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

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 **2012** or tax year beginning , **2012**, and ending , **20**

Name of foundation: **EDWIN SOFORENKO FOUNDATION** 1030045575

Number and street (or P O box number if mail is not delivered to street address): **10 TRIPPS LANE**

Room/suite: \_\_\_\_\_

City or town, state, and ZIP code: **RIVERSIDE, RI 02915-7995**

**A Employer identification number**  
05-6019803

**B Telephone number (see instructions)**  
401- 282-4743

**G Check all that apply:**

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change

**H Check type of organization:**  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$** 3,120,071.

**J Accounting method:**  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)

**C** If exemption application is pending, check here . . . . .

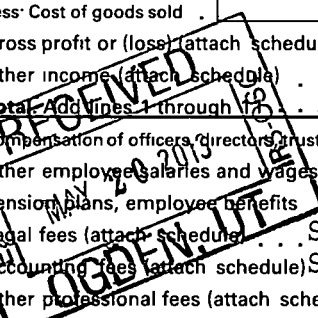
**D** 1. Foreign organizations, check here . . . . .   
2. Foreign organizations meeting the 85% test, check here and attach computation . . . . .

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

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . .

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	55			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities . . . . .	89,946	90,346		STMT 1
5a	Gross rents . . . . .				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	12,395			
b	Gross sales price for all assets on line 6a 137,444				
7	Capital gain net income (from Part IV, line 2)		12,395		
8	Net short-term capital gain . . . . .				
9	Income modifications . . . . .				
10 a	Gross sales less returns and allowances . . . . .				
b	Less: Cost of goods sold . . . . .				
c	Gross profit or (loss) (attach schedule) . . . . .				
11	Other income (attach schedule) . . . . .				
12	Total. Add lines 1 through 11	102,396	102,741		
13	Compensation of officers, directors, trustees, etc . . . . .	17,719	8,860		8,859
14	Other employee salaries and wages . . . . .		NONE	NONE	
15	Pension plans, employee benefits . . . . .		NONE	NONE	
16a	Legal fees (attach schedule) STMT 2	1,460	NONE	NONE	1,460
b	Accounting fees (attach schedule) STMT 3	575	NONE	NONE	575
c	Other professional fees (attach schedule) . . . . .				
17	Interest . . . . .				
18	Taxes (attach schedule) (see instructions) STMT 4	2,570	526		
19	Depreciation (attach schedule) and depletion . . . . .				
20	Occupancy . . . . .				
21	Travel, conferences, and meetings . . . . .		NONE	NONE	
22	Printing and publications . . . . .		NONE	NONE	
23	Other expenses (attach schedule) STMT 5	353			353
24	Total operating and administrative expenses. Add lines 13 through 23 . . . . .	22,677	9,386	NONE	11,247
25	Contributions, gifts, grants paid . . . . .	178,800			178,800
26	Total expenses and disbursements. Add lines 24 and 25	201,477	9,386	NONE	190,047
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements . . . . .	-99,081			
b	Net investment income (if negative, enter -0-)		93,355		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	128,887.	49,198.	49,198.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			NONE
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . .			
	b	Investments - corporate stock (attach schedule) . . . . .			
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .	1,863,390.	1,846,598.	3,070,873.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	1,992,277.	1,895,796.	3,120,071.	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ )			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	1,992,277.	1,850,057.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . .		45,739.		
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,992,277.	1,895,796.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,992,277.	1,895,796.		

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	1,992,277.
2	Enter amount from Part I, line 27a . . . . .	2	-99,081.
3	Other increases not included in line 2 (itemize) ▶ CHARITABLE DISBURSEMENT REVERSED IN 2012	3	2,600.
4	Add lines 1, 2, and 3 . . . . .	4	1,895,796.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,895,796.

**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 PUBLICLY TRADED SECURITIES</b>						
<b>b</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</b> 137,444.		125,049.	12,395.			
<b>b</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) FMV 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>			12,395.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2 Capital gain net income or (net capital loss)</b>				<b>2</b>	12,395.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>				<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	131,506.	3,053,919.	0.043061
2010	201,228.	2,958,306.	0.068021
2009	178,840.	2,840,875.	0.062952
2008	249,416.	3,311,726.	0.075313
2007	214,597.	3,631,934.	0.059086
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.308433
<b>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</b>			<b>3</b> 0.061687
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			<b>4</b> 3,124,418.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 192,736.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 934.
<b>7 Add lines 5 and 6</b>			<b>7</b> 193,670.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 190,047.

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 105.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, unrelated business income, and state reporting. Includes handwritten 'RI' and 'N/A'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of RBS CITIZENS, N.A. Telephone no. (401) 282-4743
Located at ONE CITIZENS PLAZA, PROVIDENCE, RI ZIP+4 02903
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here . . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . . 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . . 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 2012 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 2012) . . . . . 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . . 4b X

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

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

(1) Carry on propoganda, 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)?  Yes  No 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?  Yes  No N/A

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?  Yes  No 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?  Yes  No 7b N/A

**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
LAWRENCE SOFORENKO 209 ANGELL STREET, PROVIDENCE, RI 02906	CO-TRUSTEE 2		- 0 -	- 0 -
MAX KOHLENBERG 2500 HOSPITAL TRUST PLAZA, PROVIDENCE, RI 02903	CO-TRUSTEE 2	600.		
RBS CITIZENS, N.A. ONE CAPITAL PLAZA, PROVIDENCE, RI 02903	TRUSTEE 2	17,119.		

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

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

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

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

**Total** number of others receiving over \$50,000 for professional services . . . . . **NONE**

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

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

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	

**Total.** Add lines 1 through 3 . . . . .

**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>	3,027,024.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	144,974.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,171,998.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,171,998.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	47,580.
<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>	3,124,418.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	156,221.

**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>	156,221.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	1,867.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,867.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	154,354.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	154,354.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<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>	154,354.

**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>	190,047.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<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>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<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>	190,047.
<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 (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	190,047.

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

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7 . . . . .				154,354.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .			NONE	
b Total for prior years 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 . . . . .	37,114.			
b From 2008 . . . . .	86,143.			
c From 2009 . . . . .	38,850.			
d From 2010 . . . . .	56,055.			
e From 2011 . . . . .	NONE			
f Total of lines 3a through e . . . . .	218,162.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>190,047.</u>				
a Applied to 2011, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2012 distributable amount . . . . .				154,354.
e Remaining amount distributed out of corpus . . . . .	35,693.			
5 Excess distributions carryover applied to 2012 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	253,855.			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	37,114.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	216,741.			
10 Analysis of line 9:				
a Excess from 2008 . . . . .	86,143.			
b Excess from 2009 . . . . .	38,850.			
c Excess from 2010 . . . . .	56,055.			
d Excess from 2011 . . . . .	NONE			
e Excess from 2012 . . . . .	35,693.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . .

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

Table with 5 main columns: Tax year (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here [ ] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
SEE STATEMENT 7

b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:
SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2

**Part XV Supplementary Information (continued)**

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>  SEE ATTACHED STATEMENT	NONE	N/A	UNLESS SPECIFIED ON ATTACHMENT, UNRESTRICTED	178,800.
<b>Total</b> ..... ► 3a				178,800.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ► 3b				



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- |  | Yes | No |
|--|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of:   |     |    |
| (1) Cash   |     | X  |
| (2) Other assets   |     | X  |
| b Other transactions:  |     |    |
| (1) Sales of assets to a noncharitable exempt organization   |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization   |     | X  |
| (3) Rental of facilities, equipment, or other assets   |     | X  |
| (4) Reimbursement arrangements   |     | X  |
| (5) Loans or loan guarantees   |     | X  |
| (6) Performance of services or membership or fundraising solicitations   |     | X  |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | X  |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |     |    |

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?  Yes  No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
	N/A	

**Sign Here** Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

*Gary M Golditch* | 05/02/2013 | TAX OFFICER  
 Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)?  Yes  No

**Paid Preparer Use Only**

Print/Type preparer's name JEFFREY E. KUHLIN	Preparer's signature <i>Jeffrey E. Kuhlín</i>	Date 05/02/2013	Check <input type="checkbox"/> if self-employed	PTIN P00353001
Firm's name ▶ KPMG LLP	Firm's EIN ▶ 13-5565207	Firm's address ▶ 100 WESTMINSTER ST, 6TH FLOOR STE A PROVIDENCE, RI 02903-2321	Phone no 855-549-6955	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	89,946.	90,346.
TOTAL	89,946.	90,346.

FORM 990PF, PART I - LEGAL FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	1,460.			1,460.
TOTALS	1,460.	NONE	NONE	1,460.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEES	575.			575.
TOTALS	575.	NONE	NONE	575.

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
2011 990PF BALANCE DUE	598.	
2012 990PF ESTIMATES	1,972.	
FOREIGN TAXES		526.
	-----	-----
TOTALS	2,570.	526.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES  
=====

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

CHARITABLE  
PURPOSES  
-----

DESCRIPTION  
-----

2011 RI AG FILING FEE  
REIMBURSE LAWRENCE SOFORENKO F

50.  
303.

50.  
303.

TOTALS

-----  
353.  
=====

-----  
353.  
=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	1,863,390.	1,846,598.	3,070,873.
TOTALS		1,863,390.	1,846,598.	3,070,873.

=====

=====

RECIPIENT NAME:

RBS CITIZENS NA, ATTN: PALMIRA AZEVEDO

ADDRESS:

ONE CITIZENS PLAZA

PROVIDENCE, RI 02903

RECIPIENT'S PHONE NUMBER: 401-282-4743

FORM, INFORMATION AND MATERIALS:

NAME OF ORGANIZATION AND USE OF FUNDS

SUBMISSION DEADLINES:

NO DEADLINE: NOTICE OF APPROVAL OR REJECTION

WITHIN ONE MONTH OF SUBMISSION

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SHOULD BE A CHARITABLE ORGANIZATION

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.  
▶ Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041)

OMB No 1545-0092

**2012**

Name of estate or trust <b>EDWIN SOFORENKO FOUNDATION</b>	Employer identification number <b>05-6019803</b>
--	---

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b> SHORT-TERM CAPITAL GAIN DIVIDENDS					2,199.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	(            )
5 <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶	<b>5</b>	2,199.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS					10,179.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	17.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
9 Capital gain distributions . . . . .	<b>9</b>	
10 Gain from Form 4797, Part I . . . . .	<b>10</b>	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	(            )
12 <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶	<b>12</b>	10,196.

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b> Net short-term gain or (loss) . . . . .	<b>13</b>			2,199.
<b>14</b> Net long-term gain or (loss):				
<b>a</b> Total for year . . . . .	<b>14a</b>			10,196.
<b>b</b> Unrecaptured section 1250 gain (see line 18 of the wrksh.) . . . . .	<b>14b</b>			
<b>c</b> 28% rate gain . . . . .	<b>14c</b>			
<b>15</b> Total net gain or (loss). Combine lines 13 and 14a . . . . . ▶	<b>15</b>			12,395.

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

<b>Part IV Capital Loss Limitation</b>		16 ( )
<b>16</b> Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:		
<b>a</b> The loss on line 15, column (3) or <b>b</b> \$3,000 . . . . .		

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

**Part V Tax Computation Using Maximum Capital Gains Rates**

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

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

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

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

<b>17</b> Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>			
<b>18</b> Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>			
<b>19</b> Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>			
<b>20</b> Add lines 18 and 19 . . . . .	<b>20</b>			
<b>21</b> If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . . ▶	<b>21</b>			
<b>22</b> Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>			
<b>23</b> Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>			
<b>24</b> Enter the smaller of the amount on line 17 or \$2,400 . . . . .	<b>24</b>			
<b>25</b> Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>			
<b>26</b> Subtract line 25 from line 24 . . . . .	<b>26</b>			
<b>27</b> Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>			
<b>28</b> Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>			
<b>29</b> Subtract line 28 from line 27 . . . . .	<b>29</b>			
<b>30</b> Multiply line 29 by 15% (.15) . . . . .				<b>30</b>
<b>31</b> Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .				<b>31</b>
<b>32</b> Add lines 30 and 31 . . . . .				<b>32</b>
<b>33</b> Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .				<b>33</b>
<b>34</b> Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .				<b>34</b>



FEDERAL CAPITAL GAIN DIVIDENDS

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SHORT-TERM CAPITAL GAIN DIVIDENDS

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METROPOLITAN WEST HIGH YD BD I #514	237.00
TEMPLETON GLOBAL BOND ADVISOR #616	2.00
TEMPLETON GLOBAL BOND ADVISOR #616	4.00
VANGUARD INTER TERM BD IDX SS #1350	672.00
VANGUARD INFL-PROTD SEC ADMIN #5119	156.00
VANGUARD ADMIRAL GNMA FD #536	1,129.00

-----  
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS 2,199.00  
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LONG-TERM CAPITAL GAIN DIVIDENDS

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15% RATE CAPITAL GAIN DIVIDENDS

	84.00
METROPOLITAN WEST HIGH YD BD I #514	24.00
TEMPLETON GLOBAL BOND ADVISOR #616	600.00
VANGUARD INTER TERM BD IDX SS #1350	7,882.00
VANGUARD INFL-PROTD SEC ADMIN #5119	847.00
VANGUARD ADMIRAL GNMA FD #536	742.00

-----  
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS 10,179.00  
-----  
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS 10,179.00  
=====

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.

# PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## 311 CASH CONTRIBUTIONS

01/05/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT TO PRODUCE EDUCATIONAL RESEARCH MATERIAL ON UNRWA FOR: PAID TO THE CENTER FOR NEAR EAST POLICY RESEARCH LTD TR TRAN#=CS000060000002 TR CD=147 REG=0 PORT=PRIN	-4500 00	-4500.00 1201000015 **CHANGED** 11/26/12 SDL
02/17/12	CASH DISBURSEMENT GRANT PAYMENTS 02-2011 GRANT PAYMENT RAPID RESPONSE/DIVUCHIT BEEPER ALERT SYSTEM FOR PAID TO ONE ISRAEL FUND TR TRAN#=CS000295000001 TR CD=147 REG=0 PORT=PRIN	-2600.00	-2600 00 1202000023 **CHANGED** 11/26/12 SDL
03/06/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2011 GRANT PAYMENT \$1,900 - ANNUAL FUND CAMPAIGN \$1,900 - EDWIN & MIRIM SOFORENKO ENDOWED PD FOR PAID TO JEWISH ALLIANCE OF GREATER RI TR TRAN#=CS000079000032 TR CD=147 REG=0 PORT=PRIN	-3800 00	-3800 00 1203000015 **CHANGED** 11/26/12 SDL
03/06/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2011 GRANT PAYMENT ANNUAL CAMPAIGN FOR PAID TO JEWISH ALLIANCE OF GREATER RI TR TRAN#=CS000079000034 TR CD=147 REG=0 PORT=PRIN	-15000.00	-15000.00 1203000016 **CHANGED** 11/26/12 SDL
03/06/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2011 GRANT PAYMENT JEWISH VOICE & HERALD FOR PAID TO JEWISH ALLIANCE OF GREATER RI TR TRAN#=CS000079000036 TR CD=147 REG=0 PORT=PRIN	-700 00	-700 00 1203000017 **CHANGED** 11/26/12 SDL
06/01/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT SUPPORT OF ZOOBILEE FOR PAID TO ROGER WILLIAMS PARK ZOO TR TRAN#=CS000003000078 TR CD=147 REG= PORT=PRIN	-1600.00	-1600 00 1206000006 **CHANGED** 11/26/12 SDL
07/20/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT NEIGHBORHOOD CHILDREN ACTIVITIES, KOLLEL AVREICHIM & ALT HEALTH PROGRAM	-3500 00	-3500 00 1207000022 **CHANGED** 11/26/12 SDL

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	CASH CONTRIBUTIONS (CONTINUED)				
	FOR PAID TO				
	AMERICAN FRIENDS OF THE OLD CITY CHARITIES				
	TR TRAN# = CS000315000001 TR CD = 147 REG = PORT = PRIN				
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - TO COVER 2012 GRANT PAYMENTS FOR PAID TO	-38400 00		-38400 00	1211000021 **CHANGED** 05/02/13 SDL
	UNITED WAY				
	TR TRAN# = CS000190000001 TR CD = 147 REG = PORT = PRIN				
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT SURVEILLANCE AND SECURITY SYSTEMS FOR PAID TO	-1500 00		-1500 00	1211000022 **CHANGED** 05/02/13 SDL
	AMERICAN FRIENDS OF KEDUMIM				
	TR TRAN# = CS000190000002 TR CD = 147 REG = PORT = PRIN				
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT SURVEILLANCE AND SECURITY SYSTEMS FOR PAID TO	-1100 00		-1100 00	1211000023 **CHANGED** 05/02/13 SDL
	AMERICAN FRIENDS OF MAGEN DAVID ADOM				
	TR TRAN# = CS000190000004 TR CD = 147 REG = PORT = PRIN				
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT \$1,100 FOR NEW ENGLAND, \$2,200 FOR NY \$1,100 FOR NATIONAL FOR PAID TO	-4400 00		-4400 00	1211000024 **CHANGED** 05/02/13 SDL
	ANTI - DEFAMATION LEAGUE NE/NY				
	TR TRAN# = CS000190000006 TR CD = 147 REG = PORT = PRIN				
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT GENERAL FUND TO SUPPORT ATHLETIC PROGRAMS FOR PAID TO	-1000 00		-1000 00	1211000025 **CHANGED** 05/02/13 SDL
	BARRINGTON BOOSERS CLUB				
	TR TRAN# = CS000190000008 TR CD = 147 REG = PORT = PRIN				
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT UN PROGRAM FOR PAID TO	-1500 00		-1500 00	1211000026 **CHANGED** 05/02/13 SDL
	B'NAI B'RITH INTERNATIONAL				
	TR TRAN# = CS000190000010 TR CD = 147 REG = PORT = PRIN				
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT CAPITAL CAMPAIGN FOR PAID TO	-2000 00		-2000 00	1211000027 **CHANGED** 05/02/13 SDL
	BOSTON UNIVERSITY HILLEL METROPOLITAN COLLEGE				
	TR TRAN# = CS000190000012 TR CD = 147 REG = PORT = PRIN				
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT FACULTY RESEARCH AND PRESENTATION AT CONFERENCES FOR PAID TO	-2000.00		-2000 00	1211000028 **CHANGED** 05/02/13 SDL
	BOSTON UNIVERSITY HILLEL METROPOLITAN COLLEGE				
	TR TRAN# = CS000190000014 TR CD = 147 REG = PORT = PRIN				
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT GREEN TECHNOLOGY AND INNOVATION FOR PAID TO	-1000 00		-1000 00	1211000029 **CHANGED** 05/02/13 SDL
	BROOKINS INSTITUTION				
	TR TRAN# = CS000190000016 TR CD = 147 REG = PORT = PRIN				
11/14/12	CASH DISBURSEMENT	-1500 00		-1500 00	1211000030

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED)				
GRANT PAYMENTS			**CHANGED** 05/02/13	SDL
02 - 2012 GRANT PAYMENT MAINTAIN STRONG COLLECTIONS IN IMPORTANT SUBJECT AREAS FOR PAID TO				
BROWN UNIVERSITY LIBRARY KORFF ENDOWED BOOK FUND 0-53212				
TR TRAN#=CS000190000018 TR CD=147 REG=				PORT=PRIN
11/14/12 CASH DISBURSEMENT	-1100 00		-1100 00	1211000031
GRANT PAYMENTS			**CHANGED** 05/02/13	SDL
02 - 2012 GRANT PAYMENT SPEAKER SERIES FOR PAID TO				
BROWN UNIVERSITY/TAUBMAN CENTER FOR PUBLIC POLICY				
TR TRAN#=CS000190000020 TR CD=147 REG=				PORT=PRIN
11/14/12 CASH DISBURSEMENT	-2600 00		-2600 00	1211000032
GRANT PAYMENTS			**CHANGED** 05/02/13	SDL
02 - 2012 GRANT PAYMENT FOR PAID TO				
CAMP JORI - CAPITAL CAMPAIGN				
TR TRAN#=CS000190000022 TR CD=147 REG=				PORT=PRIN
11/14/12 CASH DISBURSEMENT	-1500 00		-1500 00	1211000033
GRANT PAYMENTS			**CHANGED** 05/02/13	SDL
02 - 2012 GRANT PAYMENT SCHOLARSHIP ASSISTANCE FOR PAID TO				
CAMP JORI - CAMPSHIP				
TR TRAN#=CS000190000023 TR CD=147 REG=				PORT=PRIN
11/14/12 CASH DISBURSEMENT	-1500 00		-1500 00	1211000034
GRANT PAYMENTS			**CHANGED** 05/02/13	SDL
02 - 2012 GRANT PAYMENT FOR PAID TO				
AMERICAN FRIENDS OF ZVEHIL				
TR TRAN#=CS000190000025 TR CD=147 REG=				PORT=PRIN
11/14/12 CASH DISBURSEMENT	-1000 00		-1000 00	1211000035
GRANT PAYMENTS			**CHANGED** 05/02/13	SDL
02 - 2012 GRANT PAYMENT OVERHEAD & PROGRAM COSTS FOR PAID TO				
CHABAD OF BARRINGTON				
TR TRAN#=CS000190000026 TR CD=147 REG=				PORT=PRIN
11/14/12 CASH DISBURSEMENT	-3400 00		-3400 00	1211000036
GRANT PAYMENTS			**CHANGED** 05/02/13	SDL
02 - 2012 GRANT PAYMENT \$1,500 CAPITAL CAMPAIGN, \$1,500 SHABBATON LECTURE SERIES, \$400 CALENDARS FOR PAID TO				
CHABAD LUBATVITCH CENTER OF MILFORD, MA				
TR TRAN#=CS000190000028 TR CD=147 REG=				PORT=PRIN
11/14/12 CASH DISBURSEMENT	-2200 00		-2200 00	1211000037
GRANT PAYMENTS			**CHANGED** 05/02/13	SDL
02 - 2012 GRANT PAYMENT \$1,100-DIASPORA YESHIVA CHILDREN'S FOOD FD \$1,100 - METZAD CHILDREN'S FOOD FD FOR PAID TO				
DIASPORA YESHIVA TORAS YISRAEL				
TR TRAN#=CS000190000030 TR CD=147 REG=				PORT=PRIN
11/14/12 CASH DISBURSEMENT	-1000 00		-1000 00	1211000038
GRANT PAYMENTS			**CHANGED** 05/02/13	SDL
02 - 2012 GRANT PAYMENT WESTERN GALILLEE HOSPITAL FOR PAID TO				
PEF ISRAEL ENDOWMENT FUNDS, INC				
TR TRAN#=CS000190000032 TR CD=147 REG=				PORT=PRIN
11/14/12 CASH DISBURSEMENT	-4100 00		-4100 00	1211000039
GRANT PAYMENTS			**CHANGED** 05/02/13	SDL
02 - 2012 GRANT PAYMENT ART & WRITING PROGRAM FOR PAID TO				
HOLOCAUST EDUCATION & RESOURCE				

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) CENTER OF RHODE ISLAND TR TRAN#=CS000190000034 TR CD=147 REG= PORT=PRIN				
11/14/12 CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT GENERAL OPERATING COSTS FOR PAID TO INVESTIGATIVE PROJECT ON TERRORISM TR TRAN#=CS000190000036 TR CD=147 REG= PORT=PRIN	-2600 00		-2600 00	1211000040 **CHANGED** 05/02/13 SDL
11/14/12 CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT \$1,700 SINGLES DEPT & \$2,600 LECTURE SERIES FOR PAID TO JEWISH COMMUNITY CENTER ON THE HUDSON TR TRAN#=CS000190000038 TR CD=147 REG= PORT=PRIN	-4300 00		-4300 00	1211000041 **CHANGED** 05/02/13 SDL
11/14/12 CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT \$1,900 - ANNUAL FUND CAMPAIGN \$900 - EDWIN & MIRIM SOFORENKO ENDOWED FD \$1,000 - HOLOCAUST MEMORIAL PROJECT FOR PAID TO JEWISH ALLIANCE OF GREATER RI TR TRAN#=CS000190000040 TR CD=147 REG= PORT=PRIN	-3800 00		-3800 00	1211000042 **CHANGED** 05/02/13 SDL
11/14/12 CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT ANNUAL CAMPAIGN FOR PAID TO JEWISH ALLIANCE OF GREATER RI TR TRAN#=CS000190000042 TR CD=147 REG= PORT=PRIN	-15000 00		-15000 00	1211000043 **CHANGED** 05/02/13 SDL
11/14/12 CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT JEWISH VOICE & HERALD FOR PAID TO JEWISH ALLIANCE OF GREATER RI TR TRAN#=CS000190000044 TR CD=147 REG= PORT=PRIN	-700 00		-700 00	1211000044 **CHANGED** 05/02/13 SDL
11/14/12 CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT SPEAKER SERIES FOR PAID TO JEWISH COMMUNITY CENTER ON THE HUDSON TR TRAN#=CS000190000046 TR CD=147 REG= PORT=PRIN	-1000 00		-1000 00	1211000045 **CHANGED** 05/02/13 SDL
11/14/12 CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT OUTREACH PROGRAM FOR PAID TO JEWISH COMMUNITY CENTER OF GREATER BOSTON TR TRAN#=CS000190000048 TR CD=147 REG= PORT=PRIN	-1700 00		-1700 00	1211000046 **CHANGED** 05/02/13 SDL
11/14/12 CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT EXPANSION OF MARKETING AND OUTREACH EFFORTS FOR PAID TO JEWISH COMMUNITY DAY SCHOOL OF RHODE ISLAND TR TRAN#=CS000190000050 TR CD=147 REG= PORT=PRIN	-2000 00		-2000 00	1211000047 **CHANGED** 05/02/13 SDL
11/14/12 CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT HAIFA BATTERED WOMEN'S EMERGENCY SHELTER FOR PAID TO JEWISH COMMUNITY RELATIONS COUNCIL OF GREATER BOSTON TR TRAN#=CS000190000052 TR CD=147 REG= PORT=PRIN	-1100 00		-1100 00	1211000048 **CHANGED** 05/02/13 SDL

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	CASH CONTRIBUTIONS (CONTINUED)				
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT SUPPORT OF HOME CARE PROGRAM FOR PAID TO JEWISH FAMILY SERVICE TR TRAN#=CS000190000054 TR CD=147 REG= PORT=PRIN	-1000 00		-1000 00	1211000049 **CHANGED** 05/02/13 SDL
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT JCC SINGLES PROGRAM FOR PAID TO. JEWISH FEDERATION OF NEW MEXICO TR TRAN#=CS000190000056 TR CD=147 REG= PORT=PRIN	-1500 00		-1500 00	1211000050 **CHANGED** 05/02/13 SDL
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT UNDERWRITE PUBLIC POLICY FORUMS FOR PAID TO JEWISH POLICY CENTER TR TRAN#=CS000190000058 TR CD=147 REG= PORT=PRIN	-1600 00		-1600 00	1211000051 **CHANGED** 05/02/13 SDL
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT GENERAL FUND FOR PAID TO LUBAVITCH ON THE PALISADES TR TRAN#=CS000190000060 TR CD=147 REG= PORT=PRIN	-1000 00		-1000 00	1211000052 **CHANGED** 05/02/13 SDL
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT ANTI-SEMITISM DOCUMENTATION PROJECT AND MEMRI TO MONITOR PROJECT FOR PAID TO MEMRI-THE MIDDLE EAST TR TRAN#=CS000190000062 TR CD=147 REG= PORT=PRIN	-2000 00		-2000 00	1211000053 **CHANGED** 05/02/13 SDL
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT VARIOUS PROJECTS FOR PAID TO MIDDLE EAST FORUM TR TRAN#=CS000190000064 TR CD=147 REG= PORT=PRIN	-2500 00		-2500 00	1211000054 **CHANGED** 05/02/13 SDL
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT FUND A JONATHAN KOZOL VISITING SCHOLAR FOR PAID TO MITCHELL COLLEGE TR TRAN#=CS000190000066 TR CD=147 REG= PORT=PRIN	-1500 00		-1500 00	1211000055 **CHANGED** 05/02/13 SDL
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT DIGNITY PROGRAM - SUPPORT SOLDIERS IN FINANCIAL DISTRESS FOR PAID TO NEW ENGLAND FRIENDS OF THE ISRAEL DEFENSE FORCES TR TRAN#=CS000190000068 TR CD=147 REG= PORT=PRIN	-1500 00		-1500 00	1211000056 **CHANGED** 05/02/13 SDL
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT SCHOLARSHIP CONTRIBUTION FOR PAID TO NEW ENGLAND RABBINICAL COLLEGE TR TRAN#=CS000190000070 TR CD=147 REG= PORT=PRIN	-1500 00		-1500 00	1211000057 **CHANGED** 05/02/13 SDL
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT RAPID RESPONSE TEAM-DIVUCHIT BEEPER ALERT SYSTEM FOR PAID TO	-2600 00		-2600 00	1211000058 **CHANGED** 05/02/13 SDL

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	CASH CONTRIBUTIONS (CONTINUED)				
	ONE ISRAEL FUND				
	TR TRAN#=CS000190000072 TR CD=147 REG= PORT=PRIN				
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT OUTREACH PROGRAM FOR PAID TO PROVIDENCE COMMUNITY KOLLEL TR TRAN#=CS000190000074 TR CD=147 REG= PORT=PRIN	-1100 00		-1100 00	1211000059 **CHANGED** 05/02/13 SDL
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT \$1,900-PROVIDENCE HEBREW DAY SCHOOL \$1,900-NEW ENGLAND ACADEMY OF TORAH FOR PAID TO PROVIDENCE HEBREW DAY SCHOOL TR TRAN#=CS000190000076 TR CD=147 REG= PORT=PRIN	-3800 00		-3800 00	1211000060 **CHANGED** 05/02/13 SDL
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT INCREASES LITERACY SKILLS, SCHOOL READINESS AND PARENTAL ENGAGEMENT FOR PAID TO REACH OUT AND READ RHODE ISLAND TR TRAN#=CS000190000078 TR CD=147 REG= PORT=PRIN	-1000 00		-1000 00	1211000061 **CHANGED** 05/02/13 SDL
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT UNITY MISSION TO NEW YORK FOR PAID TO SYNAGOGUE COUNCIL OF MASSACHUSETTS TR TRAN#=CS000190000080 TR CD=147 REG= PORT=PRIN	-1000 00		-1000 00	1211000062 **CHANGED** 05/02/13 SDL
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT HANUKKAH CONCERT AND FAMILY DINNER FOR PAID TO TEMPLE EMANU-EL TR TRAN#=CS000190000082 TR CD=147 REG= PORT=PRIN	-5000 00		-5000 00	1211000063 **CHANGED** 05/02/13 SDL
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT \$2,000-SPEAKER SERIES \$2,000-ANNUAL FUND FOR PAID TO TILTON SCHOOL TR TRAN#=CS000190000084 TR CD=147 REG= PORT=PRIN	-4000 00		-4000 00	1211000064 **CHANGED** 05/02/13 SDL
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT ANNUAL ALTERNATIVE BREAK PROGRAM FOR PAID TO URI-HILLEL TR TRAN#=CS000190000086 TR CD=147 REG= PORT=PRIN	-1500 00		-1500 00	1211000065 **CHANGED** 05/02/13 SDL
11/14/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT HELP BUILD NEW INFUSION CENTER IN PROVIDENCE FOR PAID TO WOMEN & INFANTS HOSPITAL TR TRAN#=CS000190000088 TR CD=147 REG= PORT=PRIN	-1000 00		-1000 00	1211000066 **CHANGED** 05/02/13 SDL
12/05/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT SUPPORT COMM.FOR ACCURACY IN MIDDLE EAST RPTNG FOR PAID TO CAMERA TR TRAN#=CS000065000010 TR CD=147 REG= PORT=PRIN	-1500 00		-1500 00	1212000012 **CHANGED** 05/02/13 SDL
12/21/12	CASH DISBURSEMENT GRANT PAYMENTS 02 - 2012 GRANT PAYMENT TO PRODUCE EDUCATIONAL RESEARCH MATERIAL	-4500 00		-4500 00	1212000050 **CHANGED** 05/02/13 SDL

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED)				
ON UNRWA FOR PAID TO				
THE CENTER FOR NEAR EAST POLICY RESEARCH LTD				
TR TRAN#=CS000391000002 TR CD=147 REG= PORT=PRIN				
12/21/12 CASH DISBURSEMENT	-1000 00		-1000.00	1212000051
GRANT PAYMENTS			**CHANGED**	05/02/13 SDL
02 - 2012 GRANT PAYMENT				
THE KESHET PREMILITARY ACADEMY				
FOR PAID TO				
CENTRAL FUND OF ISRAEL				
TR TRAN#=CS000391000086 TR CD=147 REG= PORT=PRIN				
TOTAL CODE 311 - CASH CONTRIBUTIONS	-178800 00	0 00	-178800 00	

# ✱ Citizens Bank<sup>3</sup>

## Investment Detail

1030045575 | EDWIN S. SOFORENKO FOUNDATION

16-Apr-2013 12 04 PM ET

**Asset Types:** Balanced Funds, Cash & Cash Equivalents, Equities, Fixed Income -Non Taxable,  
Fixed Income -Taxable, Other, Real Estate

**Data Current as of:** 31-Dec-2012

### SUMMARY

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Cash Equivalents	1 577%	\$49,197 51	\$49,197 51	\$0 00
Equities	64 673%	\$2,017,844 40	\$841,681 76	\$1,176,162 64
Fixed Income -Taxable	33 750%	\$1,053,028 89	\$1,004,916 63	\$48,112 26
<b>Totals</b>		<b>\$3,120,070.80</b>	<b>\$1,895,795.90</b>	<b>\$1,224,274.90</b>

### DETAIL

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
<b>Cash &amp; Cash Equivalents: 1.577%</b>								
CASH - INCOME	-	1 466%	45,739 2100	1 0000	-	\$45,739 21	\$45,739 21	\$0 00
CASH - INVESTED INCOME	-	(1 466)%	(45,739 2100)	1 0000	-	(\$45,739 21)	(\$45,739 21)	\$0 00
RBS CITIZENS N A CASH SWEEP ACCOUNT Ticker PP510QGQ0   Asset ID 990110702	990110702 - - PP510QGQ0	0 111%	3,458 3000	100 0000%	31-Dec- 2012	\$3,458 30	\$3,458 30	\$0 00
RBS CITIZENS N A CASH SWEEP ACCOUNT Ticker PP510QGQ0   Asset ID 990110702	990110702 - - PP510QGQ0	1 466%	45,739 2100	100 0000%	31-Dec- 2012	\$45,739 21	\$45,739 21	\$0 00
<b>Subtotal</b>		<b>1.577%</b>				<b>\$49,197.51</b>	<b>\$49,197.51</b>	<b>\$0.00</b>
<b>Equities: 64.673%</b>								
3M CO Ticker MMM   Asset ID 88579Y101	88579Y101 US88579Y1010 - MMM	2 976%	1,000 0000	92 8500	31-Dec- 2012	\$92,850 00	\$6,752 17	\$86,097 83
AMERICAN EXPRESS CO Ticker AXP   Asset ID 025816109	025816109 US0258161092 - AXP	1 197%	650 0000	57 4800	31-Dec- 2012	\$37,362 00	\$14,880 28	\$22,481 72
AMERIPRISE FINL INC Ticker AMP   Asset ID 03076C106	03076C106 US03076C1062 - AMP	0 301%	150 0000	62 6300	31-Dec- 2012	\$9,394 50	\$2,446 07	\$6,948 43
AT & T INC Ticker T   Asset ID 00206R102	00206R102 US00206R1023 - T	0 486%	450 0000	33 7100	31-Dec- 2012	\$15,169 50	\$18,918 00	(\$3,748 50)

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
AUTOMATIC DATA PROCESSING INC	053015103 US0530151036	1.460%	800,000	56.9300	31-Dec-2012	\$45,544.00	\$32,709.63	\$12,834.37
Ticker ADP   Asset ID 053015103	- ADP							
BANK OF AMERICA CORPORATION	060505104 US0605051046	0.558%	1,500,000	11.6100	31-Dec-2012	\$17,415.00	\$7,809.35	\$9,605.65
Ticker BAC   Asset ID 060505104	- BAC							
BOEING CO	097023105 US0970231058	0.099%	41,000	75.3600	31-Dec-2012	\$3,089.76	\$55.25	\$3,034.51
Ticker BA   Asset ID 097023105	- BA							
CHARLES SCHWAB CORP NEW	808513105 US8085131055	1.381%	3,000,000	14.3600	31-Dec-2012	\$43,080.00	\$1,053.42	\$42,026.58
Ticker SCHW   Asset ID 808513105	- SCHW							
DENTSPLY INTL INC NEW	249030107 US2490301072	2.095%	1,650,000	39.6100	31-Dec-2012	\$65,356.50	\$44,516.35	\$20,840.15
Ticker XRAY   Asset ID 249030107	- 2364339 XRAY							
DUKE ENERGY CORP NEW	26441C204 US26441C2044	1.020%	499,000	63.8000	31-Dec-2012	\$31,836.20	\$24,381.75	\$7,454.45
Ticker DUK   Asset ID 26441C204	- B7VD3F2 DUK							
ECOLAB, INC	278865100 US2788651006	1.728%	750,000	71.9000	31-Dec-2012	\$53,925.00	\$18,697.50	\$35,227.50
Ticker ECL   Asset ID 278865100	- ECL							
EXXON MOBIL CORP	30231G102 US30231G1022	3.745%	1,350,000	86.5500	31-Dec-2012	\$116,842.50	\$9,384.53	\$107,457.97
Ticker XOM   Asset ID 30231G102	- XOM							
GENERAL DYNAMICS	369550108 US3695501086	1.110%	500,000	69.2700	31-Dec-2012	\$34,635.00	\$20,790.00	\$13,845.00
Ticker GD   Asset ID 369550108	- GD							
GENERAL ELECTRIC CO	369604103 US3696041033	1.682%	2,500,000	20.9900	31-Dec-2012	\$52,475.00	\$2,892.97	\$49,582.03
Ticker GE   Asset ID 369604103	- GE							
GENERAL MILLS INC	370334104 US3703341046	3.692%	2,850,000	40.4200	31-Dec-2012	\$115,197.00	\$2,758.48	\$112,438.52
Ticker GIS   Asset ID 370334104	- GIS							
INTERNATIONAL BUSINESS MACHINES	459200101 US4592001014	5.556%	905,000	191.5500	31-Dec-2012	\$173,352.75	\$10,839.12	\$162,513.63
Ticker IBM   Asset ID 459200101	- IBM							
ISHARES CORE S&P SMALL-CAP ETF	464287804 US4642878049	3.379%	1,350,000	78.1000	31-Dec-2012	\$105,435.00	\$57,222.00	\$48,213.00
Ticker IJR   Asset ID 464287804	- 2678869 IJR							
ISHARES MSCI EMERGING MKTS	464287234 - 2582409	1.635%	1,150,000	44.3500	31-Dec-2012	\$51,002.50	\$50,462.00	\$540.50
Ticker EEM   Asset ID 464287234	- EEM							
ISHARES RUSSELL MIDCAP VALUE INDEX	464287473 US4642874733	1.449%	900,000	50.2400	31-Dec-2012	\$45,216.00	\$40,230.00	\$4,986.00

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Ticker IWS   Asset ID 464287473	2810490 IWS							
ISHARES TR MSCI EAFE IDX	464287465	4.556%	2,500 0000	56 8600	31-Dec- 2012	\$142,150 00	\$103,325 00	\$38,825 00
Ticker EFA   Asset ID 464287465	- EFA							
JOHNSON & JOHNSON	478160104 US4781601046	3.033%	1,350 0000	70 1000	31-Dec- 2012	\$94,635 00	\$28,653 75	\$65,981 25
Ticker JNJ   Asset ID 478160104	- JNJ							
JPMORGAN CHASE & CO	46625H100 US46625H1005	1.973%	1,400 0000	43 9691	31-Dec- 2012	\$61,556 74	\$2,276 00	\$59,280 74
Ticker JPM   Asset ID 46625H100	- JPM							
MCCORMICK & CO, INC	579780206 US5797802064	0.814%	400 0000	63 5300	31-Dec- 2012	\$25,412 00	\$14,555 44	\$10,856 56
Ticker MKC   Asset ID 579780206	- MKC							
MCDONALDS CORP	580135101 US5801351017	5.937%	2,100 0000	88 2100	31-Dec- 2012	\$185,241 00	\$23,835 00	\$161,406 00
Ticker MCD   Asset ID 580135101	- MCD							
MICROSOFT CORP	594918104 US5949181045	2.012%	2,350 0000	26 7097	31-Dec- 2012	\$62,767 80	\$75,318 75	(\$12,550 95)
Ticker MSFT   Asset ID 594918104	- MSFT							
PROCTER & GAMBLE CO	742718109 US7427181091	1.306%	600 0000	67 8900	31-Dec- 2012	\$40,734 00	\$26,115 00	\$14,619 00
Ticker PG   Asset ID 742718109	- PG							
SOUTHERN CO	842587107 US8425871071	2.538%	1,850 0000	42 8100	31-Dec- 2012	\$79,198 50	\$54,057 00	\$25,141 50
Ticker SO   Asset ID 842587107	- SO							
SPDR S&P 500 ETF TRUST	78462F103 US78462F1030	1.598%	350 0000	142 4100	31-Dec- 2012	\$49,843 50	\$36,935 47	\$12,908 03
Ticker SPY   Asset ID 78462F103	2840215 SPY							
SPDR S&P MIDCAP 400 ETF TR	78467Y107 US78467Y1073	1.875%	315 0000	185 7100	31-Dec- 2012	\$58,498 65	\$39,585 92	\$18,912 73
Ticker MDY   Asset ID 78467Y107	2550688 MDY							
SPECTRA ENERGY CORP	847560109 US8475601097	0.658%	750 0000	27 3800	31-Dec- 2012	\$20,535 00	\$18,213 06	\$2,321 94
Ticker SE   Asset ID 847560109	- SE							
TIDEWATER INC	886423102 US8864231027	1.074%	750 0000	44 6800	31-Dec- 2012	\$33,510 00	\$22,702 50	\$10,807 50
Ticker TDW   Asset ID 886423102	- TDW							
WAL-MART STORES	931142103 US9311421039	1.749%	800 0000	68 2300	31-Dec- 2012	\$54,584 00	\$29,310 00	\$25,274 00
Ticker WMT   Asset ID 931142103	- WMT							
<b>Subtotal</b>		<b>64.673%</b>				<b>\$2,017,844.40</b>	<b>\$841,681.76</b>	<b>\$1,176,162.64</b>
<b>Fixed Income -Taxable: 33.750%</b>								
ISRAEL ST 5 100% 5/01/14	46513EGK2	0.801%	25,000 0000	100 0000%	31-Dec- 2012	\$25,000 00	\$25,000 00	\$0 00

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Pnced	Market Value	Total Cost	Unrealized Gain/Loss
Ticker IS55814   Asset ID 46513EGK2	- IS55814							
ISRAEL ST FLTG RATE 1 000% 5/01/17 Ticker IS55317   Asset ID 46513E5P3	46513E5P3 - IS55317	0 321%	10,000 0000	100 0000%	08-May- 2007	\$10,000 00	\$10,000 00	\$0 00
ISRAEL ST2 405 4/1/1 2 400% 4/01/17 Asset ID 46513HX59	46513HX59 US46513HX591 -	0 802%	25,000 0000	100 0300%	05-Jun- 2012	\$25,007 50	\$25,000 00	\$7 50
JPMORGAN MORTGAGE BACKED SEC FD Ticker OMBIX   Asset ID 4812C1215	4812C1215 US4812C12150 - OMBIX	6 517%	17,500 0000	11 6200	31-Dec- 2012	\$203,350 00	\$199,884 23	\$3,465 77
METROPOLITAN WEST HIGH YD BD I #514 Ticker MWHIX   Asset ID 592905848	592905848 US5929058486 -	1 707%	5,110 6770	10 4200	31-Dec- 2012	\$53,253 25	\$50,852 45	\$2,400 80
TEMPLETON GLOBAL BOND ADVISOR #616 Ticker TGBAX   Asset ID 880208400	880208400 - 2068404 TGBAX	1 529%	3,576 7390	13 3400	31-Dec- 2012	\$47,713 70	\$49,717 63	(\$2,003 93)
VANGUARD ADMIRAL GNMA FD #536 Ticker VFIJX   Asset ID 922031794	922031794 - - VFIJX	5 456%	15,604 2770	10 9100	31-Dec- 2012	\$170,242 66	\$158,991 89	\$11,250 77
VANGUARD INFL- PROTD SEC ADMIN #5119 Ticker VAIPX   Asset ID 922031737	922031737 US9220317377 -	2 828%	3,091 7680	28 5400	31-Dec- 2012	\$88,239 06	\$72,108 30	\$16,130 76
VANGUARD INTER TERM BD IDX SS #1350 Ticker VIBSX   Asset ID 921937843	921937843 - - VIBSX	13 789%	35,971 7990	11 9600	31-Dec- 2012	\$430,222 72	\$413,362 13	\$16,860 59
<b>Subtotal</b>		<b>33.750%</b>				<b>\$1,053,028.89</b>	<b>\$1,004,916.63</b>	<b>\$48,112.26</b>