

**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 _____, **and ending** _____

Name of foundation FUND FOR NEW JERSEY		A Employer identification number 22-1895028
Number and street (or P.O. box number if mail is not delivered to street address) ONE PALMER SQUARE EAST	Room/suite 303	B Telephone number 609-356-0421
City or town, state, and ZIP code PRINCETON, NJ 08542		C If exemption application is pending, check here <input type="checkbox"/>
G 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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 50,643,264.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses <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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,117,105.	1,117,105.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	707,882.			
	b Gross sales price for all assets on line 6a	12,813,005.			
	7 Capital gain net income (from Part IV, line 2)		707,882.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	14,471.	14,471.		STATEMENT 2	
12 Total. Add lines 1 through 11	1,839,458.	1,839,458.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	200,000.	6,000.		194,000.
	14 Other employee salaries and wages	225,690.	11,285.		212,251.
	15 Pension plans, employee benefits	88,454.	2,653.		85,801.
	16a Legal fees				
	b Accounting fees	64,142.	57,728.		6,649.
	c Other professional fees	109,858.	98,973.		10,885.
	17 Interest				
	18 Taxes	16,464.	65.		0.
	19 Depreciation and depletion	5,955.	0.		
	20 Occupancy	50,593.	2,530.		52,893.
	21 Travel, conferences, and meetings	28,307.	0.		29,142.
	22 Printing and publications				
	23 Other expenses	45,634.	347.		43,274.
	24 Total operating and administrative expenses. Add lines 13 through 23	835,097.	179,581.		634,895.
	25 Contributions, gifts, grants paid	2,256,200.			2,246,200.
26 Total expenses and disbursements. Add lines 24 and 25	3,091,297.	179,581.		2,881,095.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<1,251,839.>				
b Net investment income (if negative, enter -0-)		1,659,877.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		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		
Assets	1	Cash - non-interest-bearing		125.		
	2	Savings and temporary cash investments		1,685,240.	477,577.	477,577.
	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		4,599.	13,173.	13,173.
	10a	Investments - U.S. and state government obligations	STMT 8	231,695.	145,427.	145,427.
	b	Investments - corporate stock				
	c	Investments - corporate bonds	STMT 9	4,933,111.	3,676,334.	3,676,334.
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	41,502,419.	46,240,128.	46,240,128.	
14	Land, buildings, and equipment: basis	60,219.				
	Less: accumulated depreciation	STMT 11	25,765.	4,128.	34,454.	
15	Other assets (describe)	STATEMENT 12)	82,295.	56,171.	56,171.	
16	Total assets (to be completed by all filers)		48,443,612.	50,643,264.	50,643,264.	
Liabilities	17	Accounts payable and accrued expenses		18,551.	22,055.	
	18	Grants payable		30,000.	40,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)	STATEMENT 13)	0.	50,001.	
23	Total liabilities (add lines 17 through 22)		48,551.	112,056.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		48,395,061.	50,531,208.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		48,395,061.	50,531,208.		
31	Total liabilities and net assets/fund balances		48,443,612.	50,643,264.		

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	48,395,061.
2	Enter amount from Part I, line 27a	2	<1,251,839.>
3	Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	3,437,987.
4	Add lines 1, 2, and 3	4	50,581,209.
5	Decreases not included in line 2 (itemize) DEFERRED EXCISE TAX	5	50,001.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	50,531,208.

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				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 12,813,005.		12,105,123.	707,882.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			707,882.	
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 }		2 707,882.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		{ }		3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,732,506.	50,122,883.	.054516
2010	2,948,398.	48,705,107.	.060536
2009	2,900,935.	45,615,809.	.063595
2008	3,448,507.	61,110,868.	.056430
2007	4,086,880.	72,229,357.	.056582
2 Total of line 1, column (d)			2 .291659
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .058332
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 48,648,209.
5 Multiply line 4 by line 3			5 2,837,747.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 16,599.
7 Add lines 5 and 6			7 2,854,346.
8 Enter qualifying distributions from Part XII, line 4			8 2,917,376.

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)

Table with 11 rows and 2 columns. Row 1: 16,599. Row 2: 0. Row 3: 16,599. Row 4: 0. Row 5: 16,599. Row 6a: 18,400. Row 6c: 20,000. Row 7: 38,400. Row 10: 21,801. Row 11: 0.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No, and a third column). Row 1a: X. Row 1b: X. Row 1c: X. Row 2: X. Row 3: X. Row 4a: X. Row 4b: N/A. Row 5: X. Row 6: X. Row 7: X. Row 8b: X. Row 9: X. Row 10: 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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.FUNDFORNJ.ORG
14 The books are in care of THE FOUNDATION Telephone no. 609-356-0421 Located at ONE PALMER SQUARE EAST, PRINCETON, NJ ZIP+4 08542
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
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? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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 **N/A**

Organizations relying on a current notice regarding disaster assistance check here **N/A**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No **N/A**

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**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		200,000.	19,134.	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
ELIZABETH L. GIBSON - ONE PALMER SQUARE EAST, PRINCETON, NJ 08542	PROGRAM OFFICER 40.00	69,232.	2,966.	0.
BETTY LEHN - ONE PALMER SQUARE EAST, PRINCETON, NJ 08542	ADMIN ASSISTANT 40.00	56,571.	4,063.	0.

Total number of other employees paid over \$50,000 **0**

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MERCER INVESTMENT CONSULTING, INC. - 601 MERRIT 7 CORPORATE PARK, NORWALK, CT 06856	INVESTMENT CONSULTANT	69,500.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount	
1 N/A		
2		
3 All other program-related investments. See instructions.		
Total. Add lines 1 through 3		0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	49,102,101.
b	Average of monthly cash balances	1b	286,944.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	49,389,045.
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	49,389,045.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	740,836.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,648,209.
6	Minimum investment return. Enter 5% of line 5	6	2,432,410.

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	2,432,410.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	16,599.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,599.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,415,811.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,415,811.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,415,811.

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	2,881,095.
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	36,281.
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,917,376.
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	16,599.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,900,777.

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				2,415,811.
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	539,936.			
b From 2008	424,661.			
c From 2009	642,429.			
d From 2010	557,515.			
e From 2011	244,759.			
f Total of lines 3a through e	2,409,300.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	2,917,376.			
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				2,415,811.
e Remaining amount distributed out of corpus	501,565.			
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	2,910,865.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	539,936.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,370,929.			
10 Analysis of line 9:				
a Excess from 2008	424,661.			
b Excess from 2009	642,429.			
c Excess from 2010	557,515.			
d Excess from 2011	244,759.			
e Excess from 2012	501,565.			

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:

PROGRAM OFFICER, 609-356-0421
ONE PALMER SQUARE, PRINCETON, NJ 08542

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

SEE STATEMENT B

c Any submission deadlines:

SEE STATEMENT B

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

SEE STATEMENT B

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
SEE STATEMENT A		N/A	501(C)(3)		2,246,200.
Total ▶ 3a					2,246,200.
b Approved for future payment					
SEE STATEMENT A		N/A	501(C)(3)		40,000.
Total ▶ 3b					40,000.

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 IRM - PUBLICLY TRADED SECURITIES	P		
b PIMCO INVESTMENT GRADE CORP BOND INST	P		
c VANGUARD FUNDS	P		
d ARTIO INTERNATIONAL EQUITY FUND II, LLC	P		
e DHS OFFSHORE SPC	P		
f TACTICAL EQUITY PARTNERS, LTD.	P		
g ARTIO INTERNATIONAL EQUITY FUND II, LLC - PASSTHR	P		
h CAPITAL GAINS DIVIDENDS			
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 3,245,452.		3,090,389.	155,063.
b 750,000.		766,435.	<16,435.>
c 5,400,000.		5,062,730.	337,270.
d 3,130,244.		3,003,308.	126,936.
e 95,222.		92,798.	2,424.
f 48,308.		50,787.	<2,479.>
g 143,779.		38,676.	<38,676.>
h			143,779.
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			155,063.
b			<16,435.>
c			337,270.
d			126,936.
e			2,424.
f			<2,479.>
g			<38,676.>
h			143,779.
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	707,882.
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 DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARTIO INT'L EQUITY FUND	7,007.	0.	7,007.
INTERNAL REVENUE SERVICE	113.	0.	113.
IRM INVESTMENTS	205,324.	0.	205,324.
LSV VALUE EQUITY FUND	126,244.	0.	126,244.
MANAGERS CCM FUND	53,623.	0.	53,623.
PIMCO FUNDS	425,086.	127,082.	298,004.
VANGUARD	443,058.	16,697.	426,361.
WACHOVIA	429.	0.	429.
TOTAL TO FM 990-PF, PART I, LN 4	1,260,884.	143,779.	1,117,105.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	14,471.	14,471.	
TOTAL TO FORM 990-PF, PART I, LINE 11	14,471.	14,471.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	46,403.	41,763.		4,875.
AUDIT AND TAX PREPARATION	17,739.	15,965.		1,774.
TO FORM 990-PF, PG 1, LN 16B	64,142.	57,728.		6,649.

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 CONSULTING FEES	69,500.	69,500.		0.
INVESTMENT MANAGEMENT FEES	24,277.	24,277.		0.
INVESTMENT CUSTODY FEES	5,196.	5,196.		0.
OTHER PROFESSIONAL FEES - PROGRAM	10,885.	0.		10,885.
TO FORM 990-PF, PG 1, LN 16C	109,858.	98,973.		10,885.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	16,399.	0.		0.
FOREIGN TAX WITHHELD ON DIVIDENDS	65.	65.		0.
TO FORM 990-PF, PG 1, LN 18	16,464.	65.		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
OFFICE EXPENSES	20,599.	0.		16,291.
EQUIPMENT RENTALS	6,711.	0.		6,879.
INSURANCE	4,792.	0.		4,663.
TELEPHONE	5,870.	294.		5,827.
POSTAGE	1,065.	53.		1,114.
MISCELLANEOUS	1,575.	0.		3,478.
DUES AND MEMBERSHIPS	5,022.	0.		5,022.
TO FORM 990-PF, PG 1, LN 23	45,634.	347.		43,274.

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

DESCRIPTION	AMOUNT
UNREALIZED GAIN IN MARKET VALUE OF INVESTMENTS	3,437,987.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,437,987.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT & AGENCY BONDS	X		55,476.	55,476.
MUNICIPAL GOVERNMENT BONDS		X	89,951.	89,951.
TOTAL U.S. GOVERNMENT OBLIGATIONS			55,476.	55,476.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			89,951.	89,951.
TOTAL TO FORM 990-PF, PART II, LINE 10A			145,427.	145,427.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS & OBLIGATIONS	3,183,736.	3,183,736.
OTHER FIXED INCOME	492,598.	492,598.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,676,334.	3,676,334.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	32,519,451.	32,519,451.
SEG PARTNERS OFFSHORE FUND	FMV	2,015,825.	2,015,825.
BREXAN HOWARD MS FUND	FMV	2,594,871.	2,594,871.
FEDERAL STREET ASIA FUND	FMV	1,984,603.	1,984,603.
DHS OFFSHORE SPC	FMV	55,189.	55,189.
WEATHERFLOW OFFSHORE FUND	FMV	1,517,481.	1,517,481.

FUND FOR NEW JERSEY

22-1895028

TACTICAL EQUITY PARTNERS LTD	FMV	21,469.	21,469.
BLUE TREND FUND LTD	FMV	1,026,059.	1,026,059.
SHEFFEILD INTERNATIONAL PARTNERS LTD.	FMV	1,622,656.	1,622,656.
JAT CAPITAL OFFSHORE FUND	FMV	1,332,529.	1,332,529.
MKP INTERNATIONAL OFFSHORE	FMV	1,549,995.	1,549,995.
TOTAL TO FORM 990-PF, PART II, LINE 13		46,240,128.	46,240,128.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER AND TELECOM EQUIPMENT	32,777.	21,855.	10,922.
OFFICE FURNISHINGS	27,442.	3,910.	23,532.
TOTAL TO FM 990-PF, PART II, LN 14	60,219.	25,765.	34,454.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSIT	2,970.	8,834.	8,834.
INTEREST AND DIVIDENDS RECEIVABLE	67,486.	45,439.	45,439.
PREPAID FEDERAL EXCISE TAX	11,839.	1,898.	1,898.
TO FORM 990-PF, PART II, LINE 15	82,295.	56,171.	56,171.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX	0.	50,001.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	50,001.

EDWARD LLOYD	TRUSTEE			
ONE PALMER SQUARE EAST - SUITE 303	1.00	0.	0.	0.
PRINCETON, NJ 08542				
HON. DEBORAH T. PORITZ	TRUSTEE			
ONE PALMER SQUARE EAST - SUITE 303	1.00	0.	0.	0.
PRINCETON, NJ 08542				
RICHARD W. ROPER	TRUSTEE			
ONE PALMER SQUARE EAST - SUITE 303	1.00	0.	0.	0.
PRINCETON, NJ 08542				
GRIZEL UBARRY	TRUSTEE			
ONE PALMER SQUARE EAST - SUITE 303	1.00	0.	0.	0.
PRINCETON, NJ 08542				
RICK WRIGHT	TRUSTEE			
ONE PALMER SQUARE EAST - SUITE 303	1.00	0.	0.	0.
PRINCETON, NJ 08542				
LEONARD LIEBERMAN	CHAIR EMERITUS			
ONE PALMER SQUARE EAST - SUITE 303	1.00	0.	0.	0.
PRINCETON, NJ 08542				
JANE W. THORNE	TRUSTEE EMERITUS			
ONE PALMER SQUARE EAST - SUITE 303	1.00	0.	0.	0.
PRINCETON, NJ 08542				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		200,000.	19,134.	0.

Organization	Amount	type	awarded	disbursed	year	blurb	Address
Center for Non-Profits	5,000	match	12/8/2011	04/16/12	2011	Renewed support to increase understanding of and appreciation for the social and economic importance of the non-profit sector, strengthen government-nonprofit relations, and serve as a watchdog on key non-profit issues.	Ms. Linda Czipo Executive Director Center for Non-Profit Corporations 1501 Livingston Avenue North Brunswick, NJ 08902
Due Process (NJN and then Rutgers)	30,000	match	12/8/2011	10/10/12	2011	Renewed support for legal and public affairs programming	Ms. Sandra King Executive Producer, Due Process Rutgers School of Law-Newark 123 Washington Street Newark, NJ 07102
Legal Services of New Jersey	15,000	match	12/8/2011	09/06/12	2011	Renewed support for the Poverty Research Institute.	Mr. Melville D. Miller, Jr.
New Jersey Council of County Colleges	10,000	match	12/8/2011	09/06/12	2011	A grant to support the establishment of Centers for Student Success.	Dr. Lawrence A. Nespoli President New Jersey Council of County Colleges 330 West State Street Trenton, NJ 08618
New Jersey Policy Perspective	25,000	match	12/8/2011	04/11/12	2011	Renewed support to provide nonpartisan, fact-based analysis that expands the debate over public policy in New Jersey.	Mr. Gordon MacInnes President New Jersey Policy Perspective 137 West Hanover Street Trenton, NJ 08618
Rutgers Eagleton, Center for American Women & Politics	15,000	match	12/8/2011	10/24/12	2011	Renewed support for the Diversity Initiative of the Ready to Run Campaign Training Program.	Ms. Debbie Walsh Director Center for American Women and Politics Eagleton Institute of Politics, Rutgers University 191 Ryders Lane New Brunswick, NJ 08901-8557
Volcker-Ravitch Report/CUNY	100,000	regular	12/08/11	01/30/12	2011	A grant to support the analysis	Mr. Donald Boyd Executive Director Task Force on State Budget Research Foundation of the City University of New York 230 West 41st Street NY, NY 10036
Advocates for Children of New Jersey (formerly Association for Children of New Jersey)	45,000	regular	06/13/12	06/14/12	2012	Renewed support for state budget analysis and advocacy around issues that affect low-income children and their families	Ms. Cecilia Zalkind Executive Director Advocates for Children of New Jersey 35 Halsey Street Newark, New Jersey 07102
Association of New Jersey Environmental Commissions	60,000	regular	06/13/12	06/14/12	2012	Renewed support for the Association's statewide policy and advocacy	Ms. Sandy Batty Executive Director Association of New Jersey Environmental Commissions P.O. Box 157 Mendham, NJ 07945
Citizens Campaign (formerly Center for Civic Responsibility)	40,000	regular	06/13/12	06/14/12	2012	Renewed support to provide the citizens of New Jersey with the tools and training to participate fully in politics and government	Ms. Bea Daggett Executive Director Citizens Campaign 450 Main Street, 2nd Floor Metuchen, NJ 08840
Delaware Riverkeeper Network, Inc.	50,000	regular	06/13/12	06/14/12	2012	Renewed support for advocacy and litigation to protect the Delaware River Watershed and surrounding communities	Maya K. van Rossum Delaware Riverkeeper Network 925 Canal Street, 2nd floor Bristol, PA 19007
Drug Policy Alliance	30,000	regular	06/13/12	06/14/12	2012	A grant to support advocacy for drug sentencing reform	Roseanne Scotti State Director New Jersey Drug Policy Alliance 16 West Front Street, Suite 101A Trenton, NJ 08608
Eastern Environmental Law Center (formerly the Rutgers Environmental Law Clinic)	110,000	regular	06/13/12	06/14/12	2012	Renewed support to provide counselling, advocacy and legal representation to New Jersey's environmental community	Hilary Semel, Esq. Executive Director Eastern Environmental Law Center 744 Broad Street, Suite 1525 Newark, NJ 07102
Edison Wetlands Association	20,000	regular	06/13/12	06/14/12	2012	Renewed support for advocacy for environmental clean-up and remediation in disadvantaged communities	Robert Spiegel Executive Director Edison Wetlands Association, Inc. 206 Tyler Road Edison, New Jersey 08820

Organization	Amount	type	awarded	disbursed	year	blurb	Address
Edison Wetlands Association	20,000	regular	06/13/12	06/14/12	2012	Renewed support for advocacy for environmental clean-up and remediation in disadvantaged communities	Robert Spiegel Executive Director Edison Wetlands Association, Inc. 206 Tyler Road Edison, New Jersey 08820
Housing & Community Development Network of NJ (formerly Affordable Housing Network)	100,000	regular	06/13/12	06/14/12	2012	Renewed support for advocacy on statewide housing policy	Ms. Diane Sterner Executive Director Housing and Community Development Network of New Jersey 145 West Hanover Street Trenton, New Jersey 08618
New Jersey Citizen Action Education Fund (formerly Citizen Policy & Education Fund)	85,000	regular	06/13/12	06/14/12	2012	Renewed support for advocacy and public education on community reinvestment, financial reform, and foreclosure prevention	Ms. Phyllis Salowe-Kaye Executive Director New Jersey Citizen Action Education Fund 744 Broad Street, Suite 2080 Newark, NJ 07102
New Jersey Institute for Social Justice	50,000	regular	06/13/12	06/14/12	2012	Renewed support to monitor the implementation of the Second Chance Campaign and advocate for continued improvements to re-entry policy	Cornell William Brooks, Esq., President and Chief Executive Officer New Jersey Institute for Social Justice 60 Park Place, Suite 511 Newark, New Jersey 07102
American Civil Liberties Union of New Jersey (aka Civil Liberties Education and Action Fund)	75,000	regular	09/13/12	09/19/12	2012	Renewed support for the American Civil Liberties Union of New Jersey's Racial Justice and Open Governance Programs	Ed Barocas, Esq. Acting Executive Director American Civil Liberties Union of New Jersey P.O. Box 32159 Newark, NJ 07102
American Friends Service Committee	75,000	regular	09/13/12	09/19/12	2012	Renewed support for the New Jersey Immigrant Rights program	Ms. Amy Gottlieb Program Director American Friends Service Committee 89 Market Street Newark, NJ 07102
Education Law Center	100,000	regular	09/13/12	09/19/12	2012	Renewed support to advocate on behalf of fair school funding, school construction projects, and improved assessment and graduation requirements	David Ciarra, Esq. Executive Director Education Law Center 60 Park Place, Suite 300 Newark, NJ 07102
Fair Share Housing Center	100,000	regular	09/13/12	09/19/12	2012	Renewed support to defend the Mt. Laurel doctrine and advocate for increased availability of affordable housing	Mr. Kevin D. Walsh, Esq. Associate Director Fair Share Housing Center 510 Park Boulevard Cherry Hill, NJ 08002
Human Rights First	75,000	regular	09/13/12	09/19/12	2012	Renewed support for Human Rights First's New Jersey Representation project	Ms. Eleanor Acer Director, Refugee Protection Program Human Rights First 333 Seventh Avenue, 13th Floor New York, NY 10001
New Jersey Conservation Foundation	60,000	regular	09/13/12	09/19/12	2012	Renewed support for its statewide policy and advocacy work	Michele S. Byers Executive Director New Jersey Conservation Foundation Bamboo Brook, 170 Longview Road Far Hills, NJ 07931
New Jersey Highlands Coalition	85,000	regular	09/13/12	09/19/12	2012	Renewed support to protect the natural resources of the New Jersey Highlands	Julia Somers Executive Director New Jersey Highlands Coalition 508 Main Street Boonton, NJ 07005
New Jersey Work Environment Council	50,000	regular	09/13/12	09/19/12	2012	Renewed support to advocate for environmental protections and workplace safety	Mr. Rick Engler Executive Director New Jersey Work Environment Council 142 West State Street, Third Floor Trenton, NJ 08608
Raritan Headwaters Association/Upper Raritan	10,000	regular	09/13/12	09/19/12	2012	A grant to support the merger of the South Branch Watershed Association and the Upper Raritan Watershed Association into the Raritan Headwaters Association	Cindy Ehrenclou Executive Director Raritan Headwaters Association P.O. Box 273 Gladstone, NJ 07934
American Littoral Society	50,000	regular	12/13/12	12/19/12	2012	Renewed support for work protect New Jersey's coastal ecosystems	Mr. Tim Dillingham Executive Director American Littoral Society 18 Hartshorne Drive, Suite 1 Highlands, NJ 07732

Organization	Amount	type	awarded	disbursed	year	blurb	Address
American Littoral Society	25,000	regular	12/13/12	12/19/12	2012	Renewed support for work protect New Jersey's coastal ecosystems	Mr. Tim Dillingham Executive Director American Littoral Society 18 Hartshorne Drive, Suite 1 Highlands, NJ 07732
Camden Community Develop. Assn.	36,000	regular	12/13/12	12/19/12	2012	Renewed support to complete a database of abandoned properties in Camden	Ms. Liza Nolan, Director Camden Community Development Association 800 Galindez Court Camden, NJ 08102
Center for Non-Profits	25,000	regular	12/13/12	12/19/12	2012	Renewed support to increase understanding of and appreciation for the social and economic importance of the non-profit sector, strengthen government-nonprofit relations, and serve as a watchdog on key non-profit issues	Ms. Linda Czipo Executive Director Center for Non-Profit Corporations 1501 Livingston Avenue North Brunswick, NJ 08902
Community Food Bank of New Jersey	25,000	regular	12/13/12	12/19/12	2012	A grant to support the organization's storm recovery efforts	
Cooper's Ferry Development Association, Inc.	60,000	regular	12/13/12	12/19/12	2012	Renewed support for its leadership of Camden SMART (Stormwater Management and Resource Training), an innovative network of green and grey infrastructure projects to address Camden's persistent sewer backups and flooding	Mr. Joe Myers Chief Operating Officer and Vice President Cooper's Ferry Partnership One Port Center, Suite 501 2 Riverside Drive Camden, NJ 08103
Garden State Equality Educational Fund	75,000	regular	12/13/12	12/19/12	2012	Renewed support for outreach and educational activities to increase support for marriage equality among people of faith and people of color	Mr. Troy Stevenson Chair and CEO Garden State Equality Educational Fund 40 South Fullerton Avenue Montclair, NJ 07042
Hyacinth AIDS Foundation	40,000	regular	12/13/12	12/19/12	2012	Renewed support for advocacy on behalf of people living with HIV/AIDS	Ms. Kathy Ahearn O'Brien Executive Director Hyacinth AIDS Foundation 317 George Street New Brunswick, NJ 08901
Legal Services of New Jersey	100,000	regular	12/13/12	12/19/12	2012	Renewed support for the Poverty Research Institute	Mr. Melville D. Miller, Jr. President and General Counsel Legal Services of New Jersey 100 Metroplex Drive, Suite 402 P.O. Box 1357 Edison, NJ 08818-1357
New Jersey Policy Perspective	100,000	regular	12/13/12	12/19/12	2012	Renewed support to provide nonpartisan, fact-based analysis that expands the debate over public policy in New Jersey	Mr. Gordon MacInnes President New Jersey Policy Perspective 137 West Hanover Street Trenton, NJ 08618
New York/New Jersey Baykeeper	50,000	regular	12/13/12	12/19/12	2012	Renewed support to address the long-standing and pervasive problem of Combined Sewage Outfalls through public education, advocacy, and litigation	Ms. Deborah A. Mans Executive Director and Baykeeper New York/New Jersey Baykeeper 52 West Front Street Keyport, NJ 07735
NJ Spotlight	50,000	regular	12/13/12	12/19/12	2012		Mr. John Mooney NJ Spotlight 207 Orange Road Montclair, NJ 07042
Pinelands Preservation Alliance	50,000	regular	12/13/12	12/19/12	2012	Renewed support for work to protect the natural resources of the Pinelands	Mr. Carleton Montgomery Executive Director Pinelands Preservation Alliance 17 Pemberton Road Southampton, NJ 08088
Rutgers Eagleton, Center for American Women & Politics	30,000	regular	12/13/12	12/19/12	2012	Renewed support for the Diversity Initiative of the Ready to Run Campaign Training Program	Ms. Debbie Walsh Director Center for American Women and Politics Eagleton Institute of Politics, Rutgers University 191 Ryders Lane New Brunswick, NJ 08901-8557
American Friends Service Committee	5,000	president	01/06/12	01/06/12	2012	A grant to support strategic planning	Ms. Amy Gottlieb Program Director American Friends Service Committee 89 Market Street Newark, NJ 07102

Organization	Amount	type	awarded	disbursed	year	blurb	Address
American Conference on Diversity	2,500	president	04/23/12	04/23/12	2012	A grant to support efforts to increase the diversity of nonprofit boards in NJ	Diane Schwartz President and CEO American Conference on Diversity 109 Church Street New Brunswick, NJ 08901
Council of New Jersey Grantmakers	2,500	president	11/30/12	11/30/12	2012	A grant to support capacity building	Ms. Nina Stack President Council of New Jersey Grantmakers 101 West State Street Trenton, New Jersey 08608
Coalition for Affordable Housing and the Environment	15,000	president	12/10/12	12/10/12	2012	Renewed support for	Barbara A. Walsh, PP/AICP Executive Director Coalition for Affordable Housing and the Environment 145 West Hanover Street Trenton, NJ 08618
New Jersey Work Environment Council	15,000	president	12/13/12	12/19/12	2012	A grant to support the organization's efforts to ensure the safety and well-being of workers involved in the recover	Mr. Rick Engler Executive Director New Jersey Work Environment Council 142 West State Street, Third Floor Trenton, NJ 08608

Dodge Foundation	4,000	President's Discretionary Funds		8/16/2012 11/13/12;	2012	Support for grantees to attend workshops sponsored by the Dodge Foundation	14 Maple Avenue, Suite 400, Morristown, NJ 07960
Lead New Jersey	6,200	President's Discretionary Funds		12/3/12;	2012	Support for 12/6/12 event	Edward J. Bloustein School of Planning and Public Policy, 33 Livingston Avenue, New Brunswick, NJ 08901
New Jersey Institute for Social Justice	5,000	President's Discretionary Funds		3/26/2012	2012	Support for 04/26/12 event	60 Park PL, Suite 511, Newark, NJ 07102
Thurgood Marshall College Fund, Inc.	5,000	President's Discretionary Funds		2/1/2012	2012	Support for 3/22/12 event	41 Cypress ST, Tenafly, NJ 07670
Due Process (NJN and then Rutgers)	30,000	regular	12/08/11	01/09/12	2011	Renewed support for legal and public affairs programming	Ms. Sandra King Executive Producer, Due Process Rutgers School of Law-Newark 123 Washington Street Newark, NJ 07102

2,246,200 Form 990 PF, Part XV Line 3a

Grants Awarded in 2012 - Approved for Future Payment

Fair Share Housing Center	40,000	regular	12/13/12	01/11/13	2012	A grant to support housing equity issues raised by the storm	Mr. Kevin D. Walsh, Esq. Associate Director Fair Share Housing Center 510 Park Boulevard Cherry Hill, NJ 08002
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40,000 Form 990 PF, Part XV Line 3b

<p>Form and content of applications</p>	<p>Organizations that are not currently receiving funding must submit a letter of inquiry via email. If an organization will be invited to submit a full application, notification will be given within 4 weeks. Letters of inquiry must be emailed to programofficer@fundfornj.org and include the following:</p> <ul style="list-style-type: none"> • Contact information for the organization including the executive director and person responsible for the letter of inquiry • Amount and type (operating or program support) of funding requested • Problem or need to be addressed (maximum 100 words) • Summary of request, including interventions and anticipated outcomes (maximum 250 words) • Organization budget and actuals for the current fiscal year • Program budget (if applicable) <p>Organizations currently receiving funding should contact their program officer for instructions on reapplying.</p>
<p>Submission deadlines</p>	<p>Applications from invited and renewing organizations are due the first Friday in March, June, September and December.</p>
<p>Restriction and Limitations on Awards</p>	<p>The Fund for New Jersey makes grants only to organizations active in New Jersey that have designated tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code. The Fund does not support the activities of individuals or underwrite capital projects. The Fund rarely provides grants for local activities or direct services unless these projects are designed to support systemic change.</p>

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

OMB No. 1545-0026

Attachment
 Sequence No. **128**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor FUND FOR NEW JERSEY	Identifying number (see instructions) 22-1895028
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- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) SEG PARTNERS OFFSHORE FUND, LTD	4 Identifying number, if any
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5 Address (including country)
**C/O MOURANT OZANNES CORPORATE SERVICES, LTD. 42 NORTH CHURCH STREET
 GEORGETOWN, GRAND CAYMAN KY1-1108 CAYMAN ISLANDS**

6 Country code of country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	04/30/2012		500,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .1500 % (b) After .2100 %

10 Type of nonrecognition transaction (see instructions) ▶ _____

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$ _____

16 Was cash the only property transferred? Yes No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for describing intangible property transfer.

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

OMB No. 1545-0026

Attachment
 Sequence No. **128**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor FUND FOR NEW JERSEY	Identifying number (see instructions) 22-1895028
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) BREVAN HOWARD MULTI-STRATEGY FUND, LTD	4 Identifying number, if any
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5 Address (including country)
**C/O M & C CORPORATE SERVICE, LTD. P.O. BOX 309
 GEORGETOWN, GRAND CAYMAN KY1-1108 CAYMAN ISLANDS**

6 Country code of country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	05/01/2012		1,000,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .1027 % (b) After .0648 %

10 Type of nonrecognition transaction (see instructions) ▶ _____

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$ _____

16 Was cash the only property transferred? Yes No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

OMB No. 1545-0026

Attachment
 Sequence No. **128**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor FUND FOR NEW JERSEY	Identifying number (see instructions) 22-1895028
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) FEDERAL STREET ASIA/EMERGING MARKETS OFFSHORE FUND, LTD	4 Identifying number, if any
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5 Address (including country)
**C/O MAPLES CORPORATE SERVICES LIMITED UGLAND HOUSE, P.O BOX 309
 GEORGETOWN, GRAND CAYMAN KY1-1108 CAYMAN ISLANDS**

6 Country code of country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	04/30/2012		500,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .1500 % (b) After 2.9400 %

10 Type of nonrecognition transaction (see instructions) ▶ _____

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$ _____

16 Was cash the only property transferred? Yes No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for describing the nature of the rights to the intangible property.

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

OMB No. 1545-0026

Attachment
 Sequence No. **128**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor FUND FOR NEW JERSEY	Identifying number (see instructions) 22-1895028
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) SHEFFIELD INTERNATIONAL PARTNERS LTD .	4 Identifying number, if any
--	-------------------------------------

5 Address (including country)
**C/O MAPLES CORPORATE SERVICES LIMITED UGLAND HOUSE, P.O BOX 309
 GRAND CAYMAN, CAYMAN ISLANDS KY1-1104 CAYMAN ISLANDS**

6 Country code of country of incorporation or organization

7 Foreign law characterization (see instructions)

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	STMT 15				
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0000 % (b) After .9800 %

10 Type of nonrecognition transaction (see instructions) ▶ _____

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$ _____

16 Was cash the only property transferred? Yes No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for describing intangible property.

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

OMB No. 1545-0026

Attachment
 Sequence No. **128**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor FUND FOR NEW JERSEY	Identifying number (see instructions) 22-1895028
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) BLUE TREND FUND	4 Identifying number, if any
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5 Address (including country)
**C/O MAPLES CORPORATE SERVICES LIMITED UGLAND HOUSE, P.O BOX 309
 GEORGETOWN, CAYMAN ISLANDS KY1-1104 CAYMAN ISLANDS**

6 Country code of country of incorporation or organization

7 Foreign law characterization (see instructions)

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	11/01/2012		1,000,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0000 % (b) After .0118 %

10 Type of nonrecognition transaction (see instructions) ▶ _____

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$ _____

16 Was cash the only property transferred? Yes No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for describing intangible property.

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

OMB No. 1545-0026

Attachment
 Sequence No. **128**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor FUND FOR NEW JERSEY	Identifying number (see instructions) 22-1895028
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) JAT CAPITAL OFFSHORE FUND	4 Identifying number, if any
---	-------------------------------------

5 Address (including country)
**C/O M & C CORPORATE SERVICE, LTD. P.O. BOX 309GT
 GEORGETOWN, CAYMAN ISLANDS KY1-1104 CAYMAN ISLANDS**

6 Country code of country of incorporation or organization

7 Foreign law characterization (see instructions)

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	STMT 16				
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0000 % (b) After .1707 %

10 Type of nonrecognition transaction (see instructions) ▶ _____

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$ _____

16 Was cash the only property transferred? Yes No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for describing intangible property transfer.

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

OMB No. 1545-0026

Attachment
 Sequence No. **128**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor FUND FOR NEW JERSEY	Identifying number (see instructions) 22-1895028
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) MKP INTERNATIONAL OFFSHORE FUND	4 Identifying number, if any
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5 Address (including country)
**C/O HARBOUR TRUST CO. LTD. PO BOX 897
 GRAND CAYMAN, CAYMAN ISLANDS KY1-1103 CAYMAN ISLANDS**

6 Country code of country of incorporation or organization

7 Foreign law characterization (see instructions)

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	11/01/2012		1,500,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0000 % (b) After .0600 %

10 Type of nonrecognition transaction (see instructions) ▶ _____

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$ _____

16 Was cash the only property transferred? Yes No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for describing intangible property transfer.

FORM 926

PART III - INFORMATION REGARDING
TRANSFER OF PROPERTY

STATEMENT 15

CASH

(A) DATE OF TRANSFER	(C) FAIR MARKET VALUE ON DATE OF TRANSFER
01/03/2012	1,000,000.
05/04/2012	500,000.
	1,500,000.

FORM 926

PART III - INFORMATION REGARDING
TRANSFER OF PROPERTY

STATEMENT 16

CASH

(A) DATE OF TRANSFER	(C) FAIR MARKET VALUE ON DATE OF TRANSFER
02/01/2012	1,000,000.
05/01/2012	500,000.
	1,500,000.