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

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning 08/01, 2012, **and ending** 07/31, 2013

Name of foundation THE KAT FOUNDATION		A Employer identification number 13-3749673
Number and street (or P O box number if mail is not delivered to street address) BOWLING GREEN STATION, P.O. BOX 73		B Telephone number (see instructions) (518) 640-5000
Room/suite		
City or town, state, and ZIP code NEW YORK, NY 10274-0073		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 17,823,991.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)		1,049,459.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		4,424.	4,424.		ATCH 1
4 Dividends and interest from securities		857,829.	857,829.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		893,755.			
b Gross sales price for all assets on line 6a		2,159,797.			
7 Capital gain net income (from Part IV, line 2)			893,755.		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 3		202,820.	198,701.		
12 Total. Add lines 1 through 11		3,008,287.	1,954,709.	0	
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest . ATCH 4		6,649.	6,649.		
18 Taxes (attach schedule) (see instructions) ATCH 5		60,307.	127.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6		93,570.	91,986.		
24 Total operating and administrative expenses. Add lines 13 through 23		160,526.	98,762.		
25 Contributions, gifts, grants paid		774,205.			774,205.
26 Total expenses and disbursements Add lines 24 and 25		934,731.	98,762.	0	774,205.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		2,073,556.			
b Net investment income (if negative, enter -0-)			1,855,947.		
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	4,179,094.	1,738,945.	1,738,945.
	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)	0.	679.	ATCH 7 683.
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule),			
	b	Investments - corporate stock (attach schedule) ATCH 8	4,277,575.	8,463,278.	9,767,938.
	c	Investments - corporate bonds (attach schedule),			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	8,159,679.	7,635,483.	6,316,425.
	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)	16,616,348.	17,838,385.	17,823,991.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 10)	61,000.	25,200.	
23	Total liabilities (add lines 17 through 22)	61,000.	25,200.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	16,555,348.	17,813,185.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions),	16,555,348.	17,813,185.		
31	Total liabilities and net assets/fund balances (see instructions)	16,616,348.	17,838,385.		

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)	16,555,348.
2	Enter amount from Part I, line 27a	2,073,556.
3	Other increases not included in line 2 (itemize) ▶	
4	Add lines 1, 2, and 3	18,628,904.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	815,719.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	17,813,185.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE					
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h)))			
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
a						
b						
c						
d						
e						
2	Capital gain net income or (net capital loss) } If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2	893,755.	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	626,932.	14,557,255.	0.043067
2010	196,295.	12,665,832.	0.015498
2009	353,885.	10,954,140.	0.032306
2008	303,115.	11,619,497.	0.026087
2007	984,400.	12,739,561.	0.077271

2	Total of line 1, column (d)	2	0.194229
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	0.038846
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,972,112.
5	Multiply line 4 by line 3	5	659,299.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,559.
7	Add lines 5 and 6	7	677,858.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	774,205.

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 <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	18,559.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	18,559.
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	18,559.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	36,569.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	36,569.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,010.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 18,010. Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
1 c		X
2		X
3		X
4 a		X
4 b	X	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of AYCO COMPANY - NTG Telephone no (518) 640-5000
Located at 25 BRITISH AMERICAN BLVD., LATHAM, NY ZIP+4 12210
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
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)
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
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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years
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)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

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

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

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

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

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

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE	NONE	0

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL	NONE
2 REVENUE CODE SECTION 501(C)(3).	
3 -----	
4 -----	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	6,824,843.
b	Average of monthly cash balances	1b	3,415,386.
c	Fair market value of all other assets (see instructions)	1c	6,990,342.
d	Total (add lines 1a, b, and c)	1d	17,230,571.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	17,230,571.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	258,459.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,972,112.
6	Minimum investment return. Enter 5% of line 5	6	848,606.

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	848,606.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	18,559.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,559.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	830,047.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	830,047.
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	830,047.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	774,205.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	774,205.
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	18,559.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	755,646.

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				830,047.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 361,846.				
b From 2008 0.				
c From 2009 0.				
d From 2010 0.				
e From 2011 0.				
f Total of lines 3a through e	361,846.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 774,205.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				774,205.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	55,842.			55,842.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	306,004.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	306,004.			
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

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

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

Table with columns for Tax year (2012, 2011, 2010, 2009) and (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:

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

GEORGE W. WELLDE

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>ATCH 13</p>				
Total				774,205.
<i>b Approved for future payment</i>				
Total				3b

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Paid Preparer Use Only Print/Type preparer's name CHRISTINE W. DIIONNA Preparer's signature Date 6/4/2014 Check if self-employed PTIN P00999533 Firm's name THE AYCO COMPANY, LP Firm's EIN 33-1187432 Firm's address PO BOX 15014 ALBANY, NY 12212-5014 Phone no 518-640-5000

Schedule of Contributors

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

2012

Name of the organization

THE KAT FOUNDATION

Employer identification number

13-3749673

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE KAT FOUNDATION

Employer identification number
13-3749673

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GEORGE W. WELLDE JR. BOWLING GREEN STATION, P.O. BOX 73 NEW YORK, NY 10274-0073	\$ 1,049,459.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE KAT FOUNDATION

Employer identification number

13-3749673

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,472,460 SHARES ICB ----- ----- -----	\$ 1,049,459.	12/21/2012
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
CITIGROUP	140.	140.	
GS #00826	3,484.	3,484.	
GS #92125	151.	151.	
GS #16408	649.	649.	
TOTAL	<u>4,424.</u>	<u>4,424.</u>	

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
GS MT KELLET CAP PTRS FUND- INTEREST	15,504.	15,504.	
GS #16408 - DIVIDENDS	24,464.	24,464.	
GS #16408 - INTEREST	13,200.	13,200.	
GS #008264 - DIVIDENDS	72,259.	72,259.	
GS MEZZ 2006 PTRS - DIVIDENDS	80,300.	80,300.	
GS #92125 - DIVIDENDS	26,555.	26,555.	
FORTRESS CREDIT OPPS K-1-INTEREST	103,089.	103,089.	
GS MT. KELLET K-1-DIVIDENDS	303,273.	303,273.	
FORTRESS CREDIT OPPORTUNITIES FUND-DIVS	36,867.	36,867.	
FORTRESS NET LEASE FUND-DIVIDENDS	118,105.	118,105.	
GS MEZZANINE III-DIVIDENDS	58,590.	58,590.	
GS #16408-ACCRUED INTEREST RECEIVED	5,623.	5,623.	
TOTAL	857,829.	857,829.	

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
GOLDMAN SACHS #16408 - 988 GAIN	-81.	-81.	
FORTRESS K-1 - PORTFOLIO INCOME	198,782.	198,782.	
FEDERAL REFUND	4,119.	0.	
TOTALS	<u>202,820.</u>	<u>198,701.</u>	

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCRUED INTEREST PAID	6,649.	6,649.		
TOTALS	<u>6,649.</u>	<u>6,649.</u>		

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES PAID	127.	127.		
FEDERAL TAX PAYMENTS RECLAIMABLE TAXES	60,153. 27.	0. 0.		
TOTALS	<u>60,307.</u>	<u>127.</u>		

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNT MANAGEMENT FEES	50,558.	50,558.		
NYS FILING FEES	750.	0.		
PORTFOLIO DED - FORTRESS K-1	38,872.	38,872.		
PORTFOLIO DED - GS MT KELLET	1,279.	1,279.		
MISCELLANEOUS EXPENSE	1,277.	1,277.		
NONDEDUCTIBLE EXPENSES	834.	0.		
TOTALS	<u>93,570.</u>	<u>91,986.</u>		

ATTACHMENT 7

FORM 990PF, PART II - RECEIVABLES DUE FROM OFFICERS, ETC.

BORROWER: GEORGE WELLDE
 ORIGINAL AMOUNT: 679.
 REPAYMENT TERMS: AS SOON AS POSSIBLE
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: PAYMENT OF EXPENSES FOR DISQUALIFIED PERSON
 DESCRIPTION AND FMV OF CONSIDERATION: CASH - \$683

BEGINNING BALANCE DUE	
ENDING BALANCE DUE	<u>679.</u>
ENDING FAIR MARKET VALUE	<u>683.</u>
TOTAL BEGINNING RECEIVABLES DUE FROM OFFICERS, ETC.	<u> </u>
TOTAL ENDING BOOK - RECEIVABLES DUE FROM OFFICERS, ETC.	<u>679.</u>
TOTAL ENDING FMV - RECEIVABLES DUE FROM OFFICERS, ETC.	<u>683.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GS #16408	362,755.	3,974,110.	4,205,923.
GS #00826	2,937,347.	3,585,381.	4,400,920.
GS #92125	977,473.	903,787.	1,161,095.
TOTALS	<u>4,277,575.</u>	<u>8,463,278.</u>	<u>9,767,938.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GS MEZZANINE PTRS III OFFSHORE	158,487.	150,553.	139,400.
GS MEZZANINE 2006 PCP FUND	1,160,000.	1,160,000.	621,880.
FORTRESS CREDIT OPPTS FUND	1,989,830.	1,782,855.	291,443.
GS MT. KELLET CAP PTRS FUND	1,707,074.	1,481,099.	1,648,568.
FORTRESS NET LEASE FUND	993,776.	918,464.	950,984.
FORTRESS LIFE SETTLEMENT FUND	400,512.	392,512.	400,512.
FORTRESS ASIA MACRO FUND	1,000,000.	1,000,000.	1,513,638.
PANELFLY	750,000.	750,000.	750,000.
TOTALS	<u>8,159,679.</u>	<u>7,635,483.</u>	<u>6,316,425.</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
AMERICAN EXPRESS	61,000.	25,200.
TOTALS	<u>61,000.</u>	<u>25,200.</u>

ATTACHMENT 11

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

DESCRIPTION

AMOUNT

APPRECIATION OVER DONOR'S COST BASIS FOR
STOCK RECEIVED BY THE FOUNDATION.

815,719.

TOTAL

815,719.

THE KAT FOUNDATION

13-3749673

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

ATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
GEORGE W. WELLDER JR. BOWLING GREEN STATION, P.O. BOX 73 NEW YORK, NY 10274-0073	TRUSTEE - AS NEEDED	0	0	0
PATRICIA A. WELLDER BOWLING GREEN STATION, P.O. BOX 73 NEW YORK, NY 10274-0073	TRUSTEE - AS NEEDED	0	0	0
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>

THE KAT FOUNDATION

13-3749673

FORM 950PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED LIST

NONE

501 (C) (3)

GENERAL CHARITABLE PURPOSES

774,205

TOTAL CONTRIBUTIONS PAID

774,205

**THE KAT FOUNDATION
CHARITABLE CONTRIBUTIONS**

**FYE: 7/31/13
EIN: 13-3749673**

<u>DATE</u>	<u>PAYEE</u>	<u>AMOUNT</u>
08/22/12	Council on Foreign Relations, New York, NY	3,475 00
07/27/12	International Women's Foundation, Washington, DC	25,000 00
09/14/12	Partnership for Public Service, Washington, DC	25,000 00
08/29/12	University of Arizona Foundation, Tucson, AZ	50,000 00
09/25/12	Fund for Park Avenue, New York, NY	250 00
10/09/12	Elizabeth Glaser Pediatric Aids Foundation, Washington, DC	25,000 00
10/10/12	The John F Kennedy Center for the Performing Arts, Washington DC	10,000 00
10/26/12	The John F Kennedy Center for the Performing Arts, Washington DC	4,000 00
11/23/12	ASPCA, New York, NY	1,000 00
01/21/13	Multiple Mylenoma Research Foundation, Norwalk, CT	250 00
01/15/13	Georgetown University, Washington, DC	60,000 00
01/15/13	Georgetown University, Washington, DC	60,000 00
01/15/13	Georgetown University, Washington, DC	60,000 00
01/15/13	Georgetown University, Washington, DC	60,000 00
01/15/13	Georgetown University, Washington, DC	60,000 00
02/04/13	Spence School, New York, NY	50,000 00
02/14/13	GWU Development Office, Washington, DC	50,000 00
03/05/13	Terra Cotta Golve Charities, Naples, FL	2,000 00
04/01/13	Virgin Money Giving, London, UK	230.34
04/18/13	Housing Works, Chelsea, NY	400 00
05/02/13	Beat the Streets, New York, NY	25,000 00
05/02/13	Brunswick School, Greenwich, CT	1,200 00
05/08/13	Partnership for Public Service, Washington, DC	60,000 00
05/08/13	Partnership for Public Service, Washington, DC	40,000 00
05/13/13	Council on Foreign Relations, New York, NY	50,000 00
05/30/13	ARZU Studio Hope, New York, NY	25,000 00
06/07/13	WNET, Thirteen, New York, NY	600 00
06/27/13	Randolph Macon College, Ashland, VA	25,000 00
07/05/13	Met Museum, New York, NY	200 00
07/09/13	Wildlife Rescue Center, Long Island, NY	100 00
07/11/13	To Life, Delmar, NY	500 00
		<hr/>
	Total Charitable Contributions Paid	\$ 774,205.34

All contributions were made to the general purpose fund of public charitable organizations that were classified under Section 501(c)(3) of the Internal Revenue Code.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

THE KAT FOUNDATION

Employer identification number

13-3749673

Note: Form 5227 filers need to complete only Parts I and II

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	6,503.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	2,516.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	9,019.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	837,099.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	47,637.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	884,736.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		9,019.
14	Net long-term gain or (loss):			
a	Total for year	14a		884,736.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		893,755.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

Part IV Capital Loss Limitation		16
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22	Subtract line 21 from line 20 If zero or less, enter -0-	22		
23	Subtract line 22 from line 17 If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)			30
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34

THE KAT FOUNDATION FYE 7/31/13
 SCHEDULE D ATTACHMENT
 EIN: 13-3749673
 Goldman Sachs #2125

Description	Acq Date	Date	Shares Sold	Cost of Stock	Sale Price	Gain/Loss	
BLACKBERRY LTD CMN/RESEARCH IN	12/26/11	11/21/12	20.00	269.27	\$ 200.13	\$ (69.15)	ST
BLACKBERRY LTD CMN/RESEARCH IN	12/26/11	11/23/12	150.00	2,019.55	\$ 1,743.89	\$ (275.66)	ST
BLACKBERRY LTD CMN/RESEARCH IN	12/26/11	12/13/12	160.00	2,154.19	\$ 2,166.61	\$ 12.42	ST
BLACKBERRY LTD CMN/RESEARCH IN	08/27/12	01/18/13	165.00	1,175.21	\$ 2,603.89	\$ 1,428.68	ST
BLACKBERRY LTD CMN/RESEARCH IN	08/27/12	01/23/13	220.00	1,566.95	\$ 3,872.13	\$ 2,305.18	ST
BECTON DICKINSON & CO CMN	05/12/11	04/05/13	40.00	3,516.80	\$ 3,842.63	\$ 325.83	LT
BECTON DICKINSON & CO CMN	05/12/11	04/26/13	35.00	3,077.20	\$ 3,333.05	\$ 255.85	LT
CISCO SYSTEMS, INC CMN	05/12/11	06/25/13	240.00	4,072.80	\$ 5,828.07	\$ 1,755.27	LT
CLOROX CO (THE) (DELAWARE) CMN	05/12/11	04/05/13	80.00	5,578.39	\$ 6,929.98	\$ 1,351.59	LT
CLOROX CO (THE) (DELAWARE) CMN	05/12/11	05/21/13	65.00	4,532.44	\$ 5,587.94	\$ 1,055.50	LT
COMCAST CORPORATION CMN CLASS	05/12/11	08/02/12	255.00	6,121.91	\$ 8,481.70	\$ 2,359.79	LT
COMCAST CORPORATION CMN CLASS	05/12/11	04/05/13	70.00	1,680.53	\$ 2,735.96	\$ 1,055.44	LT
CONOCOPHILLIPS CMN	05/12/11	04/05/13	125.00	6,960.27	\$ 7,284.48	\$ 324.21	LT
H&R BLOCK INC	09/02/11	12/24/12	410.00	5,477.81	\$ 7,598.76	\$ 2,120.95	LT
H&R BLOCK INC	09/02/11	12/26/12	360.00	4,809.78	\$ 6,594.11	\$ 1,784.33	LT
H&R BLOCK INC	09/02/11	02/15/13	300.00	4,008.15	\$ 7,540.84	\$ 3,532.69	LT
HEWLETT-PACKARD CO CMN	05/12/11	01/17/13	185.00	7,590.55	\$ 3,181.85	\$ (4,408.70)	LT
HEWLETT-PACKARD CO CMN	05/12/11	03/27/13	140.00	5,744.20	\$ 3,297.37	\$ (2,446.83)	LT
HEWLETT-PACKARD CO CMN	05/12/11	07/10/13	160.00	6,564.80	\$ 4,148.55	\$ (2,416.25)	LT
HEWLETT-PACKARD CO CMN	05/17/11	07/10/13	60.00	2,169.04	\$ 1,555.71	\$ (613.33)	LT
MICROSOFT CORPORATION CMN	05/12/11	10/09/12	155.00	3,933.90	\$ 4,569.38	\$ 635.48	LT
MICROSOFT CORPORATION CMN	05/12/11	06/25/13	35.00	888.30	\$ 1,175.55	\$ 287.25	LT
MICROSOFT CORPORATION CMN	05/12/11	07/05/13	140.00	3,553.20	\$ 4,710.22	\$ 1,157.02	LT
NEWS CORPORATION CMN CLASS A	05/12/11	11/13/12	510.00	8,866.71	\$ 12,500.01	\$ 3,633.30	LT
NEWS CORPORATION CMN CLASS A	05/12/11	01/02/13	200.00	3,477.14	\$ 5,291.16	\$ 1,814.02	LT
NEWS CORPORATION CMN CLASS A	05/12/11	02/21/13	605.00	10,518.35	\$ 17,176.29	\$ 6,657.94	LT
NEWS CORPORATION CMN CLASS A	05/12/11	04/24/13	430.00	7,475.85	\$ 13,393.76	\$ 5,917.91	LT
NEWS CORPORATION CMN CLASS A	05/12/11	05/10/13	205.00	3,564.07	\$ 6,832.88	\$ 3,268.81	LT
PEPSICO INC CMN	05/12/11	04/05/13	100.00	7,027.00	\$ 7,868.56	\$ 841.56	LT
PFIZER INC CMN	05/12/11	10/10/12	420.00	8,673.00	\$ 10,590.94	\$ 1,917.94	LT
PFIZER INC CMN	05/12/11	01/30/13	345.00	7,124.25	\$ 9,496.60	\$ 2,372.35	LT
PFIZER INC CMN	05/12/11	04/12/13	230.00	4,749.50	\$ 7,053.80	\$ 2,304.30	LT
PFIZER INC CMN	05/12/11	04/26/13	415.00	8,569.75	\$ 12,380.71	\$ 3,810.96	LT
PROCTER & GAMBLE COMPANY (THE)	05/12/11	02/22/13	225.00	14,850.00	\$ 17,317.23	\$ 2,467.23	LT
BLACKBERRY LTD CMN/RESEARCH IN	06/01/11	11/21/12	120.00	4,874.59	\$ 1,200.77	\$ (3,673.82)	LT
BLACKBERRY LTD CMN/RESEARCH IN	06/17/11	11/21/12	45.00	1,293.18	\$ 450.29	\$ (842.89)	LT
BLACKBERRY LTD CMN/RESEARCH IN	06/21/11	11/21/12	90.00	2,520.68	\$ 900.58	\$ (1,620.10)	LT
BLACKBERRY LTD CMN/RESEARCH IN	06/21/11	01/18/13	55.00	740.50	\$ 867.96	\$ 127.46	LT
UNITEDHEALTH GROUP INCORPORATE	05/12/11	08/20/12	270.00	13,502.70	\$ 14,355.95	\$ 853.25	LT
VIACOM INC. CMN CLASS B	05/12/11	10/12/12	210.00	10,666.61	\$ 11,434.39	\$ 767.78	LT
VIACOM INC. CMN CLASS B	05/12/11	10/15/12	165.00	8,380.91	\$ 8,931.77	\$ 550.86	LT
				7,185.18	10,586.65	3,401.47	ST
				207,154.86	246,439.80	39,284.94	LT
		Total GS #2125		214,340.04	257,026.45	42,686.41	

THE KAT FOUNDATION FYE 7/31/13
 SCHEDULE D ATTACHMENT FYE
 EIN. 13-3749673

Description	Acquired Date	Sold Date	Shares Sold	Cost of Stock	Sale Price	Gain/Loss
EXIDE TECHNOLOGIES 8 625% 02/01/2018 USD		02/27/13	40 000 00	34,900 00	33 000 00	(1 900 00) ST
EXXON MOBIL CORPORATION CMN	12/06/12	02/27/13	200 00	17,486 30	17 811 46	325 16 ST
EXXON MOBIL CORPORATION CMN	12/21/12	02/27/13	200 00	17,512 00	17 811 46	299 46 ST
FIRST DATA CORPORATION 11 25% 03/31/2016 USD		02/27/13	40 000 00	39,600 00	39,550 00	(50 00) ST
Level 3 Financing, Inc 8 75% 2/15/17	09/29/11	09/05/12	20,000 00	18,750 00	20 875 00	2,125 00 ST
Marret Resource Corp /Pnmary Corp	04/17/12	01/24/13	500 00	2,530 91	2,465 61	(65 30) ST
Marret Resource Corp /Pnmary Corp	04/18/12	01/24/13	160 00	809 33	789 00	(20 33) ST
Marret Resource Corp /Pnmary Corp	04/19/12	01/24/13	268 00	1,350 42	1,321 57	(28 85) ST
Marret Resource Corp /Pnmary Corp	04/20/12	01/24/13	32 00	161 59	157 80	(3 79) ST
Marret Resource Corp /Pnmary Corp	04/23/12	01/24/13	40 00	198 91	197 25	(1 66) ST
Marret Resource Corp /Pnmary Corp	04/24/12	01/24/13	420 00	2,122 48	2 071 12	(51 36) ST
Marret Resource Corp /Pnmary Corp	04/26/12	01/24/13	80 00	402 93	394 50	(8 43) ST
Marret Resource Corp /Pnmary Corp	04/27/12	01/24/13	82 00	416 07	404 36	(11 71) ST
Marret Resource Corp /Pnmary Corp	05/01/12	01/24/13	100 00	511 90	493 12	(18 78) ST
Marret Resource Corp /Pnmary Corp	05/02/12	01/24/13	336 00	1,703 60	1 656 89	(46 71) ST
Marret Resource Corp /Pnmary Corp	05/10/12	01/24/13	300 00	1 469 17	1 479 37	10 20 ST
NORTEL NETWORKS LIMITED 10 75% 07/15/2016 USD		03/01/13	20 000 00	22 375 00	22 050 00	(325 00) ST
NORTEL NETWORKS LIMITED 10 75% 07/15/2016 USD		03/01/13	20 000 00	22 000 00	22 050 00	(625 00) ST
NORTEL NETWORKS LTD FRN 07/15/2011		02/27/13	40 000 00	42,000 00	41 200 00	(800 00) ST
NORTEL NETWORKS LTD FRN 07/15/2011		02/27/13	20,000 00	21,000 00	20 600 00	(400 00) ST
Nuveen Investments, Inc 10 5% 11/15/2015	09/29/11	09/19/12	20,000 00	18,820 00	20 849 00	2,029 00 ST
Royal Bk of Scotland 5 0% 10/1/14	03/27/12	01/02/13	100 000 00	98 825 00	103 500 00	4 675 00 ST
3M Company	12/14/10	11/28/12	120 00	10,272 54	10,865 91	593 37 LT
3M Company	08/08/11	11/28/12	100 00	8,127 58	9 054 93	927 35 LT
3M Company	10/04/11	11/28/12	100 00	6,909 95	9 054 93	2,144 98 LT
American Express Co	10/06/10	02/27/13	300 00	11,516 91	18 641 16	7,124 25 LT
American Express Co	12/13/10	02/27/13	200 00	9,251 48	12 427 44	3,175 96 LT
Canadian Natural Resources	01/03/11	12/06/12	100 00	4,519 89	2,802 24	(1 717 65) LT
Canadian Natural Resources	02/23/11	12/06/12	600 00	29 606 64	16,813 41	(12 793 23) LT
Cellcom Israel	10/18/10	01/04/13	100 00	3 249 56	840 33	(2 409 23) LT
Cellcom Israel	10/19/10	01/04/13	100 00	3 218 89	840 33	(2 378 56) LT
Cellcom Israel	10/20/10	01/04/13	100 00	3 249 86	840 33	(2 409 53) LT
Cellcom Israel	12/01/10	01/04/13	100 00	3,362 86	840 33	(2 522 53) LT
Cellcom Israel	12/07/10	01/04/13	100 00	3,484 68	840 33	(2 644 35) LT
Cellcom Israel	12/13/10	01/04/13	100 00	3 369 04	840 33	(2,528 71) LT
Cellcom Israel	04/05/11	01/04/13	16 00	541 73	134 45	(407 28) LT
Cellcom Israel	04/19/11	01/04/13	100 00	3 080 31	840 33	(2 239 98) LT
Cellcom Israel	04/20/11	01/04/13	100 00	3,140 69	840 33	(2,300 36) LT
CIT Group Inc	05/02/11	02/27/13	100 00	4,272 23	4 196 24	(75 99) LT
CIT Group Inc	05/10/11	02/27/13	200 00	8 647 18	8 392 47	(254 71) LT
CIT Group Inc	05/26/11	02/27/13	200 00	8 320 64	8,392 47	71 83 LT
CIT Group Inc	08/08/11	02/27/13	100 00	3,357 88	4 196 24	838 36 LT
Emerging Markets Local Fund	08/03/10	01/28/13	158 00	4 098 90	4 314 20	215 30 LT
Emerging Markets Local Fund	08/04/10	01/28/13	200 00	5 200 00	5 461 02	261 02 LT
Ford Motor Company	04/01/10	02/27/13	900 00	11 610 00	11,334 70	(275 30) LT
Ford Motor Company	12/13/10	02/27/13	600 00	10 043 22	7,556 47	(2 486 75) LT
Level 3 Financing, Inc 8 75% 2/15/17	03/18/10	09/05/12	30 000 00	27 675 00	31 312 50	3 637 50 LT
Level 3 Financing, Inc 8 75% 2/15/17	03/22/10	09/05/12	4,000 00	3 660 00	4,175 00	515 00 LT
Level 3 Financing, Inc 8 75% 2/15/17	03/29/10	09/05/12	20,000 00	18 450 00	20 875 00	2,425 00 LT
Level 3 Financing, Inc 8 75% 12/15/17	11/17/10	09/05/12	20 000 00	18 650 00	20 875 00	2,225 00 LT
Nuveen Investments, Inc 10 5% 11/15/2015	08/09/11	09/19/12	24 000 00	23 446 52	25 018 80	1 572 28 LT
Royal Bk of Scotland ADS 5 75% PFD SER L	04/05/10	03/08/13	200 00	3 229 84	4 677 99	1 448 15 LT
Royal Bk of Scotland ADS 5 75% PFD SER L	04/14/10	03/08/13	175 00	2 906 87	4,093 24	1 186 37 LT
Royal Bk of Scotland ADS 5 75% PFD SER L	04/29/10	03/08/13	200 00	3 242 00	4,677 99	1 435 99 LT
Royal Bk of Scotland ADS 5 75% PFD SER L	04/05/11	03/08/13	200 00	3 802 00	4 677 99	875 99 LT
Royal Bk of Scotland ADS 5 75% PFD SER L	04/13/11	03/08/13	13 00	247 65	304 07	56 42 LT
Royal Bk of Scotland ADS 5 75% PFD SER L	04/20/11	03/08/13	77 00	1 458 01	1 801 03	343 02 LT
Royal Bk of Scotland ADS 5 75% PFD SER L		03/11/13	100 00	1 893 52	2 322 97	429 45 LT
Royal Bk of Scotland ADS 5 75% PFD SER L		03/12/13	23 00	435 51	535 26	99 75 LT
Royal Bk of Scotland ADS 5 75% PFD SER L	04/21/11	03/12/13	77 00	1 452 72	1,791 95	339 23 LT
Royal Bk of Scotland ADS 5 75% PFD SER L		03/13/13	40 00	754 66	931 56	176 90 LT
Royal Bk of Scotland ADS 5 75% PFD SER L	09/28/11	03/13/13	8 00	126 40	186 31	59 91 LT
Royal Bk of Scotland ADS 5 75% PFD SER L	10/12/11	03/13/13	37 00	590 66	861 69	271 03 LT
Royal Bk of Scotland ADS 5 75% PFD SER L		03/14/13	31 00	494 87	726 33	231 46 LT
				365,620 61	370,727 51	5,106 90 ST
				274,968 89	270,205 61	(4,763.28) LT
			Total GS #6408	640,589.50	640,933 12	343.62
Calls/Puts						
Put/IWM @76 Exp 9/28/12	05/02/12	10/01/12	(5 00)	1,845 00	2 309 94	464 94 ST
AT&T Inc 5 625% 6/15/16		12/11/12	(40,000 00)	46 171 20	43,700 00	(2 471 20) ST
Procter & Gamble 4 7% 02/15/19	11/17/10	02/27/13	(20,000 00)	23,697 00	22,354 20	(1,342 80) LT
Target Corp 3 875% 07/15/20	11/17/10	02/27/13	(20,000 00)	22,476 80	20,565 80	(1,911 00) LT
The Procter & Gamble Comp 1 8% 11/15/15	11/17/10	11/28/12	(60,000 00)	62 386 20	59,764 20	(2,622 00) LT
The Procter & Gamble Comp 1 8% 11/15/15	04/20/11	11/28/12	(20,000 00)	20,795 40	19,587 80	(1,207 60) LT
				48,016.20	46,009 94	(2,006.26) ST
				129,355 40	122,272 00	(7,083 40) LT
			Total GS #6408	177,371.60	168,281.94	(9,089.66)

Disclosure Statement

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

▶ **Attach to your tax return.**

Name(s) shown on return

THE KAT FOUNDATION

Identifying number shown on return

13-3749673

Part I General Information (see instructions)

(a) Rev. Rul., Rev. Proc., etc.	(b) Item or Group of Items	(c) Detailed Description of Items	(d) Form or Schedule	(e) Line No	(f) Amount
1 N/A	SELFDEALING	SEE ATTACHED SCHEDULE	990PF PT2	6	679.
2					
3					
4					
5					
6					

Part II Detailed Explanation (see instructions)

1
SEE PART IV

2

3

4

5

6

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

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

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

1 Name, address, and ZIP code of pass-through entity 23	2 Identifying number of pass-through entity 3 Tax year of pass-through entity to 4 Internal Revenue Service Center where the pass-through entity filed its return
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For Paperwork Reduction Act Notice, see separate instructions.

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

DURING THE YEAR ENDING 07/31/2013, THE KAT FOUNDATION MADE DONATIONS
 IN THE AMOUNT OF \$774,884 TO CHARITABLE ORGANIZATIONS. AS A RESULT OF
 MAKING THESE DONATIONS, DISQUALIFIED INDIVIDUALS ATTENDED EVENTS WHERE
 THEY AT TIMES, RECEIVED GOODS AND SERVICES OR OTHER BENEFITS. OF THE
 TOTAL DONATION AMOUNT, THE GOOD FAITH ESTIMATES OF THE FAIR MARKET
 VALUE OF PERSONAL BENEFITS AND GOODS AND SERVICES RECEIVED BY
 DISQUALIFIED PERSONS EQUALED \$683 WHICH INCLUDES \$4 OF INTEREST. THE
 FORM 990-PF TO WHICH THIS DISCLOSURE IS ATTACHED REFLECTS THE POSITION
 THAT THE BALANCE OF THE DONATIONS IN THE AMOUNT OF \$774,205 DOES NOT
 CONSTITUTE SELF-DEALING BY THE DISQUALIFIED PERSON WHO ATTENDED THE
 EVENTS OR RECEIVED GOODS OR SERVICES ON BEHALF OF THE KAT FOUNDATION.
 MR. WELLDE IS IN THE PROCESS OF REIMBURSING THE FOUNDATION THE
 ESTIMATED FAIR MARKET VALUE OF ANY GOODS, SERVICES OR OTHER BENEFITS
 RECEIVED.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					2,516.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					47,637.	
10,587.		GS #92125 ST (SEE ATTACHED) PROPERTY TYPE: SECURITIES 7,185.					VARIOUS 3,402.	VARIOUS
246,440.		GS #92125 LT (SEE ATTACHED) PROPERTY TYPE: SECURITIES 207,155.					VARIOUS 39,285.	VARIOUS
1,043,401.		INDUSTRIAL & COMMERCIAL BANK OF CHINA PROPERTY TYPE: SECURITIES 233,741.				D	VARIOUS 809,660.	12/24/2012
370,728.		GS #16408 ST (SEE ATTACHED) PROPERTY TYPE: SECURITIES 365,621.					VARIOUS 5,107.	VARIOUS
270,206.		GS #16408 LT (SEE ATTACHED) PROPERTY TYPE: SECURITIES 274,969.					VARIOUS -4,763.	VARIOUS
46,010.		GS #16408 ST(SEE ATTACHED) PROPERTY TYPE: SECURITIES 48,016.					VARIOUS -2,006.	VARIOUS
122,272.		GS #16408 LT (SEE ATTACHED) PROPERTY TYPE: SECURITIES 129,355.					VARIOUS -7,083.	VARIOUS
TOTAL GAIN (LOSS)							<u>893,755.</u>	