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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

Open to Public Inspection

For calendar year **2012** or tax year beginning _____, **2012**, and ending _____, **20**

Name of foundation JOEL E. SMILOW CHARITABLE TRUST		A Employer identification number 06-6299809
Number and street (or P.O. box number if mail is not delivered to street address) 830 POST ROAD EAST, SUITE 105		B Telephone number (see instructions) () -
City or town, state, and ZIP code WESTPORT, CT 06880		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,769,437.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	37,129.	37,129.		ATCH 1
4 Dividends and interest from securities	426,102.	426,102.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	140,775.			
b Gross sales price for all assets on line 6a	1,169,029.			
7 Capital gain net income (from Part IV, line 2)		141,492.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 3	13,426.	-1,350.		
12 Total. Add lines 1 through 11	617,432.	603,373.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	7,500.	7,500.		
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 4	13,785.	13,785.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	21,285.	21,285.		
25 Contributions, gifts, grants paid	17,622,520.			17,622,520.
26 Total expenses and disbursements. Add lines 24 and 25	17,643,805.	21,285.		17,622,520.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-17,026,373.			
b Net investment income (if negative, enter -0-)		582,088.		
c Adjusted net income (if negative, enter -0-)				

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Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

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	12,610,427.	1,517,020.	1,517,020.
2 Savings and temporary cash investments			
3 Accounts receivable			
Less: allowance for doubtful accounts			
4 Pledges receivable			
Less: allowance for doubtful accounts			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule)			
Less: allowance for doubtful accounts			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule) **	269,728.	269,728.	371,568.
b Investments - corporate stock (attach schedule) ATCH 6	11,977,856.	7,073,675.	7,547,778.
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) ATCH 7	361,989.	333,071.	333,071.
14 Land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)			
15 Other assets (describe)			
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	25,220,000.	9,193,494.	9,769,437.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	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	25,220,000.	9,193,494.	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
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 (see instructions)	25,220,000.	9,193,494.	
31 Total liabilities and net assets/fund balances (see instructions)	25,220,000.	9,193,494.	

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	25,220,000.
2 Enter amount from Part I, line 27a	2	-17,026,373.
3 Other increases not included in line 2 (itemize) ATCH 8	3	999,868.
4 Add lines 1, 2, and 3	4	9,193,495.
5 Decreases not included in line 2 (itemize) ATCH 9	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,193,494.

**ATCH 5

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	141,492.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	3,437,721.	22,683,729.	0.151550
2010	3,202,003.	30,631,614.	0.104533
2009	1,837,570.	31,287,491.	0.058732
2008	2,665,228.	36,903,945.	0.072221
2007	3,301,103.	40,397,149.	0.081716

2 Total of line 1, column (d)	2	0.468752
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.093750
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	18,814,519.
5 Multiply line 4 by line 3	5	1,763,861.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,821.
7 Add lines 5 and 6	7	1,769,682.
8 Enter qualifying distributions from Part XII, line 4 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	8	17,622,520.

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 sub-rows 6a-6d for credits. Total tax due is 33,214.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes Yes/No columns. Marked 'Yes' for lines 6, 7, 8b, and 10.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of MR. JOEL E. SMILOW Telephone no.
Located at 830 POST ROAD EAST-SUITE 105 WESTPORT, CT ZIP+4 06880
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.
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? 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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
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? 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)
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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...
(2) Influence the outcome of any specific public election...
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization...
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes...
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...
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?
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?
7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

Table with 5 columns: (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. Row 1: ATCH 10, 0, 0, 0.

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

Table with 5 columns: (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. Row 1: NONE.

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

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

1	Expenses
N/A	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	10,584,185.
b	Average of monthly cash balances	1b	8,169,320.
c	Fair market value of all other assets (see instructions)	1c	347,530.
d	Total (add lines 1a, b, and c)	1d	19,101,035.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	19,101,035.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	286,516.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,814,519.
6	Minimum investment return. Enter 5% of line 5	6	940,726.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	940,726.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,821.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,821.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	934,905.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	934,905.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	934,905.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	17,622,520.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	17,622,520.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	5,821.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	17,616,699.

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				934,905.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years. 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012.				
a From 2007 1,345,564.				
b From 2008 821,210.				
c From 2009 279,013.				
d From 2010 1,718,450.				
e From 2011 2,312,615.				
f Total of lines 3a through e	6,476,852.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 17,622,520.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				934,905.
e Remaining amount distributed out of corpus	16,687,615.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	23,164,467.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,345,564.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	21,818,903.			
10 Analysis of line 9				
a Excess from 2008 821,210.				
b Excess from 2009 279,013.				
c Excess from 2010 1,718,450.				
d Excess from 2011 2,312,615.				
e Excess from 2012 16,687,615.				

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)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NOT APPLICABLE

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.

NOT APPLICABLE

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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>ATCH 11</p>				
Total ▶ 3a				17,622,520.
<p>b Approved for future payment</p>				
Total ▶ 3b				

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					38,608.	
130,404.		DISTRIBUTION IN EXCESS OF BASIS - SIVER PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
		US OIL FUND 11,015.					VARIOUS -11,015.	VARIOUS
		US OIL FUND 16,522.					VARIOUS -16,522.	VARIOUS
17.		AOL TIME WARNER					VARIOUS 17.	04/18/2012
TOTAL GAIN (LOSS)							<u>141,492.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS - INTEREST	16,782.	16,782.
UNITED STATES OIL FUND LP	34.	34.
GOLDMAN SACHS - INTEREST U.S. OBLIGATION	20,313.	20,313.
TOTAL	<u>37,129.</u>	<u>37,129.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS - DIVIDENDS	426,059.	426,059.
UNITED STATES OIL FUND LP	43.	43.
TOTAL	<u>426,102.</u>	<u>426,102.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SECURITIES LITIGATION	108.	108.
UNITED STATES OIL FUND LP	-1,458.	-1,458.
GOLDMAN SACHS - NON DIVIDEND DISTRIBUTIO	14,776.	
	<u>13,426.</u>	<u>-1,350.</u>
TOTALS		

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES - GOLDMAN SACHS	13,785.	13,785.
TOTALS	<u>13,785.</u>	<u>13,785.</u>

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

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US TREASURY BOND	269,728.	269,728.	371,568.
US OBLIGATIONS TOTAL	269,728.	269,728.	371,568.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
5,845 SHS ISHARES BRAZIL	301,495.	301,495.	326,969.
16,350 SHS ISHARES CHINA	600,546.	600,546.	661,358.
342 SHS PAUL TRAVELERS PROP	7,489.		
11,975 SHS MIDCAP SPDR TR	1,622,609.		
598,062.975 EMERGING MKT FND	5,230,200.	5,545,871.	5,896,901.
13,417 SHS SPDR TRUST	1,691,347.		
25,000 SHS REAL ESTATE SEC HCP	897,690.		
40,000 SHS HCP INC PFP SER F	1,000,717.		
25,000 SHS PUBLIC STORAGE	625,763.	625,763.	662,550.
TOTALS	<u>11,977,856.</u>	<u>7,073,675.</u>	<u>7,547,778.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UNITED STATES OIL FUND LP	361,989.	333,071.	333,071.
TOTALS	<u>361,989.</u>	<u>333,071.</u>	<u>333,071.</u>

ATTACHMENT 8FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
G SCACHS 2011 DIVIDENDS PAID IN 2012	16,672.
DIVIDENDS FROM PRIO PERIODS	2,433.
2012 CHECKS CLEARED IN 2013	1,500.
DIFF. BTWN COST BASIS& FMV OF STOCK DONA	979,263.
TOTAL	<u>999,868.</u>

ATTACHMENT 9

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ROUNDING	1.
TOTAL	<u>1.</u>

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

ATTACHMENT 10

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

JOEL E. SMILLOW
830 POST ROAD EAST, SUITE 105
WESTPORT, CT 06880

MANAGER

0

0

0

DEBORAH BERGER
830 POST ROAD EAST, SUITE 105
WESTPORT, CT 06880

TRUSTEE

0

0

0

GRAND TOTALS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	12,424,122.
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET 433 FRANKLIN BUILDING PHILADELPHIA, PA 19104	SEE ATTACHED SCHEDULE	5,198,398.

TOTAL CONTRIBUTIONS PAID 17,622,520.

JOEL E. SMILOW CHARITABLE TRUST

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
SECURITIES LITIGATION			18	108.	
UNITED STATES OIL FUND LP			18	-1,458.	
GOLDMAN SACHS - NONDIVIDEND DISTRIBUTION			18	14,776.	
TOTALS				<u>13,426.</u>	

**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.

OMB No 1545-0092

2012

Name of estate or trust JOEL E. SMILOW CHARITABLE TRUST	Employer identification number 06-6299809
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Note: Form 5227 filers need to complete *only* Parts I and II

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-11,015.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-11,015.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	113,182.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	38,608.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	151,790.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D (Form 1041) 2012

Part III Summary of Parts I and II

Caution: Read the instructions before completing this part.

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		-11,015.
14 Net long-term gain or (loss):			
a Total for year	14a		151,790.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		140,775.

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

Part IV Capital Loss Limitation

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

a The loss on line 15, column (3) or b \$3,000	16 ()
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

2012 JOEL E. SMILOW CHARITABLE TRUST CONTRIBUTIONS

RECIPIENT	RELATIONSHIP	PURPOSE	AMOUNT
Hidden Harvest	NONE	GENERAL OPERATING SUPPORT	\$ 20,000.00
Marines Law Enforcement	NONE	GENERAL OPERATING SUPPORT	\$ 500.00
Bachmann Strauss Foundation	NONE	GENERAL OPERATING SUPPORT	\$ 1,500.00
Eisenhower Medical Center	NONE	GENERAL OPERATING SUPPORT	\$ 1,000.00
Palm Springs Friends of Philharmonic	NONE	GENERAL OPERATING SUPPORT	\$ 3,500.00
The Jewish Museum	NONE	GENERAL OPERATING SUPPORT	\$ 5,000.00
Desert Community Foundation	NONE	GENERAL OPERATING SUPPORT	\$ 400.00
CVRM	NONE	GENERAL OPERATING SUPPORT	\$ 500.00
McCallum Theatre	NONE	GENERAL OPERATING SUPPORT	\$ 4,700.00
Palm Springs Friends of Philharmonic	NONE	GENERAL OPERATING SUPPORT	\$ 5,000.00
Benton Harbor B&GC	NONE	GENERAL OPERATING SUPPORT	\$ 175,000.00
The Boston Cancer Research Foundation	NONE	GENERAL OPERATING SUPPORT	\$ 5,000.00
Eisenhower Medical Center	NONE	GENERAL OPERATING SUPPORT	\$ 575,000.00
Eisenhower Medical Center	NONE	GENERAL OPERATING SUPPORT	\$ 10,000.00
Jewish Opportunities	NONE	GENERAL OPERATING SUPPORT	\$ 15,000.00
C-CAP	NONE	GENERAL OPERATING SUPPORT	\$ 3,800.00
Timmy Global Health	NONE	GENERAL OPERATING SUPPORT	\$ 1,500.00
Boys & Girls Clubs of Boston	NONE	GENERAL OPERATING SUPPORT	\$ 5,000.00
Tiny Miracles Foundation	NONE	GENERAL OPERATING SUPPORT	\$ 1,000.00
Jewish Family Services	NONE	GENERAL OPERATING SUPPORT	\$ 40,000.00
Jumpstart	NONE	GENERAL OPERATING SUPPORT	\$ 1,000.00
Palm Springs Art Museum	NONE	GENERAL OPERATING SUPPORT	\$ 8,333.00
The Philanthropy Roundtable	NONE	GENERAL OPERATING SUPPORT	\$ 1,500.00
New York Philharmonic	NONE	GENERAL OPERATING SUPPORT	\$ 1,000.00
Sharsheret	NONE	GENERAL OPERATING SUPPORT	\$ 500.00
Madison Square Boys & Girls Club	NONE	GENERAL OPERATING SUPPORT	\$ 35,000.00
Cold Spring Harbor Laboratory	NONE	GENERAL OPERATING SUPPORT	\$ 100,000.00
Yankee Institute	NONE	GENERAL OPERATING SUPPORT	\$ 2,500.00
National Parks & Conservation Association	NONE	GENERAL OPERATING SUPPORT	\$ 100.00
The Gilder Lehrman Institute of American History	NONE	GENERAL OPERATING SUPPORT	\$ 1,000.00
National Marfan Foundation	NONE	GENERAL OPERATING SUPPORT	\$ 250,000.00
SCH Academy	NONE	GENERAL OPERATING SUPPORT	\$ 1,000,000.00
Temple Israel	NONE	GENERAL OPERATING SUPPORT	\$ 216.00
The Boys & Girls Club of Benton Harbor	NONE	GENERAL OPERATING SUPPORT	\$ 150,000.00
City Harvest	NONE	GENERAL OPERATING SUPPORT	\$ 250,000.00
Links Connections	NONE	GENERAL OPERATING SUPPORT	\$ 500.00
Westport Country Playhouse	NONE	GENERAL OPERATING SUPPORT	\$ 1,720.00
B&GC of Benton Harbor Michigan	NONE	GENERAL OPERATING SUPPORT	\$ 1,000.00

RECIPIENT	RELATIONSHIP	PURPOSE	AMOUNT
Lincoln Center for the Performing Arts Inc.	NONE	GENERAL OPERATING SUPPORT	\$ 3,000.00
Yale University	NONE	GENERAL OPERATING SUPPORT	\$ 11,000.00
Lapham's Quarterly	NONE	GENERAL OPERATING SUPPORT	\$ 500.00
Women's Auxiliary	NONE	GENERAL OPERATING SUPPORT	\$ 1,000.00
B&GC of Boston	NONE	GENERAL OPERATING SUPPORT	\$ 5,000.00
Susan G. Komen or the Cure Maryland	NONE	GENERAL OPERATING SUPPORT	\$ 5,000.00
NYU Urology Research Program	NONE	GENERAL OPERATING SUPPORT	\$ 25,000.00
Mazone Temple Israel	NONE	GENERAL OPERATING SUPPORT	\$ 500.00
American Liver Foundation	NONE	GENERAL OPERATING SUPPORT	\$ 500.00
New York Public Radio	NONE	GENERAL OPERATING SUPPORT	\$ 500.00
Yale University	NONE	GENERAL OPERATING SUPPORT	\$ 1,000.00
The USO	NONE	GENERAL OPERATING SUPPORT	\$ 250.00
Westport Country Playhouse	NONE	GENERAL OPERATING SUPPORT	\$ 1,500.00
UJA Federation	NONE	GENERAL OPERATING SUPPORT	\$ 500.00
Israel Tennis Centers	NONE	GENERAL OPERATING SUPPORT	\$ 50,000.00
Eisenhower Medical Center	NONE	GENERAL OPERATING SUPPORT	\$ 5,000.00
Metropolitan Museum of Art	NONE	GENERAL OPERATING SUPPORT	\$ 2,000.00
Hopkins School	NONE	GENERAL OPERATING SUPPORT	\$ 15,000.00
Jewish Family Services	NONE	GENERAL OPERATING SUPPORT	\$ 50,000.00
UC Regents	NONE	GENERAL OPERATING SUPPORT	\$ 500.00
Read to Grow	NONE	GENERAL OPERATING SUPPORT	\$ 500.00
B&GC of Coachella Valley	NONE	GENERAL OPERATING SUPPORT	\$ 500.00
University of Pennsylvania	NONE	GENERAL OPERATING SUPPORT	\$ 9,567,603.00
			\$ 12,424,122.00