



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2010

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 2010, or tax year beginning 11/01, 2010, and ending 10/31, 2011

G Check all that apply. Initial return Initial Return of a former public charity Final return
 Amended return Address change Name change

HIGH FIVE FOUNDATION
C/O GERALD KAMINSKY, 605 3RD AVE 43 FL
NEW YORK, NY 10158

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **► \$ 4,852,617.** J Accounting method. Cash Accrual
 Other (specify) _____

A Employer identification number
11-3358107

B Telephone number (see the instructions)
212-476-5360

C If exemption application is pending, check here ►

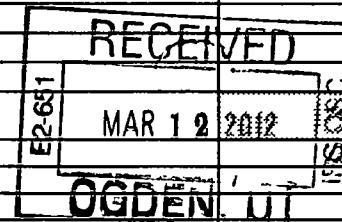
D 1 Foreign organizations, check here ►

E 2 Foreign organizations meeting the 85% test, check here and attach computation ►

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

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

| 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) (see the instructions).) | | (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 (att sch) | 198,300. | | | |
| | 2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 100. | 100. | N/A | |
| | 4 Dividends and interest from securities | 205,206. | 205,206. | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain/(loss) from sale of assets not on line 10 | 145,718. | | | |
| | b Gross sales price for all assets on line 6a | 3,446,005. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 364,543. | | |
| | 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/(loss) (att sch) | | | | |
| | 11 Other income (attach schedule) | | | | |
| | 12 Total. Add lines 1 through 11 | 549,324. | 569,849. | | |
| | 13 Compensation of officers, directors, trustees, etc | 0. | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach sch) See St 1 | 2,500. | 1,250. | | 1,250. |
| | c Other prof fees (attach sch) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule)(see instr) See Stm 2 | 8,712. | | | |
| | 19 Depreciation (attach sch) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) See Statement 3 | 375. | | | 375. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23. | 11,587. | 1,250. | | 1,625. |
| | 25 Contributions, gifts, grants paid Part XV | 248,700. | | | 248,700. |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 260,287. | 1,250. | | 250,325. |
| | 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter 0)... c Adjusted net income (if negative, enter 0) | 289,037. | 568,599. | | |



g-18

10

Part II Balance SheetsAttached schedules and amounts in the description column should be for end of year amounts only
(See instructions.)

ASSETS

LIABILITIES

NET FUND ASSETS

Part III Analysis of Changes in Net Assets or Fund Balances

| | Beginning of year | End of year | |
|---|-------------------------------------|----------------|-----------------------|
| | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| 1 Cash – non-interest-bearing | | | |
| 2 Savings and temporary cash investments | -24,176. | 88,167. | 88,167. |
| 3 Accounts receivable | | | |
| Less. allowance for doubtful accounts | | | |
| 4 Pledges receivable | | | |
| Less: allowance for doubtful accounts | | | |
| 5 Grants receivable | | | |
| 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) | | | |
| 7 Other notes and loans receivable (attach sch) | | | |
| Less. allowance for doubtful accounts | | | |
| 8 Inventories for sale or use | | | |
| 9 Prepaid expenses and deferred charges | | | |
| 10a Investments – U S. and state government obligations (attach schedule) | | | |
| b Investments – corporate stock (attach schedule) Statement 4 | 2,956,235. | 3,258,732. | 4,067,498. |
| c Investments – corporate bonds (attach schedule) Statement 5 | 687,771. | 553,353. | 563,240. |
| 11 Investments – land, buildings, and equipment. basis | | | |
| Less. accumulated depreciation (attach schedule) | | | |
| 12 Investments – mortgage loans | | | |
| 13 Investments – other (attach schedule) Statement 6 | 125,781. | 125,781. | 125,000. |
| 14 Land, buildings, and equipment basis | | | |
| Less. accumulated depreciation (attach schedule) | | | |
| 15 Other assets (describe ► See Statement 7) | 97. | 8,712. | 8,712. |
| 16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I) | 3,745,708. | 4,034,745. | 4,852,617. |
| 17 Accounts payable and accrued expenses | | | |
| 18 Grants payable | | | |
| 19 Deferred revenue | | | |
| 20 Loans from officers, directors, trustees, & other disqualified persons. | | | |
| 21 Mortgages and other notes payable (attach schedule) | | | |
| 22 Other liabilities (describe ►) | 0. | 0. | |
| 23 Total liabilities (add lines 17 through 22) | 0. | 0. | |
| Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. | <input type="checkbox"/> | | |
| 24 Unrestricted | | | |
| 25 Temporarily restricted | | | |
| 26 Permanently restricted | | | |
| Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. | <input checked="" type="checkbox"/> | | |
| 27 Capital stock, trust principal, or current funds | | | |
| 28 Paid-in or capital surplus, or land, building, and equipment fund | | | |
| 29 Retained earnings, accumulated income, endowment, or other funds. | 3,745,708. | 4,034,745. | |
| 30 Total net assets or fund balances (see the instructions) | 3,745,708. | 4,034,745. | |
| 31 Total liabilities and net assets/fund balances (see the instructions) | 3,745,708. | 4,034,745. | |

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 shares MLC Company) | | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|---|--|---|---|-------------------------------------|
| 1a SEE SCHEDULE ATTACHED | | P | Various | Various |
| b 2500 BMP SUNSTONE CORP | | D | Various | 11/09/10 |
| c 1000 BMP SUNSTONE CORP | | D | Various | 11/29/10 |
| d 20000 BMP SUNSTONE CORP | | D | Various | 1/03/11 |
| e 1500 BMP SUNSTONE CORP | | D | Various | 2/03/11 |
| (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 3,199,560. | | 3,052,712. | 146,848. | |
| b 24,409. | | 2,875. | 21,534. | |
| c 9,753. | | 1,150. | 8,603. | |
| d 197,452. | | 23,000. | 174,452. | |
| e 14,831. | | 1,725. | 13,106. | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | |
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | (l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h)) | |
| a | | | | 146,848. |
| b | | | | 21,534. |
| c | | | | 8,603. |
| d | | | | 174,452. |
| e | | | | 13,106. |
| 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 | 364,543. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 | | | 3 | 0. |

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 (column (b) divided by column (c)) |
|---|--|---|---|
| 2009 | 220,192. | 4,287,290. | 0.051359 |
| 2008 | 180,275. | 3,409,517. | 0.052874 |
| 2007 | 211,539. | 4,594,600. | 0.046041 |
| 2006 | 203,474. | 4,234,674. | 0.048050 |
| 2005 | 155,646. | 3,571,937. | 0.043575 |

| | | |
|--|---|------------|
| 2 Total of line 1, column (d) | 2 | 0.241899 |
| 3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0.048380 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 4,999,571. |
| 5 Multiply line 4 by line 3 | 5 | 241,879. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 5,686. |
| 7 Add lines 5 and 6 | 7 | 247,565. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 250,325. |

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 the instructions)

| | |
|--|-----------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1. | |
| b Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.) | 1 5,686. |
| 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 | |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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 5,686. |
| 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 5,686. |
| 6 Credits/Payments. | |
| a 2010 estimated tax pmts and 2009 overpayment credited to 2010 | 6a 6,200. |
| b Exempt foreign organizations – tax withheld at source | 6b |
| c Tax paid with application for extension of time to file (Form 8868) | 6c |
| d Backup withholding erroneously withheld | 6d |
| 7 Total credits and payments Add lines 6a through 6d | 7 6,200. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 4. |
| 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 0. |
| 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 510. |
| 11 Enter the amount of line 10 to be Credited to 2011 estimated tax ► 510. Refunded ► 11 0. | |

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

| | Yes | No |
|----|-----|----|
| 1a | X | |
| 1b | X | |
| 1c | X | |

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If 'Yes,' attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If 'Yes,' attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► NY

| | |
|----|-----|
| 2 | X |
| 3 | X |
| 4a | X |
| 4b | N/A |

| | |
|---|---|
| 5 | X |
|---|---|

| | |
|---|---|
| 6 | X |
|---|---|

| | |
|---|---|
| 7 | X |
|---|---|

| | |
|----|---|
| 8b | X |
|----|---|

| | |
|---|---|
| 9 | X |
|---|---|

| | |
|----|---|
| 10 | X |
|----|---|

b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 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 ► GERALD P. KAMINSKY Telephone no. ► 212-476-5360 Located at ► 605 THIRD AVENUE NEW YORK NY ZIP + 4 ► 10158 | | | |
| 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 ► N/A | 15 | | N/A |
| 16. At any time during calendar year 2010, 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 X | No X |

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

| | | 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> | 1b | | N/A |
| 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 2010? | 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| 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 the instructions) | 2b | | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__ | | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| b If 'Yes,' did it have excess business holdings in 2010 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 2010.) | 3b | | N/A |
| 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 2010? | 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))? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | | |
| b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? | | | 5b | N/A |
| Organizations relying on a current notice regarding disaster assistance check here. | > <input type="checkbox"/> | | | |
| 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? | N/A | <input type="checkbox"/> Yes | <input type="checkbox"/> No | |
| If 'Yes,' attach the statement required by Regulations section 53.4945-5(d). | | | | |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | 6b | X |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | | | |
| 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | 7b | N/A |
| b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | | | | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

| (a) Name and address | (b) Title and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|--|---|---|---------------------------------------|
| GERALD P. KAMINSKY 136 HAROLD ROAD WOODMERE, NY 11598 | President 2 | 0. | 0. | 0. |
| JACLYN KAMINSKY 136 HAROLD ROAD WOODMERE, NY 11598 | Secretary 1 | 0. | 0. | 0. |
| GARY J. KAMINSKY 77 THE INTERVALE ROSLYN ESTATES, NY 11576 | Vice Preside 1 | 0. | 0. | 0. |
| MICHAEL J. KAMINSKY 19 THE PINES OLD WESTBURY, NY 11568 | Treasurer 1 | 0. | 0. | 0. |

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

| (a) Name and address of each employee paid more than \$50,000 | (b) Title and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|--|------------------|---|---------------------------------------|
| None | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

> 0

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| None | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services. | ► | 0 |

Part IX-A Summary of Direct Charitable Activities

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

| | Expenses |
|-------|----------|
| 1 N/A | |
| | |
| 2 | |
| | |
| 3 | |
| | |
| 4 | |
| | |

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

| | Amount |
|-------|--------|
| 1 N/A | |
| | |
| 2 | |
| | |

All other program-related investments. See instructions.

| | |
|---|--|
| 3 | |
| | |

Total. Add lines 1 through 3 ► **0.**

BAA

Form 990-PF (2010)

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
 - b Average of monthly cash balances
 - c Fair market value of all other assets (see instructions)
 - d **Total** (add lines 1a, b, and c)
 - e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)
- 2 Acquisition indebtedness applicable to line 1 assets
- 3 Subtract line 2 from line 1d
- 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3
(for greater amount, see instructions)
- 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4
- 6 **Minimum investment return.** Enter 5% of line 5

| | |
|----|------------|
| 1a | 4,977,134. |
| 1b | 95,427. |
| 1c | 3,146. |
| 1d | 5,075,707. |
| 1e | 0. |
| 2 | 0. |
| 3 | 5,075,707. |
| 4 | 76,136. |
| 5 | 4,999,571. |
| 6 | 249,979. |

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
- 2a Tax on investment income for 2010 from Part VI, line 5
- b Income tax for 2010 (This does not include the tax from Part VI)
- c Add lines 2a and 2b
- 3 Distributable amount before adjustments Subtract line 2c from line 1
- 4 Recoveries of amounts treated as qualifying distributions
- 5 Add lines 3 and 4
- 6 Deduction from distributable amount (see instructions)
- 7 **Distributable amount as adjusted** Subtract line 6 from line 5 Enter here and on Part XIII, line 1

| | |
|----|----------|
| 1 | 249,979. |
| 2a | 5,686. |
| 2b | |
| 2c | 5,686. |
| 3 | 244,293. |
| 4 | |
| 5 | 244,293. |
| 6 | |
| 7 | 244,293. |

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

| | |
|----|----------|
| 1a | 250,325. |
| 1b | |
| 2 | |
| 3a | |
| 3b | |
| 4 | 250,325. |
| 5 | 5,686. |
| 6 | 244,639. |

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 2009 | (c) 2009 | (d) 2010 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | 244,293. |
| 2 Undistributed income, if any, as of the end of 2010 | | | 0. | |
| a Enter amount for 2009 only | | 0. | | |
| b Total for prior years. 20____, 20____, 20____ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2010: | | | | |
| a From 2005 | | | | |
| b From 2006 | | | | |
| c From 2007 | | | | |
| d From 2008 | 5,147. | | | |
| e From 2009 | 18,093. | | | |
| f Total of lines 3a through e | 23,240. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4. ► \$ 250,325. | | | 0. | |
| a Applied to 2009, 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 2010 distributable amount | | | 244,293. | |
| e Remaining amount distributed out of corpus | 6,032. | | | |
| 5 Excess distributions carryover applied to 2010 (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: | 29,272. | | | |
| a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 | | 0. | | |
| 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 2009. Subtract line 4a from line 2a. Taxable amount – see instructions | | | 0. | |
| f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (See instructions) | 0. | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions) | 0. | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | 29,272. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2006 | | | | |
| b Excess from 2007 | | | | |
| c Excess from 2008 | 5,147. | | | |
| d Excess from 2009 | 18,093. | | | |
| e Excess from 2010 | 6,032. | | | |

BAA

Form 990-PF (2010)

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

N/A

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

1 Information Regarding Foundation Managers:

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

GERALD P. KAMINSKY

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

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 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.

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|---|----------|
| <i>a Paid during the year</i> SEE SCHEDULE ATTACHED | | 501(c)(3) | TO AID DONEE IN CARRYING OUT EXEMPT PURPOSE | 248,700. |
| Total | | | ► 3a | 248,700. |
| <i>b Approved for future payment</i> | | | | |
| Total | | | ► 3b | |

Part XVI-A Analysis of Income-Producing Activities

| | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (see the instructions) |
|--|---------------------------|---------------|--------------------------------------|---------------|---|
| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 100. | |
| 4 Dividends and interest from securities | | | 14 | 205,206. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 145,718. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 351,024. | |
| 13 Total Add line 12, columns (b), (d), and (e) | | | | 13 | 351,024. |

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions) |
|---------------|--|
| N/A | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of.

- (1) Cash
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization .
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

| | Yes | No |
|--------|-----|----|
| 1a (1) | | X |
| 1a (2) | | X |
| 1b (1) | | X |
| 1b (2) | | X |
| 1b (3) | | X |
| 1b (4) | | X |
| 1b (5) | | X |
| 1b (6) | | X |
| 1c | | X |

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign
Here

Signature of officer or trustee

Date

Title

| | | | | | |
|---------------------------------------|--|--|------------------------|--|--------------------|
| Paid Preparer Use Only | Print/Type preparer's name PAUL J. D'ANTONIO | Preparer's signature <i>Paul J. D'Antonio, PA</i> | Date 2/17/12 | Check if <input checked="" type="checkbox"/> if self employed | PTIN N/A |
| | Firm's name ► Paul J. D'Antonio | Firm's EIN ► N/A | | | |
| | Firm's address ► 201 Palmer Alley Newtown, PA 18940 | Phone no | | | |

BAA

Form 990-PF (2010)

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF

2010

Name of the organization

HIGH FIVE FOUNDATION

Employer identification number

11-3358107

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

501(c)(____) (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

► \$ _____

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990,
990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

HIGH FIVE FOUNDATION

Employer identification number

11-3358107

Part I **Contributors** (see instructions.)

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|---------------|---|-----------------------------------|--|
| 1 | GERALD P. KAMINSKY 136 HAROLD ROAD WOODMERE, NY 11598 | \$ 198,300 | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

Name of organization

HIGH FIVE FOUNDATION

Employer identification number

11-3358107

Part II Noncash Property (see instructions.)

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| 1 | 20,000 SHARES BMP SUNSTONE CORPORATION | \$ 198,300. | 12/30/10 |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

HIGH FIVE FOUNDATION

Employer identification number

11-3358107

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

► \$

N/A

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

HIGH FIVE FOUNDATION
ID# 11-3358107
FORM 990-PF - PAGE 1, LINE 6a
FYE 10/31/11

| | | DATE ACQUIRED | DATE SOLD | SALES PROCEEDS | GAIN (LOSS) BASIS |
|---------------|---------------------------------------|------------------|--------------|-------------------|-------------------------|
| 2500 | BMP SUNSTONE CORP | 10/29/2010 | 11/9/2010 | 24,408.83 | 24,637.50 (228.67) |
| 100000 | SUNPOWER CONV SNR DEB 1.25% | 9/13/2010 | 11/23/2010 | 93,375.00 | 92,500.00 875.00 |
| 1500 | NEXTERA ENERGY INC | 12/15/2009 | 11/26/2010 | 77,383.69 | 81,060.00 (3,676.31) |
| 1000 | BMP SUNSTONE CORP | 10/29/2010 | 11/29/2010 | 9,753.35 | 9,855.00 (101.65) |
| 1250 | OGX PETROLEO E GAS | 4/8/2010 | 11/29/2010 | 14,917.24 | 12,536.66 2,380.58 |
| 3750 | OGX PETROLEO E GAS | 4/8/2010 | 11/30/2010 | 45,712.11 | 37,610.00 8,102.12 |
| 1000 | COUSINS PROP INC 7.5% PFD B | VARIOUS | 12/27/2010 | 24,219.58 | 20,160.00 4,059.58 |
| 1000 | COUSINS PROP INC 7 75% PFD A | 10/19/2009 | 12/27/2010 | 24,269.58 | 20,708.30 3,561.28 |
| 20000 | BMP SUNSTONE CORP | 12/30/2010 | 1/3/2011 | 197,451.86 | 198,300.00 (848.14) |
| 2500 | NETAPP INC | VARIOUS | 1/27/2011 | 139,592.56 | 99,917.70 39,674.86 |
| 1000 | BHP BILLITON PLC | VARIOUS | 2/2/2011 | 75,970.14 | 66,234.91 9,735.23 |
| 1500 | BMP SUNSTONE CORP | 10/29/2010 | 2/3/2011 | 14,831.39 | 14,782.50 48.89 |
| 3500 | COCA COLA ENTERPRISES INC | VARIOUS | 2/3/2011 | 88,338.29 | 77,280.00 11,058.29 |
| 4000 | ZIONS BANCORPORATION | 7/19/2010 | 2/24/2011 | 111,221.85 | 106,239.20 4,982.65 |
| 100000 | CAPITAL ONE FINL CORP 6.15% 9/1/16 | 10/27/2008 | 2/25/2011 | 108,943.00 | 52,850.00 56,093.00 |
| 50000 | DENBURY RESOURCES INC 7 5% 4/1/13 | 2/17/2009 | 2/27/2011 | 50,312.50 | 45,312.50 5,000.00 |
| 75000 | TEREX CORP 10 875% 6/1/16 | 6/3/2009 | 3/1/2011 | 87,577.50 | 74,370.75 13,206.75 |
| 4000 | ARES CAPITAL CORP | 9/28/2010 | 3/3/2011 | 70,816.07 | 59,728.11 11,087.96 |
| 50 | ARLINGTON ASSET INV CORP | 10/26/2010 | 3/4/2011 | 1,388.97 | 1,178.00 210.97 |
| 81 | ENBRIDGE ENERGY MGMT LLC | 4/3/2003 | 3/4/2011 | 5,409.88 | 1,752.40 3,657.48 |
| 25000 | CROWN CASTLE INTL CORP 9% 1/15/15 | 1/27/2009 | 3/7/2011 | 28,070.00 | 22,836.02 5,233.98 |
| 48000 | KANSAS CITY SOUTHN RY CO 13% 12/15/13 | 12/18/2008 | 3/29/2011 | 57,000.00 | 43,107.79 13,892.21 |
| 50000 | CROWN CASTLE INTL CORP 9% 1/15/15 | 1/27/2009 | 3/29/2011 | 55,188.00 | 45,672.05 9,515.95 |
| 5000 | TEEKAY TANKERS LTD | 7/24/2009 | 3/30/2011 | 48,843.62 | 47,683.39 1,160.23 |
| 1500 | PETROMINERALES LTD | 9/11/2009 | 4/8/2011 | 52,498.99 | 17,732.57 34,766.42 |
| 2000 | PETROMINERALES LTD | 9/11/2009 | 4/11/2011 | 69,878.65 | 23,643.42 46,235.23 |
| 7500 | CRUDE CARRIERS CORP | VARIOUS | 4/25/2011 | 91,564.68 | 122,296.35 (30,731.67) |
| 5000 | TEEKAY TANKERS LTD | VARIOUS | 4/25/2011 | 49,314.99 | 42,951.16 6,363.83 |
| 6000 | AT&T INC | 3/29/2011 | 5/5/2011 | 187,499.99 | 171,272.40 16,227.59 |
| 2000 | FREEPORT MCMORAN COPPER & GOLD | VARIOUS | 5/6/2011 | 105,333.97 | 91,395.54 13,938.43 |
| 1000 | POTASH CORP OF SASKATCHEWAN | VARIOUS | 5/6/2011 | 53,979.06 | 56,102.48 (2,123.42) |
| 1000 | FREEPORT MCMORAN COPPER & GOLD | 2/2/2011 | 5/19/2011 | 48,257.97 | 53,768.65 (5,510.68) |
| 2000 | DEERE & CO | VARIOUS | 5/23/2011 | 169,681.74 | 164,536.88 5,144.86 |
| 1000 | RANGE RESOURCES CORP | 4/8/2011 | 5/25/2011 | 51,864.60 | 58,321.00 (6,456.40) |
| 2750 | ARLINGTON ASSET INV CORP | VARIOUS | 7/12/2011 | 83,715.27 | 60,013.75 23,701.52 |
| 4000 | VERISK ANALYTICS INC | VARIOUS | 7/27/2011 | 133,568.63 | 110,508.00 23,060.63 |
| 2000 | TEEKAY CORPORATION | VARIOUS | 7/28/2011 | 57,373.89 | 57,407.90 (34.01) |
| 2500 | SUNCOR ENERGY INC | 7/27/2011 | 8/9/2011 | 87,761.31 | 103,891.75 (16,130.44) |
| 1500 | 3M COMPANY | 2/23/2011 | 8/23/2011 | 116,882.85 | 139,470.45 (22,587.60) |
| 2500 | CENOVUS ENERGY INC | 7/8/2011 | 9/15/2011 | 78,491.49 | 96,188.00 (17,696.51) |
| 1500 | HALLIBURTON CO | 7/27/2011 | 9/15/2011 | 57,928.88 | 85,180.65 (27,251.77) |
| 500 | UNITED PARCEL SERVICE | 3/1/2011 | 9/15/2011 | 31,514.39 | 36,825.00 (5,310.61) |
| 100000 | KKR FINL HOLDINGS LLC 7% 7/15/12 | VARIOUS | 9/23/2011 | 103,000.00 | 100,568.75 2,431.25 |
| 1500 | CABOT OIL & GAS CORP | VARIOUS | 9/28/2011 | 91,383.94 | 106,882.20 (15,498.26) |
| 2500 | INTREPID POTASH INC | 5/27/2011 | 10/7/2011 | 56,774.15 | 76,249.50 (19,475.35) |
| 1000 | BLACKROCK INC | 5/24/2011 | 10/11/2011 | 140,388.20 | 198,866.00 (58,477.80) |
| 500 | BORG WARNER AUTOMOTIVE INC | 7/26/2011 | 10/11/2011 | 28,003.06 | 37,826.75 (9,823.69) |
| 250 | INTERNATIONAL BUSINESS MACHINES CORP | 7/1/2010 | 10/25/2011 | 44,349.82 | 32,075.40 12,274.42 |
| TOTALS | | | | 3,446,005.53 | 3,300,287.33 145,718.20 |

HIGH FIVE FOUNDATION

ID# 11-3358107

FORM 990-PF - PART IV

FYE 10/31/11

| | | DATE ACQUIRED | DATE SOLD | SALES PROCEEDS | GAIN BASIS (LOSS) |
|--------|---------------------------------------|------------------|--------------|-------------------|-------------------------|
| 100000 | SUNPOWER CONV SNR DEB 1 25% | 9/13/2010 | 11/23/2010 | 93,375.00 | 92,500 00 875 00 |
| 1500 | NEXTERA ENERGY INC | 12/15/2009 | 11/26/2010 | 77,383.69 | 81,060.00 (3,676.31) |
| 1250 | OGX PETROLEO E GAS | 4/8/2010 | 11/29/2010 | 14,917.24 | 12,536.66 2,380 58 |
| 3750 | OGX PETROLEO E GAS | 4/8/2010 | 11/30/2010 | 45,712.11 | 37,610 00 8,102 12 |
| 1000 | COUSINS PROP INC 7 5% PFD B | VARIOUS | 12/27/2010 | 24,219.58 | 20,160 00 4,059 58 |
| 1000 | COUSINS PROP INC 7 75% PFD A | 10/19/2009 | 12/27/2010 | 24,269.58 | 20,708 30 3,561 28 |
| 2500 | NETAPP INC | VARIOUS | 1/27/2011 | 139,592.56 | 99,917.70 39,674 86 |
| 1000 | BHP BILLITON PLC | VARIOUS | 2/2/2011 | 75,970 14 | 66,234.91 9,735.23 |
| 3500 | COCA COLA ENTERPRISES INC | VARIOUS | 2/3/2011 | 88,338 29 | 77,280.00 11,058 29 |
| 4000 | ZIONS BANCORPORATION | 7/19/2010 | 2/24/2011 | 111,221.85 | 106,239 20 4,982.65 |
| 100000 | CAPITAL ONE FINL CORP 6.15% 9/1/16 | 10/27/2008 | 2/25/2011 | 108,943 00 | 52,850.00 56,093.00 |
| 50000 | DENBURY RESOURCES INC 7.5% 4/1/13 | 2/17/2009 | 2/27/2011 | 50,312 50 | 45,312 50 5,000.00 |
| 75000 | TEREX CORP 10 875% 6/1/16 | 6/3/2009 | 3/1/2011 | 87,577 50 | 74,370 75 13,206 75 |
| 4000 | ARES CAPITAL CORP | 9/28/2010 | 3/3/2011 | 70,816 07 | 59,728 11 11,087 96 |
| 50 | ARLINGTON ASSET INV CORP | 10/26/2010 | 3/4/2011 | 1,388 97 | 1,178 00 210 97 |
| 81 | ENBRIDGE ENERGY MGMT LLC | 4/3/2003 | 3/4/2011 | 5,409 88 | 1,752 40 3,657 48 |
| 25000 | CROWN CASTLE INTL CORP 9% 1/15/15 | 1/27/2009 | 3/7/2011 | 28,070 00 | 22,836 02 5,233 98 |
| 48000 | KANSAS CITY SOUTHN RY CO 13% 12/15/13 | 12/18/2008 | 3/29/2011 | 57,000 00 | 43,107.79 13,892 21 |
| 50000 | CROWN CASTLE INTL CORP 9% 1/15/15 | 1/27/2009 | 3/29/2011 | 55,188.00 | 45,672.05 9,515 95 |
| 5000 | TEEKAY TANKERS LTD | 7/24/2009 | 3/30/2011 | 48,843.62 | 47,683.39 1,160 23 |
| 1500 | PETROMINERALES LTD | 9/11/2009 | 4/8/2011 | 52,498 99 | 17,732.57 34,766 42 |
| 2000 | PETROMINERALES LTD | 9/11/2009 | 4/11/2011 | 69,878.65 | 23,643 42 46,235 23 |
| 7500 | CRUDE CARRIERS CORP | VARIOUS | 4/25/2011 | 91,564.68 | 122,296 35 (30,731.67) |
| 5000 | TEEKAY TANKERS LTD | VARIOUS | 4/25/2011 | 49,314.99 | 42,951 16 6,363 83 |
| 6000 | AT&T INC | 3/29/2011 | 5/5/2011 | 187,499.99 | 171,272 40 16,227.59 |
| 2000 | FREEPORT MCMORAN COPPER & GOLD | VARIOUS | 5/6/2011 | 105,333.97 | 91,395.54 13,938 43 |
| 1000 | POTASH CORP OF SASKATCHEWAN | VARIOUS | 5/6/2011 | 53,979 06 | 56,102 48 (2,123 42) |
| 1000 | FREEPORT MCMORAN COPPER & GOLD | 2/2/2011 | 5/19/2011 | 48,257 97 | 53,768.65 (5,510 68) |
| 2000 | DEERE & CO | VARIOUS | 5/23/2011 | 169,681 74 | 164,536 88 5,144 86 |
| 1000 | RANGE RESOURCES CORP | 4/8/2011 | 5/25/2011 | 51,864 60 | 58,321 00 (6,456 40) |
| 2750 | ARLINGTON ASSET INV CORP | VARIOUS | 7/12/2011 | 83,715 27 | 60,013 75 23,701 52 |
| 4000 | VERISK ANALYTICS INC | VARIOUS | 7/27/2011 | 133,568.63 | 110,508 00 23,060 63 |
| 2000 | TEEKAY CORPORATION | VARIOUS | 7/28/2011 | 57,373.89 | 57,407 90 (34.01) |
| 2500 | SUNCOR ENERGY INC | 7/27/2011 | 8/9/2011 | 87,761.31 | 103,891 75 (16,130.44) |
| 1500 | 3M COMPANY | 2/23/2011 | 8/23/2011 | 116,882 85 | 139,470.45 (22,587 60) |
| 2500 | CENOVUS ENERGY INC | 7/8/2011 | 9/15/2011 | 78,491.49 | 96,188 00 (17,696.51) |
| 1500 | HALLIBURTON CO | 7/27/2011 | 9/15/2011 | 57,928.88 | 85,180 65 (27,251 77) |
| 500 | UNITED PARCEL SERVICE | 3/1/2011 | 9/15/2011 | 31,514 39 | 36,825.00 (5,310 61) |
| 100000 | KKR FINL HOLDINGS LLC 7% 7/15/12 | VARIOUS | 9/23/2011 | 103,000.00 | 100,568.75 2,431.25 |
| 1500 | CABOT OIL & GAS CORP | VARIOUS | 9/28/2011 | 91,383 94 | 106,882.20 (15,498 26) |
| 2500 | INTREPID POTASH INC | 5/27/2011 | 10/7/2011 | 56,774 15 | 76,249.50 (19,475 35) |
| 1000 | BLACKROCK INC | 5/24/2011 | 10/11/2011 | 140,388.20 | 198,866 00 (58,477.80) |
| 500 | BORG WARNER AUTOMOTIVE INC | 7/26/2011 | 10/11/2011 | 28,003 06 | 37,826.75 (9,823.69) |
| 250 | INTERNATIONAL BUSINESS MACHINES CORP | 7/1/2010 | 10/25/2011 | 44,349.82 | 32,075 40 12,274 42 |
| | | | | | |
| | | | | | |
| | TOTALS | | | 3,199,560.10 | 3,052,712.33 146,847.77 |

HIGH FIVE FOUNDATION
ID# 11-3358107
FORM 990-PF, PART XV
GRANTS AND CONTRIBUTIONS PAID
FYE 10/31/11

| | | |
|--|---------------------|-----------|
| EAST HARLEM TUTORIAL PROGRAM | NEW YORK, NY | 250.00 |
| ACLU | NEW YORK, NY | 100.00 |
| STERN CENTER FOR LANGUAGE AND LEARNING | WILLISTON, VT | 500.00 |
| SMILE TRAIN | NEW YORK, NY | 500.00 |
| FIVE TOWNS COMMUNITY CHEST | WOODMERE, NY | 1,250.00 |
| INTERSTITIAL CYSTITIS ASSOCIATION | ROCKVILLE, MD | 5,000.00 |
| WOODMERE FIRE DEPT | WOODMERE, NY | 25 00 |
| SOUTHERN POVERTY LAW CENTER | MONTGOMERY, AL | 100.00 |
| U S HOLOCAUST MEMORIAL MUSEUM | WASHINGTON, DC | 100.00 |
| SERVICES FOR THE UNDERSERVED | NEW YORK, NY | 500 00 |
| AMERICAN FOLK ART MUSEUM | NEW YORK, NY | 2,500 00 |
| MOTHERS AGAINST DRUNK DRIVING | IRVING, TX | 100 00 |
| DOCTORS WITHOUT BORDERS | HAGERSTOWN, MD | 100 00 |
| VETERANS OF FOREIGN WARS | TOPEKA, KS | 100 00 |
| MICHIGAN HUMANE SOCIETY | BINGHAM FARMS, MI | 2,500 00 |
| CONSUMER REPORTS FOUNDATION | WASHINGTON, DC | 50 00 |
| UJA FEDERATION | NEW YORK, NY | 47,500.00 |
| DARTMOUTH COLLEGE | HANOVER, NH | 250 00 |
| DARTMOUTH COLLEGE HILLEL | HANOVER, NH | 2,500 00 |
| WLIW 21 | NEW YORK, NY | 200 00 |
| CHESS-IN-THE-SCHOOLS | NEW YORK, NY | 500 00 |
| WORLD JEWISH CONGRESS FOUNDATION | WASHINGTON, DC | 250.00 |
| EMORY UNIVERSITY | ATLANTA, GA | 20,000.00 |
| CHABAD AT DARTMOUTH | HANOVER, NH | 100.00 |
| WALL STREET SYNAGOGUE | NEW YORK, NY | 100.00 |
| CHANNEL 13 | NEW YORK, NY | 100 00 |
| NATL RIGHT TO WORK LEGAL DEF FDTN | SPRINGFIELD, VA | 100.00 |
| CLASS OF 1961 LEGACY-DARTMOUTH COLLEGE | HANOVER, NH | 25.00 |
| TEMPLE AM ECHAD | LYN BROOK, NY | 200.00 |
| SUSAN G. KOMEN FOR THE CURE | WEST PALM BEACH, FL | 200.00 |
| CLAL | NEW YORK, NY | 2,500 00 |
| PHI BETA KAPPA | WASHINGTON, DC | 100.00 |
| TEACH FOR AMERICA | NEW YORK, NY | 500 00 |
| ALVIN AILEY DANCE FDTN | NEW YORK, NY | 940.00 |
| NAAM BIOMEDICAL SOCIETY | NEW YORK, NY | 500.00 |
| MARCH OF DIMES | DECATUR, IL | 50.00 |
| JEWISH FEDERATION OF PALM BEACH COUNTY | WEST PALM BEACH, FL | 1,500.00 |
| CITY PARKS FOUNDATION | NEW YORK, NY | 12,500.00 |
| 92ND STREET Y | NEW YORK, NY | 500.00 |
| ST JUDE CHILDREN'S RESEARCH HOSPITAL | MEMPHIS, TN | 500.00 |
| CITY MEALS ON WHEELS | NEW YORK, NY | 2,400.00 |
| SAMUEL WAXMAN CANCER RESEARCH FDN | NEW YORK, NY | 1,000 00 |
| FRIENDS OF DUANE PARK | NEW YORK, NY | 200.00 |
| INWOOD CHARITIES | INWOOD, NY | 5,000.00 |
| MICHAEL J. FOX FOUNDATION | NEW YORK, NY | 1,000.00 |
| VACAMAS PROGRAMS FOR YOUTH | WEST MILFORD, NJ | 250.00 |
| CHILDREN'S AID SOCIETY | NEW YORK, NY | 2,000.00 |
| MOUNT SINAI BREAST HEALTH PROGRAM | NEW YORK, NY | 500.00 |
| AMERICAN CANCER SOCIETY | NEW YORK, NY | 700.00 |
| THE FIRST TEE OF METRO NEW YORK | BRONX, NY | 500 00 |
| UNIVERSITY OF NC AT CHAPEL HILL | CHAPEL HILL, NC | 12,500 00 |
| FIGHT FOR SIGHT | NEW YORK, NY | 500 00 |
| JUVENILE DIABETES RESEARCH FUND | NEW YORK, NY | 1,500.00 |

HIGH FIVE FOUNDATION
ID# 11-3358107
FORM 990-PF, PART XV
GRANTS AND CONTRIBUTIONS PAID
FYE 10/31/11

| | | | | | |
|--|--|--|-------------------|--|-------------------|
| SAVE ELLIS ISLAND, INC. | | | WASHINGTON, DC | | 100.00 |
| DARTMOUTH COLLEGE | | | HANOVER, NH | | 8,150.00 |
| PROJECT RIGHT CHOICE | | | HANOVER, NH | | 2,500.00 |
| FRIENDS OF THE ISRAEL DEFENSE FORCES | | | NEW YORK, NY | | 1,000.00 |
| CUNY SCHOOL OF LAW FOUNDATION | | | NEW YORK, NY | | 100.00 |
| BIRTHRIGHT ISRAEL FOUNDATION | | | NEW YORK, NY | | 250.00 |
| MUSEUM OF MODERN ART | | | NEW YORK, NY | | 75.00 |
| NAACP | | | BALTIMORE, MD | | 100.00 |
| THE RONALD MCDONALD HOUSE OF L I, | | | NEW HYDE PARK, NY | | 100.00 |
| THE HELPERS FUND | | | POTTERSVILLE, NY | | 50.00 |
| FRIENDS OF BEZALEL | | | NEW YORK, NY | | 750.00 |
| MOUNT SINAI MEDICAL CENTER | | | NEW YORK, NY | | 6,250.00 |
| THE FRESH AIR FUND | | | NEW YORK, NY | | 50.00 |
| THE COLONIAL WILLIAMSBURG FOUNDATION | | | WILLIAMSBURG, VA | | 2,500.00 |
| OLD WESTBURY HEBREW CONGREGATION | | | OLD WESTBURY, NY | | 250.00 |
| COMMUNITY BAPTIST CHURCH | | | ENGLEWOOD, NJ | | 100.00 |
| UNITED NEGRO COLLEGE FUND | | | FAIRFAX, VA | | 100.00 |
| MORAVIAN COLLEGE | | | BETHLEHEM, PA | | 2,500.00 |
| CENTRAL PARK CONSERVANCY | | | NEW YORK, NY | | 7,500.00 |
| PUTNEY OPEN DOOR FUND | | | PUTNEY, VT | | 100.00 |
| MARIA FARERI CHILDREN'S HOSPITAL | | | VALHALLA, NY | | 250.00 |
| PI LAMBDA PHI EDUCATIONAL FDTN | | | RICHMOND, VA | | 75.00 |
| BUSINESS OUTREACH CENTER NETWORK | | | NEW YORK, NY | | 500.00 |
| METROPOLITAN MUSEUM OF ART | | | NEW YORK, NY | | 170.00 |
| THE BRAIN TUMOR FOUNDATION | | | NEW YORK, NY | | 1,000.00 |
| COLUMBIA BUSINESS SCHOOL | | | NEW YORK, NY | | 15,000.00 |
| FRIENDS OF NORRIS COTTON CANCER CENTER | | | LEBANON, NH | | 250.00 |
| NEIGHBORHOOD STUDIOS OF FAIRFIELD COUNTY | | | BRIDGEPORT, CT | | 250.00 |
| HEIGHTS AND HILLS | | | BROOKLYN, NY | | 500.00 |
| STUDENTS FOR 60,000 | | | NORTHPORT, NY | | 2,000.00 |
| DARTMOUTH EDUCATIONAL ASSOCIATION | | | BOSTON, MA | | 250.00 |
| JAGUAR BASEBALL DIAMOND CLUB | | | JACKSON, NJ | | 75.00 |
| TOURETTE SYNDROME ASSOCIATION | | | BAYSIDE, NY | | 500.00 |
| ARBOR BROTHERS | | | NEW YORK, NY | | 2,500.00 |
| WOUNDED WARRIOR PROJECT | | | JACKSONVILLE, FL | | 1,000.00 |
| MUSEUM OF AMERICAN FINANCE | | | NEW YORK, NY | | 100.00 |
| TEMPLE EMANUEL | | | BIRMINGHAM, AL | | 100.00 |
| NATL SEPT 11 MEMORIAL MUSEUM | | | NEW YORK, NY | | 250.00 |
| HARVARD BUSINESS SCHOOL | | | CAMBRIDGE, MA | | 5,000.00 |
| NASSAU COUNTY VFW | | | EAST MEADOW, NY | | 15.00 |
| CYSTIC FIBROSIS FDTN | | | NEW YORK, NY | | 750.00 |
| FRIENDS OF THE HEWLETT-WOODMERE LIBRARY | | | HEWLETT, NY | | 1,000.00 |
| SPENCE SCHOOL | | | NEW YORK, NY | | 250.00 |
| DARTMOUTH ATHLETIC SPONSORS | | | HANOVER, NH | | 100.00 |
| UNICEF | | | NEW YORK, NY | | 100.00 |
| AMERICAN FRIENDS OF RABIN MEDICAL CENTER | | | NEW YORK, NY | | 500.00 |
| CITY YEAR | | | NEW YORK, NY | | 250.00 |
| HARVARD BUSINESS SCHOOL | | | BOSTON, MA | | 50,000.00 |
| CHAI LIFELINE | | | NEW YORK, NY | | 100.00 |
| TOTAL | | | | | 248,700.00 |

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-------------------------------|------------------------------|------------------------------------|-------------------------------|-------------------------------|
| TAX PREP & ACCTG-FYE 10/31/10 | \$ 2,500. | \$ 1,250. | | \$ 1,250. |
| Total | <u>\$ 2,500.</u> | <u>\$ 1,250.</u> | | <u>\$ 1,250.</u> |

Statement 2
Form 990-PF, Part I, Line 18
Taxes

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|--------------------------|------------------------------|------------------------------------|-------------------------------|-------------------------------|
| FORM 990-PF FYE 10/31/10 | \$ 2,512. | | | |
| FORM 990-PF FYE 10/31/11 | 6,200. | | | |
| Total | <u>\$ 8,712.</u> | <u>\$ 0.</u> | | <u>\$ 0.</u> |

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-----------------|------------------------------|------------------------------------|-------------------------------|-------------------------------|
| NYS FILING FEE | \$ 250. | | | \$ 250. |
| PUBLICATION FEE | 125. | | | 125. |
| Total | <u>\$ 375.</u> | <u>\$ 0.</u> | | <u>\$ 375.</u> |

Statement 4
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

| Corporate Stocks | Valuation Method | Book Value | Fair Market Value |
|-------------------------------------|---------------------|---------------|----------------------|
| 2000 VORNADO REALTY TRUST | Cost | \$ 98,558. | \$ 165,620. |
| 7500 TEEKAY OFFSHORE PARTNERS LP | Cost | 120,156. | 197,850. |
| 4000 AMERICAN TOWER CORP | Cost | 105,588. | 220,400. |
| 3000 ITC HOLDINGS CORP | Cost | 150,603. | 218,040. |
| 5376 ENBRIDGE ENERGY MANAGEMENT LLC | Cost | 56,250. | 165,688. |
| 1000 INTL BUSINESS MACHINES | Cost | 124,299. | 184,630. |
| 1500 PETROMINERALES LTD | Cost | 17,733. | 39,810. |
| 3000 COUSINS PROP 7.75% PFD A | Cost | 46,279. | 72,810. |
| 3000 COUSINS PROP 7.5% SER B | Cost | 45,315. | 72,300. |
| 7500 BROOKFIELD INFRA PTS LP | Cost | 93,697. | 188,175. |
| 3000 NEXTERA ENERGY INC | Cost | 162,090. | 169,200. |
| 12500 BLACKROCK KELSO CAP CORP | Cost | 109,773. | 106,750. |
| 10000 GOLUB CAP BDC INC | Cost | 147,800. | 155,200. |

Statement 4 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

| <u>Corporate Stocks</u> | <u>Valuation Method</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|----------------------------------|-------------------------|----------------------|--------------------------|
| 3000 KANSAS CITY SOUTHERN | Cost | \$ 134,879. | \$ 189,510. |
| 7500 STARWOOD PROP TRUST INC | Cost | 134,163. | 140,925. |
| 2000 PRAXAIR INC | Cost | 179,992. | 203,340. |
| 3000 TEEKAY CORP | Cost | 83,174. | 77,280. |
| 2000 UNITED PARCEL SVC INC | Cost | 131,590. | 140,480. |
| 1500 BORG WARNER AUTOMOTIVE INC | Cost | 90,889. | 114,735. |
| 2000 POTASH CORP OF SASKATCHEWAN | Cost | 93,040. | 94,660. |
| 5000 TARGA RESOURCES CORP | Cost | 148,482. | 168,700. |
| 6000 SEASPACE CORP PFD 9.5% | Cost | 150,333. | 165,300. |
| 3000 PALL CORP | Cost | 165,170. | 153,510. |
| 5000 EBAY INC | Cost | 169,858. | 159,150. |
| 4000 TRANSCANADA CORP | Cost | 170,959. | 172,160. |
| 7500 NISOURCE INC | Cost | 162,800. | 165,675. |
| 2500 KINDER MORGAN MGMT LLC | Cost | 165,262. | 165,600. |
| | Total | <u>\$ 3,258,732.</u> | <u>\$ 4,067,498.</u> |

Statement 5
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

| <u>Corporate Bonds</u> | <u>Valuation Method</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|---------------------------------------|-------------------------|--------------------|--------------------------|
| 100000 AFFINION GROUP 11.75% 10/15/15 | Cost | \$ 68,709. | \$ 89,500. |
| 50000 PLATINUM UNDER FIN 7.5% 6/1/17 | Cost | 35,594. | 53,240. |
| 100000 TEEKAY CORP 8.5% 1/15/20 | Cost | 106,250. | 96,750. |
| 100000 CIT GROUP 7% 5/1/16 | Cost | 101,050. | 100,125. |
| 150000 AFFINION GR 11.625% 11/15/15 | Cost | 136,500. | 122,625. |
| 100000 EVERTEC INC 11% 10/1/16 | Cost | 105,250. | 101,000. |
| | Total | <u>\$ 553,353.</u> | <u>\$ 563,240.</u> |

Statement 6
Form 990-PF, Part II, Line 13
Investments - Other

| <u>Other Securities</u> | <u>Valuation Method</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|------------------------------|-------------------------|--------------------|--------------------------|
| MERCURY CAPITAL CORP-HOBOKEN | Cost | \$ 125,781. | \$ 125,000. |
| | Total | <u>\$ 125,781.</u> | <u>\$ 125,000.</u> |

Statement 7
Form 990-PF, Part II, Line 15
Other Assets

| | <u>Book Value</u> | <u>Fair Market Value</u> |
|-------------------------------|-------------------|--------------------------|
| ACCRUED INT PAID - CORP BONDS | \$ 6,200. | \$ 6,200. |
| IRS TAX REFUND RECEIVABLE | 2,512. | 2,512. |
| Total | \$ 8,712. | \$ 8,712. |