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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 _____, and ending _____

Name of foundation Maurice & Judi Falk Charitable Foundation		A Employer identification number 11-3239050			
Number and street (or PO box number if mail is not delivered to street address) 477 Madison Avenue		Room/suite 707			
City or town, state, and ZIP code New York NY 10022		B Telephone number (see instructions) 917-873-4754			
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 type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <input type="checkbox"/>			
H Check type of organization <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		D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 2,745,317 (Part I, column (d) must be on cash basis)		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue		1 Contributions gifts, grants etc, received (attach schedule)	158,278		
		2 Check ► <input 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	31,817	31,817	
		5 a Gross rents			
		b Net rental income or (loss)			
		6 a Net gain or (loss) from sale of assets not on line 10	131,300		
		b Gross sales price for all assets on line 6a	299,876		
		7 Capital gain net income (from Part IV, line 2)		131,300	
		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	321,395	163,117	0
Operating and Administrative Expenses		13 Compensation of officers, directors, trustees, etc			
		14 Other employee salaries and wages			
		15 Pension plans, employee benefits			
		16 a Legal fees (attach schedule)			
		b Accounting fees (attach schedule)	1,650		
		c Other professional fees (attach schedule)			
		17 Interest			
		18 Taxes (attach schedule) (see instructions)			
		19 Depreciation (attach schedule) and depletion			
		20 Occupancy	RECEIVED		
		21 Travel, conferences, and meetings			
		22 Printing and publications			
		23 Other expenses (attach schedule)	6,392	6,132	
		24 Total operating and administrative expenses. Add lines 13 through 23	8,042	6,132	0
		25 Contributions, gifts, grants paid	18,000		18,000
		26 Total expenses and disbursements Add lines 24 and 25	26,042	6,132	0
27 Subtract line 26 from line 12			295,353		
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			156,985		
c Adjusted net income (if negative, enter -0-)					

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	26,187	108,935	108,935
	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)			
		b Investments—corporate stock (attach schedule)	1,820,655	1,981,038	2,636,382
		c Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,846,842	2,089,973	2,745,317
Net Assets or Fund Balances	17	Accounts payable and accrued expenses	1,850		
	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)	1,850	0	
		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 ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,844,992	2,089,973	
	30	Total net assets or fund balances (see instructions)	1,844,992	2,089,973	
	31	Total Liabilities and net assets/fund balances (see instructions)	1,846,842	2,089,973	

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	1,844,992
2	Enter amount from Part I, line 27a	2	295,353
3	Other increases not included in line 2 (itemize) ► Prior year adjustmt carryover	3	7,906
4	Add lines 1, 2, and 3	4	2,148,251
5	Decreases not included in line 2 (itemize) ► Donated shares of stock included in Part 1, line 1 and Part 2, line 5	5	58,278
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,089,973

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 2500 Buckeye Partners		D	2/2/2002	2/24/2012
b 350 Gentex Corp		P	10/21/2010	2/24/2012
c 200 Verisk Analytics		P	9/27/2010	2/29/2012
d 1500 Coca Cola Ent Inc		P	7/8/2010	7/16/2012
e 400 Solera Holdings		P	9/30/2010	6/13/2012
(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 152,215		105,402		46,813
b 9,247		7,266		1,981
c 8,762		5,450		3,312
d 40,702		33,120		7,582
e 16,655		17,338		-683
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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		
a				46,813
b				1,981
c				3,312
d				7,582
e				-683
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	131,300	
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				0

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	162,099	2,243,759	0.072244
2010	105,624	2,078,564	0.050816
2009	14,796	1,763,063	0.008392
2008	69,463	1,151,109	0.060344
2007			0.000000

2 Total of line 1, column (d)

2 0 191796

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 047949

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 2,459,574

5 Multiply line 4 by line 3

5 117,934

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

6 1,570

7 Add lines 5 and 6

7 119,504

8 Enter qualifying distributions from Part XII, line 4

8 18,000

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► Refunded ► 11 0

1	3,140
2	0
3	3,140
4	
5	3,140
6a	2,989
6b	
6c	
6d	
7	2,989
8	
9	151
10	0
11	0

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A 13 X

14 The books are in care of ► Maurice B. Falk
Located at ► 477 Madison Ave, Ste. 707 New York NY Telephone no ► 212-966-2800
ZIP+4 ► 10022

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15

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 ► 16 Yes No X

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

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

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No

(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No

1b 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 ► 1b N/A

1c 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 No
If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____

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 N/A

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20 _____, 20 _____, 20 _____, 20 _____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No

b If "Yes," did it have excess business holdings in 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No										
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?											
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?											
	(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 described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)											
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?											
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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>											
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No										
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No										
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No										
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No										
7b												

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

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

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		Expenses
1	N/A	
2		
3		
4		

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

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

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 2,467,029
b	Average of monthly cash balances	1b 30,000
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 2,497,029
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 2,497,029
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 37,455
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 2,459,574
6	Minimum investment return. Enter 5% of line 5	6 122,979

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	1 122,979
2a	Tax on investment income for 2012 from Part VI, line 5	2a 3,140
b	Income tax for 2012 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 3,140
3	Distributable amount before adjustments Subtract line 2c from line 1	3 119,839
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 119,839
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	7 119,839

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 18,000
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 18,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 18,000

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				119,839
2 Undistributed income, if any, as of the end of 2012			0	
a Enter amount for 2011 only				
b Total for prior years 20 ____, 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	12,692			
c From 2009				
d From 2010	2,429			
e From 2011	50,805			
f Total of lines 3a through e	65,926			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 18,000				18,000
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				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	65,926			65,926
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b	0			
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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	0			35,913
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9	12,692			
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	2,429			
d Excess from 2011	50,805			
e Excess from 2012				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Trinity School			educational	10,000
NY, NY Mt Sinai Hospital Breast Cancer Research			educational	5,000
NY, NY Brotherhood Synagogue			religious	500
NY, NY Park East Synagogue			religious	2,500
NY, NY				
Total			► 3a	18,000
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					
13 Total. Add line 12, columns (b), (d), and (e)					
					31,817

(See worksheet in line 13 instructions to verify calculations)

Schedule B

(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2012

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

Name of the organization

Employer identification number

Maurice & Judi Falk Charitable Foundation

11-3239050

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ► \$ _____

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

Name of organization Maurice & Judi Falk Charitable Foundation	Employer identification number 11-3239050
---	--

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Maurice B. and Judi Falk 477 Madison Ave., #707 New York NY 10022 Foreign State or Province _____ Foreign Country _____	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization Maurice & Judi Falk Charitable Foundation			Employer identification number 11-3239050
Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1600 shares Pitney Bowes	\$ 16,656	12/28/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1386 shares Diebold	\$ 41,622	12/28/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization Maurice & Judi Falk Charitable Foundation			Employer identification number 11-3239050
Part III: <i>Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year.</i> Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions) ► \$ 0 Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----	-----	-----	-----
For Prov	Country	-----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----	-----	-----	-----
For Prov	Country	-----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----	-----	-----	-----
For Prov	Country	-----	

Part I, Line 6 (990 PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost of Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Totals		
														Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
														Capital Gains/Losses		
														Other sales	299,876	168,576
															0	0
																131,300
																0
1	X 2500 Bucleye Partners	72,295	market		2/2/2002	D	2/24/2012	152,215	105,402							46,813
2	X 350 Gentex Corp		market		10/21/2010	P	2/24/2012	9,247	7,266							1,981
3	X 200 Vents Analytics		market		9/27/2010	P	2/29/2012	8,762	5,450							3,312
4	X 1500 Coca Cola Ent. Inc.		market		7/8/2010	P	7/16/2012	40,702	33,120							7,582
5	X 400 Solera Holdings		market		9/30/2010	P	6/13/2012	16,655	17,338							-663

Part I, Line 11 (990-PF) - Other Income

		0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PTP (investment) distribution			0
2	FIT refund			0

Part I, Line 16a (990-PF) - Legal Fees

		0	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Jeffrey Roy Cohen, Esq				

Part I, Line 16b (990-PF) - Accounting Fees

		1,650	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Jeffrey Roy Cohen, Esq	1,650			

Part I, Line 18 (990-PF) - Taxes

		0	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income-prior year				
3	Income tax erroneously withheld				

Part I, Line 23 (990-PF) - Other Expenses

		6,392	6,132	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Fund Raising			
2	NYS Dept of Law	260		
3	Investment advisory fee		5,819	5,819
4	Foreign taxes withheld	313	313	313

Part I, Line 23 (990-PF) - Other Expenses

	Disbursements for Charitable Purposes
1	
2	
3	
4	

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	Avalon Bay	1,600	---	---	209,960	2,636,382
2	Walt Disney Prod	3,000	---	---	112,500	---
3	Vornado Realty	1,200	---	---	130,740	---
4	JP Morgan Chase	2,178	---	---	76,230	---
5	prior year total, carried forward	324,728	---	---	---	---
6	Buckeye Pipeline	2,500	105,402	---	159,950	---
7	Coca Cola Co	1,000	53,623	---	69,970	---
8	Neuberger Berman--Statement Attached	---	836,902	---	955,874	---
9	" Boardwalk Pipeline	2,000	0	500,000	0	582,452
10	Crestwood Capital Partners	---	500,000	---	582,452	651,558
11	Capital Counsel LLC -- statement attached	---	1,481,038	---	1,984,824	1,984,824

CAPITAL COUNSEL LLC
 PORTFOLIO APPRAISAL
 MAURICE & JUDI FALK FOUNDATION, INC.
 NY3002

December 31, 2012

Quantity	Symbol	Security	Purchase Date	Unit Cost	Market Price	Cost	Market Value	Unrealized Gain/Loss	% of Total	Annual Income
CASH AND EQUIVALENTS										
cmtrvxx0		SSGA INST TREAS MM INV CL				34,223.34	34,223.34		2.6	0.00
		FD				34,223.34	34,223.34		2.6	0.00
		CASH AND EQUIVALENTS Total				34,223.34	34,223.34		2.6	0.00
COMMON STOCK										
950	atx	APTARGROUP INC COM	06-03-10	42.42	47.72	40,297.13	45,334.00	5,036.87	3.5	836.00
500	adp	AUTOMATIC DATA PROCESSING INC	07-08-11	51.11	56.93	25,556.02	28,465.00	2,908.98	2.2	870.00
54	avb	AVALONBAY CMNTYS INC COM	09-10-12	0.00	135.59	0.01	7,321.86	7,321.85	0.6	209.52
2,000	bpo	BROOKFIELD OFFICE PPTYS INC COM	06-03-10	15.00	17.01	30,002.68	34,020.00	4,017.32	2.6	1,120.00
200	chrw	C H ROBINSON WORLDWIDE INC	02-01-12	64.11	63.22	12,821.80	12,644.00	-177.80	1.0	280.00
350	cye	CENOVUS ENERGY INC	03-28-12	35.34	33.54	12,368.67	11,739.00	-629.67	0.9	310.00
100	clb	CORE LABORATORIES N V COM	12-03-12	102.00	109.31	10,199.59	10,931.00	731.41	0.8	112.00
150	cost	COSTCO WHOLESALE	01-12-11	71.17	98.73	10,675.32	14,809.50	4,134.18	1.1	165.00
1,386	dbd	DIEBOLD	01-01-50	0.00	30.61	41,620.00	42,425.46	42,425.46	3.3	1,580.04
800	dci	DONALDSON INC	01-12-11	29.75	32.84	23,802.76	26,272.00	2,469.24	2.0	288.00
750	esrx	EXPRESS SCRIPTS HOLDING CO	07-10-12	55.19	54.00	41,394.72	40,500.00	-894.72	3.1	0.00
500	xom	EXXON MOBIL CORP	01-01-50	59.92	86.55	29,958.01	43,275.00	13,316.99	3.3	1,140.00
2,527	egg	GENERAL GROWTH PROPERTIES	11-16-10	15.09	19.85	38,140.22	50,160.95	12,020.73	3.9	1,111.88

CAPITAL COUNSEL LLC
 PORTFOLIO APPRAISAL
 MAURICE & JUDI FALK FOUNDATION, INC.
 NY3002

December 31, 2012

Quantity	Symbol	Security	Purchase Date	Unit Cost	Market Price	Cost	Market Value	Unrealized Gain/Loss	% of Total	Annual Income
900	hd	HOME DEPOT	08-04-10	28.61	61.85	25,748.68	55,665.00	29,916.32	4.3	1,044.00
400	idxx	IDEXX LABORATORIES INC	11-04-10	62.80	92.80	25,121.60	37,120.00	11,998.40	2.9	0.00
2,178	jpm	J.P. MORGAN CHASE	09-10-12	0.00	43.97	0.01	95,764.70	95,764.69	7.4	2,613.60
400	inj	JOHNSON AND JOHNSON CO	06-03-10	59.72	70.10	23,886.87	28,040.00	4,153.13	2.2	976.00
600	mkc	MCCORMICK & CO INC COM	02-16-11	45.51	63.53	27,308.62	38,118.00	10,809.38	2.9	816.00
700	mnjn	MEAD JOHNSON NUTRITION CO COM	05-20-10	50.40	65.89	35,279.48	46,123.00	10,843.52	3.6	840.00
200	mid	METTLER-TOLEDO INTERNATIONAL INC	06-03-10	117.07	193.30	23,413.50	38,660.00	15,246.50	3.0	0.00
300	nov	NATIONAL OIL WELL VARCO INC	11-15-12	70.13	68.35	21,039.54	20,505.00	-534.54	1.6	156.00
1,600	pbi	PITNEY BOWES	02-02-02	0.00	10.64	16,600.00	17,024.00	17,024.00	1.3	2,400.00
150	pcp	PRECISION CASTPARTS CORP	10-19-12	168.82	189.42	25,322.83	28,413.00	3,090.17	2.2	18.00
700	trow	PRICE T ROWE GROUP INC COM	05-20-10	49.92	65.12	34,942.94	45,581.97	10,639.03	3.5	952.00
94	rse	ROUSE PROPERTIES INC-W/I	01-13-12	11.36	16.92	1,067.84	1,590.48	522.64	0.1	26.32
550	sial	SIGMA ALDRICH	06-02-11	67.74	73.58	37,258.34	40,469.00	3,210.66	3.1	440.00
1,300	sysy	SYSCO	10-21-10	29.22	31.66	37,982.97	41,158.00	3,175.03	3.2	1,456.00
1,200	skt	TANGER FACTORY OUTLET CTRS INC COM	06-03-10	21.59	34.20	25,910.05	41,040.00	15,129.95	3.2	1,008.00

④ cumulative last 324.728

CAPITAL COUNSEL LLC
 PORTFOLIO APPRAISAL
 MAURICE & JUDI FAULK FOUNDATION, INC.
 NY3002

December 31, 2012

Quantity	Symbol	Security	Purchase Date	Unit Cost	Market Price	Cost	Market Value	Unrealized Gain/Loss	% of Total	Annual Income
700	tdc	TERADATA CORP	12-16-10	44.82	61.89	31,371.97	43,323.00	11,951.03	3.3	0.00
600	un	UNILEVER NV	10-03-11	31.58	38.30	18,946.60	22,980.00	4,033.40	1.8	625.26
2,756	vly	VALLEY NATL BANCORP COM	07-08-10	12.50	9.30	34,457.95	25,630.80	-8,827.15	2.0	1,791.40
300	v	VISA INC-A	11-16-10	75.11	151.58	22,532.36	45,474.00	22,941.64	3.5	396.00
200	wab	WABTEC	01-01-50	70.03	87.54	14,005.08	17,508.00	3,502.92	1.4	40.00
COMMON STOCK Total						740,814.16	1,098,085.72	357,271.56	84.7	23,621.02
FOREIGN COMMON STOCK										
600	rb7in	RECKITT BENCKISER GROUP PLC	05-20-10	46.85	63.05	28,111.78	37,831.91	9,720.13	2.9	750.00
FOREIGN COMMON STOCK Total						28,111.78	37,831.91	9,720.13	2.9	750.00
ADRs		SGS SA SPONSORED ADR	06-19-12	19.47	22.28	35,047.84	40,104.00	5,056.16	3.1	301.79
1,800	sgsdy	SGS SA SPONSORED ADR				35,047.84	40,104.00	5,056.16	3.1	301.79
LIMITED PARTNERSHIP UNITS										
2,000,0000	mmpp	MAGELLAN MIDSTREAM PRTNRS LP COM UNIT RP LP	08-05-11	28.13	43.19	56,260.00	86,380.00	30,120.00	6.7	3,880.00
LIMITED PARTNERSHIP UNITS Total						56,260.00	86,380.00	30,120.00	6.7	3,880.00
TOTAL PORTFOLIO						894,457.12	1,296,624.97	402,167.85	100.0	28,552.81
UNMANAGED COMMON STOCK										
1,600	avb	AVALONBAY CMNTYS INC COM	02-02-02	0.00	135.59	0.01	216,944.00	216,943.99	6,208.00	
2,000	ko	COCA COLA	02-02-02	0.00	36.25	0.01	72,500.00	72,499.99	2,040.00	

**CAPITAL COUNSEL LLC
PORTFOLIO APPRAISAL
*MAURICE & JUDI FALK FOUNDATION, INC.***

NY3002
December 31 2013

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

							Amount
Long Term CG Distributions		Short Term CG Distributions		227,581			59,005
				Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	FMV as of 12/31/09
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Depreciation Allowed	Adjustments	Adjusted Basis as of 12/31/09
1 2500 Buckeye Partners	D	202/2002	2/24/2012	152,215		105,402	46,813
2 350 Center Corp	P	10/21/2010	2/24/2012	9,247		7,286	1,981
3 200 First Analytics	P	9/27/2010	2/29/2012	8,162		5,450	3,312
4 1500 Coca Cola Ent Inc	P	7/18/2010	7/16/2012	40,102		33,120	7,582
5 400 Solera Holdings	P	9/30/2010	6/13/2012	16,655		17,338	-683
							59,005