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
TORTUGA FOUNDATION

A Employer identification number
51-0245279

Number and street (or P O box number if mail is not delivered to street address)
C/O SACKS PRESS 600 THIRD AVENUE

Room/suite

B Telephone number (see instructions)
(212) 682-6640

City or town, state, and ZIP code
NEW YORK, NY 10016

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 27,149,672

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	**(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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	429,495	429,495		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,275,476			
	b	Gross sales price for all assets on line 6a 12,382,189				
	7	Capital gain net income (from Part IV, line 2)		2,275,476		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	2,704,971	2,704,971		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,000	3,000		0
	c	Other professional fees (attach schedule)	244,231	244,231		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	896	0		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	286	286		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	248,413	247,517		0
	25	Contributions, gifts, grants paid	965,000			965,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,213,413	247,517		965,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,491,558			
	b	**Net investment income** (if negative, enter -0-)		2,457,454		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	32,122	416,359	416,359
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	23,175,983	24,272,514	26,733,313
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	23,208,105	24,688,873	27,149,672
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	10,790	0	
	23	**Total liabilities** (add lines 17 through 22)	10,790	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	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	23,197,315	24,688,873	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	23,197,315	24,688,873	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	23,208,105	24,688,873	

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	23,197,315
2	Enter amount from Part I, line 27a	2	1,491,558
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	24,688,873
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	24,688,873

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)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	2,275,476
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	123,000	28,659,702	0 004292
2010	1,861,512	23,521,236	0 079142
2009	941,938	22,270,700	0 042295
2008	765,000	22,469,173	0 034047
2007	1,135,308	22,506,807	0 050443

2	**Total** of line 1, column (d).	2	0 210219
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 042044
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	29,136,622
5	Multiply line 4 by line 3.	5	1,225,020
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	24,575
7	Add lines 5 and 6.	7	1,249,595
8	Enter qualifying distributions from Part XII, line 4.	8	965,000

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	49,149
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	49,149
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	49,149
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	645		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	645
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	780
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	49,284
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
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?	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)?	1b		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 ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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) ▶			
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 ▶SACKS PRESS LACHER PC Telephone no ▶(212) 682-6640

Located at ▶600 THIRD AVENUE NEW YORK NY ZIP +4 ▶10016

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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.

			Line	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?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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?	☐ Yes ☑ 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?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		No

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MILDRED SICELOFF C/O SACKS 600 THIRD AVENUE NEW YORK, NY 10016	PRES 5 00	0	0	0
PATRICIA LIVINGSTON C/O SACKS 600 THIRD AVENUE NEW YORK, NY 10016	SEC'Y 5 00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 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	29,356,087
b	Average of monthly cash balances	1b	224,240
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	29,580,327
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	29,580,327
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	443,705
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,136,622
6	**Minimum investment return.** Enter 5% of line 5	6	1,456,831

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	1,456,831
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 49,149		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	49,149
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,407,682
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,407,682
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	1,407,682

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	965,000
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	965,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	965,000

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				1,407,682
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			910,099	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 965,000				
a Applied to 2011, but not more than line 2a			910,099	
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.				54,901
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,352,781
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				965,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

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					
4 Dividends and interest from securities. . . .			14	429,495	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	2,275,476	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		2,704,971	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 2,704,971

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2013-10-23	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
STEVEN L SACKS	STEVEN L SACKS			P00192737
Firm's name	SACKS PRESS & LACHER PC		Firm's EIN 13-3050313	
Firm's address	600 THIRD AVENUE NEW YORK, NY 100161901		Phone no (212) 682-6640	

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)
3M COMPANY - 21000 SHS	P		
SECURITIES LITIGATION SETTLEMENTS	P		
COACH INC -1172 SHS	P	2012-06-09	2013-01-23
COACH INC -2898 SHS	P	2012-06-08	2013-01-23
MEAD JOHNSON NUTRITION CO COM -1218 SHS	P	2012-07-16	2013-02-04
INTUITIVE SURGICAL INC -22 SHS	P	2012-10-12	2013-02-15
INTUITIVE SURGICAL INC -172 SHS	P	2012-10-12	2013-02-15
INTUITIVE SURGICAL INC -3 SHS	P	2012-10-12	2013-02-09
INTUITIVE SURGICAL INC -22 SHS	P	2012-10-12	2013-02-09
MEAD JOHNSON NUTRITION CO COM -697 SHS	P	2012-07-16	2013-03-13
MEAD JOHNSON NUTRITION CO COM -1582 SHS	P	2012-07-16	2013-03-14
CHIPOTLE MEXICAN GRILL INC CL A -399 SHS	P	2012-10-15	2013-04-22
CHIPOTLE MEXICAN GRILL INC CL A -552 SHS	P	2012-10-15	2013-04-23
CHIPOTLE MEXICAN GRILL INC CL A -208 SHS	P	2012-10-15	2013-04-24
CHIPOTLE MEXICAN GRILL INC CL A -332 SHS	P	2012-10-12	2013-04-24
APPLE INC -168 SHS	P	2012-11-19	2013-04-26
APPLE INC -305 SHS	P	2012-11-19	2013-04-29
APPLE INC -203 SHS	P	2012-11-19	2013-04-30
COGNIZANT TECHNOLOGY SOLUTIONS CL A -1807 SHS	P	2013-04-30	2013-06-13
COGNIZANT TECHNOLOGY SOLUTIONS CL A -210 SHS	P	2013-04-29	2013-06-13
COGNIZANT TECHNOLOGY SOLUTIONS CL A -1615 SHS	P	2013-04-29	2013-06-14
COGNIZANT TECHNOLOGY SOLUTIONS CL A -1303 SHS	P	2013-04-29	2013-06-17
COGNIZANT TECHNOLOGY SOLUTIONS CL A -1730 SHS	P	2013-04-26	2013-06-07
AMAZON COM INC -188 SHS	P	2013-08-13	2013-08-21
CHIPOTLE MEXICAN GRILL INC CL A -127 SHS	P	2012-10-12	2013-08-21
AMAZON COM INC -81 SHS	P	2013-08-13	2013-08-22
CHIPOTLE MEXICAN GRILL INC CL A -168 SHS	P	2012-10-12	2013-08-22
AMAZON COM INC -31 SHS	P	2013-08-13	2013-08-23
CHIPOTLE MEXICAN GRILL INC CL A -192 SHS	P	2012-10-12	2013-08-23
CHIPOTLE MEXICAN GRILL INC CL A -271 SHS	P	2012-10-12	2013-08-26

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CHIPOTLE MEXICAN GRILL INC CL A -72 SHS	P	2012-10-12	2013-08-27
MEAD JOHNSON NUTRITION CO COM -1644 SHS	P	2012-11-13	2013-09-17
MEAD JOHNSON NUTRITION CO COM -151 SHS	P	2012-11-13	2013-09-18
MEAD JOHNSON NUTRITION CO COM -716 SHS	P	2013-11-14	2013-09-18
MEAD JOHNSON NUTRITION CO COM -720 SHS	P	2012-11-14	2013-09-19
MEAD JOHNSON NUTRITION CO COM -681 SHS	P	2012-11-14	2013-09-20
QUALCOMM INC -848 SHS	P	2012-07-05	2012-11-19
QUALCOMM INC -1319 SHS	P	2012-07-06	2012-11-19
QUALCOMM INC -969 SHS	P	2012-07-09	2012-11-19
COACH INC -834 SHS	P	2011-07-06	2013-01-23
COACH INC -1452 SHS	P	2011-12-06	2013-01-23
COACH INC -2675 SHS	P	2011-08-15	2013-01-23
COACH INC -2405 SHS	P	2011-08-09	2013-01-23
COACH INC -4728 SHS	P	2011-08-09	2013-01-23
COACH INC -1311 SHS	P	2011-08-09	2013-01-24
COACH INC -1439 SHS	P	2011-08-09	2013-01-24
MEAD JOHNSON NUTRITION CO COM -94 SHS	P	2011-12-09	2013-02-01
MEAD JOHNSON NUTRITION CO COM -286 SHS	P	2011-12-07	2013-02-01
MEAD JOHNSON NUTRITION CO COM -164 SHS	P	2011-12-08	2013-02-01
MEAD JOHNSON NUTRITION CO COM -468 SHS	P	2011-11-30	2013-02-01
MEAD JOHNSON NUTRITION CO COM -102 SHS	P	2011-12-13	2013-02-04
MEAD JOHNSON NUTRITION CO COM -41 SHS	P	2011-12-08	2013-02-01
MEAD JOHNSON NUTRITION CO COM -197 SHS	P	2011-12-12	2013-02-01
MEAD JOHNSON NUTRITION CO COM -180 SHS	P	2011-11-29	2013-02-01
MEAD JOHNSON NUTRITION CO COM -455 SHS	P	2011-11-29	2013-02-04
MEAD JOHNSON NUTRITION CO COM -235 SHS	P	2011-12-14	2013-02-04
PRAXAIR INC -698 SHS	P	2010-03-30	2013-02-14
PRAXAIR INC -298 SHS	P	2010-03-29	2013-02-14
CELGENE CORP -501 SHS	P	2009-10-19	2013-02-15
PRAXAIR INC -254 SHS	P	2010-03-29	2013-02-15

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PRAXAIR INC -5 SHS	P	2009-09-29	2013-02-15
PRAXAIR INC -852 SHS	P	2009-09-21	2013-02-15
CELGENE CORP -419 SHS	P	2009-10-19	2013-02-19
PRAXAIR INC -209 SHS	P	2009-09-21	2013-02-19
PRAXAIR INC -557 SHS	P	2009-09-18	2013-02-19
PRAXAIR INC -392 SHS	P	2009-09-23	2013-02-19
PRAXAIR INC -414 SHS	P	2009-09-23	2013-02-20
PRAXAIR INC -351 SHS	P	2009-09-28	2013-02-20
PRAXAIR INC -611 SHS	P	2009-09-17	2013-02-20
PRAXAIR INC -337 SHS	P	2009-09-17	2013-02-21
PRAXAIR INC -354 SHS	P	2009-09-25	2013-02-21
PRAXAIR INC -189 SHS	P	2009-09-25	2013-02-22
PRAXAIR INC -438 SHS	P	2009-09-24	2013-02-22
MEAD JOHNSON NUTRITION CO COM -238 SHS	P	2011-12-15	2013-03-14
MEAD JOHNSON NUTRITION CO COM -59 SHS	P	2011-11-28	2013-03-14
QUALCOMM INC -1302 SHS	P	2005-01-21	2013-03-18
QUALCOMM INC -11 SHS	P	2007-02-05	2013-03-18
T ROWE PRICE GROUP INC -141 SHS	P	2011-04-27	2013-03-18
QUALCOMM INC -652 SHS	P	2007-02-05	2013-03-19
T ROWE PRICE GROUP INC -136 SHS	P	2011-04-27	2013-03-19
QUALCOMM INC -1706 SHS	P	2007-02-05	2013-06-07
VISA INC COM CL A -497 SHS	P	2011-01-24	2013-06-07
COGNIZANT TECHNOLOGY SOLUTIONS CL A -1379 SHS	P	2012-05-08	2013-06-17
COGNIZANT TECHNOLOGY SOLUTIONS CL A -3118 SHS	P	2012-05-08	2013-06-18
COGNIZANT TECHNOLOGY SOLUTIONS CL A -1599 SHS	P	2011-08-22	2013-06-18
COGNIZANT TECHNOLOGY SOLUTIONS CL A -134 SHS	P	2011-08-23	2013-06-18
COGNIZANT TECHNOLOGY SOLUTIONS CL A -96 SHS	P	2011-08-23	2013-06-19
COGNIZANT TECHNOLOGY SOLUTIONS CL A -1330 SHS	P	2011-08-19	2013-06-19
COGNIZANT TECHNOLOGY SOLUTIONS CL A -1297 SHS	P	2006-01-30	2013-06-19
ILLUMINA INC COM -191 SHS	P	2011-01-18	2013-07-01

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ILLUMINA INC COM -240 SHS	P	2011-01-18	2013-07-02
ILLUMINA INC COM -97 SHS	P	2011-01-18	2013-07-03
ILLUMINA INC COM -27 SHS	P	2011-01-24	2013-07-03
ILLUMINA INC COM -67 SHS	P	2011-01-24	2013-07-05
ILLUMINA INC COM -278 SHS	P	2011-01-25	2013-07-05
ILLUMINA INC COM -283 SHS	P	2011-01-25	2013-07-08
ILLUMINA INC COM -219 SHS	P	2011-01-25	2013-07-09
ILLUMINA INC COM -140 SHS	P	2011-01-21	2013-07-10
ILLUMINA INC COM -307 SHS	P	2011-01-21	2013-07-10
ILLUMINA INC COM -21 SHS	P	2011-01-25	2013-07-10
ILLUMINA INC COM -123 SHS	P	2011-01-21	2013-07-11
CELGENE CORP -321 SHS	P	2009-10-16	2013-08-02
CELGENE CORP -91 SHS	P	2009-10-19	2013-08-02
AMPHENOL CORP NEW CL A -14800 SHS	P	2011-08-31	2013-08-13
ILLUMINA INC COM -123 SHS	P	2011-01-21	2013-08-21
ILLUMINA INC COM -17 SHS	P	2011-01-21	2013-08-21
ILLUMINA INC COM -224 SHS	P	2011-01-20	2013-08-21
ILLUMINA INC COM -167 SHS	P	2011-01-13	2013-08-21
ILLUMINA INC COM -186 SHS	P	2011-01-13	2013-08-22
ILLUMINA INC COM -401 SHS	P	2011-01-12	2013-08-22
AMAZON COM INC -103 SHS	P	2012-01-20	2013-08-23
ILLUMINA INC COM -525 SHS	P	2011-01-12	2013-08-23
AMAZON COM INC -114 SHS	P	2012-01-20	2013-08-26
AMAZON COM INC -262 SHS	P	2012-01-18	2013-08-26
ECOLAB INC COM -1072 SHS	P	2011-08-31	2013-08-26
ILLUMINA INC COM -288 SHS	P	2011-01-12	2013-08-26
ILLUMINA INC COM -187 SHS	P	2011-07-28	2013-08-26
ILLUMINA INC COM -309 SHS	P	2011-07-28	2013-08-26
QUALCOMM INC -694 SHS	P	2007-02-05	2013-08-26
T ROWE PRICE GROUP INC -718 SHS	P	2011-04-27	2013-08-26

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AMAZON COM INC -120 SHS	P	2012-01-18	2013-08-27
AMAZON COM INC -220 SHS	P	2012-01-25	2013-08-27
ILLUMINA INC COM -59 SHS	P	2011-07-28	2013-08-27
QUALCOMM INC -362 SHS	P	2007-02-05	2012-08-27
ECOLAB INC COM -170 SHS	P	2011-08-31	2013-08-28
ILLUMINA INC COM -103 SHS	P	2011-07-28	2013-08-28
QUALCOMM INC -735 SHS	P	2007-02-05	2013-08-28
QUALCOMM INC -789 SHS	P	2005-02-07	2013-08-28
T ROWE PRICE GROUP INC -68 SHS	P	2011-04-27	2013-08-28
T ROWE PRICE GROUP INC -805 SHS	P	2011-04-27	2013-08-28
T ROWE PRICE GROUP INC -21 SHS	P	2011-08-31	2013-08-28
ECOLAB INC COM -792 SHS	P	2011-08-31	2013-08-29
ILLUMINA INC COM -1580 SHS	P	2011-07-28	2013-08-29
T ROWE PRICE GROUP INC -171 SHS	P	2011-08-31	2013-08-29
ECOLAB INC COM -306 SHS	P	2011-08-31	2013-08-30
ECOLAB INC COM -326 SHS	P	2011-08-31	2013-09-03
ECOLAB INC COM -340 SHS	P	2011-08-31	2013-09-04
MEAD JOHNSON NUTRITION CO COM -316 SHS	P	2011-11-28	2013-09-11
MEAD JOHNSON NUTRITION CO COM -480 SHS	P	2011-12-22	2013-09-11
MEAD JOHNSON NUTRITION CO COM -1142 SHS	P	2011-12-22	2013-09-12
MEAD JOHNSON NUTRITION CO COM -1070 SHS	P	2011-12-22	2013-09-13
MEAD JOHNSON NUTRITION CO COM -568 SHS	P	2011-12-22	2013-09-16
MEAD JOHNSON NUTRITION CO COM -429 SHS	P	2011-12-22	2013-09-17
QUANTA SVCS INC -6302 SHS	P	2007-12-18	2012-10-12
QUANTA SVCS INC -3034 SHS	P	2007-12-17	2012-10-12
QUANTA SVCS INC -5682 SHS	P	2008-01-09	2012-10-12
QUANTA SVCS INC -6964 SHS	P	2008-01-08	2012-10-12
QUANTA SVCS INC -1798 SHS	P	2008-01-22	2012-10-12
QUANTA SVCS INC -1228 SHS	P	2008-01-22	2012-10-12
QUANTA SVCS INC -4451 SHS	P	2008-01-23	2012-10-12

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QUANTA SVCS INC -2128 SHS	P	2008-11-25	2012-10-12
QUANTA SVCS INC -2002 SHS	P	2008-11-24	2012-10-12
ORACLE CORPORATION -617 SHS	P	2010-03-24	2012-10-15
ORACLE CORPORATION -2119 SHS	P	2010-03-26	2012-10-15
ORACLE CORPORATION -542 SHS	P	2010-03-29	2012-10-15
ORACLE CORPORATION -4330 SHS	P	2010-03-31	2012-10-15
ORACLE CORPORATION -1330 SHS	P	2010-04-06	2012-10-15
CME GROUP INC -380 SHS	P	2008-06-24	2012-10-24
CME GROUP INC -147 SHS	P	2010-05-24	2012-10-24
VISA INC COM CL A -786 SHS	P	2010-05-19	2012-10-24
VISA INC COM CL A -47 SHS	P	2011-01-24	2012-10-24
CME GROUP INC -933 SHS	P	2010-05-24	2012-10-25
CME GROUP INC -393 SHS	P	2010-05-21	2012-10-25
VISA INC COM CL A -774 SHS	P	2011-01-24	2012-10-25
ORACLE CORPORATION -699 SHS	P	2010-03-26	2012-11-13
ORACLE CORPORATION -206 SHS	P	2010-03-26	2012-11-13
ORACLE CORPORATION -2128 SHS	P	2010-03-31	2012-11-13
ORACLE CORPORATION -2356 SHS	P	2010-03-22	2012-11-14
ORACLE CORPORATION -1779 SHS	P	2010-03-29	2012-11-14
ORACLE CORPORATION -935 SHS	P	2010-03-31	2012-11-14
CELGENE CORP -430 SHS	P	2010-09-22	2012-11-15
CELGENE CORP -237 SHS	P	2010-12-08	2012-11-15
ORACLE CORPORATION -356 SHS	P	2010-03-26	2012-11-15
ORACLE CORPORATION -1482 SHS	P	2010-03-29	2012-11-15
ORACLE CORPORATION -388 SHS	P	2010-03-29	2012-11-15
ORACLE CORPORATION -1530 SHS	P	2010-03-29	2012-11-15
ORACLE CORPORATION -474 SHS	P	2010-03-30	2012-11-15
CELGENE CORP -508 SHS	P	2010-12-08	2012-11-16
CELGENE CORP -317 SHS	P	2010-09-21	2012-11-16
CELGENE CORP -600 SHS	P	2010-09-21	2012-11-16

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CELGENE CORP -60 SHS	P	2009-10-19	2012-11-16
ORACLE CORPORATION -1643 SHS	P	2010-03-30	2012-11-16
ORACLE CORPORATION -195 SHS	P	2010-03-30	2012-11-16
ORACLE CORPORATION -2114 SHS	P	2010-03-30	2012-11-16
QUALCOMM INC -148 SHS	P	2011-03-15	2012-11-19
QUALCOMM INC -1181 SHS	P	2011-08-29	2012-11-19
QUALCOMM INC -619 SHS	P	2011-08-30	2012-11-19
QUALCOMM INC -183 SHS	P	2005-01-21	2012-11-19

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)
2,018,096		1,532,577	485,519
2,619			2,619
60,084		72,964	-12,880
148,570		175,690	-27,120
91,348		90,173	1,175
12,517		10,919	1,598
97,940		85,370	12,570
1,728		1,489	239
12,675		10,919	1,756
49,346		51,601	-2,255
113,128		117,121	-3,993
145,897		116,737	29,160
199,189		161,501	37,688
75,480		60,856	14,624
120,478		96,183	24,295
70,194		92,047	-21,853
130,730		167,109	-36,379
88,757		111,223	-22,466
114,828		115,241	-413
13,345		13,195	150
101,720		101,477	243
82,999		81,873	1,126
110,198		107,580	2,618
53,633		54,751	-1,118
51,341		36,793	14,548
23,219		23,590	-371
68,215		48,671	19,544
8,979		9,028	-49
77,431		55,624	21,807
109,490		78,511	30,979

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)
29,028		20,859	8,169
126,861		111,224	15,637
11,716		10,216	1,500
55,554		48,042	7,512
55,960		48,310	7,650
52,846		45,694	7,152
52,756		47,942	4,814
82,058		73,318	8,740
60,284		53,656	6,628
42,756		56,172	-13,416
74,439		92,249	-17,810
137,138		144,975	-7,837
123,296		127,156	-3,860
242,388		246,346	-3,958
66,851		68,308	-1,457
73,494		74,977	-1,483
7,062		7,054	8
21,485		21,405	80
12,320		12,268	52
35,157		34,932	225
7,663		7,578	85
3,080		3,043	37
14,799		14,600	199
13,522		13,247	275
34,124		33,484	640
17,625		17,148	477
77,581		57,606	19,975
33,122		24,362	8,760
49,512		28,282	21,230
27,956		20,765	7,191

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)
550		405	145
93,774		68,935	24,839
41,526		23,653	17,873
23,103		16,910	6,193
61,572		45,008	16,564
43,333		31,627	11,706
45,832		33,402	12,430
38,858		28,236	10,622
67,642		48,918	18,724
37,089		26,981	10,108
38,959		28,207	10,752
20,921		15,059	5,862
48,485		34,837	13,648
17,019		17,291	-272
4,219		4,278	-59
84,097		49,320	34,777
711		415	296
10,544		9,145	1,399
42,164		24,608	17,556
10,105		8,820	1,285
105,524		64,389	41,135
89,383		35,361	54,022
87,840		82,362	5,478
199,526		186,226	13,300
102,323		91,516	10,807
8,575		7,620	955
6,153		5,459	694
85,250		74,217	11,033
83,135		33,452	49,683
14,565		13,424	1,141

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)
17,736		16,867	869
7,177		6,817	360
1,998		1,881	117
4,995		4,668	327
20,725		19,229	1,496
21,043		19,574	1,469
16,226		15,148	1,078
10,406		9,669	737
22,819		21,202	1,617
1,561		1,453	108
9,228		8,495	733
47,107		18,036	29,071
13,354		5,137	8,217
1,145,763		706,170	439,593
9,642		8,495	1,147
1,333		1,174	159
17,560		15,409	2,151
13,091		11,347	1,744
14,768		12,638	2,130
31,839		26,742	5,097
29,833		19,575	10,258
41,730		35,011	6,719
32,705		21,665	11,040
75,165		49,676	25,489
99,505		57,045	42,460
23,043		19,206	3,837
14,962		11,259	3,703
24,724		18,369	6,355
46,528		26,193	20,335
51,810		46,567	5,243

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)
33,685		22,752	10,933
61,755		41,117	20,638
4,602		3,507	1,095
23,962		13,663	10,299
15,472		9,046	6,426
7,981		6,123	1,858
48,934		27,741	21,193
52,529		29,168	23,361
4,803		4,410	393
56,861		51,751	5,110
1,483		1,132	351
72,628		42,145	30,483
123,378		93,924	29,454
12,073		9,215	2,858
28,050		16,283	11,767
30,177		17,348	12,829
31,700		18,093	13,607
23,658		22,914	744
35,937		32,240	3,697
85,373		76,704	8,669
80,552		71,868	8,684
43,275		38,151	5,124
33,104		28,814	4,290
153,039		154,395	-1,356
73,678		74,033	-355
137,983		129,505	8,478
169,116		158,625	10,491
43,663		35,813	7,850
29,680		24,460	5,220
107,579		86,134	21,445

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)
51,433		31,222	20,211
48,387		25,927	22,460
19,215		15,940	3,275
65,993		54,418	11,575
16,880		13,989	2,891
134,851		111,598	23,253
40,486		33,527	6,959
21,504		32,883	-11,379
8,319		9,598	-1,279
107,562		56,658	50,904
6,432		3,344	3,088
51,002		60,917	-9,915
21,483		24,825	-3,342
106,263		55,070	51,193
21,149		17,951	3,198
6,175		5,290	885
63,788		54,648	9,140
70,119		60,407	9,712
52,946		45,534	7,412
27,827		24,011	3,816
31,664		24,524	7,140
17,452		13,512	3,940
10,575		9,106	1,469
44,024		37,932	6,092
11,526		9,916	1,610
45,758		39,102	6,656
14,176		12,081	2,095
37,475		28,961	8,514
23,385		18,022	5,363
44,412		34,111	10,301

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)
4,441		3,387	1,054
49,189		41,875	7,314
5,838		4,958	880
63,416		53,745	9,671
9,207		7,613	1,594
73,473		59,984	13,489
38,509		31,292	7,217
11,385		6,932	4,453

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	
			485,519
			2,619
			-12,880
			-27,120
			1,175
			1,598
			12,570
			239
			1,756
			-2,255
			-3,993
			29,160
			37,688
			14,624
			24,295
			-21,853
			-36,379
			-22,466
			-413
			150
			243
			1,126
			2,618
			-1,118
			14,548
			-371
			19,544
			-49
			21,807
			30,979

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	
			8,169
			15,637
			1,500
			7,512
			7,650
			7,152
			4,814
			8,740
			6,628
			-13,416
			-17,810
			-7,837
			-3,860
			-3,958
			-1,457
			-1,483
			8
			80
			52
			225
			85
			37
			199
			275
			640
			477
			19,975
			8,760
			21,230
			7,191

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	
			145
			24,839
			17,873
			6,193
			16,564
			11,706
			12,430
			10,622
			18,724
			10,108
			10,752
			5,862
			13,648
			-272
			-59
			34,777
			296
			1,399
			17,556
			1,285
			41,135
			54,022
			5,478
			13,300
			10,807
			955
			694
			11,033
			49,683
			1,141

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	
			869
			360
			117
			327
			1,496
			1,469
			1,078
			737
			1,617
			108
			733
			29,071
			8,217
			439,593
			1,147
			159
			2,151
			1,744
			2,130
			5,097
			10,258
			6,719
			11,040
			25,489
			42,460
			3,837
			3,703
			6,355
			20,335
			5,243

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			10,933
			20,638
			1,095
			10,299
			6,426
			1,858
			21,193
			23,361
			393
			5,110
			351
			30,483
			29,454
			2,858
			11,767
			12,829
			13,607
			744
			3,697
			8,669
			8,684
			5,124
			4,290
			-1,356
			-355
			8,478
			10,491
			7,850
			5,220
			21,445

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	
			20,211
			22,460
			3,275
			11,575
			2,891
			23,253
			6,959
			-11,379
			-1,279
			50,904
			3,088
			-9,915
			-3,342
			51,193
			3,198
			885
			9,140
			9,712
			7,412
			3,816
			7,140
			3,940
			1,469
			6,092
			1,610
			6,656
			2,095
			8,514
			5,363
			10,301

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	
			1,054
			7,314
			880
			9,671
			1,594
			13,489
			7,217
			4,453

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BRONX CHILDRENS MUSEUM PO BOX 3181 BRONX,NY 10451	NONE		GENERAL CHARITABLE PURPOSESGENERAL CHARITABLE PURPOSES	20,000
CATSKILL ANIMAL SANCTUARY 316 OLD STAGE ROAD SAUGERTIES,NY 12477	NONE		GENERAL CHARITABLE PURPOSES	15,000
CONSERVATION LAND FOUNDATION 160 EAST 12TH STREET DURANGO,CO 81301	NONE		GENERAL CHARITABLE PURPOSES	50,000
ALASKA CONSERVATION ALLIANCE PO BOX 100660 ANCHORAGE,AK 99510	NONE		GENERAL CHARITABLE PURPOSES	35,000
ALASKA WILDERNESS LEAGUE 122 C STREET NW WASHINGTON,DC 20001	NONE		GENERAL CHARITABLE PURPOSES	50,000
BADLANDS CONSERVATION ALLIANCE 801 NORTH 10TH STREET BISMARK,ND 58501	NONE		GENERAL CHARITABLE PURPOSES	35,000
BEAUFORT COUNTY OPEN LANDS 1001 BAY STREET BEAUFORT,SC 29902	NONE		GENERAL CHARITABLE PURPOSES	20,000
CAMPAIGN FOR AMERICA'S WILDERNESS 901 E STREET WASHINGTON,DC 20001	NONE		GENERAL CHARITABLE PURPOSES	50,000
CONNECTICUT FUND FOR THE ENVIRONMENT 142 TEMPLE STREET NEW HAVEN,CT 06510	NONE		GENERAL CHARITABLE PURPOSES	55,000
ENVIRONMENT AND HUMAN HEALTH 1191 RIDGE ROAD NORTH HAVEN,CT 06473	NONE		GENERAL CHARITABLE PURPOSES	50,000
GEORGES COUNTY HABITAT FOR HUMANITY 4529 RHODE ISLAND AVENUE NORTH BRENTWOOD,MD 20722	NONE		GENERAL CHARITABLE PURPOSES	50,000
GREENPEACE FUND 702 H STREET WASHINGTON,DC 20001	NONE		GENERAL CHARITABLE PURPOSES	30,000
HUMANE EDUCATION ADVOCATES REACHING TEACHERS PO BOX 738 MAMARONECK,NY 10543	NONE		GENERAL CHARITABLE PURPOSES	35,000
LEAGUE OF CONSERVATION VOTERS 1920 L STREET NW WASHINGTON,DC 20036	NONE		GENERAL CHARITABLE PURPOSES	45,000
MOUNT GRACE LAND CONSERVATION TRUST 1461 OLD KEENE ROAD ATHOL,MA 01331	NONE		GENERAL CHARITABLE PURPOSES	40,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NEVADA WILDERNESS PROJECT 333 FLINT STREET RENO,NV 89501	NONE		GENERAL CHARITABLE PURPOSES	45,000
NEW MEXICO WILDERNESS ALLIANCE PO BOX 25464 ALBUQUERQUE,NM 87125	NONE		GENERAL CHARITABLE PURPOSES	35,000
NORTHFIELD PUBLIC LIBRARY 115 MAIN STREET NORTHFIELD,MA 01360	NONE		GENERAL CHARITABLE PURPOSES	5,000
NYPING FUND 125 MAIN STREET NEW HAVEN,CT 06066	NONE		GENERAL CHARITABLE PURPOSES	10,000
OREGON NATURAL DESERT ASSOCIATION 50 SW BOND AVENUE BEND,OR 97702	NONE		GENERAL CHARITABLE PURPOSES	50,000
PLANNED PARENTHOOD OF CONNECTICUT 230 HARTFORD TURNPIKE VERNON ROCKVILLE,CT 06066	NONE		GENERAL CHARITABLE PURPOSES	50,000
ROUNDOUT-ESOPUS LAND CONSERVANCY 112 SPIRNG STREET SARATOGA SPRINGS,NY 12866	NONE		GENERAL CHARITABLE PURPOSES	5,000
SCENIC HUDSON ONE CIVIC CENTER PLAZA SUITE 200 POUGHKEEPSIE,NY 12601	NONE		GENERAL CHARITABLE PURPOSES	10,000
THE WILDERNESS SOCIETY 1615 M STREET NW WASHINGTON,DC 20036	NONE		GENERAL CHARITABLE PURPOSES	95,000
WOODSTOCK LAND CONSERVANCY PO BOX 864 WOODSTOCK,NY 12498	NONE		GENERAL CHARITABLE PURPOSES	10,000
WYOMING WILDERNESS ASSOCIATION 224 SOUTH MAIN SHERIDAN,WY 82801	NONE		GENERAL CHARITABLE PURPOSES	60,000
DISMANTLE INC 1191 RIDGE ROAD NORTH HAVEN,CT 06473	NONE		GENERAL CHARITABLE PURPOSES	10,000
Total . . . . ▶ **3a**				965,000

TY 2012 Accounting Fees Schedule

Name: TORTUGA FOUNDATION

EIN: 51-0245279

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	3,000	3,000		0

TY 2012 Investments Corporate Stock Schedule

Name: TORTUGA FOUNDATION

EIN: 51-0245279

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	24,272,514	26,733,313

TY 2012 Other Expenses Schedule

Name: TORTUGA FOUNDATION

EIN: 51-0245279

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	286	286		0

TY 2012 Other Liabilities Schedule

Name: TORTUGA FOUNDATION

EIN: 51-0245279

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYABLE BROKER	10,790	0

TY 2012 Other Professional Fees Schedule

Name: TORTUGA FOUNDATION

EIN: 51-0245279

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY	143,713	143,713		0
GRANT CONSULTING FEE	90,000	90,000		0
CUSTODY FEE	10,518	10,518		0

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TY 2012 Taxes Schedule

Name: TORTUGA FOUNDATION

EIN: 51-0245279

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE	896	0		0