



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 11/01, 2011, and ending 10/31, 2012

HIGH FIVE FOUNDATION
C/O GERALD KAMINSKY, 605 3RD AVE 43 FL
NEW YORK, NY 10158A Employer identification number
11-3358107B Telephone number (see the instructions)
212-476-5360C 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 changeH Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 5,382,965.
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 (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

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

b Gross sales price for all assets on line 6a 3,230,465.

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

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less: Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) See St

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule) (see instr)

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 3

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

25 Contributions, gifts, grants paid Part XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter 0)

c Adjusted net income (if negative, enter 0)

SCANNED MAR 29 2013
ADMINISTRATIVE EXAMINATIONSRECEIVED
MAR 29 2013
IRSO
CODYEN, UT

614 4

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
A S S E T S	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	88,167.	270,336.	270,336.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch.)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Statement 4	3,258,732.	3,566,204.	4,717,702.
	c Investments — corporate bonds (attach schedule) Statement 5	553,353.	250,094.	269,927.
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) Statement 6	125,781.	125,781.	125,000.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)	8,712.			
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	4,034,745.	4,212,415.	5,382,965.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
F U N D A S S E T A N C E S	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.	X		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,034,745.	4,212,415.	
	30 Total net assets or fund balances (see instructions)	4,034,745.	4,212,415.	
	31 Total liabilities and net assets/fund balances (see instructions)	4,034,745.	4,212,415.	

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	4,034,745.
2 Enter amount from Part I, line 27a	2	177,670.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	4,212,415.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,212,415.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a SEE SCHEDULE ATTACHED

P

Various

Various

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 3,230,465.

3,012,265.

218,200.

b

c

d

e

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

(i) Fair Market Value
as of 12/31/69(j) Adjusted basis
as of 12/31/69(k) Excess of column (i)
over column (j), if any(l) Gains (Column (h)
gain minus column (k), but not less
than -0-) or Losses (from column (h))

a

218,200.

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

218,200.

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

218,200.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	244,639.	4,999,571.	0.048932
2009	220,192.	4,287,290.	0.051359
2008	180,275.	3,409,517.	0.052874
2007	211,539.	4,594,600.	0.046041
2006	203,474.	4,234,674.	0.048050

2 Total of line 1, column (d)

2

0.247256

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

0.049451

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4

5,127,289.

5 Multiply line 4 by line 3

5

253,550.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

4,178.

7 Add lines 5 and 6

7

257,728.

8 Enter qualifying distributions from Part XII, line 4

8

234,929.

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.

BAA

Form 990-PF (2011)

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,356.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	8,356.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	8,356.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	5,710.	
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,710.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	2,646.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

BAA

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>GERALD P. KAMINSKY</u> Telephone no. <u>212-476-5360</u> Located at <u>605 THIRD AVENUE NEW YORK NY</u> ZIP + 4 <u>10158</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here. <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	16		X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b 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)? <u></u>	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here <u></u>		
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? <u></u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b 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.) <u></u>	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b 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.) <u></u>	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <u></u>	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? <u></u>	4b	X

BAA

Form 990-PF (2011)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GERALD P. KAMINSKY 136 HAROLD ROAD WOODMERE, NY 11598	President 2.00	0.	0.	0.
JACLYN KAMINSKY 136 HAROLD ROAD WOODMERE, NY 11598	Secretary 1.00	0.	0.	0.
GARY J. KAMINSKY 77 THE INTERVALE ROSLYN ESTATES, NY 11576	Vice Preside 1.00	0.	0.	0.
MICHAEL J. KAMINSKY 19 THE PINES OLD WESTBURY, NY 11568	Treasurer 1.00	0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

BAA

Form 990-PF (2011)

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	4,857,180.
b Average of monthly cash balances	1b	346,725.
c Fair market value of all other assets (see instructions)	1c	1,465.
d Total (add lines 1a, b, and c)	1d	5,205,370.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	5,205,370.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	78,081.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,127,289.
6 Minimum investment return. Enter 5% of line 5	6	256,364.

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	256,364.
2a Tax on investment income for 2011 from Part VI, line 5	2a	8,356.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	8,356.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	248,008.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	248,008.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	248,008.

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	234,929.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	234,929.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	234,929.

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

BAA

Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				248,008.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				5,147.
d From 2009				18,093.
e From 2010				6,032.
f Total of lines 3a through e	29,272.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 234,929.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount.				234,929.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	13,079.			13,079.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	16,193.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	16,193.			
10 Analysis of line 9.				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				10,161.
d Excess from 2010				6,032.
e Excess from 2011				

BAA

Form 990-PF (2011)

N/A

- (4) Gross investment income**

[illegible]

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
<i>a Paid during the year</i> SEE SCHEDULE ATTACHED		501(c)(3)	TO AID DONEE IN CARRYING OUT EXEMPT PURPOSE	233,299.
Total				233,299.
<i>b Approved for future payment</i>				
Total				

HIGH FIVE FOUNDATION						
ID# 11-3358107						
FORM 990-PF - PART IV						
FYE 10/31/12						
		DATE	DATE	SALES		GAIN
		ACQUIRED	SOLD	PROCEEDS	BASIS	(LOSS)
4000	TRANSCANADA CORP	9/21/2011	11/7/2011	162,637 67	170,959 20	(8,321 53)
1500	PETROMINERALES LTD	9/11/2009	11/22/2011	30,278 41	17,732 57	12,545 84
2000	POTASH CORP OF SASKATCHEWAN	12/27/2010	12/14/2011	79,778 06	93,040 00	(13,261 94)
500	INTERNATIONAL BUS MACHINES CORP	VARIOUS	12/27/2011	89,634 07	62,683 73	26,950 34
7500	GOLUB CAP BDC INC	4/20/2010	1/9/2012	114,379 55	110,849 72	3,529 83
2500	GOLUB CAP BDC INC	4/20/2010	1/10/2012	37,812 02	36,949 90	862 12
500	INTERNATIONAL BUS MACHINES CORP	VARIOUS	1/18/2012	89,977 72	61,614 98	28,362 74
99	SEASPAN CORP	12/20/2011	1/19/2012	1,485 00	1,278 98	206.02
470	ENBRIDGE ENERGY MANAGEMENT LLC	VARIOUS	2/6/2012	15,387 84	4,765 21	10,622 63
2500	PFIZER INC	12/27/2011	2/6/2012	53,554 97	54,219 00	(664 03)
1500	BROOKFIELD INFRA PTRS LP	11/12/2009	2/8/2012	42,665 18	18,739 40	23,925 78
78	ENBRIDGE ENERGY MANAGEMENT LLC	VARIOUS	2/10/2012	2,530 41	790 82	1,739 59
80	KINDER MORGAN MGMT LLC	VARIOUS	2/13/2012	6,221 08	5,124 40	1,096 68
100000	CIT GROUP INC 7% 5/1/16	5/3/2011	2/14/2012	79,283 04	80,295 79	(1,012 75)
7500	NISOURCE INC	10/18/2011	2/16/2012	171,912 44	162,799 50	9,112 94
500	AMERICAN TOWER CORP	11/29/2005	2/24/2012	31,347 13	13,198 50	18,148 63
250	PRAXAIR INC	2/24/2011	2/24/2012	27,568 35	24,714 97	2,853 38
1500	TEEKAY OFFSHORE PARTNERS LP	8/21/2008	2/24/2012	44,219 20	24,031 20	20,188 00
1000	TARGA RESOURCES CORP	1/21/2011	2/24/2012	43,829 21	29,696 40	14,132 81
7500	ARLINGTON ASSET INVESTMENT CORP	12/13/2011	2/28/2012	177,701 79	158,346 75	19,355 04
12500	BLACKROCK KELSO CAP CORP	1/4/2010	3/7/2012	121,180 31	109,772 84	11,407 47
2000	THE TRAVELERS COMPANIES INC	2/6/2012	3/7/2012	115,782 91	118,680 20	(2,897 29)
1000	CATERPILLAR INC	1/18/2012	4/2/2012	104,210 36	101,907 10	2,303 26
2501	KINDER MORGAN MGMT LLC	10/21/2011	4/2/2012	186,546 41	160,137 60	26,408 81
2000	CONOCOPHILLIPS	2/24/2012	4/25/2012	145,659 33	147,730 40	(2,071 07)
150000	MEMC ELECTR MATL INC	VARIOUS	5/16/2012	103,125 00	112,500 00	(9,375 00)
2500	EXPRESS SCRIPTS HOLDING CO	4/9/2012	5/21/2012	131,472 05	140,875 00	(9,402 95)
500	BORG WARNER AUTOMOTIVE	3/29/2012	6/28/2012	31,829 78	42,594 40	(10,764 62)
100000	AFFINION GROUP INC 11 75% 10/15/15	VARIOUS	8/1/2012	84,750 00	68,709 38	16,040 62
100000	EVERTEC INC 11% 10/01/18	9/23/2011	8/8/2012	106,250 00	105,250 00	1,000 00
2000	VORNADO REALTY TRUST	5/13/2009	8/13/2012	162,818 15	98,557 75	64,260 40
10671	TEEKAY TANKERS LTD	12/28/2011	8/15/2012	43,700 34	37,308 15	6,392 19
24329	TEEKAY TANKERS LTD	VARIOUS	8/16/2012	99,815 19	90,331 05	9,484 14
2500	JOHNSON & JOHNSON	8/6/2012	9/7/2012	167,676 24	174,100 50	(6,424 26)
150000	AFFINION GROUP INC 11 625% 11/15/15	9/23/2011	9/12/2012	82,500 00	136,500 00	(54,000 00)
7500	CISCO SYSTEMS INC	8/28/2012	10/1/2012	137,714 91	144,590 25	(6,875 34)
1500	BORG WARNER AUTOMOTIVE	11/23/2010	10/1/2012	103,231 13	90,889 05	12,342 08
						-
						-
						-
						-
						-
	TOTALS			3,230,465 25	3,012,264 69	218,200 56

HIGH FIVE FOUNDATION							
ID# 11-3358107							
FORM 990-PF, PART XV							
GRANTS AND CONTRIBUTIONS PAID							
FYE 10/31/12							
MUSEUM OF MODERN ART			NEW YORK, NY				100 00
STERN CENTER FOR LANGUAGE			WILLISTON, VT				500 00
FRIENDS OF DUANE PARK			NEW YORK, NY				200 00
RONALD MCDONALD HOUSE			NEW HYDE PARK, NY				1,350 00
AISH INTERNATIONAL			NEW YORK, NY				500 00
EAST HARLEM TUTORIAL PROGRAM			NEW YORK, NY				250 00
UNIVERSITY OF NORTH CAROLINA			CHAPEL HILL, NC				25,000 00
CROHN'S & COLITIS FOUNDATION			NEW YORK, NY				100 00
NORTH SHORE-LIJ HEALTH SYSTEM			GREAT NECK, NY				500 00
NAACP			BALTIMORE, MD				100 00
METROPOLITAN MUSEUM OF ART			NEW YORK, NY				200 00
BONNIE J ADDARIO LUNG CANCER FDTN			SAN CARLOS, CA				100 00
BUILDERS BEYOND BORDERS			NORWALK, CT				250 00
HARVARD MAGAZINE			CAMBRIDGE, MA				100.00
LONG ISLAND CRISIS CENTER			BELLMORE, NY				250 00
JEWISH HOME OF SAN FRANCISCO			SAN FRANCISCO, CA				100 00
SOUTHERN POVERTY LAW CENTER			MONTGOMERY, AL				100 00
FIVE TOWNS COMMUNITY CHEST			LAWRENCE, NY				1,250 00
NATL SEPTEMBER 11 MEMORIAL			WASHINGTON, DC				100.00
PUTNEY OPEN DOOR FUND			PUTNEY, VT				500 00
PALM BEACH UNITED WAY			PALM BEACH, FL				100.00
STATUE OF LIBERTY ELLIS ISLAND FDTN			NEW YORK, NY				100 00
AMERICAN FRIENDS OF MAGEN D ADOM			HALLANDALE, FL				500 00
MICHIGAN HUMANE SOCIETY			WESTLAND, MI				2,500 00
POLICE ATHLETIC LEAGUE			NEW YORK, NY				50 00
THE FIRST TEE OF THE PALM BEACHES			WEST PALM BEACH, FL				100 00
DISABLED AMERICAN VETERANS			CINCINNATI, OH				100 00
TRICKLE UP			NEW YORK, NY				100 00
ADELPHI UNIVERSITY			GARDEN CITY, NY				1,500 00
TOURETTE SYNDROME ASSN			BAYSIDE, NY				500 00
MASNY			NEW YORK, NY				250 00
FISHERMEN'S CONSERVATION ASSN			STATEN ISLAND, NY				5,000 00
THE FIRST TEE OF METRO NEW YORK			BRONX, NY				1,000 00
WHEATON COLLEGE			NORTON, MA				250 00
LIFE PATH HOSPICE			TEMPLE TERRACE, FL				100 00
RODEF SHALOM TEMPLE			PITTSBURGH, PA				250 00
PLANNED PARENTHOOD			HEMPSTEAD, NY				250.00
INTERSTITIAL CYSTITIS ASSN			MCLEAN, VA				5,000 00
NATL COUNCIL OF JEWISH WOMEN			TOMS RIVER, NJ				550 00
MARIA FARERI CHILDREN'S HOSPITAL			VALHALLA, NY				1,000 00
GOMEZ FOUNDATION FOR MILL HOUSE			NEW YORK, NY				1,000 00
CITY OF HOPE			LOS ANGELES, CA				500 00
KIDNEY AND UROLOGY FOUNDATION			NEW YORK, NY				100 00
DARTMOUTH COLLEGE ATHLETICS			HANOVER, NH				250 00
AMERICAN FOLK ART MUSEUM			NEW YORK, NY				2,500 00
VETERANS OF FOREIGN WARS			TOPEKA, KS				100 00
UJA FEDERATION			NEW YORK, NY				50,000 00
DARTMOUTH COLLEGE HILLEL			HANOVER, NH				250 00
ACLU			WASHINGTON, DC				100.00
CONSUMER REPORTS FOUNDATION			YONKERS, NY				50 00
PARTNERS OF '63			NEW HAVEN, CT				10,000 00
MUSEUM OF AMERICAN FINANCE			NEW YORK, NY				100 00
THE FRESH AIR FUND			NEW YORK, NY				50 00
RUSTIC PATHWAYS FOUNDATION			WILLOUGHBY, OH				500 00
FRIENDS OF BEZALEL ACADEMY			NEW YORK, NY				1,000 00
SMILE TRAIN			NEW YORK, NY				250 00
WLIW21			NEW YORK, NY				100 00
NATIONAL KIDNEY FOUNDATION			NEW YORK, NY				100 00
FRIENDS OF NORRIS COTTON CANCER CTR			LEBANON, NH				100 00

HIGH FIVE FOUNDATION							
ID# 11-3358107							
FORM 990-PF, PART XV							
GRANTS AND CONTRIBUTIONS PAID							
FYE 10/31/12							
MUSEUM OF MODERN ART			NEW YORK, NY				100 00
WALL STREET SYNAGOGUE			NEW YORK, NY				100 00
HELPING HANDS			BOSTON, MA				750 00
VACAMAS PROGRAMS FOR YOUTH			WEST MILFORD, NJ				250 00
SERVICES FOR THE UNDERSERVED			NEW YORK, NY				250 00
ANTI-DEFAMATION LEAGUE			NEW YORK, NY				100 00
THE DARTMOUTH REVIEW			HANOVER, NH				100 00
92ND STREET Y			NEW YORK, NY				500 00
DARTMOUTH COLLEGE-TUCKER FDTN			HANOVER, NH				250 00
UNITED NEGRO COLLEGE FUND			NEW YORK, NY				250 00
CHARLEY'S FUND			STOCKBRIDGE, MA				250 00
WORLD JEWISH CONGRESS			NEW YORK, NY				250 00
BIG BROTHERS BIG SISTERS INT'L			IRVING, TX				100 00
U S HOLOCAUST MEMORIAL MUSEUM			ALBERT LEA, MN				100 00
CHANNEL THIRTEEN			NEW YORK, NY				100 00
CENTRAL PARK CONSERVANCY			NEW YORK, NY				7,500 00
BEAU FOUNDATION			LOWELL, AR				100 00
ARBOR BROTHERS			NEW YORK, NY				7,500 00
MARCH OF DIMES			TOPEKA, KS				100 00
AMERICAN JEWISH COMMITTEE			NEW YORK, NY				1,500.00
WOODMERE FIRE DEPT			WOODMERE, NY				150 00
EMORY UNIVERSITY			ATLANTA, GA				30,000 00
MOTHERS AGAINST DRUNK DRIVING			IRVING, TX				100 00
MILITARY FAMILY LIFESTYLE CHAR FDTN			HUNTERSVILLE, NC				250 00
THE BARUCH COLLEGE FUND			NEW YORK, NY				1,000 00
JEWISH FED OF PALM BEACH CNTY			PALM BEACH, FL				1,500 00
CHABAD AT DARTMOUTH			HANOVER, NH				100 00
NATL RIGHT TO WORK LEGAL DEF FDTN			SPRINGFIELD, VA				100 00
CHESS-IN-THE-SCHOOLS			NEW YORK, NY				250 00
GEORGE MASON UNIVERSITY			ARLINGTON, VA				100 00
OLD WESTBURY HEBREW CONG			OLD WESTBURY, NY				1,000 00
CITY PARKS FOUNDATION			NEW YORK, NY				15,000 00
CLAL			NEW YORK, NY				2,500 00
YOUTH EMPLOYMENT SUMMER			NEW YORK, NY				2,000 00
PALM BEACH CIVIC ASSN			PALM BEACH, FL				100 00
SAMUEL WAXMAN CANCER RESEARCH			NEW YORK, NY				1,000 00
DARTMOUTH EDUCATIONAL ASSN			HANOVER, NH				250 00
MORTY FRANK MEMORIAL FUND			NEW YORK, NY				1,000 00
MOUNT SINAI SCHOOL OF MEDICINE			NEW YORK, NY				1,250 00
MAKE-A-WISH FOUNDATION			LAKE SUCCESS, NY				7,500 00
AMERICAN CANCER SOCIETY			NEW YORK, NY				870 00
INWOOD CHARITIES			INWOOD, NY				5,000 00
DARTMOUTH COLLEGE			HANOVER, NH				7,500 00
TEMPLE AM ECHAD			LYNBROOK, NY				100 00
DANA FARBER CANCER RESEARCH			HEWLETT, NY				100 00
AMERICAN HEART ASSOCIATION			NEW YORK, NY				100 00
THE HELPERS FUND			CHESTERTOWN, NY				50 00
JUVENILE DIABETES RESEARCH FDTN			NEW YORK, NY				500 00
HARVARD BUSINESS SCHOOL			CAMBRIDGE, MA				15,000 00
PHI BETA KAPPA			WASHINGTON, DC				79 00
FRIENDS OF HEWLETT WOODMERE LIBRARY			WOODMERE, NY				1,000 00
TOTAL							233,299 00

HIGH FIVE FOUNDATION

11-3358107

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX PREP & ACCTG-FYE 10/31/11	\$ 2,500.	\$ 1,250.		\$ 1,250.
Total	<u>\$ 2,500.</u>	<u>\$ 1,250.</u>		<u>\$ 1,250.</u>

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FORM 990-PF FYE 10/31/12	\$ 5,200.			
Total	<u>\$ 5,200.</u>	<u>\$ 0.</u>		<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
NYS FILING FEE	\$ 250.			\$ 250.
PUBLICATION FEE	130.			130.
Total	<u>\$ 380.</u>	<u>\$ 0.</u>		<u>\$ 380.</u>

Statement 4
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
6000 TEEKAY OFFSHORE PARTNERS LP	Cost	\$ 96,125.	\$ 159,540.
3500 AMERICAN TOWER CORP	Cost	92,390.	263,515.
3000 ITC HOLDINGS CORP	Cost	150,603.	238,860.
5171 ENBRIDGE ENERGY MANAGEMENT LLC	Cost	50,694.	162,163.
3000 COUSINS PROP 7.75% PFD A	Cost	46,279.	75,528.
3000 COUSINS PROP 7.5% SER B	Cost	45,315.	75,300.
6000 BROOKFIELD INFRA PTS LP	Cost	68,343.	206,100.
3000 NEXTERA ENERGY INC	Cost	162,090.	210,180.
3000 KANSAS CITY SOUTHERN	Cost	134,879.	241,380.
7500 STARWOOD PROP TRUST INC	Cost	134,163.	171,900.
1750 PRAXAIR INC	Cost	155,277.	185,868.
6000 TEEKAY CORP	Cost	167,234.	183,660.
2000 UNITED PARCEL SVC INC	Cost	131,590.	146,500.
4000 TARGA RESOURCES CORP	Cost	118,786.	203,720.

Statement 4 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
6000 SEASPAN CORP PFD 9.5%	Cost	\$ 150,333.	\$ 167,340.
3000 PALL CORP	Cost	165,170.	188,880.
5000 EBAY INC	Cost	169,858.	241,300.
10000 ARES COMMERCIAL RE CORP	Cost	170,852.	168,800.
9000 CALPINE CORP	Cost	159,597.	158,400.
3000 CAPITAL ONE FINANCIAL CORP	Cost	167,000.	180,510.
10000 CHENIERE ENERGY INC	Cost	152,334.	160,900.
2500 ECOLAB INC	Cost	162,525.	174,000.
1500 EXPRESS SCRIPTS HLDNG CO	Cost	94,002.	92,318.
8000 GENERAL ELECTRIC CO	Cost	150,932.	168,480.
5000 GOLUB CAP BDC INC	Cost	77,813.	78,150.
4000 JPMORGAN CHASE & CO	Cost	149,160.	166,720.
5000 NEW MOUNTAIN FINANCE CORP	Cost	71,808.	74,950.
3000 OGE ENERGY CORP	Cost	171,052.	172,740.
	Total	<u>\$ 3,566,204.</u>	<u>\$ 4,717,702.</u>

Statement 5
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
50000 PLATINUM UNDER FIN 7.5% 6/1/17	Cost	\$ 35,594.	\$ 54,677.
100000 TEEKAY CORP 8.5% 1/15/20	Cost	106,250.	105,250.
100000 REGAL CINEMAS CORP 8.625% 7/15/19	Cost	108,250.	110,000.
	Total	<u>\$ 250,094.</u>	<u>\$ 269,927.</u>

Statement 6
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Securities</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
MERCURY CAPITAL CORP-HOBOKEN	Cost	\$ 125,781.	\$ 125,000.
	Total	<u>\$ 125,781.</u>	<u>\$ 125,000.</u>