



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



**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.

For calendar year 2012 or tax year beginning **DEC 1, 2012**, and ending **NOV 30, 2013**

Name of foundation: **THE NEUBERGER BERMAN FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **605 THIRD AVENUE, 19TH FLOOR**

City or town, state, and ZIP code: **NEW YORK, NY 10158**

A Employer identification number: **31-1736689**

B Telephone number: **212-476-5779**

C If exemption application is pending, check here

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 10,907,706.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify)

Part I Analysis of Revenue and Expenses		(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	831,510.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	193,683.	193,683.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	84,847.			
b	Gross sales price for all assets on line 6a	7,078,085.			
7	Capital gain net income (from Part IV, line 2)		251,321.		
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)				
11	Other income				
12	Total. Add lines 1 through 11	1,110,040.	445,004.		
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 STMT 2	4,623.	0.		4,998.
b	Accounting fees STMT 3	90,100.	45,050.		151,876.
c	Other professional fees STMT 4	5,375.	5,375.		0.
17	Interest	35.	35.		0.
18	Taxes STMT 5	8,226.	232.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	1,045.	0.		1,177.
24	Total operating and administrative expenses. Add lines 13 through 23	109,404.	50,692.		158,051.
25	Contributions, gifts, grants paid	1,244,500.			1,228,500.
26	Total expenses and disbursements. Add lines 24 and 25	1,353,904.	50,692.		1,386,551.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<243,864.>			
b	Net investment income (if negative, enter -0-)		394,312.		
c	Adjusted net income (if negative, enter -0-)			N/A	

RECEIVED
APR 17 2014
OGDEN, UT

120226

SCANNED MAY 06 2014

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,395,086.	612,248.	612,248.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable	33,740.		
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	500.		
	10a Investments - U.S. and state government obligations STMT 8	3,370,236.	1,982,689.	1,982,689.
	b Investments - corporate stock STMT 9	553,456.	944,542.	944,542.
	c Investments - corporate bonds STMT 10	1,499,029.	1,005,162.	1,005,162.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	3,964,563.	6,358,959.	6,358,959.
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
15 Other assets (describe ▶ STATEMENT 12)	6,520.	4,106.	4,106.	
16 Total assets (to be completed by all filers)	10,823,130.	10,907,706.	10,907,706.	
Liabilities	17 Accounts payable and accrued expenses	154,055.	2,500.	
	18 Grants payable		16,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	66,048.	18,000.	
23 Total liabilities (add lines 17 through 22)	220,103.	36,500.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	10,524,287.	10,871,206.	
	25 Temporarily restricted	78,740.	0.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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	10,603,027.	10,871,206.		
31 Total liabilities and net assets/fund balances	10,823,130.	10,907,706.		

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	10,603,027.
2 Enter amount from Part I, line 27a	2	<243,864.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	523,543.
4 Add lines 1, 2, and 3	4	10,882,706.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	11,500.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,871,206.

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	SALE OF PUBLIC SECURITIES	D	VARIOUS	VARIOUS
b	SALE OF PUBLIC SECURITIES	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	240,619.		76,398.	164,221.
b	6,810,158.		6,750,366.	59,792.
c	27,308.			27,308.
d				
e				

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	
a			164,221.
b			59,792.
c			27,308.
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	251,321.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,531,863.	10,760,358.	.142362
2010	2,521,823.	12,578,689.	.200484
2009	3,940,867.	14,976,371.	.263139
2008	6,495,296.	20,842,971.	.311630
2007	3,491,975.	23,905,356.	.146075

2	Total of line 1, column (d)	2	1.063690
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	.212738
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,542,590.
5	Multiply line 4 by line 3	5	2,242,810.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,943.
7	Add lines 5 and 6	7	2,246,753.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,386,551.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	7,886.
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	7,886.
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	7,886.
6 Credits/Payments:		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,500.
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	5,500.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,386.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY, DE		
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	X	
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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X		
14	The books are in care of ► ELIZABETH CRIBBS, PRESIDENT Telephone no. ► 212-476-5779 Located at ► 605 THIRD AVENUE, NEW YORK, NY ZIP+4 ► 10158			
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 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

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)? 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)?

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?

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?

N/A

5b		X
6b		X
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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		0.	0.	0.

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MARCUM, LLP 10 MELVILLE PARK ROAD, MELVILLE, NY 11747	ACCOUNTING	90,100.

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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 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	9,491,869.
b	Average of monthly cash balances	1b	1,211,268.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,703,137.
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	10,703,137.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	160,547.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,542,590.
6	Minimum investment return. Enter 5% of line 5	6	527,130.

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	527,130.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,886.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,886.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	519,244.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	519,244.
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	519,244.

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	1,386,551.
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	1,386,551.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,386,551.

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				519,244.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	3,491,975.			
b From 2008	5,457,445.			
c From 2009	3,213,429.			
d From 2010	1,896,069.			
e From 2011	1,003,777.			
f Total of lines 3a through e	15,062,695.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,386,551.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				519,244.
e Remaining amount distributed out of corpus	867,307.			
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:	15,930,002.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	3,491,975.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	12,438,027.			
10 Analysis of line 9:				
a Excess from 2008	5,457,445.			
b Excess from 2009	3,213,429.			
c Excess from 2010	1,896,069.			
d Excess from 2011	1,003,777.			
e Excess from 2012	867,307.			

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a 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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)

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

NONE

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.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

- 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				
ANIXTER CENTER 6610 N. CLARK STREET CHICAGO, IL 60626	NONE	PUBLIC CHARITY	NATIONAL LEKOTEK CENTER	10,000.
ARMORY TRACK AND FIELD FOUNDATION 216 FORT WASHINGTON AVENUE NEW YORK, NY 10032	NONE	PUBLIC CHARITY	COLLEGE PREP PROGRAM	10,000.
ARTSCONNECTION 520 EIGHTH AVENUE NEW YORK, NY 10018	NONE	PUBLIC CHARITY	THE YOUNG TALENT PROGRAM	10,000.
ASSOCIATION TO BENEFIT CHILDREN 419 EAST 86TH STREET NEW YORK, NY 10028	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	200,000.
AMERICAN BALLET THEATRE 890 BROADWAY 3RD FLOOR NEW YORK, NY 10003	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	10,000.
Total	SEE CONTINUATION SHEET(S)			1,228,500.
b Approved for future payment				
TEACH FIRST 4 MORE LONDON RIVERSIDE LONDON	NONE	EQUILVALENCY DETERMINATION	RECRUITMENT, TRAINING AND DEVELOPMENT	16,000.
Total				16,000.

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization THE NEUBERGER BERMAN FOUNDATION	Employer identification number 31-1736689
---	--

Organization type (check one):

- | Filers of: | Section: |
|--------------------|---|
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)() (enter number) organization |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> 527 political organization |
| Form 990-PF | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> 501(c)(3) taxable private foundation |

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

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

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization THE NEUBERGER BERMAN FOUNDATION	Employer identification number 31-1736689
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MICHAEL EMMERMAN 605 THIRD AVE, 39TH FLOOR NEW YORK, NY 10158	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	TOM O'REILLY 190 SOUTH LASALLE ST. 23RD FLOOR CHICAGO, IL 60603	\$ 35,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	MICHAEL KAMINSKY 605 THIRD AVE. 43RD FLOOR NEW YORK, NY 10158	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	RICHARD GLASEBROOK 605 THIRD AVE, 42ND FLOOR NEW YORK, NY 10158	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	JOSEPH AMATO 605 THIRD AVE, NEW YORK, NY 10158	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	ANN BENJAMIN 190 SOUTH LASALLE ST. 23RD FLOOR CHICAGO, IL 60603	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE NEUBERGER BERMAN FOUNDATION	Employer identification number 31-1736689
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	GEORGE WALKER 605 THIRD AVE, NEW YORK, NY 10158	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	NEUBERGER BERMAN GROUP 605 THIRD AVE, NEW YORK, NY 10158	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	DAVID PEDOWITZ 605 THIRD AVE, NEW YORK, NY 10158	\$ 10,226.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	JUDY VALE 605 THIRD AVE, NEW YORK, NY 10158	\$ 101,405.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	ROBERT D'ALELIO 605 THIRD AVE, 41ST FLOOR NEW YORK, NY 10158	\$ 35,800.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	RICHARD LEVINE 605 THIRD AVE. 41ST FLOOR, NEW YORK, NY 10158	\$ 25,914.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE NEUBERGER BERMAN FOUNDATION	Employer identification number 31-1736689
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	DAVID PEDOWITZ 605 THIRD AVE, 39TH FLOOR NEW YORK, NY 10158	\$ 13,594.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	GEORGE WALKER 605 THIRD AVE, 42ND FLOOR NEW YORK, NY 10158	\$ 9,944.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	HEATHER ZUCKERMAN 605 THIRD AVE, 42ND FLOOR NEW YORK, NY 10158	\$ 7,760.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	DAVID PEDOWITZ 605 THIRD AVE, 39TH FLOOR NEW YORK, NY 10158	\$ 10,409.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	DONNA AND MARVIN SCHWARTZ FOUNDATION 605 THIRD AVE, NEW YORK, NY 10158	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	DAVID WEINER 605 THIRD AVE, NEW YORK, NY 10158	\$ 5,006.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE NEUBERGER BERMAN FOUNDATION	Employer identification number 31-1736689
--	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>9</u>	STOCK _____ _____ _____	\$ <u>10,226.</u>	<u>12/28/12</u>
<u>10</u>	STOCK _____ _____ _____	\$ <u>101,405.</u>	<u>05/08/13</u>
<u>11</u>	STOCK _____ _____ _____	\$ <u>35,800.</u>	<u>06/11/13</u>
<u>12</u>	STOCK _____ _____ _____	\$ <u>25,914.</u>	<u>06/10/13</u>
<u>13</u>	STOCK _____ _____ _____	\$ <u>13,594.</u>	<u>07/23/13</u>
<u>14</u>	STOCK _____ _____ _____	\$ <u>9,944.</u>	<u>08/06/13</u>

Name of organization THE NEUBERGER BERMAN FOUNDATION	Employer identification number 31-1736689
--	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>15</u>	<u>STOCK</u> _____ _____	\$ <u>5,253.</u>	<u>09/19/13</u>
<u>16</u>	<u>STOCK</u> _____ _____	\$ <u>10,409.</u>	<u>11/12/13</u>
<u>18</u>	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization THE NEUBERGER BERMAN FOUNDATION	Employer identification number 31-1736689
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

Part XV Supplementary Information**3 . Grants and Contributions Paid During the Year (Continuation)**

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
BARUCH COLLEGE FUND ONE BERNARD BARUCH WAY BOX A-1603 NEW YORK, NY 10010	NONE	PUBLIC CHARITY	ACADEMIC PROMISE PROGRAM	25,000.
BEGINNING WITH CHILDREN FOUNDATION 575 LEXINGTON AVENUE, 33RD FLOOR NEW YORK, NY 10022	NONE	PUBLIC CHARITY	ALUMNI PROGRAM	15,000.
BLYTHEDALE CHILDREN'S HOSPITAL 95 BRADHURST AVENUE NEW YORK, NY 10595	NONE	PUBLIC CHARITY	EARLY CHILDHOOD CENTER	10,000.
BRONXWORKS 60 EAST TREMONT AVENUE BRONX, NY 10453	NONE	PUBLIC CHARITY	SAFE PASSAGE PROGRAM	10,000.
CAREERS THROUGH CULINARY ARTS PROGRAM 250 WEST 57TH STREET, SUITE 2015 NEW YORK, NY 10107	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT FOR NEW YORK PROGRAMS	10,000.
CHILDREN'S AID SOCIETY 105 EAST 22ND STREET NEW YORK, NY 10010	NONE	PUBLIC CHARITY	COMMUNITY SCHOOLS PROGRAM AT P.S. 5	10,000.
CITIZENS' COMMITTEE FOR CHILDREN OF NEW YORK 105 EAST 22ND STREET NEW YORK, NY 10010	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000.
CITY GATEWAY 28 ENSIGN STREET E1 8ND LONDON, UNITED KINGDOM	NONE	EXPENDITURE RESPONSIBILITY	YOUTH TRAINING AND EMPLOYMENT PROGRAM	12,000.
COMUNILIFE 214 WEST 29TH STREET NEW YORK, NY 10001	NONE	PUBLIC CHARITY	LIFE IS PRECIOUS PROGRAM	10,000.
COOL CULTURE 80 HANSON PLACE SUITE 604 BROOKLYN, NY 11217	NONE	PUBLIC CHARITY	LITERACY THROUGH CULTURE PROGRAM	10,000.
Total from continuation sheets				988,500.

Part XV Supplementary Information**3 . Grants and Contributions Paid During the Year (Continuation)**

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
DONORSCHOOSE 213 WEST 35TH STREET NEW YORK, NY 10001	NONE	PUBLIC CHARITY	PROJECTS AT HIGH POVERTY NEW YORK CITY SCHOOLS	15,000.
EAST HARLEM TUTORIAL PROGRAM 2050 SECOND AVENUE NEW YORK, NY 10029	NONE	PUBLIC CHARITY	OUT OF SCHOOL TIME PROGRAMS	10,000.
EDUCATIONAL ALLIANCE 197 EAST BROADWAY NEW YORK, NY 10002	NONE	PUBLIC CHARITY	AFTER SCHOOL PROGRAM AT P.S. 142	10,000.
FECS 315 HUDSON STREET NEW YORK, NY 10013	NONE	PUBLIC CHARITY	ACADEMY PROGRAM	15,000.
GO PROJECT 86 4TH AVENUE NEW YORK, NY 10003	NONE	PUBLIC CHARITY	YEAR-ROUND PROGRAMMING	15,000.
GRAND STREET SETTLEMENT 80 PITT STREET NEW YORK, NY 10002	NONE	PUBLIC CHARITY	LOWER EAST SIDE YOUTH SERVICES	10,000.
HARLEM CHILDREN'S ZONE 35 EAST 125TH STREET NEW YORK, NY 10035	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	200,000.
HIGHBRIDGE VOICES CORPORATION 1360 MERRIAM AVENUE BRONX, NY 10452	NONE	PUBLIC CHARITY	ACADEMIC SUPPORT PROGRAMS	10,000.
IMENTOR, INC. 40 EXCHANGE PLACE, SUITE 401 NEW YORK, NY 10005	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT FOR NEW YORK PROGRAMS	15,000.
INTERNATIONAL FEDERATION OF RED CROSS AND RED CRESCENT SOCIETIES 800 SECOND AVENUE, SUITE 355 NEW YORK, NY 10017	NONE	PUBLIC CHARITY	TYPHOON HUIYAN RELIEF IN THE PHILIPPINES	60,000.
Total from continuation sheets				

Part XV Supplementary Information**3 - Grants and Contributions Paid During the Year (Continuation)**

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
JEWISH BOARD OF FAMILY & CHILDREN'S SERVICES 135 WEST 50TH STREET NEW YORK, NY 10020	NONE	PUBLIC CHARITY	THOMAS ASKIN YOUTH PROGRAMS	10,000.
LAWRENCE HALL YOUTH SERVICES 4833 N FRANCISCO AVENUE CHICAGO, IL 60625	NONE	PUBLIC CHARITY	WORKFORCE DEVELOPMENT PROGRAM	15,000.
LEDA 56 EAST 41ST STREET, 4TH FLOOR NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
LEGAL AID SOCIETY 199 WATER STREET NEW YORK, NY 10038	NONE	PUBLIC CHARITY	EDUCATIONAL ADVOCACY PROJECT	10,000.
LOWER EASTSIDE GIRLS CLUB 101 AVENUE D. NEW YORK, NY 10009	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000.
MAYOR'S FUND TO ADVANCE NEW YORK CITY ONE CENTRE STREET NEW YORK, NY 10007	NONE	PUBLIC CHARITY	SUMMER OF SERVICE	40,000.
NEUBERGER MUSEUM OF ART PUCHASE COLLEGE STATE UNIVERSITY OF NEW YORK 735 ANDERSON HILL RD. NEW YORK, NY 10577	NONE	PUBLIC CHARITY	EDUCATION AND OUTREACH FOR UNDERSERVED YOUTH	20,000.
NEW YORK CITY MISSION SOCIETY 105 EAST 22ND STREET NEW YORK, NY 10010	NONE	PUBLIC CHARITY	LEARNING-TO-WORK PROGRAM	10,000.
NEW YORK FOUNDLING 590 AVENUE OF THE AMERICAS NEW YORK, NY 10011	NONE	PUBLIC CHARITY	AFTER-SCHOOL PROGRAM AT HAVEN ACADEMY CHARTER SCHOOL	15,000.
NEW YORK HALL OF SCIENCE 47-01 111TH STREET QUEENS, NY 11368	NONE	PUBLIC CHARITY	SCIENCE CAREER LADDER INSTITUTE	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NORTHSIDE CENTER FOR CHILD DEVELOPMENT 1301 FIFTH AVENUE NEW YORK, NY 10029	NONE	PUBLIC CHARITY	EDUCATION AND EDUCATIONAL ENRICHMENT PROGRAMS	20,000.
PEER HEALTH EXCHANGE 1460 BROADWAY, SUITE 5-26 NEW YORK, NY 10036	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT FOR NEW YORK PROGRAMS	10,000.
PER SCHOLAS 804 E. 138TH STREET BRONX, NY 10454	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT FOR NEW YORK PROGRAMS	20,000.
POSSE FOUNDATION, INC., THE 14 WALL STREET, 7TH FLOOR NEW YORK, NY 10005	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT FOR NY CHAPTER	10,000.
PUBLICOLOR, INC. 149 MADISON AVENUE, SUITE 1201 NEW YORK, NY 10016	NONE	PUBLIC CHARITY	NEXT STEPS PROGRAM	20,000.
REACH OUT AND READ OF GREATER NEW YORK 30 EAST 33RD STREET, 6TH FLOOR NEW YORK, NY 10016	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT FOR NEW YORK PROGRAMS	10,000.
READ ALLIANCE 80 MAIDEN LANE, 11TH FLOOR NEW YORK, NY 10038	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000.
SAMARITANS OF NEW YORK P.O. BOX 1259 NEW YORK, NY 10159	NONE	PUBLIC CHARITY	SUICIDE PREVENTION PUBLIC EDUCATION PROJECT	10,000.
SCAN 207 EAST 27TH STREET NEW YORK, NY 10016	NONE	PUBLIC CHARITY	REACH FOR THE STARS PROGRAM	10,000.
STAMFORD FAMILY YMCA 909 WASHINGTON BLVD. STAMFORD, CT 06901	NONE	PUBLIC CHARITY	AFTER SCHOOL PROGRAM	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
STREET SQUASH 40 WEST 116TH STREET NEW YORK, NY 10026	NONE	PUBLIC CHARITY	COLLEGE ACCESS AND SUPPORT PROGRAM	10,000.
TEACH FOR AMERICA 519 8TH AVENUE, 15TH FLOOR NEW YORK, NY 10018	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT FOR NEW YORK PROGRAMS	15,000.
TEEN LIVING PROGRAMS 162 W HUBBARD STREET, SUITE 400 CHICAGO, IL 60654	NONE	PUBLIC CHARITY	COMPREHENSIVE SUPPORT SERVICES FOR EDUCATION AND EMPLOYMENT	10,000.
TURNAROUND FOR CHILDREN 25 WEST 45TH STREET, 6TH FLOOR NEW YORK, NY 10036	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT FOR NEW YORK PROGRAMS	15,000.
UNION SETTLEMENT ASSOCIATION 237 EAST 104TH STREET NEW YORK, NY 10029	NONE	PUBLIC CHARITY	COLLEGE READINESS PROGRAM	25,000.
VOGEL ALCOVE 7557 RAMBLER ROAD, SUITE 262 DALLAS, TX 75231	NONE	PUBLIC CHARITY	THERAPEUTIC EARLY CHILDHOOD PROGRAM	10,000.
YM & YWHA OF WASHINGTON HEIGHTS 54 NAGLE AVENUE NEW YORK, NY 10040	NONE	PUBLIC CHARITY	YOUTH COMMUNITY SERVICE INITIATIVES	20,000.
YOUNG WOMEN'S LEADERSHIP NETWORK 322 EIGHTH AVENUE, 14TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	SUPPORT FOR THE YOUNG WOMEN'S LEADERSHIP SCHOOLS	10,000.
DENNIS DIER 605 3RD AVE NEW YORK, NY 10016	NONE	INDIVIDUAL	DISASTER RELIEF	1,500.
KRISTEN LOUGHRY 45 EAST 30TH, APT. 6A, NEW YORK, NY 10016	NONE	INDIVIDUAL	DISASTER RELIEF	7,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SEAN PARCHMENT 314 BEACH 148TH STREET NEPONSIT, NY 11694	NONE	INDIVIDUAL	DISASTER RELIEF	22,500.
SASHA MASTEY 605 3RD AVE NEW YORK, NY 10016	NONE	INDIVIDUAL	DISASTER RELIEF	27,500.
COLETTE DOLAN-FLORIO 605 3RD AVE NEW YORK, NY 10016	NONE	INDIVIDUAL	DISASTER RELIEF	15,000.
JAMES MANGAN 605 3RD AVE NEW YORK, NY 10016	NONE	INDIVIDUAL	DISASTER RELIEF	22,500.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAIN DIVIDEND	27,309.	27,308.	1.
INTEREST AND DIVIDEND INCOME	193,682.	0.	193,682.
TOTAL TO FM 990-PF, PART I, LN 4	220,991.	27,308.	193,683.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,623.	0.		4,998.
TO FM 990-PF, PG 1, LN 16A	4,623.	0.		4,998.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	90,100.	45,050.		151,876.
TO FORM 990-PF, PG 1, LN 16B	90,100.	45,050.		151,876.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	5,375.	5,375.		0.
TO FORM 990-PF, PG 1, LN 16C	5,375.	5,375.		0.

FORM 990-PF	TAXES	STATEMENT	5
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	232.	232.		0.
FEDERAL EXCISE TAXES	7,994.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,226.	232.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NEW YORK FILING FEES	775.	0.		775.
REGISTERED AGENT FEE	135.	0.		267.
PUBLICATION	135.	0.		135.
TO FORM 990-PF, PG 1, LN 23	1,045.	0.		1,177.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
-------------	--	-----------	---

DESCRIPTION	AMOUNT
DEFERRED EXCISE TAX	10,000.
TO ADJUST BEGINNING NET ASSETS	1,500.
TOTAL TO FORM 990-PF, PART III, LINE 5	11,500.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY OBLIGATIONS	X		1,982,689.	1,982,689.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,982,689.	1,982,689.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,982,689.	1,982,689.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	944,542.	944,542.
TOTAL TO FORM 990-PF, PART II, LINE 10B	944,542.	944,542.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,005,162.	1,005,162.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,005,162.	1,005,162.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
-------------	-------------------	-----------	----

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	6,348,083.	6,348,083.
ALTERNATIVE INVESTMENTS	FMV	10,876.	10,876.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,358,959.	6,358,959.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	6,520.	4,106.	4,106.
TO FORM 990-PF, PART II, LINE 15	6,520.	4,106.	4,106.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX PAYABLE	8,000.	18,000.
DUE TO BROKER	58,048.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	66,048.	18,000.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FRANCINE S. KITTREDGE 605 THIRD AVENUE NEW YORK, NY 10158	DIRECTOR 1.00	0.	0.	0.
ELIZABETH R. CRIBBS 605 THIRD AVENUE NEW YORK, NY 10158	PRESIDENT 20.00	0.	0.	0.
INGRID S. DYOTT 605 THIRD AVENUE NEW YORK, NY 10158	DIRECTOR 1.00	0.	0.	0.
DAVID PEDOWITZ 605 THIRD AVENUE NEW YORK, NY 10158	TREASURER 2.00	0.	0.	0.
JUDITH M. VALE 605 THIRD AVENUE NEW YORK, NY 10158	DIRECTOR 1.00	0.	0.	0.

MELISSA PAPINI 605 THIRD AVENUE NEW YORK, NY 10158	VICE PRESIDENT/SECRETARY 20.00	0.	0.	0.
HEATHER P. ZUCKERMAN 605 THIRD AVENUE NEW YORK, NY 10158	DIRECTOR 1.00	0.	0.	0.
MARIA ANGELOV 605 THIRD AVENUE NEW YORK, NY 10158	ASSISTANT TREASURER 20.00	0.	0.	0.
JAMES ISELIN 605 THIRD AVENUE NEW YORK, NY 10158	DIRECTOR 1.00	0.	0.	0.
ROBERT CONTI 605 THIRD AVENUE NEW YORK, NY 10158	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>0.</u>	<u>0.</u>	<u>0.</u>