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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: HARRY KRAMER MEMORIAL FUND

A Employer identification number: 59-6644290

Number and street (or P O box number if mail is not delivered to street address): 1525 W W.T. HARRIS BLVD. D1114-044

Room/suite:

B Telephone number (see instructions): (336) 747-8628

City or town, state, and ZIP code: CHARLOTTE, NC 28288

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, col. (c), line 16)* ▶ $ 5,509,833.

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	839.			
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	11.	11.		STMT 1
	4	Dividends and interest from securities	226,624.	224,033.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	30,312.			
	b	Gross sales price for all assets on line 6a 1,527,740.				
	7	Capital gain net income (from Part IV, line 2)		30,312.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	21,000.			STMT 5
	12	**Total.** Add lines 1 through 11	278,786.	254,356.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	133,787.	100,340.		33,447.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT. 6	3,453.	2,155.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT. 7	932.			932.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	138,172.	102,495.	NONE	34,379.
	25	Contributions, gifts, grants paid	200,000.			200,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	338,172.	102,495.	NONE	234,379.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-59,386.			
	b	**Net investment income** (if negative, enter -0-)		151,861.		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

[redacted]

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		33,039.	33,039.
	2	Savings and temporary cash investments	173,401.	132,055.	132,055.
	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 schedule) ▶ Less· allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) STMT 8	551,094.	646,561.	661,328.
	b	Investments - corporate stock (attach schedule) STMT 9	4,065,190.	815,050.	950,810.
	c	Investments - corporate bonds (attach schedule) STMT 12	554,067.	659,531.	680,130.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 13		3,010,624.	3,052,471.
	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)	5,343,752.	5,296,860.	5,509,833.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	5,343,752.	5,296,860.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	5,343,752.	5,296,860.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,343,752.	5,296,860.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,343,752.
2	Enter amount from Part I, line 27a	2	-59,386.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	15,654.
4	Add lines 1, 2, and 3	4	5,300,020.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 15	5	3,160.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,296,860.

[redacted]

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	PUBLICLY TRADED SECURITIES			
b				
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	1,498,283.		1,497,428.	855.
b				
c				
d				
e				

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

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				855.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	30,312.
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	

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 (col (b) divided by col. (c))
2010	292,882.	5,545,174.	0.052817
2009	259,094.	4,046,503.	0.064029
2008	314,276.	5,954,235.	0.052782
2007	292,200.	6,808,009.	0.042920
2006	290,360.	6,465,019.	0.044912

2	**Total** of line 1, column (d)	2	0.257460
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	0.051492
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,757,455.
5	Multiply line 4 by line 3	5	296,463.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,519.
7	Add lines 5 and 6	7	297,982.
8	Enter qualifying distributions from Part XII, line 4	8	234,379.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	3,037.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	3,037.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	3,037.
6	Credits/Payments.				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,004.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d . TAX .PAID .W/O..R. .$ . . . . . . 2,914 . .			7	3,918.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	881.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 881. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of 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 ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK NA Telephone no. ▶ (336)747-8628

Located at ▶ 1 W 4TH ST 6TH FLOOR, WINSTON SALEM, NC ZIP + 4 ▶ 27101-3818

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

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

			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
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after *termination of government service, if terminating within 90 days.*) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c *If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here* ▶ ____, ____, ____, ____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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**

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

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

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
SEE STATEMENT 16		133,787.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

[redacted]

59-6644290

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		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 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

[redacted]

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	5,613,069.
b	Average of monthly cash balances	1b	232,063.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	5,845,132.
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	NONE
3	Subtract line 2 from line 1d	3	5,845,132.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	87,677.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,757,455.
6	**Minimum investment return.** Enter 5% of line 5	6	287,873.

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	287,873.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,037.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,037.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	284,836.
4	Recoveries of amounts treated as qualifying distributions			4	21,000.
5	Add lines 3 and 4			5	305,836.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	305,836.

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	234,379.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	234,379.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	234,379.

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					305,836.
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only				NONE	
b	Total for prior years 20 09 ,20 ____, 20 ____			NONE		
3	Excess distributions carryover, if any, to 2011.					
a	From 2006	NONE				
b	From 2007	NONE				
c	From 2008	NONE				
d	From 2009	50,856.				
e	From 2010	17,627.				
f	**Total** of lines 3a through e		68,483.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 234,379.					
a	Applied to 2010, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2011 distributable amount					234,379.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a))*		68,483.			68,483.
6	**Enter the net total of each column as indicated below:**					
a	*Corpus Add lines 3f, 4c, and 4e. Subtract line 5*		NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
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			NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					2,974.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9.					
a	Excess from 2007	NONE				
b	Excess from 2008	NONE				
c	Excess from 2009	NONE				
d	Excess from 2010	NONE				
e	Excess from 2011	NONE				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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.

N/A

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 26				
Total . . . . ▶ **3a**				200,000.
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.)
1 Program service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	11.	
4 Dividends and interest from securities			14	226,624.	
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	30,312.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b GRANT RECOVERIES			01	21,000.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				277,947.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 277,947.

(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.)

NOT APPLICABLE

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

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

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

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

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

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

S.V.P.

Wells Fargo Bank, N.A. | 09/13/2012 | Trustee

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

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

Form **990-PF** (2011)

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO - SECURED MARKET DEPOSIT ACC	11.	11.
TOTAL	11.	11.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC 2.500% 8/15/15	1,194.	1,194.
AMERICAN EXPRESS 4.875% 7/15/13	4,875.	4,875.
AMERIPRISE FINANCIAL INC	419.	419.
AMGEN INC COM W/RTS ATTACHED EXP 03/21/2	142.	142.
BANK OF AMERICA CORP 5.625% 7/01/20	1,090.	1,090.
BANK NEW YORK MELLON CORP COM	120.	120.
BRISTOL-MYERS SQUIBB CO COM	972.	972.
CBS CORP CL B COM	181.	181.
CVS CORP COM	317.	317.
CARDINAL HLTH INC COM	456.	456.
CHEVRONTEXACO CORP COM	841.	841.
CIMAREX ENERGY CO	47.	47.
CISCO SYS INC COM W/RIGHTS ATTACHED EXPI	154.	154.
COMCAST CORP NEW CL A	314.	314.
CONOCOPHILLIPS COM	791.	791.
CONSTELLATION ENERGY GRP INC COM	161.	161.
CORNING INC COM W/RTS EXP 07/15/2006	105.	105.
CREDIT SUISSE FIRST BOSTON USA NT DTD 1/	3,250.	3,250.
DANAHER CORP COM	39.	39.
DELAWARE POOLED TR INTL EQUITY PORTFOLIO	9,841.	9,841.
DELL INC 1.400% 9/10/13	700.	700.
DODGE & COX INT'L STOCK FD # 1048	2,076.	2,076.
DUKE ENERGY HOLDING CORP. COM	250.	250.
EII INTERNATIONAL PROPERTY-I #30	7,781.	7,781.
EXXON MOBIL CORP COM	371.	371.
FED FARM CREDIT BK 2.000% 1/17/12	2,000.	2,000.
FED FARM CREDIT BK 1.170% 8/05/13	809.	809.
FED HOME LN BK 1.625% 11/21/12	406.	406.
FED HOME LN BK 1.875% 6/21/13	535.	535.
FEDERAL HOME LN MTG CORP BD DTD 07/16/20	5,125.	5,125.
FEDERAL NATL MTG ASSN NT DTD 3/26/2001 5	2,750.	2,750.
FED NATL MTG ASSN 2.000% 8/24/15	939.	939.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FED HOME LN MTG CORP 1.375% 2/25/14	281.	281.
FED NATL MTG ASSN 5.375% 6/12/17	4,569.	4,569.
FED NATL MTG ASSN 2.625% 11/20/14	846.	846.
FOOT LOCKER INC COM	147.	147.
GAP INC COM	374.	374.
GENERAL ELEC CO COM	701.	701.
HALLIBURTON CO COM W/RIGHTS EXP 12/15/20	190.	190.
HEWLETT-PACKARD CO COM	122.	122.
HOME DEPOT INC COM	650.	650.
IAC/INTERACTIVECORP	59.	59.
INTEL CORP COM	706.	706.
INTL BUSINESS MACHINES CORP COM	459.	459.
IBM CORPORATION 4.750% 11/29/12	4,750.	4,750.
INTL FLAVORS & FRAGRANCES INC COM	227.	227.
ISHARES BARCLAYS TIPS BOND FUND	9,768.	9,768.
ISHARES MIDCAP INDEX FD	4,427.	4,427.
JP MORGAN CHASE & CO COM	401.	401.
JPMORGAN CHASE & CO 3.400% 6/24/15	642.	642.
JOHNSON & JOHNSON COM	606.	606.
JPMORGAN HIGH YIELD FUND SS #3580	21,587.	21,587.
MCKESSON HBOC INC COM	247.	247.
METLIFE INC COM	401.	401.
MICROSOFT CORP COM	500.	500.
NATIONAL OILWELL INC COM	123.	123.
OCCIDENTAL PETE CORP COM	496.	496.
ONEOK INC NEW COM	203.	203.
ORACLE CORP COM	184.	184.
PIMCO FOREIGN BOND FUND-INST	11,099.	11,099.
PIMCO EMERG MKTS BD-INST #137	5,753.	5,753.
PNC FINL SVCS GROUP INC COM W/RIGHTS ATT	34.	34.
PIMCO FOREIGN BOND (UNHEDGED) #1853	9,729.	9,729.
PIMCO COMMODITY REAL RET STRAT-I#45	58,581.	58,581.
T ROWE PRICE GRP INC COM	205.	205.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PROCTER & GAMBLE CO COM	177.	177.
RAYMOND JAMES FINL INC COM	228.	228.
ROSS STORES INC COM	324.	324.
ROWE T PRICE REAL ESTATE FD COM	5,104.	2,513.
ROYCE PREMIER FUND W CLASS #566	444.	444.
SBC COMMUNICATIONS 5.100% 9/15/14	3,825.	3,825.
SSGA EMERGING MARKETS FD S #1510	4,645.	4,645.
TEXAS INSTRS INC COM	319.	319.
3M CO COM	549.	549.
TYSON FOODS INC COM CL A	126.	126.
UNION PAC CORP COM	395.	395.
UNITED TECHNOLOGIES CORP COM	587.	587.
UNITED TECHNOLOGIES 4.875% 5/01/15	4,875.	4,875.
UNITEDHEALTH GRP INC COM	134.	134.
UNUMPROVIDENT CORP COM	167.	167.
VANGUARD MSCI EAFE ETF	12,636.	12,636.
VERIZON COMMUNICATIONS COM	1,188.	1,188.
WAL MART STORES INC COM	555.	555.
COVIDIEN PLC	89.	89.
HERBALIFE LTD	68.	68.
PARTNERRE LTD COM	325.	325.
ACE LIMITED	567.	567.
TYCO INTERNATIONAL LTD NEW	529.	529.
TYCO ELECTRONICS LTD F	122.	122.
OTHER INTEREST	426.	426.
FEDERATED TREAS OBL FD 68	4.	4.
WF ADV HERITAGE MM FD-INSTL #3106	98.	98.
TOTAL	226,624.	224,033.

[illegible]RY KRAMER MEMORIAL FUND 59-6644290

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
GRANT RECOVERIES		21,000.
	TOTALS	21,000.

STATEMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	18.	18.
FEDERAL TAX PAYMENT - PRIOR YE	294.	
FEDERAL ESTIMATES - PRINCIPAL	1,004.	
FOREIGN TAXES ON QUALIFIED FOR	2,036.	2,036.
FOREIGN TAXES ON NONQUALIFIED	101.	101.
TOTALS	3,453.	2,155.

HARRY KRAMER MEMORIAL FUND 59-6644290

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
1023 APPLICATION	850.	850.
FOX ROTHSCHILD LLP	82.	82.
TOTALS	932.	932.

HARRY KRAMER MEMORIAL FUND 59-6644290

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
31331GKY4 FED FARM CREDIT BK	101,613.	100,073.
31331JXN8 FED FARM CREDIT BK		
3133XVEM9 FED HOME LN BK	24,885.	25,302.
3134A4QD9 FED HOME LN MTG	105,715.	102,698.
31359MHK2 FED NATL MTG ASSN		
31398ADM1 FED NATL MTG ASSN	85,318.	102,700.
3136FPAD9 FED NATL MTG ASSN		
3133XXYX9 FED HOME LN BK	77,015.	76,676.
3135G0BU6 FED NATL MTG ASSN	75,215.	75,020.
3136FRP80 FED NATL MTG ASSN	75,000.	75,149.
3137EACR8 FED HOME LN MTG CORP	50,117.	50,809.
31398AZV7 FED NATL MTG ASSN	51,683.	52,901.
TOTALS	646,561.	661,328.

HARRY KRAMER MEMORIAL FUND 59-6644290

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
345370860 FORD MOTOR COMPANY		
364760108 GAP INC		
437076102 HOME DEPOT INC	14,189.	25,728.
654106103 NIKE INC CL		
778296103 ROSS STORES INC	8,498.	24,240.
126650100 CVS/CAREMARK CORP	17,014.	24,794.
742718109 PROCTER & GAMBLE CO		
902494103 TYSON FOODS INC		
931142103 WALMART STORES	18,428.	21,633.
166764100 CHEVRON CORP	20,685.	27,770.
171798101 CIMAREX ENERGY		
20825C105 CONOCOPHILLIPS		
30231G102 EXXON MOBIL CORP	2,876.	16,274.
406216101 HALIBURTON CO	13,922.	14,632.
674599105 OCCIDENTAL PETE CORP	14,595.	24,549.
03076C106 AMERIPRISE FINL INC	17,527.	22,983.
172967101 CITIGROUP INC		
46625H100 JPMORGAN CHASE & CO	20,497.	16,126.
693475105 PNC FINANCIAL SEVICE		
91529Y106 UNUM GROUP		
031162100 AMGEN INC	14,339.	16,309.
110122108 BRISTOL MYERS SQUIBB	15,549.	24,879.
14149Y108 CARDINAL HEALTH INC	18,438.	21,686.
345838106 FOREST LABS		
478160104 JOHNSON & JOHNSON	16,370.	17,313.
58155Q103 MCKESSON CORP	15,337.	19,633.
58405U102 MEDCO HEALTH SOLUTIO		
235851102 DANAHER CORP	19,553.	20,556.
369604103 GENERAL ELECTRIC	17,744.	20,758.

HARRY KRAMER MEMORIAL FUND 59-6644290

FORM 990PF, PART II - CORPORATE STOCK
=====================================

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
907818108 UNION PACIFIC	19,469.	22,777.
913017109 UNITED TECHNOLOGIES	9,802.	22,073.
88579Y101 3M CO	18,322.	19,533.
037833100 APPLE INC	17,718.	27,945.
17275R102 CISCO SYSTEMS	15,961.	15,006.
219350105 CORNING INC		
428236103 HEWLETT PACKARD CO		
44919P508 IAC/INTERACTIVE	12,181.	21,044.
458140100 INTEL CORP	20,742.	21,025.
459200101 IBM COR	16,920.	27,950.
594918104 MICROSOFT CORP	12,034.	18,328.
68389X105 ORACLE CORP	17,716.	19,648.
882508104 TEXAS INSTRUMENTS		
459506101 INTERN. FLAVORS & FR		
81211K100 SEALED AIR CORP		
92343V104 VERIZON COMMUNICATIO	19,361.	23,270.
210371100 CONSTELLATION ENERGY		
H0023R105 ACE LIMITED		
G6852T105 PARTNERRE LTD		
H8912P106 TYCO ELECTRONICS		
H89128104 TYCO INTERNATIONAL L		
464287176 ISHARES BARCLAYS TIP		
4812C0803 JPMORGAN HIGH YIELD		
693391559 PIMCO EMERGING MKTS		
722005220 PIMCO FOREIGN BOND		
693390882 PIMCO FOREIGN BOND		
025083320 AMERICAN CENTURY SMA		
411511801 HARBOR INTERN. GROWT		
780905451 ROYCE PREMIER FUND		

HARRY KRAMER MEMORIAL FUND 59-6644290

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
784924425 SSGA EMERGING MKTS		
04315J837 ARTIO INTERN. EQ		
246248306 DELAWARE POOLED TR		
256206103 DODGE & COX INTERN		
26852M105 EII INTERN. PROPERTY		
722005667 PIMCO COMMODITY REAL		
779919109 T ROWE PRICE REAL		
464287499 ISHARES TR RUSSELL M		
921943858 VANGUARD MSCI EAFE E		
124857202 CBS CORP	22,278.	24,535.
20030N101 COMCAST CORP	21,664.	21,434.
344849104 FOOT LOCKER INC	19,376.	21,289.
92927K102 WABCO HOLDINGS INC	21,071.	14,886.
20825C104 CONOCOPHILLIPS	8,178.	20,914.
637071101 NATIONAL OILWELL VAR	21,296.	18,221.
064058100 BANK NEW YORK MELLON	18,773.	18,397.
316773100 FIFTH THIRD BANCORP	20,425.	21,268.
59156R108 METLIFE INC	23,732.	16,900.
754730109 RAYMOND JAMES FINL	22,062.	17,585.
151020104 CELGENE CORP	20,201.	21,362.
91324P102 UNITEDHEALTH GROUP	21,509.	20,829.
00846U101 AGILENT TECHNOLOGIES	23,650.	16,731.
018581108 ALLIANCE DATA SYS	20,180.	20,353.
268648102 EMC CORP MASS	19,562.	18,654.
871503108 SYMANTEC CORP	23,669.	19,077.
774415103 ROCKWOOD HLDGS INC	22,247.	17,913.
26441C105 DUKE ENERGY HOLDINGS	19,390.	22,000.
TOTALS	815,050.	950,810.

HARRY KRAMER MEMORIAL FUND 59-6644290

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
025816AQ2 AMERICAN EXP 4.875	99,329.	104,573.
00206RAV4 AT&T INC 2.50	50,428.	51,774.
06051GEC9 BANK OF AMER 5.625	26,012.	23,093.
22541LAC7 CREDIT SUISSE FB 6.5	49,926.	50,091.
24702RAK7 DELL INC 1.400	49,943.	50,332.
459200BA8 IBM CORP 4.750	101,651.	103,406.
78387GAP8 SBC CORP 5.100	75,416.	82,608.
913017BH1 UNITED TECHNOL 4.875	101,362.	112,332.
38143UAB7 GOLDMAN SACHS GROUP	53,537.	50,952.
464287176 ISHARES BARCLAYS TIP		
46625HHR4 JPMORGAN CHASE & CO	51,927.	50,969.
4812C0803 JPMORGAN HIGH YIELD		
693390882 PIMCO FOREIGN BD FD		
693391559 PIMCO EMERG MKTS BD-		
722005220 PIMCO FOREIGN BOND (		
TOTALS	659,531.	680,130.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
464287176 ISHARES BARCLAYS TIP	C	203,654.	238,281.
4812C0803 JPMORGAN HIGH YIELD	C	297,104.	270,478.
693391559 PIMCO EMERGING MKT	C	83,323.	111,859.
722005220 PIMCO FOREIGN BOND	C	225,000.	225,256.
693390882 PIMCO FOREIGN BOND	C	227,611.	234,158.
025083320 AMERICAN CENTURY SMA	C	124,459.	147,295.
464287499 ISHARESN TR RUSSELL	C	182,092.	265,143.
780905451 ROYCE PREMIER FUND	C	90,476.	111,183.
246248306 DELAWARE POOLED TR	C	195,000.	222,073.
256206103 DODGE & COX INTERNAT	C	80,000.	71,339.
784924425 SSGA EMERGING MKT	C	238,638.	202,060.
921943858 VANGUARD MSCI EAFE	C	420,736.	341,525.
26852M105 EII INTERNATIONAL PR	C	196,208.	106,135.
722005667 PIMCO COMMODITY RTN	C	242,665.	192,285.
779919109 T ROWE PRICE RE	C	133,250.	234,260.
H0023R105 ACE LIMITED	C	14,731.	19,844.
G2554F113 COVIDIEN PLC	C	18,953.	17,824.
G4412G101 HERBALIFE LTD	C	19,342.	17,464.
H89128104 TYCO INTERNATIONAL	C	17,382.	24,009.
TOTALS		3,010,624.	3,052,471.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	15,651.
ROUNDING	3.
TOTAL	15,654.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND POSTING DATE AFTER TYE	3,160.
TOTAL	3,160.

HARRY KRAMER MEMORIAL FUND 59-6644290

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
==

OFFICER NAME:
Wells Fargo Bank NA
ADDRESS:
1525 W WT Harris Blvd D1114-044
Charlotte, NC 28288-1161
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 75,052.

OFFICER NAME:
LESLIE J AUGUST
ADDRESS:
8005 WATERVIEW BLVD
BRADENTON, FL 34202
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 58,735.

TOTAL COMPENSATION: 133,787.
==============

HARRY KRAMER MEMORIAL FUND 59-6644290
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
FRIENDS OF AKIM USA
FBO AKIM ISRAEL
ADDRESS:
220 EAST 23RD ST - STE 307
NEW YORK, NY 10010
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CENTER FOR PARENTAL EMPOWERMENT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
AMERICAN FRIENDS OF
NEVE SHALOM-WAHAT AL SALAM
ADDRESS:
12925 RIVERSIDE DR FL 3
SHERMAN OAKS, CA 91423
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
P.E.F. - NETZER FOUNDATION
ADDRESS:
317 MADISON AVE,
NEW YORK, NY 10017
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 30,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THE ASSOC FOR COMMUNITY EMPOWERMENT
ADDRESS:
1275 FIRST AVE #128
NEW YORK, NY 10065
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT ELDERLY PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
JAFCO-JEWISH ADOPTION AND FOSTER CARE OPTIONS
ADDRESS:
4200 NORTH UNIVERSITY DR.
SUNRISE, FL 33351
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT GROUP HOME
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MIAMI COALITION OF CHRISTIANS AND JEWS
ADDRESS:
150 SE 2ND AVE
MIAMI, FL 33156
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT INTERFAITH CLERGY
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CENTER FOR RELIGIOUS TOLERANCE
ADDRESS:
520 RALPH ST
SARASOTA, FL 34242
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT 2 DAY RETREAT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
THE SCHECHTER INSTITUTES, INC
ADDRESS:
PO BOX 8500
PHILADELPHIA, PA 19178
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
AMERICAN FRIENDS OF
ISRAEL ELWYN
ADDRESS:
PO BOX 828284
PHILADELPHIA, PA 19182
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FREE FLOW HEALING PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FLORIDA INTERNATIONAL UNIV
ADDRESS:
11200 SW 8TH ST.
MIAMI, FL 33199
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
AMERICAN FRIENDS OF PTACH
ADDRESS:
919 E 24 STREET
BROOKLYN, NY 11210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT WOMEN EDUCATION PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BARRY UNIVERSITY
ADDRESS:
11300 NE 2ND AVE - STE 271
MIAMI SHORES, FL 33161
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CROP(COLLEGE REACH OUT PROGRAM)
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

HARRY KRAMER MEMORIAL FUND 59-6644290
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MIAMI JEWISH HEALTH SYSTEMS
ADDRESS:
5200 WE 2ND AVE
MIAMI, FL 33137
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT BIOFEEDBACK PROGRAM
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
HEARING & SPEECH CENTER OF FL, INC
ADDRESS:
9425 SUNSET DRIVE STE 261
MIAMI, FL 33173
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT CHILDHOOD PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BAY OAKS HOME FOR THE AGED IND
ADDRESS:
435 NE 34TH STREET
MIAMI, FL 33136
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LONDON TAXI PROGRAM
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 7,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
ST THOMAS UNIVERSITY
INC
ADDRESS:
16401 NW 37TH AVE
MIAMI GARDES, FL 33054
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PRATICUM LAB PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
NEW LIFE FAMILY CENTER
ADDRESS:
3620 NW 1ST AVE.
MIAMI, FL 33127
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT HOMELESS RESIDENTIAL UNITS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
DIABETES RESEARCH INSTITUTE
ADDRESS:
200 SOUTH PARK ROAD STE 100
HOLLYWOOD, FL 33021
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PEP (PARENTS EMPOWERING PARENTS)
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

STATEMENT 22

RECIPIENT NAME:
SAMARITAN COUNSELING
CENTER OF SOUTH FLORIDA
ADDRESS:
101 SE 3 AVE
FORT LAUDERDALE, FL 33301
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL BUDGETSUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
FAMILY RESOURCES CENTER OF
SOUTH FL
ADDRESS:
155 S MIAMI AVE STE 400
MIAMI, FL 33130
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FAMILY RESOURCES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
INFORMED FAMILIES THE
FL FAMILY PARTNERSHIP
ADDRESS:
2490 CORAL WAY
MIAMI, FL 33145
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
POWER OF PREVENTION PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
YOUTH FOR CHRIST USA INC
ADDRESS:
9350 SW 79 AVE
MIAMI, FL 33156
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL BUDGET SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
SUNRISE COMMUNITY
ADDRESS:
9040 SUNSET DRIVE
MIAMI, FL 33173
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT INDIVIDUALS WITH PHY/INTELLSCT DISABL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
JEWISH MUSEUM OF FL
ADDRESS:
301 WASHINGTON AVE
MIAMI BEACH, FL 33139
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
COMMUNITY PARTNERSHIP
FOR HOMELESS INC
ADDRESS:
15550 N MIAMI AVE 2ND FL ADMIN
MIAMI, FL 33136
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PLAYGROUND PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
GATEWAY COMMUNITY OUTREACH
ADDRESS:
291 SE 1ST TERRACE
DEERFIELD BEACH, FL 33441
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SHAKE A LEG MIAMI
ADDRESS:
2620 S. BISCAYNE DR.
COCONUT GROVE, FL 33037
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ISLAND DOLPHIN CARE
ADDRESS:
150 LOVELANE PLACE
KEY LARGO, FL 33037
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FOR TIME OUT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
HAND IN HAND AMERICAN
FRIENDS OF THE CENTER
ADDRESS:
PO BOX 80102
PORTLAND, OR 97280
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT SHARE COMM PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
NEW ISRAEL FUND
ADDRESS:
2100 M STREET SUITE 619
WASHINGTON, DC 20037
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 12,500.

TOTAL GRANTS PAID: 200,000.

FEDERAL FOOTNOTES

AMENDED DUE TO FEE ALLOCATION BETWEEN INVESTMENT INCOME AND CHARITABLE PURPOSES

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: HARRY KRAMER MEMORIAL FUND

Employer identification number: 59-6644290

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					8,833.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,439.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	10,272.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					20,624.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-584.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	20,040.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			10,272.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			20,040.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			30,312.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust
HARRY KRAMER MEMORIAL FUND

Employer identification number
59-6644290

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 22. AMERIPRISE FINANCIAL I	08/27/2010	05/24/2011	1,330.00	931.00	399.00
6. APPLE COMPUTER INC COM	07/12/2010	05/24/2011	2,001.00	1,565.00	436.00
1623. ATMEL CORP COM	05/27/2011	11/07/2011	16,813.00	24,177.00	-7,364.00
34. BRISTOL-MYERS SQUIBB C	08/27/2010	05/24/2011	963.00	880.00	83.00
79. CBS CORP CL B COM	04/20/2011	05/24/2011	2,098.00	1,947.00	151.00
53. CVS CORP COM	08/26/2010	05/24/2011	2,026.00	1,488.00	538.00
21. CIMAREX ENERGY CO	07/12/2010	05/24/2011	1,905.00	1,562.00	343.00
239. CIMAREX ENERGY CO	08/27/2010	05/27/2011	21,924.00	17,331.00	4,593.00
40. CISCO SYS INC COM W/RI ATTACHED EXPIRING 6/10/2008	08/27/2010	05/24/2011	652.00	831.00	-179.00
4845. CITIGROUP INC COM	08/27/2010	02/11/2011	23,403.00	20,490.00	2,913.00
79. COMCAST CORP NEW CL A	02/11/2011	05/24/2011	1,923.00	1,893.00	30.00
14. CONOCOPHILLIPS COM	08/27/2010	05/24/2011	1,013.00	737.00	276.00
587. CONSTELLATION ENERGY	08/27/2010	02/11/2011	18,487.00	20,389.00	-1,902.00
88. CORNING INC COM W/RTS 07/15/2006	07/13/2010	05/24/2011	1,727.00	1,550.00	177.00
651. CORNING INC COM W/RTS 07/15/2006	08/27/2010	07/13/2011	11,123.00	11,092.00	31.00
38. DANAHER CORP COM	11/04/2010	05/24/2011	2,030.00	1,700.00	330.00
9. EXXON MOBIL CORP COM	08/27/2010	05/24/2011	735.00	527.00	208.00
75000. FED FARM CREDIT BK 8/05/13	09/02/2010	08/05/2011	75,000.00	75,168.00	-168.00
50000. FED NATL MTG ASSN 8/24/15	09/15/2010	08/24/2011	50,000.00	50,103.00	-103.00
111. FORD MTR CO DEL COM	07/12/2010	05/24/2011	1,626.00	1,224.00	402.00
49. FOREST LABS CL A	11/04/2010	05/24/2011	1,713.00	1,659.00	54.00
568. FOREST LABS CL A	11/04/2010	09/15/2011	18,732.00	19,231.00	-499.00
101. GENERAL ELEC CO COM	05/25/2010	05/24/2011	1,928.00	1,565.00	363.00
53. HALLIBURTON CO COM W/R 12/15/2005	11/04/2010	05/24/2011	2,524.00	1,740.00	784.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: HARRY KRAMER MEMORIAL FUND

Employer identification number: 59-6644290

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 180. HALLIBURTON CO COM W/ 12/15/2005	11/04/2010	07/13/2011	9,606.00	5,910.00	3,696.00
12779.553 HARBOR FD INTL G	12/14/2010	07/21/2011	157,444.00	160,000.00	-2,556.00
17. HEWLETT-PACKARD CO COM	08/27/2010	05/24/2011	612.00	648.00	-36.00
1044. HOLOGIC INC	07/13/2011	11/07/2011	16,852.00	21,371.00	-4,519.00
29. HOME DEPOT INC COM	08/27/2010	05/24/2011	1,061.00	828.00	233.00
61. IAC/INTERACTIVECORP	08/26/2010	05/24/2011	2,114.00	1,508.00	606.00
7. INTL BUSINESS MACHINES	08/27/2010	05/24/2011	1,178.00	865.00	313.00
78. INTL FLAVORS & FRAGRAN	08/27/2010	04/20/2011	4,896.00	3,528.00	1,368.00
28. MEDCO HEALTH SOLUTIONS	07/12/2010	05/24/2011	1,785.00	1,595.00	190.00
64. MEDCO HEALTH SOLUTIONS	08/27/2010	07/13/2011	3,521.00	2,876.00	645.00
34. MICROSOFT CORP COM	08/27/2010	05/24/2011	823.00	813.00	10.00
23. NATIONAL OILWELL INC C	03/08/2011	05/24/2011	1,563.00	1,828.00	-265.00
17. NIKE INC CL B COM	08/27/2010	02/11/2011	1,469.00	1,197.00	272.00
13. OCCIDENTAL PETE CORP C	08/27/2010	05/24/2011	1,330.00	948.00	382.00
31. ONEOK INC NEW COM	02/11/2011	05/24/2011	2,162.00	1,868.00	294.00
360. ONEOK INC NEW COM	02/11/2011	05/27/2011	25,222.00	21,692.00	3,530.00
67. ORACLE CORP COM	07/12/2010	05/24/2011	2,220.00	1,564.00	656.00
9541.985 PIMCO FOREIGN BON	08/25/2010	07/21/2011	100,000.00	104,389.00	-4,389.00
339. PNC FINL SVCS GROUP I W/RIGHTS ATTACHED EXP 5/25/	08/27/2010	03/08/2011	21,349.00	20,478.00	871.00
28. T ROWE PRICE GRP INC C	02/11/2011	05/24/2011	1,745.00	1,930.00	-185.00
316. T ROWE PRICE GRP INC	02/11/2011	08/25/2011	15,848.00	21,785.00	-5,937.00
39. PROCTER & GAMBLE CO CO	08/27/2010	04/20/2011	2,487.00	2,324.00	163.00
50. RAYMOND JAMES FINL INC	03/08/2011	05/24/2011	1,716.00	1,942.00	-226.00
40. ROCKWOOD HLDGS INC	04/20/2011	05/24/2011	1,994.00	1,956.00	38.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

JSA
1F1221 2 000

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: HARRY KRAMER MEMORIAL FUND

Employer identification number: 59-6644290

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	19. ROSS STORES INC COM	08/27/2010	05/24/2011	1,519.00	955.00	564.00
	40. SEALED AIR CORP NEW CO	08/27/2010	01/18/2011	1,072.00	821.00	251.00
	37. TEXAS INSTRS INC COM	08/27/2010	05/24/2011	1,266.00	882.00	384.00
	11. 3M CO COM	08/27/2010	05/24/2011	1,016.00	880.00	136.00
	89. TYSON FOODS INC COM CL	07/12/2010	05/24/2011	1,654.00	1,566.00	88.00
	19. UNION PAC CORP COM	11/10/2010	05/24/2011	1,935.00	1,721.00	214.00
	14. UNITED TECHNOLOGIES CO	08/27/2010	05/24/2011	1,200.00	916.00	284.00
	168. UNUMPROVIDENT CORP CO	08/27/2010	05/27/2011	4,392.00	3,281.00	1,111.00
	51. VERIZON COMMUNICATIONS	11/04/2010	05/24/2011	1,884.00	1,702.00	182.00
	30. WABCO HOLDINGS INC	01/18/2011	05/24/2011	1,993.00	1,843.00	150.00
	31. WAL MART STORES INC CO	08/27/2010	05/24/2011	1,696.00	1,580.00	116.00
	13. PARTNERRE LTD COM	08/27/2010	05/24/2011	978.00	964.00	14.00
	19. ACE LIMITED	08/27/2010	05/24/2011	1,288.00	1,015.00	273.00
	25. TYCO INTERNATIONAL LTD	08/27/2010	05/24/2011	1,208.00	954.00	254.00
	33. TYCO ELECTRONICS LTD F	08/27/2010	03/08/2011	1,199.00	831.00	368.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 1,439.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**
HARRY KRAMER MEMORIAL FUND	59-6644290

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 5662.514 AMER CENT SMALL C INST #336	10/30/2006	05/24/2011	50,000.00	43,250.00	6,750.00
18. AMERIPRISE FINANCIAL I	02/09/2010	05/24/2011	1,088.00	681.00	407.00
22. AMGEN INC COM W/RTS AT 03/21/2007	12/15/2008	05/24/2011	1,319.00	1,273.00	46.00
20507.923 ARTIO INTERNATIO 1529	07/29/2008	07/21/2011	262,912.00	332,357.00	-69,445.00
27. BRISTOL-MYERS SQUIBB C	01/24/2008	05/24/2011	764.00	623.00	141.00
46. CARDINAL HLTH INC COM	03/18/2010	05/24/2011	2,050.00	1,636.00	414.00
23. CHEVRONTEXACO CORP COM	08/27/2007	05/24/2011	2,366.00	2,006.00	360.00
32. CISCO SYS INC COM W/RI ATTACHED EXPIRING 6/10/2008	06/03/2009	05/24/2011	521.00	615.00	-94.00
11. CONOCOPHILLIPS COM	10/15/2008	05/24/2011	796.00	559.00	237.00
356. CORNING INC COM W/RTS 07/15/2006	07/12/2010	07/13/2011	6,082.00	6,166.00	-84.00
8. EXXON MOBIL CORP COM	03/14/1994	05/24/2011	653.00	120.00	533.00
100000. FEDERAL NATL MTG A 3/26/2001 5.5% 03/15/2011	10/14/2004	03/15/2011	100,000.00	108,292.00	-8,292.00
1280. FORD MTR CO DEL COM	07/12/2010	09/15/2011	13,488.00	14,111.00	-623.00
71. GAP INC COM	09/10/2008	05/24/2011	1,336.00	1,375.00	-39.00
820. GAP INC COM	08/27/2010	11/07/2011	16,281.00	14,768.00	1,513.00
15. HEWLETT-PACKARD CO COM	03/28/2006	05/24/2011	540.00	492.00	48.00
373. HEWLETT-PACKARD CO CO	03/28/2006	09/15/2011	8,644.00	12,242.00	-3,598.00
24. HOME DEPOT INC COM	03/30/2009	05/24/2011	878.00	556.00	322.00
200. IAC/INTERACTIVECORP	08/26/2010	09/15/2011	8,313.00	4,946.00	3,367.00
76. INTEL CORP COM	10/17/2007	05/24/2011	1,723.00	2,016.00	-293.00
6. INTL BUSINESS MACHINES	02/11/2000	05/24/2011	1,010.00	698.00	312.00
343. INTL FLAVORS & FRAGRA	04/16/2010	04/20/2011	21,530.00	17,403.00	4,127.00
642. ISHARES MIDCAP INDEX	09/23/2008	05/24/2011	69,643.00	57,449.00	12,194.00
42. JP MORGAN CHASE & CO C	08/11/2006	05/24/2011	1,773.00	1,841.00	-68.00
23. JOHNSON & JOHNSON COM	03/07/2002	05/24/2011	1,522.00	1,461.00	61.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

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HARRY KRAMER MEMORIAL FUND

Employer identification number
59-6644290

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3575.685 JPMORGAN HIGH YIE #3580	06/11/2007	05/24/2011	30,000.00	30,858.00	-858.00
26. MCKESSON HBOC INC COM	10/19/2009	05/24/2011	2,166.00	1,594.00	572.00
50. MCKESSON HBOC INC COM	10/19/2009	11/07/2011	4,065.00	3,065.00	1,000.00
252. MEDCO HEALTH SOLUTION	07/12/2010	07/13/2011	13,864.00	14,359.00	-495.00
27. MICROSOFT CORP COM	10/15/2008	05/24/2011	654.00	624.00	30.00
365. NIKE INC CL B COM	10/15/2008	02/11/2011	31,540.00	19,758.00	11,782.00
10. OCCIDENTAL PETE CORP C	07/26/2007	05/24/2011	1,023.00	598.00	425.00
329. PROCTER & GAMBLE CO C	09/05/2002	04/20/2011	20,979.00	14,872.00	6,107.00
15. ROSS STORES INC COM	05/09/2008	05/24/2011	1,200.00	525.00	675.00
139. ROSS STORES INC COM	05/09/2008	09/15/2011	10,941.00	4,865.00	6,076.00
872. SEALED AIR CORP NEW C	05/04/2009	01/18/2011	23,361.00	17,893.00	5,468.00
30. TEXAS INSTRS INC COM	07/01/2009	05/24/2011	1,026.00	652.00	374.00
772. TEXAS INSTRS INC COM	07/01/2009	09/15/2011	21,298.00	16,773.00	4,525.00
10. 3M CO COM	11/09/2009	05/24/2011	924.00	767.00	157.00
1022. TYSON FOODS INC COM	08/27/2010	09/15/2011	17,765.00	17,737.00	28.00
12. UNITED TECHNOLOGIES CO	10/15/2008	05/24/2011	1,029.00	605.00	424.00
72. UNUMPROVIDENT CORP COM	09/24/2009	05/24/2011	1,862.00	1,530.00	332.00
664. UNUMPROVIDENT CORP CO	09/24/2009	05/27/2011	17,360.00	14,107.00	3,253.00
10. PARTNERRE LTD COM	01/15/2010	05/24/2011	753.00	734.00	19.00
260. PARTNERRE LTD COM	01/15/2010	05/27/2011	19,367.00	19,090.00	277.00
16. ACE LIMITED	03/28/2006	05/24/2011	1,085.00	854.00	231.00
117. ACE LIMITED	03/28/2006	11/07/2011	8,425.00	6,241.00	2,184.00
20. TYCO INTERNATIONAL LTD	09/24/2009	05/24/2011	967.00	676.00	291.00
727. TYCO ELECTRONICS LTD	02/09/2010	03/08/2011	26,424.00	18,181.00	8,243.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -584.00