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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

A P W FOUNDATION INC
1415 52ND STREET
BROOKLYN, NY 11219

A Employer Identification number: 11-3242355

B Telephone number (see the instructions): 718-438-7655

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 ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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, column (c), line 16) ► $ 4,418,636.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	45,000.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	6.	6.	6.	
	4 Dividends and interest from securities	90,103.	90,103.	90,103.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	448,543.			
	b Gross sales price for all assets on line 6a 4,918,422.				
	7 Capital gain net income (from Part IV, line 2)		448,543.		
	8 Net short-term capital gain			206,281.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	-4,747.			
	12 **Total.** Add lines 1 through 11	578,905.	538,652.	296,390.	
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 sch) SEE ST 2	3,568.	1,784.		1,784.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 3	16,922.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	62,185.	61,935.		250.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	82,675.	63,719.		2,034.
	25 Contributions, gifts, grants paid PART XV	311,455.			311,455.
	26 **Total expenses and disbursements.** Add lines 24 and 25	394,130.	63,719.	0.	313,489.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	184,775.			
	b **Net investment income** (if negative, enter 0-)		474,933.		
	c **Adjusted net income** (if negative, enter 0)			296,390.	

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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	14,131.	25,353.	25,353.
	2 Savings and temporary cash investments	77,696.	118,846.	118,846.
	3 Accounts receivable ►			
	Less. allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less· allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less· allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) STATEMENT 5	2,812,194.	3,314,443.	3,369,466.
	c Investments – corporate bonds (attach schedule) STATEMENT 6	1,141,484.	661,629.	672,200.
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) STATEMENT 7	287,912.	393,682.	188,620.
	14 Land, buildings, and equipment. basis ► 44,151.			
	Less accumulated depreciation (attach schedule) SEE STMT 8 ►	39,912.	44,151.	44,151.
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	4,373,329.	4,558,104.	4,418,636.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► X and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,373,329.	4,558,104.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	4,373,329.	4,558,104.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	4,373,329.	4,558,104.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,373,329.
2	Enter amount from Part I, line 27a	2	184,775.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	4,558,104.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,558,104.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 9			
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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
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	448,543.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	206,281.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	227,045.	4,747,437.	0.047825
2010	237,294.	4,546,760.	0.052190
2009	308,041.	4,094,337.	0.075236
2008	203,710.	5,216,268.	0.039053
2007	326,306.	6,294,838.	0.051837

2	**Total** of line 1, column (d)	2	0.266141
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	0.053228
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,568,647.
5	Multiply line 4 by line 3	5	243,180.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,749.
7	Add lines 5 and 6	7	247,929.
8	Enter qualifying distributions from Part XII, line 4	8	313,489.

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 instrs)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b			1	4,749.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	4,749.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	4,749.
6 Credits/Payments.				
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	8,197.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	8,300.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	16,497.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	41.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	11,707.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► 6,000. **Refunded** ►			11	5,707.

Part VII-A Statements Regarding Activities

	Line	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to ***1a*** *or* ***1b****, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses* SEE STATEMENT 10	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ► APW FOUNDATION, INC Telephone no ► 718 438-7655

Located at ► 1415 52ND STREET BROOKLYN NY ZIP + 4 ► 11219

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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		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.

			Yes	No
1 a	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			
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)?	1 b	N/A	
	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?	1 c		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:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (No)
If 'Yes' to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
REGINA WEISS 1415 52ND STREET BROOKLYN, NY 11219	PRESIDENT 0	0.	0.	0.
MOSHE WEISS 1040 EAST 27TH ST BROOKLYN, NY 11210	TRUSTEE 0	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a Average monthly fair market value of securities		1a	4,287,436.
b Average of monthly cash balances		1b	118,013.
c Fair market value of all other assets (see instructions)		1c	232,771.
d **Total** (add lines 1a, b, and c)		1d	4,638,220.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	4,638,220.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	69,573.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,568,647.
6 **Minimum investment return.** Enter 5% of line 5		6	228,432.

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	228,432.
2a Tax on investment income for 2012 from Part VI, line 5	2a 4,749.		
b Income tax for 2012 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	4,749.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	223,683.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	223,683.
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	223,683.

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	313,489.
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	313,489.
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	4,749.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	308,740.

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					223,683.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years 20 ___, 20 ___, 20 ___			0.		
3 Excess distributions carryover, if any, to 2012.					
a From 2007	6,319.				
b From 2008					
c From 2009	104,334.				
d From 2010	18,767.				
e From 2011					
f **Total** of lines 3a through e		129,420.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 313,489.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required – see instructions)			0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.			
d Applied to 2012 distributable amount					223,683.
e Remaining amount distributed out of corpus		89,806.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		219,226.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount – see instructions			0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		6,319.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		212,907.			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009	104,334.				
c Excess from 2010	18,767.				
d Excess from 2011					
e Excess from 2012	89,806.				

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

1 a 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	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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))

SEE STATEMENT 11

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

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
a Paid during the year				
SEE STATEMENT 12				
Total			► 3a	311,455.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

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			14	6.	
4 Dividends and interest from securities			14	90,103.	
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			18	448,543.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a FROM K-1 MADISON INDIA RE	900099	-4,747.			
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-4,747.		538,652.	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	533,905.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
N/A	

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

		Yes	No
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?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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			

2 a 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

Signature of officer or trustee: [signature] Date: 11/13/13 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN
JACOB I ROSENBERG	JACOB I ROSENBERG			P00187287

Firm's name ► BERNATH & ROSENBERG, P.C. Firm's EIN ► 13-3358774

Firm's address ► 1430 BROADWAY, 7TH FLOOR NEW YORK, NY 10018-3308 Phone no (212) 221-1140

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545 0047

2012

Name of the organization
A P W FOUNDATION INC

Employer identification number
11-3242355

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private 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: A P W FOUNDATION INC

Employer identification number: 11-3242355

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	A&RW PROPERTIES, LLC 1415 52ND STREET BROOKLYN, NY 11219	$ 45,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: A P W FOUNDATION INC

Employer identification number: 11-3242355

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
	N/A	$	

(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	Employer identification number
A P W FOUNDATION INC	11-3242355

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(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

(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

(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

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 MADISON INDIA RE	$ -4,747.		
TOTAL	$ -4,747.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 3,568.	$ 1,784.		$ 1,784.
TOTAL	$ 3,568.	$ 1,784.	$ 0.	$ 1,784.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	$ 16,922.			
TOTAL	$ 16,922.	$ 0.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	$ 168.	$ 168.		
BROKERAGE ADVISORY FEES	61,745.	61,745.		
FILING FEES	250.			$ 250.
FOREIGN TAXES PAID	22.	22.		
TOTAL	$ 62,185.	$ 61,935.	$ 0.	$ 250.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GENWORTH FINANCIAL	COST	$ 3,314,443.	$ 3,369,466.
	TOTAL	$ 3,314,443.	$ 3,369,466.

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GENWORTH FINANCIAL	COST	$ 661,629.	$ 672,200.
	TOTAL	$ 661,629.	$ 672,200.

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PASSTHROUGH FROM MADISON INDIA RE FUND	COST	$ 72,348.	$ 72,348.
LIFE INSURANCE	MKT VAL	321,334.	116,272.
	TOTAL	$ 393,682.	$ 188,620.

STATEMENT 8
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
LAND	$ 44,151.		$ 44,151.	$ 44,151.
TOTAL	$ 44,151.	$ 0.	$ 44,151.	$ 44,151.

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	CHARLES SCHWAB ACCT#46584107	PURCHASED	VARIOUS	VARIOUS
2	CHARLES SCHWAB ACCT#46584107	PURCHASED	VARIOUS	VARIOUS
3	GAIN FROM K-1 MADISON INDIA RE FUND	PURCHASED		
4	GENWORTH FINANCIAL ACCT# 0140381	PURCHASED	VARIOUS	VARIOUS
5	GENWORTH FINANCIAL ACCT# 0143263	PURCHASED	3/15/2012	VARIOUS
6	GENWORTH FINANCIAL ACCT# 0183929	PURCHASED	VARIOUS	VARIOUS
7	GENWORTH FINANCIAL ACCT# 0183928	PURCHASED	10/13/2011	6/01/2012
8	GENWORTH FINANCIAL ACCT# 0183931	PURCHASED	VARIOUS	VARIOUS
9	GENWORTH FINANCIAL ACCT# 0183930	PURCHASED	VARIOUS	VARIOUS
10	GENWORTH FINANCIAL ACCT# 0183930	PURCHASED	10/13/2011	10/26/2012
11	CAPITAL GAIN DISTRIBUTIONS GENWORTH FINA	PURCHASED		

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	1435229.		1309976.	125,253.				$ 125,253.
2	1502686.		1263495.	239,191.				239,191.
3	13,338.		0.	13,338.				13,338.
4	72,448.		73,761.	-1,313.				-1,313.
5	219,980.		218,191.	1,789.				1,789.
6	1051632.		1021055.	30,577.				30,577.
7	93,287.		91,038.	2,249.				2,249.
8	261,566.		257,077.	4,489.				4,489.
9	217,997.		204,291.	13,706.				13,706.
10	34,066.		30,995.	3,071.				3,071.
11	16,193.		0.	16,193.				16,193.
							TOTAL	$ 448,543.

STATEMENT 10
FORM 990-PF, PART VII-A, LINE 10
SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

NAME OF SUBSTANTIAL CONTRIBUTOR	ADDRESS OF SUBSTANTIAL CONTRIBUTOR
A&RW PROPERTIES, LLC	1415 52ND STREET BROOKLYN, NY 11219

STATEMENT 11
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

REGINA WEISS
MOSHE WEISS

STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CONG BAIS CHANA MALKA 16 SUZANNE DRIVE MONSEY, NY 10952	NONE	EXEMPT	CHARITABLE	$ 11,350.
YESHIVA MINCHAS ELAZAR 4706 14TH AVE BROOKLYN, NY 11219	NONE	EXEMPT	CHARITABLE	60,000.
MTJ CHARITY FUND BROOKLYN, NY 11219	NONE	EXEMPT	CHARITABLE	5,400.
UNITED MUNKACHER YESHIVA 1372 47TH STREET BROOKLYN, NY 11219	NONE	EXEMPT	CHARITABLE	40,000.
CONG TALMUD TORAH 1305 CONEY ISLAND AVE BROOKLYN, NY 11230	NONE	EXEMPT	CHARITABLE	14,770.
KHAL TORAS CHAIM BROOKLYN, NY 11219	NONE	EXEMPT	CHARITABLE	12,050.
VARIOUS CHARITIES BROOKLYN, NY 11219	NONE	EXEMPT	CHARITABLE	101,265.
CONG KHAL SKVER 1321 42ND ST, BROOKLYN, NY 11219	NONE	EXEMPT	CHARITABLE	14,620.
CONG TEFILA LEMOSHE 35 BROCKTON ROAD SPRING VALLEY, NY 10977	NONE	EXEMPT	CHARITABLE	5,200.
CONG MINCHAS ELAZAR 4706 14TH AVE BROOKLYN, NY 11219	NONE	EXEMPT	CHARITABLE	2,180.
CONG EMKAS USHER BROOKLYN, NY 11219	NONE	EXEMPT	CHARITABLE	15,300.
BAIS CHINUCH HAYASHAN 984 HAVERSTRAW ROAD SUFFERN, NY 10901	NONE	EXEMPT	CHARITABLE	9,900.
KHAL ZICHRON MENACHEM 166 RODNEY STREET BROOKLYN, NY 11211	NONE	EXEMPT	CHARITABLE	3,700.
CONG ZICHRON YAKOV YONA 1 OSTEREH BOULEVARD SPRING VALLEY, NY 10977	NONE	EXEMPT	CHARITABLE	4,900.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
MACHON BNOS YEHUDA BROOKLYN, NY 11219	NONE	EXEMPT	CHARITABLE	$ 6,000.
YESHIVA GEDOLAH OF CARTERET 42 NOE STREET CARTERET, NJ 07008	NONE	EXEMPT	CHARITABLE	4,820.
			TOTAL	$ 311,455.

Form CHAR500 This form used for Article 7-A, EPTL and dual filers (replaces forms CHAR 497, CHAR 010 and CHAR 006)	**Annual Filing for Charitable Organizations** New York State Department of Law (Office of the Attorney General) Charities Bureau - Registration Section 120 Broadway New York, NY 10271 http://www charitiesnys com	**2012** **Open to Public Inspection**

1. General Information

a. For the fiscal year beginning (mm/dd/yyyy) 01/01 / **2012** and ending (mm/dd/yyyy) 12/31/2012

b Check if applicable for NYS:	c Name of organization	d Fed employer ID no (EIN) (## #######)
☐ Address change ☐ Name change	A P W FOUNDATION INC	11-3242355
☐ Initial filing		e NY State registration no (## ##-##) 05-84-22
☐ Final filing ☐ Amended filing	Number and street (or P O box if mail is not delivered to street address): 1415 52ND STREET Room/suite:	f Telephone number 718-438-7655
☐ NY registration pending	City or town, state or country and zip + 4 BROOKLYN, NY 11219	g Email

2. Certification - Two Signatures Required

We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.

	Signature	Printed Name	Title	Date
a President or Authorized Officer ▶		REGINA WEISS	TRUSTEE	
b Chief Financial Officer or Treasurer ▶		MOSHE WEISS	TRUSTEE	

3. Annual Report Exemption Information

a. **Article 7-A** annual report exemption (Article 7-A registrants and dual registrants)

Check ➡ ☐ if total contributions from NY State (including residents, foundations, corporations, government agencies, etc.) did not exceed $25,000 **and** the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during this fiscal year

NOTE: An organization may claim this exemption if no PFR or FRC was used **and** either 1) it received an allocation from a federated fund, United Way or incorporated community appeal **and** contributions from all sources did not exceed $25,000 **or** 2) it received all or substantially all of its contributions from one government agency to which it submitted an annual report similar to that required by Article 7-A.

b **EPTL** annual report exemption (EPTL registrants and dual registrants)

Check ➡ ☐ if gross receipts did not exceed $25,000 **and** the assets (market value) did not exceed $25,000 at any time during this fiscal year

For EPTL or Article 7-A registrants claiming the annual report exemption under the one law under which they are registered and for dual registrants claiming the annual report exemptions under both laws, simply complete part 1 (General Information), part 2 (Certification) and part 3 (Annual Report Exemption Information) above.
***Do not** submit a fee, **do not** complete the following schedules and **do not** submit any attachments to this form.*

4. Article 7-A Schedules

If you did **not** check the Article 7-A annual report exemption above, complete the following for this fiscal year:

a Did the organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? ☐ **Yes*** ☐ **No**

*** If "Yes", complete Schedule 4a.**

b. Did the organization receive government contributions (grants)? ☐ **Yes*** ☐ **No**

*** If "Yes", complete Schedule 4b.**

5. Fee Submitted: See last page for **summary of fee requirements.**

Indicate the filing fee(s) you are submitting along with this form.		*Submit only one check or money order for the total fee, payable to "NYS Department of Law"*
a Article 7-A filing fee	$ 0.	
b. EPTL filing fee	$ 250.	
c **Total fee**	**$** 250.	

6. Attachments - For organizations that are not claiming annual report exemptions under both laws, see page 4 for **required attachments** ▶

A P W FOUNDATION INC 11-3242355

5. Fee Instructions

The filing fee depends on the organization's Registration Type For details on Registration Type and filing fees, see the Instructions for Form CHAR500

Organization's Registration Type	Fee Instructions
• **Article 7-A**	Calculate the Article 7-A filing fee using the table in **part a** below The EPTL filing fee is $0
• **EPTL**	Calculate the EPTL filing fee using the table in **part b** below. the Article 7-A filing fee is $0
• **Dual**	Calculate both the Article 7-A and EPTL filing fees using the tables in **parts a and b** below. Add the Article 7-A and EPTL filing fees together to calculate the total fee Submit a **single** check or money order for the total fee.

a) Article 7-A filing fee

Total Support & Revenue	Article 7-A Fee
more than $250,000	$25
up to $250,000 *	$10

* *Any organization that contracted with or used the services of a professional fund raiser (PFR) or fund raising counsel (FRC) during the reporting period must pay an Article 7-A filing fee of $25, regardless of total support and revenue*

b) ETPL filing fee

Net Worth at End of Year	EPTL Fee
Less than $50,000	$25
$50,000 or more, but less than $250,000	$50
$250,000 or more, but less than $1,000,000	$100
$1,000,000 or more, but less than $10,000,000	$250
$10,000,000 or more, but less than $50,000,000	$750
$50,000,000 or more	$1500

6. Attachments – Document Attachment Check-List

Check the boxes for the documents you are attaching.

For All Filers

Filing Fee

[X] Single check or money order payable to 'NYS Department of Law'

Copies of Internal Revenue Service Forms

[ ] **IRS Form 990**	[ ] **IRS Form 990-EZ**	[X] **IRS Form 990-PF**
[ ] All required schedules (including Schedule B	[ ] All required schedules (including Schedule B	[X] All required schedules (including Schedule B
[ ] IRS Form 990-T	[ ] IRS Form 990-T	[ ] IRS Form 990-T

Additional Article 7-A Document Attachment Requirement

Independent Accountant's Report

[ ] Audit Report *(total support & revenue more than $250,000)*
[ ] Review Report *(total support & revenue $100,001 to $250,000)*
[ ] No Accountant's Report Required *(total support & revenue not more than $100,000)*

A P W FOUNDATION INC 11-3242355

	2012	2011	DIFF
REVENUE PER BOOKS			
CONTRIBUTIONS, GIFTS, AND GRANTS	45,000	65,000	-20,000
INTEREST ON SAVINGS/TEMP CASH INVEST	6	7	-1
DIVIDENDS & INTEREST FROM SECURITIES	90,103	82,332	7,771
NET GAIN (LOSS) - NONINV. ASSETS/DISP	448,543	379,520	69,023
OTHER INCOME	-4,747	-3,220	-1,527
TOTAL REVENUE	578,905	523,639	55,266
EXPENSES PER BOOKS			
ACCOUNTING FEES	3,568	2,468	1,100
TAXES	16,922	7,265	9,657
OTHER EXPENSES	62,185	45,497	16,688
TOTAL OPERATING/ADMINISTRATIVE EXP	82,675	55,230	27,445
CONTRIBUTIONS, GIFTS, GRANTS PAID	311,455	225,561	85,894
TOTAL EXPENSES	394,130	280,791	113,339
EXCESS OF REVENUE OVER EXPENSES	184,775	242,848	-58,073
NET INVESTMENT REVENUE			
INTEREST ON SAVINGS/TEMP CASH INVEST	6	7	-1
DIVIDENDS & INTEREST FROM SECURITIES	90,103	82,332	7,771
CAPITAL GAIN NET INCOME	448,543	379,520	69,023
TOTAL REVENUE	538,652	461,859	76,793
NET INVESTMENT EXPENSES			
ACCOUNTING FEES	1,784	1,234	550
OTHER EXPENSES	61,935	45,247	16,688
TOTAL OPERATING/ADMINISTRATIVE EXP	63,719	46,481	17,238
TOTAL EXPENSES	63,719	46,481	17,238
NET INVESTMENT INCOME	474,933	415,378	59,555
TAX COMPUTATION			
TAX ON NET INVESTMENT INCOME	4,749	8,308	-3,559
TAX ON INVESTMENT INCOME	4,749	8,308	-3,559
PAYMENTS AND CREDITS			
OVERPAYMENT CREDITED FROM PRIOR YEAR	379	0	379
ESTIMATED TAX PAYMENTS	7,818	5,000	2,818
TAX PAID WITH EXTENSION	8,300	4,000	4,300
TOTAL PAYMENTS AND CREDITS	16,497	9,000	7,497
REFUND OR AMOUNT DUE			
OVERPAYMENT	11,748	692	11,056
OVERPAYMENT CREDITED TO NEXT YEAR	6,000	490	5,510
UNDERPAYMENT PENALTY	41	202	-161
TAX DUE	0	0	0
REFUND	5,707	0	5,707
TAX RATES			
MARGINAL TAX RATE	1.0%	2.0%	-1.0%
EFFECTIVE TAX RATE	1.0%	2.0%	-1.0%
ADJUSTED NET INCOME REVENUE			
INTEREST ON SAVINGS/TEMP CASH INVEST	6	0	6

A P W FOUNDATION INC 11-3242355

ADJUSTED NET INCOME REVENUE			
DIVIDENDS & INTEREST FROM SECURITIES	90,103	0	90,103
NET SHORT-TERM CAPITAL GAIN	206,281	0	206,281
TOTAL REVENUE	296,390	0	296,390
ADJUSTED NET INCOME EXPENSES			
TOTAL OPERATING/ADMINISTRATIVE EXP	0	0	0
TOTAL EXPENSES	0	0	0
ADJUSTED NET INCOME	296,390	0	296,390
CHARITABLE PURPOSES DISBURSEMENTS			
ACCOUNTING FEES	1,784	1,234	550
OTHER EXPENSES	250	250	0
TOTAL OPERATING/ADMINISTRATIVE EXP	2,034	1,484	550
CONTRIBUTIONS, GIFTS, GRANTS PAID	311,455	225,561	85,894
TOTAL EXPENSES AND DISBURSEMENTS	313,489	227,045	86,444
NET ASSETS OR FUND BALANCES			
NET ASSETS/FUND BAL. AT BEG. OF YEAR	4,373,329	4,024,371	348,958
EXCESS OF REVENUE OVER EXPENSES	184,775	242,848	-58,073
OTHER INCREASES	0	106,110	-106,110
NET ASSETS/FUND BAL. AT END OF YEAR	4,558,104	4,373,329	184,775

A P W FOUNDATION INC 11-3242355

	2012	2011	DIFF
FINANCIAL INFORMATION			
TOTAL SUPPORT AND REVENUE (ARTICLE 7-A)	0	0	0
NET WORTH AT END OF YEAR (EPTL)	4,418,636	4,361,026	57,610
FILING FEES			
ARTICLE 7-A FILING FEE	0	0	0
EPTL FILING FEE	250	250	0
TOTAL FILING FEES	250	250	0

A P W FOUNDATION INC 11-3242355

FORMS NEEDED FOR THIS RETURN

FEDERAL: 990-PF, 990-W, SCH B, 2220, 8868, 8868 P2
NEW YORK: CHAR500

TAX RATES

PRIVATE FOUNDATION	MARGINAL	EFFECTIVE
FEDERAL	1.0 %	1.0 %

UNDERPAYMENT PENALTY

FEDERAL PRIVATE FOUNDATION	41.

CARRYOVERS TO 2013

NONE

UNDISTRIBUTED INCOME CARRYOVERS TO 2013

2009 EXCESS DISTRIBUTIONS	104,334.
2010 EXCESS DISTRIBUTIONS	18,767.
2012 EXCESS DISTRIBUTIONS	89,806.

FEDERAL ESTIMATES

FORM 990-PF

	ESTIMATE	OVERPAYMENT	BALANCE
5/15/13	1,500.	1,500.	0.
6/17/13	1,500.	1,500.	0.
9/16/13	1,500.	1,500.	0.
12/16/13	1,500.	1,500.	0.
TOTAL	$ 6,000.	$ 6,000.	$ 0.

RENTAL INCOME WORKSHEET

GROSS RENTAL INCOME	$	0.
EXPENSES		
TOTAL EXPENSES	$	0.
NET RENTAL INCOME OR LOSS	$	0.

AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES
FORM 990-PF, PART X, LINE 1A

SECURITY	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER
GENWORTH FINANCIAL0143084			989,197	984,881	930,869	966,393	973,081	989,060	1,007,449	1,002,684	1,014,683	1,035,790
GENWORTH FINANCIAL0183930	472,578	500,628	751,872	989,337	954,566	939,113	958,358	972,646	994,102	1,001,139	1,004,461	1,020,285
GENWORTH FINANCIAL0143081			447,707	443,826	440,506	442,350	444,718	444,559	446,239	446,778	444,317	445,245
GENWORTH FINANCIAL0183929	465,170	488,569	460,141	422,760	399,475	351,928	315,295	286,226	254,540	226,929	203,943	194,222
GENWORTH FINANCIAL0183928	277,038	277,105	359,107	444,535	452,723	453,254	453,999	458,116	452,818	443,362	437,188	437,270
GENWORTH FINANCIAL0143263			995,961	997,555	990,116	996,405	999,662	1,005,360	1,015,034	1,012,290	1,011,769	1,016,812
CHARLES SCHWAB	2,783,284	2,800,695	1,383,929									
GENWORTH FINANCIAL0183931	210,030	210,030	105,054	77	39							
AVERAGES	4,208,100	4,277,027	5,492,968	4,282,971	4,168,294	4,149,443	4,145,113	4,155,967	4,170,182	4,133,182	4,116,361	4,149,624

TOTALS 51,449,232 NUMBER OF MONTHS 12

AVERAGE MONTHLY FAIR MARKET VALUE 4,287,436

A P W FOUNDATION INC

11-3242355

Form **990-W** (Worksheet)

Department of the Treasury Internal Revenue Service

FOR FORM 990-PF PURPOSES

Estimated Tax on Unrelated Business Taxable Income for Tax-Exempt Organizations

(and on Investment Income for Private Foundations)

(Keep for your records. Do not send to the Internal Revenue Service.)

OMB No 1545 0976

2013

1 Unrelated business taxable income expected in the tax year	1	
2 **Tax on the amount on line 1.** See instructions for tax computation	2	
3 Alternative minimum tax (see instructions)	3	
4 Total Add lines 2 and 3	4	
5 Estimated tax credits (see instructions)	5	
6 Subtract line 5 from line 4	6	
7 Other taxes (see instructions)	7	
8 Total. Add lines 6 and 7	8	
9 Credit for federal tax paid on fuels (see instructions)	9	
10a Subtract line 9 from line 8 **Note.** If less than $500, the organization is not required to make estimated tax payments Private foundations, see instructions	10a	6,000.
b Enter the tax shown on the 2012 return (see instructions). **Caution.** If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	
c **2013 Estimated Tax.** Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	6,000.

		(a)	(b)	(c)	(d)
11 **Installment due dates** (see instructions)	11	5/15/13	6/17/13	9/16/13	12/16/13
12 **Required installments.** Enter 25% of line 10c in columns **(a)** through **(d)** unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a 'large organization ' (see instructions)	12	1,500.	1,500.	1,500.	1,500.
13 **2012 Overpayment.** (see instructions)	13	1,500.	1,500.	1,500.	1,500.
14 **Payment due.** (Subtract line 13 from line 12)	14	0.	0.	0.	0.

BAA For Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545 1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions: A P W FOUNDATION INC	Employer identification number (EIN) or: 11-3242355
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions: 1415 52ND STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions: BROOKLYN, NY 11219	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► APW FOUNDATION, INC

  Telephone No ► 718 438-7655 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for.

► [X] calendar year 20 12 or

► [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 4,749.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	**3b**	$ 16,497.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions A P W FOUNDATION INC	Employer identification number (EIN) or 11-3242355
File by the extended due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions BERNATH & ROSENBERG, P.C. 1430 BROADWAY, 7TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10018-3308	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in care of ► APW FOUNDATION, INC

Telephone No. ► 718 438-7655 FAX No ►

• If the organization does not have an office or place of business in the United States, check this box ► [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ► [ ] . If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 13

5 For calendar year 2012 , or other tax year beginning ______ , 20 __ , and ending ______ , 20 __

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 4,749.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 16,497.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Title ► TRUSTEE Date ►