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
LEONARD L AND BERTHA U ABESS FOUNDATION INC.

A Employer identification number
65-0151462

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

Room/suite

B Telephone number (see instructions)
(212) 632-3000

City or town, state, and ZIP code
NEW YORK, NY 10020

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)* ▶ $ 4,133,788.

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)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	117,478.	124,198.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	98,364.			
	b	Gross sales price for all assets on line 6a 789,354.				
	7	Capital gain net income (from Part IV, line 2)		98,364.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,820.	1,820.		STMT 2
	12	**Total.** Add lines 1 through 11	217,662.	224,382.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	3,500.	3,500.	NONE	NONE
	c	Other professional fees (attach schedule) STMT 4	22,424.	17,939.		4,485.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	1,107.	607.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 6	237.	176.		61.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	27,268.	22,222.	NONE	4,546.
	25	Contributions, gifts, grants paid	205,115.			205,115.
	26	**Total expenses and disbursements** Add lines 24 and 25	232,383.	22,222.	NONE	209,661.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-14,721.			
	b	**Net investment income** (if negative, enter -0-)		202,160.		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

G14

10

		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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	99,805.	244,478.	244,478.
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) STMT 7	335,265.	335,265.	395,987.
	b	Investments - corporate stock (attach schedule) STMT 8	2,201,960.	2,148,867.	2,391,584.
	c	Investments - corporate bonds (attach schedule) STMT 9	1,112,496.	1,016,680.	1,101,739.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,749,526.	3,745,290.	4,133,788.
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	3,749,526.	3,745,290.	
	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)	3,749,526.	3,745,290.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,749,526.	3,745,290.	

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	3,749,526.
2	Enter amount from Part I, line 27a	2	-14,721.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	29,000.
4	Add lines 1, 2, and 3	4	3,763,805.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	18,515.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,745,290.

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	789,354.		690,990.	98,364.
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				98,364.
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	98,364.
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	192,639.	4,211,520.	0.04574096763
2009	236,006.	3,899,347.	0.06052449295
2008	268,519.	4,798,833.	0.05595506241
2007	231,366.	5,573,618.	0.04151091804
2006	278,388.	5,256,961.	0.05295607101

2 **Total** of line 1, column (d)	2	0.25668751204
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	0.05133750241
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,362,095.
5 Multiply line 4 by line 3	5	223,939.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,022.
7 Add lines 5 and 6	7	225,961.
8 Enter qualifying distributions from Part XII, line 4	8	209,661.

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	4,043.
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	4,043.
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	4,043.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,507.		
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			7	2,507.
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	1,536.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
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)*

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 ▶ FIDUCIARY TRUST COMPANY INT'L. Telephone no ▶ (212)632-3000

Located at ▶ 600 FIFTH AVENUE, NEW YORK, NY ZIP + 4 ▶ 10020

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 No: 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 12		-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
SEE STATEMENT 13		NONE	NONE	NONE

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
SEE STATEMENT 14		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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions. 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	4,283,746.
b	Average of monthly cash balances	1b	144,777.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,428,523.
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	4,428,523.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,428.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,362,095.
6	**Minimum investment return.** Enter 5% of line 5	6	218,105.

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	218,105.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,043.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,043.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	214,062.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	214,062.
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	214,062.

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	209,661.
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	209,661.
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	209,661.

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					214,062.
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only				204,536.	
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	NONE				
e	From 2010	NONE				
f	**Total** of lines 3a through e		NONE			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 209,661.					
a	Applied to 2010, but not more than line 2a				204,536.	
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					5,125.
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).)*		NONE			NONE
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					
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					208,937.
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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 15

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

N/A

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

N/A

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 19				
Total . . . . ▶ **3a**				205,115.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	117,478.	
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	98,364.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SECURITY LITIGATIO			14	1,820.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				217,662.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 217,662.

(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

▶ Signature of officer or trustee

April 29, 2012 Date

▶ Director/President 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
RICHARD SHELTON	Richard Shelton	04/23/2012		P00179509

Firm's name ▶ FIDUCIARY TRUST COMPANY INTL

Firm's EIN ▶ 13-5069335

Firm's address ▶ 600 FIFTH AVENUE
NEW YORK, NY 10020

Phone no. 212-632-4090

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3000. SYSCO CORP PROPERTY TYPE: SECURITIES					08/12/2009	01/10/2011
90,126.00		74,776.00					15,350.00	
		90343.097 GOVT NATL MORTG ASSN GTD MTG P PROPERTY TYPE: SECURITIES					04/17/2009	01/17/2011
718.00		734.00					-16.00	
		1000. CHINA MOBILE HONG KONG LTD SPONS A PROPERTY TYPE: SECURITIES					06/12/2009	01/20/2011
49,856.00		52,819.00					-2,963.00	
		1600. ARCELORMITTAL NY REG PROPERTY TYPE: SECURITIES					12/29/2008	01/24/2011
60,115.00		51,211.00					8,904.00	
		44663.228 FEDERAL NATL MTG ASSN MTG PL 8 PROPERTY TYPE: SECURITIES					09/29/2006	01/25/2011
2,865.00		2,866.00					-1.00	
		37951.219 FEDERAL NATL MTG ASSN MTG PL # PROPERTY TYPE: SECURITIES					02/22/2007	01/25/2011
2,413.00		2,386.00					27.00	
		800. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					03/15/2004	01/25/2011
48,735.00		40,642.00					8,093.00	
		1700. AT&T INC PROPERTY TYPE: SECURITIES					11/16/2009	02/11/2011
48,470.00		43,142.00					5,328.00	
		89540.979 GOVT NATL MORTG ASSN GTD MTG P PROPERTY TYPE: SECURITIES					04/17/2009	02/15/2011
802.00		819.00					-17.00	
		44394.388 FEDERAL NATL MTG ASSN MTG PL 8 PROPERTY TYPE: SECURITIES					09/29/2006	02/25/2011
269.00		269.00						
		36287.488 FEDERAL NATL MTG ASSN MTG PL # PROPERTY TYPE: SECURITIES					02/22/2007	02/25/2011
1,664.00		1,645.00					19.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		89394.375 GOVT NATL MORTG ASSN GTD MTG P					04/17/2009	03/15/2011
		PROPERTY TYPE: SECURITIES						
147.00		150.00					-3.00	
		41365.738 FEDERAL NATL MTG ASSN MTG PL 8					09/29/2006	03/25/2011
		PROPERTY TYPE: SECURITIES						
3,029.00		3,030.00					-1.00	
		34425.688 FEDERAL NATL MTG ASSN MTG PL #					02/22/2007	03/25/2011
		PROPERTY TYPE: SECURITIES						
1,862.00		1,841.00					21.00	
		89022.783 GOVT NATL MORTG ASSN GTD MTG P					04/17/2009	04/15/2011
		PROPERTY TYPE: SECURITIES						
372.00		380.00					-8.00	
		40196.992 FEDERAL NATL MTG ASSN MTG PL 8					09/29/2006	04/25/2011
		PROPERTY TYPE: SECURITIES						
1,169.00		1,169.00						
		33411.695 FEDERAL NATL MTG ASSN MTG PL #					02/22/2007	04/25/2011
		PROPERTY TYPE: SECURITIES						
1,014.00		1,003.00					11.00	
		2000. CISCO SYS INC					05/09/2007	04/27/2011
		PROPERTY TYPE: SECURITIES						
34,585.00		53,283.00					-18,698.00	
		88590.551 GOVT NATL MORTG ASSN GTD MTG P					04/17/2009	05/16/2011
		PROPERTY TYPE: SECURITIES						
432.00		442.00					-10.00	
		35719.76 FEDERAL NATL MTG ASSN MTG PL 89					09/29/2006	05/25/2011
		PROPERTY TYPE: SECURITIES						
4,477.00		4,479.00					-2.00	
		32579.484 FEDERAL NATL MTG ASSN MTG PL #					02/22/2007	05/25/2011
		PROPERTY TYPE: SECURITIES						
832.00		823.00					9.00	
		700. HANSEN NATURAL CORP					11/16/2009	05/25/2011
		PROPERTY TYPE: SECURITIES						
49,392.00		24,956.00					24,436.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1000. HANSEN NATURAL CORP					11/16/2009	06/03/2011
		PROPERTY TYPE: SECURITIES						
72,462.00		35,652.00					36,810.00	
		87966.827 GOVT NATL MORTG ASSN GTD MTG P					04/17/2009	06/15/2011
		PROPERTY TYPE: SECURITIES						
624.00		637.00					-13.00	
		35503.128 FEDERAL NATL MTG ASSN MTG PL 8					09/29/2006	06/27/2011
		PROPERTY TYPE: SECURITIES						
217.00		217.00						
		32176.653 FEDERAL NATL MTG ASSN MTG PL #					02/22/2007	06/27/2011
		PROPERTY TYPE: SECURITIES						
403.00		398.00					5.00	
		86449.039 GOVT NATL MORTG ASSN GTD MTG P					04/17/2009	07/15/2011
		PROPERTY TYPE: SECURITIES						
1,518.00		1,551.00					-33.00	
		32651.132 FEDERAL NATL MTG ASSN MTG PL 8					09/29/2006	07/25/2011
		PROPERTY TYPE: SECURITIES						
2,852.00		2,853.00					-1.00	
		31018.379 FEDERAL NATL MTG ASSN MTG PL #					02/22/2007	07/25/2011
		PROPERTY TYPE: SECURITIES						
1,158.00		1,145.00					13.00	
		84990.163 GOVT NATL MORTG ASSN GTD MTG P					04/17/2009	08/15/2011
		PROPERTY TYPE: SECURITIES						
1,459.00		1,490.00					-31.00	
		100. MASTERCARD INC-CLASS A					02/10/2010	08/15/2011
		PROPERTY TYPE: SECURITIES						
33,294.00		22,345.00					10,949.00	
		32432.154 FEDERAL NATL MTG ASSN MTG PL 8					09/29/2006	08/25/2011
		PROPERTY TYPE: SECURITIES						
219.00		219.00						
		29351.308 FEDERAL NATL MTG ASSN MTG PL #					02/22/2007	08/25/2011
		PROPERTY TYPE: SECURITIES						
1,667.00		1,648.00					19.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		84046.702 GOVT NATL MORTG ASSN GTD MTG P					04/17/2009	09/15/2011
		PROPERTY TYPE: SECURITIES						
943.00		964.00					-21.00	
		1200. NORTHERN TRUST CORP					10/26/2010	09/23/2011
		PROPERTY TYPE: SECURITIES						
41,082.00		60,193.00					-19,111.00	
		32227.084 FEDERAL NATL MTG ASSN MTG PL 8					09/29/2006	09/26/2011
		PROPERTY TYPE: SECURITIES						
205.00		205.00						
		28974.163 FEDERAL NATL MTG ASSN MTG PL #					02/22/2007	09/26/2011
		PROPERTY TYPE: SECURITIES						
377.00		373.00					4.00	
		82207.343 GOVT NATL MORTG ASSN GTD MTG P					04/17/2009	10/17/2011
		PROPERTY TYPE: SECURITIES						
1,839.00		1,879.00					-40.00	
		31995.36 FEDERAL NATL MTG ASSN MTG PL 89					09/29/2006	10/25/2011
		PROPERTY TYPE: SECURITIES						
232.00		232.00						
		28422.854 FEDERAL NATL MTG ASSN MTG PL #					02/22/2007	10/25/2011
		PROPERTY TYPE: SECURITIES						
551.00		545.00					6.00	
		250. MASTERCARD INC-CLASS A					05/25/2010	11/02/2011
		PROPERTY TYPE: SECURITIES						
89,929.00		54,119.00					35,810.00	
		80876.399 GOVT NATL MORTG ASSN GTD MTG P					04/17/2009	11/15/2011
		PROPERTY TYPE: SECURITIES						
1,331.00		1,360.00					-29.00	
		31789.15 FEDERAL NATL MTG ASSN MTG PL 89					09/29/2006	11/25/2011
		PROPERTY TYPE: SECURITIES						
206.00		206.00						
		27088.895 FEDERAL NATL MTG ASSN MTG PL #					02/22/2007	11/25/2011
		PROPERTY TYPE: SECURITIES						
1,334.00		1,319.00					15.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2000. AVON PRODS INC.					10/28/2010	12/07/2011
		PROPERTY TYPE: SECURITIES						
34,675.00		61,041.00					-26,366.00	
		300. NATIONAL-OILWELL INC					11/06/2008	12/07/2011
		PROPERTY TYPE: SECURITIES						
21,921.00		8,478.00					13,443.00	
		200. NIKE INC. CL B					02/10/2010	12/07/2011
		PROPERTY TYPE: SECURITIES						
19,194.00		12,514.00					6,680.00	
		50000. PFIZER INC SR NT DTD 3/24/2009 4.					03/17/2009	12/08/2011
		PROPERTY TYPE: SECURITIES						
50,529.00		50,669.00					-140.00	
		76410.243 GOVT NATL MORTG ASSN GTD MTG P					04/17/2009	12/15/2011
		PROPERTY TYPE: SECURITIES						
4,466.00		4,562.00					-96.00	
		31581.88 FEDERAL NATL MTG ASSN MTG PL 89					09/29/2006	12/27/2011
		PROPERTY TYPE: SECURITIES						
207.00		207.00						
		25972.432 FEDERAL NATL MTG ASSN MTG PL #					02/22/2007	12/27/2011
		PROPERTY TYPE: SECURITIES						
1,116.00		1,104.00					12.00	

TOTAL GAIN(LOSS)		....					98,364.	
							==========	

LEONARD L AND BERTHA U ABESS FOUNDATION INC.   65-0151462

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FTCI ACCOUNT		117,478.	124,198.
	TOTAL	117,478.	124,198.

LEONARD L AND BERTHA U ABESS FOUNDATION INC. 65-0151462

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SECURITY LITIGATION PAYMENT	1,820.	1,820.
TOTALS	1,820.	1,820.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	3,500.	3,500.		
TOTALS	3,500.	3,500.	NONE	NONE

LEONARD L AND BERTHA U ABESS FOUNDATION INC. 65-0151462

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FTCI INVESTMENT MGT FEES	22,424.	17,939.	4,485.
TOTALS	22,424.	17,939.	4,485.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX	500.	
FOREIGN TAX WITHHELD	607.	607.
TOTALS	1,107.	607.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ANNUAL FLORIDA FEE	61.		61.
ADR FEES	176.	176.	
TOTALS	237.	176.	61.

LEONARD L AND BERTHA U ABESS FOUNDATION INC. 65-0151462

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	335,265.	395,987.
TOTALS	335,265.	395,987.

LEONARD L AND BERTHA U ABESS FOUNDATION INC. 65-0151462

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	2,148,867.	2,391,584.
TOTALS	2,148,867.	2,391,584.

LEONARD L AND BERTHA U ABESS FOUNDATION INC. 65-0151462

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	1,016,680.	1,101,739.
TOTALS	1,016,680.	1,101,739.

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

DESCRIPTION	AMOUNT
CHECKS CLEARING AFTER 12/31/11	29,000.
TOTAL	29,000.

STATEMENT 10

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

DESCRIPTION	AMOUNT
2010 CHECK CLEARING IN 2011	18,515.
TOTAL	18,515.

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

OFFICER NAME:
LEONARD L. & JAYNE H. ABESS
ADDRESS:
100 S E 32nd ROAD
MIAMI, FL 33129
TITLE:
PRES; DIR., VP

OFFICER NAME:
ALLAN T. ABESS
ADDRESS:
25 WEST FLAGLER STREET
MIAMI, FL 33130
TITLE:
DIRECTOR

OFFICER NAME:
ASHLEY ABESS
ADDRESS:
25 WEST FLAGLER STREET
MIAMI, FL 33130
TITLE:
DIRECTOR

OFFICER NAME:
DANIEL KUSHNER
ADDRESS:
25 WEST FLAGLER STREET
MIAMI, FL 33130
TITLE:
SEC./TREAS.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
==

EMPLOYEE NAME:
NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
==

NAME:
NONE

FORM 990PF, PART XV - LINES 2a - 2d

RECIPIENT NAME:
LEONARD L. ABESS
ADDRESS:
100 S E 32nd ROAD
MIAMI, FL 33129
RECIPIENT'S PHONE NUMBER: 305-577-7333
FORM, INFORMATION AND MATERIALS:
LETTER REQUEST ACCOMPANIED BY EXEMPTION
LETTER UNDER IRC SECTION 501(C) (3)

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

RECIPIENT NAME:
GREATER MIAMI JEWISH FEDERATION
ADDRESS:
4200 BISCAYNE BOULEVARD
MIAMI, FL 33137-0100
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
GOODWILL INDUSTRIES OF SOUTH FLORID
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 18,515.

RECIPIENT NAME:
MOUNT SINAI MEDICAL CENTER FDN.
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
TEMPLE ISRAEL OF GREATER MIAMI
ADDRESS:
137 NORTHEAST 19TH STREET
MIAMI, FL 33132
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
MIAMI COUNTRY DAY SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
THE PROUTY
RELATIONSHIP:
NPNE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 100.

RECIPIENT NAME:
MAKE-A-WISH FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
AJC GREATER MIAMI AND BROWARD
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,500.

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

==

RECIPIENT NAME:
  ANTI-DEFAMATION LEAGUE
RELATIONSHIP:
  NONE
PURPOSE OF GRANT:
  GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
  EXEMPT
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
  WORLD WILDLIFE FEDERATION
RELATIONSHIP:
  NONE
PURPOSE OF GRANT:
  GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
  EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
  NATURE CONSERVANCY
RELATIONSHIP:
  NONE
PURPOSE OF GRANT:
  GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
  EXEMPT
AMOUNT OF GRANT PAID .... 13,000.

RECIPIENT NAME:
  WLRN
RELATIONSHIP:
  NONE
PURPOSE OF GRANT:
  GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
  EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

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

RECIPIENT NAME:
STORM KING ART CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
THE VIZCAYANS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

TOTAL GRANTS PAID: 205,115.

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: LEONARD L AND BERTHA U ABESS FOUNDATION INC.

Employer identification number: 65-0151462

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					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-19,111.
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	-19,111.

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					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	117,475.
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	117,475.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2011**

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1F1210 2 000

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			-19,111.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			117,475.
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			98,364.

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	Employer identification number
LEONARD L AND BERTHA U ABESS FOUNDATION INC.	65-0151462

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 1200. NORTHERN TRUST CORP	10/26/2010	09/23/2011	41,082.00	60,193.00	-19,111.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -19,111.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

JSA
1F1221 2 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
LEONARD L AND BERTHA U ABESS FOUNDATION INC.

Employer identification number
65-0151462

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 3000. SYSCO CORP	08/12/2009	01/10/2011	90,126.00	74,776.00	15,350.00
90343.097 GOVT NATL MORTG PL# 713336 DTD 5/1/2009 4.5	04/17/2009	01/17/2011	718.00	734.00	-16.00
1000. CHINA MOBILE HONG KO ADR	06/12/2009	01/20/2011	49,856.00	52,819.00	-2,963.00
1600. ARCELORMITTAL NY REG	12/29/2008	01/24/2011	60,115.00	51,211.00	8,904.00
44663.228 FEDERAL NATL MTG 892544 DTD 9/1/2006 5.50% 9	09/29/2006	01/25/2011	2,865.00	2,866.00	-1.00
37951.219 FEDERAL NATL MTG #894051 DTD 9/1/2006 5.50%	02/22/2007	01/25/2011	2,413.00	2,386.00	27.00
800. JOHNSON & JOHNSON	03/15/2004	01/25/2011	48,735.00	40,642.00	8,093.00
1700. AT&T INC	11/16/2009	02/11/2011	48,470.00	43,142.00	5,328.00
89540.979 GOVT NATL MORTG PL# 713336 DTD 5/1/2009 4.5	04/17/2009	02/15/2011	802.00	819.00	-17.00
44394.388 FEDERAL NATL MTG 892544 DTD 9/1/2006 5.50% 9	09/29/2006	02/25/2011	269.00	269.00	
36287.488 FEDERAL NATL MTG #894051 DTD 9/1/2006 5.50%	02/22/2007	02/25/2011	1,664.00	1,645.00	19.00
89394.375 GOVT NATL MORTG PL# 713336 DTD 5/1/2009 4.5	04/17/2009	03/15/2011	147.00	150.00	-3.00
41365.738 FEDERAL NATL MTG 892544 DTD 9/1/2006 5.50% 9	09/29/2006	03/25/2011	3,029.00	3,030.00	-1.00
34425.688 FEDERAL NATL MTG #894051 DTD 9/1/2006 5.50%	02/22/2007	03/25/2011	1,862.00	1,841.00	21.00
89022.783 GOVT NATL MORTG PL# 713336 DTD 5/1/2009 4.5	04/17/2009	04/15/2011	372.00	380.00	-8.00
40196.992 FEDERAL NATL MTG 892544 DTD 9/1/2006 5.50% 9	09/29/2006	04/25/2011	1,169.00	1,169.00	
33411.695 FEDERAL NATL MTG #894051 DTD 9/1/2006 5.50%	02/22/2007	04/25/2011	1,014.00	1,003.00	11.00
2000. CISCO SYS INC	05/09/2007	04/27/2011	34,585.00	53,283.00	-18,698.00
88590.551 GOVT NATL MORTG PL# 713336 DTD 5/1/2009 4.5	04/17/2009	05/16/2011	432.00	442.00	-10.00
35719.76 FEDERAL NATL MTG 892544 DTD 9/1/2006 5.50% 9	09/29/2006	05/25/2011	4,477.00	4,479.00	-2.00
32579.484 FEDERAL NATL MTG #894051 DTD 9/1/2006 5.50%	02/22/2007	05/25/2011	832.00	823.00	9.00
700. HANSEN NATURAL CORP	11/16/2009	05/25/2011	49,392.00	24,956.00	24,436.00
1000. HANSEN NATURAL CORP	11/16/2009	06/03/2011	72,462.00	35,652.00	36,810.00
87966.827 GOVT NATL MORTG PL# 713336 DTD 5/1/2009 4.5	04/17/2009	06/15/2011	624.00	637.00	-13.00
35503.128 FEDERAL NATL MTG 892544 DTD 9/1/2006 5.50% 9	09/29/2006	06/27/2011	217.00	217.00	

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
LEONARD L AND BERTHA U ABESS FOUNDATION INC.

Employer identification number
65-0151462

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 32176.653 FEDERAL NATL MTG #894051 DTD 9/1/2006 5.50%	02/22/2007	06/27/2011	403.00	398.00	5.00
86449.039 GOVT NATL MORTG PL# 713336 DTD 5/1/2009 4.5	04/17/2009	07/15/2011	1,518.00	1,551.00	-33.00
32651.132 FEDERAL NATL MTG 892544 DTD 9/1/2006 5.50% 9	09/29/2006	07/25/2011	2,852.00	2,853.00	-1.00
31018.379 FEDERAL NATL MTG #894051 DTD 9/1/2006 5.50%	02/22/2007	07/25/2011	1,158.00	1,145.00	13.00
84990.163 GOVT NATL MORTG PL# 713336 DTD 5/1/2009 4.5	04/17/2009	08/15/2011	1,459.00	1,490.00	-31.00
100. MASTERCARD INC-CLASS	02/10/2010	08/15/2011	33,294.00	22,345.00	10,949.00
32432.154 FEDERAL NATL MTG 892544 DTD 9/1/2006 5.50% 9	09/29/2006	08/25/2011	219.00	219.00	
29351.308 FEDERAL NATL MTG #894051 DTD 9/1/2006 5.50%	02/22/2007	08/25/2011	1,667.00	1,648.00	19.00
84046.702 GOVT NATL MORTG PL# 713336 DTD 5/1/2009 4.5	04/17/2009	09/15/2011	943.00	964.00	-21.00
32227.084 FEDERAL NATL MTG 892544 DTD 9/1/2006 5.50% 9	09/29/2006	09/26/2011	205.00	205.00	
28974.163 FEDERAL NATL MTG #894051 DTD 9/1/2006 5.50%	02/22/2007	09/26/2011	377.00	373.00	4.00
82207.343 GOVT NATL MORTG PL# 713336 DTD 5/1/2009 4.5	04/17/2009	10/17/2011	1,839.00	1,879.00	-40.00
31995.36 FEDERAL NATL MTG 892544 DTD 9/1/2006 5.50% 9	09/29/2006	10/25/2011	232.00	232.00	
28422.854 FEDERAL NATL MTG #894051 DTD 9/1/2006 5.50%	02/22/2007	10/25/2011	551.00	545.00	6.00
250. MASTERCARD INC-CLASS	05/25/2010	11/02/2011	89,929.00	54,119.00	35,810.00
80876.399 GOVT NATL MORTG PL# 713336 DTD 5/1/2009 4.5	04/17/2009	11/15/2011	1,331.00	1,360.00	-29.00
31789.15 FEDERAL NATL MTG 892544 DTD 9/1/2006 5.50% 9	09/29/2006	11/25/2011	206.00	206.00	
27088.895 FEDERAL NATL MTG #894051 DTD 9/1/2006 5.50%	02/22/2007	11/25/2011	1,334.00	1,319.00	15.00
2000. AVON PRODS INC.	10/28/2010	12/07/2011	34,675.00	61,041.00	-26,366.00
300. NATIONAL-OILWELL INC	11/06/2008	12/07/2011	21,921.00	8,478.00	13,443.00
200. NIKE INC. CL B	02/10/2010	12/07/2011	19,194.00	12,514.00	6,680.00
50000. PFIZER INC SR NT DT 4.45% 3/15/2012	03/17/2009	12/08/2011	50,529.00	50,669.00	-140.00
76410.243 GOVT NATL MORTG PL# 713336 DTD 5/1/2009 4.5	04/17/2009	12/15/2011	4,466.00	4,562.00	-96.00
31581.88 FEDERAL NATL MTG 892544 DTD 9/1/2006 5.50% 9	09/29/2006	12/27/2011	207.00	207.00	
25972.432 FEDERAL NATL MTG #894051 DTD 9/1/2006 5.50%	02/22/2007	12/27/2011	1,116.00	1,104.00	12.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 117,475.00

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

LEONARD L AND BERTHA U ABESS FOUNDATION
INCORPORATED
ACCOUNT # 141007000
BASE CURRENCY. U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2011

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
U S Dollar								
Cash								
100,478 2600	CASH		100,478 26		100,478 26	100	0 10	0 00
Cash Equivalents								
144,000 0000	STIP 3. US TREASURY & AGENCY DTD 8/31/2003	1 0000	144,000 00	1.0000	144,000 00	14	0 01	2 97
Total U.S. Dollar			244,478 26		244,478.26	115	0 05	2 97
Total SHORT TERM			244,478 26		244,478 26	115	0 05	2 97

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
FIXED INCOME								
U S Dollar								
Governments								
214,260 0000	UNITED STATES TREAS NTS INFLATION INDEX DTD 4/15/2008 0 625% 4/15/2013 AAA	86 2321	184,760.87	101 7578	218,026 26	1,339	0 61	285 37
150,000.0000	UNITED STATES TREAS NTS DTD 5/15/2007 4 5% 5/15/2017 AAA	100 3359	150,503 91	118 6406	177,960 90	6,750	0 93	871 57
Total Governments			335,264 78		395,987 16	8,089	0 76	1,156 94
Agencies								
150,000 0000	FEDERAL HOME LOAN BANK BDS DTD 10/5/2007 4 625% 10/10/2012 AA+	100 1328	150,199 20	103 4280	155,142 00	6,938	0.20	1,560 94

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
150,000 0000	FEDERAL HOME LOAN BANK DTD 11/3/2005 4 875% 12/14/2012 AA+	103 3610	155,041.50	104 3140	156,471 00	7,313	0 34	345 31
Total Agencies			305,240.70		311,613 00	14,250	0 27	1,906 25
Mortgages								
31,581 8800	FEDERAL NATL MTG ASSN MTG PL 892544 DTD 9/1/2006 5 50% 9/1/2021 AA+	100 0313	31,591 77	108 6500	34,313 71	1,737	5 50	144 75
25,972 4320	FEDERAL NATL MTG ASSN MTG PL #894051 DTD 9/1/2006 5 50% 10/1/2036 AA+	98 8750	25,680 25	109 1130	28,339 30	1,428	5 50	119 04
76,410 2430	GOVT NATL MORTG ASSN GTD MTG PL# 713336 DTD 5/1/2009 4 50% 5/15/2039 AA+	102.1563	78,057 85	109 3340	83,542 38	3,438	4 50	286 54
Total Mortgages			135,329 87		146,195 39	6,604	4.93	550.33
Corporates								
100,000 0000	INTERNATIONAL BUSINESS MACH CORP DTD 11/27/2002 4 75% 11/29/2012 A+	98 3440	98,344 00	103 4290	103,429 00	4,750	0 96	422 22

LEONARD L AND BERTHA U ABESS FOUNDATION
INCORPORATED
ACCOUNT # 141007000
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE. PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2011

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
100,000 0000	DU PONT E I DE NEMOURS & CO SR NT DTD 4/30/2004 4 875% 4/30/2014 A	101 8330	101,833 00	109 2910	109,291.00	4,875	0 84	826 04
50,000 0000	WAL MART STORES INC NT DTD 5/21/2009 3 2% 5/15/2014 AA	100 3890	50,194 50	105.6821	52,841 05	1,600	0 78	204 44
100,000 0000	ABBOTT LABS DTD 5/12/2006 5 875% 5/15/2016 AA	99 0410	99,041 00	117 4260	117,426 00	5,875	1 72	750 69
50,000 0000	KELLOGG CO SR NT DTD 5/21/2009 4 45% 5/30/2016 BBB+	99.3090	49,654 50	111 1160	55,558 00	2,225	1 82	191.60
125,000.0000	BRISTOL MYERS SQUIBB CO DTD 5/1/2008 5 45% 5/1/2018 A+	101.4990	126,873 75	120 0830	150,103 75	6,813	2 05	1,135 42
50,000 0000	GOLDMAN SACHS GROUP INC SR NT DTD 2/5/2009 7 5% 2/15/2019 A-	100 3360	50,168 00	110 5639	55,281 95	3,750	5 67	1,416 67
Total Corporates			576,108 75		643,930 75	29,888	1 80	4,947 08
Total U S Dollar			1,351,944 10		1,497,726 30	58,831	1 51	8,560 60

See important disclosures [*1]-[*9], as applicable

LEONARD L AND BERTHA U ABESS FOUNDATION
INCORPORATED
ACCOUNT # 141007000
BASE CURRENCY. U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2011

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
Total FIXED INCOME			1,351,944 10		1,497,726 30	58,831	1 51	8,560 60
CONVERTIBLES								
U S Dollar								
Convertible Bonds								
100,000 0000	PEABODY ENERGY CORP CONV/CALL DTD 12/20/2006 4 75% 12/15/2066 B+ CALLABLE ON 12/20/2036 @ 100%	77 8750	77,875.00	102.5000	102,500 00	4,750	4 63	211 11
Convertible Preferred								
1,050 0000	APACHE CORP CONV PFD 6 00%	50 0000	52,500 00	54 2800	56,994 00	3,150	5 53	0 00
730.0000	GENERAL MOTORS CO 4 75% CNV PRF SER B	50 0000	36,500 00	34 2500	25,002.50	1,734	6 93	0 00
Total Convertible Preferred			89,000.00		81,996 50	4,884	5 96	0 00
Total U S Dollar			166,875 00		184,496 50	9,634	5 22	211 11

LEONARD L AND BERTHA U ABESS FOUNDATION
INCORPORATED
ACCOUNT # 141007000
BASE CURRENCY. U S DOLLAR
PORTFOLIO TYPE. PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2011

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
Total CONVERTIBLES			166,875 00		184,496 50	9,634	5.22	211 11
EQUITIES								
U S Dollar								
2,993 0000	ABB LTD SPONSORED ADR	24 4124	73,066 43	18 8300	56,358 19	2,014	3 57	0 00
1,300 0000	ABBOTT LABORATORIES	43 9174	57,092 62	56 2300	73,099 00	2,496	3 41	0 00
2,000 0000	AGCO CORP	50 9479	101,895 80	42 9700	85,940 00		N/A	0 00
2,200 0000	AGILENT TECHNOLOGIES INC	18 8029	41,366 40	34 9300	76,846 00	880	1 15	0.00
700 0000	AIR PRODUCTS & CHEMICALS INC	65 7600	46,032 00	85 1900	59,633 00	1,624	2 72	406 00
1,800 0000	ANALOG DEVICES INC	30.0353	54,063 54	35 7800	64,404 00	1,800	2.79	0 00
650 0000	BERKSHIRE HATHAWAY INC	48 9486	31,816 59	76 3000	49,595 00		N/A	0.00
600 0000	BHP BILLITON LIMITED SPON ADR	85 3925	51,235 50	70 6300	42,378 00	1,212	2 86	0 00
400 0000	BLACKROCK INC	151 7025	60,681 00	178 2400	71,296 00	2,200	3 09	0 00

See important disclosures [*1]-[*9], as applicable

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
2,300 0000	BROADCOM CORP CL A	35.1594	80,866 54	29 3600	67,528 00	828	1 23	0 00
1,000 0000	CELGENE CORP	52.3245	52,324 50	67 6000	67,600 00		N/A	0 00
3,500 0000	COMCAST CORP CL A	18 6789	65,376.15	23.7100	82,985 00	1,575	1 90	393 75
3,000 0000	CORNING INC	16 6784	50,035 20	12.9800	38,940 00	900	2 31	0 00
1,500 0000	COVIDIEN PLC	46 4236	69,635 40	45 0100	67,515 00	1,350	2 00	0 00
800 0000	DEVON ENERGY CORP NEW	64 6622	51,729 76	62 0000	49,600 00	544	1 10	0 00
600 0000	DIAGEO PLC SPONSORED ADR NEW	80 5140	48,308 40	87 4200	52,452 00	1,557	2 97	0 00
800 0000	EXXON MOBIL CORP	56 7000	45,360 00	84.7600	67,808.00	1,504	2 22	0 00
1,300 0000	FLUOR CORP	46 9985	61,098 00	50 2500	65,325 00	650	1 00	162 50
800 0000	GENERAL DYNAMICS CORP	49 8366	39,869 30	66 4100	53,128 00	1,504	2 83	0 00
4,500 0000	GENERAL ELECTRIC CO	18 1195	81,537 75	17 9100	80,595 00	3,060	3 80	765 00
1,600 0000	GILEAD SCIENCES INC	43 3600	69,376 00	40 9300	65,488 00		N/A	0 00
150 0000	GOOGLE INC	608 9765	91,346 47	645 9000	96,885 00		N/A	0 00

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INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2011

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
1,500.0000	HONDA MOTOR CO LTD ADR	22 1684	33,252 60	30.5500	45,825 00	1,037	2 26	278 24
2,400 0000	JOHNSON CONTROLS INC	37 5026	90,006 12	31 2600	75,024 00	1,728	2.30	432 00
2,000 0000	MARATHON OIL CORP	23 3882	46,776 46	29 2700	58,540.00	1,200	2 05	0 00
1,000 0000	MARATHON PETROLEUM CORP	31 6417	31,641.74	33 2900	33,290 00	1,000	3 00	0 00
2,000 0000	MICROSOFT CORP	23 5090	47,018.07	25 9600	51,920 00	1,600	3 08	0 00
1,100 0000	MOSAIC CO	46 2497	50,874 67	50 4300	55,473 00	220	0 40	0 00
1,000 0000	NATIONAL OILWELL VARCO INC	26 2238	26,223 76	67 9900	67,990 00	480	0 71	0 00
600.0000	NIKE INC CL B	48 6515	29,190 89	96 3700	57,822 00	864	1 49	288.00
723 0000	PEPSICO INC	55 9302	40,437 53	66 3500	47,971 05	1,489	3.10	372 35
1,000 0000	RESEARCH IN MOTION LTD	61 6430	61,643 00	14 5000	14,500 00		N/A	0 00
1,500 0000	ROCHE HOLDING LTD ADR	31 1252	46,687 80	42 5500	63,825 00	1,695	2 66	150 00
1,200 0000	TEVA PHARMACEUTICAL INDS LTD ADR	27 7113	33,253 56	40 3600	48,432 00	942	1 94	0 00
1,300 0000	UNITED TECHNOLOGIES CORP	57 6712	74,972 56	73 0900	95,017 00	2,496	2.63	0 00

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
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LEONARD L AND BERTHA U ABESS FOUNDATION
INCORPORATED
ACCOUNT # 141007000
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
2,000 0000	VODAFONE GROUP PLC SPONSORED ADR	22.9500	45,900 00	28.0300	56,060.00	2,886	5 15	2,189 31
Total U S Dollar			1,981,992 11		2,207,087 24	43,335	1 96	5,437 15
Total EQUITIES			1,981,992 11		2,207,087 24	43,335	1 96	5,437 15
Total			3,745,289 47		4,133,788 30	111,914		14,211 83
Accrued Income			14,211 83		14,211 83			
Grand Total			3,759,501 30		4,148,000 13	111,914		14,211 83