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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning **DEC 1, 2011**, and ending **NOV 30, 2012**

Name of foundation THE PAUL E. SINGER FOUNDATION		A Employer identification number 27-2009342
Number and street (or P O box number if mail is not delivered to street address) 40 WEST 57TH STREET, 4TH FLOOR	Room/suite	B Telephone number 212-896-7635
City or town, state, and ZIP code NEW YORK, NY 10019		C If exemption application is pending, check here <input type="checkbox"/>
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 checked="" 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) \$ 195,427,094.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,924,239.			
b Gross sales price for all assets on line 6a	20,132,876.			
7 Capital gain net income (from Part IV, line 2)		1,924,239.	RECEIVED 0083	
8 Net short-term capital gain			11122013	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	1,924,239.	1,924,239.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	33,750.	0.		33,750.
15 Pension plans, employee benefits				
16a Legal fees STMT 1	6,504.	0.		6,504.
b Accounting fees STMT 2	4,500.	3,000.		1,500.
c Other professional fees STMT 3	333,557.	2,667.		330,890.
17 Interest				
18 Taxes STMT 4	26,887.	0.		2,944.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	48,746.	0.		48,746.
22 Printing and publications				
23 Other expenses STMT 5	6,815.	0.		6,717.
24 Total operating and administrative expenses Add lines 13 through 23	460,759.	5,667.		431,051.
25 Contributions, gifts, grants paid	13,268,605.			13,268,605.
26 Total expenses and disbursements. Add lines 24 and 25	13,729,364.	5,667.		13,699,656.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<11805125.>			
b Net investment income (if negative, enter -0-)		1,918,572.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED NOV 27 2013 Revenue

INTERNAL REVENUE SERVICE
KANSAS CITY, MO

4 G14

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	9,744,062.	16,014,699.	16,014,699.
	2 Savings and temporary cash investments			
	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 Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment, basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 7	137,062,489.	118,986,727.	179,412,395.
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)		146,806,551.	135,001,426.	195,427,094.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted		146,806,551.	135,001,426.
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	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		146,806,551.	135,001,426.	
31 Total liabilities and net assets/fund balances		146,806,551.	135,001,426.	

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	146,806,551.
2 Enter amount from Part I, line 27a	2	<11,805,125.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	135,001,426.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	135,001,426.

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 ELLIOTT INTL LTD - 6,487.8722 SHRS	D	01/01/11	01/01/12
b ELLIOTT INTL LTD - 12,526.2451 SHRS	D	01/01/11	07/01/12
c ELLIOTT INTL LTD - 5,980.7846 SHRS	D	01/01/11	10/01/12
d ELLIOTT INTL LTD - SALE ADJUSTMENT	D	01/01/11	01/01/12
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 5,000,000.		4,760,059.	239,941.
b 10,000,000.		9,118,104.	881,896.
c 5,000,000.		4,330,474.	669,526.
d 132,876.			132,876.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			239,941.
b			881,896.
c			669,526.
d			132,876.
e			

2 Capital gain net income or (net capital loss) } { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,924,239.
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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	10,236,443.	172,656,189.	.059288
2009	0.	17,827,215.	.000000
2008			
2007			
2006			

2 Total of line 1, column (d)	2	.059288
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	.029644
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	185,479,044.
5 Multiply line 4 by line 3	5	5,498,341.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,186.
7 Add lines 5 and 6	7	5,517,527.
8 Enter qualifying distributions from Part XII, line 4	8	13,699,656.

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	19,186.
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	19,186.
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	19,186.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	20,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	45,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	25,814.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 25,814. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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 ► N/A	13	X	
14	The books are in care of ► TAXPAYER Telephone no. ► 212-896-7635 Located at ► 40 WEST 57TH STREET, 4TH FLOOR, NEW YORK, NY ZIP+4 ► 10019			
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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) 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 2011?	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 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
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

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
PAUL E. SINGER C/O ELLIOTT 40 WEST 57TH STREET, 4TH NEW YORK, NY 10019	DIRECTOR/PRES. /TREAS.	5.00 0.	0.	0.
MYRON KAPLAN C/O KKWC, 551 FIFTH AVENUE NEW YORK, NY 10176	DIRECTOR/SECRETARY	5.00 0.	0.	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
NONE				

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
KATIE HOOD 32 WOODLAND AVENUE, BRONXVILLE, NY 10708	ORG'NL CONSULTANT FOR THE FDN MISSION	171,186.
BARON PUBLIC AFFAIRS, LLC 901 15TH STREET NW, WASHINGTON, DC 20005	STRAT AUDIT CONS FOR POTENTIAL GRANTEES	90,871.

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	178,588,856.
b	Average of monthly cash balances	1b	9,714,742.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	188,303,598.
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	188,303,598.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,824,554.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	185,479,044.
6	Minimum investment return. Enter 5% of line 5	6	9,273,952.

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	9,273,952.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	19,186.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,186.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,254,766.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	9,254,766.
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	9,254,766.

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	13,699,656.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	13,699,656.
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	19,186.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,680,470.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				9,254,766.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	878,893.			
f Total of lines 3a through e	878,893.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 13,699,656.				
a Applied to 2010, 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 2011 distributable amount				9,254,766.
e Remaining amount distributed out of corpus	4,444,890.			
5 Excess distributions carryover applied to 2011 (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	5,323,783.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	5,323,783.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	878,893.			
e Excess from 2011	4,444,890.			

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 SCHEDULE ATTACHED	NONE	IRC 509(A)(1)	GENERAL USE	13,268,605.
Total				▶ 3a 13,268,605.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

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

Table with 3 columns: Question, Yes, No. Contains questions 1, a, b, c, d regarding transfers and transactions with noncharitable exempt organizations.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Contains one entry with '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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Contains one entry with '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: [Signature], Date: 1/6/15/2013, Title: DIRECTOR.

Paid Preparer Use Only: Print/Type preparer's name: JEFFREY ZUKOFF, Preparer's signature: [Signature], Date: 1/6/15/2013, Check [] if self-employed, PTIN: P00116434, Firm's name: DDK & COMPANY LLE, Firm's EIN: 13-2738625, Firm's address: ONE PENN PLAZA, 4TH FLR, NEW YORK, NY 10119, Phone no.: 212-997-0600.

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

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEES	830.	0.		830.	
	98.	0.		0.	
STATIONARY & SUPPLIES	3,677.	0.		3,677.	
INSURANCE	1,285.	0.		1,285.	
MISCELLANEOUS EXPENSE	925.	0.		925.	
TO FORM 990-PF, PG 1, LN 23	6,815.	0.		6,717.	

FOOTNOTES

STATEMENT 6

PART VII-A, QUESTION 12

THE FOUNDATION MADE DISTRIBUTIONS TOTALING \$1,155,605 TO DONORS TRUST INC. AND \$3,700,500 TO SCHWAB CHARITABLE FUND, BOTH OF WHICH ARE DONOR ADVISED FUNDS. THE DISTRIBUTIONS ARE BEING TREATED AS QUALIFYING DISTRIBUTIONS. ALL DISTRIBUTIONS FROM DONORS TRUST INC. AND SCHWAB CHARITABLE FUND OVER WHICH THE DISQUALIFIED PERSON HAS ADVISORY PRIVILEGES CAN AND WILL ONLY BE MADE TO ONE OR MORE CORPORATIONS, TRUSTS, OR COMMUNITY CHESTS, FUNDS, OR FOUNDATIONS THAT ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES.

FORM 990-PF	LEGAL FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,504.	0.		6,504.
TO FM 990-PF, PG 1, LN 16A	6,504.	0.		6,504.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,500.	3,000.		1,500.
TO FORM 990-PF, PG 1, LN 16B	4,500.	3,000.		1,500.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILMINGTON TRUST CONSULTING FEES	4,000.	2,667.		1,333.
OTHER SEVICES	307,057.	0.		307,057.
	22,500.	0.		22,500.
TO FORM 990-PF, PG 1, LN 16C	333,557.	2,667.		330,890.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX ON NET INVESTMENT INCOME	23,943.	0.		0.
PAYROLL TAXES	2,944.	0.		2,944.
TO FORM 990-PF, PG 1, LN 18	26,887.	0.		2,944.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ELLIOTT INTERNATIONAL LIMITED	COST	118,986,727.	179,412,395.
TOTAL TO FORM 990-PF, PART II, LINE 13		118,986,727.	179,412,395.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE PAUL E. SINGER FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 27-2009342
	Number, street, and room or suite no. If a P O box, see instructions 40 WEST 57TH STREET, 4TH FLOOR	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10019	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

TAXPAYER

- The books are in the care of **40 WEST 57TH STREET, 4TH FLOOR - NEW YORK, NY 10019**
Telephone No. **212-896-7635** FAX No
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until OCTOBER 15, 2013

5 For calendar year _____, or other tax year beginning DEC 1, 2011, and ending NOV 30, 2012

6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED BECAUSE THIRD PARTY INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT AVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$ 45,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 45,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$ 0.

Signature and Verification must be completed for Part II only.

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

Signature Title **DIRECTOR** Date

CONTRIBUTIONS PAID

TAX YEAR	11/30/2012
Sum of Company CCY Amount	Total
Aish HaTorah NY	75,000.00
Amica-Israel Friendship League	50,000.00
American Enterprise Institute	712,000.00
American Friends of NGO Monitor Inca	0.00
American Friends of the Hebrew University	10,000.00
American Friends of Yahad in Unum Inc	50,000.00
American Israel Education Foundation	1,000,000.00
Atlas Economic Research Foundation	25,000.00
Blythedale Children's Hospital	10,000.00
B'nai Brith Youth Organization	400,000.00
Boston University School of Social Work	3,000.00
Brotherhood-Sister Sol	75,000.00
BS Dystonia and Parkinson Foundation	20,000.00
Careers through Culinary Arts Program Inc	10,000.00
Combined Jewish Philanthropies of Greater Boston	250,000.00
Copeland House Inc	5,000.00
Donors Trust Inc	1,155,605.00
Ethics & Public Policy Center	138,000.00
Facing History and Ourselves National	100,000.00
Foundation for Educating Children With Autism Inc	6,000.00
Friends of the IDF	36,000.00
Greenwich House, Inc	75,000.00
Gurwin Jewish Healthcare Foundation	50,000.00
Harlem Children's Zone	50,000.00
Harlem Village Academies	50,000.00
Howard University College of Medicine	5,000.00
Intelligence Squared US	35,000.00
IsraelPromise Inc	500,000.00
Jewish Braille Institute of America	25,000.00
Jewish Community Center Ski to Live	25,000.00
Lagond Music School Inc	10,000.00
Los Angeles Gay & Lesbian Community Service Center	500,000.00
Make-A-Wish Fdn of Metro New York	5,000.00
Mianne Corps-Law Enforcement FDN	50,000.00
Mental Health Association of Westchester	20,000.00
Mentoring in Medicine, Inc	10,000.00
Middle East Media Research Institute	275,000.00
Military Families United	250,000.00
Moving Picture Institute	100,000.00
Multiple Myeloma Research Foundation	5,000.00
National Gay & Lesbian Test Force Fdn	100,000.00
New York City Police Foundation, Inc	25,000.00
New York Historical Society	65,000.00
Ohv Torah Stone Institute of	280,000.00
Police Athletic League Inc	25,000.00
Prep for Prep	50,000.00
REPORT, Inc	100,000.00
Schwab Charitable Fund	3,700,500.00
Somali Mam Foundation	100,000.00
Sound Body Sound Mind Fdn	100,000.00
St Baldrick's Foundation	2,500.00
St Jude Children's Research Hospital	10,000.00
Success Charter Network	150,000.00
The Alexander Hamilton Society	100,000.00
The Birthright Israel Foundation	1,000,000.00

ADDRESS1	ADDRESS2	CITY	STATE	ZIP
ATTN Rabbi Yitz Greenman	150 W 46th Street, Third Floor	New York	NY	10036
134 East 39th Street		New York	NY	10016
ATTN Daniela Plelika	1150 Seventeenth Street, NW	Washington	DC	20036
922 Rockborn Street		Gaithersburg	MD	20878
One Battery Park Plaza, 25th Floor		New York	NY	10004
25 West 45th Street, Suite 1405		New York	NY	10036
251 H Street, NW		Washington	DC	20001
ATTN Derry Murdock	1201 L Street, NW	Washington	DC	20005
95 Bradhurst Avenue		Valhalla	NY	10595
ATTN Matthew Grossman	2020 K Street NW, 7th FL	Washington	DC	20006
264 Bay State Road		Boston	MA	02215
512 West 143rd Street		New York	NY	10031
551 Fifth Avenue	Suite 520	New York	NY	10176
250 West 57th Street		New York	NY	10107
126 High Street		Boston	MA	02110
P.O. Box 2177		New York	NY	10566
109 North Henry Street		Alexandria	VA	22314
ATTN Edward Wheelan	1730 M Street NW, Suite 910	Washington	DC	20036
Attn Pam Haas	14 East 4th Street	New York	NY	10012-1155
PO Box 813		Mt. Kisco	NY	10549
ATTN Dan Haskell	350 5th Avenue, Suite 2011	New York	NY	10118
224 West 30th Street, Suite 302		New York	NY	10001
68 Heuppauge Road		Commack	NY	11725
35 East 125th Street		New York	NY	10035
do CMI Events	1325 Sixth Avenue 27th Floor	New York	NY	10019
520 W Street, NW	5th Floor	New York	NY	20059
do The Rosenkranz Foundation	590 Madison Avenue	New York	NY	10022
do The East 69th Street	Apartment 4B	New York	NY	10021
110 East 30th Street		New York	NY	10016
Chabad of Aspen	435 West Main Street	Aspen	CO	81611
Nine Haven Street		Elmsford	NY	10523
1625 N. Schrader Blvd		Los Angeles	CA	90028
Attn Amy Epstein	152 West 57th St, 35th Fl	New York	NY	10019
10 Rockefeller Plaza, Suite 1007		New York	NY	10020
580 White Plains Road, Suite 510		Tarrytown	NY	10591
211 East Main Street		New Rochelle	NY	10801
1819 L Street, NW	Suite 204	Washington	DC	20036
ATTN Bob Jackson	Fifth Floor	Washington	DC	20005
Attn Rob Pflizgraf	1100 New York Avenue, Suite 325 East	Washington	DC	20005
Endurance Events Program	375 Greenwich Street	New York	NY	10013
1325 Massachusetts Ave, NW	383 Main Avenue 5th Floor	Norwalk	CT	06851
555 Fifth Avenue	Suite 600	New York	NY	20005
ATTN Cheryl Morgan	15 Floor	New York	NY	10017
49 West 45th Street, Suite 701	170 Central Park West	New York	NY	10036
34 1/2 East 12th Street		New York	NY	10003
Attn Ed Boland	328 West 71st Street	New York	NY	10023
PMB 309	100 Springdale Road, Ste A3	Cherry Hill	NJ	08003
211 Main Street		San Francisco	CA	94105
PO Box 4569		New York	NY	10163
11100 Santa Monica Blvd, Ste 1910		Los Angeles	CA	90025
26 Main Street, Suite 204		Catham	NJ	07828
14 Penn Plaza, Suite 1615		New York	NY	10122
Attn Jenny Sedlis	310 Lenox Avenue, 2nd Fl	New York	NY	10027
1100 G Street, NW	Suite 450	Washington	DC	20005
ATTN Shira Hutt	33 East 33rd Street, 7th Fl	New York	NY	10016

CONTRIBUTIONS PAID

TAX YEAR	11/30/2012
Sum of Company CCY Amount	
RECIPIENT	Total
The Children's Museum of NYC	25,000.00
The Claremont Institute	50,000.00
The David Project Inc	175,000.00
The Manhattan Institute	600,000.00
The Philanthropy Roundtable	25,000.00
United Way of Greenwich	75,000.00
University of Rochester	40,000.00
Vital Voices Global Partnership	250,000.00
Whitney Museum of American Art	15,000.00
Wounded Warrior Project	25,000.00
Young People's Chorus of NYC	10,000.00
Grand Total	13,268,605.00

ADDRESS1	ADDRESS2	CITY	STATE	ZIP
The Tisch Building	212 West 83rd Street	New York	NY	10024
Attn Brian Kennedy	937 West Foothill Blvd, Ste E	Claremont	CA	91711
Attn David Bernstein	200 High Street, 4th Floor	Boston	MA	02110
Attn Vanessa Mendoza	52 Vanderbilt Ave, 2nd Fl	New York	NY	10017
Attn Adam Meyerson	1730 M Street NW, Suite 601	Washington	DC	20036
Attn Donna Standard	1 Lafayette Court	Greenwich	CT	06830
30 East River Road		Rochester	NY	146277
ATTN Alyse Nelson	1625 Massachusetts Ave, NW, Suite 85	Washington	DC	20036
945 Madison Avenue		New York	NY	10021
P O Box 758517		Topeka	KS	66675
1995 Broadway	Suite 305	New York	NY	10023