

Form 990-PF

Return of Private Foundation

OMB No. 1545-0052

Department of the Treasury Internal Revenue Service

or Section 4947(a)(1) Charitable Trust Treated as a Private Foundation (See separate instructions.)

1992

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

For the calendar year 1992, or fiscal year beginning 1992, and ending 19

Name of organization

A Employer identification number

13-6201175

Please type THE BEINECKE FOUNDATION, INC.

B State registration number (See instruction F)

print, or Number, street, and room (or P.O. box number)

attach label. 14-16 ELM PLACE

See Specific Instructions: City or town, state, and ZIP code

RYE, NY 10580

C If application pending, check here

D 1. Foreign organizations, check here

2. Organizations meeting the 35% test, check here and attach computation

E If private foundation status terminated under section 507(b)(1)(A), check here

H Check type of organization: X Section 501(c)(3) exempt private foundation

4947(a)(1) charitable trust (see instruction C) Other taxable private foundation

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

I Fair market value of assets at end of year (from Part II, col. (c), line 16)

J Accounting method: X Cash Accrual

Other (specify)

G If address changed, check here

48,726,030.

(Part I column (d) must be on cash basis.)

| Part I Analysis of Revenue and Expenses | | (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 (attach schedule) | | | | | |
| 2 Contributions from split-interest trusts | | | | | |
| 3 Interest on savings and temporary cash investments | | 198,119. | 198,119. | N/A | STATEMENT 1 |
| 4 Dividends and interest from securities | | 2,093,181. | 2,093,181. | | STATEMENT 2 |
| 5a Gross rents | | | | | |
| b Net rental income (loss) | | | | | |
| 6 Net gain or (loss) from sale of assets not on line 1 | | 969,028. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 969,028. | | |
| 8 Net short-term capital gain | | | | | |
| 9 Income modifications | | | | | |
| 10a Gross sales minus returns and allowances | | | | | |
| b Less: Cost of goods sold | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | | | | | |
| 12 Total (add lines 1 through 11) | | 3,260,328. | 3,260,328. | | |
| 13 Compensation of officers, directors, trustees, etc. | | | | | |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees STMT 3 | | 13,424. | 6,712. | | 6,712. |
| b Accounting fees STMT 4 | | 36,000. | 18,000. | | 18,000. |
| c Other professional fees STMT 5 | | 63,750. | 51,375. | | 12,375. |
| 17 Interest | | | | | |
| 18 Taxes STMT 6 | | 82,880. | 3,940. | | 3,940. |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy STMT 7 | | 7,025. | 3,513. | | |
| 21 Travel, conferences, and meetings | | 34,244. | 17,122. | | 17,122. |
| 22 Printing and publishing | | 3,579. | 1,789. | | 1,790. |
| 23 Other expenses STMT 7 | | 14,027. | 4,629. | | 9,398. |
| 24 Total operating and administrative expenses (add lines 13 through 23) | | 75,285. | 18,888. | | 57,397. |
| 25 Contributions, gifts, grants paid | | 491,151. | 174,111. | | 238,528. |
| Total expenses and disbursements (add lines 24 and 25) | | 2,832,405. | | | 2,832,405. |
| 26 Excess of revenue over expenses and disbursements (line 12 minus line 25) | | 3,323,556. | 174,111. | | 3,070,933. |
| 27 Net investment income (if negative enter -3-) | | (-63,228.) | | | |
| 28 Adjusted net income (if negative enter -2-) | | | 3,086,217. | N/A | |

Please attach check or money order here

Operating and Administrative Expenses

6-15-93
MAY 10 1993
RECEIVED IRS
STMT 6
MAIL

473

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only. | | | |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------|-----------------------|-------------|
| | | Beginning of year (a) Book Value | End of year (b) Book Value | (c) Fair Market Value | |
| Assets | 1 | Cash - non-interest-bearing | 201,874. | 244,795. | 244,795. |
| | 2 | Savings and temporary cash investments | 5,671,385. | 4,409,432. | 4,409,432. |
| | 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 STMT 8 | 14,004,376. | 12,802,197. | 12,819,004. |
| | b | Investments - corporate stock STMT 9 | 13,471,204. | 14,096,883. | 23,652,337. |
| | c | Investments - corporate bonds STMT 10 | 4,142,333. | 5,434,625. | 7,127,228. |
| 11 | Investments - land, buildings, and equipment: basis | | | | |
| | less: accumulated depreciation | | | | |
| 12 | Investments - mortgage loans | | | | |
| 13 | Investments - other STMT 11 | | 448,094. | 448,094. | |
| 14 | Land, buildings, and equipment: basis STMT 11 | 88,380. | | | |
| | less: accumulated depreciation | 65,619. | | | |
| 15 | Other assets (describe STATEMENT 12) | 8,379. | 2,379. | 2,379. | |
| 16 | Total assets (completed by all filers) | 37,524,240. | 37,461,166. | 48,726,030. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Support and revenue designated for future periods | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable | | | |
| 22 | Other liabilities (describe STATEMENT 13) | 2,369. | 2,523. | | |
| 23 | Total liabilities (add lines 17 through 22) | 2,369. | 2,523. | | |
| Fund Balances or Net Assets | Organizations that use fund accounting, check here <input type="checkbox"/> and complete lines 24 through 27 and lines 31 and 32. | | | | |
| | 24a | Current unrestricted fund | | | |
| | b | Current restricted fund | | | |
| | 25 | Land, buildings, and equipment fund | | | |
| | 26 | Endowment fund | | | |
| | 27 | Other funds (describe) | | | |
| | Organizations not using fund accounting, check here <input checked="" type="checkbox"/> and complete lines 28 through 32. | | | | |
| | 28 | Capital stock or trust principal | 0. | 0. | |
| | 29 | Paid-in capital or capital surplus | 0. | 0. | |
| | 30 | Retained earnings or accumulated income | 37,521,871. | 37,458,643. | |
| 31 | Total fund balances or net assets | 37,521,871. | 37,458,643. | | |
| 32 | Total liabilities and fund balances/net assets | 37,524,240. | 37,461,166. | | |

| 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 31 (must agree with end-of-year figure reported on prior year's return) | 1 | 37,521,871. |
| 2 | Enter amount from Part I, line 27a | 2 | -63,228. |
| 3 | Other increases not included in line 2 (itemize) | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 37,458,643. |
| 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 31 | 6 | 37,458,643. |

Part IV Capital Gains and Losses for Tax on Investment Income

Table with 4 columns: (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold. Rows include SEE ATTACHED SCHEDULE and RETURN OF CAPITAL DISTRIBUTION.

Table with 4 columns: (e) Gross sales price minus expense of sale, (f) Depreciation allowed, (g) Cost or other basis, (h) Gain or (loss). Includes handwritten number 145676.

Table with 4 columns: (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), (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k)).

Summary rows for Capital gain net income or (net capital loss) and Net short-term capital gain or (loss).

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(c)(2) applies, leave this part blank.

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

If "Yes," the organization 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.

Table with 4 columns: (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, (d) Distribution ratio.

Summary rows for Total of line 1, column (d), Average distribution ratio, Net value of noncharitable-use assets for 1992, and other calculations.

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 on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Line 1: 30,862. Line 2: 0. Line 3: 30,862. Line 4: 0. Line 5: 30,862. Line 6a: 68,626. Line 7: 68,626. Line 10: 37,764. Line 11: 37,764.

Part VII Statements Regarding Activities

File Form 4720 if you answer "No" to question 10b, 11b, or 14b or "Yes" to question 10c, 12b, 13a, 13b, or 14a(2), unless an exception applies.

Table with 10 main questions and sub-questions regarding activities. Questions 1a-1c, 2, 3, 4a-4b, 5, 6, 7, 8a, 8b, 9, 10a(1)-(6). Includes 'Yes/No' columns and handwritten 'X' marks. Question 4b is marked 'N/A'.

Part VII Statements Regarding Activities (continued)

| | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|-----|
| 10b If the answer is "Yes" to any questions 10a(1) through (6), were the acts engaged in excepted acts as described in Regulations sections 53.4941(d)-3 and 4? | N/A | Yes | No |
| c Did the organization engage in a prior year in any of the acts described in 10a, other than excepted acts, that were acts of self-dealing not corrected by the first day of the tax year beginning in 1992? | N/A | | |
| 11 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation as defined in section 4942(j)(3) or 4942(j)(5)): | | | |
| a At the end of tax year 1992, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 1992? If "Yes," list the years ▶ | | | X |
| b If 11a is "Yes," is the organization applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the undistributed income for ALL such years? (If "Yes" attach statement.) | N/A | | |
| c If the provisions of section 4942(a)(2) are being applied to ANY of the years listed in 11a, list the years here. | | | |
| 12 Taxes on excess business holdings (section 4943): | | | |
| a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | | | X |
| b If "Yes," did it have excess business holdings in 1992 as a result of: (1) any purchase by the organization 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 organization had excess business holdings in 1992.) | N/A | | |
| 13 Taxes on investments that jeopardize charitable purposes (section 4944): | | | |
| a Did the organization invest during the year any amount in a manner that would jeopardize your charitable purposes? | | | X |
| b Did the organization 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 on the first day of the tax year beginning in 1992? | | | X |
| 14 Taxes on taxable expenditures (section 4945) and political expenditures (section 4955): | | | |
| a During the year did the organization pay or incur any amount to: | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | | | X |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | | | X |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | | | X |
| (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)? | | | X |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | | | X |
| b If the answer is "Yes" to any of questions 14a(1) through (5), were all such transactions excepted transactions as described in Regulations section 53.4945 or Notice 92-45, 1992-40 I.R.B. 297? | N/A | | |
| c If the answer is "Yes" to question 14a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? | N/A | | |
| If "Yes," attach the statement required by Regulations section 53.4945-5(d). | | | |
| 15 Did any persons become substantial contributors during the tax year? | | | X |
| If "Yes," attach a schedule listing their names and addresses. | | | |
| 16 During this tax year, did the organization maintain any part of your accounting/tax records on a computerized system? | | X | |
| 17a Did anyone request to see either the organization's annual return or its exemption application (or both)? | | | X |
| b If "Yes," did the organization comply pursuant to the instructions? (See General Instruction Q.) | N/A | | |
| 18 The books are in care of ▶ JOHN R. ROBINSON, ESQ. Telephone no. ▶ (914) 967-7821 | | | |
| Located at ▶ 14-16 ELM PL., RYE, NY 10580 ZIP Code ▶ 10580 | | | |
| 19 Section 4947(a)(1) charitable trusts filing Form 990-PF in lieu of Form 1041, U.S. Fiduciary Income Tax Return. - Check here ▶ <input type="checkbox"/> | | | |
| and enter the amount of tax-exempt interest received or accrued during the year ▶ 19 | | | 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) Contributions to employee benefit plans | (d) Expense account, other allowances | (e) Compensation (if not paid, enter -0-) |
|------------------------------------------------------------------------------|-----------------------------------------------------------|---------------------------------------------|---------------------------------------|-------------------------------------------|
| THEODORE ASHFORD - ASHFORD CAPITAL, INC BOX 4172 WILMINGTON, DE 19807 | TRUSTEE PART | 0. | 0. | 0. |
| SYLVIA ROBINSON - WIDGEON POINT P.O. BOX 607 EASTON, MD 21601 | TRUSTEE PART | 0. | 0. | 0. |
| JOHN R. ROBINSON, ESQ. - 14-16 ELM PLACE, RYE, NY 10580 | FDN MGR PART | 0. | 0. | 45,000. |

Part VIII Information About Officers, Directors, Trustees, etc. (continued)

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

| (a) Name and address of employees paid more than \$30,000 | (b) Title and time devoted to position | (c) Contributions to employee benefit plans | (d) Expense account, other allowances | (e) Compensation |
|-----------------------------------------------------------------------|----------------------------------------|---------------------------------------------|---------------------------------------|------------------|
| DIANA DICKSON - 29 SUNCREST RD. NORWALK, CT 06854 | ADMIN ASSIST FULL | 0. | 0. | 32,460. |
| JOHN R. ROBINSON, ESQ. - 10 CLIFFDALE FDN RD., GREENWICH, CT 06830 | MGR PART | 0. | 0. | 45,000. |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$30,000 ▶ 0

3 Five highest paid persons for professional services. If none, enter "NONE."

| (a) Name and address of persons paid more than \$30,000 | (b) Type of service | (c) Compensation |
|----------------------------------------------------------|---------------------|------------------|
| LOPEZ, EDWARDS, FRANK BOX 547 VALLEY STREAM, NY 11582 | ACCOUNTING | 36,000. |
| THEODORE ASHFORD BOX 4172, WILMINGTON, DE 19807 | INVESTMENT ADVISORY | 45,000. |
| | | |
| | | |
| | | |

Total number of others receiving over \$30,000 for professional services ▶ 2

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 NONE | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments

| Describe any program-related investments made by the foundation during the tax year. | Amount |
|--------------------------------------------------------------------------------------|--------|
| 1 NONE | |
| 2 | |
| 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 | 41,680,008. |
| b Average of monthly cash balances | 1b | 5,255,371. |
| c Fair market value of all other assets | 1c | 28,653. |
| d Total (add lines 1a, b, and c) | 1d | 46,964,032. |
| e Reduction claimed for blockage or other factors (attach detailed explanation) ▶ | 1e | |
| 2 Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 Line 1d minus line 2 | 3 | 46,964,032. |
| 4 Cash deemed held for charitable activities - Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 704,460. |
| 5 Net value of noncharitable-use assets - Line 3 minus line 4 (Enter in Part V, line 4.) | 5 | 46,259,572. |
| 6 Minimum investment return (enter 5% of line 5) | 6 | 2,312,979. |

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 | 2,312,979. |
| 2a Tax on investment income for 1992 from Part VI, line 5 | 2a | 30,862. |
| b Income tax under subtitle A, for 1992 | 2b | |
| c Line 2a plus line 2b | 2c | 30,862. |
| 3 Distributable amount before adjustments (line 1 minus line 2c) | 3 | 2,282,117. |
| 4a Recoveries of amounts treated as qualifying distributions | 4a | 0. |
| b Income distributions from section 4947(a)(2) trusts | 4b | 0. |
| c Line 4a plus line 4b | 4c | 0. |
| 5 Line 3 plus line 4c | 5 | 2,282,117. |
| 6 Deduction from distributable amount | 6 | |
| 7 Distributable amount as adjusted (line 5 minus line 6) (Also enter in Part XIII, line 1.) | 7 | 2,282,117. |

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 | 3,070,933. |
| b Program-related investments - total of lines 1-3 of 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 in Part V, line 8 and Part XIII, line 4.) | 4 | 3,070,933. |
| 5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income - enter 1% of Part I, line 27b | 5 | 30,862. |
| 6 Adjusted qualifying distributions (line 4 minus line 5) | 6 | 3,040,071. |

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 1991 | (c) 1991 | (d) 1992 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 1992 from Part XI, line 7 | | | | 2,282,117. |
| 2 Undistributed income, if any, as of the end of 1991: | | | | |
| a Enter amount for 1991 only | | | 0. | |
| b Total for prior years: 19__19__19__ | | 0. | | |
| 3 Excess distributions carryover, if any, to 1992: | | | | |
| a From 1987 | 1,588,859. | | | |
| b From 1988 | 86,664. | | | |
| c From 1989 | | | | |
| d From 1990 | 235,620. | | | |
| e From 1991 | 592,329. | | | |
| f Total of lines 3a through e | 2,503,472. | | | |
| 4 Qualifying distributions for 1992 from Part XII, line 4: S <u>3,070,933.</u> | | | | |
| a Applied to 1991, 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 1992 distributable amount | | | | 2,282,117. |
| e Remaining amount distributed out of corpus | 788,816. | | | |
| 5 Excess distributions carryover applied to 1992 (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. | 3,292,288. | | | |
| b Prior years' undistributed income (line 2b minus line 4b) | | 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 1991 (line 2a minus line 4a). Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 1992 (line 1 minus lines 4d and 5). This amount must be distributed in 1993 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 1987 not applied on line 5 or line 7 | 1,588,859. | | | |
| 9 Excess distributions carryover to 1993 (line 6a minus lines 7 and 8) | 1,703,429. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 1988 | 86,664. | | | |
| b Excess from 1989 | | | | |
| c Excess from 1990 | 235,620. | | | |
| d Excess from 1991 | 592,329. | | | |
| e Excess from 1992 | 788,816. | | | |

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

1 If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 1992, enter the date of the ruling ▶

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

| | Tax year | | Prior 3 years | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|---------------|----------|-----------|
| | (a) 1992 | (b) 1991 | (c) 1990 | (d) 1989 | (e) Total |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X (for 1991 and 1992; previously Part IX) | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 (for 1991 and 1992; previously Part XIII, line 6) | | | | | |
| 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 (line 2c minus line 2d) | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied on: | | | | | |
| 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 1991 and 1992; previously Part IX, line 6) | | | | | |
| c "Support" alternative test - enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

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 organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

N/A

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

NONE

c Any submission deadlines:

NONE

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

NONE

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------------------|
| a Paid during the year | | | | |
| SEE ATTACHED SCHEDULE ✓ | NONE | PUBLIC | GENERAL | 2,832,405. |
| Total | | | | ▶ 3a 2,832,405. |
| b Approved for future payment | | | | |
| NONE | | | | |
| Total | | | | ▶ 3b 0. |

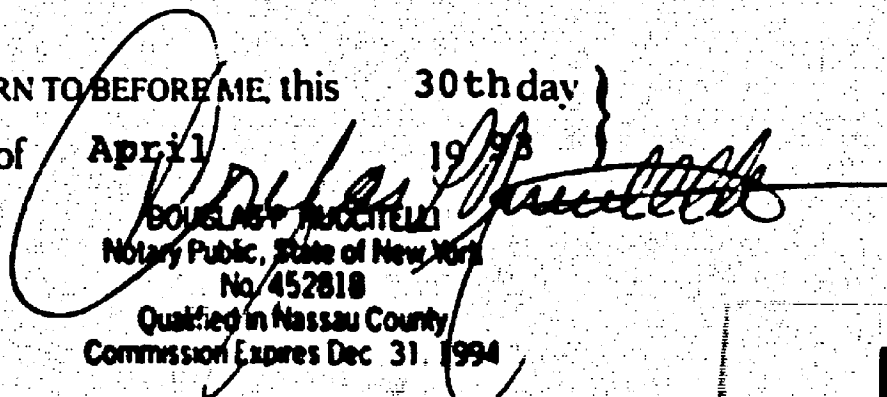
STATE OF NEW YORK }
County of New York, } ss:

THE ANNUAL RETURN OF THE BRINCKER FOUNDATION, INC. for the calendar year ended December 31, 1993 is available at the principal office, located at 14-18 Main Place, Rye NY 10580 for inspection during regular business hours by any citizen who requests it within 180 days hereof. Principal Manager of the Foundation is JOHN R. ROBINSON, Esq.

Vincent J. DiTomasso, being duly sworn, says that he is the PRINCIPAL CLERK of the Publisher of the NEW YORK LAW JOURNAL, a Daily Newspaper, that the Advertisement hereto annexed has been published in the said NEW YORK LAW JOURNAL one time, on the 30th day of April 19 93.



SWORN TO BEFORE ME, this 30th day
of April 19 93


DOUGLAS P. RUCITELLI
Notary Public, State of New York
No. 452818
Qualified in Nassau County
Commission Expires Dec. 31, 1994

Poor Quality

DEPRECIATION SCHEDULE

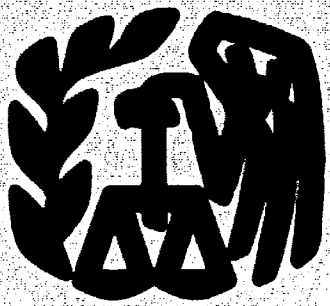
The Beincke Foundation, Inc.
(EIN 13-6201175)

Taxable Year Ended
December 31, 1992

(1)

Form 990 PF, Part II, Line 14

| (1) Kind of property (if buildings, state material of which constructed). Exclude land and other nondepreciable property | (2) Date Acquired | (3) Cost or Other Basis | | | (4) Depreciation Allowed (or Allowable) in Prior Years | | | (5) Method of Computing Depreciation | (6) Rate (%) or Life Years | (7) Depreciation for this Year | |
|-----------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------------|------------|--|--------------------------------------------------------------------|------------|--|-----------------------------------------------|----------------------------------------|--------------------------------------|------------|
| Furniture & Fixtures | 1983 | 1 | 080 | | 1 | 080 | | S/L | 5 Yr. | | |
| Furniture & Fixtures | 1984 | 23 | 100 | | 23 | 100 | | S/L | 5 Yr. | | |
| Furniture & Fixtures | 1986 | | 445 | | | 445 | | S/L | 5 Yr. | | |
| Improvements | 1983 | 3 | 292 | | 3 | 292 | | S/L | 5 Yr. | | |
| Improvements | 1984 | 10 | 384 | | 10 | 384 | | S/L | 5 Yr. | | |
| Computer Equipment | 1986 | 13 | 684 | | 13 | 684 | | S/L | 5 Yr. | | |
| Computer Equipment | 12/89 | 6 | 204 | | 2 | 792 | | S/L | 5 Yr. | 1 | 241 |
| Computer Equipment | 1/90 | 2 | 460 | | | 963 | | S/L | 5 Yr. | | 492 |
| Computer Equipment | 10/90 | 8 | 490 | | 2 | 052 | | | 5 Yr. | 1 | 698 |
| Computer Equipment | 9/91 | 5 | 624 | | | 376 | | S/L | 5 Yr. | 1 | 125 |
| Computer Equipment | 10/91 | 8 | 520 | | | 426 | | S/L | 5 Yr. | 1 | 704 |
| Computer Equipment | 03/92 | 5 | 097 | | | | | S/L | 5 Yr. | | 765 |
| Totals | | 86 | 380 | | 58 | 594 | | | | 7 | 025 |



BROOKHAVEN
SERVICE
CENTER

The Beinecke Foundation, Inc.
 EIN: 13-6201175

Net Gain on Sales of Marketable Securities
 Year Ended December 31, 1992
 Form 990-PF, Part IV, Line 1

| <u>Shares</u> | <u>Common Stocks</u> | <u>Date Acquired</u> | <u>Date Sold</u> | <u>Net Proceeds</u> | <u>Cost</u> | <u>Gain (Loss)</u> |
|---------------------------------------|-----------------------------------|--------------------------|----------------------|-------------------------|------------------|------------------------|
| 2,000 | First Financial Management Corp. | 10/10/87 | 01/13/92 | \$ 84,579 | \$ 38,811 | \$ 45,768 |
| 2,000 | United Health Care | 07/11/90 | 01/13/92 | 158,390 | 11,900 | 146,490 |
| 50,000 | Anacomp, Inc. | over 1 yr. | 02/21/92 | 229,242 | 283,011 | (53,769) |
| 5,000 | Advanta Corp. | over 1 yr. | 02/21/92 | 243,125 | 23,750 | 219,375 |
| 5,000 | American Software, Inc. | 12/31/86 | 02/21/92 | 88,750 | 19,074 | 69,676 |
| 4,000 | American Power Conversion | 07/29/88 | 02/21/92 | 150,000 | 4,000 | 146,000 |
| 5,000 | Circuit City Stores | 12/31/86 | 02/21/92 | 156,882 | 13,512 | 143,370 |
| 1,600 | CML Group Inc. | 09/17/91 | 02/21/92 | 60,510 | 17,326 | 43,184 |
| 6,750 | Central Sprinkler Corp. | 08/25/87 | 02/21/92 | 72,563 | 91,104 | (18,541) |
| 5,000 | Centex Telemanagement Inc. | 09/29/87 | 02/21/92 | 88,750 | 22,500 | 66,250 |
| 1,000 | Ionics, Inc. | 12/31/86 | 02/21/92 | 51,048 | 21,250 | 29,798 |
| 3,500 | Filenet Corp. | 10/10/89 | 03/11/92 | 120,750 | 38,605 | 82,145 |
| 2,333 | Scripps-Howard Broadcasting, Inc. | 12/31/86 | 03/12/92 | 93,320 | 13,706 | 79,614 |
| 22,700 | Realty South Investments, Inc. | over 1 yr. | 03/24/92 | 46,454 | 282,379 | (235,925) |
| 14,200 | Realty South Investments, Inc. | over 1 yr. | 03/25/92 | 30,131 | 118,957 | (88,826) |
| 3,100 | Realty South Investments, Inc. | over 1 yr. | 03/26/92 | 6,463 | 28,156 | (21,693) |
| 10,000 | CML Group, Inc. | 09/17/91 | 06/10/92 | 463,923 | 108,287 | 355,636 |
| 1,000 | Central Sprinkler Corp. | 08/25/87 | 06/30/92 | 8,750 | 13,497 | (4,747) |
| 1,000 | Ionics, Inc. | 12/28/87 | 06/30/92 | 53,878 | 11,955 | 41,923 |
| 10,000 | International Rectifier Corp. | 05/30/91 | 06/30/92 | 80,847 | 82,821 | (1,974) |
| 10,000 | Transenelec Corp. SCI | 06/18/89 | 06/30/92 | 45,000 | 37,500 | 7,500 |
| 5,000 | T. Rowe Price & Associates | 12/31/86 | 07/02/92 | 178,750 | 60,000 | 118,750 |
| 5,000 | T. Rowe Price & Associates | 12/31/86 | 07/07/92 | 177,500 | 60,000 | 117,500 |
| 1,000 | Microtouch Systems, Inc. | 07/08/92 | 07/15/92 | 15,250 | 13,500 | 1,750 |
| 7,000 | First Financial Management Corp. | over 1 yr. | 07/22/92 | 230,140 | 94,611 | 135,529 |
| 2,074 | Chalone Inc. | 02/26/90 | 08/03/92 | 17,754 | 13,999 | 3,755 |
| 7,000 | American Power Conversion | over 1 yr. | 11/02/92 | 272,125 | 7,417 | 264,708 |
| 60,000 | Poci Inc. | over 1 yr. | 12/07/92 | 129,000 | 501,680 | (372,680) |
| 3,700 | Advanta Corp. | 02/15/89 | 12/08/92 | 105,639 | 8,788 | 96,851 |
| 20,000 | Advanta Corp. | 02/15/89 | 12/09/92 | 577,500 | 47,500 | 530,000 |
| 40,000 | Sequoia Systems, Inc. | under 1 yr. | 12/11/92 | 93,120 | 486,250 | (393,130) |
| 5,000 | Sheffield Industries, Inc. | over 1 yr. | 12/24/92 | 10,000 | 63,125 | (53,125) |
| 25,000 | Sheffield Industries, Inc. | over 1 yr. | 12/28/92 | 31,250 | 218,750 | (187,500) |
| 15,000 | Sheffield Industries, Inc. | 03/19/92 | 12/29/92 | 21,719 | 189,375 | (167,656) |
| 5,000 | Sheffield Industries, Inc. | 03/19/92 | 12/31/92 | 7,031 | 63,125 | (56,094) |
| 20,000 | Universal International, Inc. | 02/03/92 | 12/24/92 | 67,500 | 252,500 | (185,000) |
| Total Common Stocks (carried forward) | | | | <u>4,267,633</u> | <u>3,362,721</u> | <u>904,912</u> |

The Beinecke Foundation, Inc.
 EIN: 13-6201175

Grants
 Year Ended December 31, 1992
 Form 990-PF, Part XVI, Line 3a

| | <u>Amount</u> |
|---------------------------------------------------------------|----------------|
| <u>January</u> | |
| Harvard University Art Museum | \$ 5,000 |
| The Cafe | 1,000 |
| Archives of American Art | 250 |
| Lincoln Center Theatre | 2,500 |
| Harvard College Fund | 500 |
| Greenwich Green & Clean | 750 |
| Peabody Museum of Salem | 100 |
| American Lake Research Association | 15,000 |
| American Jewish Congress | 1,000 |
| The Family Center, Inc. | 2,000 |
| Museum of The City of New York | 400 |
| Museum of the City of New York | 1,000 |
| New York Botanical Garden | 2,000 |
| New York Botanical Garden | 25,000 |
| Natural Resources Defense Council | 100,000 |
| Phillips/Andover Academy | 65,000 |
| WLIW 21 | 100 |
| Phillips Andover Academy | 5,000 |
| <u>February</u> | |
| Youth Counseling League | 20,000 |
| Joffrey Ballet | 100,000 |
| The Family Center, Inc. | 5,000 |
| Central Park Conservancy | 500 |
| The Family Center, Inc. | 1,000 |
| The Family Center, Inc. | 1,000 |
| British American Education Foundation | 150 |
| The Family Center Inc. | 1,000 |
| Central Park Conservancy | 200 |
| Drama League of New York | 800 |
| <u>March</u> | |
| Yeshiva University | 250,000 |
| Museum Of The City of New York | 200 |
| Joffrey Ballet | 10,000 |
| Greenwich Arts Council | 100 |
| Victorian Society Scholarship | 1,000 |
| Kipps Bay Boys & Girls Club | 350 |
| The New York Public Library | 200 |
| Committee for National Institute for the Environment | 15,000 |
| Convent of the Sacred Heart | 20,000 |
| Boy's Club of New York | 5,000 |
| College of the Atlantic | 500 |
| Edith Wharton Restoration, Inc. | <u>1,000</u> |
| Subtotal (carried forward) | <u>659,600</u> |

The Beinecke Foundation, Inc.
 EIN: 13-6201175

Grants
 Year Ended December 31, 1992
 Form 990-PF, Part XVI, Line 3a

| | <u>Amount</u> |
|-------------------------------------------------------------------|------------------|
| Subtotal (brought forward) | \$ 659,600 |
| <u>April</u> | |
| Foxcroft School | 5,000 |
| Bruce Museum | 1,000 |
| Family Counseling Service | 50,000 |
| Historical Society of Talbot County | 150,000 |
| Princeton University | 50,000 |
| Crow Canyon Archaeological Center | 1,000 |
| Greenwich Country Day School | 5,000 |
| Connecticut Trust for Historic Preservation | 1,000 |
| Lincoln Center Theatre | 1,000 |
| Central Park Conservancy | 800 |
| New York Downtown Hospital | 100 |
| Historical Society of Greenwich | 5,000 |
| <u>May</u> | |
| Greenwich Garden Center | 100 |
| Open Space Institute | 100,000 |
| Greenwich YMCA | 5,000 |
| NY Historical Society | 2,000 |
| Museum of The City of New York | 15,000 |
| Columbia University | 500 |
| Yale University | 270,000 |
| <u>June</u> | |
| Convent of the Sacred Heart | 5,000 |
| Nature Conservancy | 1,000 |
| Boy Scouts of America, Greenwich | 1,000 |
| Yale University | 70,000 |
| Committee for the National Institutes of the Environment | 100,000 |
| <u>July</u> | |
| Westhampton Historical Society | 10,000 |
| Bide-A-Wee | 10,000 |
| <u>August</u> | |
| Main Coast Heritage Trust | 5,000 |
| <u>September</u> | |
| New York Botanical Garden | 5,000 |
| Historical Society | 1,000 |
| Friends of Greenwich Library | 100 |
| South Norfolk County Association | 2,000 |
| New York City Ballet | 1,000 |
| Subtotal (carried forward) | <u>1,533,200</u> |

The Beinecke Foundation, Inc.
 EIN: 13-6201175

Grants
 Year Ended December 31, 1992
 Form 990-PF, Part XVI, Line 3a

| | <u>Amount</u> |
|------------------------------------------------------------|---------------------------|
| Subtotal (brought forward) | \$1,533,200 |
| <u>October</u> | |
| Metropolitan Museum of Art | 300 |
| Episcopal Churchwomen | 2,000 |
| Museum of The City of New York | 140,000 |
| Family Center, Inc. | 30,000 |
| Save the Children | 600 |
| National Resources Defense Council | 1,350 |
| Harvard University, Shooting Club | 5,000 |
| Circle Repertory Theatre Company | 2,500 |
| Putnam Indian Field School | 1,500 |
| Joffrey Ballet | 100,000 |
| Open Space Institute | 80,000 |
| <u>November</u> | |
| Glenville Volunteer | 10,000 |
| Nature Conservancy | 1,000 |
| Greenwich Emergency Medical Services | 1,000 |
| Convent of the Sacred Heart | 50,000 |
| Natural Resources Defense Council | 220,000 |
| Natural Resources Defense Council | 5,000 |
| Boys Club of New York | 225 |
| Columbia University | 1,000 |
| Committee for National Institute for the Environment | 110,000 |
| International Center in New York | 100 |
| Rye Country Day School | 5,000 |
| School of American Ballet | 675 |
| Boston University | 100,000 |
| Harvard University | 5,000 |
| Historic Massachusetts | 30,000 |
| Mainstay Foundation | 1,000 |
| <u>December</u> | |
| Greenwich Women's Exchange | 500 |
| Merriam Ophthalmic Fund | 10,000 |
| Greenwich Historical Society | 130 |
| Robert E. Lee Memorial Association | 100 |
| Rye Fire Department | 100 |
| Manhattanville College | 1,200 |
| NY Shakespeare Festival | 1,000 |
| Victorian Society in America | 100 |
| Youth Counseling League | 20,000 |
| Foxcroft School | 10,000 |
| Greenwich Green & Clean | 1,000 |
| Horticultural Society of New York | 5,000 |
| Harvard University | 250,000 |
| National Outdoor Leadership School | 1,000 |
| Sprout Creek Farm | 70,000 |
| Presidential Inaugural Foundation | 20,000 |
| Boy's Club of New York | 3,000 |
| Joslin Diabetes Center | 1,000 |
| Beth El Synagogue | 1,500 |
| Westchester Department of Correction | 325 |
| Total Grants | <u>\$2,832,405</u> |

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | AMOUNT |
|-------------------------------------------------------|-----------------|
| DREYFUS GOV'T MM | 14,852. |
| RODNEY SQ. U.S. GOV'T | 30,130. |
| U.S. GOV'T SEC. FUND | 153,137. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 198,119. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|-------------------------------------------|-------------------|-------------------------|-------------------|
| INTEREST FROM SECURITIES | 1,681,190. | | 1,681,190. |
| DIVIDENDS FROM SECURITIES | 411,991. | | 411,991. |
| TOTAL TO FM 990-PF, PART I, LINE 4 | 2,093,181. | | 2,093,181. |

FORM 990-PF LEGAL FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-------------------------------------|------------------------|---------------------------|-------------------------|-------------------------|
| LEGAL FEES | 13,424. | 6,712. | | 6,712. |
| TO FORM 990-PF, PG 1, LN 16A | 13,424. | 6,712. | | 6,712. |

FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-------------------------------------|------------------------|---------------------------|-------------------------|-------------------------|
| ACCOUNTING | 36,000. | 18,000. | | 18,000. |
| TO FORM 990-PF, PG 1, LN 16B | 36,000. | 18,000. | | 18,000. |

THE BEINECKE FOUNDATION, INC.

13-6201175

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

| DESCRIPTION | U.S. GOV'T | STATE GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|---------------------------------------------|------------|-------------|-------------|-------------------|
| | X | | 12,802,197. | 12,819,004. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 12,802,197. | 12,819,004. |
| TOTAL STATE AND CITY GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 12,802,197. | 12,819,004. |

 FORM 990-PF CORPORATE STOCK STATEMENT 9

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|-----------------------------------------|-------------|-------------------|
| | 14,096,883. | 23,652,337. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 14,096,883. | 23,652,337. |

 FORM 990-PF CORPORATE BONDS STATEMENT 10

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|-----------------------------------------|------------|-------------------|
| | 5,434,625. | 7,127,228. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 5,434,625. | 7,127,228. |

 FORM 990-PF OTHER INVESTMENTS STATEMENT 11

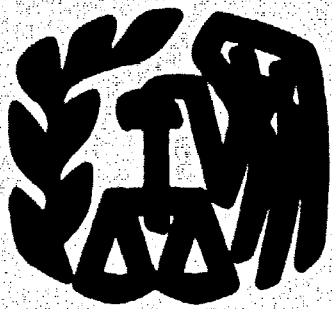
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------------|------------|-------------------|
| B&T ACQUISITION L.P. | 448,094. | 448,094. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | 448,094. | 448,094. |

FORM 990-PF OTHER ASSETS STATEMENT 12

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------------|------------|-------------------|
| SECURITY DEPOSIT | 460. | 460. |
| RENT SECURITY | 1,919. | 1,919. |
| TOTAL TO FORM 990-PF, PART II, LINE 15 | 2,379. | 2,379. |

FORM 990-PF OTHER LIABILITIES STATEMENT 13

| DESCRIPTION | AMOUNT |
|--------------------------------------------------|--------|
| PAYROLL TAXES PAYABLE | 2,523. |
| TOTAL TO FORM 990-PF, PART II, LINE 22, COLUMN B | 2,523. |



BROOKHAVEN
SERVICE
CENTER