 100,000.00 <i>Leadership in Palliative and End-of-Life Care</i>	\$90,000.00	\$0.00	\$10,000.00	\$0.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments				2018	Remaining Balance
		2013	2014	2015	2016	2017	
New York University \$ 130,000.00 <i>An Innovative Model of Diabetes Self-Management Education/Training to Improve Access, Availability, & Quality of Diabetes Care for Older Adults</i>	\$117,000.00	\$0.00	\$13,000.00	\$0.00	\$0.00	\$0.00	\$0.00
New York University \$ 199,000.00 <i>Phase II Expansion - Enhancing HHC Competencies to Care for Older Adults</i>	\$96,000.00	\$0.00	\$83,000.00	\$20,000.00	\$0.00	\$0.00	\$0.00
North Shore-Long Island Jewish Health System, Inc. \$ 150,000.00 <i>Telemonitoring of CHF Patients in the Community (Post-Home Care)</i>	\$135,000.00	\$0.00	\$15,000.00	\$0.00	\$0.00	\$0.00	\$0.00
North Shore-Long Island Jewish Health System, Inc. \$ 150,000.00 <i>Transitional Care Model Programming: Expanding House Calls to Frail Seniors Recently Discharged From the Hospital</i>	\$67,500.00	\$0.00	\$67,500.00	\$0.00	\$15,000.00	\$0.00	\$0.00
Pan Asian Repertory Theatre, Inc. \$ 10,000.00 <i>General operating support for the 2013-14 season</i>	\$0.00	\$0.00	\$10,000.00	\$0.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments				Remaining Balance	
		2013	2014	2015	2016		2017
Seventh Regiment Armory Conservancy, Inc. \$ 15,000.00 Support for the 2013-14 season of performing arts programming	\$0.00	\$0.00	\$15,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Philharmonic-Symphony Society of New York, Inc. \$ 200,000.00 Support for the 2014 performance of "NY PHIL BIENNIAL"	\$0.00	\$0.00	\$200,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Ping Chong & Company \$ 10,000.00 Support for the 2013-14 season	\$0.00	\$0.00	\$10,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Queens Library Foundation \$ 90,000.00 Expanding Access to Age Friendly Services	\$41,000.00	\$0.00	\$40,000.00	\$9,000.00	\$0.00	\$0.00	\$0.00
Riverdale Senior Services, Inc. \$ 150,000.00 Integrated Mental Health Services	\$66,000.00	\$0.00	\$48,000.00	\$36,000.00	\$0.00	\$0.00	\$0.00
Saint Vincent Catholic Medical Centers \$ 200,000.00 Implementing a Culturally Proficient Cross Cultural Palliative Care Program	\$180,000.00	\$0.00	\$20,000.00	\$0.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments				2018	Remaining Balance
		2013	2014	2015	2016		
Schervier Nursing Care Center \$ 103,000.00 <i>Transitional Care Program</i>	\$93,000.00	\$0.00	\$10,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Second Stage Theatre, Inc. \$ 25,000.00 <i>Support for the 2013-14 season</i>	\$0.00	\$0.00	\$25,000.00	\$0.00	\$0.00	\$0.00	\$0.00
The Sephardic Home for the Aged, Inc. \$ 100,000.00 <i>Wellness/Nursing Evening Rehabilitation Program</i>	\$90,000.00	\$0.00	\$10,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Single Stop \$ 130,000.00 <i>Linking Low-Income Seniors to Benefits and Services</i>	\$117,000.00	\$0.00	\$13,000.00	\$0.00	\$0.00	\$0.00	\$0.00
SPOP \$ 163,000.00 <i>Expansion of Mental Health Clinic for Older Adults</i>	\$0.00	\$0.00	\$100,000.00	\$63,000.00	\$0.00	\$0.00	\$0.00
St. Barnabas Hospital \$ 200,000.00 <i>Emergency Department Geriatrics Unit</i>	\$90,000.00	\$0.00	\$90,000.00	\$20,000.00	\$0.00	\$0.00	\$0.00
Union Settlement Association \$ 150,000.00 <i>Social Adult Day Care Program</i>	\$90,000.00	\$0.00	\$60,000.00	\$0.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments				2018	Remaining Balance
		2013	2014	2015	2016	2017	
University Settlement Society of New York \$ 200,000.00 Senior HeART Program	\$180,000.00	\$0.00	\$20,000.00	\$0.00	\$0.00	\$0.00	\$0.00
University Settlement Society of New York \$ 150,000.00 Healthy Living at Confucius Plaza	\$70,000.00	\$0.00	\$65,000.00	\$15,000.00	\$0.00	\$0.00	\$0.00
Vineyard Theatre & Workshop Center, Inc. \$ 12,500.00 General operating support for the 2013-14 season	\$0.00	\$0.00	\$12,500.00	\$0.00	\$0.00	\$0.00	\$0.00
The William F. Ryan Community Health Center, Inc. \$ 200,000.00 Improving Access to Older Adults in Central Harlem	\$126,000.00	\$0.00	\$74,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Grand Total (85 items)	\$5,539,900.00	\$0.00	\$3,668,000.00	\$822,500.00	\$362,000.00	\$287,000.00	\$0.00
Recap							
Payments scheduled for FY 2014			3,668,000				
Payments scheduled for FY 2015			822,500				
Payments scheduled for FY 2016			362,000				
Payments scheduled for FY 2017			287,000				
Total Approved for Future Payment			5,139,500				

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Fan Fox & Leslie R. Samuels Foundation, Inc.	13-3124818
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	350 Fifth Avenue, #4301	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	New York NY 10118	

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

04

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

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

- The books are in care of ▶ **Alexandra Francis** _____
Telephone No ▶ **(212) 239-3030** _____ FAX No ▶ **(212) 239-3039** _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **Jun 16**, 20 **14**
- 5 For calendar year _____, or other tax year beginning **Aug 1**, 20 **12**, and ending **Jul 31**, 20 **13**
- 6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
- ☐ Change in accounting period

- 7 State in detail why you need the extension **Additional time is requested as third party information needed to complete an accurate return is still not available.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	128,755.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	145,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ *Joseph C. Nuteleer* Title ▶ *Chairman*Date ▶ **3/11/2014**

BAA

FIFZ0502 01/21/13

Form 8868 (Rev 1-2013)