EXTENDED 1R - 2012-83

Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: THE RUBIN FAMILY FOUNDATION, INC.
A Employer identification number: 11-3047773
Number and street (or P O box number if mail is not delivered to street address): 1441 59TH STREET
Room/suite
B Telephone number (see instructions): ( ) -
City or town, state, and ZIP code: BROOKLYN, NY 11219
C If exemption application is pending, check here ▶ ☐
D 1 Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

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, col. (c), line 16)* ▶ $ 21,918,213.
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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 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 (attach schedule)	1,047,500.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	23,872.	23,872.		ATCH 1
	4 Dividends and interest from securities	247,824.	247,391.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,776,218.			
	b Gross sales price for all assets on line 6a 1,285,786.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	56,197.	-8,979.		ATCH 3
	12 **Total.** Add lines 1 through 11	-400,825.	262,284.		
Operating and Administrative Expenses	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 schedule)	26,070.	13,035.		13,035.
	c Other professional fees (attach schedule) *	51,562.	51,562.		
	17 Interest ATTACHMENT 5	23,708.	23,708.		
	18 Taxes (attach schedule) (see instructions) **	11,641.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	88,415.	87,664.		750.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	201,396.	175,969.		13,785.
	25 Contributions, gifts, grants paid	973,610.			973,610.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,175,006.	175,969.	0	987,395.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-1,575,831.			
	b **Net investment income** (if negative, enter -0-)		86,315.		
	c **Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions. *ATCH 4 JSA ** ATCH 6 Form **990-PF** (2011)

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	3,201,694.	4,662,948.	4,662,948.
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 instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) ATCH 8	9,345,820.	8,457,426.	8,123,798.
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) ATCH 9	7,433,338.	5,284,553.	9,131,373.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ ATCH 10)		94.	94.
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	19,980,852.	18,405,021.	21,918,213.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	19,980,852.	18,405,021.	
30 **Total net assets or fund balances** (see instructions)	19,980,852.	18,405,021.	
31 **Total liabilities and net assets/fund balances** (see instructions)	19,980,852.	18,405,021.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	19,980,852.
2 Enter amount from Part I, line 27a	2	-1,575,831.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	18,405,021.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,405,021.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-1,777,306.
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 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 (col (b) divided by col (c))
2010	1,460,476.	21,066,189.	0.069328
2009	835,543.	17,787,896.	0.046973
2008	491,162.	21,358,163.	0.022996
2007	461,609.	27,050,368.	0.017065
2006	1,571,977.	29,810,806.	0.052732

2	**Total** of line 1, column (d)	2	0.209094
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	0.041819
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	21,617,486.
5	Multiply line 4 by line 3	5	904,022.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	863.
7	Add lines 5 and 6	7	904,885.
8	Enter qualifying distributions from Part XII, line 4	8	987,395.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	863.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	863.
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	863.
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . 6a 11,142.		
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	11,142.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	10,279.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 10,279. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,			
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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE RUBIN FAMILY FOUNDATION Telephone no ▶ 718-471-7400

Located at ▶ 1441 59TH STREET BROOKLYN, NY ZIP + 4 ▶ 11219

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 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? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ No

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No

If "Yes," list the years ▶ ______, ______, ______, ______

			Yes	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 instructions)	2b		

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here

▶ ______, ______, ______, ______

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** No: X

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
ATTACHMENT 11		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		0	0	0

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

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

3 Five highest-paid independent contractors for professional services (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 NONE	NONE	0
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 NOT APPLICABLE	
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
1 NOT APPLICABLE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	8,408,670.
b	Average of monthly cash balances	1b	3,846,861.
c	Fair market value of all other assets (see instructions)	1c	9,691,155.
d	**Total** (add lines 1a, b, and c)	1d	21,946,686.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	21,946,686.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	329,200.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,617,486.
6	**Minimum investment return.** Enter 5% of line 5	6	1,080,874.

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	1,080,874.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	863.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	863.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,080,011.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,080,011.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,080,011.

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	987,395.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	987,395.
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)	5	863.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	986,532.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,080,011.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			307,182.	
b Total for prior years 20 09 ,20 08 ,20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ $ 987,395.				
a Applied to 2010, but not more than line 2a			307,182.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				680,213.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (*If an amount appears in column (d), the same amount must be shown in column (a).*)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				399,798.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

LIEBEL RUBIN

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.

N/A

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:

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

c Any submission deadlines:

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

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
a *Paid during the year*				
ATTACHMENT 12				
Total ▶ 3a				973,610.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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	23,872.	
4 Dividends and interest from securities	900000	155.	14	247,669.	
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	900000	1,088.	18	-1,777,306.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 13		-1,064,653.		1,120,850.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-1,063,410.		-384,915.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -1,448,325.

(See worksheet in line 13 instructions to verify calculations.)

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 instructions.)

470024 F482 11/28/2012 4:01:15 PM V 11-6.1

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

			Yes	No
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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	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		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

Sign Here

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

Signature of officer or trustee: [signature] Date: 12/13/12 Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Carolyn Oakford [signature]	[signature]	11/28/2012		P00015167

Firm's name ▶ BRAND SONNENSCHINE LLP — Firm's EIN ▶ 13-3382567

Firm's address ▶ 299 BROADWAY SUITE 600, NEW YORK, NY 10007 — Phone no. 212-219-0220

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
THE RUBIN FAMILY FOUNDATION, INC.	11-3047773

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization THE RUBIN FAMILY FOUNDATION, INC.

Employer identification number 11-3047773

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LIEBEL RUBIN 1441 59TH ST. BROOKLYN, NY 11219	$ 1,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	QUEENS NASSAU NURSING HOME 520 BEACH 19TH STREET FAR ROCKAWAY, NY 11691	$ 37,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	CONG. MESIVTAH BETH ALEXANDER 1215 E. 7TH ST. BROOKLYN, NY 11230	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization THE RUBIN FAMILY FOUNDATION, INC.

Employer identification number 11-3047773

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization THE RUBIN FAMILY FOUNDATION, INC.

Employer identification number 11-3047773

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		WELLS FARGO #6288 - ST (SEE STATEMENT D- PROPERTY TYPE: SECURITIES				P	01/02/2011	12/31/2011
241,373.		234,791.					6,582.	
		WELLS FARGO #6288 - LT (SEE ATTACHMENT D PROPERTY TYPE: SECURITIES				P	01/02/2010	12/31/2011
1,044,408.		1,385,622.					-341,214.	
		CAPITAL GAINS THROUGH K-1S ST PROPERTY TYPE: SECURITIES				P	01/02/2011	12/31/2011
		24,159.					-24,159.	
		CAPITAL GAINS THROUGH K-1S LT PROPERTY TYPE: SECURITIES				P	01/02/2010	12/31/2011
		224,967.					-224,967.	
		1256 CAPITAL GAINS FROM K-1S ST PROPERTY TYPE: SECURITIES				P	01/02/2011	12/31/2011
		476,986.					-476,986.	
		1256 CAPITAL GAINS FROM K-1S LT PROPERTY TYPE: SECURITIES				P	01/02/2010	12/31/2011
		715,479.					-715,479.	
		SECTION 1231 GAIN FROM K-1 PROPERTY TYPE: SECURITIES				P	01/02/2011	12/31/2011
5.							5.	
		K-1 CAPITAL GAINS ALLOCATED TO 990T PROPERTY TYPE: SECURITIES				P	01/02/2010	12/31/2011
		1,088.					-1,088.	
TOTAL GAIN(LOSS)							-1777306.	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
METROPOLITAN NATIONAL BANK	23,472.	23,472.
WELLS FARGO - BANK SWEEP INTEREST	400.	400.
TOTAL	23,872.	23,872.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS - THIRD AVE FUNDS	3,504.	3,504.
INTEREST FROM K-1S	15,774.	15,774.
TAX-EXEMPT INTEREST	278.	
DIVIDENDS FROM K-1S	32,394.	32,239.
INTEREST FROM US OBLIGATIONS K-1	496.	496.
DIVIDENDS - WELLS FARGO	134,954.	134,954.
INTEREST ON TAX REFUNDS	60,424.	60,424.
TOTAL	247,824.	247,391.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INCOME/ LOSS FROM PARTNERSHIPS	-1,067,415.	-2,762.
RENTAL INCOME	-7,790.	-7,790.
BOOK/TAX DIFFERENCES	-26,917.	
ROYALTY INCOME	1,573.	1,573.
FEDERAL REFUND FROM 990-T	962,321.	
NYS REFUND FROM CT-13	194,425.	
TOTALS	56,197.	-8,979.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PROFESSIONAL FEES PER K-1	51,562.	51,562.
TOTALS	51,562.	51,562.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST FROM K-1	23,556.	23,556.
MARGIN INTEREST	152.	152.
TOTALS	23,708.	23,708.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FOREIGN TAXES		6,391.
NYS CORPORATE TAXES		250.
FEDERAL TAXES PAID		5,000.
	TOTALS	11,641.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PORTFOLIO EXPENSES	87,484.	87,484.	
BANK CHARGES	180.	180.	
NON-DEDUCTIBLE EXPENSES PER K1	1.		
FILING FEES	750.		750.
TOTALS	88,415.	87,664.	750.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
176,920 METBANK HOLDING CORP	1,429,738.	1,429,738.
THIRD AVENUE VALUE FUND	230,864.	159,354.
50,000 CITIGROUP (WELLS FARGO)	214,855.	131,684.
WF#2- STOCKS,OPTIONS- ATT. 8.1	3,089,108.	3,399,832.
WF#2- MUTUAL FUNDS - ATT. 8.2	3,492,861.	3,003,190.
TOTALS	8,457,426.	8,123,798.

RUBIN FAMILY FOUNDATION #2

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 8534-6288

Additional information

	THIS PERIOD	THIS YEAR		THIS PERIOD	THIS YEAR
Gross proceeds	0 00	1,285,780 43	Foreign withholding	-87 12	-485 57

Portfolio detail

Cash and Sweep Balances

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N A and (if amounts exceed $250,000) at one or more other Wells Fargo affiliated banks These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to $250,000 per depositor, per institution, in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account, please contact Your Financial Advisor.

DESCRIPTION	% OF ACCOUNT	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
BANK DEPOSIT SWEEP	10 28	0 04	733,760 19	293 50
Interest Period 12/01/11 - 12/31/11				
Total Cash and Sweep Balances	**10.28**		**$733,760.19**	**$293.50**

* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year

Stocks, options & ETFs

Stocks and ETFs

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
ASBURY AUTOMOTIVE GROUP									
ABG									
Acquired 12/03/10 L nc		2,000	16 83	33,775 00		43,120 00	9,345 00		
Acquired 01/11/11 S		2,000	18 95	38,006 00		43,120 00	5,114 00		
Total	**1.21**	**4,000**		**$71,781.00**	**21.5600**	**$86,240.00**	**$14,459.00**	**N/A**	**N/A**
CHUBB CORP									
CB - HELD IN MARGIN									
On Reinvestment									
Acquired 11/04/03 L nc		100	33 45	3,348 00		6,922 00	3,574 00		
Acquired 12/17/04 L nc		900	38 27	34,488 50		62,297 99	27,809 49		
Reinvestments L nc		44 16600	49 85	2,201 82		3,057 18	855 36		
Reinvestments S nc		26 71200	60 78	1,623 59		1,849 00	225 41		
Total	**1.04**	**1,070.87800**		**$41,661.91**	**69.2200**	**$74,126 17**	**$32,464.26**	**$1,670.56**	**2 25**

WELLS FARGO ADVISORS

RUBIN FAMILY FOUNDATION #2

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 8534-6288

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
CIRRUS LOGIC INC									
CRUS - HELD IN MARGIN									
Acquired 01/02/03 L nc	3 33	15,000	19 29	289,308 00	15 8500	237,750 00	-51,558 00	N/A	N/A
CSX CORP									
CSX - HELD IN MARGIN									
On Reinvestment									
Acquired 04/25/03 L nc		450	5 18	2,335 00		9,477 00	7,142 00		
Acquired 12/17/04 L nc		2,550	6 54	16,737 25		53,702.97	36,965 72		
Acquired 01/17/06 L nc		6,000	8 47	50,907 50		126,360 00	75,452 50		
Reinvestments L nc		302 44493	16 52	4,997 85		6,369.50	1,371 65		
Reinvestments S nc		188 29007	22 22	4,184 54		3,965 40	-219 14		
Total	**2.80**	**9,490.73500**		**$79,162.14**	**21.0600**	**$199,874.87**	**$120,712.73**	**$4,555.55**	**2.28**
FORD MOTOR COMPANY									
F									
On Reinvestment									
Acquired 12/03/10 L nc		1,000	16 71	16,762 50		10,760 00	-6,002 50		
Acquired 12/03/10 L nc		1,000	16 70	16,754 30		10,760 00	-5,994 30		
Acquired 01/11/11 S nc		1,000	18 35	18,456 10		10,760 00	-7,696 10		
Acquired 01/26/11 S nc		3,000	18 35	55,176 10		32,280 00	-22,896 10		
Total	**0.90**	**6,000**		**$107,149.00**	**10.7600**	**$64,560.00**	**-$42,589.00**	**$1,200.00**	**1.86**
FUTUREMED HEALTHCARE PRODS CORP UNITS									
FMDHF									
Acquired 12/03/10 L nc	0 33	3,000	6 40	19,225 00	7 9057	23,717 10	4,492 10	1,980 00	8 34
GROUP 1 AUTOMOTIVE INC									
GPI - HELD IN MARGIN									
Acquired 11/01/05 L nc		1,000	28 84	28,919 00		51,800 00	22,881 00		
Acquired 09/25/07 L nc		5,000	33 41	167,354 50		259,000 00	91,645 50		
Acquired 04/28/10 L nc		2,000	34 81	69,698 33		103,600 00	33,901 67		
Acquired 04/28/10 L nc		1,000	34 82	34,853 27		51,800 00	16,946 73		
Acquired 05/04/10 L nc		1,600	31 16	49,881 32		82,880 00	32,998 68		
Acquired 05/04/10 L nc		1,600	31 17	49,899 92		82,880 00	32,980 08		
Acquired 05/04/10 L nc		1,000	31 17	31,185 83		51,800.00	20,614 17		
Acquired 05/04/10 L nc		600	31 15	18,699 50		31,080 00	12,380 50		
Acquired 05/04/10 L nc		500	31 17	15,596 42		25,900.00	10,303 58		
Acquired 05/04/10 L nc		200	31 09	6,226 16		10,360 00	4,133 84		
Acquired 05/04/10 L nc		200	31 10	6,223 16		10,360 00	4,136 84		
Acquired 05/04/10 L nc		200	31 11	6,225 17		10,360 00	4,134 83		

RUBIN FAMILY FOUNDATION #2

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 8534-6288

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Acquired 05/04/10 L nc		100	31 12	3,113 58		5,180 00	2,066 42		
Acquired 05/06/10 L nc		1,000	28 91	28,966 30		51,800 00	22,833 70		
Acquired 05/06/10 L nc		400	28 92	11,587 00		20,720.00	9,133 00		
Acquired 05/06/10 L nc		400	28 93	11,591 00		20,720 00	9,129 00		
Acquired 05/06/10 L nc		200	28 91	5,796 50		10,360 00	4,563 50		
Acquired 12/03/10 L nc		400	39 04	15,633 28		20,720 00	5,086 72		
Acquired 12/03/10 L nc		200	39 01	7,814 20		10,360.00	2,545 80		
Acquired 12/03/10 L nc		200	39 03	7,813 20		10,360 00	2,546 80		
Acquired 12/03/10 L nc		100	39 02	3,905 60		5,180 00	1,274 40		
Acquired 12/03/10 L nc		100	39 06	3,909 60		5,180 00	1,270 40		
Acquired 01/11/11 S		900	39 89	35,991 90		46,620 00	10,628 10		
Acquired 01/11/11 S		100	39 90	4,005 40		5,180 00	1,174 60		
Acquired 01/26/11 S		1,500	39 28	58,991 25		77,700 00	18,708 75		
Acquired 01/26/11 S		300	39 26	11,797 25		15,540 00	3,742 75		
Acquired 01/26/11 S		200	39 27	7,863 50		10,360 00	2,496 50		
Total	**15.24**	**21,000**		**$703,542 14**	**51 8000**	**$1,087,800.00**	**$384,257.86**	**$10,920.00**	**1.00**
HEWLETT-PACKARD COMPANY									
HPQ									
On Reinvestment									
Acquired 12/03/10 L nc		1,000	43 00	43,107 00		25,759 99	-17,347 01		
Reinvestments L nc		1 88800	42 37	80 00		48 64	-31 36		
Reinvestments S nc		10 54400	30.48	321 48		271 61	-49 87		
Total	**0.37**	**1,012.43200**		**$43,508.48**	**25.7600**	**$26,080.24**	**-$17,428.24**	**$485.96**	**1.86**
HOME DEPOT INC									
HD - HELD IN MARGIN									
On Reinvestment									
Acquired 10/02/07 L nc		5,000	33 39	167,205 00		210,199 95	42,994 95		
Acquired 12/03/10 L nc		2,000	33 42	66,953 60		84,079 98	17,126 38		
Acquired 01/26/11 S nc		2,000	37 47	75,049 00		84,080 00	9,031 00		
Reinvestments L nc		280 52600	29 61	8,306 90		11,793 34	3,486 44		
Reinvestments S nc		266 27500	36 64	9,756 48		11,194.23	1,437 75		
Total	**5.62**	**9,546.80100**		**$327,270.98**	**42.0400**	**$401,347.50**	**$74,076.52**	**$11,074.28**	**2.76**
HOVNANIAN ENTERPRISES									
INC CL A									
HOV - HELD IN MARGIN									
Acquired 07/21/05 L nc	0 01	500	71 09	35,585 00	1 4500	725.00	-34,860 00	N/A	N/A

WELLS FARGO ADVISORS

RUBIN FAMILY FOUNDATION #2

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 8534-6288

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
IRON MTN INC PA									
IRM									
On Reinvestment									
Acquired 05/12/11 S nc		2,000	32 93	65,975 40		61,599 98	-4,375 42		
Reinvestments S nc		30.15700	33 27	1,003 55		928 85	-74 70		
Total	**0.88**	**2,030.15700**		**$66,978.95**	**30.8000**	**$62,528.83**	**-$4,450.12**	**$2,030 15**	**3.25**
JOHNSON & JOHNSON									
JNJ - HELD IN MARGIN									
On Reinvestment									
Acquired 01/02/03 L nc		9,000	38 02	342,242 00		590,219 91	247,977 91		
Reinvestments L nc		542 42300	60 93	33,050 11		35,572 15	2,522 04		
Reinvestments S nc		343 75700	63 31	21,763 54		22,543 62	780 08		
Total	**9.08**	**9,886.18000**		**$397,055.65**	**65.5800**	**$648,335.68**	**$251,280.03**	**$22,540.49**	**3.48**
LEHMAN BROTHERS HOLDINGS INC									
LEHMQ - HELD IN MARGIN									
Acquired 02/24/06 L nc		2,000	74 37	148,811 13	0 0216	43 20	-148,767 93	N/A	N/A
NATIONAL WESTERN LIFE INSURANCE CO CL A									
NWLI									
On Reinvestment									
Acquired 01/26/11 S nc		200	171 88	34,395 00		27,232 00	-7,163 00		
Acquired 01/26/11 S nc		100	170 56	17,070 50		13,616 00	-3,454 50		
Acquired 01/26/11 S nc		100	171 39	17,148 50		13,616 00	-3,532 50		
Acquired 01/26/11 S nc		100	171 60	17,169 50		13,616 00	-3,553 50		
Acquired 01/26/11 S nc		100	171 70	17,179 50		13,616 00	-3,563 50		
Acquired 01/26/11 S nc		100	171 87	17,196 50		13,616 00	-3,580 50		
Acquired 01/26/11 S nc		100	170 65	17,074 50		13,616 00	-3,458 50		
Acquired 01/26/11 S nc		100	171 28	17,137 49		13,616 00	-3,521 49		
Acquired 01/26/11 S nc		91	171 89	15,650 64		12,390 56	-3,260 08		
Acquired 01/26/11 S nc		8	170 66	1,366 04		1,089 28	-276 76		
Acquired 01/26/11 S nc		1	169 91	170 01		136 16	-33 85		
Reinvestments S nc		2 49200	144 46	360 00		339 31	-20 69		
Total	**1.91**	**1,002.49200**		**$171,918.18**	**136.1600**	**$136,499.31**	**-$35,418.87**	**$360.89**	**0.26**
NORFOLK SOUTHERN CORP									
NSC - HELD IN MARGIN									
On Reinvestment									
Acquired 04/22/03 L nc		175	20 06	3,511 00		12,750 49	9,239 49		

Attachment 8.1 (4/6)

RUBIN FAMILY FOUNDATION #2

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 8534-6288

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Acquired 12/17/04 L nc		325	34 71	11,311 75		23,679 50	12,367 75		
Reinvestments L nc		19 29600	54 80	1,057 52		1,405 91	348 39		
Reinvestments S nc		12 78600	68 05	870 12		931 59	61 47		
Total	**0.54**	**532.08200**		**$16,750.39**	**72.8600**	**$38,767.49**	**$22,017.10**	**$915.18**	**2.36**
NUVASIVE INC NUVA - HELD IN MARGIN Acquired 09/26/07 L nc	0.53	3,000	37 04	111,254 55	12 5900	37,770 00	-73,484 55	N/A	N/A
NVIDIA CORP NVDA Acquired 12/03/10 L nc	0.39	2,000	14 41	28,934 00	13 8600	27,720.00	-1,214 00	N/A	N/A
RADIAN GROUP INC RDN - HELD IN MARGIN On Reinvestment									
Acquired 09/26/07 L nc		5,000	22 51	112,786 50		11,699 95	-101,086 55		
Acquired 10/07/08 L nc		8,998 40400	4 13	37,182 30		21,056 18	-16,126 12		
Acquired 05/06/10 L nc		2,000	10 64	21,394 40		4,680.06	-16,714 34		
Reinvestments L nc		42 99500	6 28	270 37		100 63	-169 74		
Reinvestments S nc		44 77400	3 58	160 54		104 82	-55 72		
Total	**0.53**	**16,086.17300**		**$171,794.11**	**2.3400**	**$37,641.64**	**-$134,152.47**	**$160.86**	**0.43**
SANFILIPPO JOHN B & SON INC JBSS									
Acquired 12/03/10 L nc		200	11 91	2,389 20		1,508 00	-881 20		
Acquired 12/03/10 L nc		200	11 94	2,395 20		1,508 00	-887 20		
Acquired 12/03/10 L nc		200	11 93	2,394 16		1,508 00	-886 16		
Acquired 12/03/10 L nc		156	11 96	1,871 38		1,176.24	-695 14		
Acquired 12/03/10 L nc		100	11 88	1,196 85		754.00	-442 85		
Acquired 12/03/10 L nc		100	11 90	1,193 60		754 00	-439 60		
Acquired 12/03/10 L nc		44	11 95	527 38		331 76	-195 62		
Total	**0.11**	**1,000**		**$11,967.77**	**7.5400**	**$7,540.00**	**-$4,427.77**	**N/A**	**N/A**
SCHLUMBERGER LTD SLB On Reinvestment									
Acquired 12/03/10 L nc		1,000	82 42	82,467 20		68,309 99	-14,157 21		
Reinvestments S nc		9 83100	76 49	752 04		671 56	-80 48		
Total	**0.97**	**1,009.83100**		**$83,219.24**	**68.3100**	**$68,981.55**	**-$14,237.69**	**$1,009.83**	**1.46**

WELLS FARGO ADVISORS

RUBIN FAMILY FOUNDATION #2

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 8534-6288

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
STRONGCO CORP									
SQPFF									
Acquired 12/03/10 L nc		3,000	3 58	10,802.00		15,467 70	4,665 70		
Acquired 05/12/11 S		1,500	5 62	8,478.25		7,733 85	-744.40		
Acquired 05/12/11 S		700	5 58	3,934.82		3,609 13	-325 69		
Acquired 05/12/11 S		400	5 44	2,190 27		2,062.36	-127 91		
Acquired 05/12/11 S		200	5 55	1,117.93		1,031.18	-86 75		
Acquired 05/12/11 S		200	5 41	1,093.83		1,031 18	-62 65		
Total	**0.43**	**6,000**		**$27,617.10**	**5 1559**	**$30,935.40**	**$3,318.30**	**N/A**	**N/A**
TEVA PHARMACEUTICAL									
ADR INDS LTD									
TEVA - HELD IN MARGIN									
On Reinvestment									
Acquired 12/03/10 L nc		1,000	48 60	48,641 00		40,359 99	-8,281 01		
Acquired 02/09/11 S nc		1,000	51 41	51,517.20		40,359 99	-11,157 21		
Reinvestments S nc		35 62200	44 34	1,579 54		1,437 72	-141 82		
Total	**1.15**	**2,035.62200**		**$101,737.74**	**40.3600**	**$82,157.70**	**-$19,580.04**	**$1,597.96**	**1.94**
TEXTRON INC									
TXT - HELD IN MARGIN									
On Reinvestment									
Acquired 07/14/03 L nc		200	19 34	3,869 00		3,698 00	-171.00		
Acquired 12/17/04 L nc		800	35 96	28,805 00		14,791 99	-14,013 01		
Reinvestments L nc		7 23900	16 63	120 41		133 86	13 45		
Reinvestments S nc		3 57800	22 54	80 67		66 15	-14 52		
Total	**0.26**	**1,010.81700**		**$32,875.08**	**18.4900**	**$18,690.00**	**-$14,185.08**	**$80.86**	**0.43**
Total Stocks and ETFs	**47.64**			**$3,089,107.54**		**$3,399,831.68**	**$310,724.14**	**$60,582.57**	**1.78**
Total Stocks, options & ETFs	**47.64**			**$3,089,107.54**		**$3,399,831.68**	**$310,724.14**	**$60,582.57**	**1.78**

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated cost for all other lots will be reported to the IRS

RUBIN FAMILY FOUNDATION #2

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER· 8534-6288

Mutual Funds

Mutual fund shares are pnced at net asset value Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return
If a portion of your fund position was converted, the 'Client Investment' value may include reinvestments from previously held positions

Open End Mutual Funds

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
CAPITAL WORLD GROWTH & INCOME FD INC CLASS A CWGIX - HELD IN MARGIN On Reinvestment									
Acquired 03/02/05 L nc		7,192 17500	34 76	250,000 00		231,012 59	-18,987 41		
Acquired 03/09/05 L nc		1,428 98000	34 99	50,000 00		45,898 84	-4,101 16		
Acquired 12/19/05 L nc		8,137.89700	38 10	310,053 88		261,389 25	-48,664 63		
Acquired 01/17/06 L nc		3,994.67400	37 55	150,000 00		128,308 93	-21,691 07		
Acquired 01/20/06 L nc		2,693 24000	37 13	100,000 00		86,506 87	-13,493 13		
Acquired 02/24/06 L nc		2,617.11600	38 21	100,000 00		84,061 77	-15,938 23		
Acquired 09/13/06 L nc		5,000	40 00	200,000 00		160,600.00	-39,400 00		
Acquired 07/26/07 L nc		1,091.94100	45 79	50,000 00		35,073 14	-14,926 86		
Reinvestments L nc		10,425 64500	38 21	398,443 58		334,871 77	-63,571 81		
Reinvestments S nc		1,204 98400	33.88	40,836 90		38,704 10	-2,132 80		
Total	**19.71**	**43,786.65200**		**$1,649,334.36**	**32.1200**	**$1,406,427.26**	**-$242,907.10**	**$35,029.32**	**2.49**
	Client Investment (Excluding Reinvestments)					$1,210,053 88			
	Gain/Loss on Client Investment (Including Reinvestments)					$196,373 38			
FIDELITY ADVISOR NEW INSIGHTS FD CLASS A FNIAX - HELD IN MARGIN On Reinvestment									
Acquired 01/17/06 L nc		3,982 83100	17 64	70,257 15		78,541 39	8,284 24		
Acquired 01/20/06 L nc		4,342 79100	17 27	75,000 00		85,639 84	10,639 84		
Acquired 02/24/06 L nc		2,895 19400	17 27	50,000 00		57,093 23	7,093 23		
Reinvestments L nc		399 93500	20 32	8,128 80		7,886 74	-242 06		
Reinvestments S nc		21 19000	20 84	441 65		417 87	-23 78		
Total	**3.22**	**11,641.94100**		**$203,827.60**	**19.7200**	**$229,579.07**	**$25,751.47**	**N/A**	**N/A**
	Client Investment (Excluding Reinvestments)					$195,257 15			
	Gain/Loss on Client Investment (Including Reinvestments)					$34,321 92			

WELLS FARGO ADVISORS

RUBIN FAMILY FOUNDATION #2

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 8534-6288

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
DAVIS NEW YORK VENTURE FUND CL A									
NYVTX - HELD IN MARGIN									
On Reinvestment									
Acquired 01/17/06 L nc		1,986 65800	34 60	68,738 40		64,566 39	-4,172 01		
Acquired 01/20/06 L nc		2,198 76900	34 11	75,000 00		71,459 97	-3,540 03		
Acquired 02/24/06 L nc		1,448.43600	34 52	50,000 00		47,074 17	-2,925 83		
Reinvestments L nc		300.37000	31 15	9,358.94		9,762 04	403 10		
Reinvestments S nc		36 09900	32 22	1,163 11		1,173 22	10 11		
Total	**2.72**	**5,970.33200**		**$204,260.45**	**32.5000**	**$194,035.79**	**-$10,224.66**	**$1,170.18**	**0.60**
Client Investment (Excluding Reinvestments)						$193,738 40			
Gain/Loss on Client Investment (Including Reinvestments)						$297 39			
OPPENHEIMER DEVELOPING MKTS FDS CLASS A									
ODMAX - HELD IN MARGIN									
On Reinvestment									
Acquired 02/21/06 L nc		324 35800	39 27	12,737 54		9,510 17	-3,227.37		
Reinvestments L nc		325 01500	22 91	7,448 52		9,529 44	2,080 92		
Reinvestments S nc		12 17300	29 92	364 23		356.91	-7 32		
Total	**0.27**	**661.54600**		**$20,550.29**	**29.3200**	**$19,396.52**	**-$1,153.77**	**$371 12**	**1 91**
Client Investment (Excluding Reinvestments)						$12,737 54			
Gain/Loss on Client Investment (Including Reinvestments)						$6,658 98			
OPPENHEIMER INTL SMALL CO FD CL A									
OSMAX - HELD IN MARGIN									
On Reinvestment									
Acquired 02/24/06 L nc		697 25800	22 32	15,562 79		13,017 80	-2,544 99		
Acquired 01/05/07 L nc		4,809 54200	25 99	125,000 00		89,794 15	-35,205 85		
Acquired 01/05/07 L nc		4,809 54200	25 99	125,000 00		89,794 15	-35,205 85		
Reinvestments L nc		3,844 27700	25 26	97,144 03		71,772 65	-25,371 38		
Reinvestments S nc		713 46300	18 09	12,906.55		13,320 36	413 81		
Total	**3.89**	**14,874.08200**		**$375,613.37**	**18.6700**	**$277,699.11**	**-$97,914.26**	**$13,550.28**	**4.88**
Client Investment (Excluding Reinvestments)						$265,562 79			
Gain/Loss on Client Investment (Including Reinvestments)						$12,136 32			

RUBIN FAMILY FOUNDATION #2

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 8534-6288

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
JPMORGAN TR I INTREPID EUROPEAN FUND CLASS A VEUAX - HELD IN MARGIN On Reinvestment									
Acquired 01/05/07 L nc		4,221 79500	28 04	118,379 25		65,100 04	-53,279 21		
Acquired 07/26/07 L nc		1,594.89600	31 35	50,000 00		24,593 30	-25,406 70		
Reinvestments L nc		1,610.33400	21 69	34,941 30		24,831 37	-10,109 93		
Reinvestments S nc		253 59600	15 30	3,882 55		3,910 46	27 91		
Total	**1.66**	**7,680.62100**		**$207,203 10**	**15.4200**	**$118,435.17**	**-$88,767.93**	**$4,016.96**	**3.39**
	Client Investment (Excluding Reinvestments)					$168,379 25			
	Gain/Loss on Client Investment (Including Reinvestments)					-$49,944 08			
ROYCE FUND VALUE PLUS FUND SERVICE CLASS RYVPX - HELD IN MARGIN On Reinvestment									
Acquired 04/14/05 L nc		22,935 78000	10 90	250,000 00		275,229 36	25,229 36		
Acquired 09/26/06 L nc		15,700 96900	13 00	204,155 62		188,411 63	-15,743 99		
Reinvestments L nc		4,348 61400	12 21	53,124 48		52,183 36	-941 12		
Reinvestments S nc		288.49700	11 89	3,430 23		3,461 97	31 74		
Total	**7.28**	**43,273.86000**		**$510,710.33**	**12.0000**	**$519,286.32**	**$8,575.99**	**$3,461.90**	**0.67**
	Client Investment (Excluding Reinvestments)					$454,155 62			
	Gain/Loss on Client Investment (Including Reinvestments)					$65,130 70			
THIRD AVE TR VALUE FD INSTL CL TAVFX - HELD IN MARGIN On Reinvestment									
Acquired 03/04/05 L nc		4,594 74400	54 41	250,000 00		184,432 98	-65,567 02		
Reinvestments L nc		1,210.20700	54 63	66,121 79		48,577 74	-17,544 05		
Reinvestments S nc		132 52700	39 54	5,240 13		5,319 64	79 51		

Attachment 8.2 (3/4)

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Total	**3.34**	**5,937.47800**		**$321,361.92**	**40.1400**	**$238,330.36**	**-$83,031.56**	**$5,361.54**	**2.25**
	Client Investment (Excluding Reinvestments)					$250,000 00			
	Gain/Loss on Client Investment (Including Reinvestments)					-$11,669 64			
Total Open End Mutual Funds	**42.08**			**$3,492,861.42**		**$3,003,189.60**	**-$489,671.82**	**$62,961.30**	**2.10**
Total Mutual Funds	**42.08**			**$3,492,861.42**		**$3,003,189.60**	**-$489,671.82**	**$62,961.30**	**2.10**

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Bank Deposit Sweep Allocation

Monies on deposit at each bank, together with any other deposits held in the same insurable capacity at each bank, are eligible for FDIC insurance up to $250,000 per depositor, per bank in accordance with FDIC rules These assets are not held in your securities brokerage account and therefore are not covered by SIPC Settlement timing differences will cause balances displayed in this section to vary from those indicated in the Portfolio detail section due to activity that occurs after 2 PM ET on the last business day of the month If you have questions about your sweep option, including rates, please contact Your Financial Advisor

DESCRIPTION	CURRENT VALUE	AS OF VALUE DATE
WELLS FARGO BANK, N A	250,000 00	12/30
WELLS FARGO BANK SOUTH CENTRAL, N A.	250,000 00	12/30
WELLS FARGO BANK NORTHWEST, N A	233,736 31	12/30
Total Bank Deposits	**$733,736.31**	

Activity detail by date

DATE	ACCOUNT TYPE	TRANSACTION/ CHECK NUMBER	QUANTITY	DESCRIPTION	PRICE	AMOUNT	CASH AND SWEEP BALANCES
12/01				BEGINNING BALANCE			731,006 31
12/01	Cash	DIVIDEND		NATIONAL WESTERN LIFE INSURANCE CO CL A 120111 1,000		360 00	

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FACTORY MEMBER LLC	-805,805.	
SANFORD BERNSTEIN ABSOLUTE RETURN FUND	500,000.	687,849.
30TH PLACE MEZZANINE OWNER LLC	-2,853,166.	
LANX FUND LP	1,777,369.	1,777,369.
RUBICON PARTNERS LP	1,772,295.	1,772,295.
LONGVIEW FUND, L.P.	534,284.	534,284.
PETUNIA LLC	3,522,816.	3,522,816.
YEDID ADVANTAGE FUND	836,760.	836,760.
TOTALS	5,284,553.	9,131,373.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DIVIDENDS RECEIVABLE	94.	94.
TOTALS	94.	94.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LIEBEL RUBIN 1441 59TH STREET BROOKLYN, NY 11219	PRESIDENT	0	0	0
DOROTHY RUBIN 1441 59TH STREET BROOKLYN, NY 11219	VICE PRES.	0	0	0
SOLOMON RUBIN 1441 59TH STREET BROOKLYN, NY 11219	DIRECTOR	0	0	0
SARA HELLER 1441 59TH STREET BROOKLYN, NY 11219	DIRECTOR	0	0	0
MARVIN RUBIN 1441 59TH STREET BROOKLYN, NY 11219	DIRECTOR	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED STATEMENT SEE ATTACHED SEE ATTACHED, NY 10007	NONE EXEMPT	CHARITABLE	973,610.
		TOTAL CONTRIBUTIONS PAID	973,610.

The Rubin Family Foundation, Inc.
2011 Charitable Listing
EIN 11-3047773

Payable to	Address				Amount	Relationship	Purpose	Status
Ahaves Chesed	1359 47th Street	Brooklyn	New York	11219	4,000 00	NONE	CHARITABLE	TAX EXEMPT
Amedei Zion	1577 48th Street	Brooklyn	New York	11219	1,000 00	NONE	CHARITABLE	TAX EXEMPT
Bnos Zion of Bobov	5000 14th Avenue	Brooklyn	New York	11219	18,000 00	NONE	CHARITABLE	TAX EXEMPT
Bnos Zion of Bobov	5000 14th Avenue	Brooklyn	New York	11219	250,000 00	NONE	CHARITABLE	TAX EXEMPT
Bobov Yeshiva Bnei Zion	1533 48th Street	Brooklyn	New York	11219	25,000 00	NONE	CHARITABLE	TAX EXEMPT
Bobov Yeshiva Bnei Zion	1533 48th Street	Brooklyn	New York	11219	5,000 00	NONE	CHARITABLE	TAX EXEMPT
Bonei Olem	1755 46th Street	Brooklyn	New York	11204	500 00	NONE	CHARITABLE	TAX EXEMPT
Bonei Olem	1755 46th Street	Brooklyn	New York	11204	1,000 00	NONE	CHARITABLE	TAX EXEMPT
Business Halacha Institute	1114 East 2nd Street	Brooklyn	New York	11230	500 00	NONE	CHARITABLE	TAX EXEMPT
Catskill Hatzolah	1340 E 9th Street	Brooklyn	New York	11230	1,000 00	NONE	CHARITABLE	TAX EXEMPT
Chasdei Shlomo	4715 15th Avenue	Brooklyn	New York	11219	1,000 00	NONE	CHARITABLE	TAX EXEMPT
Chavegim Makshivm	1533 48th Street	Brooklyn	New York	11219	5,000 00	NONE	CHARITABLE	TAX EXEMPT
Chavegim Makshivm	1533 48th Street	Brooklyn	New York	11219	13,000 00	NONE	CHARITABLE	TAX EXEMPT
Cheshek Shlomo Congregation	1243 55th Street	Brooklyn	New York	11219	5,000 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Ahavas Tzeduka V'Chesed	1347 42nd Street	Brooklyn	New York	11219	36,000 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Ahavas Tzeduka V'Chesed	1347 42nd Street	Brooklyn	New York	11219	3,000 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Bnei Pinchus	3054 Bedford Avenue	Brooklyn	New York	11210	500 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Bnei Yoel	411 County Road 105	Monroe	New York	10950	50,000 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Bobov of Lakewood	518 Monmouth Ave	Lakewood	New Jersey	08701	18,000 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Chesed of Belz	1519 39th Street	Brooklyn	New York	11218	25,000 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Chesed of Belz	1519 39th Street	Brooklyn	New York	11218	36,000 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Eitz Chaim D'Bobov	1577 48th Street	Brooklyn	New York	11219	7,500 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Kupas Boro Park	5314 16th Avenue	Brooklyn	New York	11219	2,600 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Lake Forest	1611 51st Street	Brooklyn	New York	11204	1,000 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Ohel Torah	172 Rodney Street	Brooklyn	New York	11211	1,300 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Shari Zion D'Bobov	4715 15th Avenue	Brooklyn	New York	11219	3,000 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Shari Zion D'Bobov	4715 15th Avenue	Brooklyn	New York	11219	5,000 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Shari Zion D'Bobov	4715 15th Avenue	Brooklyn	New York	11219	1,000 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Shari Zion D'Bobov	4715 15th Avenue	Brooklyn	New York	11219	1,800 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Shari Zion D'Bobov	4715 15th Avenue	Brooklyn	New York	11219	2,400 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Shari Zion D'Bobov	4715 15th Avenue	Brooklyn	New York	11219	5,400 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Tamideini	1832 60th Street	Brooklyn	New York	11204	1,400 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Toras Chaim	1714 52nd Street	Brooklyn	New York	11204	50,000 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Yaldei Zion	4803 15th Avenue	Brooklyn	New York	11219	5,000 00	NONE	CHARITABLE	TAX EXEMPT
Congregation Zichron Shloima	5014 16th Avenue, Suite 132	Brooklyn	New York	11204	30,000 00	NONE	CHARITABLE	TAX EXEMPT
Gmach Pinas Yikaas	1230 42nd Street	Brooklyn	New York	11219	1,500 00	NONE	CHARITABLE	TAX EXEMPT
Gmach Pinas Yikaas	1230 42nd Street	Brooklyn	New York	11219	25,000 00	NONE	CHARITABLE	TAX EXEMPT
Gmach Pinas Yikaas	1230 42nd Street	Brooklyn	New York	11219	25,000 00	NONE	CHARITABLE	TAX EXEMPT
Kahal Chasidei Bobov of Williamsburgh	43 Jarrospm Avemie	Brooklyn	New York	11211	5,000 00	NONE	CHARITABLE	TAX EXEMPT
Keren Chaim Shmiel	4403 15th Avenue	Brooklyn	New York	11219	25,000 00	NONE	CHARITABLE	TAX EXEMPT
Keren Chasanim D'Bobov	1736 55th Street	Brooklyn	New York	11204	2,500 00	NONE	CHARITABLE	TAX EXEMPT
Keren Chasanim D'Bobov	1736 55th Street	Brooklyn	New York	11204	6,500 00	NONE	CHARITABLE	TAX EXEMPT
Keren Ohr Chaim	1424 49th Street	Brooklyn	New York	11219	360 00	NONE	CHARITABLE	TAX EXEMPT
Kolel Chemdas Hatorah	220 Sunset Road	Lakewood	New Jersey	08701	750 00	NONE	CHARITABLE	TAX EXEMPT
Kolel Zichron Chaim	1533 48th Street	Brooklyn	New York	11219	3,000 00	NONE	CHARITABLE	TAX EXEMPT
Kolel Zichron Chaim	1533 48th Street	Brooklyn	New York	11219	25,000 00	NONE	CHARITABLE	TAX EXEMPT
Kollel Avreichim D'Chassidai Gur	1573 51st Street	Brooklyn	New York	11219	750 00	NONE	CHARITABLE	TAX EXEMPT
Kollel Avreichim D'Chassidai Gur	1573 51st Street	Brooklyn	New York	11219	500 00	NONE	CHARITABLE	TAX EXEMPT
Kollel Avreichim D'Chassidai Gur	1573 51st Street	Brooklyn	New York	11219	500 00	NONE	CHARITABLE	TAX EXEMPT
Ladies Auxiliary of Bebover Yeshiva Bnei Zion	4803 15th Avenue	Brooklyn	New York	11219	10,000 00	NONE	CHARITABLE	TAX EXEMPT
Ladies Auxiliary of Mosdos Bobov	4803 15th Avenue	Brooklyn	New York	11219	10,000 00	NONE	CHARITABLE	TAX EXEMPT
London - Talmidei Bobov	4403 15th Avenue	Brooklyn	New York	11219	5,000 00	NONE	CHARITABLE	TAX EXEMPT
Mechon Maseh Rokeach	1544 48th Street	Brooklyn	New York	11219	25,000 00	NONE	CHARITABLE	TAX EXEMPT
Mechon Maseh Rokeach	1533 48th Street	Brooklyn	New York	11219	30,000 00	NONE	CHARITABLE	TAX EXEMPT
Mechon Maseh Rokeach	1533 48th Street	Brooklyn	New York	11219	15,000 00	NONE	CHARITABLE	TAX EXEMPT
Mechon Maseh Rokeach	1533 48th Street	Brooklyn	New York	11219	15,000 00	NONE	CHARITABLE	TAX EXEMPT
Mesifta Eitz Chaim	1577 48th Street	Brooklyn	New York	11219	3,000 00	NONE	CHARITABLE	TAX EXEMPT
Mifal Ezra Zichron Yehida	1135 56th Street	Brooklyn	New York	11219	50,000 00	NONE	CHARITABLE	TAX EXEMPT
Mifal Ezra Zichron Yehida	1135 56th Street	Brooklyn	New York	11219	1,000 00	NONE	CHARITABLE	TAX EXEMPT
Mifal Ezra Zichron Yehida	1135 56th Street	Brooklyn	New York	11219	30,000 00	NONE	CHARITABLE	TAX EXEMPT
Rabbinical College of Bobover Yeshiva	1577 48th Street	Brooklyn	New York	11219	2,000 00	NONE	CHARITABLE	TAX EXEMPT
Satmar Bikur Cholim	27 Skillman Street	Brooklyn	New York	11205	1,000 00	NONE	CHARITABLE	TAX EXEMPT
Shuvu - Return	5417 18th Avenue	Brooklyn	New York	11204	500 00	NONE	CHARITABLE	TAX EXEMPT
Torah Research Acadamy	1481 47th street	Brooklyn	New York	11219	750 00	NONE	CHARITABLE	TAX EXEMPT
Yaldei Zion	4802 48th Street	Brooklyn	New York	11219	5,000 00	NONE	CHARITABLE	TAX EXEMPT
Yeshiva Kedushot Zion	1501 48th Street	Brooklyn	New York	11219	5,000 00	NONE	CHARITABLE	TAX EXEMPT
Yeshiva Kol Arye	183 Wilson Street	Brooklyn	New York	11211	3,600 00	NONE	CHARITABLE	TAX EXEMPT
Yeshiva Machzekei Hadas, Inc	4107 16th Avenue	Brooklyn	New York	11204	5,000 00	NONE	CHARITABLE	TAX EXEMPT
Yeshiva Machzekei Hadas, Inc	4107 16th Avenue	Brooklyn	New York	11204	5,000 00	NONE	CHARITABLE	TAX EXEMPT
Yeshiva Machzekei Hadas, Inc	4107 16th Avenue	Brooklyn	New York	11204	10,000 00	NONE	CHARITABLE	TAX EXEMPT
Yeshiva Yagdil Torah	5110 18th Avenue	Brooklyn	New York	11204	4,500 00	NONE	CHARITABLE	TAX EXEMPT
					973,610 00			

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INCOME	532000	-1,064,653.	18	-2,762.	
BOOK/TAX DIFFERENCE				-26,917.	
NET RENTAL LOSS				-7,790.	
OTHER INCOME				1,156,746.	
ROYALTIES				1,573.	
TOTALS		-1,064,653.		1,120,850.	

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust	Employer identification number
THE RUBIN FAMILY FOUNDATION, INC.	11-3047773

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-494,558.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-494,558.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-1,282,748.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-1,282,748.

Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-494,558.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-1,282,748.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-1,777,306.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 ..... 16 (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust
THE RUBIN FAMILY FOUNDATION, INC.

Employer identification number
11-3047773

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a WELLS FARGO #6288 - ST (SEE STATEMENT D-1.1)	01/02/2011	12/31/2011	241,373.	234,791.	6,582.
CAPITAL GAINS THROUGH K-1S ST	01/02/2011	12/31/2011		24,159.	-24,159.
1256 CAPITAL GAINS FROM K-1S ST	01/02/2011	12/31/2011		476,986.	-476,986.
SECTION 1231 GAIN FROM K-1	01/02/2011	12/31/2011	5.		5.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -494,558.

Annual Statement Information

Account Number: 8534-6288
Command Account Number: 9086920698
RUBIN FAMILY FOUNDATION #2
For Banking Inquiries call: 1-888-215-3904

Realized Gain/Loss

This information is provided for courtesy purposes only. *Each individual taxpayer should consult with a Tax Advisor as to any additional reporting requirements or adjustments.* THIS INFORMATION IS NOT VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, *including but not limited* to the following situations:

* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different
* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form
* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B

REALIZED GAIN/LOSS SUMMARY	COVERED	NONCOVERED	TOTAL
Short term	$0.00	$6,581.79	$6,581.79
Long term	$0.00	-$341,213.94	-$341,213.94
Other term	Not applicable	$0.00	$0.00
Index options	Not applicable	$0.00	$0.00
Total - Realized Gain/Loss	$0.00	-$334,632.15	-$334,632.15

Realized Gain/Loss Detail

Short Term

Description	Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ALTRIA GROUP INC	X	88.20400	20.9531	04/09/10	01/25/11	2,136.96	1,848 14	288.82
	X	87.83200	21.3932	07/09/10	01/25/11	2,127.95	1,879 01	248.94
	X	84.86200	24 4333	10/12/10	01/25/11	2,056 00	2,073 45	-17 45
	X	400.00000	23.8390	12/03/10	01/25/11	9,691 03	9,573.60	117.43
	X	400 00000	23.8370	12/03/10	01/25/11	9,691 03	9,572.80	118 23

ADVISOR

Annual Statement Information

Account Number: 8534-6288
Command Account Number: 9086920698
RUBIN FAMILY FOUNDATION #2
For Banking Inquiries call: 1-888-215-3904

Realized Gain/Loss

Short Term *Continued*

Description	Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	X	200 00000	23.8360	12/03/10	01/25/11	4,845.51	4,791.20	54 31
	X	15 51700	24.4897	01/10/11	01/25/11	375.93	380.00	-4.07
	X	15 51700	24.4897	01/10/11	01/25/11	375.93	380.01	-4.08
	X	69.94900	24.4897	01/10/11	01/25/11	1,694.76	1,713 02	-18 26
	X	0.51700	24.4897	01/10/11	01/27/11	12.54	12.66	-0 12
Subtotal		**1,362.39800**				**33,007.64**	**32,223.89**	**783.75**
LOWES COMPANIES INC	X	4.07700	22 2617	02/03/10	01/25/11	102.58	90.77	11 81
	X	3.39200	26 8723	05/05/10	01/25/11	85.34	91.14	-5.80
	X	5.34600	20.9055	08/04/10	01/25/11	134.51	111 77	22 74
	X	5.10600	22 0054	11/03/10	01/25/11	128.50	112 35	16.15
	X	1,770.00000	24.6455	12/03/10	01/25/11	44,547.58	43,711.04	836.54
	X	230.00000	24 6455	12/03/10	01/25/11	5,790 96	5,679.96	111.00
Subtotal		**2,017.92100**				**50,789.47**	**49,797.03**	**992.44**
METLIFE INC	X	25.69000	44 0873	12/14/10	01/25/11	1,186 57	1,132 62	53.95
MONSANTO CO NEW	X	1,000.00000	62.6204	12/03/10	05/12/11	63,922.95	62,720.40	1,202.55
	X	3.80000	73 6893	01/28/11	05/12/11	242.91	280.00	-37.09
	X	4.15900	67.5852	04/29/11	05/12/11	265.86	281 06	-15 20
Subtotal		**1,007.95900**				**64,431.72**	**63,281.46**	**1,150.26**
PEPSICO INCORPORATED	X	1,000.00000	65 1961	12/03/10	01/25/11	65,921.53	65,296.10	625.43
PFIZER INCORPORATED	X	132.21600	17.8670	03/02/10	01/25/11	2,459.81	2,362.31	97.50
	X	157.01300	15.1969	06/01/10	01/25/11	2,921.15	2,386.11	535.04
	X	149.43000	16 1572	09/01/10	01/25/11	2,780 07	2,414.37	365.70
	X	40.83000	16.5140	12/01/10	01/25/11	759 63	674 27	85.36
	X	107.00000	16.5140	12/01/10	01/25/11	1,991 03	1,767.00	224.03
Subtotal		**586.48900**				**10,911.69**	**9,604.06**	**1,307.63**

Account Number: 8534-6288
Command Account Number: 9086920698
RUBIN FAMILY FOUNDATION #2
For Banking Inquiries call: 1-888-215-3904

Realized Gain/Loss

Short Term *Continued*

Description	Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
PHILIP MORRIS INTERNATIONAL INC	X	57.04200	52.6651	04/09/10	01/25/11	3,256 06	3,004.14	251.92
	X	62 21700	48.8162	07/09/10	01/25/11	3,551.46	3,037.22	514.24
	X	59.76400	56.7434	10/08/10	01/25/11	3,411.44	3,391.24	20.20
	X	60.86400	56.3468	01/10/11	01/25/11	3,474.25	3,429.48	44 77
Subtotal		**239.88700**				**13,693.21**	**12,862.08**	**831.13**
SINOPEC SHANGHAI SPONS ADR	X	14.89800	39 8397	08/02/10	01/25/11	869 40	593 52	275 88
STRONGCO CORP RTS EXP 01/14/11	X	3,000.00000	0 0000	01/19/11	02/14/11	561 33	0 01	561 32
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES						**$0.00**	**$0.00**	**$0.00**
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES						**$241,372.56**	**$234,790.77**	**$6,581.79**

Long Term

Description	Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ALCATEL-LUCENT ADR	X	1,952 00000	15.8800	03/04/05	01/25/11	6,322.40	31,005.00	-24,682 60
ALTRIA GROUP INC	X	2,900.00000	7.9100	01/02/03	01/25/11	70,259 99	22,932.09	47,327.90
	X	75 00000	15.3200	04/22/03	01/25/11	1,817 06	1,149.36	667 70
	X	2,025.00000	17.6500	01/17/06	01/25/11	49,060 85	35,746 76	13,314 09
	X	97.02700	16.4902	07/10/09	01/25/11	2,350 72	1,600 00	750.72
	X	96.31700	17 9926	10/09/09	01/25/11	2,333.52	1,732.99	600.53
	X	87.05700	20.2826	01/11/10	01/25/11	2,109.18	1,765.74	343.44
Subtotal		**5,280.40100**				**127,931.32**	**64,926.94**	**63,004.38**
AMGEN INC	X	140.00000	62.6400	07/28/03	01/25/11	7,990.30	8,770 00	-779.70
	X	360 00000	63.7400	12/17/04	01/25/11	20,546 50	22,980.20	-2,433.70
Subtotal		**500.00000**				**28,536.80**	**31,750.20**	**-3,213.40**

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a WELLS FARGO #6288 - LT (SEE ATTACHMENT D-1.2)	01/02/2010	12/31/2011	1,044,408.	1,385,622.	-341,214.
CAPITAL GAINS THROUGH K-1S LT	01/02/2010	12/31/2011		224,967.	-224,967.
1256 CAPITAL GAINS FROM K-1S LT	01/02/2010	12/31/2011		715,479.	-715,479.
K-1 CAPITAL GAINS ALLOCATED TO 990T	01/02/2010	12/31/2011		1,088.	-1,088.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -1,282,748.

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Account Number: 8534-6288
Command Account Number: 9086920698
RUBIN FAMILY FOUNDATION #2
For Banking Inquiries call: 1-888-215-3904

Realized Gain/Loss

Short Term *Continued*

Description	Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
PHILIP MORRIS INTERNATIONAL INC	X	57.04200	52 6651	04/09/10	01/25/11	3,256 06	3,004.14	251.92
	X	62.21700	48.8162	07/09/10	01/25/11	3,551.46	3,037.22	514.24
	X	59 76400	56.7434	10/08/10	01/25/11	3,411.44	3,391 24	20.20
	X	60.86400	56.3468	01/10/11	01/25/11	3,474.25	3,429 48	44.77
Subtotal		**239.88700**				**13,693.21**	**12,862.08**	**831.13**
SINOPEC SHANGHAI SPONS ADR	X	14.89800	39 8397	08/02/10	01/25/11	869 40	593 52	275.88
STRONGCO CORP RTS EXP 01/14/11	X	3,000.00000	0 0000	01/19/11	02/14/11	561.33	0 01	561.32
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES						**$0.00**	**$0.00**	**$0.00**
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES						**$241,372.56**	**$234,790.77**	**$6,581.79**

Long Term

Description	Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ALCATEL-LUCENT ADR	X	1,952 00000	15 8800	03/04/05	01/25/11	6,322.40	31,005 00	-24,682.60
ALTRIA GROUP INC	X	2,900.00000	7 9100	01/02/03	01/25/11	70,259.99	22,932 09	47,327.90
	X	75 00000	15.3200	04/22/03	01/25/11	1,817 06	1,149.36	667.70
	X	2,025.00000	17.6500	01/17/06	01/25/11	49,060.85	35,746.76	13,314 09
	X	97 02700	16.4902	07/10/09	01/25/11	2,350 72	1,600.00	750 72
	X	96 31700	17.9926	10/09/09	01/25/11	2,333 52	1,732.99	600.53
	X	87.05700	20.2826	01/11/10	01/25/11	2,109 18	1,765 74	343.44
Subtotal		**5,280.40100**				**127,931.32**	**64,926.94**	**63,004.38**
AMGEN INC	X	140.00000	62.6400	07/28/03	01/25/11	7,990 30	8,770.00	-779 70
	X	360.00000	63 7400	12/17/04	01/25/11	20,546.50	22,980.20	-2,433 70
Subtotal		**500.00000**				**28,536.80**	**31,750.20**	**-3,213.40**

Account Number: 8534-6288
Command Account Number: 9086920698
RUBIN FAMILY FOUNDATION #2
For Banking Inquiries call: 1-888-215-3904

Realized Gain/Loss

Long Term *Continued*

Description	Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
BERKSHIRE BANCORP INC	X	3,000.00000	18 0000	06/04/04	01/25/11	18,969 99	54,245.00	-35,275.01
	X	100.00000	18 0000	06/08/04	01/25/11	632.33	1,808.00	-1,175.67
	X	290.00000	17 9300	06/08/04	01/25/11	1,833.77	5,228.20	-3,394.43
	X	60.00000	17 9900	06/09/04	01/25/11	379.41	1,085 23	-705.82
	X	318.00000	17.9900	06/09/04	01/25/11	2,013.99	5,751.71	-3,737.72
	X	400.00000	17.3200	06/14/04	01/25/11	2,533.33	6,962.00	-4,428.67
	X	82.00000	17.2000	06/14/04	01/25/11	519.34	1,421.06	-901.72
	X	18.00000	17.2000	06/14/04	01/25/11	111.08	311.94	-200 86
	X	100.00000	17.0000	06/15/04	01/25/11	617.12	1,713.00	-1,095 88
	X	132.00000	16.0000	06/21/04	01/25/11	814.62	2,123 61	-1,308.99
	X	220.00000	16.0000	06/21/04	01/25/11	1,395.53	3,539.34	-2,143 81
	X	200.00000	16.0000	06/21/04	01/25/11	1,270 68	3,217.58	-1,946.90
	X	80.00000	16.0000	06/21/04	01/25/11	493 06	1,287.03	-793.97
	X	120.00000	20 2500	02/24/05	01/25/11	739.61	2,440 90	-1,701.29
	X	180.00000	20 2500	02/24/05	01/25/11	1,147.60	3,661 35	-2,513.75
	X	100.00000	20.2500	02/24/05	01/25/11	637.34	2,034 09	-1,396.75
	X	62.00000	20.2500	02/24/05	01/25/11	382.00	1,261.12	-879.12
	X	6.00000	20.2500	02/28/05	01/25/11	36.96	126.98	-90.02
	X	32.00000	20.2500	03/02/05	01/25/11	197.18	655.56	-458.38
Subtotal		**5,500.00000**				**34,724.94**	**98,873.70**	**-64,148.76**
BIOTECH HOLDERS TR DEPOSITARY RCPTS	X	800.00000	198.2900	01/02/03	01/25/11	82,018 50	158,630 00	-76,611.50
LOWES COMPANIES INC	X	220 00000	22 8500	04/22/03	01/25/11	5,539 19	5,027.00	512.19
	X	506 00000	28 6100	12/17/04	01/25/11	12,740.14	14,502 68	-1,762 54
	X	274.00000	28.6100	12/17/04	01/25/11	6,894.24	7,853 22	-958.98

Annual Statement Information

Account Number: 8534-6288
Command Account Number: 9086920698
RUBIN FAMILY FOUNDATION #2
For Banking Inquiries call: 1-888-215-3904

Realized Gain/Loss

Long Term *Continued*

Description	Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	X	4.07000	22.1120	07/31/09	01/25/11	102.40	90.00	12.40
	X	4.52400	19.9738	10/30/09	01/25/11	113.83	90.37	23 46
Subtotal		**1,008.59400**				**25,389.80**	**27,563.27**	**-2,173.47**
METLIFE INC	X	100.00000	28.3500	05/13/03	01/25/11	4,618.76	2,835 00	1,783.76
	X	400.00000	39.8900	12/17/04	01/25/11	18,475.06	15,993.00	2,482.06
	X	1,000.00000	50.1700	01/17/06	01/25/11	46,187.66	50,241 50	-4,053.84
	X	30.56700	36.3141	12/14/09	01/25/11	1,411.81	1,110 00	301 81
Subtotal		**1,530.56700**				**70,693.29**	**70,179.50**	**513.79**
PFIZER INCORPORATED	X	3,886.00000	31.9300	01/02/03	01/25/11	72,290 14	124,075.00	-51,784.86
	X	6,917 00000	34.5900	01/02/03	01/25/11	128,674 97	239,252.89	-110,577.92
	X	2,083.00000	34.5900	01/02/03	01/25/11	38,770.49	72,049.11	-33,278.62
	X	117 00000	16 3583	09/02/09	01/25/11	2,177.70	1,913.92	263.78
	X	9.03800	16 3583	09/02/09	01/25/11	168.14	147.84	20 30
	X	111.89100	18.6067	12/02/09	01/25/11	2,081.67	2,081 93	-0.26
Subtotal		**13,123.92900**				**244,163.11**	**439,520.69**	**-195,357.58**
PHILIP MORRIS INTERNATIONAL INC	X	2,900 00000	18 0100	01/02/03	01/25/11	165,537 36	52,255 34	113,282 02
	X	75.00000	34.9200	04/22/03	01/25/11	4,281.13	2,619.04	1,662 09
	X	2,025.00000	40.2200	01/17/06	01/25/11	115,590 76	81,455.72	34,135 04
	X	62.16200	43.4346	07/10/09	01/25/11	3,548.32	2,700.00	848.32
	X	57 68800	50.8949	10/09/09	01/25/11	3,292.93	2,936.05	356.88
	X	59.69600	49 7442	01/11/10	01/25/11	3,407.56	2,969 51	438.05
Subtotal		**5,179.54600**				**295,658.06**	**144,935.66**	**150,722.40**
PULTE GROUP INC	X	900 00000	45 9400	07/21/05	01/25/11	7,441.46	41,386 50	-33,945 04
	X	100 00000	45 9400	07/21/05	01/25/11	827 76	4,598.50	-3,770.74

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WELLS FARGO ADVISORS

Account Number: 8534-6288
Command Account Number: 9086920698
RUBIN FAMILY FOUNDATION #2
For Banking Inquiries call: 1-888-215-3904

Realized Gain/Loss

Long Term *Continued*

Description	Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal		**1,000.00000**				**8,269.22**	**45,985.00**	**-37,715.78**
SINOPEC SHANGHAI SPONS ADR								
	X	675 00000	81 3100	10/25/07	01/25/11	39,424.16	54,932.34	-15,508.18
	X	500.89800	81.3100	10/25/07	01/25/11	29,225.54	40,763 70	-11,538.16
	X	324.10200	81.3100	10/25/07	01/25/11	18,913.37	26,375.81	-7,462 44
Subtotal		**1,500.00000**				**87,563.07**	**122,071.85**	**-34,508.78**
TOLL BROTHERS	X	500.00000	56.0700	07/21/05	01/25/11	10,130.70	28,075.00	-17,944.30
	X	500 00000	54 6200	07/26/05	01/25/11	10,130.71	27,350.00	-17,219 29
Subtotal		**1,000.00000**				**20,261.41**	**55,425.00**	**-35,163.59**
VERISIGN INC	X	400 00000	236.8900	01/02/03	01/25/11	12,875 95	94,755 00	-81,879.05
TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES						**$0.00**	**$0.00**	**$0.00**
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES						**$1,044,407.87**	**$1,385,621.81**	**-$341,213.94**