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HURRICANE SANDY TAX RELIEF AS PER IR-2012-83

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Tayet

OMB No 1545-0052

SCANNED FEB 1 3 2013

, ont	330 1 1	U Secti	Treated as a Private	e Founda	iiilable i	iust	2011
Departme	ent of the Treasury Revenue Service	Note. The foundation may	y be able to use a copy of this	return to satis	ty state repo	rting requirements	<u> </u>
For cale	endar year 2011	or tax year beginning		, and er	nding	<u>-</u>	<u></u>
Name (of foundation					A Employer identification	number
HOO	CHSTEIN	FOUNDATION INC					
C/0	NUHTIW C	SMITH+BROWN PC				13-6161765	
		oox number if mail is not delivered to stre	et address)		Room/suite	B Telephone number	
	•	WAY, 9TH FL				212-751-91	0.0
	town, state, and						
-	YORK,					C If exemption application is p	pending, check here
G Chec	ck all that apply:	Initial return	Initial return of a fo	rmer public c	harity	D 1. Foreign organization	s, check here
,		Final returnAddress change	Name change			Foreign organizations me 2. check here and attach or	eeting the 85% test, omputation
H Chec	ck type of organiz		exempt private foundation			E If private foundation sta	tue was terminated
_	• • •) nonexempt charitable trust	Other taxable private founda	ition		under section 507(b)(1	_
		assets at end of year J Accour		Accr	ıal	1	
	Part II, col. (c),	· —	Other (specify)			F If the foundation is in a under section 507(b)(1	
(<i>IIOIII</i>	7. a.c.ii, coi. (c),	0,731,233. (Part I, co.		basis.)		ander section 507(0)(1	Moli check hele . F
7.1		evenue and Expenses	_			40\ 0.40	(d) Disbursements
Part	The total of amo	counts in columns (b), (c), and (d) may not all the amounts in column (a))	(a) Revenue and expenses per books	(b) Net in inco		(c) Adjusted net income	for chantable purposes (cash basis only)
1	Contributions.	gifts, grants, etc , received	45,061,767.			N/A	1
2		if the foundation is not required to attach Sch. B			•••••		*************************************
3	Internet on small	gs and temporary					
1	Cash investments	nterest from securities	1,184,610.	1.18	4,610.		STATEMENT 1
]		interest nom securities	1,101,0101	1/10	1,010.		
ł	a Gross rents	•					
1 _	Net rental income	· · ·	<67,212.	**********	1.11		
ല 6	Net gain or (loss) Gross sales price	from sale of assets not on line 10	<07,212.		······		
E	b assets on line 6a	18,876,569.				hm. h. n. m.h	"" "" "" "" "" "" "" "" "" "" "" "" ""
Revenue 7	Capital gain net in	ncome (from Part IV, line 2)			0.		
L 8	Net short-term	capital gain		***********			111111 1111111 1 1 1111111111111111111
9							
10	Gross sales less la and allowances	returns			 		
	b Less Cost of good	ods sold					
	c Gross profit or	(loss)					
11	•	_	75,370.	7	5,370.		STATEMENT 2
12	Total, Additine	EIGH ED	46,254,535.	1,25	9,980.		
13		officers, directors, trustees, etc.	0.		0.		0.
14	Otheramolove	e salaries and wanes			- *		
15	Paneing place	e salaries and wages O o employee benefits					
89 40		employee belients					
	ia Legal fees	GDEN LETMT 3	4,000.		0.	 - 	4,000.
ğ	b Accounting fee	<u> </u>		1 2			4,000.
Ω	c Other professio	onal fees STMT 4	131,443.	13	1,443.		1
.≨ 17			833.		833.		0.
<u>E</u> 18		STMT 5	10,846.		7,546.		0.
. <u>s</u> 19	Depreciation ai	nd depletion					
<u>E</u> 20	Occupancy				_		
₹ 21	Travel, confere	nces, and meetings					
E 22	Printing and pu	ublications					
g 23	• .	a	156,772.	15	6,022.		750.
E 24	•	g and administrative					
<u> </u>	-	d lines 13 through 23	303,894.	29	5,844.		4,750.
ဝီြ့	•	gifts, grants paid	1,668,200.		_ ,		1,668,200.
25			1,000,2001		····		1,000,200.
26	•	s and disbursements.	1 972 004	ეი	5 0//		1 672 050
	Add lines 24 ai		1,972,094.		5,844.		1,672,950.
27	Subtract line 2	5 from line 12	44 202 441				
1	2 Excess of revenue	e over expenses and disbursements	44,282,441.			[I

c Adjusted net income (if negative, enter -0-) 123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

b Net investment income (if negative, enter -0-)

Form **990-PF** (2011)

964,136.

N/A

13-6161765

		Polones Chapte Attached schedules and amounts in the description	Beginning of year	Fnd	of year
P	art	Balance Sheets Atlanted schedules and amounts in the description column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 2 3		658,810.	6,068,929	
	4	Less allowance for doubtful accounts ► Pledges receivable ►			
		Less: allowance for doubtful accounts			
	5 6	Grants receivable			
	7	disqualified persons			
	`	Less allowance for doubtful accounts ▶			
ţ	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges			
⋖	10a	Investments - U.S. and state government obligations STMT 9	914,249.	408,536	
	b	Investments - corporate stock STMT 10	13,484,434.	18,974,715	
	C	Investments - corporate bonds STMT 11	983,853.	929,724	973,080.
	11	Investments - land, buildings, and equipment basis			
	4.0	Less accumulated depreciation			-
	13	Investments - mortgage loans Investments - other STMT 12	10,176,179.	43,614,355	. 42,433,476.
	1	Land, buildings, and equipment: basis	10,210,210	10,011,000	12,133,1700
	` `	Less, accumulated depreciation			
	15	Other assets (describe ► STATEMENT 13)	0.	12,251	. 12,251.
	16	Total assets (to be completed by all filers)	26,217,525.	70,008,510	. 70,731,233.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
S	19	Deferred revenue			
Ě	20	Loans from officers, directors, trustees, and other disqualified persons			
Liabilities	21	Mortgages and other notes payable			
_	22	Other liabilities (describe ► <u>DUE TO BROKER</u>)	5,821.	489,927	4
	23	Total liabilities (add lines 17 through 22)	5,821.	489,927	<u>.</u>
		Foundations that follow SFAS 117, check here			
S	ļ	and complete lines 24 through 26 and lines 30 and 31.			
nce	24	Unrestricted			_
Sala	25	Temporarily restricted			-
Net Assets or Fund Balances	26	Permanently restricted Foundations that do not follow SFAS 117, check here		· ·· ·	-
₫		and complete lines 27 through 31.			
Š	27	Capital stock, trust principal, or current funds	1,401,090.	1,401,090	
set	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0	
As	29	Retained earnings, accumulated income, endowment, or other funds	24,810,614.	68,117,493	
Š	30	Total net assets or fund balances	26,211,704.	69,518,583	<u>.</u>
	31	Total liabilities and net assets/fund balances	26,217,525.	70,008,510	•
P	art	Analysis of Changes in Net Assets or Fund B	alances		
1	Tota	I net assets or fund balances at beginning of year - Part II, column (a), line	30		
		st agree with end-of-year figure reported on prior year's return)		_1	
	-	r amount from Part I, line 27a		2	44,282,441.
		r increases not included in line 2 (itemize)	SEE STA	ATEMENT 7 3	18,272.
		lines 1, 2, and 3	ann an	· · · · · · · · · · · · · · · · · · ·	
		eases not included in line 2 (itemize)		ATEMENT 8 5	
<u>6</u>	rota	net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	iumn (b), line 30		09,010,003.

123511 12-02-11

C/O WITHUMSMITH+BROWN PC

	WITHUMSMITH-						1765 Paç
Part IV Capital Gains	and Losses for Tax	on Investmen	,				
(a) List and desc 2-story brick w	cribe the kind(s) of property s arehouse, or common stock,	sold (e g , real estate, , 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date (mo , d	acquired ay, yr)	(d) Date sold (mo , day, yr)
a							
b SEE ATTACHED	STATEMENTS						
<u>C</u>							
d							
e					.		
(e) Gross sales price	(f) Depreciation allow (or allowable)		st or other basis expense of sale			ain or (loss) s (f) minus (i	
<u> </u>	(0.000000)				(-/		
<u> </u>			-	1			
C							· · ·
d							
e 18,876,569.		1	8,943,78	L •			<67,21
Complete only for assets showing	ng gain in column (h) and ov	wned by the foundation	on 12/31/69		(I) Gains (C	ol. (h) gain i	minus
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (I) col (I), if any	c		not less than (from col. (f	
a							
b				ļ			
<u>c</u>							
d							
e							<67,21
Capital gain net income or (net ca	apital loss) { If gain, a	ilso enter in Part I, line , enter -0- in Part I, line	7 7	} 2			<67,21
Net short-term capital gain or (lo	ss) as defined in sections 12	222(5) and (6)					
If gain, also enter in Part I, line 8,		· , · , ·		1 1 1			
yanı, also ontor at t att i, alle o,	column (c)			b			
If (loss), enter -0- in Part I, line 8				3		N/A	
If (loss), enter -0- in Part I, line 8		(e) for Reduced	Tax on Net		come	N/A	
If (loss), enter -0- in Part I, line 8 Part V Qualification U	Inder Section 4940	• •		nvestment In	come	N/A	
If (loss), enter -0- in Part I, line 8 Part V Qualification U For optional use by domestic private	Inder Section 4940 e foundations subject to the	• •		nvestment In	come	N/A	
If (loss), enter -0- in Part I, line 8 Part V Qualification U For optional use by domestic private f section 4940(d)(2) applies, leave to	Inder Section 4940 e foundations subject to the his part blank	section 4940(a) tax on	net investment inc	nvestment in	come	N/A	
If (loss), enter -0- in Part I, line 8 Part V Qualification U For optional use by domestic private f section 4940(d)(2) applies, leave to Was the foundation liable for the sec	Inder Section 4940 e foundations subject to the his part blank etion 4942 tax on the distribu	section 4940(a) tax on	net investment inc	nvestment in	come	N/A	Yes X
Part V Qualification U For optional use by domestic private section 4940(d)(2) applies, leave to vas the foundation liable for the section 4940, the foundation does not qualification.	Inder Section 4940 e foundations subject to the his part blank ation 4942 tax on the distribu- lify under section 4940(e)	section 4940(a) tax on utable amount of any yo not complete this pa	net investment inc ear in the base peni int	nvestment in	come	N/A	Yes X
If (loss), enter -0- in Part I, line 8 Part V Qualification U For optional use by domestic private f section 4940(d)(2) applies, leave to Vas the foundation liable for the section 4940, the foundation does not qual Enter the appropriate amount in	Inder Section 4940 e foundations subject to the his part blank etion 4942 tax on the distribution 4940	section 4940(a) tax on utable amount of any yo not complete this pa see instructions before	net investment inc ear in the base peni int	nvestment In	come		
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If (loss), enter -0- in Part I, line 8 Part V Qualification U For optional use by domestic private section 4940(d)(2) applies, leave to a state foundation liable for the sectives, the foundation does not quate the appropriate amount in Base period years Calendar year (or tax year beginning 2010	Inder Section 4940 e foundations subject to the his part blank etion 4942 tax on the distribu- lify under section 4940(e) D each column for each year, s ing in) Adjusted qualit	section 4940(a) tax on utable amount of any you not complete this passee instructions before (b) frying distributions 1,686,650.	ear in the base pendent making any entries	nvestment Income) one) (c) charitable-use asset	s 6 •	Distrib	(d) ution ratio ded by col (c)) • 0 6 5 4
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Form 990-PF (2011)

X

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

of each state as required by General Instruction G? If "No," attach explanation

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)

year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

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

Page 5

11 All any time daming the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section \$12(b)(13)? If Yes, attach schedule (see instructions) 12 Did the foundation make a distribution to a done average fund over which the foundation or a disqualified person had advisory printleges? 12 X 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 14 The books are in case of PUDPY WEINBERGER 15 Section 4947(21) onesement charable trusts timing form 990-Pr in lieu of Farm 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 16 A ray time dismorp clientary exert 2011, did the foundation have an interest in or a signature or other authority over a bank, 16 A ray time dismorp clientary exert 2011, did the foundation have an interest in or a signature or other authority over a bank, 18 A ray time dismorp clientary exert 2011, did the foundation have an interest in or a signature or other authority over a bank, 19 A respectively of the instructions for exceptions and filing requirements for form 0.19 90-22.1 If Yes, enter the name of the foreign 19 Cart 12-751-12-00 18 Eastern 4720 if any items is checked in the "Yes" column, unless an exception applies. 19 Degrate of the sale or exchange, or Issaing of property with a dequalified person? 20 Eastern 4720 if any items is checked in the "Yes" column, unless an exception applies. 21 During the year of the foundation (either directly or indirectly) or indirectly) 21 Engage in the sale or exchange, or Issaing of property with a dequalified person? 22 Eastern 5 the time sale or exchange, or Issaing of property with a dequalified person? 23 Firm and the sale or exchange, or Issaing of property wit	P	art VII-A Statements Regarding Activities (continued)			rayeu
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12 Out the foundation make a distribution to a dinor advised fund over which the foundation or a disqualified person had advisory privileges? 12	• •		11		х
It "Yes," attach statement (see instructions) 3 Ddt his foundation corrolly with the public inspection requirements for its annual returns and exemption application? Webside address ▶ N/A 11 The books are not are? ▶ JUDY WEINBERGER Located at ▶ C/O WSB, 1411 BROADWAY, 9TH FL, NEW YORK, NY 21P4 ▶ 10018 15 Section 4947(a)(1) nonexempt charitable trusts filing from \$90PF in lieu of Form 1041 - Check here and eather the amount of tax-exempt interest reacend or accrued dumple year 15 Alary time dumps 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 mistructions for exceptions and filing requirements for from 10 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. 1a Duming the year add the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or lessing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No (4) Pay compensation to, or pay or reimburs the expenses of, a dequalified person? Yes X No (5) Transfer any incorne or assets to a dequalified person for make any of either available for the benefit or use of a disqualified person for make any of either available for the benefit or use of a disqualified person for make any of either available for the benefit or use of a disqualified person for make any of either available for the benefit or use of a disqualified person for make any of either available for the benefit or use of a disqualified person for make any of either available for the benefit or use of a disqualified person for make any of either available for the benefit or u	12	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	—		
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Website address N/A	13		-	x	
14 The books are micrare of ▶ JUDY WEINBERGER Telephone no ▶ 212-751-1200 Located at ▶ C/O WSB, 1411 BROADWAY, 9TH FL, NEW YORK, NY 15 Sechon 497(3)(1) nonexempt charitable trusts fling Form 990-PF in lev of Form 1041 - Check here and enter the amount of tax-exempt interest received or accured during the year 16 At any time during calendar year 2011, dut the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account ma foreign country? See the mentacions for exceptions and filing requirements for Form 10 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. 18 Union the year did the foundation (either directly or indirectly) 19 Engage with sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Fumsh goods, servese, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reminures the expenses of, a disqualified person? (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)? (6) Agree to pay money or property to a government official? (Exception. Check No' of the toundation agreed to make a grant to or to employ the official for a pencel after termination of government service, if terminating within 90 days) 10 If any answers is Yes to 14(1)(6), did any of the acts fat to quality under the exceptions described in Regulations section 53 4941(0)-3 or in a current notice regarding disaster assistance (see instructions)? 10 Transfer is Yes to 14(1)(6), did any of the acts fat to quality under the exceptions described in Regulation defined in section 4942(0)(3) or 4942(0)(5). a At the end of tax year 2011, did the foundat					L
tocated at PC/O WSB, 1411 BROADWAY, 9'TH FIL, NEW YORK, NY Section 4947(a)(1) nonexempt chartable trusts filting form 990-PF in live of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 16 Alary 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 filting requirements for Form 10 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. 10 Uning the year did the foundation (either directly or ordinarity) 10 Uning the year did the foundation (either directly or ordinarity) 11 Uning the year did the foundation (either directly or ordinarity) 12 Uning the year or exception or ordinarity or ordinarity Yes No 13 Uning the year or exception or ordinarity Yes No 14 Uning the year or year or exception or ordinarity Yes No 15 Uning the year or year or exception or ordinarity Yes No 16 Uning the year or year or exception or ordinarity Yes No 17 Uning the year or year or exception ordinarity Yes No 18 Uning the year or ordinaries the expenses of, a disqualified person? Yes No 19 Wes No Yes No 19 Wes Yes No 10 Wes Yes No Yes No 10 Wes Yes No Yes No 10 Wes Yes No Yes No 11 Uning the year or ordinaries the expenses of, a disqualified person? Yes No 10 Wes Yes No Yes No 11 Wes Yes Yes No Yes No 10 Wes Yes No Yes No Yes No 11 Wes Yes Yes No Yes No Yes No Yes No Yes No 11 Wes Yes Yes No Yes No	14		51-1	200	
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No securities, or other financial account in a foreign country			N	/ A	
Sec inters, or other financial account in a foreign country? Set the instructions for exceptions and filling requirements for Form TO 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. 1 a 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? (2) Berrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay componisation to, or pay or reimburse the expenses of, a disqualified person? (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) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for pay money or property to a government service, if termination of government service, if termination of disqualified persons in the termination of government service, if termination of available persons when the control of the available of the available person of the available of the available person of the avail	16	• • • • • • • • • • • • • • • • • • • •			No
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(1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 peniod after termination of government service, if terminating within 90 days.) 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)? 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? 2 Taxes on faultre to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(i)(3) or 4942(i)(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? If "Yes," list the 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? (ff applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.) b If "Yes," list the years sundistributed income? (ff applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.) If "Yes," list have years sundistributed income? (ff applying section 4942(a)(2) to all year	18				
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3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 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 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		statement - see instructions)	2b		
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Form 4720, to determine if the foundation had excess business holdings in 2011.)		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			
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b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that		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
had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b X	b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that		1	
		had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

Form 990-PF (2011)

Part VIII Information About Officers, Directors, Trustees, Founda Paid Employees, and Contractors (continued)	tion Managers, Highly	
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 statisficances of organizations and other beneficiaries served, conferences convened, research papers produced to the conference of the conferen	tical information such as the luced, etc.	Expenses
1 N/A		
		0.
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		
	.	0.
2	.	
All other program-related investments See instructions		
3 <u>N/A</u>		
	· · · · · · · · · · · · · · · · · · ·	0.
Total. Add lines 1 through 3		0.

Form 990-PF (2011)

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations,	, see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	38,024,310.
b	Average of monthly cash balances	1b	2,807,313.
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	40,831,623.
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	40,831,623.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	612,474.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	40,219,149.
6	Minimum investment return. Enter 5% of line 5	6	2,010,957.
P	pistributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here and do not complete this part.)	d certain	
1	Minimum investment return from Part X, line 6	1	2,010,957.
2a	Tax on investment income for 2011 from Part VI, line 5 . 2a 9,641.		
b	Income tax for 2011 (This does not include the tax from Part VI)		
C	Add lines 2a and 2b	2c	9,641. 2,001,316.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,001,316.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,001,316.
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	2,001,316.
P	art 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	1,672,950.
þ	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		
а	Surtability test (prior IRS approval required)	3a	
þ	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	1,672,950.
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	9,641. 1,663,309.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	
	Note: The amount on line 6 will be used in Bort V. column (h) in subsequent years when calculating whether the foundation of	unalifica fo	r the coetion

Form **990-PF** (2011)

4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

(a) (b) (c) (d) 2010 2011 1 Destributable amount for 2011 from Part XI, fine 7 2,0011, 316. 2 Undestrouted amount, fary, and for see of 2011 and 1 a		· - ,			
1 Desirableble amount for 2011 from Part XI, lime 7 2 (unastrobusion mozem, a flavy, as of the end of 2011 a Enter amount for 2010 only) 5 (Total for proxy years) 3 Excess distributions carryover, if any, to 2011: a from 2006 6 From 2007 6 From 2008 6 From 2009 1 8 8 , 17 4 . 6 From 2010 1 4 4 6 , 558 . 1 Total of them as Salthrough b 4 Qualifying distributions for 2011 from Part XI, lime 4 * 6 1 , 6 7 2 , 9 5 0 . 3 Applied to 2010, but not more than line 2 a b Applied to undistributed in corne of prior years (Selection required - see instructions) 6 Treated a distributions of corpus (Selection required - see instructions) 7 Excess destributions carryover place to 2011 from Part XI, lime 4 * 6 1 , 6 7 2 , 9 5 0 . 3 28 , 3666 . 3 28 , 3666 . 3 28 , 3666 . 3 28 , 3666 . 3 28 , 3666 . 3 28 , 3666 . 3 28 , 3666 . 3 28 , 3666 . 3 28 , 3666 . 3 28 , 3666 . 3 306 , 366 . 3 306 , 366 . 3 306 , 366 . 3 306 , 366 . 3 307 . 3 308 , 3666 .					
Emirar 2 2,001,316.2	1 Distributable amount for 2011 from Part XI	Corpus	Teals prior to 2010	2010	2011
2 Undertwood norm, daw, we not he ward 2011 a Enter amount for 2010 only b Total for prior years 3 Excess distributions carryover, if any, to 2011: a From 2006 From 2007 From 2008 From 2009 188,174 e From 2010 1 446,558 From 2010 From 2011 From	· •				2,001,316.
3 Excess distributions carryover, if any, to 2011: a From 2006 b From 2007 c From 2008 d Ray 174 e From 2010 1 446 x 558 1 7 data of lines 34 through e 4 Qualifying distributions for 2011 from Part XII, line 4 № 1 1, 67 2 x 550 a Applied to 2010, but not time than the 2a b Applied to undistributed income of prior years (Election required -see instructions) c Treated as distributions out of corpus (Election required -see instructions) d Applied 2011 distributibles amount (Election required -see instructions) d Applied to 2011 distributible amount Remaining amount distributed out of corpus 5 Excess ceremitation amyeris reposed to 2011 (Flavor and Carlyon and Carlyon (Alle Applied to 2011) (Flavor and Carlyon and Carlyon (Alle Applied to 2011) (Flavor and Carlyon and Carlyon (Alle Applied to 2014) (Flavor and Carlyon and Carlyon (Alle Applied to 2014) (Flavor and Carlyon and Carlyon (Alle Applied to 2014) (Flavor and Carlyon and Carlyon (Alle Applied to 2014) (Flavor and Carlyon and Carlyon (Alle Applied to 2014) (Flavor and Carlyon and Carlyon (Alle Applied to 2014) (Flavor and Carlyon and Carlyon (Alle Applied to 2014) (Flavor and Carlyon and Carlyon (Alle Applied to 2014) (Flavor and Carlyon and Carlyon (Alle Applied to 2014) (Flavor and Carlyon and Carlyon (Alle Applied to 2014) (Flavor and Carlyon and Carlyon (Alle Applied to 2014) (Flavor and Carlyon and Carlyon (Alle Applied to 2014) (Flavor and Carlyon and Carlyon (Alle Applied to 2014) (Flavor and Carlyon and Carlyon (Alle Applied to 2014) (Flavor and Carlyon and Carlyon (Alle Applied to 2014) (Flavor and Carlyon and Carlyon (Alle Applied to 2014) (Flavor and Carlyon and Carlyon and Carlyon (Alle Applied to 2014) (Flavor and Carlyon and			10 11 11 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	, , '1+ 1 	
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3 Excess distributions carryover, if any, to 2011: a From 2008 b From 2007 c From 2008 d 446, 558. 1 Total of time 3 a through e 4 Qualifying distributions for 2011 from Part XII, line 4: P \$ 1,672,950. a Applied to 2010, but not more than line 2a b Applied to 2011 but not more than line 2a b Applied to 2011 but not more than line 2a b Applied to 2011 distributible amount of prior years (Rection required - see instructions) c Freated as distributions out of corpus (Eection required - see instructions) c Treated as distributions out of corpus (Eection required - see instructions) c Freated as distributions out of corpus (Eection required - see instructions) c Freated as distributions out of corpus (Eection required - see instructions) c Freated as distributions out of corpus c (Eection required - see instructions) c Freated as distributions out of corpus c (Eection required - see instructions) c Freated as distributions out of corpus c (Eection required - see instructions) c Freated as distribution out of or out of the searce amount and as seems of the searce amount and	ь Total for prior years		,		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
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B From 2007	3 Excess distributions carryover, if any, to 2011:		, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	177 17. 1 11. 1 1 1 1 1 1 1 1 1 1 1 1 1	
t From 2008	a From 2006 .				
4 From 2009	b From 2007 .				
## From 2010					
Total of lines 3a through e 634,732.	d From 2009 188, 174.				
4 Qualifying distributions for 2011 from Part XII, line 4 → ► ■ 1,672,950. 3 Applied to undistributed morme of prior years (Election required - see instructions) . 5 Treated as distributions out of corpus (Election required - see instructions) . 6 Applied to 2011 distributable amount . 7 A Remaining amount distributed out of corpus (Election required - see instructions) . 8 Excess distributions carryover applied to 2011 . 8 Enter the net total of each column as indicated below: 8 O	e From 2010 446,558.				
Part XII, lim 4: № \$ 1,672,950. a Applied to 2010, but not more than line 2a b Applied to undistributed income of prior years (Election required - see instructions) (Flection required - see instructions) (A popied to 2011 distributable amount e Remaining amount distributed out of corpus (Flection required - see instructions) 0. 4 Applied to 2011 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carryower applied to 2011 (flan amount appears in column (d)) 5 Excess distributions carryower applied to 2011 (flan amount appears in column (d)) 5 Exteres distributions carryower applied to 2011 (flan amount appears in column (d)) 5 Exteres distributed in column as indicated bellow: 3 Corpus Anda lines 31 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b Extere 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 4 Subtract line 6c from line 6b Taxable amount - see instructions E Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions E Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 A mounts treated as distributions carryover from 2006 not applied on line 5 or line 7 Excess distributions carryover from 2006 not applied on line 5 or line 7 Excess distributions carryover from 2007 DExcess from 2009 Excess from 2000 Excess from 2001	-	634,732.			
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Indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(f) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover from 2006 not applied on line 5 or line 7 0 . 2 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 306 , 366 .	(If an amount appears in column (d), the same amount	320,300.			320,300.
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deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9 a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 306,366.					
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assessed d Subtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instr f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9 a Excess from 2007 b Excess from 2007 c Excess from 2008 c Excess from 2009 d Excess from 2010 306, 366.			_		
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e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instr f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 O. 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) O. 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	d Subtract line 6c from line 6b Taxable				
4a from line 2a. Taxable amount - see instr f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9 a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 306,366.	· · ·		0.		······
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0	
lines 4d and 5 from line 1. This amount must be distributed in 2012				U •	
be distributed in 2012					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9 a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 306,366.					0
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 306 , 366 . 10 Analysis of line 9 a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 306 , 366 .			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	· ···· , ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	· · · · · · · · · · · · · · · · · · ·
section 170(b)(1)(F) or 4942(g)(3)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9 a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 306,366.		0.1			
not applied on line 5 or line 7					
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0.1			
Subtract lines 7 and 8 from line 6a 306, 366. 10 Analysis of line 9 a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 306, 366.	• •			•••••	······································
a Excess from 2007 b Excess from 2008 c Excess from 2010 d Excess from 2010	-	306.366.			
a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 306,366.	-				
b Excess from 2008 c Excess from 2009 d Excess from 2010 306,366.	1				
d Excess from 2010 306, 366.					
d Excess from 2010 306, 366.	c Excess from 2009				
e Excess from 2011	d Excess from 2010 306, 366.				
	e Excess from 2011				

	HUMSMITH+BR				.61765 Page 1
Part XIV Private Operating Fo	oundations (see in	structions and Part VI	II-A, question 9)	N/A	
1 a If the foundation has received a ruling or	determination letter that	t 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 found	ation is a private operatii	ng foundation described	ın section	4942(J)(3) or 4	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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					
avamet actuitus					
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" afternative 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			İ		
and 5 or more exempt					
organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from			<u> </u>		
an exempt organization					
(4) Gross investment income		_			
Part XV Supplementary Info	rmation (Comple	te this part only	if the foundation	had \$5 000 or m	ore in assets
at any time during the			ii tiic iodiidatioi	111dd 40,000 01 111	ore in assets
1 Information Regarding Foundation			 		
a List any managers of the foundation who	=	than 2% of the total con	tributions received by the	foundation before the cir	nea of any tay
year (but only if they have contributed m			thoutons received by the	s toutidation before the cit	ise of any tax
NONE					
b List any managers of the foundation who	own 10% or more of th	e stock of a corporation	/or an equally large ports	ion of the ownership of a r	artnership or
other entity) of which the foundation has			to an equally large port	ion of the ownership of a p	artifership of
NONE	•				
2 Information Regarding Contribution	on Grant Gift Loan	Sahalarship eta D	ronzame:		
Check here X if the foundation or				not accept uncollected rea	unata for funda If
the foundation makes gifts, grants, etc. (
a The name, address, and telephone number FOUNDATION DOES NOT					
b The form in which applications should be	e submitted and informa	tion and materials they s	hould include		
c Any submission deadlines		<u></u>			
d Any restrictions or limitations on awards	Such as by geographic	al areas, charitable fields	kinds of institutions or	other factors	
2 7 mg 1000 mondono or minutations on awards	, cash as by goograpino	, onamabie nelus	,ao or manianona, Or	Quier indititie	
			 		

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Part AV Supplementary information	(continued)			,
3 Grants and Contributions Paid During the Y		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	Purpose of grant or contribution	Amount
	or substantial contributor	recipient	-	
a Paid during the year				
			1	
AMERICAN FRIENDS OF YESHIVA	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	
	,		PURPOSE	144,000.
				,
			}	
			,	
AMERICAN FRIENDS JEWISH COMMUNITY	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	
BEIJING			PURPOSE	100,000.
			}	
YESHIVA NETZACH YISRAEL	N/A	DIERT.TC CHARTTY	GENERAL CHARITABLE	
IBBILTA ABLACII IIDAABA	, , , , , , , , , , , , , , , , , , ,		PURPOSE	25,000.
		_		20,000.
P.E.F. ISRAEL ENDOWNMENT FUND, INC.	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	
			PURPOSE	1,030,000.
CONCERNATION VEGULINA RIMA	A7 / 3	DUDI TO CUADIMY	GENERAL CHARITABLE	
CONGREGATION YESHIVAS EITZ	N/A	PUBLIC CHARITI	PURPOSE	2,500.
Total SEE CON	TINUATION SHEE	T(S)	> 3a	1,668,200.
b Approved for future payment				
NONE				
		-	-	
				:
		I		
Total			<u>▶ 3b</u>	0.

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelate	d business income		ded by section 512, 513, or 514	(e)
1 Program service revenue	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
a N/A	Cone		- date		
			+		
	1		+		
<u> </u>	j		+ +		
			 		
•	- {		+		
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	1,184,610.	
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	75,370.	
8 Gain or (loss) from sales of assets other					
than inventory			18	<67,212.	>
9 Net income or (loss) from special events			1 - 1	,	
O Gross profit or (loss) from sales of inventory					
1 Other revenue			1 1		
_			1 1		
			1 1		
n					
b	1		1		
c	-				
d	-				
c	-	0.		1,192,768,	0
c d e Subtotal Add columns (b), (d), and (e)	-	0.		1,192,768.	0
c d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e)	-	0.	,	1,192,768.	
t d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations)				13	0 1,192,768
t d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations) Part XVI-B Relationship of Activities	to the Acco	mplishment of E	xempt	13 t Purposes	1,192,768
c d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations) Part XVI-B Relationship of Activities Line No. Explain below how each activity for which income	to the Acco	mplishment of E	xempt	13 t Purposes	1,192,768
c d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations) Part XVI-B Relationship of Activities	to the Acco	mplishment of E	xempt	13 t Purposes	1,192,768
c d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations) Part XVI-B Relationship of Activities Line No. Explain below how each activity for which income	to the Acco	mplishment of E	xempt	13 t Purposes	1,192,768
c d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations) Part XVI-B Relationship of Activities Line No. Explain below how each activity for which income	to the Acco	mplishment of E	xempt	13 t Purposes	1,192,768
c d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations) Part XVI-B Relationship of Activities Line No. Explain below how each activity for which income	to the Acco	mplishment of E	xempt	13 t Purposes	1,192,768
c d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations) Part XVI-B Relationship of Activities Line No. Explain below how each activity for which income	to the Acco	mplishment of E	xempt	13 t Purposes	1,192,768
c d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations) Part XVI-B Relationship of Activities Line No. Explain below how each activity for which income	to the Acco	mplishment of E	xempt	13 t Purposes	1,192,768
c d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations) Part XVI-B Relationship of Activities Line No. Explain below how each activity for which income	to the Acco	mplishment of E	xempt	13 t Purposes	1,192,768
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c d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations) Part XVI-B Relationship of Activities Line No. Explain below how each activity for which income	to the Acco	mplishment of E	xempt	13 t Purposes	1,192,768
c d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations) Part XVI-B Relationship of Activities Line No. Explain below how each activity for which income	to the Acco	mplishment of E	xempt	13 t Purposes	1,192,768
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c d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations) Part XVI-B Relationship of Activities Line No. Explain below how each activity for which income	to the Acco	mplishment of E	xempt	13 t Purposes	1,192,768
c d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations) Part XVI-B Relationship of Activities Line No. Explain below how each activity for which income	to the Acco	mplishment of E	xempt	13 t Purposes	1,192,768
c d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations) Part XVI-B Relationship of Activities Line No. Explain below how each activity for which income	to the Acco	mplishment of E	xempt	13 t Purposes	1,192,768
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c d e 2 Subtotal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations) Part XVI-B Relationship of Activities Line No. Explain below how each activity for which income	to the Acco	mplishment of E	xempt	13 t Purposes	1,192,768

Part XV	Information Re Exempt Organ		ansters To	and Transactions	s and Relationships With I	Noncharitab)fe	
1 Did the			any of the follow	ving with any other organiz	ation described in section 501(c) of	£ 3	Yes	N
	ie (other than section 501(c		-		- · · · · · · · · · · · · · · · · · · ·	(%,"%) (2), (%)		
a Transfe	ers from the reporting found	ation to a noncha	ntable exempt	organization of:		\$12		1
(1) Cas					******	1		Ĩx
	ner assets					1a(2		X
	ansactions.					2823		
	les of assets to a nonchanta	ble exempt organ	ization			18(1		X T
					••••••			X
							*	Х
(4) Rei	imbursement arrangements					16(4		X
(5) Loa	ans or loan quarantees			1		16(5		X
)	X
							7:	X
					always show the fair market value of the		ssets,	
or servic	ces given by the reporting fo	oundation. If the f	ioundation rece	ved less than fair market v	alue in any transaction or sharing arrai	igement, show in		
column	(d) the value of the goods,	· · · · · · · · · · · · · · · · · · ·						
(a) Line no	(b) Amount involved	(e) Name		le exempt organization	(d) Description of transfers, transe	ctions, and sharing o	ител дети	ट्यास
			N/A					
				1				
				·····				
	indation directly or indirectly a 501(c) of the Code (other					Yes	X	No
	complete the following sche		01(01) 00 2. 000	uon p.z				
# 11 7CO, U	(a) Name of orga			(b) Type of organization	(c) Description of	relationship		
	N/A							
								
					detabaneants, and to the best of my knowledg	May the IRS	discuse th	259
Sign snd b	eller, it is true confect, and gome	legs, Beclaration of	brebeta forset ma	n rexpayen is based on all orden	metion of which preparer has any knowledge.	ration with the wolse <u>rwode</u>	e prepare	•
Here 🕨	x M/M/MB	14 116		1/24/13	Vre3	X Yes		No
Sigi	nathre of officer or trustee			Date	Title			
	Print/Type preparer's nam	18	Preparer's s	gnature	Date Check If	PTIN		
			1	\$	UAN 29 2013			
Paid	ROBERT DEMM	ETT	Malu	00 beauto		P00103		
Preparer	Finn's name WITH		+BROWN	PC	Fum's EIN	22-20270	92	
Use Only				1				
	Firm's address ▶ 141	1 BROAD	WAY, 9T	H FLOOR				
		YORK, 1			Phone no. 2	212-751-	<u>910</u> 0	}
						Form 990	-PF (2	011)

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

Name of the organization

tion
HOCHSTEIN FOUNDATION INC
C/O WITHUMSMITH+BROWN PC

Employer identification number

13-6161765

Organization type (chec	ck 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	X 501(c)(3) exempt private foundation
	4947(a)(1) nonexempt charitable trust treated as a private foundation
	501(c)(3) taxable private foundation
	on is covered by the General Rule or a Special Rule . 1(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.
General Rule	
	ation filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one implete Parts I and II.
Special Rules	
509(a)(1) and 1	01(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 70(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% on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
total contribution	01(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, ons of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or of cruelty to children or animals. Complete Parts I, II, and III.
contributions for If this box is ch purpose. Do no	01(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, or use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. ecked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., of complete any of the parts unless the General Rule applies to this organization because it received nonexclusively able, etc., contributions of \$5,000 or more during the year.
but it must answer 'No'	on 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), 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 neet the filing requirements of Schedule B (Form 990, 990-FZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization
HOCHSTEIN FOUNDATION INC
C/O WITHUMSMITH+BROWN PC

Employer identification number

13-6161765

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

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 BERNARD HOCHSTEIN C/O SKADDEN ARPS ET AL, FOUR TIMES SQUARE NEW YORK, NY 10036	\$ <u>40,593,729.</u> 	Person Payroll Noncash X (Complete Part II if there is a noncash contribution.)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution			
2	ESTATE OF BERNARD HOCHSTEIN C/O SKADDEN ARPS ET AL, FOUR TIMES SQUARE NEW YORK, NY 10036	\$4,468,037.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution			
			Person Payroll Oncash (Complete Part II if there is a noncash contribution.)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution			
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution			
		\$	Person Payroll Occash Complete Part II if there is a noncash contribution.)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution			
		\$	Person Payroll Noncash (Complete Part II if there Is a noncash contribution.)			

Name of organization
HOCHSTEIN FOUNDATION INC
C/O WITHUMSMITH+BROWN PC

Employer identification number

13-6161765

Part # Noncash Property (see instructions). Use duplicate copies of Part I! if additional space is needed.

F4283 58	Noncash Property (see instructions). Ose duplicate copies of Farting		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	VARIOUS SECURITIES AND INTERESTS IN INVESTMENT PARTNERSHIPS		
		\$ 40,593,729.	07/01/11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-		 \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_		 _ _ _ \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		 \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		 \$	-
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		_	
453 01-23-	12	Schedule R (Form 9	90, 990-EZ, or 990-PF) (20

Name of organization

HOCHSTEIN FOUNDATION INC

Employer identification number

C/O WI	THUMSMITH+BROWN PC		13-6161765		
Part III	Exclusively religious, charitable, etc., indi year. Complete columns (a) through (e) and t the total of exclusively religious, charitable, et	he following line entry. For organization of the following line entry. For organizations of \$1,000 or less for)(7), (8), or (10) organizations that total more than \$1,000 for the		
	Use duplicate copies of Part III if addition	al space is needed.			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held		
	Transfersela nome address	(e) Transfer of gif			
	Transferee's name, address, a	nd 21F + 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 gif			
	Transferee's name, address, a	na 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 gif	<u>t</u>		
	Transferee's name, address, a	nd ZIP + 4	Relationship of transferor to transferee		

Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase (a) List and describe the kind(s) of property sold, e.g., real estate, (c) Date acquired (d) Date sold 2-story brick warehouse, or common stock, 200 shs MLC Co (mo, day, yr) (mo., day, yr) D - Donation 1a MSSB-INFO AVAILABLE UPON REOUEST P VARIOUS 12/31/11 b MSSB-INFO AVAILABLE UPON REQUEST P 12/31/11 WARIOUS c MSSB-INFO AVAILABLE UPON REQUEST P VARIOUS 12/31/11 d MSSB-INFO UPON P AVAILABLE REQUEST 12/31/11 VARIOUS P e MSSB-INFO **AVAILABLE** UPON REQUEST VARIOUS 12/31/11 f MSSB-INFO AVAILABLE UPON REQUEST P **VARIOUS** 12/31/11 g MSSB-INFO **AVAILABLE** UPON REQUEST VARIOUS 12/31/ h MSSB-INFO P AVAILABLE UPON REQUEST **VARIOUS** 12/31/ REQUEST | MSSB-INFO **AVAILABLE** UPON P VARIOUS 12/31/ | MSSB-INFO AVAILABLE UPON REQUEST P VARIOUS 12/31/11 P k MSSB-INFO AVAILABLE UPON REQUEST VARIOUS 12/31/ | FRANKLIN HIGH INCOME FUND-MSSB P VARIOUS 12/28/11 m FLEXTRONICS-WELLS FARGO P 08/08/11|12/13/11 n WELLS FARGO-INFO AVAILABLE UPON REQUEST P VARIOUS 112/31/11 O CHARLES SCHWAB-INFO AVAILABLE 12/31/11 UPON REQUEST P VARIOUS (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 3,677,682. 4,250,562. <572,880.> a 27,920. 28,063. 143. b 454,893 352,328. 102,565. С 1,377,063 1,360,545. 16,518. đ 2,242,772 2,201,310 41,462. е 192,672 194,631. <1,959.> 807,725 677,336. 130,389. g 15,604 26,813. <11,209.> h 89,745.87,978 <1,767.> 147,944 175,762 <27,818.> 410,929. <49,376.> 361,553. 400,000. 418,557 <18,557.> 62,900 59,951. <2,949.>m 26,196. 26,436. 240. Π 3,245,098.3,287,049. <41,951.> 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), (j) Adjusted basis (k) Excess of col (i) (i) F M V as of 12/31/69 but not less than "-0-") as of 12/31/69 over col (i), if any <572,880.> а 143. b 102,565. С 16,518. d 41,462. е <1,959.> f 130,389.g <11,209.> h <1,767.> <27,818.> <49,376.>k <18,557.> <2,949.>m 240. n <41,951.> 0 If gain, also enter in Part I, line 7 ... (If (loss), enter "-0-" in Part I, line 7) ... 2 Capital gain net income or (net capital loss) 2 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

Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase (a) List and describe the kind(s) of property sold, e.g., real estate, (c) Date acquired (d) Date sold 2-story brick warehouse, or common stock, 200 shs. MLC Co (mo, day, yr) (mo., day, yr) D - Donation 12 CHARLES SCHWAB-INFO AVAILABLE UPON REQUEST P VARIOUS 12/31/11SCHWAB-INFO AVAILABLE UPON REQUEST P VARIOUS 12/31/11b CHARLES c WELLS FARGO-INFO AVAILABLE UPON REQUEST P VARIOUS 12/31/11 d WELLS FARGO-INFO AVAILABLE UPON REQUEST P VARIOUS 12/31/11 e CHARLES SCHWAB-ADJUSTMENT PTP P VARIOUS 12/31/11 f CHARLES SCHWAB-ADJUSTMENT PTP P WARIOUS 12/31/11 AVAILABLE UPON REQUEST P VARIOUS a MSSB-INFO h MSSB-INFO AVAILABLE UPON REQUEST P MARIOUS 12/31/ JPM SHORT DURATION BOND P VARIOUS 12/31/ ¡ VANGUARD FI SECS P VARIOUS 12/31/11 k DB BREN SPX 08/29/11 P VARIOUS I ISHARES BARCLAYS P VARIOUS 12/31/11 m HARTFORD CAPITAL P WARIOUS 12/31/11 n VANGUARD FI SECS P VARIOUS 12/31/11 OGS BREN EAFE 12/31/11 P VARIOUS (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 3,753,725 3,671,826. 81,899. а 386,689. 505,846. 119,157. b 53,662. 46,616. <7,046.> C 25,241443. 24,798. d 1,905. 1,905. е 112. 112. 30,175. 30,325. 150. g 559,686. 435,345. 124,341. h 86,084. 86,162. 78. 86,039 84,078 1,961. 52,135. 50,000. 2,135. k 168,127. 152,955. 15,172. 68,112.56,643. <11,469.> m 49,82149,242. 579. n 46,888. 50,000. <3,112.> 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col (h)) Gains (excess of col (h) gain over col (k), (j) Adjusted basis (k) Excess of col (i) (i) FMV as of 12/31/69 but not less than "-0-") as of 12/31/69 over col (j), if any 81,899. a 119,157. b <7,046.> C 443. d $\overline{1,905}$. е 112. f 150. a 124,341. h 78. 1,961. 2,135. 15,172. <11,469.> m 579. n <3,112.> 0 .. { If gain, also enter in Part I, line 7 } If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 2 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

Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired (c) Date acquired (a) List and describe the kind(s) of property sold, e.g., real estate, (d) Date sold 2-story brick warehouse; or common stock, 200 shs MLC Co (mo , day, yr) (mo, day, yr) D - Donation 1a JPM ASIA EQUITY P VARIOUS 12/31/11 b PROFESSIONALLY MANAGED PORTFOLIOS P VARIOUS 12/31/11 c JPM INTL CURENCY P VARIOUS 12/31 d JPM STR INC \overline{P} 12/31/ VARIOUS e JPM HIGH YIELD P VARIOUS 12/31/ f JPM SHORT DURATION BOND P VARIOUS 12/31 g JPM MARKET EXPANSION P VARIOUS h MANNING & NAPIER P VARIOUS i JPM MID CAP P VARIOUS JPM TR I INFL VARIOUS P k HIGHBRIDGE DYNAMIC $\overline{\mathbf{P}}$ VARIOUS | PROFESSIONALLY MANAGED PORTFOLIOS P WARIOUS 12/31/11 m ARTIO INTERNATIONAL P VARIOUS 12/31/11 n POWERSHARES DB COMMODITY P VARIOUS 12/31/11 DREYFUS/LAUREI P VARIOUS 12/31/11 (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 89,358 101,615 <12,257.> а 52,575. 54,339. <1,764.> b 2. 2. C 234. 234. d 2,493 2,493. е 604. 604. 10,01610,016. g 6,291. 6,291. h 12,572. 12,572. 42. 42. 187. 187. k 1,429 1,429.26,270. 33,942.<7,672.> m 52,799 48,336. 4,463. n 472. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col (h)) Gains (excess of col (h) gain over col (k), (j) Adjusted basis (k) Excess of col. (i) (i) FMV as of 12/31/69 but not less than "-0-") as of 12/31/69 over col (j), if any <12,257.> a <1,764.> b 2. C 234. d 2,493. е 604. f 10,016. q 6,291. h 12,572. 42. 187. 1,429. 1 <7,672.>m 4,463. n 472. 0 If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 Capital gain net income or (net capital loss) . 2 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

Fart IV Capital Gains and Lo	osses for lax on investment income		<u> </u>		
(a) List an 2-story b	d describe the kind(s) of property solo onck warehouse, or common stock, 20	d, e g , real estate, 00 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr.)
1a PAYDEN HIGH IN	ICOME		P	VARIOUS	12/31/11
b VANGUARD FI SE	CS	 -	P	VARIOUS	12/31/11
c CAPITAL GAINS	DIVIDENDS				
d		-			
е					
f					_
g					
h					
i					
i					
k					
1		-			
m					
n					
0					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h)	Gain or (loss) ilus (f) minus (g)	<u> </u>
2 600	L	pido experior di adio		(1) minus (y)	2,600.
a 2,600.				 	1,465.
b 1,465. c 22,455.					
c 22,455.					22,455.
<u>d</u>	ļ				
f				-	
<u>g</u>					
<u>h</u>			· · · · · · · · · · · · · · · · · · ·		
i					
1				. =	
<u>k</u>					
1			12		
m					
n					
0					
Complete only for assets show	ing gain in column (h) and owned by	the foundation on 12/31/69	(I) Los	ses (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	Gains (excess of but n	of col (h) gain ove ot less than "-0-")	
a					2,600.
b					1,465.
С					22,455.
d					
е					
f					
g					
h					
1					
J					
k					
1					
m					
n					
0					
				- -	
2 Capital gain net income or (net c	11 (1000)) 011101		2		<67,212.>
If gain, also enter in Part I, line 8		d (6)		NT / N	
If (loss), enter "-0-" in Part I, line	0		_3	N/A	

FORM 990-PF DIVIDENDS AND	INTEREST FROM SE	CURITIES	STATEMENT 1
SOURCE	C. GROSS AMOUNT	APITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST	<1,960.>	0.	<1,960.
CHARLES SCHWAB	33,290.	2,296.	30,994.
CHARLES SCHWAB	9,169.	0.	9,169.
CHARLES SCHWAB	21,847.	0.	21,847.
JPMC	52,341.	0.	52,341.
MONEY MARKET FD	387.	0.	387.
MSSB	130,511.	0.	130,511.
MSSB	2,915.	0.	2,915.
MSSB	309,490.	20,159.	289,331.
MSSB	280,367.	0.	280,367.
MSSB	138,093.	0.	138,093.
MSSB	138,527.	0.	138,527.
MSSB	4,087.	0.	4,087.
MSSB	35,472.	0.	35,472.
MSSB ACCRUED DIVIDENDS RECEIVED	447.	0.	447.
MSSB ACCRUED INTEREST RECEIVED	14,630.	0. 0.	14,630. 35,576.
WELLS FARGO WELLS FARGO	35,576. 1,876.	0.	1,876.
WELLS FARGO	1,0/0.		1,070.
TOTAL TO FM 990-PF, PART I, LN 4	1,207,065.	22,455.	1,184,610.
FORM 990-PF OT	HER INCOME		STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENTS PARTNERSHIPS AND PTPS	75,370	. 75,370	•
TOTAL TO FORM 990-PF, PART I, LINE	75,370	. 75,370	•

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING FEES	4,000.	0.		4,000.		
TO FORM 990-PF, PG 1, LN 16B	4,000.	0.		4,000.		
FORM 990-PF C	OTHER PROFES	SIONAL FEES	S	FATEMENT 4		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
INVESTMENT CONSULTING AND ADVISORY FEES	131,443.	131,443.		0.		
TO FORM 990-PF, PG 1, LN 16C	131,443.	131,443.		0.		
FORM 990-PF	TAX	ES	S	FATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
FEDERAL TAXES FOREIGN TAX WITHHELD	3,300. 7,546.	0. 7,546.		0.		
TO FORM 990-PF, PG 1, LN 18	10,846.	7,546.		0.		
FORM 990-PF	OTHER E	XPENSES	S	FATEMENT 6		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
NYS FILING FEE ADR FEES STOB FEES	750. 514. 8,283.	0. 514. 8,283.		750. 0. 0.		
MANAGEMENT FEE AND OTHER EXPENSES FROM K-1S	147,089.	147,089.		0.		

HOCHSTEIN FOUNDATION INC C/	O WITHUMSMITE	I		13-6161	765
LATE PAYMENT FEES/WIRE FEES	136.	_	136.		0.
TO FORM 990-PF, PG 1, LN 23	156,772.	156,	022.	7!	50.
FORM 990-PF OTHER INCREASES	IN NET ASSET	rs or fu	ND BALANCES	STATEMENT	7
DESCRIPTION				AMOUNT	
UNREALIZED GAIN/LOSS AND BOOK	/TAX DIFFEREN	ICES		18,2	72.
TOTAL TO FORM 990-PF, PART II	I, LINE 3			18,2	72.
FORM 990-PF OTHER DECREASE	S IN NET ASSI	ETS OR F	UND BALANCES	STATEMENT	8
DESCRIPTION				AMOUNT	
UNREALIZED DEPRECIATION OF IN PRIOR TRANSACTIONS SETTLING/CUNREALIZED GAIN/LOSS ON SECUR	ANCELLED	ERRED		238,50 2,69 752,63	90.
TOTAL TO FORM 990-PF, PART II	I, LINE 5			993,83	34.
FORM 990-PF U.S. AND S	TATE/CITY GOV	/ERNMENT	OBLIGATIONS	STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET	r
US GOVERNMENT	<u> </u>		408,536.	419,28	80.
TOTAL U.S. GOVERNMENT OBLIGAT	IONS	•	408,536.	419,28	80.
TOTAL STATE AND MUNICIPAL GOV	ERNMENT OBLIC	SATIONS			
TOTAL TO FORM 990-PF, PART II	, LINE 10A	•	408,536.	419,28	80.

FORM 990-PF C	CORPORATE STOCK		STATEMENT 10
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK PREFERRED STOCK		12,172,531. 6,802,184.	13,238,869. 7,585,348.
TOTAL TO FORM 990-PF, PART II, LI	INE 10B	18,974,715.	20,824,217.
FORM 990-PF C	CORPORATE BONDS		STATEMENT 11
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS INTERNATIONAL BONDS		690,879. 238,845.	708,080. 265,000.
TOTAL TO FORM 990-PF, PART II, LI	INE 10C	929,724.	973,080.
FORM 990-PF OT	THER INVESTMENTS		STATEMENT 12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS AND INVESTMENT PARTNERSHIPS	COST	43,614,355.	42,433,476.
TOTAL TO FORM 990-PF, PART II, LI	INE 13	43,614,355.	42,433,476.
FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE DUE FROM BROKER	0.	9,401. 2,850.	9,401. 2,850.
TO FORM 990-PF, PART II, LINE 15	0.	12,251.	12,251.

FORM 990-PF PART VIII - LIST TRUSTEES AND	OF OFFICERS, D		STATI	EMENT 14
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MIRIAM HOCHSTEIN C/O WSB, 1411 BROADWAY NEW YORK, NY 10018	BOARD MEMBER 0.00	0.	0.	0.
MICHAEL HOCHSTEIN C/O WSB, 1411 BROADWAY NEW YORK, NY 10018	BOARD MEMBER 0.00	0.	0.	0.
STEPHEN HOCHSTEIN C/O WSB, 1411 BROADWAY NEW YORK, NY 10018	BOARD MEMBER 0.00	0.	0.	0.
RICHARD HOCHSTEIN C/O WSB, 1411 BROADWAY NEW YORK, NY 10018	BOARD MEMBER 0.00	0.	0.	0.
HELEN FUSS C/O WSB, 1411 BROADWAY NEW YORK, NY 10018	BOARD MEMBER 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6,	PART VIII	0.	0.	0.

Part XV Supplementary Information				
3 Grants and Contributions Paid During the	- 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1	· · · · · · · · · · · · · · · · · · ·	_	
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	Contribution	
AMERICAN PRIENDS OF MATAN	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	
			PURPOSE	100,000.
EZRAT YISRAEL	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	7 500
			PURPOSE	7,500.
GEMACH CHASDEI SHIMON	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	24,000.
				
AMERICAN COMMITTEE FOR MELABEV	N/A	PUBLIC CHARTTY	GENERAL CHARITABLE	
	N,		PURPOSE	50,000.
CONGREGATION CITY HAIM KLEZK	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	
			PURPOSE	3,500.
INSTITUTE OF TECHNOLOGY	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	100,000.
AMERICAN FRIENDS OF HEBRON YESHIVA	N/A	DIIDI.TC CUADITY	GENERAL CHARITABLE	
JERUSALEM	N/A	TOBBIC CHARTII	PURPOSE	_25,000.
ONE ISRAEL FUND	N/A	PUBLIC CHARITY	GENERAL CHARITABLE	
		<u> </u>	PURPOSE	48,700.
CONGREGATION BEIS TEFILAH	N/A	PUBLIC CHARITY	GENERAL CHARITABLE PURPOSE	8,000.
Total from continuation sheets				366,700.