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 , and ending

Name of foundation: MORRIS & ANNA PROPP SONS FUND INC.

A Employer identification number: 13-6099110

Number and street (or P O box number if mail is not delivered to street address): 405 PARK AVENUE | Room/suite: 1103

B Telephone number: (212)752-3910

City or town, state, and ZIP code: NEW YORK, NY 10022

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 11214980.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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	5617941.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	318754.	318754.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	132442.			
	b Gross sales price for all assets on line 6a 2132680.				
	7 Capital gain net income (from Part IV, line 2)		132442.		
	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)				
	11 Other income	-4159.	-4159.		Statement 2
	12 Total. Add lines 1 through 11	6064978.	447037.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	14163.	0.		14163.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 3	10528.	0.		1488.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 4	7186.	0.		7186.
	24 Total operating and administrative expenses. Add lines 13 through 23	31877.	0.		22837.
	25 Contributions, gifts, grants paid	1803784.			1803784.
	26 Total expenses and disbursements. Add lines 24 and 25	1835661.	0.		1826621.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	4229317.			
	b Net investment income (if negative, enter -0-)		447037.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	25686.	109471.	109471.
	2	Savings and temporary cash investments	842672.	538747.	538747.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock Stmt 5	3114196.	7363104.	9771054.
	c	Investments - corporate bonds Stmt 6	584285.	785155.	795708.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 7	96223.	96223.	0.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	4663062.	8892700.	11214980.
Liabilities	17	Accounts payable and accrued expenses		321.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	321.	
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	4663062.	8892379.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	4663062.	8892379.	
	31	**Total liabilities and net assets/fund balances**	4663062.	8892700.	

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	4663062.
2	Enter amount from Part I, line 27a	2	4229317.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8892379.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8892379.

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	See Attached Statements			
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	2132680.		2000238.	132442.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				132442.

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	132442.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

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

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	329010.	7245385.	.045410
2009	409019.	6535373.	.062585
2008	309883.	7664670.	.040430
2007	465132.	8332529.	.055821
2006	455758.	8771496.	.051959

2 Total of line 1, column (d)	2	.256205
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	.051241
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	11927618.
5 Multiply line 4 by line 3	5	611183.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4470.
7 Add lines 5 and 6	7	615653.
8 Enter qualifying distributions from Part XII, line 4	8	438037.

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 ▶ ☐ and enter 1% of Part I, line 27b			1	8941.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	8941.
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	8941.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2976.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	10000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	12976.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	118.
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	3917.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 3917. **Refunded** ▶			11	0.

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 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. ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? N/A	4b		
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

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

		Line	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 ▶ ORGANIZATION'S OFICES Telephone no ▶212-752-3910

Located at ▶405 PARK AVENUE NEW YORK N.Y., NEW YORK, NY ZIP+4 ▶10022

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	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.

			Line	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			
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)?	N/A	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 ▶ ______ , ______ , ______ , ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☒ Yes ☐ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b	X	
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		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? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MORRIS S PROPP 405 PARK AVENUE NEW YORK, NY 10022	DIRECTOR 3.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	9966237.
b	Average of monthly cash balances	1b	2143020.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	12109257.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12109257.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	181639.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11927618.
6	**Minimum investment return.** Enter 5% of line 5	6	596381.

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	596381.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	8941.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8941.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	587440.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	587440.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	587440.

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	438037.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	438037.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	438037.

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				587440.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			288190.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 438037.				
a Applied to 2010, but not more than line 2a			288190.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				149847.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				437593.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	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) N/A

1 a 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
2 a 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))

MORRIS S PROPP

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 ▶ [X] 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				
SCHEDULE ATTACHED	NONE	ALL PUBLIC CHARITIES	FOR GENERAL OPERATING NEEDS OF RECIPIENT ORGANIZATION	415200.
D & D FAMILY FOUNDATION 25 EAST 86TH ST NEW YORK, NY 10028	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	50000.
RODNEY M PROPP FOUNDATION INC 425 PARK AVENUE NEW YORK, NY 10022	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	50000.
EPHRAIM & GAIL PROPP FAMILY FOUNDATION 950 PARK AVENUE NEW YORK, NY 10028	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	413584.
J W HELLER FOUNDATION 15 MAIDEN LANE NEW YORK, NY 10038	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	437,500 ~~337500.~~
Total See continuation sheet(s)			▶ 3a	1603784.
b Approved for future payment				
None				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MARNI & MORRIS PROPP II FAMILY FOUNDATION INC 366 EAGLE DRIVE JUPITER, FL 33477	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	337500.
Total from continuation sheets				337500.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	318754.	
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			14	-4159.	
8 Gain or (loss) from sales of assets other than inventory			18	132442.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		447037.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	447037.

(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)

123621
12-02-11

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	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

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

▶ Morris Propp PRESIDENT ▶ 8/10/2012

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Samuel Oelbaum	Samuel Oelbaum	08/02/12		P00148407
	Firm's name ▶ Hirsch Oelbaum Bram Hanover & Lisker CP			Firm's EIN ▶ 13-3641196	
	Firm's address ▶ 111 Broadway New York, NY 10006			Phone no	

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**
MORRIS & ANNA PROPP SONS FUND INC.	13-6099110

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	Employer identification number
MORRIS & ANNA PROPP SONS FUND INC.	13-6099110

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	ESTATE OF MORTIMER J PROPP 405 PARK AVENUE NEW YORK, NY 10022	$ 5304357.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	ESTATE OF EPHRAIM PROPP 950 PARK AVENUE NEW YORK, NY 10028	$ 313584.	Person [ ] Payroll [ ] Noncash [X] (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.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
MORRIS & ANNA PROPP SONS FUND INC.	13-6099110

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
2	2000 SHARES EXXON MOBIL 158,880; 3000 SHARES QUESTOR PHARMACEUTICAL 127,320; 800 SHARES HARRIS CORP	$ 313584.	12/14/11
		$	
		$	
		$	
		$	
		$	

Name of organization

MORRIS & ANNA PROPP SONS FUND INC.

Employer identification number

13-6099110

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) ▶ $

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

MORRIS & ANNA PROPP SONS FUND INC. 13-6099110

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address No. 1	Grant Amount	Date of Grant	Amount Expended	Verification Date
J W HELLER FOUNDATION 15 MAIDEN LANE NEW YORK, NY 10038	437500.	12/15/11	0.	03/25/12

Purpose of Grant

RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
3/25/2012	

Results of Verification

reviewed Form 990-PF filed by grantee

Recipient's Name and Address No. 2	Grant Amount	Date of Grant	Amount Expended	Verification Date
MARNI & MORRIS PROPP II FAMILY FOUNDATION INC 366 EAGLE DRIVE JUPITER, FL 33477	437500.	12/15/11	0.	03/12/12

Purpose of Grant

RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
3/12/2012	

Results of Verification

reviewed Form 990-PF filed by grantee

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address No. 3	Grant Amount	Date of Grant	Amount Expended	Verification Date
EPHRAIM & GAIL PROPP FAMILY FOUNDATION 950 PARK AVENUE NEW YORK, NY 10028	413584.	12/15/11	0.	12/09/11

Purpose of Grant

RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
12/09/2011	

Results of Verification

reviewed organizational documents, application for exemption, approved exemption, corporate resolutions

Recipient's Name and Address No. 4	Grant Amount	Date of Grant	Amount Expended	Verification Date
RODNEY M PROPP FOUNDATION 405 PARK AVENUE NEW YORK, NY 10022	50000.	12/15/11	0.	07/18/11

Purpose of Grant

RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
7/18/2011	

Results of Verification

reviewed Form 990-PF filed by grantee for 2010

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address No. 5	Grant Amount	Date of Grant	Amount Expended	Verification Date
D & D FAMILY FOUNDATION 25 EAST 86TH ST APT 12F NEW YORK, NY 10028	50000.	12/15/11	0.	06/15/12

Purpose of Grant

RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
6/15/2012	

Results of Verification

reviewed organizational documents and exemption application and approval

Recipient's Name and Address	Grant Amount	Date of Grant	Amount Expended	Verification Date

Purpose of Grant

Date of Reports by Grantee	Diversions by Grantee

Results of Verification

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	2000 Currency shares Australian Dollar	P	07/29/10	02/23/11
b	1000 Mosaic co	P	11/16/10	03/03/11
c	1000 Mosaic co	P	11/24/10	07/22/11
d	3000 Comcast	P	08/23/10	04/30/11
e	446 Del Monte Foods	P		03/09/11
f	50M Credit Suisse notes	P		11/15/11
g	1000 General Dynamics	P		12/13/11
h	2000 General Electric	P	10/16/10	12/13/11
i	2500 Aflac	P		12/14/11
j	5000 A.M. Castle	P		12/14/11
k	5000 Hudson City Bancorp	P	02/11/11	03/30/11
l	5150 Matthews China Fund	P	02/15/11	05/23/11
m	2000 Rio Tinto PLC	P	03/17/11	07/08/11
n	3000 First Trust ISE Global	P	03/18/11	07/15/11
o	7542 Matthews India Fund	P	02/15/11	07/15/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	200311.		181080.	19231.
b	85717.		68378.	17339.
c	73019.		68378.	4641.
d	76559.		52979.	23580.
e	8474.			8474.
f	50000.		50375.	-375.
g	64558.		41277.	23281.
h	33179.		33960.	-781.
i	103742.		32538.	71204.
j	40500.		29984.	10516.
k	48495.		57481.	-8986.
l	149615.		150038.	-423.
m	144762.		130215.	14547.
n	126436.		123601.	2835.
o	156873.		150029.	6844.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				19231.
b				17339.
c				4641.
d				23580.
e				8474.
f				-375.
g				23281.
h				-781.
i				71204.
j				10516.
k				-8986.
l				-423.
m				14547.
n				2835.
o				6844.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

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05-01-11

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	3500 BHP Billiton	P	03/15/11	07/15/11
b	1500 Currency shares Australian Dollar	P	11/21/11	12/13/11
c	3000 BP PLC	P	06/17/11	12/13/11
d	2000 Freeport McMoran	P	03/25/11	12/13/11
e	10000 Allianz	P	04/08/11	12/16/11
f	Capital Gains Dividends			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	319577.		314828.	4749.
b	152054.		148241.	3813.
c	127662.		126330.	1332.
d	78497.		109680.	-31183.
e	92417.		130846.	-38429.
f	233.			233.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				4749.
b				3813.
c				1332.
d				-31183.
e				-38429.
f				233.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	132442.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
VARIOUS SECURITIES	318987.	233.	318754.
Total to Fm 990-PF, Part I, ln 4	318987.	233.	318754.

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Income from Partnerships	-4159.	-4159.	
Total to Form 990-PF, Part I, line 11	-4159.	-4159.	

Form 990-PF Taxes Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAXES	9040.	0.		0.
PAYROLL TAXES	1488.	0.		1488.
To Form 990-PF, Pg 1, ln 18	10528.	0.		1488.

Form 990-PF Other Expenses Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
STATE FILING FEES	250.	0.		250.
MISCELLANEOUS OFFICE EXPENSES	6936.	0.		6936.
To Form 990-PF, Pg 1, ln 23	7186.	0.		7186.

Form 990-PF | Corporate Stock | Statement 5

Description	Book Value	Fair Market Value
SCHEDULE ATTACHED	7363104.	9771054.
Total to Form 990-PF, Part II, line 10b	7363104.	9771054.

Form 990-PF | Corporate Bonds | Statement 6

Description	Book Value	Fair Market Value
SCHEDULE ATTACHED	785155.	795708.
Total to Form 990-PF, Part II, line 10c	785155.	795708.

Form 990-PF | Other Investments | Statement 7

Description	Valuation Method	Book Value	Fair Market Value
SCHEDULE ATTACHED	COST	96223.	0.
Total to Form 990-PF, Part II, line 13		96223.	0.

Morris & Anna Propp Sons Fund, Inc
Securities Portfolio
As of 12/31/2011

Security	No Shares	Price	Cost Basis	Market Value
ABERDEEN ASIA PACIFIC	5,674	7.33	47,237.88	41,590.42
AFLAC	2,500	43.26	74,948 13	108,150 00
ALCATEL	77	1 56	1,410 59	120 12
ALLETE	333	41 98	17,812 50	13,979 34
AMERICAN ELECTRIC POWER	500	41.31	16,125.00	20,655 00
ARLINGTON ASSET INVESTMENT COR	50	21.33	11,385 00	1,066 50
AT&T	1,077	30.24	33,125 57	32,568 48
BARRICK GOLD	3,000	45 25	68,859.20	135,750 00
BLACKROCK INCOME FUND	500	7 33	4,910 00	3,665 00
BLACKROCK PFD INCOME STRATEGY	1,000	9 83	25,000 00	9,830 00
BRISTOL MYERS	1,200	35 24	16,946 00	42,288 00
CANADIAN APT PROPERTIES	3,000	21 91	36,395 00	65,730 30
CAPITAL PROPERTIES	2,000	8 69	14,380 00	17,380 00
CAPSTONE TURBINE	1,000	1 16	2,113 46	1,160 00
CASTLE A M	15,000	9 46	89,951 33	141,900 00
CHEMTURA	606	11 34	21,293 97	6,872 04
CHEVRON TEXACO	3,080	106.40	30,567.21	327,712 00
COEUR D'ALENE MINES	111	24.14	12,855 92	2,679 54
COHEN & STEERS REIT	1,000	14 15	26,185 00	14,150 00
CONOCOPHILLIPS	500	72.87	21,849 70	36,435.00
CROSSTEX ENERGY LP	1,000	16 22	20,629 00	16,220.00
CVS CORP	1,000	40.78	19,323.00	40,780 00
CYTEC INDUSTRIES	426	44 65	1,872.63	19,020 90
CFIC DEERFIELD TRIARC CAPITAL	200	5.40	27,671.00	1,080 00
DNP SELECT INCOME FUND	1,212	10 92	10,095 08	13,235 04
DOMINION RESOURCES	2,000	53 08	54,490 50	106,160 00
DOW CHEMICAL	3,866	28 76	12,866 96	111,186 16
PRUDENTIAL GLOBAL FUND	2,430	6 64	18,373 83	16,138 38
DUKE CAPITAL	5,000	10 48	48,755 00	52,418 50
DUKE ENERGY CORP	1,000	22 00	39,613 00	22,000 00
DUKE REALTY	1,000	12 05	22,753 00	12,050 00
DWS EMERGING MARKETS FUND	319	14 53	8,829 98	4,628 46
EATON GLOBAL DIVIDEND FUND	1,000	12 22	20,000 00	12,220 00
EATON VANCE LTD DURATION FUND	1,000	15 23	20,000 00	15,230 00
EDISON INTERNATIONAL	1,000	41.40	19,808 00	41,400 00
EL PASO CORP	182	26.57	0	4,835.74
ENERPLUS	1,000	25 32	54,805 00	25,320 00
ENNIS BUSINESS FORMS	1,000	13.33	7,404.00	13,330 00
ENTERPRISE PRODUCTS PARTNERS	500	46 38	7,906 00	23,190 00
EQUITY ONE	900	16 98	11,680 00	15,282 00
EXXON MOBIL	2,000	84 76	122,920.00	169,520 00
FREEPORT MCMORAN COPPER B	5,000	36 79	198,937.46	183,950 00
FRONTIER COMMUNICATIONS	1,000	5 15	13,775.00	5,150 00
GENERAL DEVELOPMENT	82	0 30	619 08	24 60
GENERAL ELECTRIC	10,000	17 91	101,318 00	179,100 00
GENERAL GROWTH PROPERTIES	1,566	15 02	21,195 88	23,521 32

GREAT PLAINS ENERGY	128	21.78	3,340.80	2,787.84
HARSCO CORP	5,208	20.58	6,398.91	107,180 64
HEINZ H.J.	1,000	54.04	42,253 00	54,040 00
HONEYWELL	11,000	54 35	7,504 70	597,850 00
HOWARD HUGHES CORP`	150	44 17	0	6,625 50
HSBC TRUST CERTIFICATES	1,000	24 42	25,000 00	24,420 00
IBM	240	183 88	2,832 00	44,131 20
ING CLARION REAL ESTATE FUND	825	6 84	15,000 00	5,643 00
ISHARES BARCLAY TIPS	1,000	116 69	111,096 00	116,690 00
ISTAR FINANCIAL	1,000	5 29	25,159 00	5,290 00
JC PENNEY	5,000	9 30	47,453 00	46,500 00
JOHN HANCOCK LIF	5,000	10 15	50,005.00	50,739 00
JOY GLOBAL	500	74.97	26,373 05	37,485 00
JP MORGAN CHASE	3,000	33 25	91,831 05	99,750.00
KIMBERLY CLARK	2,000	73 56	4,497.71	147,120 00
LACLEDE GROUP	1,000	40 47	24,250 00	40,470.00
LEXINGTON CORP PROPERTIES	2,244	7.49	31,126.93	16,807 56
LMP CAPITAL & INCOME FUND	1,000	12.36	20,000.00	12,360 00
LSB FINANCIAL	5,000	14.21	70,190.78	71,025 00
MDU RESOURCES	2,530	21 46	13,855 65	54,293 80
MERCK	10,000	37.70	345,839 50	377,000 00
MFS INTERMEDIATE INCOME FUND	1,000	6 30	8,055 00	6,300 00
MORGAN STANLEY HI YIELD FUND	54	16 08	3,965 00	861 81
NATIONAL HEALTH INVESTORS	1,000	43 98	19,242 50	43,980 00
NCR CORP	51	16 46	0	839 46
NEUBERGER BERMAN REALTY FUND	1,409	3 75	15,000 00	5,283 75
NEWMONT MINING	2,000	60 01	66,359 04	120,020 00
NORFOLK SOUTHERN	2,700	72 86	8,169 72	196,722 00
NORTHLAND POWER	1,000	17 61	8,900 00	17,608 60
NUVEEN PFD & CNV INCOME FUND	1,000	8 05	15,000 00	8,050 00
NUVEEN QUALITY PFD INCOME FUND	1,000	7 83	15,000.00	7,830 00
NV ENERGY	720	16 35	7,887 04	11,772 00
ONEOK PARTNERS	1,000	57.74	5,366.50	57,740 00
OPPENHEIMER HOLDINGS	700	16.10	12,867.50	11,270.00
PEPSICO INC	1,038	66.35	0.00	68,871 30
PFIZER	4,000	21.64	76,086.91	86,560 00
PMC COMMERCIAL	1,000	7.00	13,913 00	7,000 00
PNC Financial Services Group Inc	39	57.67	35,045.00	2,249 13
PRAXAIR	4,800	106 90	18,055.79	513,120 00
PREMIER FARNELL	13,244	2 80	2,672 25	37,027 58
PROGRESS ENERGY	906	56 02	14,812 50	50,754 12
PUTNAM AMERICAN GOVT FUND	42,870	9 25	409,097 90	396,550 02
PUTNAM HI INCOME FUND	1,000	7 68	9,900 00	7,680 00
RASSCO CORP	222	0 30	935 83	66 60
RMR REAL ESTATE FUND	195	28 21	15,265 00	5,500 95
ROYCE FOCUS TRUST	5,467	6 30	39,548 59	34,447 57
SEMPRA ENERGY	819	55 00	23,815 00	45,045 00
SOUTHERN UNION	3,832	42.11	37,812 00	161,365 52
SPECTRA ENERGY	500	30.75	0	15,375 00
STATE OF ISRAEL	289.5M	100.00	289,500 00	289,500 00
SUNCOR ENERGY	2,000	28 83	83,199.80	57,660 00
TCW VALUE OPPORTUNITY FUND	4,145	17.14	63,168 49	71,039 46

TERADATA CORP	51	48 51	0	2,474 01
INVESCO VAN KAMPEN DYNAMIC	1,000	10 57	20,000 00	10,570 00
WASTE MANAGEMENT	87	32 71	3,293 47	2,845 77
WEIS MARKETS	7,000	39 94	9,798 00	279,580 00
WESTERN ASSET CLAYMORE	2,000	12 61	23,933 00	25,220 00
WESTERN ASSET EMERGING DEBT FL	1,000	18 90	20,000 00	18,900 00
WESTERN ASSET EMERGING DEBT FL	632	18 90	15,055.00	11,944 80
COUNCIL OF EUROPE DEVEL BONDS	35M	100 64	32,215 75	35,222 25
EUROPEAN INVESTMENT BANK	36M	101.65	33,653 45	36,592.92
TSY CORP VICTORIA BONDS	36M	103.29	32,328 00	37,184 40
AMERIANA BANCORP	15,000	3.96	70,926.04	59,400 00
BARRICK GOLD	2,000	45.25	101,881 00	90,500 00
CAPITAL PROPERTIES	3,407	8 69	27,188 79	29,606 83
CONOCO PHILLIPS	2,000	72 87	143,810.00	145,740 00
EXXON MOBIL	1,000	84 76	82,090 00	84,760 00
FREEPORT MCMORAN COPPER & GOL	3,000	36 79	157,051 00	110,370 00
GAZPROM	20,000	10 65	317,555 00	213,000 00
GENERAL ELECTRIC	10,000	17 91	208,009 50	179,100 00
GERDAU S A	5,000	7 81	43,879 50	39,050 00
ISHARES TR BARCLAYS TIPS	5,000	116 69	556,395 92	583,450 00
KVH INDUSTRIES	10,000	7 78	116,687 79	77,800 00
LSB FINANCIAL	10,000	14 21	158,111.02	142,050 00
MERCK	10,000	37.70	326,285.11	377,000.00
MORGAN STANLEY	10,000	15.13	234,015.62	151,300 00
NOVARTIS A G	2,000	57 17	113,240.97	114,340.00
PIMCO CORPORATE OPP FUND	25,000	17.37	476,733.18	434,250.00
PIMCO ETF US TIPS	1,000	65 25	62,970.00	65,250 00
PROVIDENCE & WORCESTER RR	5,000	11 40	63,930.90	57,000 00
RIO TINTO PLC	2,000	48.92	136,624 37	97,840 00
STATE OF ISRAEL	300M	100.00	300,000 00	300,000 00
SUNCOR ENERGY	10,000	28.83	436,810 48	288,300 00
UBS AG	5,000	11 83	82,129 50	59,150 00
			8,148,242 66	10,566,762 23

Morris & Anna Propp Sons Fund - 2011	Amount
Agudath Israel of Amer	400
Aish Hatorah	3,600
Alumni of Rabb Coll Knesseth -Slabodka	500
American Cancer Society	500
Amer Comm for Shaare Zedek	3,600
Am Fr of Hazon Yeshaya	10,000
Amer Fr of Hebron Yeshiva in Jerusalem	1,800
Amer Fr of Israel Museum	2,200
Amer Fr of Israel Philharmonic Orch	1,000
Amer Fr of Livnot U'Lehibanot	500
American Friends of Magen David Adom	500
Amer Friends of Nishmat	1,000
Amer Friends of Shalva	1,000
Amer Friends of Yeshivat Kerem B'Yavneh	500
Amit	1,000
Anti-Defamation League	1,000
Bar-ILan University	3,600
Be'er Hagolah Institutes	3,600
Beth Jacob Schools(Bais Yaakov of the East Side)	500
Bocca Raton Synagogue	1,000
Chai Lifeline	1,200
City Harvest	250
CLAL-Natl Jewish Center for Learning	500
Cong Agudas Achim	1,000
Cong Agudath Israel of Boro Park	500
Cong Aitz Chaim	1,000
Cong Anshe Sholom	750
Cong Kehilath Jeshurun	7,500
Dorot, Inc.	1,200
Drisha Institute for Jewish Education	1,000
Educational Institute Oholei Torah	1,000
Emunah Women of America	5,000
Ezer Mizion	2,000
Ezras Torah-Torah Relief Society	400
Fifth Avenue Synagogue	1,800
Friends of Jewish Childrens Museum / Tzivos Hashem	500
Gush Etzion Foundation	500
Habitat for Humanity	100
Jewish Center - Rabbi Jung Memorial Fund	3,600
Jewish Center of Atlantic Beach	5,000
Jewish Community Relations Council of NY	750
Jewish Enrichment Center	1,000
Jewish Foundation for the Righteous	500
Jewish Guild for the Blind	200
Jewish Orthodox Feminist Alliance-JOFA	1,800
Lubavitch Youth Orginazation	1,800
Manhattan Jewish Experience	2,000
National Committee for Furtherance Jewish Educ	500
National Jewish Outreach Program	1,800

OHEL Children's Home	1,200
One Israel Fund	500
Open University	2,500
Palm Beach Jewish Center-	4,500
Palm Beach - New Synagogue of Palm Beach	1,000
Palm Beach Orthodox Synagogue	1,000
Re'uth Women's Social	2,500
Sharsheret, Inc	1,000
Shir Hadash	1,000
Sh'or Yoshuv Institute	1,800
Torah Schools for Israel	500
UJA-Federation	100,000
United Negro College Fund	100
Upper East Side Hatzolah	1,000
USO	250
Wall Street Synagogue	1,000
Westchester Day School	17,500
Yad Avraham	1,800
Yeshiva Torah Vodaath	500
Yeshiva Univ - Center for the Jewish Future	1,800
Zionist Organization of America	
TOTAL	224,400

2011 OPPNHMER - SONS FUND ENDOWMENT	
Contributed To:	**Amount**
Am Fr of Ponevez Yeshiva In Isreal	1,800
Chabad of Southhampton	50,000
Cheder Lubavitch of Morristown NJ	5,000
Hebrew Academy Community School	2,500
Hebrew Academy of Palm Beach	1,000
Jewish Music for Kids and Mom	6,000
Lubavitch Educational Center (Miami)	10,000
Palm Bch Jew Center Jew Educ Fnd	25,000
Ramaz	30,000
Westchester Day School	50,000
Bais Kaila Torah Preparatory HS	500
Bais Tova Inc	500
Beth Medrash Govaha	1,000
Cheder of Los Angeles	500
Lakewood Cheder School	1,000
Yeshiva Gedola of Los Angeles	1,000
United Institutions Karlin Stolin	1,000
Yeshiva Gedolah of Brick	1,000
Yeshiva Chayei Olam	1,000
Talmudic Research Center	1,000
Mesivta of Long Beach	1,000
Total 2011 Contributions	**190,800**