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Form 990-PF

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2011

Department of the Treasury Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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

Name of foundation: THE HILDA MULLEN FOUNDATION C/O MILBANK TWEED HADLEY & MCCLOY LLP. A Employer identification number: 13-7120449. B Telephone number: (212) 836-7314. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 9,093,931. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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 (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	24,854	4,370	4,370
	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)	2,400		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	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)	11,011,214	10,336,909	9,089,561
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,038,468	10,341,279	9,093,931	
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)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	11,038,468	10,341,279		
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0		
29	Retained earnings, accumulated income, endowment, or other funds	0	0		
30	Total net assets or fund balances (see page 17 of the instructions)	11,038,468	10,341,279		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	11,038,468	10,341,279		

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	11,038,468
2	Enter amount from Part I, line 27a	2	-697,189
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	10,341,279
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,341,279

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	33,684
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 foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,548,685	11,461,123	0.135125
2009	1,193,001	10,337,922	0.115400
2008	1,840,785	14,603,980	0.126047
2007	886,761	13,710,332	0.064678
2006	1,465,065	9,957,732	0.147128

2	Total of line 1, column (d).	2	0.588378
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	0.117676
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	10,852,643
5	Multiply line 4 by line 3.	5	1,277,096
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,302
7	Add lines 5 and 6.	7	1,279,398
8	Enter qualifying distributions from Part XII, line 4.	8	978,238

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 <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	4,605
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	4,605
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	4,605
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,215
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,500
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	7,715
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,110
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 3,110 Refunded <input type="checkbox"/>	11	0

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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> NY _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of MILBANKTWEEDHADLEY MCCLOY LLP Telephone no (212) 906-0269 Located at 1 CHASE MANHATTAN PLAZA NEW YORK NY ZIP+4 10005			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country N/A			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 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
MARTIN J WHITMAN C/O MILBANKTWEEDHADLEY MCCLOY LLP CHASE MANHATTAN PLAZA, NY 10005	TRUSTEE 1 00	0	0	0
LOIS Q WHITMAN C/O MILBANKTWEEDHADLEY MCCLOY LLP CHASE MANHATTAN PLAZA, NY 10005	TRUSTEE 1 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 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. 0

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

3 Five highest-paid independent contractors for professional services (see page 23 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. **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 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	
2	
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3. **0**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 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	10,982,740
b	Average of monthly cash balances.	1b	35,172
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	11,017,912
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	11,017,912
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	165,269
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,852,643
6	Minimum investment return. Enter 5% of line 5.	6	542,632

Part XI Distributable Amount (see page 25 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	542,632
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	4,605
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,605
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	538,027
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	538,027
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	538,027

Part XII Qualifying Distributions (see page 25 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	978,238
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	978,238
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	978,238

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 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				538,027
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				989,531
b From 2007.				229,459
c From 2008.				1,123,072
d From 2009.				686,524
e From 2010.				981,075
f Total of lines 3a through e.	4,009,661			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>978,238</u>				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.				538,027
e Remaining amount distributed out of corpus	440,211			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,449,872			
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 page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	989,531			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	3,460,341			
10 Analysis of line 9				
a Excess from 2007.				229,459
b Excess from 2008.				1,123,072
c Excess from 2009.				686,524
d Excess from 2010.				981,075
e Excess from 2011.				440,211

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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 Additional Data Table

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

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 974,200
b <i>Approved for future payment</i>				
Total				3b 0

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

Table with 3 columns: Question, Yes, No. Rows include: 1 Did the organization directly or indirectly engage...; a Transfers from the reporting foundation...; b Other transactions...; c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation...

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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.

Signature of officer or trustee: ***** Date: 2012-06-22 Title: *****

Sign Here

Preparer's information form including: Preparer's Signature (MARTIN GREIF), Date, Check if self-employed, PTIN (P00029738), Firm's name (MCGLADREY LLP), Firm's address (1185 AVENUE OF THE AMERICAS, NEW YORK, NY 100362602), Firm's EIN (41-1944416), and Phone no (212) 372-1000.

May the IRS discuss this return with the preparer shown above? See instructions [x] Yes [] No

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

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

2011

Department of the Treasury
Internal Revenue Service

Name of organization
THE HILDA MULLEN FOUNDATION
C/O MILBANK TWEED HADLEY & MCCLOY LLP

Employer identification number
13-7120449

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

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 33¹/₃% 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, aggregate 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 aggregate 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 in the heading of its Form 990-EZ, or on 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).

Name of organization THE HILDA MULLEN FOUNDATION C/O MILBANK TWEED HADLEY & MCCLOY LLP	Employer identification number 13-7120449
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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) Aggregate contributions	(d) Type of contribution
1	MARTIN J WHITMAN C/O MILBANK TWEED HADLEY MCCLOY LLP NEW YORK, NY 10005	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE HILDA MULLEN FOUNDATION C/O MILBANK TWEED HADLEY & MCCLOY LLP	Employer identification number 13-7120449
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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
—	<div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div> <div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div> <div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div>	\$ _____	_____
—	<div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div> <div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div> <div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div>	\$ _____	_____
—	<div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div> <div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div> <div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div>	\$ _____	_____
—	<div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div> <div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div> <div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div>	\$ _____	_____
—	<div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div> <div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div> <div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div>	\$ _____	_____
—	<div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div> <div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div> <div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div>	\$ _____	_____
—	<div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div> <div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div> <div style="border-bottom: 1px solid black; border-top: 1px solid black; border-left: 1px solid black; border-right: 1px solid black; height: 20px;"></div>	\$ _____	_____

Name of organization THE HILDA MULLEN FOUNDATION C/O MILBANK TWEED HADLEY & MCCLOY LLP	Employer identification number 13-7120449
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations
aggregating 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. See instructions.) ▶ \$

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	
_____ _____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	

Additional Data

Software ID:

Software Version:

EIN: 13-7120449

Name: THE HILDA MULLEN FOUNDATION
C/O MILBANK TWEED HADLEY & MCCLOY LLP

Form 990PF - Special Condition Description:

Special Condition Description

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
607 450 THIRD AVENUE REAL ESTATE FUND		2006-12-20	2011-01-06
12,109 803 THIRD AVENUE REAL ESTATE FUND		2007-12-20	2011-01-06
1,046 025 THIRD AVENUE REAL ESTATE FUND		2007-12-20	2011-03-01
4,206 984 THIRD AVENUE REAL ESTATE FUND		2007-12-20	2011-03-31
3,155 645 THIRD AVENUE REAL ESTATE FUND		2007-12-20	2011-04-05
2,459 996 THIRD AVENUE REAL ESTATE FUND		2008-12-24	2011-04-05
1,642 710 THIRD AVENUE REAL ESTATE FUND		2008-12-24	2011-04-25
136 740 THIRD AVENUE REAL ESTATE FUND		2008-12-24	2011-05-24
1,215 047 THIRD AVENUE REAL ESTATE FUND		2009-12-23	2011-05-24
1,077 224 THIRD AVENUE REAL ESTATE FUND		2010-12-22	2011-05-24
494 560 THIRD AVENUE VALUE FUND		1998-01-14	2011-06-28
478 377 THIRD AVENUE VALUE FUND		1998-01-14	2011-07-06
2,894 077 THIRD AVENUE VALUE FUND		1998-01-14	2011-07-25
1,134 301 THIRD AVENUE VALUE FUND		1998-01-14	2011-10-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
14,330		20,732	-6,402
285,665		330,961	-45,296
24,995		28,588	-3,593
99,995		114,977	-14,982
75,859		86,244	-10,385
59,136		35,325	23,811
39,995		23,589	16,406
3,305		1,964	1,341
29,365		24,568	4,797
26,034		24,528	1,506
24,995		18,145	6,850
24,995		17,552	7,443
149,995		106,184	43,811
49,995		41,618	8,377

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-6,402
			-45,296
			-3,593
			-14,982
			-10,385
			23,811
			16,406
			1,341
			4,797
			1,506
			6,850
			7,443
			43,811
			8,377

Form 990PF Part XV Line 1a - 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).

MARTIN J WHITMAN
LOIS Q WHITMAN

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AJ MUSTE MEMORIAL INSTITUTE 339 LAFAYETTE STREET NEW YORK, NY 10012	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
ACTORS FUND 729 SEVENTH AVENUE 10TH FLOOR NEW YORK, NY 10019	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
AMERICAN FRIENDS OF TEL AVIV UNIVERSITY 39 BROADWAY SUITE 1510 NEW YORK, NY 10006	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
AMERICAN IRELAND FUND 211 CONGRESS STREET BOSTON, MA 02110	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	40,000
AUSCHWITZ JEWISH CENTER FOUNDATION 36 BATTERY PL NEW YORK, NY 10280	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,000
BARD HIGH SCHOOL EARLY COLLEGE PO BOX 5000 ANNANDALEONHUDSON, NY 125045000	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	25,000
BETH ISRAEL MEDICAL CENTER 555 WEST 57TH STREET 18TH FLOOR NEW YORK, NY 10019	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
BOYS & GIRLS CLUBS OF AMERICA 1275 PEACHTREE STREET NE ATLANTA, GA 30309	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,500
CENTER FOR REPRODUCTIVE RIGHTS 120 WALL STREET 14TH FLOOR NEW YORK, NY 10005	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	40,000
CENTER FOR SCIENCE IN THE PUBLIC INTEREST 1220 L STREET NW SUITE 300 WASHINGTON, DC 200054053	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	20,000
CENTER FOR VICTIMS OF TORTURE 649 DAYTON AVENUE ST PAUL, MN 55104	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000
CENTRAL NEW YORK COMMUNITY FOUNDATION INC 431 E FAYETTE STREET SUITE 100 SYRACUSE, NY 13202	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
CHABAD'S CHILDREN OF CHERNOBYL 675 THIRD AVENUE SUITE 3210 NEW YORK, NY 10017	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,500
CHARTER OAK CHALLENGE FOUNDATION INC 501 SILVERSIDE ROAD SUITE 123 WILMINGTON, DE 198091377	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
CHESTER FUND PO BOX 22 CHESTER, PA 19016	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	50,000
CITY PARKS FOUNDATION 830 FIFTH AVENUE NEW YORK, NY 100657001	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	15,000
CLIFFORD BEERS CLINIC 93 EDWARDS STREET NEW HAVEN, CT 06511	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
COMMITTEE TO PROTECT JOURNALISTS 330 7TH AVENUE 11TH FLOOR NEW YORK, NY 10001	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	200
DISABILITY RIGHTS INTERNATIONAL 1666 CONNECTICUT AVENUE NW SUITE 235 WASHINGTON, DC 20009	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
DISARM EDUCATION FUND 113 UNIVERSITY PLACE NEW YORK, NY 10003	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
FINCA 1101 14TH STREET NW 11TH FLOOR WASHINGTON, DC 20005	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
GUTTMACHER INSTITUTE 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10038	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
HASTINGS COLLEGE FOUNDATION 11422 MIRACLE HILLS DRIVE SUITE 550 OMAHA, NE 68154	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,500
HUMAN RIGHTS FIRST 333 SEVENTH AVENUE 13TH FLOOR NEW YORK, NY 10001	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
HUMAN RIGHTS WATCH 350 FIFTH AVENUE 34TH FLOOR NEW YORK, NY 101183299	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	150,000
HUNTER COLLEGE FOUNDATION INC 695 PARK AVENUE EAST 1313 NEW YORK, NY 10065	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000
HYPERTENSION EDUCATION FOUNDATION INC PO BOX 651 SCARSDALE, NY 10583	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
JEWISH FUNDS FOR JUSTICE 330 7TH AVENUE SUITE 1902 NEW YORK, NY 10001	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	15,000
JUDITH CREED HOMES FOR ADULT INDEPENDENCE 21 BALA AVENUE SUITE 100 BALA CYNWYD, PA 19004	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KOMEN HOUSTON AFFILIATE5433 WESTHEIMER ROAD SUITE 325 HOUSTON, TX 77056	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
LEWISBORO LIBRARY15 MAIN STREET PO BOX 477 SOUTH SALEM, NY 10590	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
MADD511 E JOHN CARPENTER FREEWAY SUITE 700 IRVING, TX 75062	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
MAMARONECK - LARCHMONT STUDENT AID FUND1000 W BOSTON POST ROAD MAMARONECK, NY 10543	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
MOUNT SINAI HOSPITALONE GUSTAVE L LEVY PLACE BOX 1049 NEW YORK, NY 100296574	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000
MUSEUM OF JEWISH HERITAGE36 BATTERY PLACE NEW YORK, NY 10280	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	26,000
NATIONAL PARTNERSHIP FOR WOMEN & FAMILIES1875 CONNECTICUT AVENUE NW SUITE 650 WASHINGTON, DC 20009	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	25,000
NATIONAL WOMEN'S HEALTH NETWORK1413 K STREET NW 4TH FLOOR WASHINGTON, DC 20005	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	7,500
NETWORK FOR NEW MUSIC6757 GREENE STREET SUITE 400 PHILADELPHIA, PA 19119	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
NEW YORK COMMUNITY TRUST 909 THIRD AVENUE NEW YORK, NY 10022	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	100,000
OPERATION GRATITUDE16444 REFUGIO ROAD ENCINO, CA 91436	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
ORCHESTRA 200126 SOUTH 20TH STREET PHILADELPHIA, PA 19103	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
OXFAM AMERICA226 CAUSEWAY STREET 5TH FLOOR BOSTON, MA 021142206	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	250
PAN-MASSACHUSETTS CHALLENGE 77 4TH AVENUE NEEDHAM, MA 02494	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
PARKSIDE SCHOOL48 WEST 74TH STREET NEW YORK, NY 10023	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
PARTNERS IN HEALTH888 COMMONWEALTH AVENUE 3RD FLOOR BOSTON, MA 02115	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
PLAY GROUP THEATRE1 NORTH BROADWAY SUITE 111 WHITE PLAINS, NY 10601	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	60,000
PLOUGHSHARES FUND1808 WEDEMEYER STREET SUITE 200 SAN FRANCISCO, CA 94129	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
PLYMOUTH MEETING FRIENDS SCHOOL2150 BUTLER PIKE PLYMOUTH MEETING, PA 19462	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
POLICE ATHLETIC LEAGUE INC34 1/2 EAST 12TH STREET NEW YORK, NY 10003	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
RAMAPO FOR CHILDRENPO BOX 266 RHINEBECK, NY 12572	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
ROSENBERG FUND FOR CHILDREN 116 PLEASANT STREET SUITE 348 EASTHAMPTON, MA 01027	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	250
RUTGERS UNIVERSITY FOUNDATION7 COLLEGE AVENUE WINANTS HALL NEW BRUNSWICK, NJ 089011261	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	75,000
SANCTUARY FOR FAMILIESPO BOX 1406 NEW YORK, NY 102681406	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
SAY YES TO EDUCATION BENEFIT DINNER162 WEST 56TH STREET SUITE 405 NEW YORK, NY 10019	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
SECOND STAGE THEATRE305 W 43RD STREET NEW YORK, NY 10036	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	3,500
SEEDS OF PEACE370 LEXINGTON AVENUE SUITE 2103 NEW YORK, NY 10017	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,000
SELF HELP AFRICA41 UNION SQUARE WEST SUITE 631 NEW YORK, NY 10003	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	15,000
SIGNATURE THEATRE COMPANY 630 NINTH AVENUE SUITE 1106 NEW YORK, NY 10036	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	200
SIMON WIESENTHAL CENTER1399 SOUTH ROXBURY DRIVE LOS ANGELES, CA 90035	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SMITH COLLEGE33 ELM STREET NORTHAMPTON,MA 01063	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY,AL 36104	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
SWARTHMORE COLLEGE500 COLLEGE AVENUE SWARTHMORE,PA 19081	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	30,000
SYRACUSE UNIVERSITY SCHOOL OF EDUCATIONSKYTOP ROAD SUITE 122 SYRACUSE,NY 13244	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
TEACH FOR AMERICA142 TEMPLE STREET SUITE 303 NEW HAVEN,CT 06510	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
TIBET JUSTICE CENTER440 GRAND AVENUE SUITE 425 OAKLAND,CA 94610	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	200
TIBET ORAL HISTORY PROJECTPO BOX 6464 MORAGA,CA 945706464	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
TIDES FOUNDATIONPO BOX 29903 SAN FRANCISCO,CA 941290903	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	15,000
TRUSTEES OF COLUMBIA UNIVERSITY622 WEST 113TH STREET NEW YORK,NY 10025	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,500
TRUSTEES OF UNIVERSITY OF PENNSYLVANIA3451 WALNUT STREET PHILADELPHIA,PA 191046205	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
UJA FEDERATION OF NEW YORK 130 EAST 59TH STREET NEW YORK,NY 10022	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	70,000
URBAN JUSTICE CENTER123 WILLIAM STREET 16TH FLOOR NEW YORK,NY 10038	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
US HOLOCAUST MEMORIAL MUSEUM100 RAOUL WALLENBERG PLACE SW WASHINGTON,DC 200242126	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
WALL STREET SYNAGOGUE47 BEEKMAN STREET NEW YORK,NY 10038	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,500
WAR RESISTERS LEAGUE339 LAFAYETTE STREET NEW YORK,NY 10012	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
WESTCHESTER LAND TRUST403 HARRIS ROAD BEDFORD HILLS,NY 10507	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
WOMEN FOR AFGHAN WOMEN158- 24 73RD AVENUE FRESH MEADOWS,NY 11366	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	100
WORLD JEWISH CONGRESS FOUNDATION2125 BISCAYNE BLVD SUITE 310 MIAMI,FL 33137	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
WVO WORLDWIDE ORPHANS FOUNDATION515 VALLEY STREET SUITE 201 MAPLEWOOD,NJ 07040	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	45,000
YALE UNIVERSITYPO BOX 2038 NEW HAVEN,CT 065212038	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
Total				974,200

TY 2011 Accounting Fees Schedule

Name: THE HILDA MULLEN FOUNDATION

C/O MILBANK TWEED HADLEY & MCCLOY LLP

EIN: 13-7120449

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RSM MCGLADREY INC	6,575	3,287		3,288

TY 2011 Investments - Other Schedule

Name: THE HILDA MULLEN FOUNDATION

C/O MILBANK TWEED HADLEY & MCCLOY LLP

EIN: 13-7120449

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
226,446.453 SHS THIRD AVENUE VALUE FUND	FMV	10,336,909	9,089,561

TY 2011 Other Expenses Schedule

Name: THE HILDA MULLEN FOUNDATION
 C/O MILBANK TWEED HADLEY & MCCLOY LLP
EIN: 13-7120449

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	85	85		0

TY 2011 Taxes Schedule

Name: THE HILDA MULLEN FOUNDATION

C/O MILBANK TWEED HADLEY & MCCLOY LLP

EIN: 13-7120449

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	11,776	11,776		0
NYS DEPT OF LAW	750	0		750