Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

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

THE DOREEN & GILBERT BASSIN
FAMILY FOUNDATION
457 MAMARONECK ROAD
SCARSDALE, NY 10583

A Employer identification number 52-2390390

B Telephone number (see the instructions) (914) 723-3334

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 498,136.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc, received (att sch)				
2	Ck ► ☒ if the foundn is **not** req to att Sch B				
3	Interest on savings and temporary cash investments			N/A	
4	Dividends and interest from securities	18,275.	18,275.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	8,236.			
b	Gross sales price for all assets on line 6a 131,131.				
7	Capital gain net income (from Part IV, line 2)		8,236.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	26,511.	26,511.		
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) SEE ST 1	500.	250.		250.
c	Other prof fees (attach sch) SEE ST 2	6,058.	6,058.		
17	Interest				
18	Taxes (attach schedule)(see instrs) SEE STM 3	318.	4.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 4	1,816.	908.		908.
24	**Total operating and administrative expenses.** Add lines 13 through 23	8,692.	7,220.		1,158.
25	Contributions, gifts, grants paid PART XV	45,520.			45,520.
26	**Total expenses and disbursements.** Add lines 24 and 25	54,212.	7,220.		46,678.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-27,701.			
b	**Net investment income** (if negative, enter -0-)		19,291.		
c	**Adjusted net income** (if negative, enter -0-)				

REVENUE

OPERATING AND ADMINISTRATIVE EXPENSES

914 12

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	24,887.	25,461.	25,461.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less· allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule)	413,460.	385,185.	472,675.
	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)			
	14	Land, buildings, and equipment. basis ►			
		Less· accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	438,347.	410,646.	498,136.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	438,347.	410,646.	
	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, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	438,347.	410,646.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	438,347.	410,646.	

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	438,347.
2	Enter amount from Part I, line 27a	2	-27,701.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	410,646.
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	410,646.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	UBS ACCOUNT BT 31710 JP SCHED ATTACHED	P	VARIOUS	VARIOUS
b	UBS ACCOUNT BT 31710 JP SCHED ATTACHED	P	VARIOUS	VARIOUS
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	50,844.		56,562.	-5,718.
b	80,287.		66,333.	13,954.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-5,718.
b				13,954.
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	8,236.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-5,718.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010			
2009	43,974.	513,867.	0.085575
2008	34,603.	626,132.	0.055265
2007	37,563.	741,464.	0.050661
2006	37,778.	680,995.	0.055475

2	**Total** of line 1, column (d)	2	0.246976
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	0.061744
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	508,401.
5	Multiply line 4 by line 3	5	31,391.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	193.
7	Add lines 5 and 6	7	31,584.
8	Enter qualifying distributions from Part XII, line 4	8	46,678.

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

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

1 a 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 instrs)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b		1	193.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	193.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	193.
6 Credits/Payments:			
a 2011 estimated tax pmts 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		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	0.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	193.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► DOREEN BASSIN 117 COMMODORE DR Telephone no. ► (914) 723-3334

Located at ► ~~457 MAMARONECK ROAD SCARSDALE NY~~ JUPITER, FL ZIP + 4 ► ~~10583~~ 33477

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

		Yes	No
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►

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

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

			Yes	No
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?	☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b	N/A	
Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	☐ Yes ☒ No			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)		2b	N/A	
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__ .				
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If 'Yes,' did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*		3b	N/A	
4 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 had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If 'Yes' to 6b, file Form 8870.

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
GILBERT BASSIN 117 COMMODORE DR 4~~57 MAMARONECK ROAD~~ JUPITER, FL ~~SCARSDALE, NY 10583~~ 33477	PRESIDENT 0	0.	0.	0.
DOREEN BASSIN 117 COMMODORE DR 4~~57 MAMARONECK ROAD~~ JUPITER, FL S~~CARSDALE, NY 10583~~ 33477	SECRETARY/TR 0	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see 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 instructions 3	
Total. Add lines 1 through 3 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a	Average monthly fair market value of securities		1a	490,969.
b	Average of monthly cash balances		1b	25,174.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	516,143.
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	516,143.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	7,742.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	508,401.
6	**Minimum investment return.** Enter 5% of line 5		6	25,420.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	25,420.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 193.		
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	193.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	25,227.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	25,227.
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	25,227.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	46,678.
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	46,678.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	193.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	46,485.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					25,227.
2 Undistributed income, if any, as of the end of 2011:					
a Enter amount for 2010 only				0.	
b Total for prior years: 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2011:					
a From 2006	4,112.				
b From 2007	2,479.				
c From 2008	3,770.				
d From 2009	18,471.				
e From 2010					
f **Total** of lines 3a through e		28,832.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► $ 46,678.					
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required – see instructions)			0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.			
d Applied to 2011 distributable amount					25,227.
e Remaining amount distributed out of corpus		21,451.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		50,283.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions			0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions				0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		4,112.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		46,171.			
10 Analysis of line 9					
a Excess from 2007	2,479.				
b Excess from 2008	3,770.				
c Excess from 2009	18,471.				
d Excess from 2010					
e Excess from 2011	21,451.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 5				
Total			► **3a**	45,520.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		
4 Dividends and interest from securities			14	18,275.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	8,236.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				26,511.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 26,511.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1)	Cash	**1 a (1)**		X
(2)	Other assets	**1 a (2)**		X
b	Other transactions			
(1)	Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
(2)	Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
(3)	Rental of facilities, equipment, or other assets	**1 b (3)**		X
(4)	Reimbursement arrangements	**1 b (4)**		X
(5)	Loans or loan guarantees	**1 b (5)**		X
(6)	Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

▶ Gilbert Bassin | 10/31/2012 ▶ President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LAWRENCE R. LEAF, CPA		10-9-12		P00028774

Firm's name ► LEAF SALTZMAN MANGANELLI TENDLER & MIELE — Firm's EIN ► 22-3491267

Firm's address ► 310 PASSAIC AVE
FAIRFIELD, NJ 07004-2530 — Phone no (973) 808-9500

Your assets (continued)

Your total assets

		Value on Dec 30 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**25,461.15**	**5.11%**	**25,461.15**		
Equities	Common stock	299,635 70		236,916 05	8,899 00	62,719 65
	Closed end funds & Exchange traded products	9,732 50		7,682 13	429 00	2,050 37
	Total equities	**309,368.20**	**62.11%**	**244,598.18**	**9,328.00**	**64,770.02**
Fixed income	Corporate bonds and notes	84,826 66		79,668 92	4,046 00	5,157 74
	Closed end funds & Exchange traded products	17,210 50		14,538 34	738 00	2,672 16
	Mutual funds	44,950 79		37,431 50	2,740 00	7,519 30
	Total accrued interest	1,119 47				
	Total fixed income	**148,107.42**	**29.73%**	**131,638.76**	**7,524.00**	**15,349.20**
Broad commodities	**Closed end funds & Exchange traded products**	**15,199.00**	**3.05%**	**8,948.29**		**6,250.71**
Total		**$498,135.77**	**100.00%**	**$410,646.38**	**$16,852.00**	**$86,369.93**

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 30 ($)	Price per share on Dec 30 ($)	Average rate	Dividend/Interest period	Days in period
RMA MONEY MKT PORTFOLIO	18,599 11	25,461 15	1 00	0 01%	Nov 23 to Dec 22	30

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
AGRIUM INC (CANADA) CAD Symbol AGU Exchange. NYSE EAI $68 Current yield 0 68%	Aug 19, 11	150 000	76 881	11,532 23	67 110	10,066 50	-1,465 73	ST
BAXTER INTL INC Symbol BAX Exchange NYSE EAI $402 Current yield· 2 71%	Feb 10, 09	150 000	57 706	8,656 02	49 480	7,422 00	-1,234 02	LT
	Jun 10, 09	150 000	46 659	6,998 85	49 480	7,422 00	423 15	LT
Security total		300 000	52.183	15,654 87		14,844 00	-810 87	
BHP BILLITON LTD SPON ADR Symbol BHP Exchange NYSE EAI $303 Current yield. 2 86%	Aug 19, 11	150 000	77 846	11,676 95	70 630	10,594 50	-1,082 45	ST
BLACKROCK INC Symbol BLK Exchange NYSE EAI $440 Current yield: 3 09%	Nov 4, 11	80 000	156 890	12,551 20	178 240	14,259 20	1,708 00	ST
CHEVRON CORP Symbol CVX Exchange NYSE EAI $648 Current yield 3 05%	Sep 22, 10	150 000	79 478	11,921.76	106 400	15,960 00	4,038 24	LT
	Apr 5, 11	50 000	109 570	5,478 50	106 400	5,320 00	-158 50	ST
Security total		200 000	87 001	17,400 26		21,280 00	3,879 74	

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Your assets › **Equities** › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
CLOROX CO Symbol CLX Exchange NYSE EAI $420 Current yield 3 61%	Nov 20, 09	175 000	59 667	10,441 81	66 560	11,648 00	1,206 19	LT
CONS EDISON CO (HOLDING CO) Symbol ED Exchange NYSE EAI $600 Current yield 3 87%	Oct 16, 03	250 000	40 574	10,143 74	62 030	15,507.50	5,363 76	LT
DOW CHEMICAL Symbol DOW Exchange. NYSE EAI $350 Current yield: 3 48%	Jan 29, 09	350 000	12 599	4,409 65	28 760	10,066 00	5,656 35	LT
EMERSON ELECTRIC CO Symbol EMR Exchange NYSE EAI $320 Current yield 3 43%	Oct 8, 09	200 000	39 229	7,845 89	46 590	9,318 00	1,472 11	LT
GENL ELECTRIC CO Symbol GE Exchange NYSE EAI $510 Current yield. 3 80%	Jan 29, 09	750 000	12 978	9,734 07	17 910	13,432.50	3,698 43	LT
HAEMONETICS CORP MASS Symbol HAE Exchange· NYSE	Sep 11, 09	175 000	53 050	9,283 75	61 220	10,713.50	1,429 75	LT
HESS CORP Symbol HES Exchange. NYSE EAI $80 Current yield· 0 70%	Nov 4, 11	200 000	63 395	12,679 04	56 800	11,360 00	-1,319 04	ST
HORMEL FOODS CORP Symbol HRL Exchange NYSE EAI $300 Current yield 2 05%	Jan 29, 09	500 000	15 514	7,757 25	29 290	14,645 00	6,887 75	LT
INTEL CORP Symbol INTC Exchange OTC EAI $588 Current yield 3 46%	Jan 29, 09	700 000	13 648	9,553 74	24 250	16,975 00	7,421 26	LT
JOHNSON & JOHNSON COM Symbol JNJ Exchange NYSE EAI $570 Current yield 3 48%	Jan 29, 09	250 000	58 237	14,559 45	65 580	16,395 00	1,835 55	LT
LINEAR TECHNOLOGY CORP (DELAWARE) Symbol LLTC Exchange OTC EAI $384 Current yield 3 20%	Jan 29, 09	400 000	24 040	9,616 00	30 030	12,012 00	2,396 00	LT

continued next page

Your assets › **Equities** › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
M & T BANK CORP Symbol MTB Exchange· NYSE EAI $420 Current yield 3 67%	Nov 20, 09	150 000	65 931	9,889 65	76 340	11,451 00	1,561 35	LT
MCDONALDS CORP Symbol MCD Exchange NYSE EAI $560 Current yield 2 79%	Jan 29, 09	200 000	58 507	11,701 56	100 330	20,066 00	8,364 44	LT
MICROSOFT CORP Symbol MSFT Exchange OTC EAI $400 Current yield 3 08%	Jan 29, 09	500 000	17 927	8,963 55	25 960	12,980 00	4,016 45	LT
PROCTER & GAMBLE CO Symbol PG Exchange NYSE EAI $420 Current yield 3 15%	Jan 29, 09	100 000	58 497	5,849 78	66 710	6,671 00	821 22	LT
	Aug 7, 09	100 000	51 857	5,185 78	66 710	6,671 00	1,485 22	LT
Security total		200 000	55 178	11,035 56		13,342 00	2,306 44	
UNITED PARCEL SERVICE INC CL B Symbol UPS Exchange NYSE EAI $416 Current yield. 2 84%	Jan 29, 09	100 000	45 900	4,590 00	73 190	7,319 00	2,729 00	LT
	Jan 22, 10	100 000	59 220	5,922 00	73 190	7,319 00	1,397 00	LT
Security total		200 000	52 560	10,512 00		14,638 00	4,126 00	
VERIZON COMMUNICATIONS INC Symbol VZ Exchange NYSE EAI $700 Current yield: 4 99%	Nov 20, 09	350 000	28 496	9,973 83	40 120	14,042 00	4,068 17	LT
Total				**$236,916.05**		**$299,635.70**	**$62,719.65**	

Total estimated annual income: $8,899

Your assets › **Equities** (continued)

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ISHARES INC MSCI PAC EX JAPAN INDEX FUND Symbol EPP Exchange NYSE Trade date. May 8, 09 EAI $429 Current yield 4 41%	250.000	30 728	7,682 13	7,682 13	38 930	9,732 50	2,050 37	2,050 37	LT

Fixed income

Corporate bonds and notes

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values Actual market values may vary and thus gains/losses may not be accurately reflected Cost basis has been adjusted for accreted original issue discount (OID) If you have made a tax election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
CONS EDISON CO NY NTS RATE 05 625% MATURES 07/01/12 ACCRUED INTEREST $139 84 CUSIP 209111DZ3 Moody. A3 S&P A- EAI $281 Current yield. 5 50%	Mar 20, 09	5,000 000	105 282	5,264 10	102.337	5,116 85	-147 25	LT
CATERPILLAR FINL SVCS MED TERM NTS RATE 04 850% MATURES 12/07/12 ACCRUED INTEREST $15 49 CUSIP 14912L3N9 Moody: A2 S&P A EAI $243 Current yield. 4 67%	Mar 16, 09	5,000 000	96 098	4,804 90	103 908	5,195 40	390 50	LT

continued next page

Your assets › **Fixed income** › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
DIAGEO CAPITAL PLC NT BE FOREIGN SECURITY RATE 05 200% MATURES 01/30/13 CALL@M/W+15BP ACCRUED INTEREST $216 66 ISIN US25243YAL39 Moody A3 S&P. A- EAI $520 Current yield· 4 97%	Mar 19, 09	10,000 000	102 931	10,293 10	104 720	10,472 00	178 90	LT
CREDIT SUISSE NEW YORK NTS RATE 05 000% MATURES 05/15/13 ACCRUED INTEREST $31 25 CUSIP 2254C0TC1 Moody Aa1 S&P A+ EAI $250 Current yield 4 87%	May 08, 09	5,000 000	99 969	4,998 45	102 581	5,129 05	130 60	LT
NUCOR CORP CALL@M/W+30BP RATE 05 000% MATURES 06/01/13 ACCRUED INTEREST $40 27 CUSIP 670346AJ4 Moody A2 S&P A EAI $500 Current yield· 4 73%	Apr 22, 09	10,000 000	104 811	10,481 10	105 694	10,569 40	88.30	LT
AT&T INC NTS MW+45BP RATE 04 850% MATURES 02/15/14 ACCRUED INTEREST $90 93 CUSIP 00206RAQ5 Moody A2 S&P A- EAI $243 Current yield· 4 50%	Feb 04, 09	5,000 000	100 253	5,012 65	107 787	5,389 35	376 70	LT
PACCAR INC NTS 0BP RATE 06 875% MATURES 02/15/14 ACCRUED INTEREST $77 34 CUSIP 69373UAA5 Moody A1 S&P A+ EAI $206 Current yield· 6 14%	Apr 22, 09	3,000 000	108 125	3,243.75	112 030	3,360 90	117 15	LT

continued next page

Your assets › **Fixed income** › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
EATON CORP NTS B/E RATE 05 950% MATURES 03/20/14 ACCRUED INTEREST $49 58 CUSIP 278058DG4 Moody A3 S&P A- EAI $179 Current yield· 5 41%	Mar 20, 09	3,000 000	101 349	3,040 47	110 073	3,302 19	261 72	LT
WELLS FARGO & CO NEW GLOBAL NOTES RATE 04 625% MATURES 04/15/14 ACCRUED INTEREST $48 17 CUSIP 949746FS5 Moody A3 S&P A EAI $231 Current yield 4 45%	Feb 04, 09	5,000 000	95 823	4,791 15	103 999	5,199 95	408 80	LT
MERCK & CO MW+15BP NTS RATE 04 750% MATURES 03/01/15 ACCRUED INTEREST $157 01 CUSIP 589331AK3 Moody. Aa3 S&P. AA EAI $475 Current yield 4 25%	Feb 09, 09	10,000 000	104 307	10,430 70	111 659	11,165 90	735 20	LT
GENENTECH INC MW@ +15BP NTS B/E RATE 04 750% MATURES 07/15/15 ACCRUED INTEREST $65 31 CUSIP 368710AG4 S&P. AA- EAI $143 Current yield. 4 26%	Mar 31, 09	3,000 000	100 453	3,013 59	111 544	3,346.32	332 73	LT
CISCO SYSTEMS INC MW +20BP NTS RATE 05 500% MATURES 02/22/16 ACCRUED INTEREST $58 66 CUSIP 17275RAC6 Moody A1 S&P A+ EAI $165 Current yield 4 73%	Mar 31, 09	3,000 000	104 986	3,149 58	116 373	3,491 19	341 61	LT

continued next page

Your assets › **Fixed income** › **Corporate bonds and notes** (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 30 ($)	Value on Dec 30 ($)	Unrealized gain or loss ($)	Holding period
TARGET CORP MW T +12 5BP RATE 05 375% MATURES 05/01/17 ACCRUED INTEREST $44 04 CUSIP 87612EAP1 Moody. A2 S&P A+ EAI $269 Current yield 4 57%	Feb 04, 09	5,000 000	98 200	4,910 00	117 528	5,876 40	966 40	LT
ORACLE SYSTEMS CORP NTS CALL@MW+35BP RATE 05 750% MATURES 04/15/18 ACCRUED INTEREST $35 93 CUSIP 68389XAC9 Moody A1 S&P A EAI $173 Current yield 4 74%	Mar 20, 09	3,000 000	105 026	3,150 78	121 348	3,640 44	489 66	LT
MEDTRONIC INC NTS B/E CALL@MW+40BP RATE 05 600% MATURES 03/15/19 ACCRUED INTEREST $48 99 CUSIP 585055AN6 Moody A1 S&P AA- EAI $168 Current yield. 4 70%	Mar 20, 09	3,000 000	102 820	3,084.60	119 044	3,571 32	486 72	LT
Total		**$78,000.000**		**$79,668.92**		**$84,826.66**	**$5,157.74**	

Total accrued interest: $1,119.47

Total estimated annual income: $4,046

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ISHARES IBOXX $ INVT GRA DE CORPORATE BOND FUND									

continued next page

Your assets › **Fixed income** › Closed end funds & Exchange traded products (continued)

Holding	Number of shares	Purchase pnce/ Average pnce per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Symbol LQD Exchange. NYSE									
Trade date Mar 23, 09	50 000	93 995	4,699 78	4,699 78	113 760	5,688 00	988.22		LT
Trade date Apr 23, 09	50 000	96 240	4,812 00	4,812 00	113 760	5,688 00	876 00		LT
EAI $499 Current yield 4 39%									
Security total	100 000	95 118	9,511 78	9,511 78		11,376 00	1,864 22	1,864 22	
ISHARES BARCLAYS TIPS BOND									
FUND									
Symbol TIP Exchange NYSE									
Trade date Feb 10, 09	50 000	100 531	5,026 56	5,026 56	116 690	5,834 50	807 94	807 94	LT
EAI $239 Current yield 4 10%									
Total			**$14,538.34**	**$14,538.34**		**$17,210.50**	**$2,672.16**	**$2,672.16**	

Total estimated annual income: $738

Mutual funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase pnce/ Average pnce per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
LOOMIS SAYLES									
STRATEGIC INCOME FUND									
CLASS A									
Symbol NEFZX									
Trade date Feb 6, 09	1,025 863	10 760	11,038 29	11,038.29	14 370	14,741 65	3,703 36		LT
Trade date Mar 23, 09	480 769	10 400	5,000 00	5,000 00	14 370	6,908 65	1,908 65		LT
Trade date Apr 23, 09	462 963	10 800	5,000 00	5,000 00	14 370	6,652 78	1,652 78		LT
Total reinvested	390 338	13 835		5,400 35	14 370	5,609 16	208 81		
EAI $2,171 Current yield 6 40%									
Security total	2,359 933	11 203	21,038 29	26,438 64		33,912 23	7,473 60	12,873 95	

continued next page

Your assets › **Fixed income** › **Mutual funds** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
MFS EMERGING MARKETS									
BOND FUND CLASS A									
Symbol MEDAX									
Trade date Jul 13, 10	691 085	14 470	10,000 00	10,000 00	14 550	10,055.29	55 29		LT
Total reinvested	67 579	14 691		992 86	14-550	983 27	-9 59		
EAI $569 Current yield 5 15%									
Security total	758 664	14 490	10,000 00	10,992 86		11,038 56	45 70	1,038 56	
Total			**$31,038.29**	**$37,431.50**		**$44,950.79**	**$7,519.30**	**$13,912.50**	

Total estimated annual income: $2,740

Broad commodities

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 30 ($)	Value on Dec 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
SPDR GOLD TRUST									
Symbol GLD Exchange NYSE									
Trade date Feb 10, 09	75 000	89 557	6,716 84	6,716 84	151 990	11,399 25	4,682 41		LT
Trade date Apr 24, 09	25 000	89 258	2,231 45	2,231 45	151 990	3,799 75	1,568 30		LT
Security total	100 000	89 483	8,948 29	8,948 29		15,199 00	6,250 71	6,250 71	

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEAF SALTMAN MANGELLI ET AL LLP	$ 500.	$ 250.		$ 250.
TOTAL	$ 500.	$ 250.		$ 250.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS ADVISORY ACCOUNT FEES	$ 6,058.	$ 6,058.		
TOTAL	$ 6,058.	$ 6,058.		$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	$ 4.	$ 4.		
NY STATE DEPT OF LAW	100.			
US TREASURY	214.			
TOTAL	$ 318.	$ 4.		$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	$ 1,816.	$ 908.		$ 908.
TOTAL	$ 1,816.	$ 908.		$ 908.

STATEMENT 5
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
METROPOLITAN MUSEUM OF ART 1000 5TH AVE NEW YORK, NY 10028	NONE	EXEMPT	SUSTAINING	$ 500.
HUNTER COLLEGE FOUNDATION 695 PARK AVE NEW YORK, NY 10065	NONE	EXEMPT	SUSTAINING	345.
NEUBERGER MUSEUM OF ART 735 ANDERSON HILL RD PURCHASE, NY 10577	NONE	EXEMPT	SUSTAINING	9,550.
WESTCHESTER REFORMED TEMPLE 255 MAMARONECK RD SCARSDALE, NY 10583	NONE	EXEMPT	SUSTAINING	6,865.
HUDSON VALLEY CENTER FOR THE ARTS 1701 MAIN ST PEEKSKILL, NY 10566	NONE	EXEMPT	SUSTAINING	250.
WESTCHESTER ARTS COUNCIL 31 MAMARONECK AVE WHITE PLAINS, NY 10801	NONE	EXEMPT	SUSTAINING	3,370.
PUBLIC ART FUND 1 E. 3RD ST, FL 12 NEW YORK, NY 10022	NONE	EXEMPT	SUSTAINING	1,000.
SMITHSONIAN INSTITUTE 1000 JEFFERSON DRIVE SOUTHWEST WASHINGTON, DC 20560	NONE	EXEMPT	SUSTAINING	10,000.
NORTON MUSEUM OF ART 1451 SOUTH OLIVE AVENUE WEST PALM BEACH, FL 33401	NONE	EXEMPT	SUSTAINING	4,500.
NATIONAL FNDTN FOR ADVANCEMENT IN ARTS 777 BRICKELL AVENUE, SUITE 370 MIAMI, FL 33131	NONE	EXEMPT	SUSTAINING	1,000.
JEWISH GUILD FOR THE BLIND 15 WEST 65TH STREET NEW YORK, NY 10023	NONE	EXEMPT	SUSTAINING	200.
KEHILA KEDOSHA JANINA SYNAGOGUE 280 BROOME STREET NEW YORK, NY 10002	NONE	EXEMPT	SUSTAINING	250.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
NATIONAL FOUNDATION FOR CANCER RESEARCH 4600 EAST WEST HIGHWAY, SUITE 525 BETHESDA, MD 20814	NONE			$ 300.
COLUMBIA UNIVERSITY 116TH STREET AND BROADWAY NEW YORK, NY 10027	NONE	EXEMPT	SUSTAINING	100.
PERLMAN MUSIC PROGRAM 19 WEST 69TH STREET, SUITE 304 NEW YORK, NY 10023	NONE	EXEMPT	SUSTAINING	1,000.
PARRISH ART MUSEUM 25 JOBS LANE SOUTHAMPTON, NY 11968	NONE	EXEMPT	SUSTAINING	60.
SIMON WIESENTHAL CENTER 1399 SOUTH ROXBURY DRIVE LOS ANGELES, CA 90035	NONE	EXEMPT	SUSTAINING	50.
PECONIC LAND TRUST 296 HAMPTON ROAD SOUTHAMPTON, NY 11968	NONE	EXEMPT	SUSTAINING	25.
PEDIATRIC CANCER FOUNDATION P.O. BOX 785 MAMARONECK, NY 10543	NONE	EXEMPT	SUSTAINING	295.
FRIENDS OF MOSTLY MOZART 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	EXEMPT	SUSTAINING	150.
GURWIN JEWISH HEALTHCARE FDN 68 HAUPPAUGE ROAD COMMACK, NY 11725	NONE	EXEMPT	SUSTAINING	100.
AMERICAN INSTITUTE FOR CANCER RESEARCH 1759 R STREET, NW WASHINGTON, DC 20009	NONE	EXEMPT	SUSTAINING	125.
UNIFORMED FIREFIGHTERS ASSOCIATION 204 EAST 23RD STREET NEW YORK, NY 10010	NONE	EXEMPT	SUSTAINING	25.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
PATROLMEN'S BENEVOLENT ASSOCIATION 125 BROAD STREET, 11TH FLOOR NEW YORK, NY 10004	NONE	EXEMPT	SUSTAINING	$ 10.
WATERMILL CENTER 39 WATERMILL TOWD ROAD WATER MILL, NY 11976	NONE	EXEMPT	SUSTAINING	5,000.
NYU HEIGHTS FUND 70 WASHINGTON SQUARE SOUTH NEW YORK, NY 10012	NONE	EXEMPT	SUSTAINING	150.
AMERICAN ASSOCIATION OF CAREGIVING YOUTH 1515 N. FEDERAL HWY, SUITE 218 BOCA RATON, FL 33432	NONE	EXEMPT	SUSTAINING	100.
THE STUDIO MUSEUM IN HARLEM 144 WEST 125TH STREET NEW YORK, NY 10027	NONE	EXEMPT	SUSTAINING	100.
PLANNED PARENTHOOD 434 WEST 33RD STREET NEW YORK, NY 10001	NONE	EXEMPT	SUSTAINING	100.
			TOTAL	$ 45,520.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . . . ► ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the extended due date for filing the return See instructions	Name of exempt organization or other filer, see instructions. THE DOREEN & GILBERT BASSIN FAMILY FOUNDATION	Employer identification number (EIN) or ☒ 52-2390390
	Number, street, and room or suite number If a P.O box, see instructions. LEAF SALTZMAN MANGANELLI PFEIL 310 PASSAIC AVE	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. FAIRFIELD, NJ 07004-2530	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of. ► DOREEN BASSIN
  Telephone No. ► (914) 723-3334 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box . . . . ► ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . ________ . If this is for the whole group, check this box . . . ► ☐ If it is for part of the group, check this box . . ► ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15 , 20 12.

5 For calendar year 2011 , or other tax year beginning ________ , 20 __ , and ending ________ , 20 __ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension. TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Title ► CPA Date ► 7-2-12

BAA FIFZ0502L 07/29/11 Form **8868** (Rev 1-2012)

Mailed to IRS
7-3-12