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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
SAUL SCHOTTENSTEIN FOUNDATION D
C/O ARSHOT INVESTMENT CORPORATION

Number and street (or P O box number if mail is not delivered to street address)
107 S HIGH ST - 3RD FLOOR

City or town, state, and ZIP code
COLUMBUS, OH 43215

A Employer identification number
27-0167675

B Telephone number (see page 10 of the instructions)
(614) 463-9730

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

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

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 6,391,089

J Accounting method ☐ Cash ☒ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	432			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	144,442	144,442	144,442	
	4 Dividends and interest from securities.	39,212	39,212	39,212	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	148,487			
	b Gross sales price for all assets on line 6a _____ 471,859				
	7 Capital gain net income (from Part IV, line 2)		40,104		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,760	1,667	1,760	
	12 Total. Add lines 1 through 11	334,333	225,425	185,414	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	1,829	914	914	915
	c Other professional fees (attach schedule)	8,087	8,087	8,087	
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	3,338	3,013	3,013	325
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	177,651	152,174	152,174	25,477
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	190,905	164,188	164,188	26,717
	25 Contributions, gifts, grants paid	292,190			292,190
	26 Total expenses and disbursements. Add lines 24 and 25	483,095	164,188	164,188	318,907
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-148,762			
	b Net investment income (if negative, enter -0-)		61,237		
	c Adjusted net income (if negative, enter -0-)			21,226	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	1,371,632	1,130,084	1,130,084	
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____	25,000			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)	1,548,852			
	b	Investments—corporate stock (attach schedule)	1,197,782		1,753,162	1,737,632
	c	Investments—corporate bonds (attach schedule).				
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)	1,776,515		3,444,640	3,523,373
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)		817			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,920,598	6,327,886	6,391,089		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)		0		
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	5,920,598	6,327,886		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see page 17 of the instructions)	5,920,598	6,327,886		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,920,598	6,327,886		

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 5,920,598
2	Enter amount from Part I, line 27a	2 -148,762
3	Other increases not included in line 2 (itemize) ▶ 	3 556,050
4	Add lines 1, 2, and 3	4 6,327,886
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 6,327,886

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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	40,104
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	339,987	6,176,814	0 055042
2009	214,619	6,051,692	0 035464
2008			
2007			
2006			

2	Total of line 1, column (d).	2	0 090506
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 045253
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	6,060,748
5	Multiply line 4 by line 3.	5	274,267
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	612
7	Add lines 5 and 6.	7	274,879
8	Enter qualifying distributions from Part XII, line 4.	8	318,907

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	612	
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2		
3		Add lines 1 and 2.		3	612	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	612	
6		Credits/Payments				
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a			
b		Exempt foreign organizations—tax withheld at source	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c	2,176		
d		Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	2,176	
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	15	
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	1,549	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax	1,549	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either - By language in the governing instrument, or - By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) OH _____			
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		
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ARSHOT@ARSHOT.COM	13	Yes	
14	The books are in care of WILLIAM J SCHOTTENSTEIN Telephone no (614) 463-9730 Located at 107 S HIGH ST - 3RD FLOOR COLUMBUS OH ZIP+4 43215			
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.			
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?	15		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (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 period 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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		
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? If "Yes," list the years 20 , 20 , 20 , 20			
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 page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		☐ Yes	☐ No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes	☒ No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b No		
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes	☒ No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM SCHOTTENSTEIN	PRESIDENT	0	0	0
C/O ARSHOT INVESTMENT CORPORATION 107 S HIGH ST 3RD FLOOR COLUMBUS, OH 43215	25 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

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

Total number of others receiving over \$50,000 for professional services.	▶
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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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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 page 24 of the instructions		
3		

Total. Add lines 1 through 3.

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	4,889,682
b	Average of monthly cash balances.	1b	1,250,858
c	Fair market value of all other assets (see page 24 of the instructions).	1c	12,504
d	Total (add lines 1a, b, and c).	1d	6,153,044
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	6,153,044
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	92,296
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,060,748
6	Minimum investment return. Enter 5% of line 5.	6	303,037

Part XI

Distributable Amount (see page 25 of the 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	303,037
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	612
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	612
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	302,425
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	302,425
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	302,425

Part XII

Qualifying Distributions (see page 25 of the 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	318,907
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	318,907
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	612
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	318,295
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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				302,425
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				
b	From 2007.				
c	From 2008.				
d	From 2009.				101,780
e	From 2010.				36,048
f	Total of lines 3a through e.	137,828			
4	Qualifying distributions for 2011 from Part XII, line 4 ➤ \$ 318,907				
a	Applied to 2010, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d	Applied to 2011 distributable amount.				302,425
e	Remaining amount distributed out of corpus	16,482			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	154,310			
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 page 27 of the instructions . . .				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	154,310			
10	Analysis of line 9				
a	Excess from 2007. . . .				
b	Excess from 2008. . . .				
c	Excess from 2009. . . .				101,780
d	Excess from 2010. . . .				36,048
e	Excess from 2011. . . .				16,482

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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

WILLIAM J SCHOTTENSTEIN TRUSTEE
C/O ARSHOT INVESTMENT CORPORATION
107 S HIGH ST - 3RD FLOOR
COLUMBUS, OH 43215
(614) 463-9730

b

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

COPY OF FEDERAL TAX EXEMPTION LETTER SHOWING THAT THE REQUESTING ORGANIZATION IS EXEMPT AS AN IRC SECTION 501(C)3 ORGANIZATION LETTER DETAILING PROPOSED USE OF ANY FUNDS AWARDED UPON APPROVAL OF THE GRANT REQUEST THE ORGANIZATION WILL AGREE THAT ANY FUNDS NOT USED FOR THE INTENDED PURPOSE OF THE GRANT WILL BE RETURNED THE ORGANIZATION WILL PROVIDE A FOLLOW UP LETTER AND/OR REPORT FOR THE PERIOD(S) IN WHICH THE GRANT WAS EXPENDED

c

Any submission deadlines

NONE

d

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

SEE APPLICATION FORMAT AND REQUIRED CONTENTS COMMENTS

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	292,190
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					144,442
4	Dividends and interest from securities. . . .			25	39,212	
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.			25	1,667	
8	Gain or (loss) from sales of assets other than inventory			25	40,104	108,383
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a AMERICAN EXPRESS REBATE			25	87	
b	MB DISLOCATION OPP FD-26-3695	531390	6	25		
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		6		81,070	252,825
13	Total. Add line 12, columns (b), (d), and (e).					333,901

[illegible]

Part XVII

1

(a)

2.

1

4.

TY 2011 Accounting Fees Schedule

Name: SAUL SCHOTTENSTEIN FOUNDATION D
C/O ARSHOT INVESTMENT CORPORATION

EIN: 27-0167675

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LANDAKER & ASSCOIATES, INC -CPA	1,829	914	914	915

TY 2011 Compensation Explanation

Name: SAUL SCHOTTENSTEIN FOUNDATION D
C/O ARSHOT INVESTMENT CORPORATION

EIN: 27-0167675

Person Name	Explanation
WILLIAM SCHOTTENSTEIN	

**TY 2011 Explanation of Non-Filing
with Attorney General Statement**

Name: SAUL SCHOTTENSTEIN FOUNDATION D
C/O ARSHOT INVESTMENT CORPORATION

EIN: 27-0167675

Statement: NOT REQUIRED. VERIFICATION OF FORM 990PF FILING IS ALL
THAT IS REQUIRED BY STATE OF OHIO.

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Gain/Loss from Sale of Other Assets Schedule

Name: SAUL SCHOTTENSTEIN FOUNDATION D
C/O ARSHOT INVESTMENT CORPORATION

EIN: 27-0167675

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
250 SHARES APPLE, INC	2011-03	PURCHASE	2011-07		88,183	86,535			1,648	
500 SHARES ITT EDUCATIONAL SERVICES,	2011-03	PURCHASE	2011-07		41,760	34,745			7,015	
1000 SHARES ITT EDUCATIONAL SER	2009-06	PURCHASE	2011-02		69,031	55,409			13,622	
2000 SHARES RETAIL VENTURES	2009-06	PURCHASE	2011-02		35,360	12,916			22,444	
4000 SHARES RETAIL VENTURES	2011-02	PURCHASE	2011-03		69,977	47,620			22,357	
6000 SHARES RETAIL VENTURES	2011-02	PURCHASE	2011-03		114,844	71,410			43,434	
200 SHARES VARIAN SEMICONDUCTOR	2011-09	PURCHASE	2011-11		12,600	12,237			363	
PDG MANUFACTURING	2009-06	PURCHASE	2011-01			2,500			-2,500	

**TY 2011 Investments Corporate
Stock Schedule**

Name: SAUL SCHOTTENSTEIN FOUNDATION D
C/O ARSHOT INVESTMENT CORPORATION

EIN: 27-0167675

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN EAGLE OUTFITTERS	17,528	15,290
BANK OF AMERICA CORP	16,110	5,560
CAPITAL BANCORP	4,578	180
CITIGROUP	27,010	18,417
CISCO SYSTEMS, INC.	30,945	27,120
CONOCO PHILLIPS	329,800	517,377
FIFTH THIRD BANCORP	53,989	63,600
GABELLI & COMPANY BROKAGE	300,557	321,153
GENERAL ELECTRIC CO.	81,349	98,505
GLIMCHER REALTY TRUST	11,657	46,000
GOLDMAN SACHS GROUP	583,908	361,720
GREIF, INC.	105,863	91,100
HUNTINGTON BANCSHARES	59,341	82,350
LAZARD, LTD.	75,620	52,220
SUN LIFE FINANCIAL, INC.	54,907	37,040
ITT EDUCATIONAL SERVICES		
RETAIL VENTURES, INC.		

TY 2011 Investments - Other Schedule

Name: SAUL SCHOTTENSTEIN FOUNDATION D
C/O ARSHOT INVESTMENT CORPORATION

EIN: 27-0167675

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MB DISLOCATION OPPORTUNITY FUND, LP	AT COST	619,822	619,822
NET RETURN FUND, LTD	AT COST	150,000	164,563
TAMARACK GLOBAL HELTHCARE FUND, LP	AT COST	239,883	239,883
HALCYON OFFSHORE ASSET BACKED VALUE	AT COST	300,000	369,033
MULTI ASSET CONSERVATIVE SEG-CLASS A	AT COST	200,000	201,298
MULTI ASSET MODERATE SEG-CLASS A	AT COST	200,000	203,356
N/W INSURANCE UNIVERSAL LIFE POLICY	AT COST	77,077	77,077
PINGEL DESIGN GROUP	AT COST		
SFD INVESTMENTS, LLC	AT COST	5,982	5,982
LAZARD, LTD CLARENDON HOUSE	AT COST	35,627	26,110
SW FUNDING LLC - PARTNERSHIP	AT COST	981,754	981,754
ALCEON FUND, LLC - S-CORPORATION	AT COST	585,473	585,473
PROTISUN INVEATORS, LLC	AT COST	49,022	49,022

TY 2011 Other Assets Schedule

Name: SAUL SCHOTTENSTEIN FOUNDATION D
C/O ARSHOT INVESTMENT CORPORATION

EIN: 27-0167675

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
REBATE RECEIVABLE - FRONTIER	817		

TY 2011 Other Expenses Schedule

Name: SAUL SCHOTTENSTEIN FOUNDATION D
C/O ARSHOT INVESTMENT CORPORATION

EIN: 27-0167675

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK SERVICE CHARGES	1,159	855	855	304
OFFICE EXPENSE	183	10	10	173
TRUSTEE FEE	150,000	125,000	125,000	25,000
SW FUNDING OPERATING LOSS	26,262	26,262	26,262	
MB DISLOCATION FD OPERATING L	47	47	47	

TY 2011 Other Income Schedule

Name: SAUL SCHOTTENSTEIN FOUNDATION D
C/O ARSHOT INVESTMENT CORPORATION

EIN: 27-0167675

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
REBATES-FRONTIER	1,667	1,667	1,667
AMERICAN EXPRESS REBATE	87		87
MB DISLOCATION OPP FD-26-3695	6		6

TY 2011 Other Increases Schedule

Name: SAUL SCHOTTENSTEIN FOUNDATION D
C/O ARSHOT INVESTMENT CORPORATION

EIN: 27-0167675

Description	Amount
ASSETS CONTRIBUTED BY GRANTOR	556,050

TY 2011 Other Notes/Loans
Receivable Short Schedule

Name: SAUL SCHOTTENSTEIN FOUNDATION D
C/O ARSHOT INVESTMENT CORPORATION
EIN: 27-0167675

Name of 501(c)(3) Organization	Balance Due
DANIEL L LONGENETTE-DEMAND NOTE-10	

TY 2011 Other Professional Fees Schedule

Name: SAUL SCHOTTENSTEIN FOUNDATION D
C/O ARSHOT INVESTMENT CORPORATION
EIN: 27-0167675

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES- PNC	209	209	209	
INVESTMENT ADVISORY FEES- PNC	1,036	1,036	1,036	
INVESTMENT ADVISORY FEES- GABELLI	881	881	881	
PROTISUM INVESTORS, LLC MGT FEE	980	980	980	
MB DISLOC FD MANAGEMENT FEE	4,981	4,981	4,981	

TY 2011 Taxes Schedule

Name: SAUL SCHOTTENSTEIN FOUNDATION D
C/O ARSHOT INVESTMENT CORPORATION

EIN: 27-0167675

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID ON DIVIDENDS	432	432	432	
OHIO CHARITABLE REGISTRATION FEE	200			200
FEDERAL EXCISE TAXES	2,581	2,581	2,581	
OHIO SECRETARY OF STATE-REG FEE	125			125

Additional Data

Software ID:
Software Version:
EIN: 27-0167675
Name: SAUL SCHOTTENSTEIN FOUNDATION D
C/O ARSHOT INVESTMENT CORPORATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
ARTHRITIS FOUNDATION7124 MIAMI AVE CINCINNATI, OH 45243	NONE	COMPLETED	GENERAL OPERATIONS	250
ARTHUR G JAMES CANCER HOSPITAL660 ACKERMAN RD PO BOX 183112 COLUMBUS, OH 432183112	NONE	COMPLETED	GENERAL OPERATIONS	11,000
BOYS & GIRLS CLUBS OF COLUMBUS115 S GIFT ST COLUMBUS, OH 43215	NONE	COMPLETED	GENERAL OPERATIONS	2,500
BUCKEYE LAKE 4TH OF JULY 13284 WBANK RD MILLERSPORT, OH 43046	NONE	COMPLETED	GENERAL OPERATIONS	2,500
CD4AP501 S FRONT ST SUITE 101 COLUMBUS, OH 43215	NONE	COMPLETED	GENERAL OPERATIONS	5,000
CENTRAL COMMITTEE KNESSETH ISRAEL5014 16TH AVE PMB203 BROOKLYN, NY 11204	NONE	COMPLETED	GENERAL OPERATIONS	540
CHABAD JCC OF ASPEN435 WEST MAINT ST ASPEN, CO 81611	NONE	COMPLETED	GENERAL OPERATIONS	45,000
CHILD LIFE SOCIETY1347 43RD ST BROOKLYN, NY 11219	NONE	COMPLETED	GENERAL OPERATIONS	1,800
CHILDREN'S MIRACLE NETWORK 700 CHILDRENS DR COLUMBUS, OH 43206	NONE	COMPLETED	GENERAL OPEARTIONS	100
CHOICESPO BOX 06157 COLUMBUS, OH 43206	NONE	COMPLETED	GENERAL OPERATIONS	10,000
COLEL CHABAD806 EASTERN PARKWAY BROOKLYN, NY 112139986	NONE	COMPLETED	GENERAL OPERATIONS	1,800
COLUMBUS COMMUNITY KOLLEL 2513 EAST MAIN STREET COLUMBUS, OH 43209	NONE	COMPLETED	GENERAL OPERATIONS	17,500
COLUMBUS JEWISH FOUNDATION 1175 COLLEGE AVE COLUMBUS, OH 43209	NONE	COMPLETED	GENERAL OPERATIONS	5,000
COLUMBUS METROPOLITAN CLUB 100 E BROAD ST SUITE 100 COLUMBUS, OH 43215	NONE	COMPLETED	GENERAL OPERATIONS	1,000
COLUMBUS SCHOOL FOR GIRLS56 S COLUMBIA AVE COLUMBUS, OH 43209	NONE	COMPLETED	GENERAL OPERATIONS	1,000
CONGREGATION AHAVAS SHOLOM2568 EAST BROAD STREET COLUMBUS, OH 43209	NONE	COMPLETED	GENERAL OPERATIONS	33,950
CONGREGATION SHEARITH ISRAEL8 W 70TH ST NEW YORK CITY, NY 10023	NONE	COMPLETED	GENERAL OPERATIONS	1,000
EZER YOLDOT HAMERCAZI4310 16TH ST BROOKLYN, NY 11204	NONE	COMPLETED	GENERAL OPERATIONS	900
FLYING HORSE FARMS225 GREEN MEADOWS DR SOUTH SUITE A LEWIS CENTER, OH 43035	NONE	COMPLETED	GENERAL OPERATIONS	7,500
FRANKLINTON BOARD OF TRADE 455 WBROAD ST COLUMBUS, OH 43215	NONE	COMPLETED	GENERAL OPERATIONS	250
FRIENDS OF BIKUR CHOLIM EZRAT ACHIM INC5014 16TH AVE BROOKLYN, NY 11204	NONE	COMPLETED	GENERAL OPERATIONS	1,800
GREATER BUCKEYE LAKE HISTORICAL SOCIETYPO BOX 1 BUCKEYE LAKE, OH 43008	NONE	COMPLETED	GENERAL OPERATIONS	2,000
HUDSON UNION SOCIETY9 LENMORE COURT PRINCETON, NJ 08540	NONE	COMPLETED	GENERAL OPERATIONS	2,500
ISRAEL CHILDRENS CENTERS INC DATABASE/GRANT ADMINISTRATOR3275 W HILLSBORO BLVD SUITE 102 DEERFIELD BEACH, FL 33442	NONE	COMPLETED	GENERAL OPERATIONS	300
JERUSALEM INSTITUTE MACHON YERUSHALAYIMHERZL BLVD - 14 HEAD OFFICE PO BOX 100 JERUSALAM IS	NONE	COMPLETED	GENERAL OPERATIONS	6,000
MAKE A WISH FOUNDATION2545 FARMERS DR SUITE 300 COLUMBUS, OH 43235	NONE	COMPLETED	GENERAL OPERATIONS	100
MARCH OF DIMES975 EASTWIND DR WESTERVILLE, OH 43081	NONE	COMPLETED	GENERAL OPERATIONS	100
MAYANOT INSTITUTE OF JEWISH STUDIES450 W 33RD ST - 11TH FL NEW YORK, NY 10001	NONE	COMPLETED	GENERAL OPERATIONS	5,000
NATIONWIDE CHILDRENS HOSPITAL INC700 CHILDRENS DRIVE COLUMBUS, OH 43205	NONE	COMPLETED	GENERAL OPERATIONS	25,000
NEW YORK PRESBYTERIAN FUND INCOFFICE OF DEVELOPMENT NY PRESBYTERIAN HOSPITAL NEW YORK CITY, NY 10032	NONE	COMPLETED	GENERAL OPERATIONS	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
OR SIMCHA2841 BIRCHWOOD CT WILMETTE,IL 60091	NONE	COMPLETED	GENERAL OPERATIONS	900
OSU CHABAD HOUSE207 EAST 15TH AVENUE COLUMBUS,OH 43201	NONE	COMPLETED	GENERAL OPERATIONS	2,000
SHADOWBOX LIVE164 EASTON TOWN CENTER COLUMBUS,OH 43219	NONE	COMPLETED	GENERAL OPERATIONS	24,500
SHORESH2704 BARTOL AVENUE BALTIMORE,MD 21209	NONE	COMPLETED	GENERAL OPERATIONS	1,000
SPECIAL OLYMPICS OF OHIO3303 WINCHESTER PIKE COLUMBUS,OH 43232	NONE	COMPLETED	GENERAL OPERATIONS	100
TEP - TZEDAKA ENHANCEMENT PROJECT25274 SOUTHWOOD DRIVE SOUTHFIELD,MI 48075	NONE	COMPLETED	GENERAL OPERATIONS	3,600
THE BUCKEYE LAKE JUNIOR SAILING5109 NORTH BANK - WATKINS ISLAND - PO BOX 867 BUCKEYE LAKE,OH 43008	NONE	COMPLETED	GENERAL OPERATIONS	2,000
THE CHILDREN'S BRAIN TUMOR FOUNDATION274 MADISON AVE SUITE 1004 NEWYORK CITY,NY 10016	NONE	COMPLETED	GENERAL OPERATIONS	300
THE SIXTEENTH STREET SYNAGOGUE3 W 18TH ST NEWYORK CITY,NY 10011	NONE	COMPLETED	GENERAL OPERATIONS	1,000
TOMCHE SHABBOS FUND INC2590 NE 202ND STREET MIAMI,FL 33180	NONE	COMPLETED	GENERAL OPERATIONS	20,000
TORAH CENTER2942 E BROAD ST COLUMBUS,OH 43209	NONE	COMPLETED	GENERAL OPERATIONS	4,500
TURNPOINT APOSTOLIC CHURCH 7718 GROVEPORT RD GROVEPORT,OH 43125	NONE	COMPLETED	GENERAL OPERATIONS	2,000
UNITED JEWISH CHILDREN'S FUND 445 MAST HOPE PLANK RD LACKAWAXEN,PA 18435	NONE	COMPLETED	GENERAL OPERATIONS	5,400
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT ST 433 FRANKLIN BLDG PHILADELPHIA,PA 191046205	NONE	COMPLETED	GENERAL OPERATIONS	30,000
UPPER MIDTOWN CHABAD LUBAVITCH INC336 EAST 53RD ST 1 NEWYORK,NY 10022	NONE	COMPLETED	GENERAL OPERATIONS	2,500
Total  3a				292,190