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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 THE WILLIAM H PITT FOUNDATION INC		A Employer identification number 22-2570737	
Number and street (or P O box number if mail is not delivered to street address) 400 ROYAL PALM WAY NO 304		B Telephone number (see instructions) (561) 835-1313	
City or town, state, and ZIP code PALM BEACH, FL 334804117		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) \$ 84,175,785		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 type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual Other (specify) (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	608,722	608,722		
	4 Dividends and interest from securities.	337,228	306,456		
	5a Gross rents	605,915	507,020		
	b Net rental income or (loss) 259,860				
	6a Net gain or (loss) from sale of assets not on line 10	5,979,391			
	b Gross sales price for all assets on line 6a 14,666,429				
	7 Capital gain net income (from Part IV, line 2)		5,979,391		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-3,025,072	1,012,578		
	12 Total. Add lines 1 through 11	4,506,184	8,414,167		
	13 Compensation of officers, directors, trustees, etc	553,475	77,849		475,626
	14 Other employee salaries and wages	57,179	28,589		28,590
	15 Pension plans, employee benefits	62,791	8,570		54,221
	16a Legal fees (attach schedule)	21,631	12,028		9,603
	b Accounting fees (attach schedule)	65,152	34,498		30,654
	c Other professional fees (attach schedule)	3,300	3,300		0
	17 Interest	52,929	33,242		0
	18 Taxes (attach schedule) (see instructions)	79,320	4,499		2,223
	19 Depreciation (attach schedule) and depletion	113,597	103,901		
	20 Occupancy	89,769	0		89,769
	21 Travel, conferences, and meetings	2,421	0		2,421
	22 Printing and publications	878	0		878
	23 Other expenses (attach schedule)	933,559	847,939		12,686
	24 Total operating and administrative expenses. Add lines 13 through 23	2,036,001	1,154,415		706,671
	25 Contributions, gifts, grants paid	2,978,210			3,103,210
	26 Total expenses and disbursements. Add lines 24 and 25	5,014,211	1,154,415		3,809,881
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-508,027			
	b Net investment income (if negative, enter -0-)		7,259,752		
	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)

Assets	1	Cash—non-interest-bearing	157,245	1,718,768	1,718,768
	2	Savings and temporary cash investments	3,364,795	1,242,949	1,242,949
	3	Accounts receivable ▶ <u>1,229,412</u>			
		Less allowance for doubtful accounts ▶ _____		1,229,412	1,229,412
	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) ▶ <u>8,439,813</u>			
		Less allowance for doubtful accounts ▶ _____ 0	8,190,727	8,439,813	8,439,813
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	104,910	28,126	28,126
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,619,675	5,826,444	5,826,444
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ <u>3,560,314</u>			
	Less accumulated depreciation (attach schedule) ▶ <u>490,670</u>	2,934,768	3,069,644	6,827,698	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	44,395,715	39,459,948	58,839,690	
14	Land, buildings, and equipment basis ▶ <u>180,852</u>				
	Less accumulated depreciation (attach schedule) ▶ <u>163,567</u>	16,484	17,285	17,285	
15	Other assets (describe ▶ _____)	6,850	5,600	5,600	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		61,791,169	61,037,989	84,175,785
Liabilities	17	Accounts payable and accrued expenses	120,253	100	
	18	Grants payable	275,000	150,000	
	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)	395,253	150,100	
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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	61,395,916	60,887,889	
	30	Total net assets or fund balances (see page 17 of the instructions)	61,395,916	60,887,889	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	61,791,169	61,037,989	

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	61,395,916
2	Enter amount from Part I, line 27a	2	-508,027
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	60,887,889
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	60,887,889

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	5,979,391
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>		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	4,048,977	80,449,991	0 050329
2010	4,183,619	83,518,313	0 050092
2009	4,901,657	81,896,079	0 059852
2008	3,815,760	86,159,160	0 044287
2007	4,769,902	95,337,949	0 050032

2	Total of line 1, column (d).	2	0 254592
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 050918
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	71,006,711
5	Multiply line 4 by line 3.	5	3,615,520
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	72,598
7	Add lines 5 and 6.	7	3,688,118
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	3,809,881

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	72,598
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	72,598
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	72,598
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	68,690	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	30,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	98,690
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	26,092
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 26,092	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 checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" 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 checked="" 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	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	Yes	
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 checked="" 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 ▶N/A				
14	The books are in care of ▶THE FOUNDATION Telephone no ▶(561) 835-1313 Located at ▶400 ROYAL PALM WAY SUITE 304 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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.		<input checked="" type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b No		
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SIMSES ASSOCIATES PA	PRESIDENT/CEO/DIRECTOR	334,500	0	0
400 ROYAL PALM WAY SUITE 304 PALM BEACH, FL 33480	30 00			
PAULINE BAKER PITT	DIRECTOR	131,500	0	0
320 TANGIER AVENUE PALM BEACH, FL 33480	20 00			
HONORABLE LESLEY STOCKARD SMITH	DIRECTOR	26,675	0	0
300 CHAPEL HILL ROAD PALM BEACH, FL 33480	10 00			
WARNER DEPUY	DIRECTOR	60,800	0	0
84 W PARK PLACE 3RD FLOOR STAMFORD, CT 06902	10 00			
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
LUCAS KRUPINSKI	INVESTMENT MANAGER	57,179	0	0
526 S PALM WAY LAKE WORTH, FL 33460	20 00			
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	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	36,607,377
b	Average of monthly cash balances.	1b	2,910,145
c	Fair market value of all other assets (see instructions).	1c	43,637,757
d	Total (add lines 1a, b, and c).	1d	83,155,279
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	11,067,248
3	Subtract line 2 from line 1d.	3	72,088,031
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,081,320
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	71,006,711
6	Minimum investment return. Enter 5% of line 5.	6	3,550,336

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	3,550,336
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	72,598
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	72,598
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,477,738
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,477,738
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	3,477,738

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	3,809,881
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	3,809,881
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	72,598
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,737,283
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				3,477,738
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	89,641			
b From 2008.				
c From 2009.	833,710			
d From 2010.	64,799			
e From 2011.	108,415			
f Total of lines 3a through e.	1,096,565			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,809,881				
a Applied to 2011, but not more than line 2a			0	
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.				3,477,738
e Remaining amount distributed out of corpus	332,143			
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	1,428,708			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	89,641			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,339,067			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .	833,710			
c Excess from 2010. . . .	64,799			
d Excess from 2011. . . .	108,415			
e Excess from 2012. . . .	332,143			

Part XIVPrivate 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 XVSupplementary 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 of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	3,114,210
b Approved for future payment				
Total			3b	0

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	608,722	
4	Dividends and interest from securities. . . .			14	337,228	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.	531120	-38,732			
b	Not debt-financed property.			16	298,592	
6	Net rental income or (loss) from personal property					
7	Other investment income.	531120	499,772	18	519,033	
8	Gain or (loss) from sales of assets other than inventory			18	5,979,391	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a <u>UNREALIZED GAINS/LOSSES</u>			18	-4,043,877	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		461,040		3,699,089	0
13	Total. Add line 12, columns (b), (d), and (e).			13		4,160,129

[illegible]

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

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00252304
	SHELDON L BERKMAN	SHELDON L BERKMAN			
	Firm's name <input type="checkbox"/>	BERKMAN JORGENSEN MASTERS & STAFMANLLC		Firm's EIN <input type="checkbox"/> 04-3602740	
		1377 SOUTH ANDREWS AVENUE			
	Firm's address <input type="checkbox"/>	POMPANO BEACH, FL 33069		Phone no (954) 788-4533	

TY 2012 Accounting Fees Schedule**Name:** THE WILLIAM H PITT FOUNDATION INC**EIN:** 22-2570737

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	45,997	34,498		11,499
AUDIT	19,155	0		19,155

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

TY 2012 Depreciation Schedule

Name: THE WILLIAM H PITT FOUNDATION INC

EIN: 22-2570737

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAND - DANBURY	2000-09-09	316,462		L		0	0		
BUILDING - DANBURY	2000-09-09	219,323	67,487	SL	39 0000000000000	5,624	5,624		
LAND IMPROVEMENTS - DANBURY	2000-09-09	14,215	11,375	SL	15 0000000000000	948	948		
LAND - DARIEN	2000-09-09	387,207		L		0	0		
BUILDING - DARIEN	2000-09-09	202,142	62,196	SL	39 0000000000000	5,183	5,183		
LAND IMPROVEMENTS - DARIEN	2000-09-09	25,651	20,520	SL	15 0000000000000	1,710	1,710		
LAND - PARKWAY	2000-09-09	700,760		L		0	0		
BUILDING - PARKWAY	2000-09-09	204,017	62,773	SL	39 0000000000000	5,231	5,231		
LAND IMPROVEMENTS - PARKWAY	2000-09-09	10,223	8,183	SL	15 0000000000000	682	682		
LAND - WESTPORT	2000-09-09	612,939		L		0	0		
BUILDING - WESTPORT	2000-09-09	667,061	205,248	SL	39 0000000000000	17,104	17,104		
FURNITURE - FLORIDA	2004-02-12	10,000	5,000	SL	7 0000000000000	0	0		
FURNITURE - FLORIDA	2004-02-13	7,000	3,500	SL	7 0000000000000	0	0		
IMPROVEMENTS - FLORIDA	2002-10-01	14,155	14,155	SL	15 0000000000000	0	0		
IMPROVEMENTS - FLORIDA	2004-03-08	4,240	1,199	SL	15 0000000000000	141	0		
IMPROVEMENTS - FLORIDA	2004-03-23	57,080	16,175	SL	15 0000000000000	1,903	0		
IMPROVEMENTS - FLORIDA	2004-05-04	6,768	1,921	SL	15 0000000000000	226	0		
IMPROVEMENTS - FLORIDA	2005-03-01	10,000	5,002	SL	15 0000000000000	667	0		
LAND IMPROVEMENTS - DANBURY	2005-03-01	10,000	5,002	SL	15 0000000000000	667	667		
LAND IMPROVEMENTS - DANBURY	2006-03-01	12,820	5,557	SL	15 0000000000000	855	855		
LAND IMPROVEMENTS - DANBURY	2005-03-01	700	281	SL	15 0000000000000	47	47		
FURNITURE - FLORIDA	2006-01-01	14,269	10,954	SL	7 0000000000000	2,038	0		
IMPROVEMENTS - FLORIDA	2006-01-01	13,179	4,505	SL	15 0000000000000	879	0		
FURNITURE - FLORIDA	2008-09-30	8,193	2,413	SL	7 0000000000000	585	0		
FURNITURE - FLORIDA	2010-01-19	5,802	1,035	SL	7 0000000000000	414	0		
IMPROVEMENTS - FLORIDA	2009-11-05	19,670	1,640	SL	15 0000000000000	656	0		
LEXMARK PRINTER	2013-04-15	2,250		SL	5 0000000000000	169	0		
CONFERENCE CHAIRS	2013-08-15	8,248		SL	10 0000000000000	103	0		
ROOF/SIDING/HVAC	2012-11-15	176,794		ADS	40 0000000000000	3,867	3,867		

TY 2012 General Explanation Attachment**Name:** THE WILLIAM H PITT FOUNDATION INC**EIN:** 22-2570737

Identifier	Return Reference	Explanation
GRANTS & CONTRIBUTIONS RECONCILIATION WITH PART XV LINE 3A	990-PF LINE 25 COLUMN D	GRANTS & CONTRIBUTIONS FROM FORM 990-PF PART XV, LINE 3A \$3,114,210PRIOR YEAR UNCASHED DISBURSEMENTS -11,000TOTAL TO FORM 990-PF, LINE 25 COLUMN D \$3,103,210

**TY 2012 Investments Corporate
Stock Schedule****Name:** THE WILLIAM H PITT FOUNDATION INC**EIN:** 22-2570737

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STATE STREET	3,072,702	3,072,702
MATTINGLY HITTING PRODUCTS	50,000	50,000
TD AMERITRADE	2,703,742	2,703,742

TY 2012 Investments - Land Schedule

Name: THE WILLIAM H PITT FOUNDATION INC

EIN: 22-2570737

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND - DANBURY	316,462	0	316,462	
BUILDING - DANBURY	219,323	73,111	146,212	
LAND IMPROVEMENTS - DANBURY	14,215	12,323	1,892	
LAND - DARIEN	387,207	0	387,207	
BUILDING - DARIEN	202,142	67,379	134,763	
LAND IMPROVEMENTS - DARIEN	25,651	22,230	3,421	
LAND - PARKWAY	700,760	0	700,760	
BUILDING - PARKWAY	204,017	68,004	136,013	
LAND IMPROVEMENTS - PARKWAY	10,223	8,865	1,358	
LAND - WESTPORT	612,939	0	612,939	
BUILDING - WESTPORT	667,061	222,352	444,709	
LAND IMPROVEMENTS - DANBURY	10,000	5,669	4,331	
LAND IMPROVEMENTS - DANBURY	12,820	6,412	6,408	
LAND IMPROVEMENTS - DANBURY	700	328	372	
ROOF/SIDING/HVAC	176,794	3,867	172,927	

TY 2012 Investments - Other Schedule**Name:** THE WILLIAM H PITT FOUNDATION INC**EIN:** 22-2570737

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LOEB MARATHON OFFSHORE FUND	AT COST	2,687,327	2,687,327
MARINER TRICADIA CREDIT STRATEGIES	AT COST	4,306,935	4,306,935
MARINER ATLANTIC FUND	AT COST	0	0
MARINER VOYAGER INTERNATIONAL	AT COST	602,487	602,487
TIPTREE FINANCIAL PARTNERS LP	AT COST	5,280,210	5,280,210
PALISADES OPPORTUNITIES FUND	AT COST	525,958	525,958
FIDELITY BUILDING COMPANY	AT COST	2,212,823	2,640,000
GUN MILL COMPANY	AT COST	539,598	1,090,667
QUARRY ROAD	AT COST	11,960,199	28,170,000
SOUNDVIEW FARMS LLC	AT COST	3,718,437	5,844,742
MARINER SILVERMINE OFFSHORE LLC	AT COST	7,625,974	7,625,974
PALISADES MEDIA ASSET FUND LLC	AT COST	0	65,390

TY 2012 Land, Etc. Schedule**Name:** THE WILLIAM H PITT FOUNDATION INC**EIN:** 22-2570737

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE - FLORIDA	10,000	10,000	0	
FURNITURE - FLORIDA	7,000	7,000	0	
IMPROVEMENTS - FLORIDA	14,155	14,155	0	
IMPROVEMENTS - FLORIDA	4,240	3,460	780	
IMPROVEMENTS - FLORIDA	57,080	46,618	10,462	
IMPROVEMENTS - FLORIDA	6,768	5,531	1,237	
IMPROVEMENTS - FLORIDA	10,000	5,669	4,331	
FURNITURE - FLORIDA	14,269	12,992	1,277	
IMPROVEMENTS - FLORIDA	13,179	5,384	7,795	
FURNITURE - FLORIDA	8,193	7,095	1,098	
FURNITURE - FLORIDA	5,802	4,350	1,452	
IMPROVEMENTS - FLORIDA	19,670	12,131	7,539	
LEXMARK PRINTER	2,250	169	2,081	
CONFERENCE CHAIRS	8,248	103	8,145	

TY 2012 Legal Fees Schedule

Name: THE WILLIAM H PITT FOUNDATION INC

EIN: 22-2570737

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	21,631	12,028		9,603

TY 2012 Other Assets Schedule

Name: THE WILLIAM H PITT FOUNDATION INC

EIN: 22-2570737

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSIT	6,850	5,600	5,600

TY 2012 Other Expenses Schedule

Name: THE WILLIAM H PITT FOUNDATION INC

EIN: 22-2570737

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & SUBSCRIPTIONS	216	108		108
INVESTMENT FEES	62,712	62,712		0
TELEPHONE	5,687	511		5,176
OFFICE & INTERNET	6,161	499		5,662
POSTAGE	1,795	180		1,615
CONTRIBUTIONS FROM PASS- THROUGH ENTITIES	125	0		125
PORTFOLIO DEDUCTIONS FROM PASS-THROUGH ENTITIES	69,612	69,612		0
NONDEDUCTIBLE EXPENSES FROM PASS-THROUGH ENTITIES	8,015	0		0
SOUNDVIEW FARMS, LLC (EIN 06- 0839046) SEC 1231 LOSS	587,175	587,175		0
OPERATING EXPENSES	165,189	100,270		0
UTILITIES	-559	-559		0
INSURANCE	4,978	4,978		0
UTILITIES	5,414	5,414		0
LANDSCAPING	3,932	3,932		0
AMORTIZATION	13,107	13,107		0

TY 2012 Other Income Schedule**Name:** THE WILLIAM H PITT FOUNDATION INC**EIN:** 22-2570737

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SECURITIES LITIGATION SETTLEMENTS	276	276	276
PUBLICLY-TRADED PARTNERSHIPS	-8,424	-8,424	-8,424
FIDELITY BUILDING COMPANY	155,113	155,113	155,113
GUN MILL COMPANY	76,336	76,336	76,336
SOUNDVIEW FARMS LLC	287,575	287,575	287,575
PALISADES OPPORTUNITIES FUND LLC	-24,546	-24,546	-24,546
QUARRY ROAD LOT 2 LLC	-256,172	-80,745	-256,172
QUARRY ROAD LOT 3 LLC	755,944	574,291	755,944
TIPTREE FINANCIAL PARTNERS LP	9,215	9,215	9,215
TIPTREE FINANCIAL PARTNERS LP	6,204	6,204	6,204
TIPTREE FINANCIAL PARTNERS LP	17,284	17,284	17,284
UNREALIZED GAINS/LOSSES	-4,043,877		-4,043,877

TY 2012 Other Professional Fees Schedule

Name: THE WILLIAM H PITT FOUNDATION INC

EIN: 22-2570737

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
APPRAISALS	3,300	3,300		0

TY 2012 Taxes Schedule**Name:** THE WILLIAM H PITT FOUNDATION INC**EIN:** 22-2570737

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL	4,379	2,189		2,190
FOREIGN TAXES WITHHELD	2,310	2,310		0
LICENSES & FEES	33	0		33
FEDERAL EXCISE TAX	72,598	0		0

TY 2012 Category 3 filer statement

Name: THE WILLIAM H PITT FOUNDATION INC

EIN: 22-2570737

Amount Of Indebtedness	Type Of Indebtedness	Name	Address	Identifying Number	Number Of Shares
0		WILLIAM H PITT FOUNDATION INC	400 ROYAL PALM WAY SUITE 304 PALM BEACH, FL 33480	22-2570737	75000

TY 2012 Category 3 filer statement**Name:** THE WILLIAM H PITT FOUNDATION INC**EIN:** 22-2570737

Amount Of Indebtedness	Type Of Indebtedness	Name	Address	Identifying Number	Number Of Shares
0		WILLIAM H PITT FOUNDATION INC	400 ROYAL PALM WAY SUITE 304 PALM BEACH, FL 33480	22-2570737	75000

TY 2012 Category 3 filer statement**Name:** THE WILLIAM H PITT FOUNDATION INC**EIN:** 22-2570737

Amount Of Indebtedness	Type Of Indebtedness	Name	Address	Identifying Number	Number Of Shares
0		WILLIAM H PITT FOUNDATION INC	400 ROYAL PALM WAY SUITE 304 PALM BEACH, FL 33480	22-2570737	75000

**TY 2012 Earnings and Profits Other
Adjustments Statement**

Name: THE WILLIAM H PITT FOUNDATION INC
EIN: 22-2570737

Description	Amount
UNREALIZED GAINS FROM INVESTMENTS	-1,698,608

**TY 2012 Earnings and Profits Other
Adjustments Statement**

Name: THE WILLIAM H PITT FOUNDATION INC
EIN: 22-2570737

Description	Amount
UNREALIZED GAINS FROM INVESTMENTS	-1,698,608

**TY 2012 Earnings and Profits Other
Adjustments Statement**

Name: THE WILLIAM H PITT FOUNDATION INC
EIN: 22-2570737

Description	Amount
UNREALIZED GAINS FROM INVESTMENTS	-7,296,626

TY 2012 Investment in Subsidiaries Statement

Name: THE WILLIAM H PITT FOUNDATION INC

EIN: 22-2570737

Description	Beginning Amount	Ending Amount
MARINER SILVERMINE INTERMEDIATE, LTD		11,250,127

TY 2012 Investment in Subsidiaries Statement**Name:** THE WILLIAM H PITT FOUNDATION INC**EIN:** 22-2570737

Description	Beginning Amount	Ending Amount
NARINER SILVERMINE FUND LTD		11,336,708

TY 2012 Itemized Other Current Liabilities Schedule**Name:** THE WILLIAM H PITT FOUNDATION INC**EIN:** 22-2570737

Corporation Name	Corporation EIN	Description	Beginning Amount	Ending Amount
MARINER SILVERMINE FUND LTD		SECURITIES SOLD SHORT		67,034,873
		REPURCHASE AGREEMENTS		67,523,285
		ACCRUED INTEREST		431,370
		UNREALIZED LOSS FROM OPEN FUTURES CONTRACT		162,828

TY 2012 Itemized Other Current Assets Schedule

Name: THE WILLIAM H PITT FOUNDATION INC

EIN: 22-2570737

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
MARINER SILVERMINE FUND OFFSHORE LTD		PREPAID EXPENSES		7,554

TY 2012 Itemized Other Current Assets Schedule

Name: THE WILLIAM H PITT FOUNDATION INC

EIN: 22-2570737

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
MARINER SILVERMINE INTERMEDIATE FUND LTD		PREPAID EXPENSES		3,054

TY 2012 Itemized Other Current Assets Schedule

Name: THE WILLIAM H PITT FOUNDATION INC

EIN: 22-2570737

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
MARINER SILVERMINE FUND LTD		INTEREST RECEIVABLE		540,283

TY 2012 Other Deductions Schedule**Name:** THE WILLIAM H PITT FOUNDATION INC**EIN:** 22-2570737

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
INCENTIVE FEE		57,399
INVESTMENT EXPENSES		533,408
COMMISSIONS & FEES		610
PROFESSIONAL FEES		26,059
MANAGEMENT FEES		83,967

TY 2012 Other Deductions Schedule**Name:** THE WILLIAM H PITT FOUNDATION INC**EIN:** 22-2570737

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
INCENTIVE FEE		57,399
INVESTMENT EXPENSES		533,408
COMMISSIONS & FEES		610
PROFESSIONAL FEES		26,059
MANAGEMENT FEES		60,254

TY 2012 Other Deductions Schedule

Name: THE WILLIAM H PITT FOUNDATION INC

EIN: 22-2570737

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
COMMISSIONS & FEES		472,239
PROFESSIONAL FEES		177,520

TY 2012 Itemized Other Investments Schedule**Name:** THE WILLIAM H PITT FOUNDATION INC**EIN:** 22-2570737

Corporation Name	Corporation EIN	Other Investments Description	Beginning Amount	Ending Amount
MARINER SILVERMINE FUND LTD		MARKETABLE SECURITIES		73,977,178
		REPURCHASE AGREEMENTS		62,670,760
		RECEIVABLE FROM BROKERS		23,579,270

TY 2012 Other Income Statement**Name:** THE WILLIAM H PITT FOUNDATION INC**EIN:** 22-2570737

Description	Foreign Amount	Amount
UNREALIZED GAIN FROM INVESTMENTS		1,698,608

TY 2012 Other Income Statement

Name: THE WILLIAM H PITT FOUNDATION INC


EIN: 22-2570737

Description	Foreign Amount	Amount
UNREALIZED GAIN FROM INVESTMENTS		1,698,608

TY 2012 Other Income Statement**Name:** THE WILLIAM H PITT FOUNDATION INC**EIN:** 22-2570737

Description	Foreign Amount	Amount
UNREALIZED GAIN FROM INVESTMENTS		7,296,626

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 CONNECTICUT 115 N EAGLEVILLE ROAD MANSFIELD,CT 06268	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	10,000
UNIVERSITY OF FLORIDA PO BOX 114025 GAINESVILLE,FL 32611	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	10,000
UNQUOWA SCHOOL 981 STRATFIELD ROAD FAIRFIELD,CT 06825	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	20,000
VILLA MARIA EDUCATION CENTER 161 SKY MEADOW DRIVE STAMFORD,CT 06903	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	20,000
WATERSIDE SCHOOL 535 FAIRFIELD AVENUE STAMFORD,CT 06902	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	90,000
WEIL CORNELL MEDICAL COLLEGE 1300 YORK AVENUE NEW YORK,NY 10065	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	15,000
WEST PALM BEACH LIBRARY FOUNDATION INC 411 CLEMATIS STREET WEST PALM BEACH,FL 33401	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	10,000
WILLIAM PITT CHILD DEVELOPMENT CENTER 195 HILLANDALE AVENUE STAMFORD,CT 06902	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	25,000
YALE CENTER FOR FAITH & CULTURE 157 CHURCH STREET NEW YORK,NY 065102100	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	30,000
YERWOOD CENTER 90 FAIRFIELD AVENUE STAMFORD,CT 06902	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	15,000
YMCA OF THE PALM BEACHES 2085 SOUTH CONGRESS AVENUE WEST PALM BEACH,FL 33406	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	20,000
Total  3a				3,114,210

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>				
SUSAN G KOMEN BREAST CANCER FOUNDATION 5305 GREENWOOD AVENUE SUITE 103 WEST PALM BEACH,FL 33407	NONE	HEALTH CARE	CHARITABLE EXEMPT PURPOSE	5,000
TEACH FOR AMERICA - CONNECTICUT 142 TEMPLE STREET NEW HAVEN,CT 06510	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	25,000
TEXAS AGRICULTURE LAND TRUST PO BOX 6152 SAN ANTONIO,TX 78209	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	5,000
THE BREAST CANCER RESEARCH FOUNDATION 60 EAST 56TH STREET 8TH FLOOR NEW YORK,NY 10022	NONE	HEALTH CARE RESEARCH	CHARITABLE EXEMPT PURPOSE	12,500
THE BRICK CHURCH SCHOOL 62 E 92ND STREET NEW YORK,NY 10128	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	10,000
THE BUDDY PROGRAM 110 EAST HALLAM STREET SUITE 125 ASPEN,CO 81611	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	4,500
THE CHAPIN SCHOOL 100 EAST END AVENUE NEW YORK,NY 101300041	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	10,000
THE KINGS ACADEMY 2345 3RD AVENUE NEW YORK,NY 10035	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	1,000
THE KINGS COLLEGE 56 BROADWAY NEW YORK,NY 10004	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	25,000
THE PALM BEACH FLAPPERS 277 ROYAL POINCIANA WAY 206 PALM BEACH,FL 33480	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	1,000
THE POSSE FOUNDATION 14 WALL STREET SUITE 8A-60 NEW YORK,NY 10005	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	5,000
THE RYAN LICHT SANG BIPOLAR FOUNDATION 875 N MICHIGAN AVENUE SUITE 3100 CHICAGO,IL 60611	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	1,000
THE UMBRELLA CLUB PO BOX 112238 STAMFORD,CT 06911	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	2,500
TRINITY CATHOLIC HIGH SCHOOOL 926 NEWFIELD AVENUE STAMFORD,CT 06905	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	22,500
UNIVERSITY OF CONNECTICUT - STAMFORD 1 UNIVERSITY PLACE STAMFORD,CT 06901	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	35,000

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>				
POINCIANA DAY SCHOOL 1340 KENWOOD DRIVE WEST PALM BEACH,FL 33401	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	10,000
PRESERVATION FOUNDATION OF PALM BEACH 311 PERUVIAN AVENUE PALM BEACH,FL 33480	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	40,000
ROOSEVELT HIGH SCHOOL CLASS OF '57 PO BOX 9124 RIVIERA BEACH,FL 33419	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	10,000
SACRED HEART UNIVERSITY 5151 PARK AVENUE FAIRFIELD,CT 068251000	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	50,000
SHELBURNE MUSEUM US ROUTE 7 SHELBURNE,VT 05482	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	65,000
SHEPERDS INC PO BOX 320513 FAIRFIELD,CT 06432	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	20,000
SILVERMINE ARTS CENTER 1037 SILVERMINE ROAD NEWCANAAN,CT 06840	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	5,000
ST CLARE SCHOOL 821 PROSPERITY FARMS ROAD NORTH PALM BEACH,FL 33408	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	71,000
ST EDWARDS SCHOOL 1895 SAINT EDWARDS DRIVE VERO BEACH,FL 32963	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	10,000
ST JOSEPH'S HIGH SCHOOL 2320 HUNTINGTON TURNPIKE TRUMBULL,CT 06611	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	12,500
ST LAWRENCE UNIVERSITY 23 ROMODA DRIVE CANTON,NY 13617	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	10,000
ST LUKE'S SCHOOL PO BOX 1148 NEWCANAAN,CT 06840	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	10,000
ST JUDES CHILDRENS HOSPITAL 501 ST JUDE PLACE MEMPHIS,TN 381059959	NONE	HEALTH CARE INSTITUT	CHARITABLE EXEMPT PURPOSE	5,000
SUL ROSS STATE UNIVERSITY EAST HIGHWAY 90 ALPINE,TX 79832	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	15,000
SUMMER THEATER OF NEW CANAAN 70 PINE STREET NEWCANAAN,CT 06840	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	15,000

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>				
MARFA BALLROOM 108 E SAN ANTONIO MARFA,TX 79843	NONE	PUBLIC CHARITY	PUBLIC CHARITY	10,000
MARFA PUBLIC RADIO 111 SOUTH HIGHLAND AVENUE MARFA,TX 79843	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	7,500
MARGOUX'S MIRACLE FOUNDATION 2601 MW 29TH DRIVE BOCA RATON,FL 33434	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	54,000
MARINE LIFE CENTER OF JUNO BEACH 14200 US HIGHWAY ONE JUNO BEACH,FL 33408	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	100
MCGIVNEY CENTER PO BOX 5220 BRIDGEPORT,CT 06610	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	45,000
MD ANDERSEN CANCER CENTER UNIVERSITY OF TEXAS PO BOX 4470 HOUSTON,TX 77210	NONE	HEALTH CARE RESEARCH	CHARITABLE EXEMPT PURPOSE	25,000
MUSEUM OF THE BIG BEND 400 N HARRISON STREET SUITE C-101 ALPINE,TX 79832	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	10,000
MYSTIC SEAPORT 75 GREENMANVILLE AVENUE MYSTIC,CT 06355	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	35,000
NATIONAL CAMPAIGN TO STOP THE VIOLENCE 910 17TH STREET NW SUITE 200 WASHINGTON,DC 20006	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	30,000
NATIONAL HIGH SCHOOL MUSIC THEATER AWARDS 226 WEST 47TH STREET 9TH FLOOR NEW YORK,NY 10036	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	10,000
NAVY LEAGUE PALM BEACH COUNTY 277 ROYAL POINCIANNA WAY 112 PALM BEACH,FL 33480	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	2,000
NECESSITIES INC 46 CATOONAH STREET RIDGEFIELD,CT 06877	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	15,000
NEW CANAAN HIGH SCHOOL SCHOLARSHIP FUND 11 FARM ROAD NEW CANAAN,CT 06840	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	2,500
NEW CANAAN YMCA 564 SOUTH AVENUE NEW CANAAN,CT 06840	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	2,500
NEW HOPE CHARITIES INC 626 NORTH DIXIE HIGHWAY WEST PALM BEACH,FL 33401	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	14,400

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>				
NEW YORK PRESBYTERIANWEILL CORNELL MEDICAL CENTER 525 E 68TH STREET BOX 123 NEW YORK,NY 10065	NONE	HEALTH CARE INSTITUT	CHARITABLE EXEMPT PURPOSE	20,000
NEXT STAGE ARTS PROJECT INC 15 KIMBALL HILL PUTNEY,VT 05346	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	5,000
NORWALK COMMUNITY COLLEGE FOUNDATION 188 RICHARDS AVENUE NORWALK,CT 06854	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	20,000
NOTRE DAME HIGH SCHOOL 220 JEFFERSON STREET FAIRFIELD,CT 06432	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	30,000
OXBRIDGE ACADEMY FOUNDATION INC 3151 N MILITARY TRAIL WEST PALM BEACH,FL 33409	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	125,000
OXBRIDGE ACADEMY 3151 N MILITARY TRAIL WEST PALM BEACH,FL 33409	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	145,000
PALM BEACH CIVIC ASSOCIATION 139 N COUNTY ROAD PALM BEACH,FL 33480	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	3,000
PALM BEACH DAY ACADEMY 241 SEAVIEW AVENUE PALM BEACH,FL 33480	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	322,500
PALM BEACH POLICE FOUNDATION 350 SOUTH COUNTY ROAD SUITE 102 PALM BEACH,FL 33480	NONE	PUBLIC SAFETY	CHARITABLE EXEMPT PURPOSE	10,100
PALM BEACH STATE COLLEGE 4200 S CONGRESS AVENUE LAKE WORTH,FL 33461	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	1,400
PALM BEACH ZOO 1301 SUMMIT BLVD WEST PALM BEACH,FL 334053098	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	11,500
PAR 3 FOUNDATION INC 400 ROYAL PALM WAY SUITE 304 PALM BEACH,FL 33480	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	35,800
PEGGY ADAMS ANIMAL RESCUE LEAGUE 3200 N MILITARY TRAIL WEST PALM BEACH,FL 334092733	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	82,500
PERSON TO PERSON 1864 POST ROAD DARIEN,CT 06820	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	20,000
PETER PAN CHILDREN'S FUND PO BOX 388 POUND RIDGE,NY 10576	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	25,000

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>				
FLORIDA STATE UNIVERSITY 600 WEST COLLEGE AVENUE TALLAHASSEE,FL 32306	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	15,000
FRIENDS OF FORT DAVIS NATIONAL HISTORIC SITE BOX 1023 FORT DAVIS,TX 79734	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	3,500
GLADES ACADEMY FOUNDATION INC ONE NORTH CLEMATIS STREET SUITE 200 WEST PALM BEACH,FL 33401	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	101,000
GREENWICH ACADEMY 200 NORTH MAPLE AVENUE GREENWICH,CT 06830	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	20,000
HISTORICAL SOCIETY OF PALM BEACH COUNTY 300 N DIXIE HIGHWAY WEST PALM BEACH,FL 33401	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	2,500
HOPITAL ALBERT SCHWEITZER 2840 LIBERTY AVENUE SUITE 201 PITTSBURGH,PA 15222	NONE	HEALTH CARE	CHARITABLE EXEMPT PURPOSE	5,000
HOSPICE FOUNDATION OF PALM BEACH COUNTY INC 5300 EAST AVENNUE WEST PALM BEACH,FL 33407	NONE	HEALTH CARE	CHARITABLE EXEMPT PURPOSE	6,500
HOUSATONIC COMMUNITY COLLEGE 900 LAFAYETTE BLVD BRIDGEPORT,CT 06604	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	34,000
KING & LOW HEYWOOD THOMAS SCHOOL 1450 NEWFIELD AVENUE STAMFORD,CT 06905	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	20,000
KOLBE CATHOLIC HIGH SCHOOL 33 CALHOUN PLACE BRIDGEPORT,CT 06604	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	25,000
LANDMARK COLLEGE 1 RIVER ROAD S PUTNEY,VT 05346	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	20,000
LAURALTON HALL 200 HIGH STREET MILFORD,CT 06460	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	20,000
LITERARY PARTNERS 17-19 MARBLE AVENUE PLEASANTVILLE,NY 10570	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	3,000
LOGGERHEAD MARINE LIFE CENTER 14200 US HIGHWAY ONE JUNO BEACH,FL 33408	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	4,000
MARCH OF DIMES 140 SHERMAN STREET 200 FAIRFIELD,CT 06824	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT 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>				
CENTER FOR CREATIVE EDUCATION 425 24TH STREET WEST PALM BEACH, FL 334075401	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	75,000
CENTRAL OKLAHOMA HUMANE SOCIETY DISASTER RELIEF FUND 300 N MAY AVENUE SUITE 400-281 OKLAHOMA CITY, OK 73120	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	5,000
CHILDREN'S STOREFRONT 70 EAST 129TH STREET NEWYORK,NY 10035	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	20,000
CONNECTICUT SPECIAL OLYMPICS 2666 STATE STREET SUITE 1 HAMDEN, CT 06517	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	10,000
COUNTY COLLEGE OF MORRIS FOUNDATION 214 CENTER GROVE ROAD RANDOOLPH, NJ 07869	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	25,000
DESIGN ONSCREEN 789 SHERMAN STREET SUITE 130 DENVER, CO 80203	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	5,000
DIOCESE OF BRIDGEPORT 238 JEWETT AVENUE BRIDGEPORT, CT 06606	NONE	CHURCH INSTITUTION	CHARITABLE EXEMPT PURPOSE	50,000
DOMUS FOUNDATION 417 SHIPPAN AVENUE STAMFORD, CT 06902	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	50,000
ELAYNE & DONALD FLAMM FOUNDATION 400 ROYAL PALM WAY SUITE 304 PALM BEACH, FL 33480	NONE	PRIVATE FOUNDATION	CHARITABLE EXEMPT PURPOSE	40,000
FAIRFIELD COLLEGE PREPARATORY SCHOOL 1073 NORTH BENSON ROAD FAIRFIELD, CT 06824	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	20,000
FAIRFIELD MUSEUM 370 BEACH ROAD FAIRFIELD, CT 06824	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	5,000
FAIRFIELD UNIVERSITY 1073 NORTH BENSON ROAD FAIRFIELD, CT 06824	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	60,000
FATHER PAT O'NEIL 8901 DICKENS AVENUE MIAMI BEACH, FL 33154	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	1,000
FIRST PRESBYTERIAN CHURCH OF NEW CANAAN 178 OENOKE RIDGE ROAD NEW CANAAN, CT 06840	NONE	CHURCH INSTITUTION	CHARITABLE EXEMPT PURPOSE	10,000
FLORIDA STATE UNIVERSITY COLLEGE OF LAW 425 W JEFFERSON STREET TALLAHASSEE, FL 32301	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	50,000

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	
			-289
			-639
			-1,695
			428
			4,764
			331
			9,978
			9,377
			4,798
			8,024
			7,855
			2,385
			7,320
			1,659
			546
			55
			2,625
			202
			2,310
			5,245
			8,823
			0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACHIEVEMENT FIRST BRIDGEPORT 403 JAMES STREET NEW HAVEN,CT 06513	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	250,000
AFTER SCHOOL ALL STARS 1400 EYE STREET SUITE 500 WASHINGTON,DC 20005	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	2,500
ALZEIMER'S ASSOCIATION PO BOX 96011 WASHINGTON,DC 20090	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	500
AMERICAN RED CROSS PO BOX 4002018 DES MOINES,IA 50340	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	10,000
BIJOU THEATER 275 FAIRFIELD AVENUE BRIDGEPORT,CT 06604	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	5,000
BOY SCOUTS OF AMERICAGULFSTREAM COUNCIL 8335 N MILITARY TRAIL PALM BEACH GARDENS,FL 33410	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	10,000
BOYS & GIRLS CLUB OF HARTFORD 170 SIGOURNEY STREET HARTFORD,CT 06105	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	25,000
BOYS & GIRLS CLUB OF PALM BEACH COUNTY 800 NORTHPOINT PARKWAY WEST PALM BEACH,FL 33407	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	79,710
BOYS & GIRLS CLUB OF STAMFORD 347 STILLWATER AVENUE STAMFORD,CT 06902	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	25,000
BOYS CLUB OF NEW YORK 287 EAST 10TH STREET NEW YORK,NY 10090	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	1,000
BRIGHAM AND WOMEN'S HOSPITAL 75 FRANCIS STREET BOSTON,MA 02115	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	1,000
BRUNSWICK SCHOOL 100 MAHER AVENUE GREENWICH,CT 06830	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	20,000
CAMPBELL UNIVERSITY 110 MAIN STREET BUIES CREEK,NC 27506	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	23,000
CARDINAL NEWMAN HIGH SCHOOL 512 SPENCER DRIVE WEST PALM BEACH,FL 33409	NONE	EDUCATIONAL INSTITUT	CHARITABLE EXEMPT PURPOSE	56,500
CASITA MARIA INC 111 CHERRY STREET NEW CANAAN,CT 06840	NONE	PUBLIC CHARITY	CHARITABLE EXEMPT PURPOSE	700

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	
			1,909
			2,184
			5,477
			1,816
			1,960
			288
			6,163
			4,115
			2,709
			5,499
			1,859
			3,613
			4,215
			2,406
			8,914
			4,772
			2,878
			1,086
			2,892
			1,559
			3,988
			3,008
			4,231
			700
			1,418
			5,309
			4,064
			2,251
			2,251
			-3,395

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	
			-1,469
			135
			-8
			-336
			4,078
			-50
			0
			0
			0
			12,052
			6,256
			3,502
			7,265
			9,977
			-2,504
			-1,051
			272
			8,198
			99
			-3,685
			-765
			2,991
			2,737
			4,759
			4,146
			3,938
			6,733
			10,052
			3,796
			4,010

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	
			613,237
			4,959,498
			134,408
			-48
			0
			-71
			-1
			131
			232
			7,893
			11,600
			183
			61
			197
			355
			-52
			147
			14
			85
			-78
			691
			241
			246
			-475
			103
			16
			-54
			56
			1,476
			-69

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)
4,176		4,465	-289
4,214		4,853	-639
7,922		9,617	-1,695
8,596		8,168	428
25,875		21,111	4,764
1,800		1,469	331
26,217		16,239	9,978
27,360		17,983	9,377
17,464		12,666	4,798
21,010		12,986	8,024
15,936		8,081	7,855
7,244		4,859	2,385
28,251		20,931	7,320
7,457		5,798	1,659
13,193		12,647	546
416		361	55
19,256		16,631	2,625
1,108		906	202
20,973		18,663	2,310
19,730		14,485	5,245
26,518		17,695	8,823
			0

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)
4,847		2,938	1,909
5,002		2,818	2,184
12,386		6,909	5,477
6,362		4,546	1,816
5,907		3,947	1,960
796		508	288
20,962		14,799	6,163
11,494		7,379	4,115
8,804		6,095	2,709
14,233		8,734	5,499
7,609		5,750	1,859
15,218		11,605	3,613
13,150		8,935	4,215
22,626		20,220	2,406
21,802		12,888	8,914
22,895		18,123	4,772
12,374		9,496	2,878
5,823		4,737	1,086
9,265		6,373	2,892
9,643		8,084	1,559
13,095		9,107	3,988
8,446		5,438	3,008
11,825		7,594	4,231
2,112		1,412	700
4,678		3,260	1,418
17,544		12,235	5,309
15,609		11,545	4,064
13,751		11,500	2,251
13,751		11,500	2,251
13,921		17,316	-3,395

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)
13,651		15,120	-1,469
22,578		22,443	135
14,506		14,514	-8
737		1,073	-336
20,800		16,722	4,078
5,000		5,050	-50
5,000		5,000	0
5,000		5,000	0
5,000		5,000	0
35,763		23,711	12,052
20,121		13,865	6,256
10,134		6,632	3,502
20,507		13,242	7,265
27,563		17,586	9,977
17,397		19,901	-2,504
20,913		21,964	-1,051
4,442		4,170	272
35,168		26,970	8,198
451		352	99
34,095		37,780	-3,685
19,191		19,956	-765
8,091		5,100	2,991
8,315		5,578	2,737
10,086		5,327	4,759
16,542		12,396	4,146
9,660		5,722	3,938
21,083		14,350	6,733
33,047		22,995	10,052
8,179		4,383	3,796
9,087		5,077	4,010

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)
867,516		254,279	613,237
9,778,096		4,818,598	4,959,498
2,587,161		2,452,753	134,408
1,215		1,263	-48
2		2	0
2,124		2,195	-71
12		13	-1
1,240		1,109	131
2,441		2,209	232
18,212		10,319	7,893
30,394		18,794	11,600
4,772		4,589	183
13,561		13,500	61
4,702		4,505	197
15,355		15,000	355
30,177		30,229	-52
15,147		15,000	147
4,514		4,500	14
22,561		22,476	85
5,906		5,984	-78
24,775		24,084	691
6,019		5,778	241
6,289		6,043	246
44,257		44,732	-475
6,103		6,000	103
11,974		11,958	16
5,706		5,760	-54
6,056		6,000	56
31,299		29,823	1,476
6,090		6,159	-69

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)
115 SHARES FREEPORT MCMORAN	P	2011-11-09	2012-12-05
125 SHARES FREEPORT MCMORAN	P	2011-11-09	2013-01-18
235 SHARES FREEPORT MCMORAN	P	2012-01-11	2013-01-18
255 SHARES FREEPORT MCMORAN	P	2012-05-31	2013-01-18
575 SHARES HASBRO INC	P	2012-02-06	2013-06-28
40 SHARES HASBRO INC	P	2012-02-29	2013-06-28
655 SHARES GAMESTOP CORP	P	2013-03-11	2013-06-24
670 SHARES MEREDITH CORP	P	2012-11-01	2013-02-14
670 SHARES PVR PARTNERS LP	P	2011-12-02	2013-07-25
680 SHARES CINEMARK HOLDINGS INC	P	2011-03-25	2013-05-07
220 SHARES HJ HEINZ	P	2009-06-10	2013-02-14
100 SHARES HJ HEINZ	P	2011-01-12	2013-02-14
390 SHARES HJ HEINZ	P	2012-06-22	2013-02-14
260 SHARES ENBRIDGE ENERGY PARTNERS LP	P	2011-07-05	2013-01-02
460 SHARES ENBRIDGE ENERGY PARTNERS LP	P	2012-09-06	2013-01-02
15 SHARES ENBRIDGE ENERGY PARTNERS LP	P	2011-03-23	2012-12-31
695 SHARES ENBRIDGE ENERGY PARTNERS LP	P	2011-05-10	2012-12-31
40 SHARES ENBRIDGE ENERGY PARTNERS LP	P	2011-07-05	2012-12-31
775 SHARES ENBRIDGE ENERGY PARTNERS LP	P	2011-03-23	2012-12-17
835 SHARES H&R BLOCK INC	P	2012-09-27	2013-02-05
930 SHARES CINEMARK HOLDINGS INC	P	2011-03-18	2013-02-07
	P		

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)
80 SHARES HJ HEINZ	P	2009-06-10	2013-02-13
105 SHARES MEREDITH CORP	P	2012-11-01	2013-06-28
260 SHARES MEREDITH CORP	P	2012-11-09	2013-06-28
210 SHARES RPM CORP	P	2001-08-01	2013-01-07
195 SHARES RPM CORP	P	2011-08-08	2013-01-02
15 SHARES RAYONIER INC	P	2010-10-21	2013-01-04
395 SHARES RAYONIER INC	P	2011-10-05	2013-01-04
235 SHARES RAYONIER INC	P	2010-06-14	2012-09-26
180 SHARES RAYONIER INC	P	2010-10-21	2012-09-26
435 SHARES LEGGETT & PLATT INCORPORATED	P	2010-01-08	2013-03-25
145 SHARES PLUM CREEK TIMBER CO INC	P	2012-02-03	2013-05-23
290 SHARES PLUM CREEK TIMBER CO INC	P	2012-05-01	2013-05-23
445 SHARES LEGGETT & PLATT INCORPORATED	P	2010-01-08	2013-01-25
460 SHARES GREIF BROS CORP	P	2012-12-12	2013-05-13
485 SHARES MEREDITH CORP	P	2012-11-09	2013-08-19
495 SHARES HASBRO INC	P	2012-02-06	2013-09-13
340 SHARES AT&T INC	P	2011-02-01	2012-10-11
160 SHARES AT&T INC	P	2012-01-26	2012-10-11
245 SHARES CINCINNATI FINANCIAL	P	2009-09-23	2012-09-26
255 SHARES CINCINNATI FINANCIAL	P	2011-04-21	2012-09-26
525 SHARES H&R BLOCK INC	P	2012-09-27	2013-03-07
200 SHARES UNILEVER PLC	P	2010-07-09	2013-06-03
280 SHARES UNILEVER PLC	P	2010-09-08	2013-06-03
50 SHARES UNILEVER PLC	P	2010-09-23	2013-06-03
120 SHARES UNILEVER PLC	P	2010-06-03	2013-02-26
450 SHARES UNILEVER PLC	P	2010-07-09	2013-02-26
575 SHARES LEGGETT & PLATT INCORPORATED	P	2010-01-08	2012-11-05
290 SHARES PLUM CREEK TIMBER CO INC	P	2012-05-01	2013-01-25
290 SHARES PLUM CREEK TIMBER CO INC	P	2012-05-01	2013-01-25
450 SHARES FREEPORT-MCMORAN	P	2011-11-01	2012-12-05

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)
109 SHARES SPDR GOLD TR GOLD SHS ETF	P	2013-05-13	2013-06-20
363 SHARES SPDR INTL GOVT INFL PROT BOND ETF	P	2013-02-25	2013-04-03
247 SHARES SPDR BARCLAYS INTERN TREASURY BD ETF	P	2013-02-25	2013-04-03
OPTIONS TRANSACTIONS FROM T D AMERITRADE ACCOUNT #922058141	P	2013-01-01	2013-12-31
\$20,000 JEFFERSON GA 8% DUE 8/1/2017	P	2009-01-09	2013-04-30
\$5,000 AFCO OBLIGOR LLC	P	2012-07-20	2012-12-01
\$5,000 DEKALB COUNTY 8 25% 7/1/2015	P	2011-08-25	2013-07-01
\$5,000 LASALLE TX PUB FAC 9 5%	P	2010-09-01	2013-03-01
\$5,000 NEW JERSEY ECON DEV 10%	P	2011-08-04	2012-11-01
1,010 SHARES CONAGRA INC	P	2011-03-15	2013-04-02
685 SHARES RPM CORP	P	2011-08-08	2013-02-21
345 SHARES RPM CORP	P	2011-08-16	2013-02-21
465 SHARES A J GALLAGHER	P	2011-08-01	2013-09-12
625 SHARES A J GALLAGHER	P	2011-08-03	2013-09-12
470 SHARES CLIFFS NATURAL RESOURCES	P	2011-08-14	2012-10-26
565 SHARES CLIFFS NATURAL RESOURCES	P	2012-08-24	2012-10-26
120 SHARES CLIFFS NATURAL RESOURCES	P	2012-09-05	2012-10-26
1,170 SHARES CONAGRA	P	2011-03-02	2012-12-19
15 SHARES CONAGRA	P	2011-03-15	2012-12-19
1,480 SHARES CA INC	P	2012-06-06	2012-10-26
1 950 SHARES CYPRESS SEMICONDUCTOR	P	2013-02-01	2013-09-24
190 SHARES MEREDITH CORP	P	2012-11-01	2013-05-20
225 SHARES GAMESTOP CORP	P	2013-03-11	2013-05-03
230 SHARES SEAGATE TECHNOLOGY	P	2012-06-22	2013-06-11
265 SHARES LYONDELLBASELL INDUSTRIES	P	2012-09-04	2013-01-25
285 SHARES LEGGETT & PLATT	P	2010-01-08	2013-05-20
305 SHARES ABBOTT LABORATORIES	P	2011-01-31	2012-10-17
315 SHARES LOCKHEED MARTIN CORP	P	2010-09-29	2013-06-03
135 SHARES HJ HEINZ	P	2009-02-25	2013-02-13
150 SHARES HJ HEINZ	P	2009-04-06	2013-02-13

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)
255 7704 SHARES MARINER TRICADIA CREDIT STRATEGIES FUND	P	2005-06-30	2013-06-30
2,506 9850 SHARES MARINER ATLANTIC LTD CLASS A FUND	P	2001-11-30	2013-06-30
19,360 03511 SHARES LOEB OFFSHORE FUND LTD CLASS B	P	2011-11-09	2013-07-01
234 580 SHARES INVESCO SENIOR INCOME TRUST	P	2012-10-01	2013-09-03
0 415 SHARES INVESCO SENIOR INCOME TRUST	P	2012-10-01	2013-09-04
167 944 SHARES INVESCO DYNAMIC CREDIT OPP FUND	P	2012-10-01	2013-09-03
0 966 SHARES INVESCO DYNAMIC CREDIT OPP FUND	P	2012-10-01	2014-09-03
239 420 SHARES INVESCO SENIOR INCOME TRUST	P	2011-10-01	2013-09-03
193 056 SHARES INVESCO DYNAMIC CREDIT OPP FUND	P	2011-10-01	2013-09-03
3,517 SHARES INVESCO SENIOR INCOME TRUST	P	2011-10-01	2013-09-03
2,406 SHARES DYNAMIC CREDIT OPP FUND	P	2011-10-01	2013-09-03
271 SHARES ALPS ETF TRUST ALERIAN MLP	P	2013-02-25	2013-04-03
1,216,216 SHARES AQR DIVERSIFIED ARBITRAGE I	P	2013-02-25	2013-04-03
372 020 SHARES DWS INVESTMENTS RREEF GLBL INFRASTRUCTURE INST	P	2013-02-25	2013-04-03
394 529 SHARES DIREXION FUNDS MANAGED FUTURES STRATEGY I	P	2013-02-25	2013-04-03
2,654 086 SHARES DOUBLELINE TOTAL RETURN BOND I	P	2013-02-25	2013-04-03
1,628 664 SHARES ALPS FUNDS ASPEN MANAGED FUTURES I	P	2013-02-25	2013-04-03
4,513 59 SHARES HIGHLAND LONG/SHORT HEALTHCARE A	P	2013-02-25	2013-04-03
186 SHARES ISHARES TIPS BOND ETF	P	2013-02-25	2013-04-03
140 SHARES ISHARES MSCI EMERGING MKTS ETF	P	2013-02-26	2013-04-03
420 SHARES ISHARES MSCI EAFE ETF	P	2013-02-26	2013-04-03
65 SHARES ISHARES RUSSELL 2000 ETF	P	2013-02-26	2013-04-03
90 SHARES ISHARES US REAL ESTATE ETF	P	2013-02-26	2013-04-03
401 SHARES ISHARES NATIONAL AMT-FREE MUNI BND ETF	P	2013-02-25	2013-04-03
369 004 SHARES MAINSTAY FUNDS MARKETFIELD FUND CL I	P	2013-02-25	2013-04-03
109 SHARES PIMCO TOTAL RETURN ETF	P	2013-02-25	2013-04-03
210 SHARES POWERSHARES DB COMM IND FD ETF	P	2013-02-26	2013-04-03
231 660 PROFUNDS RISING US DOLLAR FD INV	P	2013-02-25	2013-04-03
200 SHARES SPDR TR S&P 500 ETF TR	P	2013-02-26	2013-04-03
40 SHARES SPDR GOLD TR GOLD SHS ETF	P	2013-02-26	2013-04-03

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment
Sequence No **179**

Name(s) shown on return
THE WILLIAM H PITT FOUNDATION INC

Business or activity to which this form relates
RESIDENTIAL, WESTPORT, CT

Identifying number

22-2570737

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6				
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A			
17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	17,104
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	2012-11	176,794	40 yrs	MM	S/L	3,867

Part IV Summary (see instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	20,971
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No						24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment
Sequence No **179**

Name(s) shown on return
THE WILLIAM H PITT FOUNDATION INC

Business or activity to which this form relates
FORM 990-PF PAGE 1

Identifying number

22-2570737

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6				
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	7,509
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		2,250	5 0	HY	S/L	169
c 7-year property						
d 10-year property		8,248	10 0	HY	S/L	103
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	7,781
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No						24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	