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

OMB No 1545-0052

**2011**

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 **NOV 1, 2011**, and ending **OCT 31, 2012**

Name of foundation

**THE ROBERT G. AND ELLEN S. GUTENSTEIN  
FAMILY FOUNDATION INC.**

A Employer identification number

**13-6227087**

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

**C/O COOPERSMITH ET AL, 50 CHAS LINDBERG**

Room/suite

**605**

B Telephone number

**516-483-5800**

City or town, state, and ZIP code

**UNIONDALE, NY 11553**C If exemption application is pending, check here ☐

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

D 1. Foreign organizations, check here ☐Foreign organizations meeting the 85% test,  
2. check here and attach computation ☐

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

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

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) \_\_\_\_\_F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ☐▶ \$ **8,677,077.** (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))		(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	168,437.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	54,531.	54,531.		STATEMENT 2
	4 Dividends and interest from securities	213,951.	213,951.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	84,430.			STATEMENT 1
	b Gross sales price for all assets on line 6a	1,252,819.			
	7 Capital gain net income (from Part IV, line 2)		133,853.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	12,043.	12,043.		STATEMENT 4	
12 Total. Add lines 1 through 11	533,392.	414,378.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 5	4,895.	2,448.		2,447.
	b Accounting fees STMT 6	5,675.	2,837.		2,838.
	c Other professional fees				
	17 Interest				
	18 Taxes	6,968.	5,653.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	66,279.	7,972.		250.
	24 Total operating and administrative expenses. Add lines 13 through 23	83,817.	18,910.		5,535.
	25 Contributions, gifts, grants paid	459,070.			459,070.
26 Total expenses and disbursements. Add lines 24 and 25	542,887.	18,910.		464,605.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<9,495.>				
b Net investment income (if negative, enter -0-)		395,468.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	1,662,883.	1,509,041.	1,509,041.	
	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				
	7 Other notes and loans receivable ▶				
	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				
	b Investments - corporate stock STMT 9	5,482,708.	5,438,957.	5,600,443.	
	c Investments - corporate bonds STMT 10	457,094.	364,081.	373,643.	
11 Investments - land, buildings, and equipment basis ▶					
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 11	337,536.	441,870.	1,193,950.		
14 Land, buildings, and equipment: basis ▶					
Less accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers)	7,940,221.	7,753,949.	8,677,077.		
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				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	7,940,221.	7,753,949.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31				
	27 Capital stock, trust principal, or current funds				
	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	7,940,221.	7,753,949.			
31 Total liabilities and net assets/fund balances	7,940,221.	7,753,949.			

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 7,940,221.
2 Enter amount from Part I, line 27a		2 <9,495.>
3 Other increases not included in line 2 (itemize) ▶		3 0.
4 Add lines 1, 2, and 3		4 7,930,726.
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT		5 176,777.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30		6 7,753,949.

**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.)
<b>1a SCHEDULED SHORT TERM</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b SCHEDULED LONG TERM</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a 247,581.</b>		<b>210,043.</b>	<b>37,538.</b>
<b>b 1,005,238.</b>		<b>908,923.</b>	<b>96,315.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
<b>a</b>			<b>37,538.</b>
<b>b</b>			<b>96,315.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	<b>133,853.</b>
<b>3</b> 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). If (loss), enter -0- in Part I, line 8	{ }	<b>3</b>	<b>N/A</b>

**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 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	<b>436,866.</b>	<b>8,733,777.</b>	<b>.050020</b>
2009	<b>386,713.</b>	<b>7,950,038.</b>	<b>.048643</b>
2008	<b>334,388.</b>	<b>6,608,473.</b>	<b>.050600</b>
2007	<b>330,958.</b>	<b>7,796,754.</b>	<b>.042448</b>
2006	<b>396,292.</b>	<b>7,771,969.</b>	<b>.050990</b>

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.242701</b>
<b>3</b> 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	<b>3</b>	<b>.048540</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	<b>8,793,834.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>426,853.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>3,955.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>430,808.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>464,605.</b>

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,955.
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	0.
3 Add lines 1 and 2		3	3,955.
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	3,955.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,000.	
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	3,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	955.	
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
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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
4a 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?		
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, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY, DE		
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

N/A

**THE ROBERT G. AND ELLEN S. GUTENSTEIN  
FAMILY FOUNDATION INC.**

**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>COOPERSMITH SIMON &amp; VOGEL PC</u> Telephone no. ► <u>516-483-5800</u> Located at ► <u>50 CHARLES LINDBERGH BLVD., SUITE 605, UNIONDALE, NY</u> ZIP+4 ► <u>11553</u>			
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	N/A	
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 ►	16	Yes	No
				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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
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?	<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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b
		X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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)?

N/A

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?

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.

(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
ROBERT G. GUTENSTEIN 68 WILDWOOD ROAD RIDGEWOOD, NJ 07450	PRESIDENT 0.00	0.	0.	0.
ELLEN S. GUTENSTEIN 68 WILDWOOD ROAD RIDGEWOOD, NJ 07450	VICE-PRESIDENT 0.00	0.	0.	0.
CHARLES SALOMON 23 HORNE TOOK ROAD PALISADES, NY 10964	SECRETARY 0.00	0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). 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

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

**3 Five highest-paid independent contractors for professional services. 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

<b>Part IX-A</b>	<b>Summary of Direct Charitable Activities</b>
------------------	--

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		

<b>Part IX-B</b>	<b>Summary of Program-Related Investments</b>
------------------	---

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.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>8,850,059.</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>77,691.</b>
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>8,927,750.</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0.</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0.</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>8,927,750.</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	<b>133,916.</b>
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>8,793,834.</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>439,692.</b>

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	<b>439,692.</b>
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	<b>3,955.</b>
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>3,955.</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	<b>435,737.</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	<b>0.</b>
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>435,737.</b>
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	<b>0.</b>
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	<b>435,737.</b>

**Part XII** **Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	<b>464,605.</b>
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	<b>0.</b>
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>464,605.</b>
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	<b>3,955.</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>460,650.</b>

**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.

Form **990-PF** (2011)

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				435,737.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006	49,532.			
<b>b</b> From 2007	18,900.			
<b>c</b> From 2008	55,750.			
<b>d</b> From 2009	91,624.			
<b>e</b> From 2010	5,047.			
<b>f</b> Total of lines 3a through e	220,853.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ 464,605.				
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				435,737.
<b>e</b> Remaining amount distributed out of corpus	28,868.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	249,721.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	49,532.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	200,189.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007	18,900.			
<b>b</b> Excess from 2008	55,750.			
<b>c</b> Excess from 2009	91,624.			
<b>d</b> Excess from 2010	5,047.			
<b>e</b> Excess from 2011	28,868.			

## N/A

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

- [illegible]

2011.05050 THE ROBERT G. AND ELLEN S. 2320 041

**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE SCHEDULE	NONE	501(C)(3)	GENERAL	459,070.
<b>Total</b>			<b>▶ 3a</b>	459,070.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	0.





**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011**

Name of the organization

THE ROBERT G. AND ELLEN S. GUTENSTEIN  
FAMILY FOUNDATION INC.

Employer identification number

13-6227087

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization <b>THE ROBERT G. AND ELLEN S. GUTENSTEIN FAMILY FOUNDATION INC.</b>	Employer identification number <b>13-6227087</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<b>1</b>	<b>ROBERT G. GUTENSTEIN</b> <b>68 WILDWOOD ROAD</b> <b>RIDGEWOOD, NJ 07450</b>	\$ <b>100,000.</b>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<b>2</b>	<b>ROBERT G. GUTENSTEIN</b> <b>68 WILDWOOD ROAD</b> <b>RIDGEWOOD, NJ 07450</b>	\$ <b>68,437.</b>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Employer identification number

13-6227087

**Part II    Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

[illegible]

Employer identification number

13-6227087

## Part III

**Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of **exclusively religious, charitable, etc., contributions of \$1,000 or less** for the year. (Enter this information once) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SCHEDULED SHORT TERM	247,581.	259,466.	0.	0.	<11,885.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SCHEDULED LONG TERM	1,005,238.	908,923.	0.	0.	96,315.	

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	84,430.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
BURNHAM SECURITIES	54,531.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	54,531.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BURNHAM SECURITIES	213,951.	0.	213,951.
TOTAL TO FM 990-PF, PART I, LN 4	213,951.	0.	213,951.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM PARTNERSHIPS	12,043.	12,043.	
TOTAL TO FORM 990-PF, PART I, LINE 11	12,043.	12,043.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LOEB BLOCK & PARTNERS	4,895.	2,448.		2,447.
TO FM 990-PF, PG 1, LN 16A	4,895.	2,448.		2,447.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COOPERSMITH SIMON & VOGEL PC	5,675.	2,837.		2,838.
TO FORM 990-PF, PG 1, LN 16B	5,675.	2,837.		2,838.

FORM 990-PF	TAXES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	5,653.	5,653.		0.
EXCISE TAX	1,315.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,968.	5,653.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS FILING FEE	250.	0.		250.
INVESTMENT EXPENSES	211.	211.		0.
EXPENSES/ LOSS FROM PASSTHROUGHS	65,818.	7,761.		0.
TO FORM 990-PF, PG 1, LN 23	66,279.	7,972.		250.

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SEE ATTACHED	5,438,957.		5,600,443.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,438,957.		5,600,443.	

FORM 990-PF	CORPORATE BONDS		STATEMENT	10
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SEE ATTACHED	364,081.		373,643.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	364,081.		373,643.	

**THE ROBERT G. & ELLEN S GUTENSTEIN FAMILY FOUNDATION INC**  
**EIN 13-6227087 - FYE OCTOBER 31, 2012**  
**BALANCE SHEET-PART II-INVESTMENTS**

Security	Shares	Cost	Market
<b>Corporate Stock</b>			
ALPHASTAR INSURANCE GROUP INC	10,000	13,078	0
AMERICAN WTR WKS CO INC	5,776	114,943	212,210
BAC CAPITAL TRUST XII	2,000	26,298	50,000
CARNIVAL CORP	2,500	93,033	94,675
CENTURYTEL INC	3,000	106,708	115,140
CHEVRON CORPORATION	1,500	156,229	165,361
CISCO SYSTEMS	4,000	89,607	68,580
CONSOLIDATED EDISON INC	4,000	166,524	241,520
DIGIMARC CORPORATION	5,157	14,593	101,283
DNP SELECT INCOME FD	22,500	214,566	225,450
DUFF & PHELPS UTILITY & CORPORATE	6,000	68,171	75,600
DUKE ENERGY CORP	5,224	251,681	343,165
ECHELON CORP	17,500	209,785	57,925
ENCANA CORP	2,000	65,846	44,980
ENERPLUS CORPORATION	2,000	48,055	32,086
GENERAL ELECTRIC CO	10,000	235,607	210,600
HARRIS PREFERRED CAPITAL CORP	19,000	446,686	494,380
INFONOW CORP	5,000	22,824	165
INTEL CORP	5,000	129,018	108,150
JOHNSON & JOHNSON	2,000	125,944	141,640
JP MORGAN CHASE CAPITAL X	6,000	141,878	156,060
JP MORGAN CHASE CAPITAL XIX	2,000	51,565	50,920
KRATOS DEF & SEC (FMRLY WIRELESS)	18,000	302,405	99,180
LINNCO LLC	2,000	75,462	78,120
MCMORAN EXPLORATION COMPANY	15,000	222,260	178,950
MERCK & CO INC	3,000	71,866	136,890
MICROSOFT CORP	5,000	149,141	142,700
MIRANT TR	500	264	0
MOTOROLA SOLUTIONS INC	357	31,059	18,450
NOVARTIS A G SPNSRD ADR	3,000	143,006	181,380
PFIZER INC	4,000	107,939	99,480
ROYAL CARIBBEAN CRUISES LTD	1,000	43,640	33,670
SANOFI AVENTIS	2,000	66,881	87,700
SOUTHERN CO	6,000	202,318	281,040
SPECTRA ENERGY CORP	15,000	336,524	433,050
TELEFONICA SA	7,697	164,865	101,139
TEVA PHARMACEUTICAL	4,000	204,560	161,680
TRIANGLE PETROLEUM CORP	10,000	73,050	63,900
VISHAY INTERTECHNOLOGY INC	6,000	85,211	49,680
VISHAY PRECISION GROUP INC	428	8,870	5,585
VODAFONE GROUP PLC	6,000	173,486	163,320
WILLIAMS COMPANIES INC	6,000	88,707	209,940
WPX ENERGY INC	5,000	94,804	84,700
<b>Total Corporate Stock</b>		<b>5,438,957</b>	<b>5,600,443</b>
<b>Corporate Bonds</b>			
GENERAL ELEC CAP CORP 12/15/2049	25,000	25,778	27,251
PORT AUTH NY & NJ	100,000	98,609	100,017
TREEHOUSE FOODS INC	150,000	158,143	164,250
TREEHOUSE FOODS INC SR NT DUE 03/01	75,000	81,553	82,125
<b>Total Corporate Bonds</b>		<b>364,081</b>	<b>373,643</b>
<b>Partnerships</b>			
BOARDWALK PIPELINE PARTNERS, LP	5,000	101,002	133,350
CHESAPEAKE GRANITE WASH TRUST	4,000	93,639	81,520
KINDER MORGAN ENERGY PTRS	8,000	-19,650	669,280
SANDRIDGE MISSISSIPPIAN TR II	5,000	94,360	99,150
SANDRIDGE PERMIAN TR	11,000	172,519	210,650
<b>Total Partnerships</b>		<b>441,870</b>	<b>1,193,950</b>
<b>Total Investments</b>		<b>6,244,909</b>	<b>7,168,036</b>

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	441,870.	1,193,950.
TOTAL TO FORM 990-PF, PART II, LINE 13		441,870.	1,193,950.

**The Robert G. & Ellen S. Gutenstein Family Foundation, Inc.**  
**Form 990 PF, Part XV, Line 3a**  
**Grants and Contributions Paid**  
**October 31, 2012**

ORGANIZATION NAME	AMOUNT
Accelerated Cure Project	250
American Cancer Society	1,000
American Committee for the Weizmann Institute	1,000
American Folk Art Museum	1,500
American Friends of Tel Aviv Univ	500
American Institute of Wine and Food	125
American Museum of Natural History	2,500
Americares	1,000
Anti-Defamation League	1,000
ARZA	1,000
ASPCA	50
Barnard College-- E. Strauss Scholarship	1,500
Belen Jesuit Pre-school	250
Bergen Volunteer Medical Inst	10,400
Birth Right Israel Fdn	500
Bnai B'rith Foundation	300
Bocuse D'or Foundation	5,000
Bronx High School of Science Alumni Assn.	4,000
Burke Foundation	250
Cancer Care	6,000
Care, Inc.	2,500
Castaway Critters	2,500
Chandler Center for the Arts	1,000
Children's Health Care of Atlanta	250
Childrens Village- Ruth M. Wile Mem Scholarship	2,500
Churchill School	1,000
City Harvest Inc.	3,500
City Meals on Wheels	10,000
Cleveland Institute of Arts	10,000
Climate Control	3,000
Coalition for the Homeless	250
Community Food Bank of NJ	2,500
Congregation Bnai Jeshurun/ Barnert Temple	13,250
Cornell Univ of Vet Medicine	250
Crones and Colitis Fdn.	500
Culinary Institute of America	42,000
Cure PSP	500
Cystic Fibrosis Foundation	250
Daughters of Miriam Center Foundation	13,250
David Orr Fund for the Earth	3,000
Denali Education Center	100
Dickenson College Fund	5,000
Doctors without Borders	1,000



Drew University	3,500
Eco Health Alliance	15,500
Ellis Island Foundation	100
Environmental Leadership Program	500
Feeding America	1,000
Florilegium Chamber Choir	500
Food Bank for New York City	1,000
Free the Kids- Haiti	500
Friends of Ridgewood EMS	500
Friends of Team Schools	5,000
Friends of the Hermitage	250
Global Corps - Africa	1,500
GRIST	1,000
Habitat for Humanity	2,000
High Point University	14,000
Hillel	250
International Wine & Food Society Foundation	1,000
Intrepid Fallen Heroes Fund	1,000
Ithaca College	5,000
It's The Journey Inc	500
James Beard Foundation	1,500
Jewish Community Services of So. Florida	5,000
Jewish Family Services of New Jersey	5,000
Jewish Federation of Miami Fund	2,500
Jewish Guild for the Blind	250
JFS of Somerset	500
Katie at the Bat	150
Lady Vikings Soccer	6,000
Learning Springs Elementary School Fund	3,500
Life Inc	1,500
Lion's Club Sight Foundation	500
Mahwah Chamber of Commerce Fund	500
Math for America	2,500
Mazon	2,500
Meals on Wheels - White Plains	1,000
Memorial Sloan Kettering Foundation	500
Metropolitan Museum of Art	1,200
Millbrook School Fund	250
Museum of Arts & Design	250
Museum of Jewish Heritage	100
Museum of Modern Art	1,200
National Council of Jewish Women	150
National Institute for Jewish Hospice	500
National Jewish Health	500
National MS Society	1,000
National Parks Foundation	1,000
New Jersey Symphony	7,000
New York Cares	25,000
New York Public Library	500
New York Times Neediest Cases	2,500

Newton Wellesley Hospital	500
NJN Public Broadcasting	150
NJPAC	300
North Star Foundation	2,500
Our House	1,000
Oxfam International	500
Paul Smiths College Fund	2,500
Planned Parenthood of Metropolitan NJ	5,000
Police Athletic League	1,500
Porter County Community Fund	1,000
Prevent Child Abuse	3,000
Project Hope	3,500
Puerto Rican Hotel Scholarship	1,000
Rails to Trails Foundation	500
Ridgewood Fire Dept Assoc	50
Ridgewood PBA	100
Spas For Kids	250
SAFE Horizon	5,000
San Diego Youth Symphony	500
SCI EN TEK-12 INC	20,000
Self Help	100
Share our Strength Foundation	3,000
Simon Weisenthal Foundation	500
Smithsonian Foundation	2,500
Solomon Guggenheim Foundation	250
Solomon Schechter School	500
Sommerset Hills YMCA	1,250
Spoons Across America	500
St. Huberts	1,250
Street Smart 4 Kids	250
Table to Table Fund	7,200
Temple Har Shalom	2,380
The ARC of Bergen & Passaic County	100
The Barnes Foundation	135
The Childrens Fund of the Astor Home	500
The Fresh Air Fund	2,000
The Jewish Museum	75
The Main Idea	100
The New School	1,000
The Paw Project	100
The Perlman Music Program	5,500
Thirteen NET	1,000
Town Country Food Pantry	1,000
Tufts' University Water Program	2,500
US Holocaust Museum	100
UJA of Northern NJ	2,500
Union for Reform Judaism	1,000
United Negro College Fund Inc. Greater NY	1,500
United Services Organization Inc.	1,500
United Way Bergen County	1,000

University of California, K.G. Kolozsi Fd	2,500
University of Pennsylvania	10,000
University of Pennsylvania-Alumni Annual Giving	5,000
University of Pennsylvania-Community Initiative Fund	20,000
University Settlement	4,000
Valley Hospital Foundation	25,300
Volunteer Medical Partners	1,000
VSA	250
Wall Street Synagogue	150
West Bergen Mental Health	300
Women Prison Association	250
Workshop on Business Opportunities	12,385
World Jewish Congress	50
World Learning	2,000
Wounded Warrior Project	60
WQXR Radio	60
YES	250
	<hr/>
Total Grants	<u><u>459,070</u></u>

**THE ROBERT G. & ELLEN S GUTENSTEIN FAMILY FOUNDATION INC**  
**EIN 13-6227087**  
**SCHEDULE OF CAPITAL GAINS AND LOSSES-BOOK AND TAX**  
**FYE OCTOBER 31, 2012**

Security	Shares	Date Bought	Date Sold	Proceeds	Cost Books	Cost Tax	Gain(Loss) Books	Gain(Loss) Tax
<b>Short Term</b>								
ARCOS DORADOS HOLDINGS INC	1000 00	10/24/11	12/7/11	22,141 98	22,884 08	22,884 08	(742)	(742)
ARCOS DORADOS HOLDINGS INC	1000 00	10/24/11	12/13/11	22,226 55	22,884 08	22,884 08	(658)	(658)
PLANTRONICS INC NEW	1000 00	1/4/13	12/15/11	34,725 57	34,218 65	9,507 50	507	25,218
PLANTRONICS INC NEW	1000 00	1/4/13	12/19/11	33,711 72	34,218 65	9,507 50	(507)	24,204
ARCOS DORADOS HOLDINGS INC	1000 00	10/24/11	1/9/12	19,658 39	22,884 08	22,884 08	(3,226)	(3,226)
ARCOS DORADOS HOLDINGS INC	2000 00	10/25/11	1/9/12	39,316 79	44,393 38	44,393 38	(5,077)	(5,077)
JP MORGAN CHASE CAP XXV1	2000 00	8/3/11	7/12/12	50,000 00	52,166 38	52,166 38	(2,166)	(2,166)
JP MORGAN CHASE CAP XXV1	1000 00	9/8/11	7/12/12	25,000 00	25,816 35	25,816 35	(816)	(816)
RTS DNP SELECT INCOME FUND INC	20000 00	8/24/12	9/28/12	800 00	0.00	0.00	800	800
<b>Total Short Term</b>				<b>247,581</b>	<b>259,466</b>	<b>210,043</b>	<b>(11,885)</b>	<b>37,538</b>
<b>Long Term</b>								
BAC Capital Trust XII	1000 00	2/10/09	2/13/12	23,589 77	10,159 12	10,159 12	13,431	13,431
BAC Capital Trust XII	1000 00	3/24/09	2/16/12	23,699 23	13,036 28	13,036 28	10,663	10,663
BAC Capital Trust XII	1000 00	3/24/09	2/21/12	23,908 21	13,036 28	13,036 28	10,872	10,872
CARNIVAL CORP	500 00	7/1/04	3/21/12	15,997 22	22,971 03	22,971 03	(6,974)	(6,974)
NUVEEN MULTI-STRATEGY INC & GROW	2500 00	11/4/08	3/21/12	21,892 00	12,052 25	12,052 25	9,840	9,840
NUVEEN PREFERRED	4000 00	7/1/04	3/21/12	34,541 38	58,312 81	58,312 81	(23,771)	(23,771)
NUVEEN PREFERRED	1000 00	6/29/05	3/21/12	8,635 35	13,553 28	13,553 28	(4,918)	(4,918)
PEPSICO CAP RES INC	100000 00	6/21/10	4/2/12	100,000 00	97,233 75	97,233 75	2,766	2,766
UNITED STATES STL CORP NEW	100000 00	7/21/10	4/19/12	105,391 25	103,108 75	103,108 75	2,283	2,283
MOTOROLA MOBILITY HOLDINGS INC	62 00	1/24/05	5/22/12	2,480 00	3,416 47	3,416 47	(936)	(936)
MOTOROLA MOBILITY HOLDINGS INC	250 00	9/8/05	5/22/12	10,000 00	18,747 09	18,747 09	(8,747)	(8,747)
TELEFONICA SA	0 37	2/28/11	6/25/12	4 62	9 15	9 15	(5)	(5)
PROGRESS ENERGY INC	2000 00	7/1/04	7/3/12	64,741 40	64,741 40	64,741 40	0	0
PROGRESS ENERGY INC	2000 00	10/10/07	7/3/12	95,293 47	95,293 47	95,293 47	0	0
PROGRESS ENERGY INC	2000 00	10/24/07	7/3/12	91,682 48	91,682 48	91,682 48	0	0
DUKE ENERGY CORP	0 98	7/1/04	7/3/12	67 46	36 43	36 43	31	31
CITIGROUP CAP XII	2000 00	12/29/10	7/18/12	50,000 00	54,172 49	54,172 49	(4,172)	(4,172)
CITIGROUP INC	500 00	2/1/10	8/24/12	47,390 18	46,173 95	46,173 95	1,216	1,216
CITIGROUP INC	500 00	2/1/10	9/7/12	45,990 21	46,173 95	46,173 95	(184)	(184)
CITIGROUP INC	500 00	2/12/10	9/26/12	48,780 15	45,355 70	45,355 70	3,424	3,424
CITIGROUP INC	500 00	2/12/10	10/5/12	49,490 13	45,355 70	45,355 70	4,134	4,134
CENTURYTEL INC	1000 00	3/9/10	10/11/12	39,454 89	34,680 86	34,680 86	4,774	4,774
LINN ENERGY LLC	2500 00	3/27/08	10/22/12	102,208 82	19,620 50	19,620 50	82,588	82,588
<b>Total Long Term</b>				<b>1,005,238</b>	<b>908,923</b>	<b>908,923</b>	<b>96,315</b>	<b>96,315</b>
<b>TOTAL CAPITAL GAINS</b>				<b>1,252,819</b>	<b>1,168,389</b>	<b>1,118,967</b>	<b>84,430</b>	<b>133,853</b>