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Form

990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 10-01-2012 , and ending 09-30-2013

Name of foundation WHITEHALL FOUNDATION INC		A Employer identification number 13-5637595	
Number and street (or P O box number if mail is not delivered to street address) POST OFFICE BOX 3423		B Telephone number (see instructions) (561) 655-4474	
City or town, state, and ZIP code PALM BEACH, FL 33480		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"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 110,067,523		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,451,603	1,451,603		
	4 Dividends and interest from securities.	2,171,835	2,171,835		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,262,055			
	b Gross sales price for all assets on line 6a _____ 1,926,177				
	7 Capital gain net income (from Part IV, line 2)		1,262,055		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	2,067	2,067		
	12 Total. Add lines 1 through 11	4,887,560	4,887,560		
	13 Compensation of officers, directors, trustees, etc	162,500	121,875		40,625
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	14,622	10,967		3,656
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	91,275	22,819		68,456
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	148,483	145,767		2,716
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	43,323	0		43,323
	21 Travel, conferences, and meetings	21,737	0		21,737
	22 Printing and publications				
	23 Other expenses (attach schedule)	121,287	14,322		106,965
	24 Total operating and administrative expenses. Add lines 13 through 23	603,227	315,750		287,478
	25 Contributions, gifts, grants paid	4,959,158			4,959,158
	26 Total expenses and disbursements. Add lines 24 and 25	5,562,385	315,750		5,246,636
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-674,825			
	b Net investment income (if negative, enter -0-)		4,571,810		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	7,938,726	7,661,886	7,661,886
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	12,487,331	<input type="checkbox"/> 12,487,331	15,410,175
	b	Investments—corporate stock (attach schedule)	44,048,714	<input type="checkbox"/> 43,684,788	68,404,314
	c	Investments—corporate bonds (attach schedule).	17,297,609	<input type="checkbox"/> 17,297,609	18,591,148
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	<input type="checkbox"/> 44,030	<input type="checkbox"/> 9,988	<input type="checkbox"/> 0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	81,816,410	81,141,602	110,067,523	
Liabilities	17	Accounts payable and accrued expenses	221	238	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	221	238	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	84,534,514	84,534,514	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-2,718,325	-3,393,150	
	30	Total net assets or fund balances (see page 17 of the instructions)	81,816,189	81,141,364	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	81,816,410	81,141,602		

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 81,816,189
2	Enter amount from Part I, line 27a	2 -674,825
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 81,141,364
5	Decreases not included in line 2 (itemize) ▶ _____	5 0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 81,141,364

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 Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
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	1,262,055
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	4,839,791	102,883,886	0 047041
2010	4,736,020	98,609,258	0 048028
2009	4,416,605	92,426,013	0 047785
2008	4,093,068	84,366,665	0 048515
2007	5,026,278	100,043,313	0 050241

2	Total of line 1, column (d).	2	0 241610
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 048322
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	108,489,932
5	Multiply line 4 by line 3.	5	5,242,450
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	45,718
7	Add lines 5 and 6.	7	5,288,168
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	5,246,636

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	91,436
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	91,436
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	91,436
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	101,480	
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	101,480
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	10,044
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 10,044	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
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.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ, <input type="checkbox"/> FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ►WWW WHITEHALL ORG				
14	The books are in care of ►GEORGE MOFFETT	Telephone no ►(561) 655-4474		
	Located at ►PO BOX 3423 PALM BEACH FL	ZIP +4 ►33480		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ►	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ►				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?.	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a

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

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

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)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

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

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

2

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

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

Total

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

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (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		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	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 page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	103,294,997
b	Average of monthly cash balances.	1b	6,847,066
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	110,142,063
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	110,142,063
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,652,131
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	108,489,932
6	Minimum investment return. Enter 5% of line 5.	6	5,424,497

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	5,424,497
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	91,436
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	91,436
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	5,333,061
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	5,333,061
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	5,333,061

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	5,246,636
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,246,636
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	5,246,636
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				5,333,061
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			57,945	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. 0				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 5,246,636				
a Applied to 2011, but not more than line 2a			57,945	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				5,188,691
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				144,370
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
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.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

GEORGE MOFFETT
P O BOX 3423
PALM BEACH, FL 33480
(561) 655-4474

b

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

TWO PAGE SUMMARY OUTLINING THE STUDY

c

Any submission deadlines

DECEMBER 1, MARCH 1, AND SEPTEMBER 1

d

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

FOR BASIC BIOLOGICAL RESEARCH, AGRI-BUSINESS STUDIES AND NEUROBIOLOGY

Form 990-PF (2012)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	4,959,158
b Approved for future payment See Additional Data Table				
Total			3b	5,211,500

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments			14	1,451,603	
4	Dividends and interest from securities.			14	2,171,835	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			01	2,067	
8	Gain or (loss) from sales of assets other than inventory			18	1,262,055	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. . .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). . .		0		4,887,560	0
13	Total. Add line 12, columns (b), (d), and (e).			13	4,887,560	4,887,560

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

*****	2014-02-12	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee	Date	Title	

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00343809
	CYNTHIA A LOFTUS	CYNTHIA A LOFTUS			
	Firm's name <input checked="checked" type="checkbox"/>	MCGLADREY LLP		Firm's EIN <input checked="checked" type="checkbox"/> 42-0714325	
		1555 PALM BEACH LAKES BLVD SUITE 700			
	Firm's address <input checked="checked" type="checkbox"/>	WEST PALM BEACH, FL 33401		Phone no (561) 697-1785	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 SHARE KRAFT FOODS GROUP INC	P	2010-03-01	2012-10-05
2500 SHARES HOME DEPOT INC	P	2010-11-09	2013-03-01
2000 SHARES COLGATE PALMOLIVE CO	P	2003-09-17	2013-03-04
4000 SHARES DISNEY WALT HOLDING CO	P	2003-09-17	2013-03-13
4000 SHARES DISNEY WALT HOLDING CO	P	2003-09-17	2013-07-16
3000 SHARES HOME DEPOT INC	P	2010-11-09	2013-07-17
2000 SHARES CHEVRON TEXACO CORP	P	2001-09-20	2013-07-30
2500 SHARES RAYTHEON CO	P	2003-09-17	2013-08-01
4000 SHARES RAYTHEON CO	P	2003-09-17	2013-09-20
CAPITAL GAIN DISTRIBUTION	P	2011-10-01	2013-09-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
30		20	10
167,836		80,175	87,661
228,304		17,903	210,401
226,310		97,117	129,193
263,201		97,117	166,084
239,255		96,210	143,045
252,660		83,814	168,846
176,457		73,756	102,701
319,414		118,010	201,404
52,710			52,710

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			10
			87,661
			210,401
			129,193
			166,084
			143,045
			168,846
			102,701
			201,404
			52,710

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GEORGE M MOFFETT II	PRESIDENT/TREASURER 40 00	162,500	7,500	0
PO BOX 3423 PALM BEACH,FL 33480				
J WRIGHT RUMBOUGH	VICE PRESIDENT/TRUSTEE 0 00	0	0	0
PO BOX 3423 PALM BEACH,FL 33480				
CATHERINE M THOMAS	CORPORATE SECRETARY/ASST TREASURER 0 00	0	0	0
PO BOX 3423 PALM BEACH,FL 33480				
MR KENNETH S BEALL JR ESQ	TRUSTEE 0 00	0	0	0
PO BOX 3423 PALM BEACH,FL 33480				
JAMES R LOWELL III	TRUSTEE 0 00	0	0	0
PO BOX 3423 PALM BEACH,FL 33480				
MR E ANTHONY NEWTON	TRUSTEE 0 00	0	0	0
PO BOX 3423 PALM BEACH,FL 33480				
DEBORAH S GIBBONS-NEFF	TRUSTEE 0 00	0	0	0
PO BOX 3423 PALM BEACH,FL 33480				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ANIMAL LOVERS LEAGUE 40 SHORE ROAD GLEN COVE,NY 11542	NONE	501(C)(3)	GENERAL PURPOSE	2,000
BLUE HILL HISTORICAL SOCIETY PO BOX 710 3 WATER BLUE HILL,ME 04614	NONE	501(C)(3)	GENERAL PURPOSE	500
BLUE HILL MEMORIAL HOSPITAL PO BOX 1029 BLUE HILL,ME 04614	NONE	501(C)(3)	GENERAL PURPOSE	1,000
BLUE HILL PUBLIC LIBRARY 5 PARKER POINT ROAD BLUE HILL,ME 04614	NONE	501(C)(3)	GENERAL PURPOSE	1,000
BROWN LEDGE CAMP 25 WILSON STREET BURLINGTON,VT 05401	NONE	501(C)(3)	GENERAL PURPOSE	500
CAPE ELEUTHERA MARINE CONSERVATION PO BOX 6008 LAWRENCEVILLE,NJ 08648	NONE	501(C)(3)	GENERAL PURPOSE	5,000
CHANNEL 13-WNET PO BOX 1313 NEWYORK,NE 10101	NONE	501(C)(3)	GENERAL PURPOSE	500
CHILDREN'S HOSPITAL BOSTON 300 LONGWOOD AVE BOSTON,MA 02215	NONE	501(C)(3)	BIOLOGICAL RESEARCH	15,000
CITY UNIVERSITY OF NEW YORK FLUSHING 65-30 KISSENA BLVD QUEENS,NY 11367	NONE	501(C)(3)	BIOLOGICAL RESEARCH	20,000
HOSPICE FOUNDATION OF PALM BEACH COUNTY 5300 EAST AVENUE WEST PALM BEACH,FL 33407	NONE	501(C)(3)	GENERAL PURPOSE	500
BEAVER COUNTRY DAY SCHOOL 791 HAMMOND STREET CHESTNUT HILL,MA 02467	NONE	501(C)(3)	GENERAL PURPOSE	1,000
COLD SPRING HARBOUR LABORATORY PO BOX 100 ONE BUNGTOWN ROAD COLD SPRING HARBOR,NY 11724	NONE	501(C)(3)	GENERAL PURPOSE	1,000
COLD SPRING HARBOUR LABORATORY PO BOX 100 ONE BUNGTOWN ROAD COLD SPRING HARBOR,NY 11724	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
COLD SPRING HARBOUR LABORATORY PO BOX 100 ONE BUNGTOWN ROAD COLD SPRING HARBOR,NY 11724	NONE	501(C)(3)	GENERAL PURPOSE	30,000
COMMUNITY FOUNDATION FOR PALM BEACH 700 S DIXIE HIGHWAY WEST PALM,FL 33401	NONE	501(C)(3)	GENERAL PURPOSE	1,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CONNECTICUT COLLEGE 270 MOHEGAN AVE NEW LONDON, CT 06320	NONE	501(C)(3)	GENERAL PURPOSE	1,000
CONVENT OF THE VISITATION SCHOOL 2455 VISITATION DR MENDOTA HEIGHTS, MN 55120	NONE	501(C)(3)	GENERAL PURPOSE	1,000
GLEN URQUHART SCHOOL 74 HART STREET BEVERLY FARMS, MA 01915	NONE	501(C)(3)	GENERAL PURPOSE	1,000
DOCTORS WITHOUT BORDERS PO BOX 5030 HAGERSTOWN, MD 21741	NONE	501(C)(3)	GENERAL PURPOSE	1,000
CORINTHIAN SAILING FOUNDATION 1 NAHANT STREET MARBLEHEAD, MA 01945	NONE	501(C)(3)	GENERAL PURPOSE	18,000
NAVAL ACADEMY ATHLETIC ASSOCIATION 566 BROWSON RD ANNAPOLIS, MD 21402	NONE	501(C)(3)	GENERAL PURPOSE	4,000
FLAGLER MUSEUM ONE WHITEHALL WAY PALM BEACH, FL 33480	NONE	501(C)(3)	GENERAL PURPOSE	1,000
FRIENDS OF BOSTON UNIVERSITY TERRIER HOCKEY AGGANIS ARENA 925 COMMONWEALTH AVE BOSTON, MA 02215	NONE	501(C)(3)	GENERAL PURPOSE	1,000
FRIENDS OF DANA FARBER CANCER INSTITUTE 450 BROOKLINE AVENUE BOSTON, MA 02215	NONE	501(C)(3)	GENERAL PURPOSE	1,500
FRIENDS OF THE SANDWICH PUBLIC LIBRARY 142 MAIN ST SANDWICH, MA 02563	NONE	501(C)(3)	GENERAL PURPOSE	500
GEORGE STEVENS ACADEMY 23 UNION STREET BLUE HILL, ME 04614	NONE	501(C)(3)	GENERAL PURPOSE	1,000
GLENWOOD VOLUNTEER FIRE DEPARTMENT SCHOOL HOUSE ROAD PO BOX 388 GLENWOOD LANDING, NY 11547	NONE	501(C)(3)	GENERAL PURPOSE	1,000
GRANTS RECOVEREDADMIN COSTS POST OFFICE BOX 3432 PALM BEACH, FL 33480	NONE	501(C)(3)	GENERAL PURPOSE	-34,682
GREEN MOUNTAIN HORSE ASSOCIATION PO BOX 8 SOUTH WOODSTOCK, VT 05071	NONE	501(C)(3)	GENERAL PURPOSE	500
GULF STREAM COUNCIL BOY SCOUTS OF AMERICA 8335 NORTH MILITARY TRAIL PALM BEACH GARDENS, FL 33410	NONE	501(C)(3)	GENERAL PURPOSE	500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HARVARD COLLEGE FUND CLASS OF 1958 124 MOUNT AUBURN STREET CAMBRIDGE,MA 02138	NONE	501(C)(3)	GENERAL PURPOSE	500
HARVARD UNIVERSITY PO BOX 414413 BOSTON,MA 02241	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
HEALTHCARE CHARITIES ONE CUMBERLAND PLACE SUITE 300 PO BOX 931 BANGOR,ME 04402	NONE	501(C)(3)	GENERAL PURPOSE	1,000
HOSPICE FOUNDATION OF PALM BEACH COUNTY 5300 EAST AVENUE WEST PALM BEACH,FL 33407	NONE	501(C)(3)	GENERAL PURPOSE	1,000
INDEPENDENCE SEAPORT MUSEUM 211 SOUTH COLUMBUS BLVD WALNUT STREET PHILADELPHIA,PA 19106	NONE	501(C)(3)	GENERAL PURPOSE	4,000
INTERNATIONAL GAME FISH ASSOCIATION 300 GULF STREAM WAY DANIA BEACH,FL 33004	NONE	501(C)(3)	GENERAL PURPOSE	500
JOHNS HOPKINS UNIVERSITY 733 NORTH BROADWAY BALTIMORE,MD 21205	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
KEENE VALLEY HOSE AND LADDER CO PO BOX 699 KEENE VALLEY,NY 12943	NONE	501(C)(3)	GENERAL PURPOSE	1,000
KNEISEL HALL PO BOX 648 BLUE HILL,ME 04614	NONE	501(C)(3)	GENERAL PURPOSE	1,000
LAKE FOREST COLLEGE OFFICE OF ALUMNI AND DEVELOPMENT 555 NORTH SHERIDAN ROAD LAKE FOREST,IL 60045	NONE	501(C)(3)	GENERAL PURPOSE	1,000
TRUSTEES OF TUFTS COLLEGE 169 HOLLAND STREET SOMERVILLE,MA 02144	NONE	501(C)(3)	GENERAL PURPOSE	3,000
MARINE CORPS SCHOLARSHIP FOUNDATION 121 SOUTH ST ASAPH ALEXANDRIA,VA 22314	NONE	501(C)(3)	GENERAL PURPOSE	4,000
MARY E BARTLETT LIBRARY ATTN MS MARILYN MOREHEAD 22 DALTON ROAD BRENTWOOD,NH 03833	NONE	501(C)(3)	GENERAL PURPOSE	2,000
MASSACHUSETTS INTITUTE OF TECHNOLOGY NE 18-901 CAMBRIDGE,MA 02139	NONE	501(C)(3)	BIOLOGICAL RESEARCH	90,000
METROPOLITAN OPERA ATTN DIRECTOR OF PLANNED 30 LINCOLN CENTER NEW YORK,NY 10023	NONE	501(C)(3)	GENERAL PURPOSE	1,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MIDDLEBURY COLLEGE ATTN GIFT ADMINISTRATION 5370 MIDDLEBURY COLLEGE 5 COURT STREET MIDDLEBURY,VT 05753	NONE	501(C)(3)	GENERAL PURPOSE	500
MIDDLESEX SCHOOL 1400 LOWELL ROAD CONCORD,MA 01742	NONE	501(C)(3)	GENERAL PURPOSE	3,000
MISS PORTERS SCHOOL GIFTS ADMINISTRATOR 60 MAIN FARMINGTON,CT 06032	NONE	501(C)(3)	GENERAL PURPOSE	1,000
MONTANA STATE UNIVERSITY 309 MONTANA HALL BOSEMAN,MT 59717	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
MOUNT SINAI SCHOOL OF MEDICINE 3 EAST 101ST STREET NEWYORK,NY 10029	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
NEWYORK UNIVERSITY SCHOOL OF MEDICINE NEWYORK,NY 10016	NONE	501(C)(3)	BIOLOGICAL RESEARCH	300,000
NORTH SHORE LAND ALLIANCE INC ATTN DIRECTOR 151 POST ROAD OLD WESTBURY,NY 11568	NONE	501(C)(3)	GENERAL PURPOSE	1,000
NORTHEASTERN UNIVERSITY 360 HUNTINGTON AVE BOSTON,MA 02215	NONE	501(C)(3)	BIOLOGICAL RESEARCH	28,500
NORTHSHORE LIJ HOSPITAL AT GLEN COVE ATTN DIRECTOR SAINT ANDREWS LANE GLEN COVE,NY 11542	NONE	501(C)(3)	GENERAL PURPOSE	1,000
NORTHWESTERN UNIVERSITY CHICAGO 2300 CHILDRENS PLAZA 205 CHICAGO,IL 60614	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
NORTHWESTERN UNIVERSITY EVANSTON 633 CLARK STREET EVANSTON,IL 60208	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
OREGON HEALTH SERVICES UNIVERSITY 2525 SW 1ST AVENUE PORTLAND,OR 97201	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
PALM BEACH CIVIC ASSOCIATION 139 NORTH COUNTY ROAD PALM BEACH,FL 33480	NONE	501(C)(3)	GENERAL PURPOSE	1,000
PALM BEACH DAY ACADEMY ATTN HEADMASTER 241 SEAVIEW AVENUE PALM BEACH,FL 33480	NONE	501(C)(3)	GENERAL PURPOSE	2,000
PALM BEACH FIRE RESCUE 300 NORTH COUNTY ROAD PALM BEACH,FL 33480	NONE	501(C)(3)	GENERAL PURPOSE	1,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PENINSULA AMBULANCE CORPS INC ATTN DIRECTOR PO BOX 834 BLUE HILL,ME 04614	NONE	501(C)(3)	GENERAL PURPOSE	3,500
PILGRIM UNITED CHURCH OF CHRIST ATTN BETTY LOU ORCUTT 416 MIDDLE ROAD BRENTWOOD,NH 03833	NONE	501(C)(3)	GENERAL PURPOSE	1,500
PLANNED PARENTHOOD OF NASSAU COUNTY ATTN DIRECTOR 540 FULTON AVENUE HEMPSTEAD,NY 11550	NONE	501(C)(3)	GENERAL PURPOSE	1,000
RADNOR EDUCATIONAL FOUNDATION 135 SOUTH WAYNE AVENUE WAYNE,PA 19087	NONE	501(C)(3)	GENERAL PURPOSE	1,000
RUTGERS ASB III NEW BRUNSWICK,NJ 08901	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
SAINT FRANCIS BY THE SEA EPISCOPAL CHURCH ATTN TREASURER PO BOX 76 BLUE HILL,ME 04614	NONE	501(C)(3)	GENERAL PURPOSE	3,500
SALK INSTITUTE FOR BIOLOGICAL STUDIES 10010 NORTH TORREY PINES ROAD LA JOLLA,CA 92037	NONE	501(C)(3)	BIOLOGICAL RESEARCH	223,000
SCRIPPS RESEARCH INSTITUTE 10550 NORTH TORREY PINES ROAD LA JOLLA,CA 92037	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
SEA EDUCATION ASSOCIATION PO BOX 6 WOODS HOLE,MA 02543	NONE	501(C)(3)	GENERAL PURPOSE	1,000
SEACOAST FAMILY PROMISE ATTN PATTI FREW-WATERS NETWORK DIRECTOR PO BOX 233 STRATHAM,NH 03885	NONE	501(C)(3)	GENERAL PURPOSE	1,500
SEMPER FI INJURED MARINE FUND 835 COLLEGE BOULEVARD SUITE 102 PBM 609 OCEANSIDE,CA 92057	NONE	501(C)(3)	GENERAL PURPOSE	1,000
SITESALIVE FOUNDATION ATTN RICHARD WILSON PRESIDENT 8 SKINNERS PATH MARBLEHEAD,MA 01945	NONE	501(C)(3)	GENERAL PURPOSE	1,000
SPRINGSIDE SCHOOL ATTN HEADH OF SCHOOL 8000 CHEROKEE STREET PHILADELPHIA,PA 19118	NONE	501(C)(3)	GENERAL PURPOSE	1,000
ST DAVIDS EPISCOPAL CHURCH 763 SOUTH VALLEY FORGE ROAD WAYNE,PA 19087	NONE	501(C)(3)	GENERAL PURPOSE	1,000
ST FRANCIS XAVIER PREPARATORY SCHOOL 33 CROSS ST HYANNIS,MA 02601	NONE	501(C)(3)	GENERAL PURPOSE	500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS,TN 38105	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
THE WILLIAM STURGIS FRIENDS OF EDUCATION FOUNDATION INC 427 MAIN ST HYANNIS PORT,MA 02601	NONE	501(C)(3)	GENERAL PURPOSE	3,000
THE CHURCH OF BETHESDA-BY-THE-SEA PO BOX 1057 PALM BEACH,FL 33480	NONE	501(C)(3)	GENERAL PURPOSE	500
THE LAWNRENCEVILLE SCHOOL ATTN DEVELOPMENT DIRECTOR PO BOX 6008 LAWRENCEVILLE,NJ 08648	NONE	501(C)(3)	GENERAL PURPOSE	2,000
THE MARGAUX POWERS MEMORIAL THE TAFT SCHOOL ATTN CHRISTOPHER R 110 WATERTOWN,CT 06795	NONE	501(C)(3)	GENERAL PURPOSE	5,000
THE PILOT SCHOOL 100 GARDEN OF EDEN ROAD TALLEYVILLE WILMINGTON,DE 19803	NONE	501(C)(3)	GENERAL PURPOSE	3,000
THE TRUSTEES OF RESERVATIONS ATTN DIRECTOR 572 ESSEX STREET BEVERLY,MA 01915	NONE	501(C)(3)	GENERAL PURPOSE	1,000
TOWN OF PALM BEACH UNITED WAY INC 44 COCONUT ROW M201 PALM BEACH,FL 33480	NONE	501(C)(3)	GENERAL PURPOSE	1,000
TRAVIS MANION FOUNDATION PO BOX 1485 DOYLESTOWN,PA 18901	NONE	501(C)(3)	GENERAL PURPOSE	2,000
TRINITY-PAWLING SCHOOL ATTN GRAYSON K BRYANT DIRECTOR OF DEVELOPMENT 700 ROUTE 22 PAWLING,NY 12564	NONE	501(C)(3)	GENERAL PURPOSE	1,000
TROUT UNLIMITED ATTN WHIT FOSBURGH 1300 NORTH 17TH STREET ARLINGTON,VA 22209	NONE	501(C)(3)	GENERAL PURPOSE	1,000
TUCSON JEWISH COMMUNITY CENTER ERIN SHOENBERG 3800 EAST RIVER DRIVE TUCSON,AZ 85718	NONE	501(C)(3)	GENERAL PURPOSE	500
UNITED STATES NAVAL ACADEMY FOUNDATION 291 WOOD ROAD ANNAPOLIS,MD 21402	NONE	501(C)(3)	GENERAL PURPOSE	1,000
UNITED WAY OF ADDISON COUNTY ATTN DIRECTOR PO BOX 555 MIDDLEBURY,VT 05753	NONE	501(C)(3)	GENERAL PURPOSE	1,000
UNIVERSITY OF CALIFORNIA BERKELEY 2200 UNIVERSITY AVE BERKELEY,CA 94704	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF CALIFORNIA DAVIS 1 SHIELDS AVE DAVIS,CA 95616	NONE	501(C)(3)	BIOLOGICAL RESEARCH	33,340
UNIVERSITY OF CALIFORNIA IRVINE 510 ALDRICH HALL 5 IRVINE,CA 92617	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
UNIVERSITY OF CALIFORNIA LOS ANGELES 11000 KINROSS AVENUE LOS ANGELES,CA 90024	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF CALIFORNIA RIVERSIDE 200 UNIVERSITY OFFICE BUILDING RIVERSIDE,CA 92521	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA,CA 92093	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
UNIVERSITY OF CHICAGO 6030 SOUTH ELLIS AVENUE CHICAGO,IL 60637	NONE	501(C)(3)	BIOLOGICAL RESEARCH	255,000
UNIVERSITY OF MASSACHUSETTS 55 LAKE AVENUE NORTH WORCESTER,MA 01655	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF MINNESOTA MINNEAPOLIS SUITE 450 MINNEAPOLIS,MN 55455	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF PENNSYLVANIA 433 FRANKLIN BUILDING 3451 WALNUT STREET PHILADELPHIA,PA 19104	NONE	501(C)(3)	GENERAL PURPOSE	2,500
UNIVERSITY OF PITTSBURGH 123 UNIVERSITY PLACE PITTSBURGH,PA 15213	NONE	501(C)(3)	BIOLOGICAL RESEARCH	225,000
UNIVERSITY OF SOUTHERN CALIFORNIA 837 W DOWNEY WAY LOS ANGELES,CA 90089	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
UNIVERSITY OF TEXAS SOUTHWESTERN 5323 HARRY HINES BLVD DALLAS,TX 75390	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF TOLEDO 2801 WEST BANCROFT STREET TOLEDO,OH 43606	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF UTAH 75 SOUTH 2000 EAST SALT LAKE CITY,UT 84112	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
WASHINGTON AND LEE UNIVERSITY ATTN DIRECTOR OF CORPORATE 204 W WASHINGTON ST LEXINGTON,VA 24450	NONE	501(C)(3)	GENERAL PURPOSE	4,000

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

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Name and address (home or business)				
a <i>Paid during the year</i>				
WASHINGTON UNIVERSITY IN ST LOUIS CAMPUS BOX 8018 ST LOUIS, MO 63110	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
WOODS HOLE OCEANOGRAPHIC INSTITUTE ATTN DIRECTOR OF FENNO HOUSE MS 40 WOODS HOLE, MA 02543	NONE	501(C)(3)	GENERAL PURPOSE	1,000
YALE UNIVERSITY PO BOX 208250 NEW HAVEN, CT 06508	NONE	501(C)(3)	BIOLOGICAL RESEARCH	165,000
YALE UNIVERSITY PO BOX 1844 ATTN DIRECTOR OF GIVING NEW HAVEN, CT 06508	NONE	501(C)(3)	GENERAL PURPOSE	1,000
VANDERBILT UNIVERSITY PMB 406310 2301 VANDERBILT PLACE NASHVILLE, TN 37240	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
DARTMOUTH COLLEGE HANOVER 7 LEBANON STREET SUITE 302 NO 6015 HANOVER, NH 03755	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
MARIN OPEN SPACE TRUST PO BOX 4133 SAN RAFAEL, CA 94913	NONE	501(C)(3)	GENERAL PURPOSE	1,000
DENISON UNIVERSITY PO BOX 810 GRANVILLE, OH 43023	NONE	501(C)(3)	GENERAL PURPOSE	1,500
MALAYAKA HOUSE INC 44 PARK ST ESSEX JUNCTION, VT 05452	NONE	501(C)(3)	GENERAL PURPOSE	500
AUTISM SPEAKS 1 EAST 33RD STREET 4H FLOOR NEWYORK, NY 10016	NONE	501(C)(3)	GENERAL PURPOSE	500
UNIVERSITY OF MONTANA 600 CONNELL AVENUE MISSOULA, MT 59812	NONE	501(C)(3)	BIOLOGICAL RESEARCH	30,000
CINCINNATI CHILDREN'S HOSPITAL 3333 BURNET AVENUE CINCINNATI, OH 45229	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
STANFORD UNIVERSITY 326 GALVEZ STREET STANFORD, CA 94305	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
GEORGIA REGENTS UNIVERSITY 1120 15TH ST AUGUSTA, GA 30912	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
CASE WESTERN RESERVE UNIVERSITY 10900 EUCLID AVENUE CLEVELAND, OH 44106	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MAYO COLLEGE OF MEDICINE 200 FIRST STREET SW ROCHESTER,MN 55905	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
KENT STATE UNIVERSITY PO BOX 5190 KENT,OH 44242	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
CHILDREN'S NATIONAL MEDICAL CENTER 111 MICHIGAN AVENUE NW WASHINGTON,DC 20010	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
MICHIGAN STATE UNIVERSITY 2727 ALLIANCE DRIVE LANSING,MI 48910	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF NORTH CAROLINA CHAPEL HILL 104 AIRPORT DR STE 3200 CHAPEL HILL,NC 27599	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
GEORGE WASHINGTON UNIVERSITY TAX DEPT 45155 RESEARCH PLACE ASHBURN,VA 20147	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
Total  3a				4,959,158

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
CHILDREN'S HOSPITAL BOSTON 300 LONGWOOD AVE BOSTON,MA 02215	NONE	501(C)(3)	BIOLOGICAL RESEARCH	30,000
CITY UNIVERSITY OF NEW YORK FLUSHING65-30 KISSENA BLVD QUEENS,NY 11367	NONE	501(C)(3)	BIOLOGICAL RESEARCH	40,000
COLD SPRING HARBOUR LABORATORYONE BUNGTOWN ROAD COLD SPRING HARBOR,NY 11724	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
HARVARD UNIVERSITYPO BOX 414413 BOSTON,MA 02241	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
JOHNS HOPKINS UNIVERSITY733 NORTH BROADWAY BALTIMORE,MD 21205	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
MASSCHUSETTS INTITUTE OF TECHNOLOGYNE 18-901 CAMBRIDGE,MA 02139	NONE	501(C)(3)	BIOLOGICAL RESEARCH	105,000
MONTANA STATE UNIVERSITY309 MONTANA HALL BOSEMAN,MT 59717	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
MOUNT SINAI SCHOOL OF MEDICINE3 EAST 101ST STREET NEW YORK,NY 10029	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
NEW YORK UNIVERSITYSCHOOL OF MEDICINE NEW YORK,NY 10016	NONE	501(C)(3)	BIOLOGICAL RESEARCH	450,000
NORTHEASTERN UNIVERSITY360 HUNTINGTON AVE BOSTON,MA 02215	NONE	501(C)(3)	BIOLOGICAL RESEARCH	56,500
NORTHWESTERN UNIVERSITY CHICAGO2300 CHILDRENS PLAZA 205 CHICAGO,IL 60614	NONE	501(C)(3)	BIOLOGICAL RESEARCH	225,000
NORTHWESTERN UNIVERSITY EVANSTON633 CLARK STREET EVANSTON,IL 60208	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
OREGON HEALTH SERVICES UNIVERSITY2525 SW 1ST AVENUE PORTLAND,OR 97201	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
SALK INSTITUTE FOR BIOLOGICAL STUDIES10010 NORTH TORREY PINES ROAD LA JOLLA,CA 92037	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
SCRIPPS RESEARCH INSTITUTE 10550 NORTH TORREY PINES ROAD LA JOLLA,CA 92037	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL262 DANNY THOMAS PLACE MEMPHIS,TN 38105	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF CALIFORNIA BERKELEY2200 UNIVERSITY AVE BERKELEY,CA 94704	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF CALIFORNIA DAVIS1 SHIELDS AVE DAVIS,CA 95616	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF CALIFORNIA IRVINE510 ALDRICH HALL 5 IRVINE,CA 92617	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
UNIVERSITY OF CALIFORNIA LOS ANGELES11000 KINROSS AVENUE LOS ANGELES,CA 90024	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF CALIFORNIA SAN DIEGO9500 GILMAN DRIVE LA JOLLA,CA 92093	NONE	501(C)(3)	BIOLOGICAL RESEARCH	225,000
UNIVERSITY OF CHICAGO6030 SOUTH ELLIS AVENUE CHICAGO,IL 60637	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF MASSACHUSSETS 55 LAKE AVENUE NORTH WORCESTER,MA 01655	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF PITTSBURGH123 UNIVERSITY PLACE PITTSBURGH,PA 15213	NONE	501(C)(3)	BIOLOGICAL RESEARCH	375,000
UNIVERSITY OF UTAH75 SOUTH 2000 EAST SALT LAKE CITY,UT 84112	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
WASHINGTON UNIVERSITY IN ST LOUISCAMPUS BOX 8018 ST LOUIS,MO 63110	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
YALE UNIVERSITYPO BOX 208250 NEW HAVEN,CT 06508	NONE	501(C)(3)	BIOLOGICAL RESEARCH	30,000
CASE WESTERN RESERVE UNIVERSITY10900 EUCLID AVENUE CLEVELAND,OH 44106	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
CHILDREN'S NATIONAL MEDICAL CENTER111 MICHIGAN AVENUE NW WASHINGTON,DC 20010	NONE	501(C)(3)	BIOLOGICAL RESEARCH	300,000
DARTMOUTH COLLEGE HANOVER7 LEBANON STREET SUITE 302 NO 6015 HANOVER,NH 03755	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
GEORGE WASHINGTON UNIVERSITYTAX DEPT 45155 RESEARCH PLACE ASHBURN,VA 20147	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
KENT STATE UNIVERSITYPO BOX 5190 KENT,OH 44242	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
MAYO COLLEGE OF MEDICINE200 FIRST STREET SW ROCHESTER,MN 55905	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
MICHIGAN STATE UNIVERSITY 2727 ALLIANCE DRIVE LANSING,MI 48910	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
STANFORD UNIVERSITY326 GALVEZ STREET STANFORD,CA 94305	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
UNIVERSITY OF NORTH CAROLINA CHAPEL HILL104 AIRPORT DR STE 3200 CHAPEL HILL,NC 27599	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
UNIVERSITY OF SOUTHERN CALIFORNIA3551 TROUSDALE PARKWAY STE 160 LOS ANGELES,CA 90089	NONE	501(C)(3)	BIOLOGICAL RESEARCH	300,000
VANDERBILT UNIVERSITYPMB 406310 2301 VANDERBILT PLACE NASHVILLE,TN 37240	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
Total  3b				5,211,500

TY 2012 Accounting Fees Schedule

Name: WHITEHALL FOUNDATION INC

EIN: 13-5637595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	91,275	22,819		68,456

**TY 2012 Investments Corporate
Bonds Schedule**

Name: WHITEHALL FOUNDATION INC
EIN: 13-5637595

Name of Bond	End of Year Book Value	End of Year Fair Market Value
	17,297,609	18,591,148

TY 2012 Investments Corporate
Stock Schedule

Name: WHITEHALL FOUNDATION INC
EIN: 13-5637595

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS SHRS 20,000	472,106	663,800
AT&T, INC SHRS 30,000	1,120,326	1,014,600
BLACKROCK, INC SHRS 6,000	1,113,987	1,623,720
CATERPILLAR INC SHRS 17,500	413,415	1,459,500
BANK OF MONTREAL SHRS 18,000	1,021,271	1,202,760
CHEVRON CORP SHRS 16,000	670,588	1,944,000
CISCO SYSTEMS SHRS 45,000	1,108,952	1,054,395
COLGATE PALMOLIVE CO SHRS 36,000	581,805	2,134,800
CONAGRA FOODS INC. SHRES 45,000	1,091,104	1,365,300
CONOCOPHILLIPS CORP SHRS 18,000	1,063,441	1,251,180
DEERE&CO SHRS 15,000	1,013,418	1,220,850
WALT DISNEY CO SHRS 32,000	769,940	2,063,680
DOW CHEMICAL CO SHRS 35,000	1,069,124	1,344,000
DU PONT E I DE NEMOURS & CO SHRS 30,000	1,173,815	1,756,800
EXXON MOBIL CORPORATION SHRS 22,500	707,765	1,935,900
FREEMONT MCMORAN COPPER & GOLD, INC SHRS 30,000	938,159	992,400
GENERAL ELECTRIC CO. SHRS 90,000	511,333	2,150,100
GENERAL MILLS INC SHRS 36,000	1,070,681	1,725,120
HALIBURTON CO. SHRS 35,000	1,044,693	1,685,250
HOME DEPOT, INC SHRS 27,000	861,890	2,047,950
INTEL CORP. SHRS 50,000	974,750	1,146,050
INTN'L BUSINESS MACHINES CORP. SHRS 10,000	808,018	1,851,800
ISHARES S&P US PREFERRED STOCK INDEX FUN SHRS 65,000	2,547,436	2,470,000
J P MORGAN CHASE & CO SHRS 25,000	976,930	1,292,250
JOHNSON & JOHNSON SHRS 20,000	1,172,500	1,733,800
KIMBERLY-CLARK CORP SHRS 18,000	1,009,840	1,695,960
KRAFT FOODS, INC SHRS 11,666	357,997	612,231
MCDONALDS CORP SHRS 19,000	1,062,737	1,827,990
MERCK & CO. INC SHRS 27,500	1,058,985	1,309,248
MICROSOFT CORP SHRS 50,000	1,240,066	1,664,000

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PEPSICO, INC SHRS 16,500	1,089,264	1,311,750
PFIZER INC SHRS 65,000	1,105,555	1,867,125
PHLIP MORRIS INTN'L INC SHRS 22,000	851,881	1,904,980
RAYTHEON CO SHRS 26,000	731,188	2,003,820
ROYAL DUTCH SHELL, PLC SHRS 15,000	965,205	1,032,750
SPECTRA ENERGY CORP SHRS 40,000	1,008,904	1,369,200
TARGET CORP SHRS 30,000	916,373	1,919,400
AMEX UTILITIES SPDR SHRS 35,000	1,028,400	1,307,915
VANGUARD SECTOR INDEX FUNDS SHRS 17,000	1,064,400	1,387,540
VERIZON COMMUNICATIONS, INC SHRS 30,000	1,277,866	1,400,250
WAL MART STORES, INC SHRS 20,000	997,834	1,479,200
WASTE MANAGEMENT, INC SHRS 45,000	1,275,278	1,855,800
METLIFE, INC SHRS 25,000	1,040,359	1,173,750
MONDELEZ INTERNATIONAL INC. SHRS 40,000	793,249	1,256,800
ABBVIE, INC. SHRS 20,000	511,960	894,600

TY 2012 Investments Government Obligations Schedule

Name: WHITEHALL FOUNDATION INC

EIN: 13-5637595

US Government Securities - End of

Year Book Value:

12,487,331

US Government Securities - End of

Year Fair Market Value:

15,410,175

**State & Local Government
Securities - End of Year Book**

Value:

0

**State & Local Government
Securities - End of Year Fair**

Market Value:

0

TY 2012 Other Assets Schedule

Name: WHITEHALL FOUNDATION INC

EIN: 13-5637595

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID FEDERAL EXCISE TAX	44,030	9,988	

TY 2012 Other Expenses Schedule**Name:** WHITEHALL FOUNDATION INC**EIN:** 13-5637595

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	30,331	7,583		22,748
INSURANCE	3,220	805		2,415
OFFICE EXPENSE	14,611	3,653		10,958
TELEPHONE	6,896	1,724		5,172
POSTAGE	2,229	557		1,672
SCIENTIFIC ADVISOR	64,000	0		64,000

TY 2012 Other Income Schedule

Name: WHITEHALL FOUNDATION INC

EIN: 13-5637595

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	2,067	2,067	2,067

TY 2012 Taxes Schedule**Name:** WHITEHALL FOUNDATION INC**EIN:** 13-5637595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	125,939	125,939		0
PAYROLL TAXES	9,405	7,054		2,351
PROPERTY TAXES	365	0		365
FOREIGN TAX PAID	12,774	12,774		0