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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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation 31-15C055786565 AGT PENSON FOUNDATION TRUST		A Employer identification number 13-4226290						
Number and street (or P O box number if mail is not delivered to street address) 551 FIFTH AVENUE, 34TH FLOOR		B Telephone number (see instructions) () -						
City or town, state, and ZIP code NEW YORK, NY 10176		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="1"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,916,237.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
1	Contributions, gifts, grants, etc., received (attach schedule)	5,656,250.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	1,337.	840.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,189.			
b	Gross sales price for all assets on line 6a	46.			
7	Capital gain net income (from Part IV, line 2)		46.		
8	Net short-term capital gain				
9	Income modifications			500.	
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)				
12	Total. Add lines 1 through 11	5,659,776.	886.	500.	
13	Compensation of officers, directors, trustees, etc	18,240.	9,120.		9,120.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT. 2	516.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT. 3	175.			175.
24	Total operating and administrative expenses. Add lines 13 through 23	18,931.	9,120.	NONE	9,295.
25	Contributions, gifts, grants paid	1,906,950.			1,906,950.
26	Total expenses and disbursements. Add lines 24 and 25	1,925,881.	9,120.	NONE	1,916,245.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	3,733,895.			
b	Net investment income (if negative, enter -0-)		-0-		
c	Adjusted net income (if negative, enter -0-)			500.	

For Paperwork Reduction Act Notice, see instructions.

JSA

Form 990-PF (2011)

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SCANNED MAY 22 2012

Revenue

Operating and Administrative Expenses

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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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		131,963.	3,916,237.	3,916,237.
	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	NONE			
	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)				
	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)	STMT 4	49,721.			
14	Land, buildings, and equipment, basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		181,684.	3,916,237.	3,916,237.	
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)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		181,684.	3,916,237.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		181,684.	3,916,237.	
	31	Total liabilities and net assets/fund balances (see instructions)		181,684.	3,916,237.	

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	181,684.
2	Enter amount from Part I, line 27a	2	3,733,895.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 5	3	658.
4	Add lines 1, 2, and 3	4	3,916,237.
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	3,916,237.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a					
b					
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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
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	46.	
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		

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	1,219,954.	476,057.	2.562622
2009	1,293,860.	1,011,085.	1.279675
2008	2,759,414.	2,980,074.	0.925955
2007	5,773,497.	6,289,848.	0.917907
2006	3,396,434.	2,322,548.	1.462374
2 Total of line 1, column (d)			2 7.148533
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 1.429707
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 685,500.
5 Multiply line 4 by line 3			5 980,064.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 980,064.
8 Enter qualifying distributions from Part XII, line 4 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.			8 1,916,245.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	NONE
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, 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	NONE
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	NONE
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	480.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	480.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	480.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	480.	

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?		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)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>SHANNON & ANDREW S. PENSON</u> Telephone no <u></u> Located at <u>551 FIFTH AVENUE, 34TH FL, NEW YORK, NY</u> ZIP + 4 <u>10176</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>	16	Yes	No <input checked="" type="checkbox"/>

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <u></u>		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (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
SEE STATEMENT 6		18,240.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	NONE
b	Average of monthly cash balances	1b	695,939.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	695,939.
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	NONE
3	Subtract line 2 from line 1d	3	695,939.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,439.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	685,500.
6	Minimum investment return. Enter 5% of line 5	6	34,275.

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	34,275.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	NONE
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	NONE
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	34,275.
4	Recoveries of amounts treated as qualifying distributions	4	500.
5	Add lines 3 and 4	5	34,775.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	34,775.

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	1,916,245.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,916,245.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,916,245.

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				34,775.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	3,284,807.			
b From 2007	5,464,759.			
c From 2008	2,612,274.			
d From 2009	1,225,926.			
e From 2010	1,184,307.			
f Total of lines 3a through e	13,772,073.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,916,245.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				34,775.
e Remaining amount distributed out of corpus	1,881,470.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	15,653,543.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	3,284,807.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	12,368,736.			
10 Analysis of line 9:				
a Excess from 2007	5,464,759.			
b Excess from 2008	2,612,274.			
c Excess from 2009	1,225,926.			
d Excess from 2010	1,184,307.			
e Excess from 2011	1,881,470.			

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(i)(5)

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

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 invest-
ment return shown in Part X,
line 6 for each year listed

- C** "Support" alternative test - enter

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income .

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

1 Information Regarding Foundation Managers:

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

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number 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 SEE STATEMENT 7				
Total			▶ 3a	1,906,950.
b Approved for future payment				
Total			▶ 3b	

Schedule of Contributors

OMB No 1545-0047

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

2011

Name of the organization

Employer identification number

31-15C055786565 AGT PENSON FOUNDATION TRUST

13-4226290

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 31-15C055786565 AGT PENSON FOUNDATION TRUST	Employer identification number 13-4226290
---	--

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	ANDREW S. PENSON 551 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10176	\$ 5,656,250.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					46.	
TOTAL GAIN (LOSS)					----- 46. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	1,337.	840.
	-----	-----
TOTAL	1,337.	840.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
PRIOR YR BALANCE DUE	36.
CURRENT ESTIMATE	480.

TOTALS	516.
	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
-----	-----	-----

NY AG FILING FEE	50.	50.
NY LAW JOURNAL PUBLICATION NOT	125.	125.

TOTALS

-----	-----
175.	175.
=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	COST/ FMV C OR F -----		BEGINNING BOOK VALUE -----
SEE ATTACHED STATEMENTS	C		49,721.

TOTALS			49,721.
			=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
ACCRUED MARKET DISCOUNT - CODE 224	158.
RECOVERIES	500.

TOTAL	658.
	=====

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

OFFICER NAME:

ANDREW S. PENSON

ADDRESS:

551 FIFTH AVENUE, 34TH FL
NEW YORK, NY 10176

TITLE:

CO-TRUSTEE

OFFICER NAME:

SHANNON S. PENSON

ADDRESS:

551 FIFTH AVENUE, 34TH FL
NEW YORK, NY 10176

TITLE:

CO-TRUSTEE

OFFICER NAME:

CITIBANK, N.A

ADDRESS:

666 5TH AVENUE, FLOOR 12B
NEW YORK, NY 10103

TITLE:

AGENT

COMPENSATION 18,240.

TOTAL COMPENSATION:

18,240.

=====

RECIPIENT NAME:

SEE ATTACHED LIST

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID1,906,950.

TOTAL GRANTS PAID:

1,906,950.

=====

**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

31-15C055786565 AGT PENSON FOUNDATION TRUST

Employer identification number

13-4226290

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	
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	

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 LONG-TERM CAPITAL GAIN DIVIDENDS					46.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	
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	46.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

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		
14 Net long-term gain or (loss):			
a Total for year	14a		46.
b Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15		46.

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:	16	()
a The loss on line 15, column (3) or b \$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? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> 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? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> 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 (Form 1041) 2011

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

CLASS ACTION PROCEEDS

46.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

46.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

46.00

=====

149 BENEFICIARY DISTRIBUTIONS

01/03/11	CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 12/09/10 BY ANDREW & SHANNON PENSON FOR: PAID TO AISH TR TRAN#-ES000007000004 TR CD=051 REG=0 PORT=PRIN	-1000.00	-1000.00 1101000002 **CHANGED** 04/24/12 M_M
01/03/11	CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 12/09/10 BY ANDREW & SHANNON PENSON FOR: PAID TO HERITAGE RETREATS TR TRAN#-ES000007000005 TR CD=051 REG=0 PORT=PRIN	-5000.00	-5000 00 1101000003 **CHANGED** 04/24/12 M_M
01/03/11	CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 12/09/10 BY ANDREW & SHANNON PENSON FOR: PAID TO YKOM TR TRAN#-ES000007000006 TR CD=051 REG=0 PORT=PRIN	-1200.00	-1200 00 1101000004 **CHANGED** 04/24/12 M_M
01/03/11	CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 12/09/10 BY ANDREW & SHANNON PENSON FOR: PAID TO YKOM PTA TR TRAN#-ES000007000007 TR CD=051 REG=0 PORT=PRIN	-500.00	-500 00 1101000005 **CHANGED** 04/24/12 M_M
01/03/11	CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 12/09/10 BY ANDREW & SHANNON PENSON FOR: PAID TO OHR SIMCHA TR TRAN#-ES000007000003 TR CD=051 REG=0 PORT=PRIN	-5000.00	-5000 00 1101000001 **CHANGED** 04/24/12 M_M
01/03/11	CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 12/14/10 BY ANDREW & SHANNON PENSON FOR: PAID TO KEREN EZRAS ACHIM TR TRAN#-ES000007000008 TR CD=051 REG=0 PORT=PRIN	-1000 00	-1000 00 1101000006 **CHANGED** 04/24/12 M_M
01/11/11	CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 1/11/2011BY ANDREW & SHANNON PENSON FOR: PAID TO: YESHIVA KETANA OF MANHATTAN TR TRAN#-ES000191000018 TR CD=051 REG=0 PORT=PRIN	-8000 00	-8000.00 1101000036 **CHANGED** 04/24/12 M_M
01/11/11	CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 1/11/2011BY ANDREW & SHANNON PENSON FOR:	-1800 00	-1800 00 1101000037 **CHANGED** 04/24/12 M_M

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
PAID TO: OAE PINSK KARLIN TR TRAN#-ES000191000019 TR CD=051 REG=0 PORT=PRIN				
01/11/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 1/6/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: YESHIVA KETANA OF MANHATTAN TR TRAN#-ES000191000002 TR CD=051 REG=0 PORT=PRIN			-8000.00 UNMATCHED BENE DISTRIBUTION **REVERSAL STOP** **CHANGED** 04/24/12 M_M	1101000035
01/12/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 1/11/2011BY ANDREW & SHANNON PENSON FOR: PAID TO: OAE PINSK KARLIN TR TRAN#-ES000229000006 TR CD=051 REG=0 PORT=PRIN	-36000 00		-36000 00 **CHANGED** 04/24/12 M_M	1101000038
01/31/11 REVERSAL - NEGATES PREVIOUS ENTRY CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 1/6/11 BY ANDREW & SHANNON PENSON STOP PAYMENT FOR: PAID TO: YESHIVA KETANA OF MANHATTAN TR TRAN#-ES000601000003 TR CD=051 REG=0 PORT=PRIN			8000.00 UNMATCHED BENE DISTRIBUTION **REVERSAL STOP** **CHANGED** 04/24/12 M_M	1101000043
02/02/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 1/31/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: BAIS YAAKOV OF BORO PARK TR TRAN#-ES000040000006 TR CD=051 REG=0 PORT=PRIN			-3000.00 UNMATCHED BENE DISTRIBUTION **REVERSAL STOP** **CHANGED** 04/24/12 M_M	1102000004
02/02/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 1/31/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: TORAH ENCOUNTERS TR TRAN#-ES000040000007 TR CD=051 REG=0 PORT=PRIN	-5000 00		-5000 00 **CHANGED** 04/24/12 M_M	1102000005
02/08/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 2/7/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: CHASDEI YISROEL TR TRAN#-ES000175000002 TR CD=051 REG=0 PORT=PRIN	-1800 00		-1800 00 **CHANGED** 04/24/12 M_M	1102000008
02/16/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 2/14/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: YESHIVAS MIR YERUSHALAYIM TR TRAN#-ES000342000004 TR CD=051 REG=0 PORT=PRIN	-5000 00		-5000 00 **CHANGED** 04/24/12 M_M	1102000010
02/18/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 2/14/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: AMERICAN FRIENDS OF AHAVAT SHALOM TR TRAN#-ES000390000001 TR CD=051 REG=0 PORT=PRIN	-60000 00		-60000.00 **CHANGED** 04/24/12 M_M	1102000013
03/01/11 REVERSAL - NEGATES PREVIOUS ENTRY CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 1/31/11 BY ANDREW & SHANNON PENSON STOP PAYMENT FOR: PAID TO: BAIS YAAKOV OF BORO PARK TR TRAN#-ES000015000001 TR CD=051 REG=0 PORT=PRIN			3000.00 UNMATCHED BENE DISTRIBUTION **REVERSAL STOP** **CHANGED** 04/24/12 M_M	1103000001
03/02/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 1/31/11 BY ANDREW & SHANNON PENSON RE-ISSUE PER REQUEST FOR: PAID TO: BAIS YAAKOV OF BORO PARK TR TRAN#-ES000036000001 TR CD=051 REG=0 PORT=PRIN	-3000 00		-3000 00 **CHANGED** 04/24/12 M_M	1103000006
03/17/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION	-1800 00		-1800 00 **CHANGED** 04/24/12 M_M	1103000008

ACCT 5880 15C055786565
PREP 31 ADMN 35 INV 52

CITIBANK, N A
TAX TRANSACTION DETAIL

PAGE 14
RUN 04/24/2012
07 42 22 AM

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
4 REQUEST DTD 3/14/11 BY ANDREW & SHANNON PENSON FOR PAID TO CHASDEI YISROEL TR TRAN#-ES000355000003 TR CD=051 REG=0 PORT=PRIN				
03/17/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 3/14/11 BY ANDREW & SHANNON PENSON FOR PAID TO OHAV SHOLOM TR TRAN#-ES000355000005 TR CD=051 REG=0 PORT=PRIN	-1025 00		-1025 00 1103000010 **CHANGED** 04/24/12 M_M	
03/17/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 3/14/11 BY ANDREW & SHANNON PENSON FOR PAID TO MANHATTAN JEWISH EXPERIENCE SYNAGOGUE TR TRAN#-ES000355000004 TR CD=051 REG=0 PORT=PRIN	-1800 00		-1800 00 1103000009 **CHANGED** 04/24/12 M_M	
03/17/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 3/14/11 BY ANDREW & SHANNON PENSON FOR PAID TO YESHIVA KETANA OF MANHATTAN TR TRAN#-ES000355000007 TR CD=051 REG=0 PORT=PRIN	-1000 00		-1000 00 1103000012 **CHANGED** 04/24/12 M_M	
03/17/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 3/14/11 BY ANDREW & SHANNON PENSON FOR PAID TO KAMENETZ TESHIVA OF JERUSALEM TR TRAN#-ES000355000006 TR CD=051 REG=0 PORT=PRIN	-1800 00		-1800 00 1103000011 **CHANGED** 04/24/12 M_M	
03/24/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 3/18/11 BY ANDREW & SHANNON PENSON FOR PAID TO KOLLEL YISROEL V'SHIMSHON OF THE WEST SIDE TR TRAN#-ES000504000001 TR CD=051 REG=0 PORT=PRIN	-25000 00		-25000 00 1103000013 **CHANGED** 04/24/12 M_M	
03/24/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 3/22/11 BY ANDREW & SHANNON PENSON FOR PAID TO CHABAD OF BROOKVILLE TR TRAN#-ES000504000004 TR CD=051 REG=0 PORT=PRIN	-1800 00		-1800 00 1103000014 **CHANGED** 04/24/12 M_M	
04/05/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 3/31/11 BY ANDREW & SHANNON PENSON FOR PAID TO YKOM MENAHEL SPECIAL FUND TR TRAN#-ES000069000002 TR CD=051 REG=0 PORT=PRIN	-1000 00		-1000 00 1104000004 **CHANGED** 04/24/12 M_M	
04/08/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 4/6/10 BY ANDREW & SHANNON PENSON FOR PAID TO OORAH TR TRAN#-ES000158000005 TR CD=051 REG=0 PORT=PRIN	-500 00		-500 00 1104000005 **CHANGED** 04/24/12 M_M	
04/11/11 REVERSAL - NEGATES PREVIOUS ENTRY CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 6/8/10 BY ANDREW & SHANNON PENSON STOP PAYMENT FOR: PAID TO: OORAH TR TRAN#-ES000202000007 TR CD=051 REG=0 PORT=PRIN			500.00 1104000006 BENE DISTRIBUTION WITH NO SSN **REVERSAL STOP** **CHANGED** 04/24/12 M_M	
04/19/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 4/13/11 BY ANDREW & SHANNON PENSON FOR PAID TO YAD AVRAHAM TR TRAN#-ES000376000001 TR CD=051 REG=0 PORT=PRIN	-10000 00		-10000 00 1104000009 **CHANGED** 04/24/12 M_M	
05/12/11 CASH DISBURSEMENT	-30000 00		-30000 00 1105000007	

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TAX TRANSACTION DETAIL

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CODE/DATE TRANSACTIONS

TAXABLE

INCOME

PRINCIPAL

EDIT
NUMBER

149 BENEFICIARY DISTRIBUTIONS (CONTINUED)

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
	PRINCIPAL DISTRIBUTION			**CHANGED** 04/24/12 M_M	
	4 REQUEST DTD 5/05/11 BY ANDREW & SHANNON PENSON				
	FOR				
	PAID TO				
	AISH				
	TR TRAN#-ES000231000014 TR CD=051 REG=0 PORT=PRIN				
05/12/11	CASH DISBURSEMENT	-1800 00		-1800 00 1105000009	
	PRINCIPAL DISTRIBUTION			**CHANGED** 04/24/12 M_M	
	4 REQUEST DTD 5/06/11 BY ANDREW & SHANNON PENSON				
	FOR				
	PAID TO				
	OHAV SHALOM				
	TR TRAN#-ES000231000016 TR CD=051 REG=0 PORT=PRIN				
05/12/11	CASH DISBURSEMENT	-150000 00		-150000 00 1105000008	
	PRINCIPAL DISTRIBUTION			**CHANGED** 04/24/12 M_M	
	4 REQUEST DTD 5/05/11 BY ANDREW & SHANNON PENSON				
	FOR				
	PAID TO				
	HINENI				
	TR TRAN#-ES000231000015 TR CD=051 REG=0 PORT=PRIN				
07/12/11	CASH DISBURSEMENT	-425 00		-425 00 1107000004	
	PRINCIPAL DISTRIBUTION			**CHANGED** 04/24/12 M_M	
	4 REQUEST DTD 7/11/11 BY ANDREW & SHANNON PENSON				
	FOR				
	PAID TO				
	CONGREGATION OHAV SHOLOM				
	TR TRAN#-ES000219000003 TR CD=051 REG=0 PORT=PRIN				
07/18/11	CASH DISBURSEMENT	-50000 00		-50000 00 1107000006	
	PRINCIPAL DISTRIBUTION			**CHANGED** 04/24/12 M_M	
	4 REQUEST DTD 7/11/11 BY ANDREW & SHANNON PENSON				
	FOR				
	PAID TO				
	HINENI				
	TR TRAN#-ES000355000001 TR CD=051 REG=0 PORT=PRIN				
07/21/11	CASH DISBURSEMENT	-3000 00		-3000 00 1107000008	
	PRINCIPAL DISTRIBUTION			**CHANGED** 04/24/12 M_M	
	4 REQUEST DTD 7/11/11 BY ANDREW & SHANNON PENSON				
	FOR				
	PAID TO				
	JICNY				
	TR TRAN#-ES000453000002 TR CD=051 REG=0 PORT=PRIN				
07/21/11	CASH DISBURSEMENT	-7000 00		-7000 00 1107000007	
	PRINCIPAL DISTRIBUTION			**CHANGED** 04/24/12 M_M	
	4 REQUEST DTD 7/11/11 BY ANDREW & SHANNON PENSON				
	FOR				
	PAID TO				
	THE BEACH MINYAN AT THE SUMMER SHUL				
	TR TRAN#-ES000453000001 TR CD=051 REG=0 PORT=PRIN				
07/21/11	CASH DISBURSEMENT	-5000 00		-5000 00 1107000010	
	PRINCIPAL DISTRIBUTION			**CHANGED** 04/24/12 M_M	
	4 REQUEST DTD 7/11/11 BY ANDREW & SHANNON PENSON				
	FOR				
	PAID TO				
	CONGREGATION ANSHEI HASHORAN				
	TR TRAN#-ES000453000004 TR CD=051 REG=0 PORT=PRIN				
07/21/11	CASH DISBURSEMENT	-250 00		-250 00 1107000009	
	PRINCIPAL DISTRIBUTION			**CHANGED** 04/24/12 M_M	
	4 REQUEST DTD 7/11/11 BY ANDREW & SHANNON PENSON				
	FOR				
	PAID TO				
	HERITAGE RETREATS				
	TR TRAN#-ES000453000003 TR CD=051 REG=0 PORT=PRIN				
07/28/11	CASH DISBURSEMENT	-1000 00		-1000 00 1107000011	
	PRINCIPAL DISTRIBUTION			**CHANGED** 04/24/12 M_M	
	4 REQUEST DTD 7/21/11 BY ANDREW & SHANNON PENSON				
	FOR				
	PAID TO				
	WEST SIDE KOLLEL				
	TR TRAN#-ES000588000002 TR CD=051 REG=0 PORT=PRIN				
07/28/11	CASH DISBURSEMENT	-500 00		-500 00 1107000012	
	PRINCIPAL DISTRIBUTION			**CHANGED** 04/24/12 M_M	
	4 REQUEST DTD 7/21/11 BY ANDREW & SHANNON PENSON				
	FOR				
	PAID TO				
	YESHIVA KETANA OF MANHATTAN				
	TR TRAN#-ES000588000003 TR CD=051 REG=0 PORT=PRIN				
09/21/11	CASH DISBURSEMENT	-5000.00		-5000.00 1109000007	
	PRINCIPAL DISTRIBUTION			BENE DISTRIBUTION WITH NO SSN	
	4 REQUEST DTD 9/7/11 BY ANDREW & SHANNON PENSON			**CHANGED** 04/24/12 M_M	
	FOR:				

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
PAID TO: LCHAIM RESOURCE CENTER INC. TR TRAN#-ES000497000009 TR CD=051 REG=0 PORT=PRIN				
09/21/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/7/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: CHASDEI YISROEL INC. TR TRAN#-ES000497000011 TR CD=051 REG=0 PORT=PRIN	-2500.00	-2500.00	1109000009	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
09/21/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/7/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: CONGREGATION GUR ARYEH INSTITUTE TR TRAN#-ES000497000010 TR CD=051 REG=0 PORT=PRIN	-3600.00	-3600.00	1109000008	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
09/21/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/7/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: YESHIVA TORAH VODAATH TR TRAN#-ES000497000013 TR CD=051 REG=0 PORT=PRIN	-8000.00	-8000.00	1109000011	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
09/21/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/7/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: KEREN ZICHRON MOSHE TR TRAN#-ES000497000012 TR CD=051 REG=0 PORT=PRIN	-30000.00	-30000.00	1109000010	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
09/21/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/7/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: BAIS YAAKOV OF BOROUGH PARK TR TRAN#-ES000497000015 TR CD=051 REG=0 PORT=PRIN	-3000.00	-3000.00	1109000013	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
09/21/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/7/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: C.S.T.T.J.C-GO KOSHER PROJECT TR TRAN#-ES000497000014 TR CD=051 REG=0 PORT=PRIN	-360.00	-360.00	1109000012	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
09/29/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/21/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: CHASDEI YISROEL INC. TR TRAN#-ES000737000001 TR CD=051 REG=0 PORT=PRIN	-8400.00	-8400.00	1109000018	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
09/29/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/21/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: CONGREGATION GUR ARYEH INSTITUTE TR TRAN#-ES000737000002 TR CD=051 REG=0 PORT=PRIN	-8000.00	-8000.00	1109000019	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
09/29/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/21/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: AMERICAN FRIENDS OF KUPAT HAIR INC. TR TRAN#-ES000737000004 TR CD=051 REG=0 PORT=PRIN	-1800.00	-1800.00	1109000021	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
09/29/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/21/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: AMERICAN FRIENDS OF KOLLEL ZICHRON YOSEF INC. TR TRAN#-ES000737000003 TR CD=051 REG=0 PORT=PRIN	-1800.00	-1800.00	1109000020	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
09/29/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/21/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: YESHIVA GEDOLAH ZICHRON MOSHE	-10000.00	-10000.00	1109000027	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
TR TRAN#-ES000737000010 TR CD=051 REG=0 PORT=PRIN				
09/29/11 CASH DISBURSEMENT	-4000.00		-4000.00	1109000028
PRINCIPAL DISTRIBUTION				
4 REQUEST DTD 9/21/11 BY ANDREW & SHANNON PENSON				
FOR:				
PAID TO:				
MERKAZ LECHINUCH TORANI				
TR TRAN#-ES000737000011 TR CD=051 REG=0 PORT=PRIN				
09/29/11 CASH DISBURSEMENT	-24250.00		-24250.00	1109000029
PRINCIPAL DISTRIBUTION				
4 REQUEST DTD 9/23/11 BY ANDREW & SHANNON PENSON				
FOR:				
PAID TO:				
KEREN ZICHRON MOISHE SOBEL INC.				
TR TRAN#-ES000737000012 TR CD=051 REG=0 PORT=PRIN				
09/29/11 CASH DISBURSEMENT	-18000.00		-18000.00	1109000030
PRINCIPAL DISTRIBUTION				
4 REQUEST DTD 9/23/11 BY ANDREW & SHANNON PENSON				
FOR:				
PAID TO:				
MANHATTAN JEWISH EXPERIENCE				
SYNAGOGUE				
TR TRAN#-ES000737000013 TR CD=051 REG=0 PORT=PRIN				
09/29/11 CASH DISBURSEMENT	-3600.00		-3600.00	1109000022
PRINCIPAL DISTRIBUTION				
4 REQUEST DTD 9/21/11 BY ANDREW & SHANNON PENSON				
FOR:				
PAID TO:				
CENTRAL YESHIVA BETH JOSEPH				
TR TRAN#-ES000737000005 TR CD=051 REG=0 PORT=PRIN				
09/29/11 CASH DISBURSEMENT	-3600.00		-3600.00	1109000023
PRINCIPAL DISTRIBUTION				
4 REQUEST DTD 9/21/11 BY ANDREW & SHANNON PENSON				
FOR:				
PAID TO:				
RABBI LEIB AND MINNIE POTASHNIK				
MEMORIAL FUND				
TR TRAN#-ES000737000006 TR CD=051 REG=0 PORT=PRIN				
09/29/11 CASH DISBURSEMENT	-5000.00		-5000.00	1109000024
PRINCIPAL DISTRIBUTION				
4 REQUEST DTD 9/21/11 BY ANDREW & SHANNON PENSON				
FOR:				
PAID TO:				
AMERICAN FRIENDS OF THORAT CHAIM INC				
TR TRAN#-ES000737000007 TR CD=051 REG=0 PORT=PRIN				
09/29/11 CASH DISBURSEMENT	-5000.00		-5000.00	1109000025
PRINCIPAL DISTRIBUTION				
4 REQUEST DTD 9/21/11 BY ANDREW & SHANNON PENSON				
FOR:				
PAID TO:				
BAIS BINYOMIN ACADEMY				
TR TRAN#-ES000737000008 TR CD=051 REG=0 PORT=PRIN				
09/29/11 CASH DISBURSEMENT	-1800.00		-1800.00	1109000026
PRINCIPAL DISTRIBUTION				
4 REQUEST DTD 9/21/11 BY ANDREW & SHANNON PENSON				
FOR:				
PAID TO:				
KOLLEL ZICHRON SHNEUR INC.				
TR TRAN#-ES000737000009 TR CD=051 REG=0 PORT=PRIN				
09/29/11 CASH DISBURSEMENT	-3600.00		-3600.00	1109000031
PRINCIPAL DISTRIBUTION				
4 REQUEST DTD 9/23/11 BY ANDREW & SHANNON PENSON				
FOR:				
PAID TO:				
CONGREGATION CHABAD LUBAVITCH				
TR TRAN#-ES000737000014 TR CD=051 REG=0 PORT=PRIN				
09/29/11 CASH DISBURSEMENT	-36000.00		-36000.00	1109000032
PRINCIPAL DISTRIBUTION				
4 REQUEST DTD 9/23/11 BY ANDREW & SHANNON PENSON				
FOR:				
PAID TO:				
O A E PINSK KARLIN INC.				
TR TRAN#-ES000737000015 TR CD=051 REG=0 PORT=PRIN				
09/29/11 CASH DISBURSEMENT	-25000.00		-25000.00	1109000033
PRINCIPAL DISTRIBUTION				
4 REQUEST DTD 9/23/11 BY ANDREW & SHANNON PENSON				
FOR:				
PAID TO:				
YAD AVRAHAM				
TR TRAN#-ES000737000016 TR CD=051 REG=0 PORT=PRIN				

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
09/29/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/23/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: CHASDEI YISROEL INC. TR TRAN#-ES000737000017 TR CD=051 REG=0 PORT=PRIN	-25000.00		-25000.00 1109000034 BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M	
09/29/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/23/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: CHASDEI YISROEL INC. TR TRAN#-ES000737000018 TR CD=051 REG=0 PORT=PRIN	-1500.00		-1500.00 1109000035 BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M	
09/29/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/23/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: NEFESH ACADEMY TR TRAN#-ES000737000019 TR CD=051 REG=0 PORT=PRIN	-10000.00		-10000.00 1109000036 BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M	
09/29/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/23/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: ICHUD MOSDOS HACHINUCH TR TRAN#-ES000737000020 TR CD=051 REG=0 PORT=PRIN	-10000.00		-10000.00 1109000037 BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M	
09/29/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/23/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: YESHIVA KETANA OF MANHATTAN TR TRAN#-ES000737000021 TR CD=051 REG=0 PORT=PRIN	-35000.00		-35000.00 1109000038 BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M	
09/29/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/23/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: CONGREGATION OHAVEI SHALOM INC. TR TRAN#-ES000737000022 TR CD=051 REG=0 PORT=PRIN	-3000.00		-3000.00 1109000039 BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M	
09/29/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/23/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: CONGREGATION OHAVEI SHALOM INC. TR TRAN#-ES000737000023 TR CD=051 REG=0 PORT=PRIN	-10180.00		-10180.00 1109000040 BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M	
09/29/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/23/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: JEWISH CENTER TR TRAN#-ES000737000024 TR CD=051 REG=0 PORT=PRIN	-7000.00		-7000.00 1109000041 BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M	
09/29/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/23/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: CONGREGATION ANSHEI HASHORAN TR TRAN#-ES000737000026 TR CD=051 REG=0 PORT=PRIN	-2500.00		-2500.00 1109000043 BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M	
09/29/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/23/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: KOLLEL TIFERES TZVI TR TRAN#-ES000737000027 TR CD=051 REG=0 PORT=PRIN	-5000.00		-5000.00 1109000044 BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M	
09/29/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 REQUEST DTD 9/23/11 BY ANDREW & SHANNON PENSON FOR: PAID TO: CHICAGO COMMUNITY KOLLEL TR TRAN#-ES000737000028 TR CD=051 REG=0 PORT=PRIN	-1800.00		-1800.00 1109000045 BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M	
09/29/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION	-18500.00		-18500.00 1109000042 BENE DISTRIBUTION WITH NO SSN	

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
4 REQUEST DTD 9/21/11 BY ANDREW & SHANNON PENSON				**CHANGED** 04/24/12 M_M
FOR:				
PAID TO:				
OHR YAAKOV OF AMERICA				
TR TRAN#-ES000737000025 TR CD=051 REG=0 PORT=PRIN				
10/04/11 CASH DISBURSEMENT	-4000.00		-4000.00	1110000004
PRINCIPAL DISTRIBUTION				BENE DISTRIBUTION WITH NO SSN
4 REQUEST DTD 9/7/11 BY ANDREW & SHANNON PENSON				**CHANGED** 04/24/12 M_M
FOR:				
PAID TO:				
MIR YERUSHALAYIM				
TR TRAN#-ES000047000003 TR CD=051 REG=0 PORT=PRIN				
10/04/11 CASH DISBURSEMENT	-7000.00		-7000.00	1110000005
PRINCIPAL DISTRIBUTION				BENE DISTRIBUTION WITH NO SSN
4 REQUEST DTD 9/7/11 BY ANDREW & SHANNON PENSON				**CHANGED** 04/24/12 M_M
FOR:				
PAID TO:				
YESHIVA ATERES SHMUEL OF WATERBURY				
TR TRAN#-ES000047000004 TR CD=051 REG=0 PORT=PRIN				
10/07/11 CASH DISBURSEMENT	-5000.00		-5000.00	1110000006
PRINCIPAL DISTRIBUTION				BENE DISTRIBUTION WITH NO SSN
9 PER ANDREW & SHANNON PENSON REQUEST DTD 10/5/11				**CHANGED** 04/24/12 M_M
FOR:				
PAID TO:				
HERITAGE RETREATS INC.				
TR TRAN#-ES000167000004 TR CD=051 REG=0 PORT=PRIN				
10/13/11 CASH DISBURSEMENT	-10000.00		-10000.00	1110000010
PRINCIPAL DISTRIBUTION				BENE DISTRIBUTION WITH NO SSN
4 REQUEST DTD 10/11/11 BY ANDREW & SHANNON PENSON				**CHANGED** 04/24/12 M_M
FOR:				
PAID TO:				
CHASDEI YISROEL INC.				
TR TRAN#-ES000283000004 TR CD=051 REG=0 PORT=PRIN				
10/13/11 CASH DISBURSEMENT	-10000.00		-10000.00	1110000007
PRINCIPAL DISTRIBUTION				BENE DISTRIBUTION WITH NO SSN
4 REQUEST DTD 10/11/11 BY ANDREW & SHANNON PENSON				**CHANGED** 04/24/12 M_M
FOR:				
PAID TO:				
LECHEM LASOVA INC.				
TR TRAN#-ES000283000001 TR CD=051 REG=0 PORT=PRIN				
10/13/11 CASH DISBURSEMENT	-5000.00		-5000.00	1110000008
PRINCIPAL DISTRIBUTION				BENE DISTRIBUTION WITH NO SSN
4 REQUEST DTD 10/11/11 BY ANDREW & SHANNON PENSON				**CHANGED** 04/24/12 M_M
FOR:				
PAID TO:				
CONGREGATION MERCAZ HATORAH OF				
BELLE HARBOR				
TR TRAN#-ES000283000002 TR CD=051 REG=0 PORT=PRIN				
10/13/11 CASH DISBURSEMENT	-1500.00		-1500.00	1110000009
PRINCIPAL DISTRIBUTION				BENE DISTRIBUTION WITH NO SSN
4 REQUEST DTD 10/11/11 BY ANDREW & SHANNON PENSON				**CHANGED** 04/24/12 M_M
FOR:				
PAID TO:				
CONGREAGATION GUR ARYEH INSTITUTE				
TR TRAN#-ES000283000003 TR CD=051 REG=0 PORT=PRIN				
11/23/11 CASH DISBURSEMENT	-2500.00		-2500.00	1111000009
PRINCIPAL DISTRIBUTION				BENE DISTRIBUTION WITH NO SSN
4 PER ANDREW & SHANNON PENSON REQUEST DTD 11/9/11				**CHANGED** 04/24/12 M_M
FOR:				
PAID TO:				
MEOR YITZCHOK INC.				
TR TRAN#-CS000127000006 TR CD=051 REG=0 PORT=PRIN				
11/23/11 CASH DISBURSEMENT	-3600.00		-3600.00	1111000010
PRINCIPAL DISTRIBUTION				BENE DISTRIBUTION WITH NO SSN
4 PER ANDREW & SHANNON PENSON REQUEST DTD 11/9/11				**CHANGED** 04/24/12 M_M
FOR:				
PAID TO:				
YESHIVA OF FAR ROCKAWAY				
TR TRAN#-CS000127000007 TR CD=051 REG=0 PORT=PRIN				
11/23/11 CASH DISBURSEMENT	-18000.00		-18000.00	1111000011
PRINCIPAL DISTRIBUTION				BENE DISTRIBUTION WITH NO SSN
4 PER ANDREW & SHANNON PENSON REQUEST DTD 11/9/11				**CHANGED** 04/24/12 M_M
FOR:				
PAID TO:				
AISH CENTER INC.				
TR TRAN#-CS000127000008 TR CD=051 REG=0 PORT=PRIN				
11/23/11 CASH DISBURSEMENT	-1800.00		-1800.00	1111000012
PRINCIPAL DISTRIBUTION				BENE DISTRIBUTION WITH NO SSN
4 PER ANDREW & SHANNON PENSON REQUEST DTD 11/22/11				**CHANGED** 04/24/12 M_M
FOR:				

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
PAID TO: CONGREGATION OHAV SHOLOM TR TRAN#-CS000127000009 TR CD=051 REG=0 PORT=PRIN				
11/23/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 11/22/11 FOR: PAID TO: CONGREGATION OHAV SHOLOM TR TRAN#-CS000127000010 TR CD=051 REG=0 PORT=PRIN	-360.00	-360.00	1111000013	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
11/23/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 11/22/11 FOR: PAID TO: CONGREGATION OHAV SHOLOM TR TRAN#-CS000127000010 TR CD=051 REG=0 PORT=PRIN	-8000.00	-8000.00	1111000014	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
11/23/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 11/22/11 FOR: PAID TO: MANHATTAN JEWISH EXPERIENCE SYNAGOGUE TR TRAN#-CS000127000011 TR CD=051 REG=0 PORT=PRIN	-250000.00	-250000.00	1111000015	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
11/23/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 11/22/11 FOR: PAID TO: GATEWAYS ORGANIZATION INC. TR TRAN#-CS000127000012 TR CD=051 REG=0 PORT=PRIN	-20000.00	-20000.00	1111000016	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
11/23/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 11/22/11 FOR: PAID TO: ISRALIGHT TR TRAN#-CS000127000013 TR CD=051 REG=0 PORT=PRIN	-25000.00	-25000.00	1111000017	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
11/23/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 11/9/11 FOR: PAID TO: AMERICAN FRIENDS OF RAMOT TORAH SCHOOLS TR TRAN#-CS000127000014 TR CD=051 REG=0 PORT=PRIN	-18000.00	-18000.00	1111000007	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
11/23/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 11/9/11 FOR: PAID TO: TIFERES ACHIM TR TRAN#-CS000127000004 TR CD=051 REG=0 PORT=PRIN	-100000.00	-100000.00	1111000008	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
12/01/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 11/9/11 FOR: PAID TO: AMERICAN FRIENDS OF YESHIVA AISH HATORAH INC. TR TRAN#-CS000127000005 TR CD=051 REG=0 PORT=PRIN	-1800.00	-1800.00	1112000001	BENE DISTRIBUTION WITH NO SSN **REVERSAL STOP** **CHANGED** 04/24/12 M_M
12/01/11 REVERSAL - NEGATES PREVIOUS ENTRY CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 11/9/11 CHECK REVERSED AS PER REQUEST FOR: PAID TO: THE BEIS TR TRAN#-ES000009000005 TR CD=051 REG=0 PORT=PRIN	1800.00	1800.00	1112000002	BENE DISTRIBUTION WITH NO SSN **REVERSAL STOP** **CHANGED** 04/24/12 M_M
12/01/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 9 PER ANDREW & SHANNON PENSON REQUEST DTD 11/9/11 FOR: PAID TO: CHICAGO COMMUNITY KOLLEL INC. TR TRAN#-ES000020000003 TR CD=051 REG=0 PORT=PRIN	-2000.00	-2000.00	1112000003	BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
12/01/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION	-16500.00	-16500.00	1112000004	BENE DISTRIBUTION WITH NO SSN

TAX
CODE/DATE TRANSACTIONS

TAXABLE

INCOME

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NUMBER

149 BENEFICIARY DISTRIBUTIONS (CONTINUED)

9 PER ANDREW & SHANNON PENSON REQUEST DTD 11/9/11			**CHANGED** 04/24/12 M_M
FOR:			
PAID TO:			
BETH MEDRASH GOHOVA OF AMERICA			
TR TRAN#-ES000020000004 TR CD=051 REG=0 PORT=PRIN			
12/01/11 CASH DISBURSEMENT	-1800.00	-1800.00	1112000005
PRINCIPAL DISTRIBUTION			
9 PER ANDREW & SHANNON PENSON REQUEST DTD 11/9/11			BENE DISTRIBUTION WITH NO SSN
FOR:			**CHANGED** 04/24/12 M_M
PAID TO:			
SIMCHAT TZION			
TR TRAN#-ES000020000005 TR CD=051 REG=0 PORT=PRIN			
12/01/11 CASH DISBURSEMENT	-4000.00	-4000.00	1112000006
PRINCIPAL DISTRIBUTION			
9 PER ANDREW & SHANNON PENSON REQUEST DTD 11/22/11			BENE DISTRIBUTION WITH NO SSN
FOR:			**CHANGED** 04/24/12 M_M
PAID TO:			
SIMCHAS KALLAH			
TR TRAN#-ES000020000006 TR CD=051 REG=0 PORT=PRIN			
12/01/11 CASH DISBURSEMENT	-1300.00	-1300.00	1112000007
PRINCIPAL DISTRIBUTION			
9 PER ANDREW & SHANNON PENSON REQUEST DTD 11/22/11			BENE DISTRIBUTION WITH NO SSN
FOR:			**CHANGED** 04/24/12 M_M
PAID TO:			
YESHIVA KETANA OF MANHATTAN			
TR TRAN#-ES000020000007 TR CD=051 REG=0 PORT=PRIN			
12/01/11 CASH DISBURSEMENT	-150000.00	-150000.00	1112000008
PRINCIPAL DISTRIBUTION			
9 PER ANDREW & SHANNON PENSON REQUEST DTD 11/9/11			BENE DISTRIBUTION WITH NO SSN
FOR:			**CHANGED** 04/24/12 M_M
PAID TO:			
COMMUNITY TORAH CENTERS SYNAGOGUE			
TR TRAN#-ES000020000008 TR CD=051 REG=0 PORT=PRIN			
12/01/11 CASH DISBURSEMENT	-160000.00	-160000.00	1112000009
PRINCIPAL DISTRIBUTION			
9 PER ANDREW & SHANNON PENSON REQUEST DTD 11/9/11			BENE DISTRIBUTION WITH NO SSN
FOR:			**CHANGED** 04/24/12 M_M
PAID TO:			
AMERICAN FRIENDS OF AHAVAT SHALOM			
TR TRAN#-ES000020000009 TR CD=051 REG=0 PORT=PRIN			
12/01/11 CASH DISBURSEMENT	-5000.00	-5000.00	1112000010
PRINCIPAL DISTRIBUTION			
9 PER ANDREW & SHANNON PENSON REQUEST DTD 11/9/11			BENE DISTRIBUTION WITH NO SSN
FOR:			**CHANGED** 04/24/12 M_M
PAID TO:			
YESHIVA YAGDIL TORAH			
TR TRAN#-ES000020000010 TR CD=051 REG=0 PORT=PRIN			
12/01/11 CASH DISBURSEMENT	-5000.00	-5000.00	1112000012
PRINCIPAL DISTRIBUTION			
9 PER ANDREW & SHANNON PENSON REQUEST DTD 11/22/11			BENE DISTRIBUTION WITH NO SSN
FOR:			**CHANGED** 04/24/12 M_M
PAID TO:			
TIFERET MOSHE INC.			
TR TRAN#-ES000020000012 TR CD=051 REG=0 PORT=PRIN			
12/01/11 CASH DISBURSEMENT	-5000.00	-5000.00	1112000013
PRINCIPAL DISTRIBUTION			
9 PER ANDREW & SHANNON PENSON REQUEST DTD 11/9/11			BENE DISTRIBUTION WITH NO SSN
FOR:			**CHANGED** 04/24/12 M_M
PAID TO:			
WEST SIDE MIKVA			
TR TRAN#-ES000020000013 TR CD=051 REG=0 PORT=PRIN			
12/01/11 CASH DISBURSEMENT	-10000.00	-10000.00	1112000014
PRINCIPAL DISTRIBUTION			
9 PER ANDREW & SHANNON PENSON REQUEST DTD 11/9/11			BENE DISTRIBUTION WITH NO SSN
FOR:			**CHANGED** 04/24/12 M_M
PAID TO:			
K HAL TEFILAH LE MOSHE			
TR TRAN#-ES000020000014 TR CD=051 REG=0 PORT=PRIN			
12/01/11 CASH DISBURSEMENT	-1800.00	-1800.00	1112000015
PRINCIPAL DISTRIBUTION			
9 PER ANDREW & SHANNON PENSON REQUEST DTD 11/9/11			BENE DISTRIBUTION WITH NO SSN
FOR:			**CHANGED** 04/24/12 M_M
PAID TO:			
THE BEIS			
TR TRAN#-ES000020000017 TR CD=051 REG=0 PORT=PRIN			
12/01/11 CASH DISBURSEMENT	-4200.00	-4200.00	1112000011
PRINCIPAL DISTRIBUTION			
9 PER ANDREW & SHANNON PENSON REQUEST DTD 11/9/11			BENE DISTRIBUTION WITH NO SSN
FOR:			**CHANGED** 04/24/12 M_M
PAID TO:			

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED) CHASDEI YISROEL				
TR TRAN#-ES000020000011 TR CD=051 REG=0 PORT=PRIN				
12/02/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 9 PER ANDREW & SHANNON PENSON REQUEST DTD 11/22/11 FOR: PAID TO: SIMCHAT TZION	-5000.00		-5000.00	1112000019
TR TRAN#-ES000054000039 TR CD=051 REG=0 PORT=PRIN				
12/05/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/1/11 FOR: PAID TO: CONGREGATION OHAV SHOLOM	-400.00		-400.00	1112000020
TR TRAN#-ES000103000002 TR CD=051 REG=0 PORT=PRIN				
12/05/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/1/11 FOR: PAID TO: THE AMERICAN FRIENDS OF MIGDAL OHR	-50000.00		-50000.00	1112000021
TR TRAN#-ES000103000003 TR CD=051 REG=0 PORT=PRIN				
12/05/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/1/11 FOR: PAID TO: FRIENDS OF LEHAVA	-10000.00		-10000.00	1112000023
TR TRAN#-ES000103000005 TR CD=051 REG=0 PORT=PRIN				
12/05/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/1/11 FOR: PAID TO: AISH CENTER INC			-8000.00	1112000024
TR TRAN#-ES000103000006 TR CD=051 REG=0 PORT=PRIN				
12/05/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/1/11 FOR: PAID TO: TZEDAKAH VHESED CHARITABLE FOUNDATION	-2500.00		-2500.00	1112000025
TR TRAN#-ES000103000007 TR CD=051 REG=0 PORT=PRIN				
12/05/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/1/11 FOR: PAID TO: AMERICAN FRIENDS OF YESHIVA OF KODSHIM	-5000.00		-5000.00	1112000022
TR TRAN#-ES000103000004 TR CD=051 REG=0 PORT=PRIN				
12/05/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/1/11 FOR: PAID TO: MESIVTA YESHIVA RABBI CHAIM BERLIN	-18000.00		-18000.00	1112000026
TR TRAN#-ES000103000008 TR CD=051 REG=0 PORT=PRIN				
12/12/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/8/11 FOR: PAID TO: CONGREGATION YESHIVA YAD MOISHE	-3600.00		-3600.00	1112000029
TR TRAN#-ES000296000002 TR CD=051 REG=0 PORT=PRIN				
12/12/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/8/11 FOR: PAID TO: LABOR AND INDUSTRY FOR EDUCATION INC	-1000.00		-1000.00	1112000030
TR TRAN#-ES000296000003 TR CD=051 REG=0 PORT=PRIN				
12/12/11 CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/8/11 FOR: PAID TO: YESHIVA ZICHRON MEILECH INC	-1800.00		-1800.00	1112000031

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TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
TR TRAN#-ES000296000004 TR CD=051 REG=0 PORT=PRIN				
12/12/11 CASH DISBURSEMENT	-7200.00		-7200.00	1112000032
PRINCIPAL DISTRIBUTION				
4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/8/11				
FOR:				
PAID TO:				
THE BEIS INC				
TR TRAN#-ES000296000005 TR CD=051 REG=0 PORT=PRIN				
12/12/11 CASH DISBURSEMENT	-5000.00		-5000.00	1112000028
PRINCIPAL DISTRIBUTION				
4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/8/11				
FOR:				
PAID TO:				
JEWISH BOARD OF FAMILY & CHILDREN SERVICES				
TR TRAN#-ES000296000001 TR CD=051 REG=0 PORT=PRIN				
12/12/11 CASH DISBURSEMENT	-18000.00		-18000.00	1112000034
PRINCIPAL DISTRIBUTION				
4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/8/11				
FOR:				
PAID TO:				
SHUL OF BAL HARBOUR INC				
TR TRAN#-ES000296000012 TR CD=051 REG=0 PORT=PRIN				
12/12/11 CASH DISBURSEMENT	-25000.00		-25000.00	1112000035
PRINCIPAL DISTRIBUTION				
4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/8/11				
FOR:				
PAID TO:				
AGUDATH ISRAEL OF AMERICA INC				
TR TRAN#-ES000296000013 TR CD=051 REG=0 PORT=PRIN				
12/12/11 CASH DISBURSEMENT	-36000.00		-36000.00	1112000033
PRINCIPAL DISTRIBUTION				
4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/8/11				
FOR:				
PAID TO:				
AISH CENTER INC.				
TR TRAN#-ES000296000006 TR CD=051 REG=0 PORT=PRIN				
12/16/11 CASH DISBURSEMENT	-5000.00		-5000.00	1112000036
PRINCIPAL DISTRIBUTION				
4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/8/11				
FOR:				
PAID TO:				
CONG SIMCHAT TZION LIBI BMIZRAH				
TR TRAN#-ES000448000001 TR CD=051 REG=0 PORT=PRIN				
12/21/11 CASH DISBURSEMENT	-3600.00		-3600.00	1112000038
PRINCIPAL DISTRIBUTION				
4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/20/11				
FOR:				
PAID TO:				
CONGREGATION BIRCHAS CHAIM INC				
TR TRAN#-ES000566000002 TR CD=051 REG=0 PORT=PRIN				
12/21/11 CASH DISBURSEMENT	-2500.00		-2500.00	1112000037
PRINCIPAL DISTRIBUTION				
4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/20/11				
FOR:				
PAID TO:				
CONGREGATION YESHIVA OHR HAMEIR				
TR TRAN#-ES000566000001 TR CD=051 REG=0 PORT=PRIN				
12/21/11 CASH DISBURSEMENT	-7500.00		-7500.00	1112000039
PRINCIPAL DISTRIBUTION				
4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/20/11				
FOR:				
PAID TO:				
YESHIVA MORESHES YEHOSHUA INC				
TR TRAN#-ES000566000003 TR CD=051 REG=0 PORT=PRIN				
12/21/11 CASH DISBURSEMENT	-1800.00		-1800.00	1112000040
PRINCIPAL DISTRIBUTION				
4 PER ANDREW & SHANNON PENSON REQUEST DTD 12/20/11				
FOR:				
PAID TO:				
CONGREGATION GUR ARYEH INSTITUTE				
TR TRAN#-ES000566000004 TR CD=051 REG=0 PORT=PRIN				
12/28/11 CASH DISBURSEMENT	-25000.00		-25000.00	1112000041
PRINCIPAL DISTRIBUTION				
9 PER ANDREW & SHANNON PENSON REQUEST DTD 12/20/11				
FOR:				
PAID TO:				
OHR YAACOV OF AMERICA INC				
TR TRAN#-ES000699000003 TR CD=051 REG=0 PORT=PRIN				

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CITIBANK, N.A.
TAX TRANSACTION DETAIL

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149 BENEFICIARY DISTRIBUTIONS (CONTINUED)

12/28/11	CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 9 PER ANDREW & SHANNON PENSON REQUEST DTD 12/20/11 FOR: PAID TO: CHASDEI YISROEL INC TR TRANS=ES000699000004 TR CD=051 REG=0 PORT=PRIN	-5000.00	-5000.00	1112000042 BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
12/29/11	CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 9 PER ANDREW & SHANNON PENSON REQUEST DTD 12/28/11 FOR: PAID TO: BIKUR CHOLIM OF MANHATTAN TR TRANS=ES000742000002 TR CD=051 REG=0 PORT=PRIN	-1000.00	-1000.00	1112000044 BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
12/29/11	CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 9 PER ANDREW & SHANNON PENSON REQUEST DTD 12/28/11 FOR: PAID TO: CONG SINCHAT TZION - LIBI BMIZRAH TR TRANS=ES000742000003 TR CD=051 REG=0 PORT=PRIN	-3000.00	-3000.00	1112000045 BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
12/29/11	CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 9 PER ANDREW & SHANNON PENSON REQUEST DTD 12/28/11 FOR: PAID TO: AISH CENTER INC. TR TRANS=ES000742000004 TR CD=051 REG=0 PORT=PRIN	-3900.00	-3900.00	1112000046 BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
12/29/11	CASH DISBURSEMENT PRINCIPAL DISTRIBUTION 9 PER ANDREW & SHANNON PENSON REQUEST DTD 12/28/11 FOR: PAID TO: YESHIVA KETANA OF MANHATTAN TR TRANS=ES000742000001 TR CD=051 REG=0 PORT=PRIN	-25000.00	-25000.00	1112000043 BENE DISTRIBUTION WITH NO SSN **CHANGED** 04/24/12 M_M
TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS		-1898950 00	0 00	-1906450 00

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.

Account Summary Section

Statement of Value and Activity

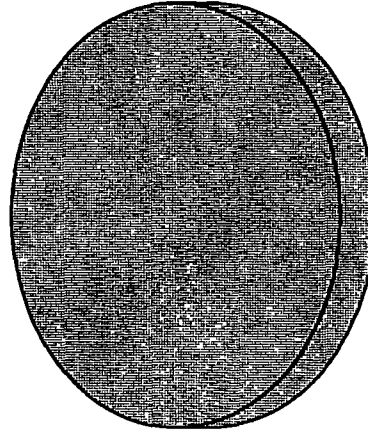
December 1, 2011 - December 31, 2011

Market Value Reconciliation

	This Period	1/1/11 to 12/31/11
Beginning Market Value	\$4,566,065.39	\$184,178.61
Additions and Contributions	\$0.00	\$5,656,250.00
Other Receipts	\$0.00	\$45.96
Interest and Dividends	\$133.34	\$1,336.56
Distributions To and For Beneficiaries	-\$646,400.00	-\$1,906,450.00
Trust Taxes	\$0.00	-\$691.00
Fees	-\$3,573.53	-\$18,240.16
Other Expenses/Disbursements	\$0.00	\$0.00
Corporate Actions/Non-Cash Transactions	\$0.00	\$0.00
Change in Market Value	\$0.00	-\$204.77
Ending Market Value	\$3,916,225.20	\$3,916,225.20
Net Realized Gains/Losses (Included in Total Above)	\$0.00	\$2,143.45

Asset Allocation Summary

	Asset Class	Balance
100%	Cash Equivalents	\$3,916,225.20
100%	Total Assets Value	\$3,916,225.20



Asset Detail Section

Statement of Value and Activity

December 1, 2011 - December 31, 2011

Asset Detail

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual		Percent of Market
					Income	Value	
Cash Equivalents							
Tax Exempt Money Market Funds							
Western Asset Inst Muni Money Market CUSIP: 52470G775	2,474.92	\$2,474.92	\$2,474.92	\$0.00	\$1.50	0.06%(i)	
Western Asset Inst Muni Money Market CUSIP: 52470G775	3,913,750.28	\$3,913,750.28	\$3,913,750.28	\$0.00	\$2,370.56	99.94%	
Total Cash Equivalents		\$3,916,225.20	\$3,916,225.20	\$0.00	\$2,372.06	100.00%	
Total All Assets		\$3,916,225.20	\$3,916,225.20	\$0.00	\$2,372.06	100.00%	

Citibank, N.A. 292 / 00530
 Sort 2224
 New York, N.Y. 10043

DUPLICATE

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 CITIBANK, N. A.
 Account
 20596972

SHANNON & ANDREW S PENSON FDR
 Marks Paneth & Shron-Ata: S. Schochet
 622 Third Avenue
 New York NY 10017-6707

Statement Period
 Dec. 1 - Jan. 2, 2012

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Relationship Summary:

Checking	\$11.54
Savings	---
Investments (not FDIC insured)	---
Loans	---
Credit Cards	---

Important information regarding your Citibank Savings Plus Account

If you have a Citibank Savings Plus Account, please be aware that it is a tiered-rate account. The interest rate and annual percentage yield earned varies based on the account balance. Rates are variable and subject to change at anytime without prior notice. If you have questions or would like information on current rates and balance tiers, please contact your Citi Private Bank representative.

For information on products, rates and charges, please contact your Citigroup Private Bank Team.

Interest Checking
 20596972

Beginning Balance:	\$11.54
Ending Balance:	\$11.54

IF YOU HAVE QUESTIONS ON:

YOU CAN CALL:

YOU CAN WRITE:

Checking

800-870-1073

Citi Private Bank
 Client Services 5th Floor
 666 Fifth Avenue
 New York, NY 10103