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

**2011**Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011, or tax year beginning

, 2011, and ending

Name of foundation

Nina Abrams Fund

Number and street (or P O box number if mail is not delivered to street address)

c/o Jonathan Brooks, 3056 Earlmarr Dr

Room/suite

City or town

Los Angeles

State ZIP code

CA 90064-4632

G Check all that apply:

☐

Initial return

☐

Final return

☐

Address change

☐

Initial Return of a former public charity

☐

Amended return

☐

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)

\$ 2,752,472.

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number  
55-0818279B Telephone number (see the instructions)  
(310) 625-1100C 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 ☐**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

4 Dividends and interest from securities

28,823.

28,823.

5a Gross rents

b Net rental income or (loss)

L-6a Stmt

6a Net gain/(loss) from sale of assets not on line 10

0.

b Gross sales price for all assets on line 6a

325,000.

7 Capital gain net income (from Part IV, line 2)

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

28,823.

28,823.

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 sch) L-16b Stmt

2,200.

1,100.

1,100.

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instrs) New York filing fee

250.

125.

125.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

Agency fees

4,893.

2,447.

2,447.

24 Total operating and administrative expenses. Add lines 13 through 23

7,343.

3,672.

3,672.

25 Contributions, gifts, grants paid

173,000.

173,000.

26 Total expenses and disbursements. Add lines 24 and 25

180,343.

3,672.

176,672.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-151,520.

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

25,151.

c Adjusted net income (if negative, enter -0-)

19

**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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
<b>ASSETS</b>	1 Cash — non-interest-bearing . . . . .	2,002,533.	2,185,790.	2,185,790.
	2 Savings and temporary cash investments . . . . .			
	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) L-10a Stmt . . . . .	761,796.	422,691.	421,163.
	b Investments — corporate stock (attach schedule) . . . . .			
	c Investments — corporate bonds (attach schedule) . . . . .			
	11 Investments — land, buildings, and equipment: basis . . . . .			
Less: accumulated depreciation (attach schedule) ▶ . . . . .				
12 Investments — mortgage loans . . . . .				
13 Investments — other (attach schedule) L-13 Stmt . . . . .	140,000.	140,000.	145,519.	
14 Land, buildings, and equipment: basis ▶ . . . . .				
Less: accumulated depreciation (attach schedule) . . . . .				
15 Other assets (describe ▶ . . . . .)				
16 <b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I) . . . . .	2,904,329.	2,748,481.	2,752,472.	
<b>LIABILITIES</b>	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 <b>Total liabilities</b> (add lines 17 through 22)			
<b>FUND ASSETS</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input type="checkbox"/>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	76,313.	76,313.	
	28 Paid-in or capital surplus, or land, building, and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	2,828,016.	2,672,168.	
	30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	2,904,329.	2,748,481.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2,904,329.	2,748,481.	

**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	2,904,329.
2 Enter amount from Part I, line 27a . . . . .	2	-151,520.
3 Other increases not included in line 2 (itemize) . . . . . <u>Basis adjustment</u>	3	915.
4 Add lines 1, 2, and 3 . . . . .	4	2,753,724.
5 Decreases not included in line 2 (itemize) . . . . . <u>See Other Decreases Stmt</u>	5	5,243.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 . . . . .	6	2,748,481.

**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)
1a \$50000 AK Mun Bd Ser E 2/1/11		P	01/26/05	02/01/11
b \$50000 Houston Tex Indpt Sch Dist 6% 2/15/11		P	05/10/05	02/15/11
c \$50000 Central Utah Wtr Conservancy Dist Ref Ser A 5% 4/1/11		P	01/26/05	04/01/11
d \$50000 Arizona St Transn Brd Hwy Rev 5%		P	01/26/05	07/01/11
e See Columns (a) thru (d)				

(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 50,000.		50,000.	0.
b 50,000.		50,000.	0.
c 50,000.		50,000.	0.
d 50,000.		50,000.	0.
e See Columns (e) thru (h)		125,000.	0.

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			0.
b			0.
c			0.
d			0.
e See Columns (i) thru (l)			0.

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	2	0.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-            in Part I, line 8.         </div>	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	184,553.	3,447,483.	0.053533
2009	164,042.	3,590,315.	0.045690
2008	11,708.	3,061,949.	0.003824
2007	3,550.	193,104.	0.018384
2006	8,634.	200,047.	0.043160

2 Total of line 1, column (d)	2	0.164591
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	0.032918
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,279,082.
5 Multiply line 4 by line 3	5	107,941.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	252.
7 Add lines 5 and 6	7	108,193.
8 Enter qualifying distributions from Part XII, line 4	8	176,672.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	252.
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	252.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	252.
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		
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9		252.
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0.
11 Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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 <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NY - New York</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	8b X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.	10	X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Nina Abrams Fund, c/o Jonathan Brooks</u> . Telephone no. <u>(310) 625-1100</u> Located at <u>3056 Earlmor Drive</u> <u>Los Angeles</u> <u>CA</u> ZIP + 4 <u>90064-4632</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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
<b>1a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
<b>c</b> 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
<b>2</b> 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)).		
<b>a</b> At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
<b>b</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	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

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

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?**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
Jonathan Self Wentworth Publ, 17 Fleet St, London, UK 00000	Director 0.00	0.	0.	0.
Celia Berk 60 Gramercy Park North Apt 7A New York NY 10010	Director 0.00	0.	0.	0.
Jonathan Brooks 3056 Earlmarr Drive Los Angeles CA 90064	Director 0.00	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				
0				
0				
0				
0				

Total number of other employees paid over \$50,000

None

**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		None

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1	
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	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	716,170.
b Average of monthly cash balances	1b	2,612,847.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	3,329,017.
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	3,329,017.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	49,935.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,279,082.
6 Minimum investment return. Enter 5% of line 5	6	163,954.

**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	163,954.
2a Tax on investment income for 2011 from Part VI, line 5	2a	252.
b Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	252.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	163,702.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	163,702.
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	163,702.

**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	176,672.
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	176,672.
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	252.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	176,420.

**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.

BAA

Form 990-PF (2011)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				163,702.
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only			172,050.	
<b>b</b> Total for prior years: 20__, 20__, 20__				
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006	0.			
<b>b</b> From 2007	3,550.			
<b>c</b> From 2008	11,708.			
<b>d</b> From 2009	164,421.			
<b>e</b> From 2010	184,877.			
<b>f</b> Total of lines 3a through e	364,556.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: \$ 176,672.				
<b>a</b> Applied to 2010, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required — see instructions)				
<b>d</b> Applied to 2011 distributable amount				
<b>e</b> Remaining amount distributed out of corpus	176,672.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	541,228.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount — see instructions			172,050.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				163,702.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	541,228.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007	3,550.			
<b>b</b> Excess from 2008	11,708.			
<b>c</b> Excess from 2009	164,421.			
<b>d</b> Excess from 2010	184,877.			
<b>e</b> Excess from 2011	176,672.			

## N/A

4942(1)(5)

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**(4) Gross investment income**

**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
<b>a Paid during the year</b>				
Thirteen/WNET New York 825 Eighth Avenue New York NY 10019		None	General purpose	2,500.
The Washington Spectator - Public Concern Foundation 55 Fifth Ave 18th Floor New York NY 10003		None	General purpose	2,500.
Population Connection 2120 L Street NW Suite 500 Washington DC 20037		None	General purpose	2,500.
Southern Poverty Law Center 400 Washington Avenue Montgomery AL 36104		None	General purpose	5,000.
Hudson Highlands Land Trust PO Box 226 1180 Route 9D Garrison NY 10524		None	General purpose	10,000.
Natural Resources Defense Council 40 West 20th Street New York NY 10011		None	General purpose	2,500.
Long Island University - Nina and Harry N Abrams End 700 Northern Boulevard Brookville NY 11548		None	General purpose	5,000.
Innocence Project 40 Worth Street Suite 701 New York NY 10013		None	General purpose	10,000.
Bet Tzedek 145 South Fairfax Ave Suite 200 Los Angeles CA 90036		None	General purpose	12,500.
See Line 3a statement				120,500.
<b>Total</b>			<b>3a</b>	<b>173,000.</b>
<b>b Approved for future payment</b>				
<b>Total</b>			<b>3b</b>	

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

Enter gross amounts unless otherwise indicated.

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) Exclu- sion 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					
4	Dividends and interest from securities			14	28,823.	
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	0.	
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)				28,823.	
13	Total. Add line 12, columns (b), (d), and (e)				13	28,823.

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

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

[illegible]



Form 990-PF, Page 2, Part III, Line 5

**Other Decreases Stmt**

Section 4940 tax	324.
Accrual adjustment	4,919.
Total	5,243.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

**Columns (a) thru (d)**

(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)
\$50000 Harris Cnty Tex 5% 8/15/11	P	01/26/05	08/15/11
\$75000 Massachusetts St Wtr Res Auth Gen Ser J 5.25% 8/1/11	P	01/01/00	08/01/11

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

**Columns (e) thru (h)**

(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)
50,000.		50,000.	0.
75,000.		75,000.	0.
Total		125,000.	0.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

**Columns (i) thru (l)**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))
			0.
			0.
Total			0.

Form 990-PF, Page 11, Part XV, line 3a

**Line 3a statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
Weingart Center Association 566 South San Pedro Street Los Angeles CA 90013		None	General purpose	Person or Business <input checked="" type="checkbox"/> 2,500.
Jewish Family Service 3580 Wilshire Blvd Ste 700 Los Angeles CA 90010		None	General purpose	Person or Business <input checked="" type="checkbox"/> 5,000.
Childrens Hospital Los Angeles 4650 Sunset Boulevard Los Angeles CA 90027		None	General purpose	Person or Business <input checked="" type="checkbox"/> 5,000.
Heal the Bay 1444 9th Street Santa Monica CA 90401		None	General purpose	Person or Business <input checked="" type="checkbox"/> 2,500.
UCLA - Jules Stein Eye Institute 100 Stein Plaza UCLA Los Angeles CA 90095		None	General purpose	Person or Business <input checked="" type="checkbox"/> 15,000.
CEC Artslink 435 Hudson Street 8th Floor New York NY 10014		None	General purpose	Person or Business <input checked="" type="checkbox"/> 2,500.
FACE AIDS PO Box 46 Palo Alto CA 94302		None	General purpose	Person or Business <input checked="" type="checkbox"/> 3,500.
World Land Trust-US 25 Horner Street Warrenton VA 20186		None	General purpose	Person or Business <input checked="" type="checkbox"/> 50,000.
World Wildlife Fund 1250 24th Street NW Washington DC 20037		None	General purpose	Person or Business <input checked="" type="checkbox"/> 2,500.
Tree People 12601 Mulholland Drive Beverly Hills CA 90210		None	General purpose	Person or Business <input checked="" type="checkbox"/> 2,500.
Live Arts 123 East Water Street Charlottesville VA 22902		None	General purpose	Person or Business <input checked="" type="checkbox"/> 1,000.
Camfed USA Foundation 465 California Street Suite 626 San Francisco CA 94104		None	General purpose	Person or Business <input checked="" type="checkbox"/> 2,500.
She's the First PO Box 20483 Columbus Circle Station New York NY 10023		None	General purpose	Person or Business <input checked="" type="checkbox"/> 1,000.
Planned Parenthood Southeastern Pennsylv 1144 Locust Street Philadelphia PA 19107		None	General purpose	Person or Business <input checked="" type="checkbox"/> 1,500.
Media Providence Friends School 125 W Third Street Media PA 19063		None	General purpose	Person or Business <input checked="" type="checkbox"/> 1,500.



Form 990-PF, Page 11, Part XV, line 3a

Continued

**Line 3a statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
<u>Metropolitan Opera</u> -----	-----	<u>None</u> -----	<u>General purpose</u> -----	Person or <input type="checkbox"/>
<u>Lincoln Center</u> -----	-----	-----	-----	Business <input checked="" type="checkbox"/>
<u>New York NY 10023</u>				1,000.
<u>Hofstra University - Dr Richard F Mason</u> -----	-----	<u>None</u> -----	<u>General purpose</u> -----	Person or <input type="checkbox"/>
<u>101 Hofstra University</u> -----	-----	-----	-----	Business <input checked="" type="checkbox"/>
<u>Hempstead NY 11549</u>				2,500.
<u>The Tender</u> -----	-----	<u>None</u> -----	<u>General purpose</u> -----	Person or <input type="checkbox"/>
<u>16 East Main Street</u> -----	-----	-----	-----	Business <input checked="" type="checkbox"/>
<u>Moorestown NJ 08057</u>				2,500.
<u>Tutwiler Clinic Inc</u> -----	-----	<u>None</u> -----	<u>General purpose</u> -----	Person or <input type="checkbox"/>
<u>205 Alma St PO Box 462</u> -----	-----	-----	-----	Business <input checked="" type="checkbox"/>
<u>Tutwiler MS 38963</u>				2,500.
<u>Braintree Special Needs Recreation Progr</u> -----	-----	<u>None</u> -----	<u>General purpose</u> -----	Person or <input type="checkbox"/>
<u>55 Hollingsworth Avenue</u> -----	-----	-----	-----	Business <input checked="" type="checkbox"/>
<u>Braintree MA 02184</u>				2,500.
<u>Houston Food Bank</u> -----	-----	<u>None</u> -----	<u>General purpose</u> -----	Person or <input type="checkbox"/>
<u>535 Portwall Street</u> -----	-----	-----	-----	Business <input checked="" type="checkbox"/>
<u>Houston TX 77029</u>				2,500.
<u>The Caring Community</u> -----	-----	<u>None</u> -----	<u>General purpose</u> -----	Person or <input type="checkbox"/>
<u>20 Washington Square North</u> -----	-----	-----	-----	Business <input checked="" type="checkbox"/>
<u>New York NY 10011</u>				5,000.
<u>Sunrise Day Camp</u> -----	-----	<u>None</u> -----	<u>General purpose</u> -----	Person or <input type="checkbox"/>
<u>15 Neil Court</u> -----	-----	-----	-----	Business <input checked="" type="checkbox"/>
<u>Oceanside NY 11572</u>				1,000.
<u>United in Harmony</u> -----	-----	<u>None</u> -----	<u>General purpose</u> -----	Person or <input type="checkbox"/>
<u>PO Box 34456</u> -----	-----	-----	-----	Business <input checked="" type="checkbox"/>
<u>Los Angeles CA 90034</u>				2,500.

Total

120,500.

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>James E Velten, CPA</u>	<u>Accounting &amp; tax</u>	<u>2,200.</u>	<u>1,100.</u>		<u>1,100.</u>
Total		<u>2,200.</u>	<u>1,100.</u>		<u>1,100.</u>

Form 990-PF, Page 2, Part II, Line 10a

**L-10a Stmt**

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
\$100000 Allegheny Cnty PA Ref Ser C	105,673.	103,692.		
\$100000 Honolulu Hawaii City & Cnty	104,818.	102,411.		
\$50000 Pennsylvania St Second Ser 5	52,558.	50,896.		
\$50000 Wyandotte Cnty Kans Uni Sch	52,292.	51,478.		
\$100000 Elgin Ill Ref Ser A 5.25% 1	107,350.	112,686.		
Total	<u>422,691.</u>	<u>421,163.</u>		

Form 990-PF, Page 2, Part II, Line 13

**L-13 Stmt**

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
MFB Northern Enhanced Large Cap Fund	40,000.	36,190.
MFB Northern Fixed Income Fund	100,000.	109,329.
Total	<u>140,000.</u>	<u>145,519.</u>