EXTENSION ATTACHED

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 organization may be able to use a copy of this return to satisfy state reporting requirements.*

OMB No 1545-0052

2005

For calendar year 2005, or tax year beginning , 2005, and ending

G Check all that apply: [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of organization: THE HILDA MULLEN FOUNDATION
C/O SIMPSON THACHER & BARTLETT

Number and street (or P.O. box number if mail is not delivered to street address): 425 LEXINGTON AVENUE
Room/suite:

City or town, state, and ZIP code: NEW YORK, NY 10017

A Employer identification number: 13-7120449

B Telephone number (see page 10 of the instructions): (212) 455-2668

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 ▶ [ ]

H Check type of organization: [X] 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)* ▶ $ 9,904,622.

J Accounting method: [X] 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 page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	460.	460.		
	4 Dividends and interest from securities	268,054.	268,054.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	847,718.			
	b Gross sales price for all assets on line 6a: 587,980.				
	7 Capital gain net income (from Part IV, line 2)		847,718.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	1,116,232.	1,116,232.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	NONE			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,661.	831.		830.
	b Accounting fees (attach schedule)	4,270.	2,135.		2,135.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 1	4,256.	4,006.		250.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	10,187.	6,972.		3,215.
	25 Contributions, gifts, grants paid	1,886,060.			1,886,060.
	26 Total expenses and disbursements. Add lines 24 and 25	1,896,247.	6,972.		1,889,275.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-780,015.			
	b Net investment income (if negative, enter -0-)		1,109,260.		
	c Adjusted net income (if negative, enter -0-)			-0-	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	1,345,888.	31,489.	31,489.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) STMT 2	6,383,237.	6,919,925.	9,873,133.
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)	2,304.	NONE	NONE
16 Total assets (to be completed by all filers - see page 16 of the instructions. Also, see page 1, item I)	7,731,429.	6,951,414.	9,904,622.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances			
Organizations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27 Capital stock, trust principal, or current funds	7,731,429.	6,951,414.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds		NONE	
30 Total net assets or fund balances (see page 17 of the instructions)	7,731,429.	6,951,414.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,731,429.	6,951,414.	

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	7,731,429.
2 Enter amount from Part I, line 27a	2	-780,015.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	6,951,414.
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	6,951,414.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo , day, yr.)
1a SEE PART IV SCHEDULE			
b			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
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	847,718.
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 pages 13 and 17 of the 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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? . . . ☐ Yes ☒ No
If "Yes," the organization 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))
2004	1,271,741.	8,278,922.	0.15361190744
2003	1,111,422.	6,619,146.	0.16791018056
2002	5,088,294.	8,407,834.	0.60518487877
2001	606,463.	7,947,258.	0.07631097417
2000	653,846.	7,683,930.	0.08509265441

2 **Total** of line 1, column (d)	2	1.08811059535
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	0.21762211907
4 Enter the net value of noncharitable-use assets for 2005 from Part X, line 5	4	9,555,332.
5 Multiply line 4 by line 3	5	2,079,452.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,093.
7 Add lines 5 and 6	7	2,090,545.
8 Enter qualifying distributions from Part XII, line 4	8	1,889,275.

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 on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: _________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	22,185.
c	All other domestic organizations 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	22,185.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	22,185.
6	Credits/Payments.		
a	2005 estimated tax payments and 2004 overpayment credited to 2005 — 6a: 86,596.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	86,596.
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	64,411.
11	Enter the amount of line 10 to be **Credited to 2006 estimated tax** ▶ 64,411. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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 organization in connection with the activities			
c	Did the organization file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the organization ▶ $ NONE (2) On organization managers ▶ $ NONE			
e	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers ▶ $ NONE			
2	Has the organization engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the organization 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		X
4a	Did the organization have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	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.*	5		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?	6	X	
7	Did the organization have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the organization 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	X	
9	Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2005 or the taxable year beginning in 2005 (see instructions for Part XIV on page 26)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X
11	Did the organization comply with the public inspection requirements for its annual returns and exemption application?	11	X	

Web site address ▶ N/A

12 The books are in care of ▶ SIMPSON THACHER & BARTLETT Telephone no ▶ 212-455-2668

Located at ▶ 425 LEXINGTON AVENUE, NEW YORK, NY , ZIP+4 ▶ 10017-3954

13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here . . . N/A . . . ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 13

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 organization (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 organization 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	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the organization 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 2005?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2005, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2005? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________, ________, ________, ________			
b	Are there any years listed in 2a for which the organization 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 page 20 of the instructions.)	2b	N/A	
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 organization 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 2005 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 2005.)*	3b	N/A	
4a	Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the organization 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 2005?	4b		X
5a	During the year did the organization 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 page 20 of the instructions)?	5b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If you answered "Yes" to 6b, also file Form 8870*	6b		X

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 page 21 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 3		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 21 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶ NONE

3 Five highest-paid independent contractors for professional services - (see page 21 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ NONE

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	

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Part IX-B Summary of Program-Related Investments (see page 22 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 22 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 22 of the 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	9,430,819.
b	Average of monthly cash balances	1b	270,026.
c	Fair market value of all other assets (see page 23 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	9,700,845.
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	NONE
3	Subtract line 2 from line 1d	3	9,700,845.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 23 of the instructions)	4	145,513.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,555,332.
6	**Minimum investment return.** Enter 5% of line 5	6	477,767.

Part XI Distributable Amount (see page 23 of the 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	477,767.
2a	Tax on investment income for 2005 from Part VI, line 5	2a	22,185.		
b	Income tax for 2005. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	22,185.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	455,582.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	455,582.
6	Deduction from distributable amount (see page 24 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	455,582.

Part XII Qualifying Distributions (see page 24 of the 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	1,889,275.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,889,275.
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,889,275.

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 page 24 of the instructions)

		(a) Corpus	(b) Years prior to 2004	(c) 2004	(d) 2005
1	Distributable amount for 2005 from Part XI, line 7				455,582.
2	Undistributed income, if any, as of the end of 2004				
a	Enter amount for 2004 only				
b	Total for prior years ___, ___, ___				
3	Excess distributions carryover, if any, to 2005:				
a	From 2000 ... NONE				
b	From 2001 ... NONE				
c	From 2002 ... 4,205,257.				
d	From 2003 ... 781,484.				
e	From 2004 ... NONE				
f	**Total** of lines 3a through e	4,986,741.			
4	Qualifying distributions for 2005 from Part XII, line 4. ▶ $ 1,889,275.				
a	Applied to 2004, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 25 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 25 of the instructions)				
d	Applied to 2005 distributable amount				455,582.
e	Remaining amount distributed out of corpus	1,433,693.			
5	Excess distributions carryover applied to 2005 *(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:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	6,420,434.			
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 page 25 of the instructions				
e	Undistributed income for 2004 Subtract line 4a from line 2a Taxable amount - see page 25 of the instructions				
f	Undistributed income for 2005 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2006				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)				
8	Excess distributions carryover from 2000 not applied on line 5 or line 7 (see page 25 of the instructions)	NONE			
9	**Excess distributions carryover to 2006.** Subtract lines 7 and 8 from line 6a	6,420,434.			
10	Analysis of line 9.				
a	Excess from 2001 ... NONE				
b	Excess from 2002 ... 4,205,257.				
c	Excess from 2003 ... 781,454.				
d	Excess from 2004 ... NONE				
e	Excess from 2005 ... 1,433,723.				

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Part XIV Private Operating Foundations (see page 26 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 2005, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	
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 organization had $5,000 or more in assets at any time during the year - see page 26 of the 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))

SEE STATEMENT 4

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.

N/A

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

Check here ▶ [X] if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the organization makes gifts, grants, etc. (see page 26 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 5				
Total . . . . . ▶ **3a**				1,886,060.
b *Approved for future payment*				
Total . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 26 of the 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	460.	
4 Dividends and interest from securities			11	268,054.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	847,718.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,116,232.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,116,232.

(See worksheet in line 13 instructions on page 27 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes). (See page 27 of the instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting organization to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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 organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2 a Is the organization 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

Martin J Whitman 11/14/06 TTEE

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature	Date 11/14/06	Check if self-employed ☐	Preparer's SSN or PTIN (See Signature on page 28 of the instructions.) P00029738
Firm's name (or yours if self-employed), address, and ZIP code	RSM MCGLADREY INC.		EIN ▶ 41-1944416
	1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036		Phone no. 212 372 1000

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					635,140.	
		1,847.404 SHS THIRD AVENUE VALUE FUND,IN PROPERTY TYPE: SECURITIES				P	05/30/1996	03/29/2005
99,995.		67,707.					32,288.	
		84.68 SHS THIRD AVENUE VALUE FUND INC PROPERTY TYPE: SECURITIES				P	05/30/1996	06/08/2005
4,627.		3,104.					1,523.	
		3,575.642 SHS THIRD AVENUE VALUE FUND,IN PROPERTY TYPE: SECURITIES				P	12/14/1996	06/08/2005
195,368.		124,075.					71,293.	
		3,084.788 SHS THIRD AVENUE VALUE FUND,IN PROPERTY TYPE: SECURITIES				P	12/14/1996	07/13/2005
174,995.		107,042.					67,953.	
		1,742.768 SHS THIRD AVENUE VALUE FUND,IN PROPERTY TYPE: SECURITIES				P	12/14/1996	10/12/2005
99,995.		60,474.					39,521.	
TOTAL GAIN(LOSS)							847,718.	

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FILING FEE	250.		250.
BANK CHARGES	56.	56.	
INVESTMENT EXPENSE	3,950.	3,950.	
TOTALS	4,256.	4,006.	250.

THE HILDA MULLEN FOUNDATION 13-7120449

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
180,232.437 SHS THIRD AVENUE VALUE FUND	6,919,925.	9,873,133.
TOTALS	6,919,925.	9,873,133.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MARTIN J. WHITMAN C/O SIMPSON THACHER & BARTLETT 425 LEXINGTON AVENUE 425 LEXINGTON, NY 10017	TRUSTEE 1 HOUR	NONE	NONE	NONE
LOIS Q. WHITMAN C/O SIMPSON THACHER & BARTLETT 425 LEXINGTON AVENUE 425 LEXINGTON, NY 10017	TRUSTEE 1 HOUR	NONE	NONE	NONE
	GRAND TOTALS	NONE	NONE	NONE

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

MARTIN J. WHITMAN
LOIS Q. WHITMAN

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE SCHEDULE ATTACHED	CHARITABLE 501(C)(3)	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,886,060.
		TOTAL CONTRIBUTIONS PAID	1,886,060.

The Hilda Mullen Foundation
EIN#13-7120449
2005 Charitable Contributions

ORGANIZATION		AMOUNT
92nd St. Y	1395 Lexington Avenue, New York, NY 10128	500
AALDEF	99 Hudson St 12th Fl , New York, NY 10013	10,000
Abraham Fund	9 East 45th St., New York, NY 10017	5,000
Accion	56 Roland St Suite 300, Boston, MA 02129	25,000
Accion	56 Roland St. Suite 300, Boston, MA 02129	25,000
ACLU Foundation	125 Broad St. 18th Fl , New York, NY 10004	250,000
AJ Muste Memorial Institute (AJMMI)	339 Lafayette St., New York, NY 10012	200
America-Israel Cultural Foundation	51 East 42nd St. Suite 400, New York, NY 10017	1,000
American Indian College Fund	8333 Greenwood Blvd , Denver, CO 80221	500
American Jewish Committee	165 East 56 Street, New York, NY 10022	2,500
Americans for Peace Now	1101 14th St NW, 6th Fl., Washington, DC 20005	500
Amnesty International USA	322 Eighth Avenue, New York NY 10001	1,000
Anti-Defamation League	823 United Nations Plaza, New York, NY 10017	1,000
Astraea Foundation	116 East 16th St 7th Fl., New York, NY 10003	500
BLSP (Business Leaders for Sensible Priorities)	10 West 18th St 9th Fl , New York, NY 10011	5,000
Brady Center	1225 Eye Street NW Suite 1100, Washington, DC 20005	500
Broadway Housing Communities	583 Riverside Dr., New York, NY 10031	500
Brooklyn Law School	250 Joralemon Street, Brooklyn, NY 11201	5,000
Build Back Our Coast Fund	11975 Seaway Road, Gulfport, MS 39503	500
Camp Laurelwood	463 Summer Hill Rd, Madison, CT 06443	1,000
CARE	650 First Avenue 2nd Fl., New York, NY 10016	10,000
CCR - Center for Constitutional Rights	666 Broadway 7th Fl., New York, NY 10012	1,000
Center for Reproductive Rights	120 Wall St , New York, NY 10005	10,000
Center for Victims of Torture	717 East River Road, Minneapolis, MN 55455	10,000
Central Park Conservancy	14 East 60th Street, New York, NY 10022	500
Chabad's Children of Chernobyl	675 Third Ave Ste 3210, New York, NY 10017	2,500
Charter Oak Challenge Foundation	11 Bridgesquare, Westport, CT 06880	1,000
Chester Children's Chorus	500 College, Swarthmore, PA 19081	25,000
Children's Defense Fund	25 E. Street NW, Washington, DC 20001	500
Citizen Soldier	267 Fifth Avenue Suite 901, New York, NY 10016	500
Citizen's Committee for Children	105 E 22nd St., New York, NY 10010	6,000
Coalition for the Homeless	89 Chambers St , New York, NY 10007	2,500
Code Pink - Help Iraqis/Global Exchange	2010 Linden Ave., Venice, CA 90291	1,000
Columbia University School of Social Work	2960 Broadway, New York, NY 10027	1,000
Committee to Protect Journalists	330 Seventh Ave , New York, NY 10001	500
Community Foundation of Southern Alabama	P O BOX 990 Mobile, AL 36601	500
Consumer Reports	101 Truman Ave , Yonkers, NY 10703	100
CSPI (Center for Science in the Public Interest)	1875 Connecticut Ave NW Ste 300, Washington, DC 20009	10,000
CUNY Law School	65-21 Main Street, Flushing, NY 11367	21,000
Cycle for Life/Tufts-NEMC	PO Box 17137, Salt Lake City, UT 84117	500
Developments in Literacy	101 S W Main Street, Portland, OR 97204	5,000
Disarm Education	113 University Place 8th Floor, New York, NY 10003	1,000
Doctors Without Borders	333 7th Ave. 2nd Fl , New York, NY 10001	10,000
Enterprise Foundation	10227 Wincopin Circle, Columbia, MD 21044	500
Equality Now	PO Box 20646 Columbus Circle Station, New York, NY 10023	1,000
FAIR (Fairness & Accuracy in Reporting)	112 West 27th St , New York, NY 10001	100
Fistula Foundation	1171 Homestead Road Ste. 265, Santa Clara, CA 95050	125
Foundation for Excellent Schools	1634 Route 30, Cornwall, VT 05753	1,000
Freedom from Religious Foundation	PO Box 750, Madison, WI 53701	1,000
Global Exchange	2017 Mission St #303, San Francisco, CA 94110	100
GLSEN	90 Broad Street 2nd Fl., New York, NY 10004	10,000
Goddard Riverside	593 Columbus Ave , New York, NY 10024	500
Habitat for Humanity NYC	334 Furman Street, Brooklyn, NY 11201	1,000
Herbert Lehman Education Fund (NAACP)	P O Box 6767, Providence, RI 02940	1,000
Hetrick-Martin Institute	332 Hudson Avenue, Albany, NY 12210	10,000

The Hilda Mullen Foundation
EIN#13-7120449
2005 Charitable Contributions

ORGANIZATION:		AMOUNT
Holocaust Memorial Museum	100 Raoul Vallenberg Place, SW, Washington, DC 20024	500
Hudson Link for Higher Education in Prison	P O. Box 862, Ossining, NY 10562	500
Human Rights Campaign	1640 Rhode Island Ave NW, Washington, DC 20036	500
Human Rights First	333 Seventh Avenue 13th Fl., New York, NY 10001	5,000
Humanist Society of Friends - CHES	1777 T Street NW, Washington, DC 20009	1,000
Hurricane Katrina Displaced Residents Fund	402 N Fourth street, Baton Rouge, LA 70702	500
Hurricane Katrina New Orleans Recovery Fund	9613 Interline, Baton Rouge, LA 70809	500
Hypertension Education Foundation	525 East 68th St., New York, NY 10021	5,000
IGLHRC	1375 Sutter St Suite 222, San Francisco, CA 94109	2,000
International Rescue Committee	127 East 42nd Street, New York, NY 10168	10,000
Intersex Society of North America	4500 9th Ave. NE Suite 300, Seattle, WA 98105	5,000
Israel Policy Forum	165 East 56th Street 2nd Floor, New York, NY 10022	15,000
Jewish Fund for Justice	260 5th Ave. Suite 701, New York, NY 10001	20,000
JFLAG		10,000
La Conscience	228, Rue Davie Modji Tsevie, B.P. 10 297 Lome - Togo	20,000
LAMBDA Legal	120 Wall St Ste 1500, New York, NY 10005	500
Landmark West	45 West 67th Street, New York, NY 10023	1,000
League of Women Voters of NY	1730 M Street NW Ste 1000, Washington, DC 20036	500
Leukemia & Lymphoma Society	651 West Washington Suite 400, Chicago, IL 60661	500
Lincoln Center Theater	150 West 65th Street, New York, NY 10023	250
MADD	511 East John Carpenter Frwy Ste 700, Irving, TX 75062	1,000
MADRE	121 W 27th St. #301, New York, NY 10001	500
Mental Disability Rights	1156 15th St NW Suite 1001, Washington, DC 20005	5,000
Miquon School	2025 Harts Lane, Conshohocken, PA 19428	25,000
Ms Foundation for Women	120 Wall Street 33rd Fl., New York, NY 10005	500
Museum of Jewish Heritage	One Battery Park Plaza, New York, NY 10004	5,000
Museum of Modern Art	11 West 53rd Street, New York, NY 10019	75
NAACP Legal Defense and Educational Fund	4805 Mt Hope Dr , Baltimore, MD 21215	1,000
National Advocates for Pregnant Women	39 West 19th Street Ste 602, New York, NY 10011	1,000
National Center for Lesbian Rights	870 Market St. Suite 570, San Francisco, CA 94102	500
National Center for Youth Law	405 14th St 15 Fl , Oakland, CA 94612	1,000
National Partnership for Women & Families	1875 Connecticut Avenue NW Ste 650, Washington, DC 20009	1,000
Native American Rights Fund	1506 Broadway, Boulder, CO 80302	500
Natoinal Coalition Against Censorship	275 Seventh Ave , New York, NY 10001	1,000
New School University	80 Fifth Avenue 4th Floor, New York, NY 10011	25,000
New York Asian Women's Center	39 Bowery PMB 375, New York, NY 10002	1,000
New York Community Trust	2 Park Avenue, New York, NY 10016	185,000
New York Public Library	476 Fifth Avenue, New York, NY 10018	1,250
New York Restoration Project	254 West 31st Street 10th Floor, New York, NY 10001	500
NRDC - Natural Resources Defense Council	40 West 20th St., New York, NY 10011	500
NWHN (National Women's Health Network)	514 10th Street NW Ste 400, Washington, DC 20004	500
NYCLU Foundation	125 Broad St., New York, NY 10004	30,000
Orchestra 2001	P.O Box 30382, Philadelphia, PA 19103	1,200
Osborne Association	36-31 38th Street, Long Island City, NY 11101	500
Oxfam UK	John Smith Drive, Oxford OX4 2JY	10,000
Parkside School	48 West 74th Street, New York, NY 10023	1,000
PATH (People Advocating Therapeutic Homes)	321 N Clark Street, Chicago, IL 60610	5,000
Physicians for Human Rights	100 Brooklyn Suite 702, Boston, MA 02116	1,000
Planned Parenthood	434 W 23rd St , New York, NY 10001	1,000
Ploughshares Fund	Fort Mason Center, San Francisco, CA 94123	5,000
PMC Jimmy Fund	10 Brookline Place West 6th Fl, Brookline, MA 02445	1,000
Princeton University	Princeton, NJ 08544	1,000
Public Citizen Partners	1600 20th St NW, Washington, DC 20009	500
Ramapo for Children	P.O. Box 266, Rhinebeck, NY 12572	5,000
Resist	259 Elm St #201, Somerville, MA 02144	500

The Hilda Mullen Foundation
EIN#13-7120449
2005 Charitable Contributions

ORGANIZATION:		AMOUNT
Rosenberg Fund for Children	116 Pleasant St. Suite 3312, Easthampton, MA 01027	500
Rutgers Univ. Foundation	7 College Ave Winants Hall, New Brunswick, NJ 08901	50,000
Save the Children	54 Wilton Road, Westport, CT 06880	10,000
Second Stage Theatre	307 West 43rd Street, New York, NY 10036	2,000
Seeds of Peace	370 Lexington Avenue Ste 401, New York, NY 10017	2,000
Sentencing Project	514 Tenth Street NW Ste 1000, Washington, DC 20004	500
Shefa Fund	330 7th Avenue Ste 1401, New York, NY 10001	1,000
Sierra Club Foundation	85 Second Street 2nd Fl, San Francisco, CA 94105	500
Simon Wiesenthal Center	1399 South Roxbury Drive, Los Angeles, CA 90035	1,000
Simpson Thacher & Bartlett (British-Irish Rights Watch)	425 Lexington Avenue, New York, NY 10017	130,000
SLDN - Servicemembers Legal Defense Network	PO Box 65301, Washington, DC 20035	500
Small Press Center	20 W 44th St, New York, NY 10036	500
Smith College	Northhampton, MA 01063	5,000
Stanley Isaacs Neighborhood Center	415 E 93rd St, New York, NY 10218	500
STITCH	1525 Newton St NW, Washington, DC 20010	500
Syracuse University	820 Comstock Avenue, Syracuse, NY 13244	450,000
Tel Aviv University	39 Broadway 15th Fl, New York, NY 10006	60,000
Texas Coalition to Abolish the Death Penalty	602 West 7th Street, Austin, TX 78701	1,000
Thirteen/WNET New York	450 W 33rd St, New York, NY 10001	1,000
Tides Foundation/Canadian HIV/AIDS Legal Network	PO Box 29903, San Francisco, CA 94129	52,450
Tides Foundation/Pivot Legal Society	PO Box 29903, San Francisco, CA 94129	15,000
UJA Federation	130 E 59th St, New York, NY 10022	40,000
Verde Valley Sanctuary	P O. Box 595, Sedona, AZ 86339	25,000
Wall Street Synagogue	47 Beekman street, New York, NY 10022	2,500
War Resisters League	339 Lafayette St., New York, NY 10012	500
WAW/AWF - Afghan Women's Fund	978 Yachtsman Way, Annapolis, MD 21403	1,100
WCPP (Westside Crime Prevention Program)	893 Amesterdam Avenue, New York NY 10025	100
Welfare Law Center	275 7th Avenue Ste 1205, New York, NY 10001	25,000
WFP - Witness for Peace	1229 15th St. NW, Washington, DC 20005	500
WMK Fund (William Moses Kunstler)	13 Gay St, New York, NY 10014	500
WNYC	One Centre St, New York, NY 10007	510
WNYC Radio	One Centre St, New York, NY 10007	5,000
Women's Commission for Refugee Women	122 East 42nd Street, New York, NY 10168	1,000
Yale University	265 Church Street Ste 901, New Haven, CT 06511	100,000
YIVO	15 W 16th St, New York, NY 10011	1,000
Total		1,886,060

Form **8868**
(Rev December 2004)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (not automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time - Only submit original (no copies needed)

Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers) However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile*

Type or print	Name of Exempt Organization THE HILDA MULLEN FOUNDATION C/O SIMPSON THACHER & BARTLETT	Employer identification number 13-7120449
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O box, see instructions. 425 LEXINGTON AVENUE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. NEW YORK, NY 10017	

Check type of return to be filed (file a separate application for each return)

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T(sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ SIMPSON THACHER & BARTLETT

Telephone No. ▶ 212 455-2668 FAX No. ▶

- If the organization does **not** have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a **Group Return,** enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the **whole** group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until 08/15 , 2006 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2005 or
▶ [ ] tax year beginning ____ , ____, and ending ____ , ____

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions . . . $ 86,596.

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit . . . $ 86,596.

c Balance Due. Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions . . . $ NONE

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 12-2004)

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• If you are filing for an **Additional (not automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.

Type or print	Name of Exempt Organization THE HILDA MULLEN FOUNDATION C/O SIMPSON THACHER & BARTLETT	Employer identification number 13-7120449
File by the extended due date for filing the return See instructions	Number, street, and room or suite no If a P O. box, see instructions. 425 LEXINGTON AVENUE	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10017	

Check type of return to be filed (File a separate application for each return).

[ ] Form 990	[ ] Form 990-T(sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-BL	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-EZ	[ ] Form 1041-A	[ ] Form 8870
[X] Form 990-PF	[ ] Form 4720	

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ SIMPSON THACHER & BARTLETT

Telephone No ▶ 212 455-2668 FAX No ▶

• If the organization does **not** have an office or place of business in the United States, check this box . . . . ▶ [ ]

• If this is for a **Group Return,** enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the **whole** group, check this box ▶ [ ]. If it is for **part** of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15/2006 .

5 For calendar year 2005 , or other tax year beginning ______ and ending ______

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED IN ORDER TO PREPARE AND FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions . . . . . $ 86,596.

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 . . . . . $ 86,596.

c **Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions . . . . . $ NONE

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ P00029738 Date ▶ 8/8/06

Notice to Applicant - To Be Completed by the IRS

[X] We have approved this application. Please attach this form to the organization's return.

[ ] We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return Please attach this form to the organization's return

[ ] We have not approved this application After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file We are not granting a 10-day grace period.

[ ] We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.

[ ] Other ______

______ By. ______ ______

Director Date

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

EXTENSION APPROVED

SEP 07 2006

FIELD DIRECTOR, SUBMISSION PROCESSING, OGDEN

Type or print	**Name** RSM MCGLADREY INC.
	Number and street (include suite, room, or apt. no.) or a P.O. box number 1185 AVENUE OF THE AMERICAS
	City or town, province or state, and country (including postal or ZIP code) NEW YORK, NY 10036