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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

2012

Open to Public Inspection

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 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation THE HILDA MULLEN FOUNDATION C/O MILBANK TWEED HADLEY & MCCLOY LLP
A Employer identification number 13-7120449
B Telephone number (see instructions) (212) 836-7314
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

Part I Analysis of Revenue and Expenses
Table with columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only)
Rows include: 1 Contributions, gifts, grants, etc., received; 2 Check if the foundation is not required to attach Sch B; 3 Interest on savings and temporary cash investments; 4 Dividends and interest from securities; 5a Gross rents; b Net rental income or (loss); 6a Net gain or (loss) from sale of assets not on line 10; b Gross sales price for all assets on line 6a; 7 Capital gain net income; 8 Net short-term capital gain; 9 Income modifications; 10a Gross sales less returns and allowances; b Less Cost of goods sold; c Gross profit or (loss); 11 Other income; 12 Total; 13 Compensation of officers, directors, trustees, etc; 14 Other employee salaries and wages; 15 Pension plans, employee benefits; 16a Legal fees; b Accounting fees; c Other professional fees; 17 Interest; 18 Taxes; 19 Depreciation; 20 Occupancy; 21 Travel, conferences, and meetings; 22 Printing and publications; 23 Other expenses; 24 Total operating and administrative expenses; 25 Contributions, gifts, grants paid; 26 Total expenses and disbursements; 27 Subtract line 26 from line 12; a Excess of revenue over expenses and disbursements; b Net investment income; c Adjusted net income

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments	4,370	834,716	834,716	
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	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)	10,336,909 <input checked="" type="checkbox"/>	9,909,186	10,108,193	
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 0	<input checked="" type="checkbox"/> 3	<input checked="" type="checkbox"/> 3		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,341,279	10,743,905	10,942,912		
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	10,341,279	10,743,905		
	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)	10,341,279	10,743,905			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,341,279	10,743,905			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,341,279
2	Enter amount from Part I, line 27a	2	402,626
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	10,743,905
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	10,743,905

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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	1,580,658
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	978,238	10,852,643	0.090138
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
2	Total of line 1, column (d).		2 0.531388
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 0.106278
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 9,781,477
5	Multiply line 4 by line 3.		5 1,039,556
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 17,871
7	Add lines 5 and 6.		7 1,057,427
8	Enter qualifying distributions from Part XII, line 4.		8 1,429,452

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	17,871
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	17,871
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	17,871
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,640
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	4,640
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	13,231
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 \$ <u>0</u> (2) On foundation managers \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ <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 instructions) NY _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <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 instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16		No

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 2012?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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 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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</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 2012?	4b	No

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** Yes No
Organizations relying on a current notice regarding disaster assistance check here. Yes No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No
If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 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. Yes No **0**

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

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

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

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____	
2 _____	
3 All other program-related investments See page 24 of the instructions _____	

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	9,765,425
b	Average of monthly cash balances.	1b	165,008
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	9,930,433
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	9,930,433
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	148,956
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,781,477
6	Minimum investment return. Enter 5% of line 5.	6	489,074

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	489,074
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	17,871
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	17,871
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	471,203
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	471,203
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	471,203

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,429,452
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,429,452
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	17,871
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,411,581

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				471,203
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	229,459			
b From 2008.	1,123,072			
c From 2009.	686,524			
d From 2010.	981,075			
e From 2011.	440,211			
f Total of lines 3a through e.	3,460,341			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>1,429,452</u>				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				471,203
e Remaining amount distributed out of corpus	958,249			
5 Excess distributions carryover applied to 2012 <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	4,418,590			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	229,459			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4,189,131			
10 Analysis of line 9				
a Excess from 2008.	1,123,072			
b Excess from 2009.	686,524			
c Excess from 2010.	981,075			
d Excess from 2011.	440,211			
e Excess from 2012.	958,249			

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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 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 1,426,000
b <i>Approved for future payment</i>				
Total				3b 0

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

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... 1a(1) Cash. 1a(2) Other assets. 1b(1) Sales of assets to a noncharitable exempt organization. 1b(2) Purchases of assets from a noncharitable exempt organization. 1b(3) Rental of facilities, equipment, or other assets. 1b(4) Reimbursement arrangements. 1b(5) Loans or loan guarantees. 1b(6) Performance of services or membership or fundraising solicitations. 1c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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 No

Table with 3 columns: (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. Signature of officer or trustee: ***** Date: 2013-03-22 Title: *****

Paid Preparer Use Only Print/Type preparer's name: MARTIN GREIF Preparer's Signature: MARTIN GREIF Date: Date Check if self-employed: PTIN: P00029738 Firm's name: MCGLADREY LLP Firm's EIN: 42-0714325 Firm's address: 1185 AVENUE OF THE AMERICAS NEW YORK, NY 100362602 Phone no: (212) 372-1000

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.

2012

Department of the Treasury
Internal Revenue Service

Name of the 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, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . ▶ \$ _____

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

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

Employer identification number
 13-7120449

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	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

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
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

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

Employer identification number
13-7120449

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

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

TY 2012 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
MCGLADREY LLP	5,680	2,840		2,840

TY 2012 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
98,145.21 SHS THIRD AVENUE VALUE FUND	FMV	5,620,697	4,891,557
81,537.097 SHS THIRD AVENUE REAL ESTATE FUND	FMV	2,169,715	2,068,596
80,000,000 SHS LAI SUN DEVELOPMENT CO. LTD.	FMV	2,118,774	3,148,040

TY 2012 Legal 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
LEGAL FEES	724	362		362

TY 2012 Other Assets Schedule

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

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM BROKER		3	3

TY 2012 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 2012 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	5,775	5,775		0
NYS DEPT OF LAW	250	0		250
FEDERAL EXCISE TAX	5,030	0		0

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)
1,048 878 THIRD AVENUE VALUE FUND		1998-01-14	2012-02-21
8,787 346 THIRD AVENUE VALUE FUND		1998-01-14	2012-03-07
1,078 283 THIRD AVENUE VALUE FUND		1998-01-14	2012-03-26
879 894 THIRD AVENUE VALUE FUND		1998-01-14	2012-04-17
1,187 931 THIRD AVENUE VALUE FUND		1998-01-14	2012-05-21
3,186 217 THIRD AVENUE VALUE FUND		1998-01-14	2012-06-11
458 716 THIRD AVENUE VALUE FUND		1998-01-14	2012-06-27
1,217 083 THIRD AVENUE VALUE FUND		1998-01-14	2012-08-02
1,240 182 THIRD AVENUE VALUE FUND		1998-01-14	2012-09-12
8,196 721 THIRD AVENUE VALUE FUND		1998-01-14	2012-10-19
1,019 992 THIRD AVENUE VALUE FUND		1998-01-14	2012-10-25
94,240 716 THIRD AVENUE VALUE FUND		1998-01-14	2012-11-05
2,968 680 THIRD AVENUE VALUE FUND		1998-12-17	2012-11-05
1,389 160 THIRD AVENUE VALUE FUND		2003-12-19	2012-11-05
1,401 444 THIRD AVENUE VALUE FUND		2004-12-29	2012-11-05
CAPITAL GAINS DIVIDENDS	P		

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)
49,995		38,483	11,512
399,995		322,408	77,587
49,995		39,562	10,433
39,995		32,283	7,712
49,995		43,585	6,410
134,995		116,902	18,093
19,995		16,830	3,165
54,995		44,655	10,340
59,995		45,502	14,493
400,000		300,738	99,262
50,000		37,424	12,576
4,615,910		3,457,696	1,158,214
145,406		91,109	54,297
68,041		56,678	11,363
68,643		72,357	-3,714
88,915			88,915

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			11,512
			77,587
			10,433
			7,712
			6,410
			18,093
			3,165
			10,340
			14,493
			99,262
			12,576
			1,158,214
			54,297
			11,363
			-3,714
			88,915

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 <i>Paid during the year</i>				
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET 18TH FL NEW YORK, NY 100042400	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	400,000
AMERICAN FRIENDS OF THE PERES INSTITUTE FOR PEACE INC 200 SOUTH FINANCIAL CENTER 200 SOUTH BISCAYNE BLVD SUITE 1680 MIAMI, FL 33131	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
AMERICAN IRELAND FUND 211 CONGRESS STREET BOSTON, MA 02110	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	40,000
AMERICAN JEWISH WORLD SERVICE 45 WEST 36TH STREET NEW YORK, NY 10018	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	25,000
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
BECK INSTITUTE ONE BELMONT AVENUE SUITE 700 BALA CYNWYD, PA 190041610	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	100,000
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	65,000
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
CHESTER FUND PO BOX 22 CHESTER, PA 19016	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	60,000
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
COLUMBUS CITIZENS FOUNDATION 8 EAST 69TH STREET NEW YORK, NY 10021	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
HASTINGS COLLEGE FOUNDATION 710 NORTH TURNER AVENUE HASTINGS, NE 68901	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,500
HILLEL 800 8TH STREET NW WASHINGTON, DC 200013724	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000

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>				
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	100,000
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
J STREET EDUCATION FUND PO BOX 66073 WASHINGTON, DC 20035	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	20,000
MUSEUM OF JEWISH HERITAGE 36 BATTERY PLACE NEW YORK, NY 10280	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
NATIONAL PARTNERSHIP FOR WOMEN & FAMILIES 1875 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 NETWORK 1413 K STREET NW 4TH FLOOR WASHINGTON, DC 20005	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000
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
PHYSICIANS FOR HUMAN RIGHTS 2 ARROW STREET SUITE 301 CAMBRIDGE, MA 02138	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	50,000
PLAY GROUP THEATRE 1 NORTH BROADWAY SUITE 111 WHITE PLAINS, NY 10601	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	50,000
PMC - JIMMY FUND 101 HUNTINGTON AVENUE 10TH FLOOR BOSTON, MA 02199	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
RAMAPO FOR CHILDREN PO BOX 266 RHINEBECK, NY 12572	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
RUTGERS UNIVERSITY FOUNDATION 7 COLLEGE AVENUE WINANTS HALL NEW BRUNSWICK, NJ 089011261	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	75,000
SELF HELP AFRICA 41 UNION SQUARE WEST SUITE 631 NEW YORK, NY 10003	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	25,000
SMITH COLLEGE 33 ELM STREET NORTHAMPTON, MA 01063	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	5,000
TRUSTEES OF UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA, PA 191046205	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	25,000

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>				
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
US HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE SW WASHINGTON, DC 200242126	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
VERDE VALLEY SANCTUARY PO BOX 595 SEDONA, AZ 86339	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	20,000
WALL STREET SYNAGOGUE 47 BEEKMAN STREET NEW YORK, NY 10038	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,500
WEAVER WAY COMMUNITIY PROGRAMS 6601 GREENE ST PHILADELPHIA, PA 19119	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	10,000
WVO WORLDWIDE ORPHANS FOUNDATION 515 VALLEY STREET SUITE 201 MAPLEWOOD, NJ 07040	NONE	501(C)(3) PUBLIC CHA	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	50,000
Total				3a 1,426,000