

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

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

For calendar year 2012 or tax year beginning **OCT 1, 2012**, and ending **SEP 30, 2013**

Name of foundation <b>THE EDNA MCCONNELL CLARK FOUNDATION</b>		<b>A Employer identification number</b> <b>23-7047034</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>415 MADISON AVENUE, 10TH FLOOR</b>	Room/suite	<b>B Telephone number</b> <b>(212) 551-9100</b>
City or town, state, and ZIP code <b>NEW YORK, NY 10017</b>		<b>C</b> If exemption application is pending, check here ... <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here ..... <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ..... <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>965,338,606.</b>	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <b>AVERAGE COST</b> (Part I, column (d) must be on cash basis.)	
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>		

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received .....	<b>8,462,163.</b>		<b>N/A</b>	
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments .....				
	<b>4</b> Dividends and interest from securities .....	<b>3,272,587.</b>	<b>801,548.</b>		
	<b>5a</b> Gross rents .....				
	<b>b</b> Net rental income or (loss) .....				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 .....	<b>33,091,239.</b>			
	<b>b</b> Gross sales price for all assets on line 6a .....	<b>94,400,876.</b>			
	<b>7</b> Capital gain net income (from Part IV, line 2) .....		<b>27,138,118.</b>		
	<b>8</b> Net short-term capital gain .....				
	<b>9</b> Income modifications .....				
	<b>10a</b> Gross sales less returns and allowances .....				
<b>b</b> Less: Cost of goods sold .....					
<b>c</b> Gross profit or (loss) .....					
<b>11</b> Other income .....			<b>5,207,289.</b>		<b>STATEMENT 1</b>
<b>12 Total.</b> Add lines 1 through 11 .....	<b>44,825,989.</b>	<b>33,146,955.</b>			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc. ....	<b>946,163.</b>	<b>62,333.</b>		<b>883,830.</b>
	<b>14</b> Other employee salaries and wages .....	<b>3,814,894.</b>	<b>34,608.</b>		<b>3,780,286.</b>
	<b>15</b> Pension plans, employee benefits .....	<b>1,242,660.</b>	<b>38,122.</b>		<b>1,204,538.</b>
	<b>16a</b> Legal fees .....	<b>STMT 2</b> <b>213,775.</b>	<b>23,766.</b>		<b>190,009.</b>
	<b>b</b> Accounting fees .....	<b>STMT 3</b> <b>72,000.</b>	<b>18,000.</b>		<b>54,000.</b>
	<b>c</b> Other professional fees .....	<b>STMT 4</b> <b>5,025,345.</b>	<b>4,122,560.</b>		<b>902,785.</b>
	<b>17</b> Interest .....				
	<b>18</b> Taxes .....	<b>STMT 5</b> <b>401,174.</b>	<b>0.</b>		<b>0.</b>
	<b>19</b> Depreciation and depletion .....	<b>336,298.</b>	<b>0.</b>		
	<b>20</b> Occupancy .....	<b>855,908.</b>	<b>39,584.</b>		<b>816,324.</b>
	<b>21</b> Travel, conferences, and meetings .....	<b>366,693.</b>	<b>6,104.</b>		<b>360,589.</b>
	<b>22</b> Printing and publications .....	<b>37,672.</b>	<b>138.</b>		<b>37,534.</b>
	<b>23</b> Other expenses .....	<b>STMT 6</b> <b>389,458.</b>	<b>14,739.</b>		<b>374,719.</b>
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 .....	<b>13,702,040.</b>	<b>4,359,954.</b>		<b>8,604,614.</b>
	<b>25</b> Contributions, gifts, grants paid .....	<b>41,218,436.</b>			<b>43,155,001.</b>
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 .....	<b>54,920,476.</b>	<b>4,359,954.</b>		<b>51,759,615.</b>	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements .....	<b>-10,094,487.</b>				
<b>b</b> Net investment income (if negative, enter -0-) .....		<b>28,787,001.</b>			
<b>c</b> Adjusted net income (if negative, enter -0-) .....			<b>N/A</b>		

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing .....			
	2 Savings and temporary cash investments .....	28,926,497.	40,916,966.	40,916,966.
	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 .....			
	7 Other notes and loans receivable .....			
	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 <b>STMT 7</b> .....	34,150,443.	32,452,931.	32,452,931.
	b Investments - corporate stock <b>STMT 8</b> .....	483,502,800.	561,620,083.	561,620,083.
	c Investments - corporate bonds .....			
	11 Investments - land, buildings, and equipment: basis .....			
Less: accumulated depreciation .....				
12 Investments - mortgage loans .....				
13 Investments - other <b>STMT 9</b> .....	316,893,967.	317,419,114.	317,419,114.	
14 Land, buildings, and equipment: basis ▶ <b>3,307,926.</b> .....				
Less: accumulated depreciation <b>STMT 10</b> ▶ <b>704,492.</b> .....	802,972.	2,603,434.	2,603,434.	
15 Other assets (describe ▶ <b>STATEMENT 11</b> ) .....	10,371,706.	10,326,078.	10,326,078.	
<b>16 Total assets</b> (to be completed by all filers) .....	<b>874,648,385.</b>	<b>965,338,606.</b>	<b>965,338,606.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses .....	728,722.	1,865,413.	
	18 Grants payable .....	6,682,340.	5,585,718.	
	19 Deferred revenue .....			
	20 Loans from officers, directors, trustees, and other disqualified persons .....			
	21 Mortgages and other notes payable .....			
	22 Other liabilities (describe ▶ <b>STATEMENT 12</b> ) .....	3,457,178.	5,472,071.	
<b>23 Total liabilities</b> (add lines 17 through 22) .....	<b>10,868,240.</b>	<b>12,923,202.</b>		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted .....	863,698,145.	951,915,404.	
	25 Temporarily restricted .....	82,000.	500,000.	
	26 Permanently restricted .....			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds .....			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund .....			
	29 Retained earnings, accumulated income, endowment, or other funds .....			
<b>30 Total net assets or fund balances</b> .....	<b>863,780,145.</b>	<b>952,415,404.</b>		
<b>31 Total liabilities and net assets/fund balances</b> .....	<b>874,648,385.</b>	<b>965,338,606.</b>		

**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	863,780,145.
2 Enter amount from Part I, line 27a .....	2	-10,094,487.
3 Other increases not included in line 2 (itemize) ▶ <b>UNREALIZED GAIN ON INVESTMENTS</b> .....	3	100,744,639.
4 Add lines 1, 2, and 3 .....	4	954,430,297.
5 Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 13</b> .....	5	2,014,893.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 .....	6	952,415,404.

**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.)
<b>1a</b>				
<b>b</b> SEE ATTACHED STATEMENTS				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>			27,138,118.	
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		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>			27,138,118.	
<b>2</b> 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 ..... }		27,138,118.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 .....		{ ..... }		N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	61,423,125.	843,578,313.	.072813
2010	47,574,529.	852,561,116.	.055802
2009	37,967,343.	780,777,836.	.048628
2008	32,136,800.	707,078,593.	.045450
2007	43,767,977.	889,776,717.	.049190
<b>2</b> Total of line 1, column (d) .....			.271883
<b>3</b> 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 .....			.054377
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 .....			899,556,587.
<b>5</b> Multiply line 4 by line 3 .....			48,915,189.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) .....			287,870.
<b>7</b> Add lines 5 and 6 .....			49,203,059.
<b>8</b> Enter qualifying distributions from Part XII, line 4 .....			53,896,375.

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 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	287,870.
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	287,870.
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	287,870.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	323,398.	
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	323,398.
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	35,528.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 35,528. Refunded <input checked="" type="checkbox"/> 0.		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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? <span style="float: right;">N/A</span>		
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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE, NY, CA		
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>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>WWW.EMCF.ORG</b>	13	X	
14	The books are in care of ► <b>RALPH STEFANO</b> Telephone no. ► <b>(212) 551-9112</b> Located at ► <b>415 MADISON AVE, 10TH FL, NEW YORK, NY</b> ZIP+4 ► <b>10017-7949</b>			
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	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **SEE STATEMENT 16**  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?  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?  Yes  No **N/A**

<b>5b</b>		<b>X</b>
<b>6b</b>		<b>X</b>
<b>7b</b>		

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

**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
<b>SEE STATEMENT 17</b>		946,163.	142,648.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
<b>SEE STATEMENT 18</b>		1,440,666.	246,111.	0.

**Total** number of other employees paid over \$50,000  **30**

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
INVESTURE - 126 GARRETT STREET , CHARLOTTESVILLE , VA 22902	INVESTMENT MGMT	4,116,560.
MDRC - 16 EAST 34TH STREET, 19TH FL, NEW YORK, NY 10016	GRANTEE EVALUATION	1,927,730.
LFA GROUP 170 CAPP STREET, SAN FRANCISCO, CA 94110	GRANTEE CONSULTING	1,307,000.
LWP, LLC - 790 BOYLSTON STREET, SUITE 16H , BOSTON, MA 02199	GRANTEE CONSULTING	950,000.
BRIDGESPAN GROUP - 535 BOYLSTON STREET, 10TH FLOOR, BOSTON, MA 02116	GRANTEE CONSULTING	769,000.
Total number of others receiving over \$50,000 for professional services.....		16

**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	
SEE STATEMENT 14	242,112.
2	
SEE STATEMENT 15	6,666,681.
3	
4	

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions.	
3 NONE	0.
<b>Total.</b> Add lines 1 through 3 .....	0.

\*THE DIRECT CHARITABLE ACTIVITY EXPENSES ARE REPORTED ON PART I, LINE 25.  
ALSO, SEE PAGE 6 OF STATEMENT 19.

**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	905,715,178.
b	Average of monthly cash balances	1b	7,540,240.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	913,255,418.
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	913,255,418.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,698,831.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	899,556,587.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	44,977,829.

**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	44,977,829.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	287,870.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	287,870.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	44,689,959.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	44,689,959.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	44,689,959.

**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	51,759,615.
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	2,136,760.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	53,896,375.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	287,870.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	53,608,505.

**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				44,689,959.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	878,886.			
b From 2008				
c From 2009	410,431.			
d From 2010	5,636,717.			
e From 2011	13,919,243.			
f Total of lines 3a through e	20,845,277.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	53,896,375.			
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				44,689,959.
e Remaining amount distributed out of corpus	9,206,416.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	30,051,693.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	82,000.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	796,886.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	29,172,807.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	410,431.			
c Excess from 2010	5,636,717.			
d Excess from 2011	13,919,243.			
e Excess from 2012	9,206,416.			

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

OFFICE OF COMMUNICATIONS, 212-551-9100  
415 MADISON AVENUE, 10TH FLOOR, NEW YORK, NY 10017

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

SEE INFORMATION ON THE FOUNDATION'S GRANT MAKING STRATEGY @ WWW.EMCF.ORG

c Any submission deadlines:

NONE

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

THE EDNA MCCONNELL CLARK FOUNDATION IS A NONPROFIT FOUNDATION THAT MAKES GRANTS TO HELP BETTER THE LIVES OF PEOPLE IN LOW-INCOME COMMUNITIES.

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>					
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)					
<b>a</b> Paid during the year					
SEE STATEMENT 19					43,155,001.
<b>Total</b> .....				<b>3a</b>	43,155,001.
<b>b</b> Approved for future payment					
SEE STATEMENT 19					27,319,366.
<b>Total</b> .....				<b>3b</b>	27,319,366.



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

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

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

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

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee	Date	Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	WAYNE HARDER				P00294296
	Firm's name ▶ MCGLADREY LLP			Firm's EIN ▶ 42-0714325	
Firm's address ▶ 1 S. WACKER DRIVE, STE 800 CHICAGO, IL 60606				Phone no. 312-634-3400	

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>			
<b>b ADAMS STREET V, L.P.</b>			
<b>c ADAMS STREET PARTNERSHIP FUND - 2002 NON U.S. FUN</b>			
<b>d ADAMS STREET PARTNERSHIP FUND - 2002 U.S. FUND, L</b>			
<b>e ADAMS STREET PARTNERSHIP FUND - 2003 NON U.S. FUN</b>			
<b>f ADAMS STREET PARTNERSHIP FUND - 2003 U.S. FUND, L</b>			
<b>g ADAMS STREET PARTNERSHIP FUND - 2004 NON U.S. FUN</b>			
<b>h ADAMS STREET PARTNERSHIP FUND - 2004 U.S. FUND, L</b>			
<b>i ADAMS STREET PARTNERSHIP FUND - 2005 NON U.S. FUN</b>			
<b>j ADAMS STREET PARTNERSHIP FUND - 2005 U.S. FUND, L</b>			
<b>k ADAMS STREET PARTNERSHIP FUND - 2006 DIRECT FUND,</b>			
<b>l ADAMS STREET PARTNERSHIP FUND - 2006 NON U.S. FUN</b>			
<b>m ADAMS STREET PARTNERSHIP FUND - 2006 U.S. FUND, L</b>			
<b>n ADAMS STREET PARTNERSHIP FUND - 2007 DIRECT FUND,</b>			
<b>o ADAMS STREET PARTNERSHIP FUND - 2007 NON U.S. FUN</b>			

(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			-16,904.
b			423,353.
c			26,322.
d			614,405.
e			49,069.
f			300,868.
g			71,064.
h			429,551.
i			109,610.
j			330,115.
k			27,182.
l			176,045.
m			551,605.
n			-35,964.
o			107,920.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-16,904.
b			423,353.
c			26,322.
d			614,405.
e			49,069.
f			300,868.
g			71,064.
h			429,551.
i			109,610.
j			330,115.
k			27,182.
l			176,045.
m			551,605.
n			-35,964.
o			107,920.

<b>2</b> 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 } .....	<b>2</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 .....	<b>3</b>

**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 ADAMS STREET PARTNERSHIP FUND - 2007 U.S. FUND, L			
b BAUPOST VALUE PARTNERS, L.P. IV			
c BRINSON PARTNERSHIP FUND - 1999 PRIMARY FUND, L.P			
d BRINSON PARTNERSHIP FUND - 2000 PRIMARY FUND, L.P			
e BRINSON PARTNERSHIP FUND - 2001 PRIMARY FUND, L.P			
f BRINSON PARTNERSHIP FUND - 2002 PRIMARY FUND, L.P			
g BRINSON PARTNERSHIP FUND - 2002 SECONDARY FUND, L			
h BRINSON PARTNERSHIP FUND - 2003 PRIMARY FUND, L.P			
i BRINSON PARTNERSHIP FUND - 2003 SECONDARY FUND, L			
j BRINSON PARTNERSHIP FUND - 2004 PRIMARY FUND, L.P			
k COMMONFUND CAPITAL INTERNATIONAL PARTNERS IV, LP			
l COMMONFUND CAPITAL INTERNATIONAL PARTNERS V, LP			
m COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI, LP			
n COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V, LP			
o COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VI L.P			

(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			451,424.
b			3,778,249.
c			25,872.
d			192,093.
e			502,892.
f			473,047.
g			15,322.
h			199,672.
i			26,984.
j			364,782.
k			279,716.
l			97,638.
m			191,589.
n			968,411.
o			1,143,212.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			451,424.
b			3,778,249.
c			25,872.
d			192,093.
e			502,892.
f			473,047.
g			15,322.
h			199,672.
i			26,984.
j			364,782.
k			279,716.
l			97,638.
m			191,589.
n			968,411.
o			1,143,212.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 .....	3	

**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 COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VII L.			
b COMMONFUND CAPITAL VENTURE PARTNERS VI, L.P.			
c COMMONFUND CAPITAL VENTURE PARTNERS VII, LP			
d COMMONFUND CAPITAL VENTURE PARTNERS VIII, L.P.			
e ENDOWMENT VENTURE PARTNERS V, L.P.			
f ENDOWMENT PRIVATE EQUITY PARTNERS IV, L.P.			
g INVESTURE EVERGREEN FUND, LP			
h INVESTURE GLOBAL EQUITY FUND, LP			
i INVESTURE EMERGING MARKETS FUND, LP			
j TIFF PARTNERS II, LLC			
k TIFF PARTNERS III, LLC			
l TIFF PARTNERS IV, LLC			
m THE VARDE FUND VIII, LP			
n THE VARDE FUND IX, LP			
o HIGHFIELDS CAPITAL IV, LP			

(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			391,394.
b			1,880,530.
c			222,955.
d			166,679.
e			392,716.
f			815,754.
g			1,566,286.
h			8,780,120.
i			37,361.
j			-36,226.
k			182,521.
l			375,719.
m			-784,999.
n			851,752.
o			19,169.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			391,394.
b			1,880,530.
c			222,955.
d			166,679.
e			392,716.
f			815,754.
g			1,566,286.
h			8,780,120.
i			37,361.
j			-36,226.
k			182,521.
l			375,719.
m			-784,999.
n			851,752.
o			19,169.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	



**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 ASP V ALTERNATIVE INVESTMENTS, LP			
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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			401,243.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			401,243.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	27,138,118.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 .....	3	N/A

FORM 990-PF

OTHER INCOME

STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ADAMS STREET V, L.P.	0.	-7,211.	
ADAMS STREET PARTNERSHIP FUND - 2002 NON U.S. FUND, L.P.	0.	560.	
ADAMS STREET PARTNERSHIP FUND - 2002 U.S. FUND, L.P.	0.	738.	
ADAMS STREET PARTNERSHIP FUND - 2003 NON U.S. FUND, L.P.	0.	8,800.	
ADAMS STREET PARTNERSHIP FUND - 2003 U.S. FUND, L.P.	0.	-1,291.	
ADAMS STREET PARTNERSHIP FUND - 2004 NON U.S. FUND, L.P.	0.	10,341.	
ADAMS STREET PARTNERSHIP FUND - 2004 U.S. FUND, L.P.	0.	-11,601.	
ADAMS STREET PARTNERSHIP FUND - 2005 NON U.S. FUND, L.P.	0.	3,044.	
ADAMS STREET PARTNERSHIP FUND - 2005 U.S. FUND, L.P.	0.	-35,987.	
ADAMS STREET PARTNERSHIP FUND - 2006 DIRECT FUND, L.P.	0.	-21,417.	
ADAMS STREET PARTNERSHIP FUND - 2006 NON U.S. FUND, L.P.	0.	-41,406.	
ADAMS STREET PARTNERSHIP FUND - 2006 U.S. FUND, L.P.	0.	-111,204.	
ADAMS STREET PARTNERSHIP FUND - 2007 DIRECT FUND, L.P.	0.	-21,452.	
ADAMS STREET PARTNERSHIP FUND - 2007 NON U.S. FUND, L.P.	0.	-86,537.	
ADAMS STREET PARTNERSHIP FUND - 2007 U.S. FUND, L.P.	0.	-108,567.	
AMERICAN SECURITIES PARTNERS V, L.P.	0.	218,656.	
BAUPOST VALUE PARTNERS, L.P. IV	0.	-581,850.	
BRINSON PARTNERSHIP FUND - 1999 PRIMARY FUND, L.P.	0.	5,466.	
BRINSON PARTNERSHIP FUND - 2000 PRIMARY FUND, L.P.	0.	11,128.	
BRINSON PARTNERSHIP FUND - 2001 PRIMARY FUND, L.P.	0.	1,301.	
BRINSON PARTNERSHIP FUND - 2002 PRIMARY FUND, L.P.	0.	44,787.	
BRINSON PARTNERSHIP FUND - 2002 SECONDARY FUND, L.P.	0.	5,540.	
BRINSON PARTNERSHIP FUND - 2003 PRIMARY FUND, L.P.	0.	15,669.	
BRINSON PARTNERSHIP FUND - 2003 SECONDARY FUND, L.P.	0.	8,232.	

BRINSON PARTNERSHIP FUND - 2004		
PRIMARY FUND, L.P.	0.	14,454.
COMMONFUND CAPITAL INTERNATIONAL PARTNERS IV, LP	0.	66,834.
COMMONFUND CAPITAL INTERNATIONAL PARTNERS V, LP	0.	3,957.
COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI, LP	0.	-33,396.
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V, LP	0.	87,269.
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VI L.P.	0.	53,496.
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VII L.P.	0.	-67,889.
COMMONFUND CAPITAL VENTURE PARTNERS VI, L.P.	0.	-60,059.
COMMONFUND CAPITAL VENTURE PARTNERS VII, LP	0.	-31,310.
COMMONFUND CAPITAL VENTURE PARTNERS VIII, L.P.	0.	-151,152.
ENDOWMENT VENTURE PARTNERS V, L.P.	0.	-44,144.
ENDOWMENT PRIVATE EQUITY PARTNERS IV, L.P.	0.	14,076.
INVESTURE EVERGREEN FUND, LP	0.	1,629,064.
INVESTURE GLOBAL EQUITY FUND, LP	0.	2,362,946.
INVESTURE EMERGING MARKETS FUND, LP	0.	267,030.
LBA REALTY FUND IV, LP	0.	-10,673.
TIFF PARTNERS II, LLC	0.	-6,560.
TIFF PARTNERS III, LLC	0.	-1,495.
TIFF PARTNERS IV, LLC	0.	-10,785.
THE VARDE FUND VIII, LP	0.	1,041,951.
THE VARDE FUND IX, LP	0.	809,077.
HIGHFIELDS CAPITAL IV, LP	0.	-11,059.
ASP V ALTERNATIVE INVESTMENTS, LP	0.	-20,082.
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	5,207,289.

FORM 990-PF

LEGAL FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PATTERSON, BELKNAP, WEBB & TYLER	213,775.	23,766.		190,009.
TO FM 990-PF, PG 1, LN 16A	213,775.	23,766.		190,009.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MCGLADREY LLP	72,000.	18,000.		54,000.
TO FORM 990-PF, PG 1, LN 16B	72,000.	18,000.		54,000.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY AND CONSULTANT FEES	6,000.	6,000.		0.
INVESTMENT MANAGEMENT FEES	4,116,560.	4,116,560.		0.
CONSULTANT FEES: PROGRAM RELATED	18,406.	0.		18,406.
STRATEGIC COMMUNICATION	213,200.	0.		213,200.
RECRUITMENT FEES	11,246.	0.		11,246.
EVALUATION ADVISORY FEES	58,567.	0.		58,567.
FIELD RESEARCH	104,400.	0.		104,400.
HR & ADMINISTRATION	67,503.	0.		67,503.
ARCHITECT & RELATED FEES	248,185.	0.		248,185.
IT CONSULTING FEES	181,278.	0.		181,278.
TO FORM 990-PF, PG 1, LN 16C	5,025,345.	4,122,560.		902,785.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	424,367.	0.		0.
UBIT	-25,524.	0.		0.
STATE TAXES	2,331.	0.		0.
TO FORM 990-PF, PG 1, LN 18	401,174.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MESSENGER & POSTAGE	8,843.	0.		8,843.
LIABILITY INSURANCE	72,263.	3,613.		68,650.
GENERAL OFFICE	135,445.	6,772.		128,673.
IT MAINTENANCE & SUPPLIES	44,231.	2,212.		42,019.
BOARD MEETING EXPENSES	53,843.	0.		53,843.
TEMPORARY HELP	25,833.	0.		25,833.
MISCELLANEOUS	42,840.	2,142.		40,698.
PAYROLL PROCESSING	6,160.	0.		6,160.
TO FORM 990-PF, PG 1, LN 23	389,458.	14,739.		374,719.



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

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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREAS-CPI INFLATION INDEX	X		10,283,513.	10,283,513.
US TREAS-CPI INFLATION INDEX	X		10,670,851.	10,670,851.
US TREAS-CPI INFLAT	X		11,498,567.	11,498,567.
US TREASURY NOTE	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS			32,452,931.	32,452,931.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			32,452,931.	32,452,931.

FORM 990-PF

CORPORATE STOCK

STATEMENT(S) G

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTURE ALTERNATIVE FUND LTD	182,153,230.	182,153,230.
INVESTURE EMERGING MKTS FUND	57,313,492.	57,313,492.
INVESTURE GLOBAL EQUITY - ALL ASSET	308,132,628.	308,132,628.
INVESTURE GLOBAL EQUITY - MARKETABLE	14,020,733.	14,020,733.
TOTAL TO FORM 990-PF, PART II, LINE 10B	561,620,083.	561,620,083.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT OF ASSETS AND LIABILITIES

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BAUPOST VALUE PARTNERS IV LP	FMV	48,169,587.	48,169,587.
HIGHFIELDS CAPITAL IV LP	FMV	514,581.	514,581.
CONVEXITY CAPITAL OFFSHORE LP	FMV	28,091,042.	28,091,042.
LBA REALTY PTS IV	FMV	9,144,603.	9,144,603.
IEF PERMANENT	FMV	17,055,811.	17,055,811.
IEF 2013 SP TERM	FMV	4,308,937.	4,308,937.
IEF 2012 SP TERM	FMV	9,648,664.	9,648,664.
IEF 2010 SP TERM	FMV	53,082,069.	53,082,069.
IEF 2011 SP TERM	FMV	23,643,245.	23,643,245.
TIFF PARTNERS II L P	FMV	2,742,528.	2,742,528.
ADAMS ST 2007 DIRECT	FMV	38,644,984.	38,644,984.
BRINSON 1999 PRIMARY FUND	FMV	10,126,557.	10,126,557.
COMMONFUND CAPITAL INTL	FMV	42,531,952.	42,531,952.
VARDE	FMV	18,548,407.	18,548,407.
AMERICAN SECURITIES	FMV	11,166,147.	11,166,147.
TOTAL TO FORM 990-PF, PART II, LINE 13		317,419,114.	317,419,114.

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**FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT 1?**

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<u>DESCRIPTION</u>	<u>COST OR OTHER BASIS</u>	<u>ACCUMULATED DEPRECIATION</u>	<u>BOOK VALUE</u>
EQUIPMENT	126,943.	89,809.	37,134.
LEASEHOLD IMPROVEMENTS	1,065,178.	614,683.	450,495.
CONSTRUCTION IN PROGRESS	2,115,805.	0.	2,115,805.
<b>TOTAL TO FM 990-PF, PART II, LN 14</b>	<b>3,307,926.</b>	<b>704,492.</b>	<b>2,603,434.</b>

FORM 990-PF	OTHER ASSETS		STATEMENT 1@
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST, DIVIDENDS, & OTHER RECEIVABLES	5,341,781.	5,266,508.	5,266,508.
OTHER ASSETS	29,925.	59,570.	59,570.
PROGRAM RELATED INVESTMENT	5,000,000.	5,000,000.	5,000,000.
TO FORM 990-PF, PART II, LINE 15	10,371,706.	10,326,078.	10,326,078.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	1A
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX		3,457,178.	5,472,071.
TOTAL TO FORM 990-PF, PART II, LINE 22		3,457,178.	5,472,071.

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FORM 990-PF      OTHER DECREASES IN NET ASSETS OR FUND BALANCES      STATEMENT(S) @B

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<u>DESCRIPTION</u>	<u>AMOUNT</u>
INCREASE IN DEFERRED FEDERAL EXCISE TAX PROVISION	2,014,893.
TOTAL TO FORM 990-PF, PART III, LINE 5	<u>2,014,893.</u>

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 14

ACTIVITY ONE

THE FOUNDATION CONVENES PERIODIC GATHERINGS WHICH EMPHASIZE PEER LEARNING AND ORGANIZATIONAL DEVELOPMENT FOR FOUNDATION GRANTEES' SENIOR TEAMS, BOARD MEMBERS, FOUNDATION STAKEHOLDERS AND GRANTEE COINVESTORS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

242,112.



FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 15

ACTIVITY TWO

THE FOUNDATION PROVIDES GRANTEE TECHNICAL ASSISTANCE IN THE AREAS OF BUSINESS PLANNING AND PROGRAM STRATEGY (\$3,301,000), COMPLIANCE WITH FEDERAL REQUIREMENTS (\$425,000), PROGRAM EVALUATION (\$2,067,790), EXECUTIVE RECRUITING AND COACHING (\$128,100), COMMUNICATIONS STRATEGY (\$644,791), AND FUNDRAISING (\$100,000).

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

6,666,681.

The Edna McConnell Clark Foundation  
 415 Madison Avenue, 10th Floor  
 New York, NY 10017  
 Form 990-PF, Part VII-B, Line 5c

EIN: 23-7047034  
 FYE: 09/30/2013

<u>Tax Status</u>	<u>Grant#</u>	<u>Organization</u>	<u>Project Description</u>	<u>Approval Date</u>	<u>Grant Amount</u>	<u>Most Recent Reports Rcvd.</u>	<u>Date of Most Recent Report</u>	<u>Amount Expended as of Most Recent Report</u>
For-Profit	12004	LWP,LLC 790 Boylston Street, Suite 16H Boston, MA 02199	for executive coaching support to EMCF grantees	12/13/11	\$200,000	Program Report / Financial Report	10/01/13	\$200,000
For-Profit	12008	IMPAQ International LLC 1425 K street NW, Suite 650 Washington, DC 20005	to support the design for grantee evaluation planning	12/13/11	\$170,764 *	Program Report / Financial Report	5/3/13	\$170,764
For-Profit	12022	William Ryan Consulting Group LLC 47 Cottage Road Cambridge, MA 02139	to support assessment and evaluation of the Foundation's grantmaking strategy	3/21/12	\$510,000	Program Report / Financial Report	3/14/13	\$510,000

With regard to the above grants, to the knowledge of the grantor, no funds have been diverted to any activity other than the activity the activity for which the grant was originally made.

\* Work related to this grant was completed at a lower amount than the original grant amount of \$212,500. Total grant funds disbursed amounted to \$170,764.

Form 990-PF, Part VIII - List of Officers, Directors, and Trustees

Name and Address	Title	Time Devoted to Position	Compensation	Contributions to Employee Benefit Plans	Expense Acct., Other Allowances
Mr. H. Lawrence Clark The Edna McConnell Clark Foundation 415 Madison Avenue New York, NY 10017	Chair, Trustee	4 hours per week	0	NONE	NONE
Mr. James M. Clark The Edna McConnell Clark Foundation 415 Madison Avenue New York, NY 10017	Trustee Emeritus	less than 2 hours per week	0	NONE	NONE
Mr. James M. Clark, Jr. The Edna McConnell Clark Foundation 415 Madison Avenue New York, NY 10017	Trustee, Treasurer effective March 1, 2013	4 hours per week	0	NONE	NONE
Theodore E. Martin The Edna McConnell Clark Foundation 415 Madison Avenue New York, NY 10017	Trustee	2 hours per week	12,000	NONE	NONE
Joyce L. Shields The Edna McConnell Clark Foundation 415 Madison Avenue New York, NY 10017	Trustee	2 hours per week	12,000	NONE	NONE
James E. Moltz Vice Chairman The Edna McConnell Clark Foundation 415 Madison Avenue New York, NY 10017	Trustee thru December 2012	2 hours per week	6,000	NONE	NONE
Alice Emerson The Edna McConnell Clark Foundation 415 Madison Avenue New York, NY 10017	Trustee	2 hours per week	12,000	NONE	NONE
D. Ellen Shuman The Edna McConnell Clark Foundation 415 Madison Avenue New York, NY 10017	Trustee thru March 2013	2 hours per week	0	NONE	NONE
Janice Kreamer The Edna McConnell Clark Foundation 415 Madison Avenue New York, NY 10017	Trustee	2 hours per week	12,000	NONE	NONE
Nancy Roob The Edna McConnell Clark Foundation 415 Madison Avenue New York, NY 10017	President & Trustee	50 hours per week	591,668	81,465	NONE
Ralph Stefano The Edna McConnell Clark Foundation 415 Madison Avenue New York, NY 10017	Vice President & Secretary & Assistant Treasurer	45 hours per week	300,495	61,183	NONE
	Total		<u>946,163</u>	<u>142,648</u>	

Form 990-PF, Part VIII - Compensation of Five Highest-Paid Employees

Name and Address	Title	Time Devoted to Position	Compensation	Contributions to Employee Benefit Plans	Expense Acct., Other Allowances
Charles Harris The Edna McConnell Clark Foundation 415 Madison Avenue New York, NY 10017	Portfolio Manager, Director Capital Aggregation*	45 hours per week	282,308	55,806	NONE
Woody McCutchen The Edna McConnell Clark Foundation 415 Madison Avenue New York, NY 10017	VP/ Senior Portfolio Manger*	45 hours per week	301,190	42,661	NONE
Jehan Veliji The Edna McConnell Clark Foundation 415 Madison Avenue New York, NY 10017	Portfolio Manager*	40 hours per week	227,200	32,640	NONE
Lisette Rodriguez The Edna McConnell Clark Foundation 415 Madison Avenue New York, NY 10017	Managing Director, Propel Next Initiative	45 hours per week	240,754	52,520	NONE
Kelly Fitzsimmons The Edna McConnell Clark Foundation 415 Madison Avenue New York, NY 10017	VP / Chief Program and Strategy Officer	45 hours per week	389,214	62,484	NONE
			<b>1,440,666</b>	<b>246,111</b>	<b>-</b>

\*These positions are solely program related and work closely with the Foundation's grantees. These are not financial management positions.

Form 990-PF, Part XV, Line 3a & 3b - Schedule of Appropriations and Payments by Program Area

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amount Paid 2013	Ending Balance 2013
<b>VENTURE FUND</b>					
<b>Brown University</b> PO Box 1940 Providence, RI 02912 <i>for general operating support</i> \$12,000.00 2013	Not a private foundation (permanent)	\$ -	\$ 12,000	\$ 12,000	\$ -
<b>America Achieves</b> 3440 34th Place, NW Washington, DC 20016 <i>to implement the business plan for Results for America in order to advance policies and practices that direct greater resources to evidence-based programs</i> \$2,000,000.00 2013	Not a private foundation (permanent)		2,000,000	1,000,000	1,000,000
<b>America Achieves</b> 3440 34th Place, NW Washington, DC 20016 <i>to implement the second year of the Results for America initiative</i> \$1,000,000.00 2012	Not a private foundation (permanent)	500,000		500,000	-
<b>Child Trends</b> 4301 Connecticut Avenue, NW Suite 350 Washington, 20008 <i>to support expansion of Child Trends Incorporated's (Child Trends) website database.</i> \$288,000.00 2012	Not a private foundation (permanent)	144,000			144,000
<b>Corporation for Supportive Housing</b> 50 Broadway, 17th Floor New York, 10004 <i>to support the implementation of the Administration for Children, Youth and Families' demonstration project</i> \$600,000.00 2012	Not a private foundation (permanent)	600,000		100,000	500,000
<b>Corporation for Supportive Housing</b> 50 Broadway, 17th Floor New York, 10004 <i>to support the implementation of the Administration for Children, Youth and Families' demonstration project</i> \$150,000.00 2012	Not a private foundation (permanent)	150,000		150,000	-
<b>Council On Foundations, Inc.</b> 2121 Crystal Drive Suite 700 Arlington, 22202 <i>for general operating support</i> \$40,000.00 2013	Not a private foundation (permanent)	-	40,000	40,000	-
<b>The Foundation Center</b> 79 Fifth Avenue New York, 10003 <i>for general operating support</i> \$70,000.00 2013	Not a private foundation (permanent)	-	70,000	70,000	-
<b>Jim Casey Youth Opportunities Initiative</b> 222 South Central Avenue, Suite 305 St. Louis, MO 63105 <i>to aid in developing outcomes for young people transitioning from foster care to adulthood by improving the policies and systems that affect them</i> \$1,000,000.00 2012	Private Operating Foundation	500,000		500,000	-
<b>Grantmakers for Children, Youth and Families</b> 8757 Georgia Avenue Suite 540 Silver Spring, 20910 <i>for general operating support</i> \$18,000.00 2013	Not a private foundation (permanent)		18,000	18,000	-
<b>Grantmakers for Education</b> 720 SW Washington Street, Suite 605 Portland, OR 97205 <i>for general operating support</i> \$8,000.00 2013	Not a private foundation (permanent)		8,000	8,000	-
<b>Grantmakers for Effective Organizations</b> 1725 DeSales Street, NW Suite 404	Not a private foundation (permanent)		10,000	10,000	-

Form 990-PF, Part XV, Line 3a & 3b - Schedule of Appropriations and Payments by Program Area

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amount Paid 2013	Ending Balance 2013
Washington, DC 20036 for general operating support \$10,000.00 2013					
<b>Independent Sector</b> 1602 L Street, NW Suite 900 Washington, DC 20036 for general operating support \$150,000.00 2012	Not a private foundation (permanent)	75,000		75,000	-
<b>Independent Sector</b> 1602 L Street, NW Suite 900 Washington, DC 20036 to support its 2013 annual conference in New York \$25,000.00 2013	Not a private foundation (permanent)		25,000	25,000	-
<b>Nonprofit Information Networking Association</b> 112 Water Street Suite 400 Boston MA, 02109 to implement its 2013-2015 business plan for expanding and sustaining The Nonprofit Quarterly \$200,000.00 2013	Not a private foundation (permanent)		200,000	100,000	100,000
<b>Philanthropy New York</b> 79 Fifth Avenue 4th Floor New York, 10033 for general operating support \$23,000.00 2013	Not a private foundation (permanent)	-	23,000	23,000	-
<b>Robin Hood Foundation</b> 826 Broadway 9th Floor New York, NY 10003 to support Hurricane Sandy recovery efforts \$250,000.00 2013	Not a private foundation (permanent)	-	250,000	250,000	-
<b>University of California- Berkeley</b> 101 Giannini Hall, #3100 Berkeley, CA 94720-3100 for general operating support \$12,000.00 2013	Not a private foundation (permanent)		12,000	12,000	-
		<b>1,969,000</b>	<b>2,668,000</b>	<b>2,893,000</b>	<b>1,744,000</b>
<b><u>YOUTH DEVELOPMENT (IFB)</u></b>					
<b>The B.E.L.L. Foundation, Inc.</b> 60 Clayton Street Dorchester, MA 02122 to support BELL's growth, quality, and evaluation goals aligned with Social Innovation Fund objectives \$5,000,000.00 2011	Not a private foundation (permanent)	2,011,560		2,011,560	-
<b>The B.E.L.L. Foundation, Inc.</b> 60 Clayton Street Dorchester, MA 02122 for consulting support to help develop a joint venture pilot by BELL and the YMCA of the USA \$60,500.00 2013	Not a private foundation (permanent)		60,500	60,500	-
<b>The Bridgespan Group</b> 535 Boylston Street - 10th Floor Boston, MA 02116 for business planning & ongoing strategic support to grantees \$1,840,000.00 2013	Not a private foundation (permanent)		1,840,000	1,840,000	-
<b>The Bridgespan Group</b> 535 Boylston Street - 10th Floor Boston, MA 02116 for business planning & ongoing strategic support to grantees \$1,900,000.00 2013	Not a private foundation (permanent)		1,900,000		1,900,000
<b>Center For Employment Opportunities</b> 32 Broadway New York, NY 10004	Not a private foundation (permanent)	3,750,000		3,750,000	-

Form 990-PF, Part XV, Line 3a & 3b - Schedule of Appropriations and Payments by Program Area

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amount Paid 2013	Ending Balance 2013
<i>to support Center for Employment Opportunities growth, quality, and evaluation goals aligned with Social Innovation Fund objectives</i> \$6,000,000.00 2011					
<b>Center For Employment Opportunities</b> 32 Broadway New York, NY 10004 <i>to develop and implement a communications strategy</i> \$45,000.00 2013	Not a private foundation (permanent)		45,000	45,000	-
<b>Children's Aid Society - Carrera Program</b> 350 East 88th Street, 3 Floor New York, NY 10028 <i>to support Children's Aid Society-Carrera Program's growth, quality, and evaluation goals aligned with Social Innovation Fund objectives</i> \$500,000.00 2013	Not a private foundation (permanent)		500,000		500,000
<b>Children's Aid Society - Carrera Program</b> 350 East 88th Street, 3 Floor New York, NY 10028 New York, NY 10128 <i>to support Children's Aid Society-Carrera Program's growth, quality, and evaluation goals aligned with Social Innovation Fund objectives</i> \$3,500,000.00 2011	Not a private foundation (permanent)	2,000,000		1,500,000	500,000
<b>Children's Home Society of North Carolina</b> 604 Meadow Street Greensboro, 27405 <i>to support Children's Home Society of North Carolina's growth, quality, and evaluation goals aligned with Social Innovation Fund objectives</i> \$6,000,000.00 2011	Not a private foundation (permanent)	3,500,000		3,500,000	-
<b>Children's Institute, Inc.</b> 711 S. New Hampshire Avenue Los Angeles, CA 90005 <i>to support Children's Institute's growth, quality, and evaluation goals aligned with Social Innovation Fund objectives</i> \$5,000,000.00 2011	Not a private foundation (permanent)	2,800,000		2,184,843	615,157
<b>Citizen Schools</b> 308 Congress Street, 5th Floor Boston, MA 02210 <i>to support implementation of its business plan.</i> \$6,000,000.00 2011	Not a private foundation (permanent)	1,250,000		1,250,000	-
<b>Communities in Schools</b> 2345 Crystal Drive Suite 801 Arlington, VA 22202 <i>to support Communities in Schools growth, quality, and evaluation goals aligned with Social Innovation Fund objectives</i> \$6,000,000.00 2011	Not a private foundation (permanent)	3,750,000		2,750,000	1,000,000
<b>Communities in Schools</b> 2345 Crystal Drive Suite 801 Arlington, VA 22202 <i>to support Communities in Schools growth, quality, and evaluation goals aligned with Social Innovation Fund objectives</i> \$3,000,000.00 2013	Not a private foundation (permanent)		3,750,000	3,000,000	750,000
<b>First Place for Youth</b> 519 17th Street, Suite 600 Oakland, CA 94612 <i>to support evaluation, ensure progress toward sustainability, and refine programs</i> \$1,000,000.00 2013	Not a private foundation (permanent)		1,000,000	1,000,000	-
<b>Gateway to College National Network</b> 529 SE Grand Avenue Suite 300 Portland, 97214 <i>to support Gateway to College National Network's growth, quality, and evaluation goals aligned with Social Innovation Fund objectives</i> \$3,500,000.00 2011	Not a private foundation (permanent)	1,500,000			1,500,000
<b>Good Shepherd Services</b> 305 Seventh Ave., 9th Floor New York, NY 10001-6008	Not a private foundation (permanent)	1,000,000		1,000,000	-

Form 990-PF, Part XV, Line 3a & 3b - Schedule of Appropriations and Payments by Program Area

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amount Paid 2013	Ending Balance 2013
<i>to support business planning, advance efforts to ensure long-term sustainability, refine its mix of programs, and pursue future growth</i> \$2,350,000.00 2012					
<b>Hillside Work-Scholarship Connection</b> 1 Mustard Street Rochester, NY 14609 <i>to support implementation of its business plan.</i> \$3,000,000.00 2011	Not a private foundation (permanent)	1,000,000		500,000	500,000
<b>IMPAQ International LLC</b> 1425 K Street NW, Suite 650 Washington, DC 20005 <i>to support the design for grantee evaluation planning</i> \$212,500.00 2012	Expenditure Responsibility	106,250		64,514	
<b>John Hopkins University</b> School of Education 2701 N. Charles Street, Suite 300 Baltimore, MD 21218 <i>to defray costs associated with completing a comprehensive business plan for the Talent Development Secondary program</i> \$250,000.00 2013	Not a private foundation (permanent)		250,000	250,000	-
<b>LWP, LLC</b> 790 Boylston Street Suite 16H Boston, MA 02199 <i>for executive coaching support to EMCF grantees</i> \$200,000.00 2012	Expenditure Responsibility	50,000		50,000	-
<b>MDRC</b> <b>16 East 34th Street, 19th Floor</b> New York, NY 10016-4326 <i>for direct grantee support in the form of evaluation feasibility assessments and evaluations, and for support of the portfolio team's relationship management activities</i> \$4,000,000 2012	Not a private foundation (permanent)	1,775,000			1,775,000
<b>National Guard Youth ChalleNGe Program</b> Jefferson Plaza 1, Room 2456 1411 Jefferson Davis Highway Arlington, 22202 <i>to support implementation of the it's FY11-13 business plan</i> \$4,000,000.00 2011	Not a private foundation (permanent)	1,000,000		1,000,000	-
<b>National Guard Youth Foundation</b> 1001 N. Fairfax Street, Suite 205 Alexandria, 22314 <i>to aid in the development of a communications strategy</i> \$31,000.00 2012	Not a private foundation (permanent)	31,000		31,000	-
<b>National Guard Youth Foundation</b> 1001 N. Fairfax Street, Suite 205 Alexandria, 22314 <i>to acquire fundraising and tracking software</i> \$45,000.00 2013	Not a private foundation (permanent)		45,000	45,000	-
<b>PACE Center for Girls</b> One West Adams Street Suite 301 Jacksonville, 32202 <i>to support implementation of its FY 2012-2015 business plan</i> \$3,000,000.00 2011	Not a private foundation (permanent)	1,000,000		500,000	500,000
<b>PACE Center for Girls</b> One West Adams Street Suite 301 Jacksonville, 32202 <i>to support PACE Center for Girl's growth, quality, and evaluation goals aligned with Social Innovation Fund objectives</i> \$3,500,000.00 2013	Not a private foundation (permanent)		3,500,000		3,500,000
<b>Reading Partners</b> 106 Linden St. #202 Oakland, 94607 <i>to support Reading Partner's growth, quality, and evaluation goals aligned with Social Innovation Fund objectives</i> \$3,500,000.00 2011	Not a private foundation (permanent)	1,500,000			1,500,000



Form 990-PF, Part XV, Line 3a & 3b - Schedule of Appropriations and Payments by Program Area

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amount Paid 2013	Ending Balance 2013
<b>SEED Foundation</b> 1776 Massachusetts Avenue, N.W. Suite 600 Washington, 20036 <i>to support SEED's growth, quality, and evaluation goals aligned with Social Innovation Fund objectives</i> \$3,500,000.00 2011	Not a private foundation (permanent)	1,500,000		34,791	1,465,209
<b>William Ryan Consulting Group LLC</b> 47 Cottage Road Cambridge, 02139 <i>to support assessment and evaluation of the Foundation's grantmaking strategy</i> \$510,000.00 2012	Expenditure Responsibility	210,000		210,000	-
<b>WINGS for Kids</b> 476 Meeting Street, Suite E Charleston, SC 29403 <i>to support WINGS for Kids' growth, quality, and evaluation goals aligned with Social Innovation Fund objectives</i> \$2,750,000.00 2013	Not a private foundation (permanent)		2,750,000		2,750,000
<b>Youth Guidance</b> 1 N. LaSalle Street, Suite 900 Chicago, IL 60602 <i>to support Youth Guidance's growth, quality, and evaluation goals aligned with Social Innovation Fund objectives</i> \$2,750,000.00 2013	Not a private foundation (permanent)		2,750,000		2,750,000
<b>Youth Villages</b> 3320 Brother Blvd Bartlett, TN 38133 <i>to support up to \$15 million over 60 months to support Youth Villages' implementation of its FY2013-FY2017 business plan</i> \$15,000,000.00 2012	Not a private foundation (permanent)	10,000,000		6,000,000	4,000,000
		<b>39,733,810</b>	<b>18,390,500</b>	<b>32,577,208</b>	<b>25,505,366</b>
<b>Propel Next</b>					
<b>Blue Engine</b> 150 Court Street, 2nd Floor Brooklyn, 11201 <i>for implementation of performance measurement systems and tools</i> \$70,000.00 2013	Not a private foundation (permanent)		70,000	70,000	-
<b>Carolina Youth Development Center</b> 5055 Lackawanna Blvd North Charleston, 29405 <i>for implementation of performance measurement systems and tools</i> \$70,000.00 2013	Not a private foundation (permanent)		70,000	70,000	-
<b>Colorado Youth for a Change</b> 2931 W. 25th Ave. #201 Denver, 80211 <i>for implementation of performance measurement systems and tools</i> \$69,000.00 2013	Not a private foundation (permanent)		69,000	69,000	-
<b>Domus Kids, Inc</b> 83 Lockwood Ave Stamford, 06902 <i>for implementation of performance measurement systems and tools</i> \$70,000.00 2013	Not a private foundation (permanent)		70,000	70,000	-
<b>Fresh Lifelines for Youth</b> Sobrato Center for Nonprofits 568 Valley Way Milpitas, 95035 <i>for implementation of performance measurement systems and tools</i> \$68,000.00 2013	Not a private foundation (permanent)		68,000	68,000	-
<b>National Indian Youth Leadership Project</b> 305 Sunde St Gallup, 87301 <i>for implementation of performance measurement systems and tools</i> \$70,000.00 2013	Not a private foundation (permanent)		70,000	70,000	-
<b>New Door Ventures</b> 3075 21st Street	Not a private foundation (permanent)		70,000		70,000

Form 990-PF, Part XV, Line 3a & 3b - Schedule of Appropriations and Payments by Program Area

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amount Paid 2013	Ending Balance 2013
San Francisco, 94110-2626 <i>for implementation of performance measurement systems and tools</i> \$70,000.00 2013					
<b>Taller San Jose</b> 801 North Broadway Santa Ana, 92701 <i>for implementation of performance measurement systems and tools</i> \$69,000.00 2013	Not a private foundation (permanent)		69,000	69,000	-
<b>United Teen Equality Center</b> 34 Hurd Street Lowell, 01852 <i>for implementation of performance measurement systems and tools</i> \$69,000.00 2013	Not a private foundation (permanent)		69,000	69,000	-
<b>Youth Opportunities Unlimited</b> 1361 Euclid Avenue Cleveland, 44115 <i>for implementation of performance measurement systems and tools</i> \$69,000.00 2013	Not a private foundation (permanent)		69,000	69,000	-
<b>Youth Services of Tulsa</b> 311 S. Madison Ave Tulsa, 74120 <i>for implementation of performance measurement systems and tools</i> \$70,000.00 2013	Not a private foundation (permanent)		70,000	70,000	-
		-	<b>764,000</b>	<b>694,000</b>	<b>70,000</b>
<b>True North Fund</b> <b>Center For Employment Opportunities</b> 32 Broadway New York, NY 10004 <i>to support CEO's growth, quality, and evaluation goals aligned with Social Innovation Fund objectives</i> \$82,000.00 2013			82,000	82,000	-
		-	<b>82,000</b>	<b>82,000</b>	-
<b><u>DIRECT CHARITABLE ACTIVITIES</u></b>					
Grantee Convening and Peer Learning				242,112	
The Foundation convenes periodic gatherings which emphasize peer learning and organizational development for Foundation Grantees' senior teams, board members, Foundation stakeholders and Grantee Coinvestors.					
Grantee Technical Assistance					
The Foundation provides Grantee Technical Assistance in the areas of business planning and program strategy (\$3,301,000), compliance with federal requirements (\$425,000), program evaluation (\$2,067,790), executive recruiting and coaching (\$128,100), communications strategy (\$644,791), and fundraising (\$100,000).					
		-	-	<b>6,908,793</b>	-
<b>Grand Total</b>		<b>\$ 41,702,810</b>	<b>\$ 21,904,500</b>	<b>\$ 43,155,001</b>	<b>\$ 27,319,366</b>

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No. 1545-0047

**2012**

Name of the organization

Employer identification number

THE EDNA MCCONNELL CLARK FOUNDATION

23-7047034

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 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

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

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

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

Name of organization <b>THE EDNA MCCONNELL CLARK FOUNDATION</b>	Employer identification number <b>23-7047034</b>
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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) Total contributions	(d) Type of contribution
1	CORPORATION FOR NATIONAL AND COMMUNITY SERVICE  1201 NEW YORK AVENUE, NW  WASHINGTON, DC 20525	\$ 7,962,163.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	THE ANNIE CASEY FOUNDATION  701 ST. PAUL STREET  BALTIMORE , MD 21202	\$ 500,000.	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.)

Name of organization  <b>THE EDNA MCCONNELL CLARK FOUNDATION</b>	Employer identification number  <b>23-7047034</b>
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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
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

<b>Name of organization</b>	<b>Employer identification number</b>
<b>THE EDNA MCCONNELL CLARK FOUNDATION</b>	<b>23-7047034</b>

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

Use duplicate copies of Part III if additional space is needed.

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

# Underpayment of Estimated Tax by Corporations

Department of the Treasury  
Internal Revenue Service

▶ Attach to the corporation's tax return.

FORM 990-PF

**2012**

▶ Information about Form 2220 and its separate instructions is at [www.irs.gov/form2220](http://www.irs.gov/form2220).

Name <b>THE EDNA MCCONNELL CLARK FOUNDATION</b>	Employer identification number <b>23-7047034</b>
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**Note:** Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

<b>Part I Required Annual Payment</b>			
1 Total tax (see instructions) .....		<b>1</b>	<b>287,870.</b>
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 .....	<b>2a</b>		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method .....	<b>2b</b>		
c Credit for federal tax paid on fuels (see instructions) .....	<b>2c</b>		
d Total. Add lines 2a through 2c .....		<b>2d</b>	
3 Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation does not owe the penalty .....		<b>3</b>	<b>287,870.</b>
4 Enter the tax shown on the corporation's 2011 income tax return (see instructions). <b>Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5</b> .....		<b>4</b>	<b>296,517.</b>
5 <b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 .....		<b>5</b>	<b>287,870.</b>

**Part II Reasons for Filing** - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6  The corporation is using the adjusted seasonal installment method.
- 7  The corporation is using the annualized income installment method.
- 8  The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

**Part III Figuring the Underpayment**

		(a)	(b)	(c)	(d)
9 <b>Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year .....	<b>9</b>	02/15/13	03/15/13	06/15/13	09/15/13
10 <b>Required installments.</b> If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column. ....	<b>10</b>				
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15 .....	<b>11</b>	49,099.	156,059.	100,000.	18,240.
<b>Complete lines 12 through 18 of one column before going to the next column.</b>					
12 Enter amount, if any, from line 18 of the preceding column .....	<b>12</b>		49,099.	205,158.	305,158.
13 Add lines 11 and 12 .....	<b>13</b>		205,158.	305,158.	323,398.
14 Add amounts on lines 16 and 17 of the preceding column .....	<b>14</b>				
15 Subtract line 14 from line 13. If zero or less, enter -0- .....	<b>15</b>	49,099.	205,158.	305,158.	323,398.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- .....	<b>16</b>				
17 <b>Underpayment.</b> If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18 .....	<b>17</b>				
18 <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column .....	<b>18</b>	49,099.	205,158.	305,158.	

**Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.**

**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)
<b>19</b> Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)				
<b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19				
<b>21</b> Number of days on line 20 after 4/15/2012 and before 7/1/2012				
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 3\%}{366}$	\$	\$	\$	\$
<b>23</b> Number of days on line 20 after 06/30/2012 and before 10/1/2012				
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 3\%}{366}$	\$	\$	\$	\$
<b>25</b> Number of days on line 20 after 9/30/2012 and before 1/1/2013				
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\%}{366}$	\$	\$	\$	\$
<b>27</b> Number of days on line 20 after 12/31/2012 and before 4/1/2013				
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{365}$	\$	\$	\$	\$
<b>29</b> Number of days on line 20 after 3/31/2013 and before 7/1/2013				
<b>30</b> Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	\$	\$	\$	\$
<b>31</b> Number of days on line 20 after 6/30/2013 and before 10/01/2013				
<b>32</b> Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	\$	\$	\$	\$
<b>33</b> Number of days on line 20 after 9/30/2013 and before 1/1/2014				
<b>34</b> Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	\$	\$	\$	\$
<b>35</b> Number of days on line 20 after 12/31/2013 and before 2/16/2014				
<b>36</b> Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	\$	\$	\$	\$
<b>37</b> Add lines 22, 24, 26, 28, 30, 32, 34, and 36	\$	\$	\$	\$
<b>38 Penalty.</b> Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns				<b>38</b> \$ 0.

\* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at [www.irs.gov](http://www.irs.gov). You can also call 1-800-829-4933 to get interest rate information.



**Schedule A** Adjusted Seasonal Installment Method and Annualized Income Installment Method (see instructions)

**Form 1120S filers:** For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

**Part I - Adjusted Seasonal Installment Method (Caution:** Use this method only if the base period percentage for

any 6 consecutive months is at least 70%. See instructions.)

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
<b>1</b>	Enter taxable income for the following periods:				
<b>a</b>	Tax year beginning in 2009 .....	<b>1a</b>			
<b>b</b>	Tax year beginning in 2010 .....	<b>1b</b>			
<b>c</b>	Tax year beginning in 2011 .....	<b>1c</b>			
<b>2</b>	Enter taxable income for each period for the tax year beginning in 2011. (see instructions for the treatment of extraordinary items).	<b>2</b>			
<b>3</b>	Enter taxable income for the following periods:	First 4 months	First 6 months	First 9 months	Entire year
<b>a</b>	Tax year beginning in 2009 .....	<b>3a</b>			
<b>b</b>	Tax year beginning in 2010 .....	<b>3b</b>			
<b>c</b>	Tax year beginning in 2011 .....	<b>3c</b>			
<b>4</b>	Divide the amount in each column on line 1a by the amount in column (d) on line 3a .....	<b>4</b>			
<b>5</b>	Divide the amount in each column on line 1b by the amount in column (d) on line 3b .....	<b>5</b>			
<b>6</b>	Divide the amount in each column on line 1c by the amount in column (d) on line 3c .....	<b>6</b>			
<b>7</b>	Add lines 4 through 6 .....	<b>7</b>			
<b>8</b>	Divide line 7 by 3.0 .....	<b>8</b>			
<b>9a</b>	Divide line 2 by line 8 .....	<b>9a</b>			
<b>b</b>	Extraordinary items (see instructions) .....	<b>9b</b>			
<b>c</b>	Add lines 9a and 9b .....	<b>9c</b>			
<b>10</b>	Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, ln 2 (or comparable ln of corp's return) ...	<b>10</b>			
<b>11a</b>	Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a .....	<b>11a</b>			
<b>b</b>	Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b .....	<b>11b</b>			
<b>c</b>	Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c .....	<b>11c</b>			
<b>12</b>	Add lines 11a through 11c .....	<b>12</b>			
<b>13</b>	Divide line 12 by 3.0 .....	<b>13</b>			
<b>14</b>	Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d) .....	<b>14</b>			
<b>15</b>	Enter any alternative minimum tax for each payment period (see instructions) .....	<b>15</b>			
<b>16</b>	Enter any other taxes for each payment period (see instr)	<b>16</b>			
<b>17</b>	Add lines 14 through 16 .....	<b>17</b>			
<b>18</b>	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions) .....	<b>18</b>			
<b>19</b>	Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0- .....	<b>19</b>			

\*\*

**Part II - Annualized Income Installment Method**

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
20	Annualization periods (see instructions) .....	20			
21	Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items) ...	21			
22	Annualization amounts (see instructions) .....	22	6.000000	4.000000	2.000000
23a	Annualized taxable income. Multiply line 21 by line 22 ...	23a			
	b Extraordinary items (see instructions) .....	23b			
	c Add lines 23a and 23b .....	23c			
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return) .....	24			
25	Enter any alternative minimum tax for each payment period (see instructions) .....	25			
26	Enter any other taxes for each payment period (see instr) .....	26			
27	Total tax. Add lines 24 through 26 .....	27			
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions) .....	28			
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0- .....	29			
30	Applicable percentage .....	30	25%	50%	75%
31	Multiply line 29 by line 30 .....	31			

**Part III - Required Installments**

		<b>Note:</b> Complete lines 32 through 38 of one column before completing the next column.				
		1st installment	2nd installment	3rd installment	4th installment	
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the <b>smaller</b> of the amounts in each column from line 19 or line 31 .....	32	0.	0.	0.	0.
33	Add the amounts in all preceding columns of line 38 (see instructions) .....	33				
34	<b>Adjusted seasonal or annualized income installments.</b> Subtract line 33 from line 32. If zero or less, enter -0- ...	34				
35	Enter 25% of line 5 on page 1 of Form 2220 in each column. <b>Note:</b> "Large corporations," see the instructions for line 10 for the amounts to enter .....	35	71,968.	71,967.	71,968.	71,967.
36	Subtract line 38 of the preceding column from line 37 of the preceding column .....	36		71,968.	143,935.	215,903.
37	Add lines 35 and 36 .....	37	71,968.	143,935.	215,903.	287,870.
38	<b>Required installments.</b> Enter the <b>smaller</b> of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions) .....	38	0.	0.	0.	0.

\*\* ANNUALIZED INCOME INSTALLMENT METHOD USING STANDARD OPTION