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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 12-01-2012 , and ending 11-30-2013

Name of foundation ROBERT DAVID LION GARDINER FOUNDATION INC		A Employer identification number 13-3354308	
Number and street (or P O box number if mail is not delivered to street address) 148 EAST MONTAUK HIGHWAY SUITE 1		Room/suite	
City or town, state, and ZIP code HAMPTON BAYS, NY 11946		B Telephone number (see instructions) (631) 594-3990	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 84,009,739		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ 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)	74,718,391			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7,235		7,235	
	4 Dividends and interest from securities.	318,176	318,176	318,176	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	676,578			
	b Gross sales price for all assets on line 6a _____ 21,449,279				
	7 Capital gain net income (from Part IV, line 2)		230,891		
	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)	1,823		1,823	
	12 Total. Add lines 1 through 11	75,722,203	549,067	327,234	
	13 Compensation of officers, directors, trustees, etc	132,693			
	14 Other employee salaries and wages	61,060			
	15 Pension plans, employee benefits	41,343			41,343
	16a Legal fees (attach schedule)	472,301			472,301
	b Accounting fees (attach schedule)	16,000			16,000
	c Other professional fees (attach schedule)	28,000			28,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,128			1,128
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	21,000			21,000
	21 Travel, conferences, and meetings	2,987			2,987
	22 Printing and publications	873			873
	23 Other expenses (attach schedule)	201,112	187,310	187,310	13,802
	24 Total operating and administrative expenses. Add lines 13 through 23	978,497	187,310	187,310	597,434
	25 Contributions, gifts, grants paid	325,000			325,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,303,497	187,310	187,310	922,434
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	74,418,706			
	b Net investment income (if negative, enter -0-)		361,757		
	c Adjusted net income (if negative, enter -0-)			139,924	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	13	13	13
	2	Savings and temporary cash investments		584,112	584,112
	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 ▶ _____	2,019		
	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)	3,022,062	75,111,238	80,539,646
	c	Investments—corporate bonds (attach schedule).	1,187,357	676,194	648,095
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		2,163,270	2,237,873
	14	Land, buildings, and equipment basis ▶ _____ 1,170 Less accumulated depreciation (attach schedule) ▶ _____ 1,170			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,211,451	78,534,827	84,009,739	
Liabilities	17	Accounts payable and accrued expenses	5,222	4,503	
	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 ▶ _____)	94,611		
	23	Total liabilities (add lines 17 through 22)	99,833	4,503	
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	4,111,618	78,530,324	
	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	4,111,618	78,530,324	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,211,451	78,534,827	

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 4,111,618
2	Enter amount from Part I, line 27a	2 74,418,706
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 78,530,324
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 78,530,324

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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	230,891
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	539,383	1,954,486	0 275972
2010	64,158	1,053,306	0 060911
2009	48,891	1,021,754	0 047850
2008	34,320	1,011,229	0 033939
2007	100,505	1,049,534	0 095762
2	Total of line 1, column (d).		2 0 514434
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 102887
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 30,053,336
5	Multiply line 4 by line 3.		5 3,092,098
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 3,618
7	Add lines 5 and 6.		7 3,095,716
8	Enter qualifying distributions from Part XII, line 4.		8 922,434
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 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 ☐ 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	7,235
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	7,235
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	7,235
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	750	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	7,600	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	8,350
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,115
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 1,115	Refunded ☐	11	

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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	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) ☐ NY _____			
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	Yes	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ► WWW.RDLGFOUNDATION.ORG				
14	The books are in care of ► JAMES DANOWSKI CPA Telephone no ► (631) 473-3400 Located at ► 1650 RT 112 PT JEFFERSON STA NY ZIP +4 ► 11776			
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.			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		
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

5b

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)?

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?

YesNo

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

6b

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

No

7a

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

Yes

✓

No

7b

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

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
JOSEPH ATTONITO 8 SARALINS WAY EAST QUOGUE, NY 11942	PRESIDENT 15 00	132,693	18,548	0
ROBERT WATKINS 3025 VIA VIEJAS 3025 VIA VIEJAS ALPINE, CA 91901	VICE PRES 1 00	0	0	0
JAMES MAHONEY 7193 CRYSTAL LAKE DRIVE WEST PALM BEACH, FL 33411	TREASURER 2 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
TERRY TIRADO 1 STONY HOLLOW DRIVE RIDGE, NY 11961	ADMINISTRATI 40 00	61,060	8,116	

Total

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

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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
WILLKIE FARR GALLAGHER	ATTORNEY	472,301
787 SEVENTH AVENUE		
NEW YORK, NY 10019		
Total number of others receiving over \$ 50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE FOUNDATION'S DIRECT CHARITABLE ACTIVITIES CONSIST OF PROVIDING FOR SCHOLARSHIPS AND DONATIONS TO EDUCATIONAL FACILITIES & OTHER CHARITABLE ORGANIZATIONS TO EDUCATE AND PRESERVE THE HISTORY AND HISTORICAL ARTIFACTS OF LONG ISLAND, NEW YORK	325,000
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 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	30,191,928
b	Average of monthly cash balances.	1b	319,073
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	30,511,001
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	30,511,001
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	457,665
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,053,336
6	Minimum investment return. Enter 5% of line 5.	6	1,502,667

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

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	922,434
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	922,434
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	922,434
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				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 922,434				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				
e Remaining amount distributed out of corpus	922,434			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	922,434			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
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.

1987-06-01

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	
		139,924	81,528	52,665	51,088	325,205
b	85% of line 2a	118,935	69,299	44,765	43,425	276,424
c	Qualifying distributions from Part XII, line 4 for each year listed	922,434	540,111	64,737	48,891	1,576,173
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	922,434	540,111	64,737	48,891	1,576,173
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets	78,535,126	4,211,451	1,239,058	1,281,036	85,266,671
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	78,535,126	4,211,451	1,239,058	1,281,036	85,266,671
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

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

Form **990-PF** (2012)

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	7,235	
4	Dividends and interest from securities. . . .			14	318,176	
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			14	230,891	445,687
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a MISCELLANEOUS REFUNDS					1,823
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				556,302	447,510
13	Total. Add line 12, columns (b), (d), and (e).			13		1,003,812

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

*****	2014-09-23	*****
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	JAMES DANOWSKI CPA	JAMES DANOWSKI CPA	2014-10-09		
	Firm's name ☐	CULLEN & DANOWSKI LLP 1650 ROUTE 112		Firm's EIN ☐	
	Firm's address ☐	PORT JEFFERSON STA, NY 117763060		Phone no (631) 473-3400	

TY 2012 Accounting Fees Schedule

Name: ROBERT DAVID LION GARDINER
FOUNDATION INC
EIN: 13-3354308

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	16,000			16,000

TY 2012 Compensation Explanation

Name: ROBERT DAVID LION GARDINER
FOUNDATION INC

EIN: 13-3354308

Person Name	Explanation
JOSEPH ATTONITO	
ROBERT WATKINS	
JAMES MAHONEY	

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

TY 2012 Depreciation Schedule

Name: ROBERT DAVID LION GARDINER
FOUNDATION INC

EIN: 13-3354308

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
TELEPHONE SYSTEM	2011-09-22	1,170	1,170	200DB	7 0000				

TY 2012 Employee Compensation Explanation

Name: ROBERT DAVID LION GARDINER
FOUNDATION INC

EIN: 13-3354308

Employee	Explanation
TERRY TIRADO	

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

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: ROBERT DAVID LION GARDINER
FOUNDATION INC

EIN: 13-3354308

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
INVESCO CONVERTIBLE SECURITIES	2012-05	PURCHASE	2012-12		98,707	94,744			3,963	
MFS MUNICIPAL HIGH INCOME FUND	2012-05	PURCHASE	2012-12		50,000	44,145			5,855	
MFS UTILITIES FUND	2012-05	PURCHASE	2013-01		100,000	90,651			9,349	
CATERPILLAR FINANCIAL SERVICE	2009-08	PURCHASE	2013-01		100,000	103,607			-3,607	
JOHN HANCOCK SIGNATURE	2003-01	PURCHASE	2013-01		45,000	45,000				
MFS MUNICIPAL INCOME FUND	2012-05	PURCHASE	2013-04		100,000	95,322			4,678	
LORD ABBET INCOME FUND	2012-05	PURCHASE	2013-06		510,527	514,255			-3,728	
DWS UNCONSTRAINED FUND	2012-05	PURCHASE	2013-06		779,795	774,159			5,636	
MFS MUNICIPAL HIGH INCOME FUND	2012-05	PURCHASE	2013-06		326,204	348,098			-21,894	
PIONEER STRATEGIC INCOME	2013-06	PURCHASE	2013-07		100,000	101,269			-1,269	
PIONEER STRATEGIC INCOME	2013-06	PURCHASE	2013-08		500,000	507,180			-7,180	
SENTINEL SMALL COMP	2013-06	PURCHASE	2013-08		539,860	507,428			32,432	
NUVEEN SANTA BARBARA	2013-06	PURCHASE	2013-08		50,000	49,231			769	
PIONEER STRATEGIC INCOME	2013-06	PURCHASE	2013-08		300,000	305,748			-5,748	
BLACKROCK MULTI ASSET	2013-08	PURCHASE	2013-08		3,000,000	3,000,000				
BLACKROCK GLOBAL ALLOCATION	2013-08	PURCHASE	2013-08		2,650,557	2,653,091			-2,534	
PIONEER STRATEGIC INCOME	2013-06	PURCHASE	2013-08		91,228	93,920			-2,692	
GENERAL MILLS INC	2013-08	PURCHASE	2013-09		97,652	101,100			-3,448	
NUVEEN REAL ASSET INCOME FUND	2013-08	PURCHASE	2013-09		730,031	714,898			15,133	
ING GLOBAL REAL ESTATE FUND	2013-08	PURCHASE	2013-09		526,023	492,691			33,332	
GOLDMAN SACHS US EQUITY DIVIDEND	2012-12	PURCHASE	2013-09		1,300,000	1,272,118			27,882	
NEUBERGER BERMAN REAL ESTATE	2013-08	PURCHASE	2013-10		1,042,639	1,026,818			15,821	
NEUBERGER BERMAN REAL ESTATE	2013-09	PURCHASE	2013-10		4,229	4,335			-106	
GOLDMAN SACHS US EQUITY DIVIDEND	2013-08	PURCHASE	2013-10		1,307,669	1,330,755			-23,086	
TORTOISE MLP & PIPELINE FUND	2013-08	PURCHASE	2013-10		1,088,971	1,060,294			28,677	
INVESCO CONVERTIBLE SECURITIES	2012-12	PURCHASE	2013-10		716,579	686,667			29,912	
MFS DIVERSIFIED INCOME FUND	2012-12	PURCHASE	2013-11		2,036,122	1,962,062			74,060	
MFS DIVERSIFIED INCOME FUND	2012-12	PURCHASE	2013-11		2,091,570	1,991,230			100,340	
DREYFUS APPRECIATION FUND	2012-05	PURCHASE	2013-11		935,025	801,885			133,140	

**TY 2012 Investments Corporate
Bonds Schedule**

Name: ROBERT DAVID LION GARDINER
FOUNDATION INC

EIN: 13-3354308

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HANCOCK JOHN LIFE INS CO		
GENERAL ELECTRIC CAP CORP	107,953	102,471
CATERPILLAR FIN SERV		
WELLS FARGO	190,130	187,949
GOLDMAN SACHS GROUP INC	270,653	255,583
POTASH CORP-SAKSKATCHEWAN	107,458	102,092
PUTNAM CAPITAL SPECTRUM BOND FUND		
TCW GALILEO T/R BOND FUND		

TY 2012 Investments Corporate
Stock Schedule

Name: ROBERT DAVID LION GARDINER
FOUNDATION INC
EIN: 13-3354308

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DREYFUS APPRECIATION FUND		
DWS UNCONSTRAINED INCOME FUND		
INVESCO CONVERTIBLE SECURITIES A		
LORD ABBET INCOME FUND		
MFS MUNICIPAL INCOME FUND A		
MFS UTILITIES FUND CLASS I	941,339	2,067,521
WELLS FARGO PREMIER LARGE COMPANY GR		
BLACKROCK INC	108,036	121,100
CHICAGO BRIDGE & IRON NV	353,488	383,400
CITIGROUP INC	301,546	317,520
FACEBOOK INC	254,865	235,050
GILEAD SCIENCES	284,450	374,050
HOME DEPOT	75,140	80,670
MICRON TECHNOLOGIES	684,600	844,000
YAHOO INC.	609,819	665,640
AEGIS VALUE FUND INC	2,813,498	2,947,910
AMERICAN CENTURY	1,011,773	1,061,980
ARTISAN GLOBAL	1,112,074	1,179,348
BROOKFIELD GLOBAL LISTED INFRAST	2,061,652	2,218,701
CLEARBRIDGE AGGRESSIVE GROWTH	2,030,851	2,304,780
COLUMBIA CONTRARIAN CORE FUND	2,291,779	2,498,478
DELAWARE HEALTHCARE FUND	3,656,765	3,988,599
DREYFUS GLOBAL EQUITY INCOME	239,138	252,779
DREYFUS OPPORTUNISTIC MIDCAP	1,131,716	1,242,345
DWS REEF GLOBAL INFRASTRUCTURE	507,707	541,823
EAGLE GROWTH & INCOME FUND	2,031,997	2,190,056
FRANKLIN BIOTECH	3,816,937	4,274,389
GOLDMAN SACHS RISING DIVIDEND	1,012,143	1,112,993
HARTFORD EQUITY INCOME	2,011,152	2,153,444
INVESCO EUROPEAN	400,000	401,606

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LORD ABBETT GROWTH LEADERS	3,190,808	3,081,994
MFS EQUITY OPPORTUNITY FUND	2,600,000	2,787,089
MFS GLOBAL EQUITY FUND	2,276,681	2,460,330
MFS GROWTH	1,236,711	1,388,371
MFS NEW DISCOVERY	1,000,000	996,444
MFS MASSACHUSETTS INVESTOR	4,789,574	5,250,743
MFS NEW DISCOVERY	200,000	206,036
MFS UTILITIES FUND	3,290,465	3,504,949
MFS VALUE FUND CLASS A	2,000,000	1,028,516
NUVEEN SANTA BARBARA DIV GROWTH	1,762,394	1,906,047
SENTINEL SMALL COMPANY FUND	775,201	842,438
STERLING CAPITAL EQUITY INCOME	1,987,652	2,115,605
WELLS FARGO ADVANTAGE DISCOVERY	1,000,000	1,032,040
WELLS FARGO PREMIER LG CO	1,060,582	1,330,191
WILLIAM BLAIR SMALL MID CAP	2,633,886	2,932,464
JP MORGAN STRATEGIC INCOME	250,907	251,968
TCW GALILEO T/R BOND FUND	113,065	115,162
THIRD AVENUE FOCUSED CREDIT	49,651	51,288
BLACKROCK GLOBAL	5,133,248	5,193,230
MAINSTAY MARKETFIELD	1,135,994	1,172,702
BLACKROCK MULTI ASSET	2,438,781	2,521,325
JANUS BALANCED	2,033,410	2,166,219
MFS DIVERSIFIED INCOME FUND	1,102,842	1,103,087
PUTNAM CAPITAL SPECTRUM BOND FUND	1,626,230	1,887,176
SENTINEL CONSERVATIVE STRATEGIES	553,810	573,073
WELLS FARGO DIVERSIFIED INCOME	1,010,941	1,052,487
SPDR S&P BIOTECH	115,940	130,490

TY 2012 Investments - Other Schedule

Name: ROBERT DAVID LION GARDINER
FOUNDATION INC

EIN: 13-3354308

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BUCKEYE PARTNERS	AT COST	305,910	306,405
KINDER MORGAN	AT COST	360,800	360,668
MAGELLAN MIDSTREAM PARTNERS	AT COST	654,000	745,680
PLAINS ALL AMERICAN PIPELINE	AT COST	842,560	825,120

TY 2012 Land, Etc. Schedule

Name: ROBERT DAVID LION GARDINER
FOUNDATION INC
EIN: 13-3354308

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	1,170	1,170		

TY 2012 Legal Fees Schedule

Name: ROBERT DAVID LION GARDINER
FOUNDATION INC

EIN: 13-3354308

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT LEGAL FEES	472,301			472,301

TY 2012 Other Expenses Schedule

Name: ROBERT DAVID LION GARDINER
FOUNDATION INC

EIN: 13-3354308

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT FEES	187,310	187,310	187,310	
OFFICE EXPENSE	822			822
CLEANING & MAINTENANCE	1,520			1,520
EQUIPMENT LEASE	2,035			2,035
PRINTING & COPYING	54			54
SUPPLIES	1,139			1,139
TELEPHONE	2,019			2,019
UTILITIES	1,029			1,029
INSURANCE	956			956
EQUIPMENT LEASE	4,228			4,228

TY 2012 Other Income Schedule

Name: ROBERT DAVID LION GARDINER

FOUNDATION INC

EIN: 13-3354308

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS REFUNDS	1,823		1,823

TY 2012 Other Liabilities Schedule

Name: ROBERT DAVID LION GARDINER
FOUNDATION INC

EIN: 13-3354308

Description	Beginning of Year - Book Value	End of Year - Book Value
CASH OVERDRAFT	94,611	

TY 2012 Other Notes/Loans
Receivable Short Schedule

Name: ROBERT DAVID LION GARDINER
FOUNDATION INC
EIN: 13-3354308

Name of 501(c)(3) Organization	Balance Due
OTHER	

TY 2012 Other Professional Fees Schedule

Name: ROBERT DAVID LION GARDINER
FOUNDATION INC

EIN: 13-3354308

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DIRECTOR STIPEND	25,000			25,000
OTHER CONTRACT SERVICES	3,000			3,000

TY 2012 Substantial Contributors Schedule

Name: ROBERT DAVID LION GARDINER
FOUNDATION INC

EIN: 13-3354308

Name	Address
R GARDINER FL TRUST	500 DELAWARE AVENUE SUITE 900 WILMINGTON,DE 19801

TY 2012 Taxes Schedule

Name: ROBERT DAVID LION GARDINER
FOUNDATION INC

EIN: 13-3354308

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE FILING FEE	250			250
US FILING FEE	878			878