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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

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE BFF FOUNDATION INC		A Employer identification number 11-3261912	
Number and street (or P O box number if mail is not delivered to street address) 1428 36TH STREET ROOM/SUITE 200		B Telephone number (see instructions) (718) 975-5303	
City or town, state, and ZIP code BROOKLYN, NY 11218		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 29,780,007		J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) <u> </u> (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 (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	200,446	200,446	200,446	
	4 Dividends and interest from securities.	379,258	379,258	379,258	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	283,837			
	b Gross sales price for all assets on line 6a <u>3,148,880</u>				
	7 Capital gain net income (from Part IV , line 2)		283,837		
	8 Net short-term capital gain			33,985	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
Operating and Administrative Expenses	11 Other income (attach schedule)	125,804	125,804	125,804	
	12 Total. Add lines 1 through 11	989,345	989,345	739,493	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest	5,250	5,250		
	18 Taxes (attach schedule) (see instructions)	8,216	8,091		125
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	38,361	38,361		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	51,827	51,702		125
	25 Contributions, gifts, grants paid	1,344,012			1,370,230
	26 Total expenses and disbursements. Add lines 24 and 25	1,395,839	51,702		1,370,355
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-406,494			
	b Net investment income (if negative, enter -0-)		937,643		
c Adjusted net income (if negative, enter -0-)				739,493	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	8,877,400	5,758,767	5,758,767
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 625,000 Less allowance for doubtful accounts ▶ _____	3,068,000	625,000	625,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	837,836	839,708	839,708
	b	Investments—corporate stock (attach schedule)	4,202,811	6,421,737	6,421,737
	c	Investments—corporate bonds (attach schedule).	8,296,286	8,605,669	8,605,669
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,518,020	7,529,126	7,529,126
	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)	27,800,353	29,780,007	29,780,007	
Liabilities	17	Accounts payable and accrued expenses	2,324	7,539	
	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 ▶ _____)	81,532	2,081,532	
	23	Total liabilities (add lines 17 through 22)	83,856	2,089,071	
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 ▶ ☒ 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	27,716,497	27,690,936	
	30	Total net assets or fund balances (see page 17 of the instructions)	27,716,497	27,690,936	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	27,800,353	29,780,007	

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 27,716,497
2	Enter amount from Part I, line 27a	2 -406,494
3	Other increases not included in line 2 (itemize) ▶ _____	3 380,933
4	Add lines 1, 2, and 3	4 27,690,936
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 27,690,936

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)
1 a	SEE ATTACHED	P		
b	SEE ATTACHED	P		
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 1,482,499		1,275,736	206,763
b 1,623,292		1,589,307	33,985
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			206,763
b			33,985
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	283,837
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	33,985

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 page 18 of 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	1,475,730	28,130,415	0 052460
2010	1,426,693	29,056,747	0 049100
2009	1,158,044	28,799,817	0 040210
2008	1,384,841	23,570,188	0 058754
2007	1,329,430	28,180,851	0 047175

2 Total of line 1, column (d).	2	0 247699
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 049540
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	31,379,961
5 Multiply line 4 by line 3.	5	1,554,563
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	9,376
7 Add lines 5 and 6.	7	1,563,939
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,370,355

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		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		1	18,753
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	18,753
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	18,753
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,919	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	12,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	14,919
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	197
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	4,031
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
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?	2		No
	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	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	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?	6	Yes	
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	7	Yes	
8a	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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶ROTH AND COMPANY Telephone no ▶(718) 236-1600 Located at ▶1428 36TH ST SUITE 200 BROOKLYN NY ZIP +4 ▶11218			
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?	16		No
See 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
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			
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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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		
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	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		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?	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
JOSEPH BISTRITZKY 4625 POST AVENUE MIAMI BEACH, FL 33140	PRESIDENT 5 00	0	0	0
SHEILA BISTRITZKY 4625 POST AVENUE MIAMI BEACH, FL 33140	TREASURER 5 00	0	0	0
YEHUDIS GOLD 1078 EAST 26TH STREET BROOKLYN, NY 11210	SECRETARY 1 00	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.				

Part VIII

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

Part IX-A Summary of Direct Charitable Activities

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

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 page 24 of the instructions	
3	

Form **990-PF** (2012)

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	15,448,016
b	Average of monthly cash balances.	1b	8,255,686
c	Fair market value of all other assets (see instructions).	1c	8,154,126
d	Total (add lines 1a, b, and c).	1d	31,857,828
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	31,857,828
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	477,867
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,379,961
6	Minimum investment return. Enter 5% of line 5.	6	1,568,998

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	1,568,998
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	18,753
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	18,753
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,550,245
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,550,245
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	1,550,245

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	1,370,355
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	1,370,355
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	1,370,355
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				1,550,245
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			1,284,979	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,370,355				
a Applied to 2011, but not more than line 2a			1,284,979	
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.				85,376
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).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				1,464,869
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				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization 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))

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

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 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	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 See Additional Data Table				
Total			3a	1,370,230
b Approved for future payment				
Total			3b	

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	200,446	
4	Dividends and interest from securities. . . .			14	379,258	
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	283,837	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a SETTLEMENT INCOME			25	1,105	
b	K-1 INCOME- RENTAL			16	93,449	
c	K-1 ORDINARY INCOME			25	31,250	
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				989,345	
13	Total. Add line 12, columns (b), (d), and (e).					989,345

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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.			

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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 or fiduciary) is based on all information of which preparer has any knowledge.

* * * * *

2013-11-13

* * * * *

Signature of officer or trustee

Date

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
HESHY KATZ	HESHY KATZ	2013-11-15		
Firm's name ☐	ROTH & COMPANY LLP		Firm's EIN ☐	
	1428 36TH STREET SUITE 200			
Firm's address ☐	BROOKLYN, NY 11218		Phone no (718) 236-1600	

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
AGUDAH MID WEST 68299 COUNTY ROAD 388 SOUTH HAVEN,MI 49090		TAX EXEMPT	TO FURTHER JEWISH CAUSES	500
AGUDATH BENEVOLENT SOCIETY 42 BROADWAY NEWYORK,NY 10004		TAX EXEMPT	TO FURTHER JEWISH CAUSES	100
AGUDATH ISRAEL OF MADISON 2122 AVENUE S BROOKLYN,NY 11229		TAX EXEMPT	TO FURTHER JEWISH CAUSES	25,100
AMERICAN FRIENDS OF CHASDEI LEV 3512 QUENTIN ROAD BROOKLYN,NY 11234		TAX EXEMPT	TO FURTHER JEWISH CAUSES	7,500
AMERICAN FRIENDS OF MAGEN DAVID ADO 352 7TH AVENUE SUITE 400 NEW YORK,NY 10001		TAX EXEMPT	TO FURTHER JEWISH CAUSES	100
AMERICAN FRIENDS OF TZOHAR 1274 49TH STREET BROOKLYN,NY 11219		TAX EXEMPT	TO FURTHER JEWISH CAUSES	72
AMERICAN SOCIETY FOR YAD VASHEM PO BOX 170305 MILWAUKEE,WI 53217		TAX EXEMPT	TO FURTHER JEWISH CAUSES	100
BAYIT LAYELED 1575 50TH STREET BROOKLYN,NY 11219		TAX EXEMPT	TO FURTHER JEWISH CAUSES	50
CHAI LIFELINE 151 WEST 30TH STREET NEW YORK,NY 10001		TAX EXEMPT	TO FURTHER JEWISH CAUSES	1,000
CHAMAH 27 WILLIAM STREET NEW YORK,NY 10005		TAX EXEMPT	TO FURTHER JEWISH CAUSES	1,000
CONGREGATION ANSHEI WOODLAKE 1 LEW STREET WOODRIDGE,NY 12789		TAX EXEMPT	TO FURTHER JEWISH CAUSES	100
CONGREGATION BETH JOSEPH ZWI 910 BEDFORD AVE BROOKLYN,NY 11205		TAX EXEMPT	TO FURTHER JEWISH CAUSES	10,000
CONGREGATION KIBUD AV 3512 QUENTIN ROAD BROOKLYN,NY 11234		TAX EXEMPT	TO FURTHER JEWISH CAUSES	300,000
CONGREGATION OHAVE SHOLOM 13 MAURICE ROSE STREET POBOX 102 WOODRIDGE,NY 12789		TAX EXEMPT	TO FURTHER JEWISH CAUSES	250
CONGREGATION OHR SHRAGE 163 RODNEY STREET BROOKLYN,NY 11211		TAX EXEMPT	TO FURTHER JEWISH CAUSES	360

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CONGREGATION SANZ KLAUZENBERG 1420 50TH STREET BROOKLYN,NY 11219		TAX EXEMPT	TO FURTHER JEWISH CAUSES	38,500
CONGREGATION SHAAREI ELIEZER TORNA 1880 NEWYORK AVE BROOKLYN,NY 11210		TAX EXEMPT	TO FURTHER JEWISH CAUSES	250,000
CONGREGATION TORAH TEMIMAH 1529 42ND STREET BROOKLYN,NY 11219		TAX EXEMPT	TO FURTHER JEWISH CAUSES	500
CONGREGATION TORAS AISH 135 ROSS STREET BROOKLYN,NY 11211		TAX EXEMPT	TO FURTHER JEWISH CAUSES	18,000
CONGREGATION ZICHRON CHAIM 24 CARONETTA DR LAKEWOOD,NJ 08701		TAX EXEMPT	TO FURTHER JEWISH CAUSES	1,000
CONGREGATION ZICHRON MAYER LEIB 4405 14TH AVE BROOKLYN,NY 11219		TAX EXEMPT	TO FURTHER JEWISH CAUSES	500
COUNT ME IN 788 EAST 4TH STREET BROOKLYN,NY 11218		TAX EXEMPT	TO FURTHER JEWISH CAUSES	100
CROWN HEIGHTS MIKVAH ATH INC 1506 UNION STREET BROOKLYN,NY 11213		TAX EXEMPT	TO FURTHER JEWISH CAUSES	500
EZER HALBOSHO 1573 58TH STREET BROOKLYN,NY 11219		TAX EXEMPT	TO FURTHER JEWISH CAUSES	36
EZRA L'MARPEH 1148 44TH STREET BROOKLYN,NY 11219		TAX EXEMPT	TO FURTHER JEWISH CAUSES	50
EZRAS YISROEL 4415 14TH AVENUE BROOKLYN,NY 11219		TAX EXEMPT	TO FURTHER JEWISH CAUSES	1,000
EZRAT ISRAEL 806 EASTERN PARKWAY BROOKLYN,NY 11213		TAX EXEMPT	TO FURTHER JEWISH CAUSES	180
FRIENDS OF UNITED HATZALAH 1324 LEXINGTON AVE BROOKLYN,NY 10128		TAX EXEMPT	TO FURTHER JEWISH CAUSES	100
GATEWAYS 11 WALLENBERG CIRCLE MONSEY,NY 10952		TAX EXEMPT	TO FURTHER JEWISH CAUSES	200,000
GATEWAYS ORGANIZATION INC 11 WALLENBERG CIRCLE MONSEY,NY 10952		TAX EXEMPT	TO FURTHER JEWISH CAUSES	200,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
HASC 5902 14TH AVE BROOKLYN,NY 11219		TAX EXEMPT	TO FURTHER JEWISH CAUSES	100
HATZALAH OF MIAMI-DADE INC 1110 NE 163RD STREET N MIAMI BEACH,FL 33162		TAX EXEMPT	TO FURTHER JEWISH CAUSES	100
HEBREW DAY SCHOOL OF SULLIVAN COUNT 4718 STATE ROUTE 42 KIAMESHA LAKE,NY 12751		TAX EXEMPT	TO FURTHER JEWISH CAUSES	500
ITKA LERNER BIKUR CHOLIM PO BOX 180477 BROOKLYN,NY 11218		TAX EXEMPT	TO FURTHER JEWISH CAUSES	36
KEHILAS MORESHES YAAKOV 1632 EAST 21ST STREET BROOKLYN,NY 11210		TAX EXEMPT	TO FURTHER JEWISH CAUSES	1,500
KEREN ANIYEM PO BOX 300443 BROOKLYN,NY 11230		TAX EXEMPT	TO FURTHER JEWISH CAUSES	50
KEREN HAYELED 1482 41 ST STREET BROOKLYN,NY 11218		TAX EXEMPT	TO FURTHER JEWISH CAUSES	36
KEREN OR 350 7TH AVENUE SUITE 701 NEW YORK,NY 10001		TAX EXEMPT	TO FURTHER JEWISH CAUSES	100
KEREN Y & Y 805-A ROOSEVELT CT FAR ROCKAWAY,NY 11691		TAX EXEMPT	TO FURTHER JEWISH CAUSES	36
KIDS OF COURAGE 1315B BROADWAY HEWLETT,NY 11557		TAX EXEMPT	TO FURTHER JEWISH CAUSES	100
KOLLEL OHR YEHUDA 1364 E 7TH STREET BROOKLYN,NY 11230		TAX EXEMPT	TO FURTHER JEWISH CAUSES	100
LEKOVOD SHABBOS 323 AVENUE F BROOKLYN,NY 11218		TAX EXEMPT	TO FURTHER JEWISH CAUSES	72
MESORAH HERITAGE FOUNDATION 4401 2ND AVE BROOKLYN,NY 11232		TAX EXEMPT	TO FURTHER JEWISH CAUSES	1,000
MIFAL HASHAS 4606 16TH AVENUE BROOKLYN,NY 11204		TAX EXEMPT	TO FURTHER JEWISH CAUSES	1,800
NOAM SHABBOS 1701 45TH STREET BROOKLYN,NY 11204		TAX EXEMPT	TO FURTHER JEWISH CAUSES	250

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
OHEL CHILDREN'S HOME & FAMILY SERVI 4510 16TH AVENUE BROOKLYN,NY 11204		TAX EXEMPT	TO FURTHER JEWISH CAUSES	113,000
RABBI MEIR BAAL HANESS-CHESED UTZDA 1473 44TH STREET BROOKLYN,NY 11219		TAX EXEMPT	TO FURTHER JEWISH CAUSES	360
RENEE SCHICK GEMILAS CHESED 1472 EAST 17TH STREET BROOKLYN,NY 11230		TAX EXEMPT	REFUND OF PRIOR CONTRIBUTION	-23,200
SHALHEVET HIGH SCHOOL 1000 ROSEDALE ROAD NORTH WOODMERE,NY 11581		TAX EXEMPT	TO FURTHER JEWISH CAUSES	8,000
SIMON WIESENTHAL CENTER 1399 SOUTH ROXBURY DRIVE LOS ANGELES,CA 90035		TAX EXEMPT	TO FURTHER JEWISH CAUSES	100
TALMUDICAL ACADEMY OF BROOKLYN 2066 E 9TH STREET BROOKLYN,NY 11223		TAX EXEMPT	TO FURTHER JEWISH CAUSES	10,000
THE ALEH FOUNDATION 5317 13TH AVE BROOKLYN,NY 11219		TAX EXEMPT	TO FURTHER JEWISH CAUSES	72
THE CENTER FOR SPECIAL CHILDREN 1400 PROSPECT ST LAKEWOOD,NJ 08701		TAX EXEMPT	TO FURTHER JEWISH CAUSES	70,000
THE JERUSALEM GREAT SYNAGOGUE 3145 CONEY ISLAND AVE BROOKLYN,NY 11235		TAX EXEMPT	TO FURTHER JEWISH CAUSES	180
THE JEWISH FOUNDATION FOR THE RIGHT 305 SEVENTH AVE NEW YORK,NY 10001		TAX EXEMPT	TO FURTHER JEWISH CAUSES	100
TIKVAH LAYELED 322 WEST 52ND STREET NEW YORK,NY 10101		TAX EXEMPT	TO FURTHER JEWISH CAUSES	100
TOMCHEI SHABBOS 6225 NEW UTRECHT AVE BROOKLYN,NY 11219		TAX EXEMPT	TO FURTHER JEWISH CAUSES	250
UNITED STATES HOLOCAUST MEMORIAL MU 100 RAOUL WALLENBERG PLAC SW WASHINGTON,DC 20024		TAX EXEMPT	TO FURTHER JEWISH CAUSES	100
WORLD JEWISH CONGRESS PO BOX 90400 WASHINGTON,DC 20090		TAX EXEMPT	TO FURTHER JEWISH CAUSES	50
YESHIVA AHAVAS TORAH 2961 NOSTRAND AVE BROOKLYN,NY 11229		TAX EXEMPT	TO FURTHER JEWISH CAUSES	180

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
YESHIVA BETH JOSEPH 163 PARKVILLE AVE BROOKLYN, NY 11230		TAX EXEMPT	TO FURTHER JEWISH CAUSES	72,000
YESHIVA TORAH VODAATH AND MESIVTA 1904 AVENUE N BROOKLYN, NY 11230		TAX EXEMPT	TO FURTHER JEWISH CAUSES	5,000
YESHIVA TORAS CHAIM 1025 NE MIAMI GARDENS DR N MIAMI BEACH, FL 33179		TAX EXEMPT	TO FURTHER JEWISH CAUSES	1,000
YESHIVATH SHEARITH HAPLETAH 131 LEE AVE BROOKLYN, NY 11211		TAX EXEMPT	TO FURTHER JEWISH CAUSES	50,000
ZAKA RESCUE AND RECOVERY 1303 53RD STREET BROOKLYN, NY 11219		TAX EXEMPT	TO FURTHER JEWISH CAUSES	100
YESHIVA MEOR HATORAH PO BOX 43091 JERUSALEM, N/A IS		TAX EXEMPT	TO FURTHER JEWISH CAUSE	360
Total  3a				1,370,230

TY 2012 IRS Payment**Name:** THE BFF FOUNDATION INC**EIN:** 11-3261912**Routing Transit Number:****Bank Account Number:****Type of Account:** Checking**Payment Amount in Dollars and** 4,205**Cents:****Requested Payment Date:** 2013-11-13**Taxpayer's Daytime Phone** (718) 975-5303
Number:

TY 2012 Compensation Explanation**Name:** THE BFF FOUNDATION INC**EIN:** 11-3261912

Person Name	Explanation
JOSEPH BISTRITZKY	
SHEILA BISTRITZKY	
YEHUDIS GOLD	

TY 2012 Investments Corporate Bonds Schedule

Name: THE BFF FOUNDATION INC

EIN: 11-3261912

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SANFORD BERNSTEIN	1,011,318	1,011,318
SANFORD BERNSTEIN	7,594,351	7,594,351

TY 2012 Investments Corporate Stock Schedule

Name: THE BFF FOUNDATION INC

EIN: 11-3261912

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SANFORD BERNSTEIN	4,900,838	4,900,838
SANFORD BERNSTEIN	1,520,899	1,520,899

TY 2012 Investments - Other Schedule**Name:** THE BFF FOUNDATION INC**EIN:** 11-3261912

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LAKEWOOD REGENCY (PARTNERSHIP)	AT COST	1,301,159	1,301,159
FRIDAY INVESTMENT LLC	AT COST	967,967	967,967
THURSDAY INVESTMENTS, LLC	AT COST	1,260,000	1,260,000
GATEWAY REAL ESTATE	AT COST	4,000,000	4,000,000

TY 2012 Other Expenses Schedule

Name: THE BFF FOUNDATION INC

EIN: 11-3261912

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK CHARGES	208	208		
INVESTMENT EXPENSES	38,153	38,153		

TY 2012 Other Income Schedule

Name: THE BFF FOUNDATION INC

EIN: 11-3261912

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SETTLEMENT INCOME	1,105	1,105	1,105
K-1 INCOME- RENTAL	93,449	93,449	93,449
K-1 ORDINARY INCOME	31,250	31,250	31,250

TY 2012 Other Increases Schedule

Name: THE BFF FOUNDATION INC

EIN: 11-3261912

Description	Amount
UNREALIZED GAIN	380,933

TY 2012 Other Liabilities Schedule

Name: THE BFF FOUNDATION INC

EIN: 11-3261912

Description	Beginning of Year - Book Value	End of Year - Book Value
QUALIFIED NON INTEREST LOAN	81,532	2,081,532

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Other Notes/Loans
Receivable Long Schedule

Name: THE BFF FOUNDATION INC
EIN: 11-3261912

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
FOREMOST REALTY	NONE	3,000,000		2009-04	2012-04	INT SEMI-ANNU PRINC @ TERM	10 00 %	MORTGAGE & PERSONAL GUARANTEE	INVESTMENT	NONE	
SHAULSON	NONE	720,000	50,000	2009-07	2010-12	QUARTERLY	2 00 %	INVENTORY & A/R	INVESTMENT	NONE	50,000
AGUDAH ISRAEL OF MADISON	NONE	60,000		2007-06	2012-01	ON DEMAND	0 %		CHARITY	NONE	
RACHMIM V'CHAIM	NONE	48,000		2010-06	2012-06	2000/MONTH	0 %		CHARITY	NONE	
RENEE SCHICK GEMILAS CHESED	NONE	50,000	50,000	2012-09		ON DEMAND	0 %		CHARITY	NONE	50,000
MY KEREN HASHLUCHIM INC	NONE	500,000	500,000	2012-12	2013-07	8 MONTHS	0 %		CHARITY	NONE	500,000
AGUDAH ISRAEL OF MADISON	NONE	25,000	25,000	2012-11		ON DEMAND	0 %		CHARITY	NONE	25,000

TY 2012 Taxes Schedule**Name:** THE BFF FOUNDATION INC**EIN:** 11-3261912

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	7,966	7,966		
STATE TAXES	250	125		125

Capital Gains Report

THE BFF FOUNDATION INC.

11-3261912

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM COVERED								
01/10/2011	01/05/2012	100	LIMITED BRANDS INC	39.28	29.04	3,928.00	2,904.31	1,023.69
02/15/2011	01/06/2012	50	BORGWARNER INC	65.43	79.52	3,271.61	3,976.15	-704.54
02/23/2011	01/06/2012	50	BORGWARNER INC	65.43	76.83	3,271.60	3,841.27	-569.67
05/24/2011	01/09/2012	200	***LYONDELLBASELL INDU-CL A	34.46	39.51	6,891.10	7,902.40	-1,011.30
01/10/2011	01/09/2012	100	LIMITED BRANDS INC	39.00	29.04	3,900.00	2,904.31	995.69
03/07/2011	01/09/2012	150	LIMITED BRANDS INC	39.00	31.66	5,850.00	4,749.24	1,100.76
07/15/2011	01/09/2012	150	LIMITED BRANDS INC	39.00	39.57	5,850.00	5,931.87	-84.87
10/24/2011	01/09/2012	100	PEPSICO INC	65.39	61.94	6,539.19	6,193.53	345.66
10/28/2011	01/09/2012	75	PEPSICO INC	65.39	63.06	4,904.39	4,729.72	174.67
05/10/2011	01/11/2012	75	CELGENE CORP	70.98	59.83	5,323.74	4,486.96	836.78
01/20/2011	01/11/2012	75	ROCKWELL AUTOMATION INC	77.95	74.75	5,846.00	5,606.25	239.75
02/15/2011	01/11/2012	25	ROCKWELL AUTOMATION INC	77.95	88.61	1,948.67	2,215.27	-266.60
07/22/2011	01/12/2012	25	CONOCOPHILLIPS	70.79	75.45	1,769.83	1,883.30	-116.47
08/12/2011	01/12/2012	100	CONOCOPHILLIPS	70.79	66.48	7,079.30	6,648.26	431.04
09/22/2011	01/12/2012	100	CONOCOPHILLIPS	70.79	62.76	7,079.30	6,276.00	803.30
05/10/2011	01/17/2012	75	CELGENE CORP	73.11	59.83	5,483.25	4,486.96	996.29
05/31/2011	01/17/2012	100	FMC TECHNOLOGIES INC	51.14	44.39	5,114.00	4,439.46	674.54
08/29/2011	01/17/2012	100	LAS VEGAS SANDS CORP	46.36	45.05	4,636.00	4,505.40	130.60
02/02/2011	01/17/2012	50	MONSANTO CO	80.64	75.38	4,032.00	3,769.14	262.86
12/01/2011	01/17/2012	50	SALESFORCE.COM INC	103.44	118.40	5,172.00	5,920.11	-748.11
08/04/2011	01/17/2012	50	VISA INC - CLASS A SHRS	102.53	85.68	5,126.50	4,283.87	842.63
05/24/2011	01/19/2012	125	***LYONDELLBASELL INDU-CL A	39.90	39.64	4,987.75	4,954.40	33.35
01/25/2011	01/23/2012	75	***ACCENTURE PLC-CL A	55.99	51.37	4,199.08	3,852.55	346.53
01/05/2012	01/24/2012	75	WATSON PHARMACEUTICALS INC	56.00	61.50	4,200.08	4,612.70	-412.62
01/10/2012	01/24/2012	100	WATSON PHARMACEUTICALS INC	56.00	64.06	5,600.10	6,406.17	-806.07
06/07/2011	01/31/2012	205	LOWE'S COS INC	26.85	23.18	5,504.25	4,752.31	751.94
04/12/2011	01/31/2012	50	PROCTER & GAMBLE CO	62.88	62.68	3,144.20	3,134.13	10.07
04/19/2011	01/31/2012	75	PROCTER & GAMBLE CO	62.88	63.72	4,716.31	4,779.20	-62.89
05/24/2011	02/02/2012	100	***LYONDELLBASELL INDU-CL A	43.31	39.64	4,330.84	3,963.52	367.32
05/31/2011	02/03/2012	125	FMC TECHNOLOGIES INC	52.97	44.39	6,621.16	5,549.33	1,071.83
08/04/2011	02/06/2012	50	VF CORP	132.77	110.65	6,638.60	5,532.59	1,106.01
06/08/2011	02/08/2012	75	GENERAL MOTORS CO	25.81	28.91	1,935.76	2,168.14	-232.38
12/07/2011	02/08/2012	100	ILLUMINA INC	52.10	29.29	5,209.69	2,929.23	2,280.45
02/18/2011	02/09/2012	100	***ACCENTURE PLC-CL A	57.43	53.85	5,742.94	5,385.16	357.78
02/22/2011	02/10/2012	75	MARATHON PETROLEUM CORP	44.04	38.12	3,302.90	2,858.80	444.10
08/01/2011	02/10/2012	100	MARATHON PETROLEUM CORP	44.04	44.76	4,403.86	4,475.70	-71.84
08/23/2011	02/13/2012	450	CMS ENERGY CORP	21.73	18.94	9,779.45	8,524.98	1,254.47
10/13/2011	02/13/2012	350	CMS ENERGY CORP	21.73	19.99	7,606.23	6,997.38	608.85
03/02/2011	02/14/2012	75	GOODRICH CORP	125.51	83.36	9,413.43	6,252.27	3,161.16
04/19/2011	02/15/2012	100	***ACCENTURE PLC-CL A	58.08	55.27	5,808.33	5,527.46	280.87
10/13/2011	02/16/2012	150	ESTEE LAUDER COMPANIES-CL A	55.60	48.19	8,339.49	7,228.28	1,111.21
08/04/2011	02/16/2012	50	VF CORP	146.38	110.65	7,318.78	5,532.59	1,786.19
09/22/2011	02/17/2012	300	DELL INC	18.13	14.06	5,437.89	4,218.63	1,219.26
06/08/2011	02/28/2012	250	GENERAL MOTORS CO	26.24	28.91	6,559.80	7,227.12	-667.32
06/16/2011	02/28/2012	50	GENERAL MOTORS CO	26.24	28.79	1,311.96	1,439.38	-127.42
10/24/2011	03/09/2012	550	***SEAGATE TECHNOLOGY	28.37	15.56	15,604.27	8,558.39	7,045.88

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/11/2012	03/13/2012	450	***NEXEN INC	19.97	17.75	8,986.77	7,986.20	1,000.57
08/02/2011	03/14/2012	200	CBRE GROUP INC	20.24	21.17	4,047.22	4,233.34	-186.12
08/04/2011	03/14/2012	50	CBRE GROUP INC	20.24	19.89	1,011.81	994.50	17.31
03/30/2011	03/19/2012	100	MOODY'S CORP	42.18	34.48	4,218.23	3,448.20	770.03
08/23/2011	03/21/2012	50	DTE ENERGY COMPANY	54.38	48.27	2,719.07	2,413.70	305.37
06/23/2011	03/21/2012	200	UNITEDHEALTH GROUP INC	54.12	50.86	10,824.42	10,172.58	651.84
11/28/2011	03/23/2012	100	CIT GROUP INC	41.42	31.76	4,142.12	3,176.21	965.91
09/06/2011	03/23/2012	150	TRAVELERS COS INC/THE	58.24	48.30	8,735.70	7,244.76	1,490.94
04/25/2011	03/26/2012	200	METLIFE INC	38.27	44.16	7,654.00	8,832.96	-1,178.96
05/17/2011	03/26/2012	100	METLIFE INC	38.27	43.87	3,827.00	4,386.60	-559.60
08/10/2011	03/26/2012	200	METLIFE INC	38.27	32.63	7,654.00	6,526.04	1,127.96
12/07/2011	04/03/2012	150	ILLUMINA INC	51.76	29.29	7,764.09	4,393.85	3,370.24
04/18/2011	04/09/2012	325	GAMESTOP CORP	21.87	25.91	7,107.13	8,419.71	-1,312.58
05/13/2011	04/11/2012	225	GENERAL MILLS INC	38.56	39.70	8,676.14	8,931.98	-255.84
05/19/2011	04/11/2012	125	GENERAL MILLS INC	38.56	39.89	4,820.08	4,986.03	-165.95
08/31/2011	04/11/2012	75	GENERAL MILLS INC	38.56	37.94	2,892.04	2,845.40	46.64
11/07/2011	04/19/2012	50	PERRIGO INC	106.05	88.32	5,302.38	4,416.04	886.34
11/14/2011	04/19/2012	50	PERRIGO INC	106.05	92.39	5,302.37	4,619.28	683.09
05/03/2011	04/25/2012	100	***POTASH CORP OF SASKATCHEWAN	44.10	54.84	4,410.00	5,484.00	-1,074.00
05/12/2011	04/25/2012	25	***POTASH CORP OF SASKATCHEWAN	44.10	51.29	1,102.50	1,282.13	-179.63
12/05/2011	05/04/2012	900	MORGAN STANLEY	16.00	16.45	14,399.55	14,807.25	-407.70
12/07/2011	05/04/2012	600	MORGAN STANLEY	16.00	16.71	9,599.70	10,026.00	-426.30
11/02/2011	05/07/2012	75	BOEING CO/THE	76.00	64.42	5,699.95	4,831.46	868.49
11/10/2011	05/07/2012	175	BOEING CO/THE	76.00	65.13	13,299.88	11,397.61	1,902.27
11/21/2011	05/07/2012	75	BOEING CO/THE	76.00	64.35	5,699.95	4,825.94	874.01
01/03/2012	05/07/2012	75	BOEING CO/THE	76.00	74.62	5,699.94	5,596.82	103.12
01/05/2012	05/07/2012	125	VERTEX PHARMACEUTICALS INC	54.59	33.11	6,823.43	4,138.19	2,685.24
05/17/2011	05/11/2012	150	EXPRESS SCRIPTS HOLDING CO	55.80	60.06	8,369.52	9,008.28	-638.76
01/03/2012	05/11/2012	125	EXPRESS SCRIPTS HOLDING CO	55.80	46.89	6,974.60	5,861.66	1,112.94
07/19/2011	05/17/2012	20	GILEAD SCIENCES INC	50.82	41.77	1,016.40	835.38	181.02
12/07/2011	05/17/2012	50	ILLUMINA INC	43.81	29.29	2,190.50	1,464.61	725.89
12/15/2011	05/17/2012	150	ILLUMINA INC	43.81	27.44	6,571.50	4,116.11	2,455.39
07/14/2011	05/21/2012	100	QUALCOMM INC	57.08	54.69	5,708.00	5,468.62	239.38
01/10/2012	05/23/2012	175	***POTASH CORP OF SASKATCHEWAN	39.03	43.31	6,830.25	7,579.99	-749.74
02/07/2012	05/23/2012	100	***POTASH CORP OF SASKATCHEWAN	39.03	46.30	3,903.00	4,629.73	-726.73
05/24/2011	05/24/2012	600	CORNING INC	12.78	19.61	7,668.12	11,768.88	-4,100.76
08/16/2011	05/24/2012	400	CORNING INC	12.78	15.18	5,112.08	6,072.28	-960.20
06/07/2011	05/29/2012	125	ANADARKO PETROLEUM CORP	64.23	75.46	8,029.13	9,433.06	-1,403.93
06/13/2011	05/29/2012	12	ANADARKO PETROLEUM CORP	64.23	71.92	770.80	863.04	-92.24
07/05/2011	05/29/2012	50	ANADARKO PETROLEUM CORP	64.23	79.11	3,211.65	3,955.63	-743.98
07/15/2011	05/29/2012	65	ANADARKO PETROLEUM CORP	64.23	79.81	4,175.14	5,187.62	-1,012.48
08/09/2011	05/29/2012	75	ANADARKO PETROLEUM CORP	64.23	65.78	4,817.47	4,933.43	-115.96
01/04/2012	05/29/2012	73	ANADARKO PETROLEUM CORP	64.23	79.27	4,689.01	5,786.64	-1,097.63
08/25/2011	05/29/2012	200	MARATHON OIL CORP	25.60	25.47	5,120.04	5,094.35	25.69
09/26/2011	05/29/2012	200	MARATHON OIL CORP	25.60	22.46	5,120.04	4,492.52	627.52
01/13/2012	06/01/2012	200	FREEPORT-MCMORAN COPPER	32.33	41.78	6,466.60	8,355.74	-1,889.14
01/25/2012	06/01/2012	200	FREEPORT-MCMORAN COPPER	32.33	43.80	6,466.60	8,759.72	-2,293.12
02/07/2012	06/01/2012	150	FREEPORT-MCMORAN COPPER	32.33	45.91	4,849.95	6,886.29	-2,036.34
08/12/2011	06/06/2012	150	CENTURYLINK INC	37.41	34.48	5,611.98	5,172.60	439.38

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/30/2011	06/12/2012	125	DIRECTV-CLASS A	43.18	43.84	5,397.88	5,479.98	-82.10
03/21/2012	06/12/2012	150	DIRECTV-CLASS A	43.18	48.11	6,477.45	7,216.26	-738.81
11/28/2011	08/14/2012	50	PERRIGO INC	110.80	94.75	5,540.00	4,737.53	802.47
02/22/2012	06/14/2012	50	PERRIGO INC	110.80	94.77	5,540.00	4,738.29	801.71
02/24/2012	06/14/2012	50	PERRIGO INC	110.80	96.30	5,540.00	4,814.77	725.23
08/30/2011	06/18/2012	300	GENERAL ELECTRIC CO	19.66	15.94	5,898.33	4,781.46	1,116.87
01/04/2012	06/18/2012	200	GENERAL ELECTRIC CO	19.66	18.47	3,932.22	3,693.08	239.14
07/22/2011	06/20/2012	100	QUALCOMM INC	56.94	57.25	5,693.51	5,724.91	-31.40
09/30/2011	06/20/2012	100	QUALCOMM INC	56.94	49.67	5,693.51	4,966.61	726.90
02/09/2012	06/21/2012	100	GOLDMAN SACHS GROUP INC	94.69	116.08	9,469.29	11,607.99	-2,138.70
02/13/2012	06/21/2012	50	GOLDMAN SACHS GROUP INC	94.69	115.16	4,734.65	5,758.04	-1,023.39
07/25/2011	06/26/2012	260	JPMORGAN CHASE & CO	35.75	41.77	9,296.12	10,861.24	-1,565.12
10/28/2011	06/26/2012	155	JPMORGAN CHASE & CO	35.75	36.69	5,541.92	5,686.47	-144.55
03/22/2012	06/26/2012	105	JPMORGAN CHASE & CO	35.75	44.76	3,754.20	4,700.04	-945.84
08/23/2011	07/02/2012	150	DTE ENERGY COMPANY	59.47	48.27	8,921.24	7,241.10	1,680.14
02/23/2012	07/02/2012	200	EDISON INTERNATIONAL	46.12	41.98	9,224.00	8,396.06	827.94
06/01/2011	07/11/2012	200	MARATHON PETROLEUM CORP	44.69	44.76	8,937.76	8,951.40	-13.64
08/08/2011	07/11/2012	150	MARATHON PETROLEUM CORP	44.69	34.12	6,703.32	5,118.41	1,584.91
09/07/2011	07/11/2012	200	MARATHON PETROLEUM CORP	44.69	36.57	8,937.76	7,313.42	1,624.34
06/01/2012	07/11/2012	150	YUM! BRANDS INC	62.07	66.80	9,310.67	10,019.34	-708.67
08/11/2011	07/12/2012	200	***BP PLC-SPONS ADR	40.19	39.65	8,038.00	7,930.42	107.58
10/18/2011	07/13/2012	100	PVH CORP	75.75	65.66	7,575.31	6,565.81	1,009.50
11/18/2011	07/13/2012	75	PVH CORP	75.75	66.26	5,681.48	4,869.70	711.78
10/11/2011	07/18/2012	225	TRW AUTOMOTIVE HOLDINGS CORP	36.58	38.80	8,229.92	8,729.98	-500.06
09/22/2011	07/24/2012	275	DOLLAR GENERAL CORP	52.50	37.00	14,438.30	10,175.00	4,263.30
11/21/2011	07/24/2012	125	DOLLAR GENERAL CORP	52.50	39.23	6,562.86	4,903.78	1,659.08
08/03/2011	07/25/2012	250	FMC TECHNOLOGIES INC	42.24	43.23	10,560.27	10,107.88	-247.61
11/16/2011	07/25/2012	125	FMC TECHNOLOGIES INC	42.24	49.20	5,280.14	6,116.94	-869.80
11/04/2011	07/25/2012	33	WELLS FARGO & COMPANY	33.09	25.31	1,092.05	835.26	256.79
08/04/2011	07/26/2012	200	CBRE GROUP INC	15.37	19.89	3,073.08	3,978.00	-904.92
09/29/2011	07/26/2012	550	CBRE GROUP INC	15.37	14.21	8,450.97	7,817.70	633.27
10/19/2011	07/26/2012	100	***COVIDIEN PLC	53.88	45.39	5,387.54	4,539.38	848.16
10/28/2011	07/26/2012	125	***COVIDIEN PLC	53.88	48.26	6,734.42	6,033.01	701.41
11/18/2011	07/26/2012	100	***COVIDIEN PLC	53.88	46.21	5,387.54	4,621.26	766.28
01/05/2012	07/26/2012	100	***COVIDIEN PLC	53.88	45.16	5,387.54	4,516.12	871.42
01/05/2012	07/27/2012	175	VERTEX PHARMACEUTICALS INC	49.88	33.11	8,728.41	5,793.46	2,934.95
06/12/2012	07/30/2012	200	AMERICAN EXPRESS CO	58.35	56.17	11,670.00	11,233.54	436.46
10/26/2011	07/30/2012	100	LAM RESEARCH CORP	34.14	41.74	3,414.00	4,174.13	-760.13
12/06/2011	07/30/2012	150	LAM RESEARCH CORP	34.14	43.05	5,121.00	6,456.96	-1,335.96
08/12/2011	08/03/2012	200	CENTURYLINK INC	41.84	34.48	8,367.16	6,896.80	1,470.36
03/06/2012	08/03/2012	475	LIBERTY INTERACTIVE CORP-A	18.97	18.53	9,010.75	8,801.28	209.47
09/21/2011	08/03/2012	300	***MARVELL TECHNOLOGY GROUP LT	11.29	15.00	3,386.07	4,499.91	-1,113.84
10/20/2011	08/03/2012	400	***MARVELL TECHNOLOGY GROUP LT	11.29	13.32	4,514.76	5,326.08	-811.32
10/31/2011	08/03/2012	400	***MARVELL TECHNOLOGY GROUP LT	11.29	14.07	4,514.76	5,626.44	-1,111.68
11/15/2011	08/03/2012	300	***MARVELL TECHNOLOGY GROUP LT	11.29	14.82	3,386.07	4,447.17	-1,061.10
08/31/2011	08/08/2012	125	GENERAL MILLS INC	38.42	37.94	4,803.09	4,742.34	60.75
11/02/2011	08/08/2012	250	GENERAL MILLS INC	38.42	38.51	9,606.17	9,606.50	-20.33
12/16/2011	08/08/2012	100	GENERAL MILLS INC	38.42	39.66	3,812.47	3,965.81	-123.34
08/17/2011	08/09/2012	75	ROCKWELL AUTOMATION INC	70.85	62.68	5,313.41	4,700.94	612.47

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11/18/2011	08/09/2012	75	ROCKWELL AUTOMATION INC	70.85	71.69	5,313.40	5,376.49	-63.09
10/07/2011	08/10/2012	100	LEAR CORP	39.66	45.33	3,966.00	4,533.18	-567.18
01/09/2012	08/13/2012	175	STRYKER CORP	53.13	51.72	9,297.17	9,050.97	246.20
01/10/2012	08/13/2012	125	STRYKER CORP	53.13	52.14	6,640.84	6,517.50	123.34
01/12/2012	08/13/2012	100	STRYKER CORP	53.13	52.39	5,312.67	5,239.10	73.57
03/07/2012	08/13/2012	100	STRYKER CORP	53.13	51.96	5,312.67	5,196.08	116.59
10/25/2011	08/14/2012	375	CENTERPOINT ENERGY INC	20.55	21.12	7,706.25	7,920.19	-213.94
02/21/2012	08/14/2012	275	CENTERPOINT ENERGY INC	20.55	19.03	5,651.25	5,232.39	418.86
06/21/2012	08/14/2012	350	HALLIBURTON CO	35.10	28.57	12,284.06	9,998.49	2,285.57
05/17/2012	08/16/2012	150	AMGEN INC	83.02	71.38	12,453.02	10,707.00	1,746.02
07/16/2012	08/17/2012	275	CBS CORP-CLASS B NON VOTING	35.87	31.30	9,864.61	8,607.61	1,257.00
02/01/2012	08/17/2012	175	EMERSON ELECTRIC CO	52.16	52.27	9,127.41	9,148.09	-20.68
			WASH SALE-DISALLOWED LOSS					20.68
02/06/2012	08/17/2012	125	EMERSON ELECTRIC CO	52.16	53.42	6,519.57	6,677.55	-157.98
03/08/2012	08/17/2012	125	EMERSON ELECTRIC CO	52.16	49.54	6,519.58	6,192.23	327.35
03/16/2012	08/17/2012	25	EMERSON ELECTRIC CO	52.16	52.40	1,303.91	1,310.07	-6.16
12/20/2011	08/17/2012	150	HERSHEY CO/THE	72.13	59.53	10,819.50	8,929.62	1,889.88
02/13/2012	08/17/2012	75	HERSHEY CO/THE	72.13	60.04	5,409.75	4,502.79	906.96
02/14/2012	08/17/2012	75	HERSHEY CO/THE	72.13	60.45	5,409.75	4,533.54	876.21
02/21/2012	08/17/2012	75	HERSHEY CO/THE	72.13	60.62	5,409.75	4,546.29	863.46
01/04/2012	08/20/2012	300	GANNETT CO	15.67	13.79	4,700.01	4,136.01	564.00
02/10/2012	08/21/2012	125	INFORMATICA CORPORATION	31.02	46.44	3,877.91	5,804.54	-1,926.63
07/02/2012	08/21/2012	325	INFORMATICA CORPORATION	31.02	41.99	10,082.58	13,646.75	-3,564.17
08/25/2011	08/21/2012	25	TIME WARNER CABLE	89.46	62.62	2,236.37	1,565.57	670.80
09/12/2011	08/23/2012	250	CENTURYLINK INC	41.56	33.16	10,390.20	8,289.15	2,101.05
10/10/2011	08/23/2012	300	CENTURYLINK INC	41.56	33.48	12,468.24	10,043.73	2,424.51
03/06/2012	08/24/2012	50	VISA INC - CLASS A SHRS	126.76	115.19	6,338.17	5,759.64	578.53
01/24/2012	08/27/2012	150	LAS VEGAS SANDS CORP	42.13	47.75	6,318.78	7,163.21	-844.43
01/25/2012	08/27/2012	125	LAS VEGAS SANDS CORP	42.13	48.96	5,265.65	6,120.41	-854.76
03/06/2012	08/27/2012	100	MCKESSON CORP	87.68	82.38	8,767.50	8,238.31	529.19
03/29/2012	08/27/2012	75	MCKESSON CORP	87.68	88.19	6,575.63	6,613.97	-38.34
11/01/2011	08/27/2012	100	NEWELL RUBBERMADE INC	17.35	14.82	1,735.11	1,371.28	363.83
05/29/2012	08/29/2012	500	KIMBERLY-CLARK CORP	83.61	79.74	41,806.35	39,871.55	1,934.80
07/25/2012	08/30/2012	250	DOLLAR TREE INC	48.20	50.30	12,050.68	12,575.08	-524.40
10/14/2011	09/14/2012	500	APPLIED MATERIALS INC	11.87	11.49	5,936.35	5,744.35	192.00
05/23/2012	09/20/2012	125	FAMILY DOLLAR STORES	64.06	64.48	8,007.41	8,060.53	-53.12
07/24/2012	09/20/2012	425	WISCONSIN ENERGY CORP	36.77	40.45	15,625.76	17,193.33	-1,567.57
06/21/2012	09/24/2012	600	HALLIBURTON CO	35.60	28.57	21,357.00	17,140.26	4,216.74
07/26/2012	09/24/2012	200	PEPSICO INC	70.64	71.29	14,128.92	14,257.42	-128.50
08/16/2012	09/24/2012	75	PEPSICO INC	70.64	72.89	5,298.35	5,466.62	-168.27
07/19/2012	09/26/2012	550	XCEL ENERGY INC	27.89	28.91	15,342.14	15,900.17	-558.03
08/28/2012	09/28/2012	850	EDISON INTERNATIONAL	45.42	43.29	38,608.70	36,800.33	1,808.37
08/02/2012	10/08/2012	275	MONDELEZ INTERNATIONAL-W/I	27.59	25.55	7,588.35	7,027.40	560.95
08/21/2012	10/08/2012	150	MONDELEZ INTERNATIONAL-W/I	27.59	26.87	4,139.10	4,030.70	108.40
11/28/2011	10/11/2012	200	CIT GROUP INC	40.00	31.76	7,999.58	6,352.42	1,647.16
06/12/2012	10/15/2012	350	US BANCORP	33.50	30.48	11,725.77	10,667.55	1,058.22
06/28/2012	10/23/2012	425	MICROSOFT CORP	28.03	29.55	11,913.56	12,557.18	-643.62
08/16/2012	10/23/2012	225	MICROSOFT CORP	28.03	30.45	6,307.18	6,852.02	-544.84
11/15/2011	10/26/2012	400	GENERAL MOTORS CO	23.30	23.06	9,318.80	9,222.08	96.72

Capital Gains Report

THE BFF FOUNDATION INC.

11-3261912

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/22/2011	10/26/2012	300	GENERAL MOTORS CO	23.33	20.98	6,989.10	6,294.54	694.56
06/19/2012	10/31/2012	45	PRICELINE.COM INC	571.55	679.18	25,719.91	30,562.91	-4,843.00
06/12/2012	11/01/2012	200	AMERICAN EXPRESS CO	56.91	56.17	11,381.64	11,233.54	148.10
12/16/2011	11/02/2012	325	APOLLO GROUP INC-CL A	20.19	50.07	6,560.78	16,274.15	-9,713.37
04/27/2012	11/02/2012	150	APOLLO GROUP INC-CL A	20.19	35.73	3,028.05	5,359.59	-2,331.54
06/29/2012	11/08/2012	325	ABBOTT LABORATORIFS	64.06	63.90	20,819.86	20,767.50	52.36
08/03/2012	11/08/2012	375	ENTERGY CORP	65.18	72.48	24,441.79	27,181.09	-2,739.30
06/15/2012	11/08/2012	75	MCDONALD'S CORP	86.20	90.45	6,464.89	6,783.72	-318.83
11/10/2011	11/08/2012	125	***TRANSOCEAN LTD	46.74	49.68	5,842.30	6,210.38	-368.08
07/27/2012	11/08/2012	400	WALGREEN CO	33.18	35.49	13,272.96	14,196.00	-923.04
08/06/2012	11/09/2012	40	AUTOZONE INC	377.83	362.90	15,113.34	14,515.88	597.46
05/30/2012	11/12/2012	100	HOME DEPOT INC	61.12	49.60	6,112.26	4,960.32	1,151.94
02/01/2012	11/15/2012	175	EMERSON ELECTRIC CO	49.31	51.17	8,454.69	8,955.61	-500.92
03/16/2012	11/15/2012	100	EMERSON ELECTRIC CO	48.31	52.40	4,831.25	5,240.27	-409.02
03/28/2012	11/15/2012	100	EMERSON ELECTRIC CO	48.31	51.34	4,831.25	5,134.47	-303.22
06/28/2012	11/15/2012	75	EMERSON ELECTRIC CO	48.31	44.28	3,623.44	3,320.76	302.68
06/28/2012	11/15/2012	375	EMERSON ELECTRIC CO	48.31	44.28	13,117.19	16,603.80	-3,486.61
08/31/2012	11/15/2012	75	EMERSON ELECTRIC CO	48.31	51.06	3,623.44	3,829.25	-205.81
06/14/2012	12/06/2012	325	LAS VEGAS SANDS CORP	43.38	45.42	11,097.20	14,762.83	-3,665.63
04/12/2012	12/10/2012	100	COACH INC	56.72	74.63	5,671.63	7,462.61	-1,790.98
12/22/2011	12/12/2012	450	CISCO SYSTEMS INC	19.79	18.16	8,904.24	8,170.56	733.68
06/15/2012	12/21/2012	20	CHIPOTLE MEXICAN GRILL-CL A	287.09	400.96	5,741.79	8,019.25	-2,277.46
06/27/2012	12/21/2012	90	O'REILLY AUTOMOTIVE INC	90.20	82.53	8,117.91	7,427.73	690.18
07/02/2012	12/21/2012	85	O'REILLY AUTOMOTIVE INC	90.20	83.90	7,666.92	7,131.19	535.73
07/27/2012	12/21/2012	350	WALGREEN CO	36.39	35.49	12,734.89	12,421.50	313.39
08/14/2012	12/28/2012	500	AMEREN CORPORATION	30.60	34.67	15,300.00	17,335.00	-2,035.00
07/31/2012	12/31/2012	275	PMC SOFTWARE INC	39.56	39.68	10,878.15	10,912.47	-34.32
08/15/2012	12/31/2012	250	CLORCX COMPANY	72.53	72.07	13,131.85	18,017.45	-4,885.60
08/23/2012	12/31/2012	100	CLOROX COMPANY	72.53	71.97	7,252.74	7,197.42	55.32
SUBTOTAL FOR SHORT-TERM COVERED***						1,623,291.62	1,589,306.68	34,005.62
LONG-TERM COVERED								
01/28/2011	01/31/2012	170	LOWE'S COS INC	26.85	25.90	4,564.50	4,403.51	160.99
01/25/2011	02/06/2012	50	MARATHON PETROLEUM CORP	44.79	33.47	2,239.72	1,673.46	566.26
02/02/2011	02/23/2012	25	MONSANTO CO	77.69	75.38	1,942.17	1,884.57	57.60
02/17/2011	02/23/2012	50	MONSANTO CO	77.69	73.85	3,884.33	3,692.40	191.93
02/23/2011	03/15/2012	47	GOLDMAN SACHS GROUP INC	123.02	162.31	5,782.15	7,628.49	-1,846.34
03/15/2011	03/21/2012	150	DTE ENERGY COMPANY	54.38	48.14	8,157.23	7,221.30	935.93
03/07/2011	03/23/2012	100	TRAVELERS COS INC/THE	58.24	59.03	5,823.80	5,902.99	-79.19
02/24/2011	04/09/2012	50	GOLDMAN SACHS GROUP INC	116.94	162.07	5,846.90	8,103.62	-2,256.72
01/16/2011	04/25/2012	75	***POTASH CORP OF SASKATCHEWAN	44.10	57.66	3,307.50	4,324.65	-1,017.15
04/15/2011	04/25/2012	100	***POTASH CORP OF SASKATCHEWAN	44.10	55.96	4,410.00	5,595.72	-1,185.72
01/12/2011	04/27/2012	150	BROADCOM CORP-CL A	36.29	45.81	5,443.28	6,871.67	-1,428.39
02/17/2011	04/27/2012	50	BROADCOM CORP-CL A	36.29	42.32	1,814.42	2,115.82	-301.40
02/24/2011	05/08/2012	50	UNITED PARCEL SERVICE-CL B	77.54	73.39	3,877.19	3,669.59	207.60
02/18/2011	05/11/2012	100	EXPRESS SCRIPTS HOLDING CO	55.80	57.05	5,579.68	5,705.20	-125.52

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/25/2011	05/11/2012	75	EXPRESS SCRIPTS HOLDING CO	55.80	55.14	4,184.76	4,135.51	49.25
03/07/2011	05/11/2012	100	EXPRESS SCRIPTS HOLDING CO	55.80	54.64	5,579.68	5,463.75	115.93
04/27/2011	05/11/2012	100	EXPRESS SCRIPTS HOLDING CO	55.80	54.28	5,579.68	5,427.68	152.00
01/28/2011	05/21/2012	200	QUALCOMM INC	57.08	54.32	11,416.00	10,863.96	552.04
02/11/2011	05/21/2012	75	QUALCOMM INC	57.08	57.28	4,281.00	4,295.96	-14.96
02/15/2011	05/21/2012	100	QUALCOMM INC	57.08	58.71	5,708.00	5,871.25	-163.25
03/18/2011	05/21/2012	125	QUALCOMM INC	57.08	51.08	7,135.00	6,384.51	750.49
03/21/2011	05/21/2012	100	QUALCOMM INC	57.08	53.74	5,708.00	5,373.71	334.29
03/29/2011	05/21/2012	100	QUALCOMM INC	57.08	53.97	5,708.00	5,396.65	311.35
04/27/2011	05/21/2012	100	QUALCOMM INC	57.08	57.52	5,708.00	5,752.00	-44.00
05/12/2011	05/23/2012	75	***POTASH CORP OF SASKATCHEWAN	39.03	51.29	2,927.25	3,846.40	-919.15
01/25/2011	05/29/2012	100	MARATHON OIL CORP	25.60	25.85	2,560.02	2,585.37	-25.35
02/22/2011	05/29/2012	150	MARATHON OIL CORP	25.60	29.44	3,840.03	4,416.64	-576.61
02/17/2011	05/30/2012	25	MONSANTO CO	76.79	73.85	1,919.66	1,846.20	73.46
02/25/2011	05/30/2012	75	MONSANTO CO	76.79	71.94	5,758.96	5,395.87	363.09
04/06/2011	05/30/2012	50	MONSANTO CO	76.79	69.77	3,839.31	3,488.29	351.02
04/07/2011	05/30/2012	150	MONSANTO CO	76.79	68.44	11,517.93	10,266.63	1,251.30
05/13/2011	05/30/2012	100	MONSANTO CO	76.79	63.94	7,678.62	6,394.23	1,284.39
04/19/2011	06/06/2012	100	CENTURYLINK INC	37.41	39.46	3,741.32	3,946.08	-204.76
04/19/2011	06/06/2012	100	CENTURYLINK INC	37.41	39.46	3,741.32	3,946.08	-204.76
02/11/2011	06/08/2012	30	AMAZON.COM INC	218.18	186.70	6,545.40	5,601.10	944.30
03/18/2011	06/08/2012	25	AMAZON.COM INC	218.18	161.94	5,454.50	4,048.40	1,406.10
02/22/2011	06/12/2012	350	COMCAST CORP-CLASS A	29.99	25.27	10,498.18	8,844.50	1,653.68
03/01/2011	06/12/2012	150	COMCAST CORP-CLASS A	29.99	25.62	4,499.22	3,843.62	655.60
01/06/2011	06/12/2012	50	DIRECTV-CLASS A	43.18	41.11	2,159.15	2,055.69	103.46
05/19/2011	06/12/2012	100	DIRECTV-CLASS A	43.18	50.29	4,318.30	5,029.43	-711.13
02/17/2011	06/18/2012	200	BROADCOM CORP-CL A	34.50	42.32	6,900.80	8,463.28	-1,562.48
04/28/2011	06/18/2012	150	BROADCOM CORP-CL A	34.50	34.66	5,175.60	5,198.75	-23.15
05/17/2011	06/18/2012	150	BROADCOM CORP-CL A	34.50	33.33	5,175.60	4,998.95	176.65
02/25/2011	06/18/2012	175	EMC CORP/MASS	24.57	26.85	4,299.56	4,698.44	-398.88
03/16/2011	06/19/2012	50	FLOWERVE CORPORATION	110.22	121.16	5,510.92	6,058.00	-547.08
04/15/2011	06/19/2012	50	FLOWERVE CORPORATION	110.22	127.93	5,510.92	6,396.42	-885.50
05/11/2011	06/19/2012	50	FLOWERVE CORPORATION	110.22	123.70	5,510.92	6,184.97	-674.05
02/17/2011	06/19/2012	200	ORACLE CORP	28.09	32.97	5,618.00	6,593.52	-975.52
02/24/2011	06/19/2012	200	ORACLE CORP	28.09	32.14	5,618.00	6,427.38	-809.38
06/07/2011	06/19/2012	200	ORACLE CORP	28.09	31.91	5,618.00	6,381.66	-763.66
03/29/2011	06/26/2012	100	JPMORGAN CHASE & CO	35.75	45.93	3,575.43	4,592.85	-1,017.42
01/25/2011	06/27/2012	25	DEVON ENERGY CORPORATION	55.98	83.91	1,399.47	2,097.73	-698.26
02/24/2011	06/27/2012	100	DEVON ENERGY CORPORATION	55.98	88.47	5,597.86	8,847.12	-3,249.26
03/11/2011	06/27/2012	50	DEVON ENERGY CORPORATION	55.98	88.10	2,798.93	4,404.89	-1,605.96
05/13/2011	06/27/2012	50	DEVON ENERGY CORPORATION	55.98	81.91	2,798.93	4,095.74	-1,296.81
03/21/2011	07/18/2012	100	BORGWARNER INC	64.87	76.26	6,486.50	7,625.98	-1,139.48
03/24/2011	07/18/2012	75	BORGWARNER INC	64.87	75.57	4,864.88	5,667.77	-802.89
06/30/2011	07/18/2012	75	BORGWARNER INC	64.87	80.47	4,864.87	6,035.33	-1,170.46
05/26/2011	07/18/2012	150	TRW AUTOMOTIVE HOLDINGS CORP	36.58	54.81	5,486.61	8,221.32	-2,734.71
05/17/2011	07/26/2012	175	***COVIDIEN PLC	53.88	55.95	9,428.20	9,790.53	-362.33
07/25/2011	07/26/2012	200	***COVIDIEN PLC	53.88	50.53	10,775.08	10,106.28	668.80
05/09/2011	07/30/2012	175	LAM RESEARCH CORP	34.14	48.39	5,974.50	8,468.74	-2,494.24
02/10/2011	07/31/2012	150	ALLERGAN INC	84.17	72.78	12,625.73	10,916.36	1,709.37

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/17/2011	07/31/2012	100	ALLERGAN INC	84.17	70.01	8,417.15	7,000.52	1,416.63
03/29/2011	07/31/2012	75	ALLERGAN INC	84.17	70.53	6,312.86	5,289.92	1,022.94
01/19/2011	07/31/2012	300	DELTA AIR LINES INC	9.66	11.76	2,897.01	3,528.75	-631.74
01/27/2011	07/31/2012	50	DELTA AIR LINES INC	9.66	12.19	482.83	609.65	-126.82
02/15/2011	08/09/2012	25	ROCKWELL AUTOMATION INC	70.85	88.61	1,771.14	2,215.27	-444.13
03/21/2011	08/09/2012	50	ROCKWELL AUTOMATION INC	70.85	90.28	3,542.27	4,513.90	-971.63
05/23/2011	08/10/2012	125	LEAR CORP	39.66	49.16	4,957.50	6,144.76	-1,187.26
05/06/2011	08/15/2012	225	MCGRAW-HILL COMPANIES INC	49.05	41.26	11,035.22	9,282.70	1,752.52
07/19/2011	08/16/2012	150	GILEAD SCIENCES INC	57.12	41.77	8,567.48	6,265.32	2,302.16
08/05/2011	08/16/2012	150	GILEAD SCIENCES INC	57.12	37.47	8,567.47	5,620.31	2,947.16
08/04/2011	08/17/2012	75	VISA INC - CLASS A SHRS	128.98	85.68	9,673.17	6,425.80	3,247.37
03/11/2011	08/20/2012	500	GANNETT CO	15.67	9.99	7,833.35	4,993.39	2,839.96
08/04/2011	08/24/2012	50	VISA INC - CLASS A SHRS	126.76	85.68	6,338.18	4,283.86	2,054.32
07/18/2011	08/27/2012	700	APPLIED MATERIALS INC	11.70	12.36	8,190.00	8,651.23	-461.23
03/30/2011	09/12/2012	150	MOODY'S CORP	43.55	34.48	6,532.22	5,172.30	1,359.92
06/17/2011	09/12/2012	125	MOODY'S CORP	43.55	36.07	5,443.51	4,508.30	935.21
06/20/2011	09/12/2012	125	MOODY'S CORP	43.55	37.14	5,443.51	4,642.38	801.13
05/16/2011	09/12/2012	50	***TRANSOCEAN LTD	46.22	63.12	2,311.07	3,456.16	-1,145.09
07/15/2011	09/12/2012	75	***TRANSOCEAN LTD	46.22	62.38	3,466.61	4,678.56	-1,211.95
02/22/2011	09/27/2012	160	CITIGROUP INC	33.15	48.27	5,304.21	7,722.88	-2,418.67
02/23/2011	09/27/2012	200	CITIGROUP INC	33.15	46.98	6,630.26	9,397.00	-2,766.74
03/11/2011	09/27/2012	90	CITIGROUP INC	33.15	45.39	2,983.62	4,085.10	-1,101.48
03/15/2011	09/27/2012	90	CITIGROUP INC	33.15	44.22	2,983.61	3,979.62	-996.01
08/05/2011	09/27/2012	200	GILEAD SCIENCES INC	66.68	37.47	13,336.00	7,493.74	5,842.26
08/18/2011	10/03/2012	200	GILEAD SCIENCES INC	70.08	37.29	14,016.60	7,457.36	6,559.24
02/09/2011	10/12/2012	50	INTUIT INC	59.83	48.98	2,991.64	2,448.89	542.75
06/30/2011	10/23/2012	125	THE WALT DISNEY CO.	50.86	38.91	6,357.01	4,863.25	1,493.76
06/16/2011	10/26/2012	150	GENERAL MOTORS CO	23.30	28.79	3,494.55	4,318.14	-823.59
09/20/2011	10/26/2012	200	GENERAL MOTORS CO	23.30	22.69	4,659.40	4,537.64	121.76
10/07/2011	10/26/2012	250	GENERAL MOTORS CO	23.30	22.73	5,824.25	5,683.03	141.22
07/15/2011	11/08/2012	75	***TRANSOCEAN LTD	46.74	62.38	3,505.38	4,678.56	-1,173.18
08/02/2011	11/08/2012	125	***TRANSOCEAN LTD	46.74	60.31	5,842.30	7,538.50	-1,696.20
08/10/2011	11/08/2012	100	***TRANSOCEAN LTD	46.74	51.63	4,673.84	5,162.64	-488.80
05/02/2011	11/16/2012	425	TYSON FOODS INC-CL A	16.77	19.86	7,126.61	8,439.65	-1,313.04
			WASH SALE-DISALLOWED LOSS					926.85
06/23/2011	11/16/2012	175	TYSON FOODS INC-CL A	16.77	18.55	2,934.49	3,246.08	-311.59
01/20/2011	12/10/2012	75	EOG RESOURCES INC	117.08	99.82	8,780.87	7,486.42	1,294.45
08/18/2011	12/12/2012	400	NV ENERGY INC	18.67	14.17	7,466.08	5,669.12	1,796.96
SUBTOTAL FOR LONG-TERM COVERED***						556,988.74	557,075.21	840.38
LONG-TERM NON-COVERED								
11/23/2010	01/05/2012	150	LIMITED BRANDS INC	39.28	33.06	5,892.00	4,958.85	933.15
05/19/2010	01/06/2012	475	MARATHON OIL CORP	30.73	19.65	14,594.80	9,332.16	5,262.64
06/21/2010	01/06/2012	125	MARATHON OIL CORP	30.73	20.78	3,840.74	2,597.79	1,242.95
12/26/2006	01/11/2012	8	GOOGLE INC-CL A	624.86	456.36	4,998.91	3,650.92	1,347.99
03/14/2007	01/11/2012	2	GOOGLE INC-CL A	624.86	440.96	1,249.73	881.92	367.81

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/19/2010	01/17/2012	100	ALLERGAN INC	87.93	68.51	8,793.00	6,851.15	1,941.85
03/14/2007	01/17/2012	10	GOOGLE INC-CL A	628.58	440.96	6,285.80	4,409.60	1,876.20
08/26/2010	01/17/2012	50	GOODRICH CORP	124.18	69.98	6,209.00	3,498.94	2,710.06
08/30/2010	01/17/2012	75	MONSANTO CO	80.64	56.54	6,048.00	4,240.70	1,807.30
10/27/2010	01/17/2012	300	***MARVELL TECHNOLOGY GROUP LT	14.45	18.33	4,335.00	5,498.73	-1,163.73
10/07/2010	01/17/2012	100	STARBUCKS CORP	47.70	26.00	4,770.00	2,599.78	2,170.22
01/14/2010	01/19/2012	125	JOHNSON CONTROLS INC	32.50	29.76	4,062.94	3,719.60	343.34
11/10/2009	01/24/2012	150	BROADCOM CORP-CL A	35.05	28.02	5,257.58	4,203.18	1,054.40
05/19/2010	01/25/2012	238	MARATHON PETROLEUM CORP	38.50	25.38	9,164.17	6,040.50	3,123.67
06/21/2010	01/25/2012	112	MARATHON PETROLEUM CORP	38.50	26.98	4,312.55	3,021.29	1,291.26
12/07/2010	01/31/2012	225	LOWE'S COS INC	26.85	25.07	6,041.25	5,640.10	401.15
07/22/2009	02/02/2012	125	***INGERSOLL-RAND PLC	36.27	23.28	4,533.83	2,909.91	1,623.92
03/24/2010	02/02/2012	225	***INGERSOLL-RAND PLC	36.27	34.43	8,160.88	7,747.61	413.27
12/16/2010	02/06/2012	100	INTUIT INC	58.08	48.75	5,807.75	4,875.00	932.75
06/21/2010	02/06/2012	75	MARATHON PETROLEUM CORP	44.76	26.98	3,359.57	2,023.19	1,336.38
09/23/2010	02/07/2012	200	ORACLE CORP	28.90	27.35	5,779.38	5,470.46	308.92
05/07/2009	02/08/2012	25	DANAHER CORP	52.21	30.51	1,305.13	762.81	542.32
09/02/2009	02/08/2012	125	DANAHER CORP	52.21	31.03	6,525.67	3,878.31	2,647.36
11/18/2010	02/08/2012	225	GENERAL MOTORS CO	25.81	34.00	5,807.30	7,649.87	-1,842.57
01/14/2010	02/10/2012	200	JOHNSON CONTROLS INC	32.97	29.76	6,594.10	5,951.36	642.74
01/21/2010	02/10/2012	125	JOHNSON CONTROLS INC	32.97	29.34	4,121.31	3,667.99	453.32
01/21/2010	02/10/2012	25	JOHNSON CONTROLS INC	32.97	29.34	824.26	733.60	90.66
09/16/2010	02/10/2012	200	JOHNSON CONTROLS INC	32.97	28.93	6,594.10	5,786.48	807.62
08/13/2010	02/14/2012	100	UNITED PARCEL SERVICE-CL B	76.85	64.59	7,685.02	6,458.57	1,226.45
10/14/2010	02/17/2012	250	DELL INC	18.13	14.21	4,531.58	3,552.42	979.16
10/22/2010	02/21/2012	75	CITRIX SYSTEMS INC	73.64	59.45	5,523.27	4,458.51	1,064.76
06/07/2010	02/22/2012	250	DOW CHEMICAL	33.83	25.03	8,457.58	6,258.10	2,199.48
03/04/2008	02/28/2012	25	APPLE INC	533.76	122.67	13,343.97	3,066.87	10,277.10
09/22/2010	03/05/2012	200	CENTURYLINK INC	38.59	39.39	7,717.84	7,878.94	-161.10
03/04/2008	03/06/2012	22	APPLE INC	529.77	122.67	11,654.85	2,698.84	8,956.01
09/23/2008	03/06/2012	3	APPLE INC	529.77	131.32	1,589.30	393.97	1,195.33
05/14/2009	03/06/2012	135	JPMORGAN CHASE & CO	39.31	35.06	5,307.35	4,732.80	574.55
05/21/2009	03/06/2012	20	JPMORGAN CHASE & CO	39.31	34.58	786.27	691.54	94.73
09/16/2010	03/15/2012	9	GOLDMAN SACHS GROUP INC	123.02	151.61	1,107.22	1,364.46	-257.24
10/15/2010	03/15/2012	19	GOLDMAN SACHS GROUP INC	123.02	152.08	2,337.46	2,889.58	-552.12
09/16/2010	03/20/2012	16	GOLDMAN SACHS GROUP INC	126.74	151.61	2,027.91	2,425.72	-397.81
09/28/2010	03/20/2012	25	GOLDMAN SACHS GROUP INC	126.74	145.02	3,168.60	3,625.49	-456.89
10/15/2010	03/20/2012	31	GOLDMAN SACHS GROUP INC	126.74	152.08	3,929.07	4,714.58	-785.51
06/09/2010	03/21/2012	200	DOW CHEMICAL	35.04	26.05	7,007.98	5,209.86	1,798.12
01/25/2008	03/23/2012	75	TRAVELERS COS INC/THE	58.24	45.83	4,367.85	3,437.35	930.50
07/27/2010	03/23/2012	150	TRAVELERS COS INC/THE	58.24	50.48	8,735.70	7,571.39	1,164.31
07/12/2010	03/27/2012	150	DOW CHEMICAL	35.52	25.72	5,328.08	3,858.09	1,469.99
08/03/2010	03/27/2012	200	DOW CHEMICAL	35.52	25.74	7,104.10	5,147.22	1,956.88
11/10/2009	03/28/2012	100	BROADCOM CORP-CL A	38.51	24.56	3,851.06	2,455.62	1,395.44
05/05/2010	03/28/2012	100	BROADCOM CORP-CL A	38.51	33.56	3,851.06	3,355.95	495.11
08/13/2010	04/12/2012	75	UNITED PARCEL SERVICE-CL B	79.33	64.59	5,949.58	4,843.93	1,105.65
09/07/2010	04/12/2012	50	UNITED PARCEL SERVICE-CL B	79.33	66.99	3,966.38	3,349.48	616.90
10/07/2010	04/19/2012	150	STARBUCKS CORP	59.26	26.00	8,889.36	3,899.67	4,989.69
10/06/2010	04/20/2012	75	FLOWERVE CORPORATION	112.00	109.97	8,400.23	8,247.44	152.79

Capital Gains Report

THE BFF FOUNDATION INC.

11-3261912

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
12/20/2010	04/25/2012	50	***POTASH CORP OF SASKATCHEWAN	44.10	46.50	2,205.00	2,325.12	-120.12
12/03/2010	04/26/2012	250	NORTHROP GRUMMAN CORP	63.46	57.36	15,863.78	14,339.08	1,524.70
05/05/2010	04/27/2012	50	BROADCOM CORP-CL A	36.29	33.56	1,814.43	1,677.98	136.45
07/29/2009	05/08/2012	500	CONSTELLATION BRANDS INC-A	20.53	13.41	10,263.65	6,703.90	3,559.75
11/25/2009	05/08/2012	300	CONSTELLATION BRANDS INC-A	20.53	17.38	6,158.19	5,214.54	943.65
09/07/2010	05/08/2012	75	UNITED PARCEL SERVICE-CL B	77.54	66.99	5,815.79	5,024.21	791.58
10/19/2010	05/08/2012	100	UNITED PARCEL SERVICE-CL B	77.54	68.97	7,754.38	6,896.64	857.74
10/21/2010	05/08/2012	50	UNITED PARCEL SERVICE-CL B	77.54	69.86	3,877.19	3,493.00	384.19
10/29/2010	05/08/2012	50	UNITED PARCEL SERVICE-CL B	77.54	67.29	3,877.19	3,364.66	512.53
11/05/2010	05/08/2012	50	UNITED PARCEL SERVICE-CL B	77.54	69.81	3,877.19	3,490.65	386.54
11/23/2010	05/08/2012	100	UNITED PARCEL SERVICE-CL B	77.54	67.85	7,754.38	6,784.78	969.60
02/08/2010	05/17/2012	116	GILEAD SCIENCES INC	50.82	46.24	5,895.12	5,363.35	531.77
04/08/2010	05/17/2012	84	GILEAD SCIENCES INC	50.82	45.74	4,268.88	3,842.09	426.79
04/12/2010	05/17/2012	100	GILEAD SCIENCES INC	50.82	45.95	5,082.00	4,594.63	487.37
09/30/2009	05/24/2012	400	CORNING INC	12.78	15.28	5,112.08	6,110.76	-998.68
06/21/2010	05/29/2012	250	MARATHON OIL CORP	25.60	20.78	6,400.05	5,195.59	1,204.46
05/14/2009	05/31/2012	80	JPMORGAN CHASE & CO	33.13	35.06	2,650.69	2,804.62	-153.93
05/2 /2009	05/31/2012	80	JPMORGAN CHASE & CO	33.13	34.58	2,650.69	2,766.16	-115.47
06/09/2009	05/31/2012	150	JPMORGAN CHASE & CO	33.13	35.60	4,970.04	5,340.06	-370.02
12/23/2009	05/31/2012	150	JPMORGAN CHASE & CO	33.13	41.70	4,970.04	6,254.97	-1,284.93
06/04/2010	05/31/2012	100	JPMORGAN CHASE & CO	33.13	38.52	3,313.36	3,851.62	-538.26
06/16/2010	05/31/2012	300	JPMORGAN CHASE & CO	33.13	38.68	9,940.08	11,602.68	-1,662.60
07/19/2010	05/31/2012	120	JPMORGAN CHASE & CO	33.13	38.33	3,976.03	4,599.77	-623.74
08/27/2010	05/31/2012	220	JPMORGAN CHASE & CO	33.13	36.19	7,289.39	7,961.03	-671.64
09/22/2010	06/06/2012	200	CENTURYLINK INC	37.41	39.39	7,482.64	7,878.94	-396.30
05/18/2009	06/08/2012	75	AMAZON.COM INC	218.18	75.00	16,363.50	5,624.93	10,738.57
07/13/2010	06/08/2012	25	AMAZON.COM INC	218.18	122.82	5,454.50	3,070.43	2,384.07
12/10/2010	06/08/2012	25	AMAZON.COM INC	218.18	175.25	5,454.50	4,381.17	1,073.33
05/13/2010	06/08/2012	125	THE WALT DISNEY CO.	45.77	35.13	5,721.61	4,391.80	1,329.81
06/29/2010	06/08/2012	200	THE WALT DISNEY CO.	45.77	32.62	9,154.58	6,523.50	2,631.08
02/26/2010	06/12/2012	75	COMCAST CORP-CLASS A	29.99	16.34	2,249.61	1,225.51	1,024.10
03/23/2010	06/12/2012	360	COMCAST CORP-CLASS A	29.99	17.99	10,798.13	6,477.41	4,320.72
06/10/2010	06/12/2012	238	COMCAST CORP-CLASS A	29.99	17.99	7,138.76	4,281.43	2,857.33
06/19/2007	06/15/2012	35	SCHLUMBERGER LTD	66.21	85.70	2,317.28	2,999.42	-682.14
11/06/2007	06/15/2012	140	SCHLUMBERGER LTD	66.21	98.25	9,269.14	13,755.52	-4,486.38
10/15/2008	06/15/2012	100	SCHLUMBERGER LTD	66.21	63.70	6,620.81	6,370.11	250.70
12/17/2008	06/15/2012	25	SCHLUMBERGER LTD	66.21	42.57	1,655.20	1,064.29	590.91
09/23/2008	06/18/2012	50	APPLE INC	583.14	131.32	29,157.20	6,566.24	22,590.96
10/20/2009	06/18/2012	425	EMC CORP/MASS	24.57	17.84	10,441.78	7,581.45	2,860.33
12/09/2009	06/18/2012	200	EMC CORP/MASS	24.57	16.70	4,913.78	3,340.36	1,573.42
01/20/2010	06/18/2012	200	EMC CORP/MASS	24.57	17.82	4,913.78	3,563.44	1,350.34
03/03/2010	06/18/2012	200	EMC CORP/MASS	24.57	17.73	4,913.78	3,545.84	1,367.94
06/02/2010	06/18/2012	300	EMC CORP/MASS	24.57	18.50	7,370.67	5,551.26	1,819.41
03/14/2007	06/18/2012	13	GOOGLE INC-CL A	568.28	440.96	7,387.66	5,732.48	1,655.18
10/09/2008	06/18/2012	25	GOOGLE INC-CL A	568.28	343.71	14,207.03	8,592.86	5,614.17
12/05/2008	06/18/2012	22	GOOGLE INC-CL A	568.28	270.92	12,502.18	5,960.24	6,541.94
11/25/2009	06/18/2012	200	GENERAL ELECTRIC CO	19.66	16.20	3,932.22	3,240.62	691.60
12/17/2009	06/18/2012	300	GENERAL ELECTRIC CO	19.66	15.83	5,898.33	4,748.56	1,149.75
02/10/2010	06/18/2012	200	GENERAL ELECTRIC CO	19.66	15.75	3,932.22	3,150.74	781.48

Capital Gains Report

THE BFF FOUNDATION INC.

11-3261912

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/12/2010	06/19/2012	50	FLOWERVE CORPORATION	110.22	106.42	5,510.92	5,321.07	189.85
09/23/2010	06/19/2012	125	ORACLE CORP	28.09	27.35	3,511.25	3,419.04	92.21
09/27/2010	06/19/2012	175	ORACLE CORP	28.09	26.85	4,915.75	4,699.15	216.60
10/05/2010	06/19/2012	150	ORACLE CORP	28.09	27.20	4,213.50	4,079.96	133.54
10/13/2010	06/19/2012	150	ORACLE CORP	28.09	28.54	4,213.50	4,281.59	-68.09
10/25/2010	06/19/2012	150	ORACLE CORP	28.09	29.09	4,213.50	4,363.01	-149.51
11/10/2010	06/19/2012	150	ORACLE CORP	28.09	28.65	4,213.50	4,298.25	-84.75
12/09/2010	06/19/2012	200	ORACLE CORP	28.09	29.24	5,618.00	5,847.32	-229.32
06/22/2010	06/22/2012	50	JOHNSON & JOHNSON	66.60	59.89	3,330.00	2,994.35	335.65
06/24/2010	06/22/2012	125	JOHNSON & JOHNSON	66.60	59.51	8,325.00	7,438.35	886.65
06/25/2010	06/22/2012	125	JOHNSON & JOHNSON	66.60	59.10	8,325.00	7,387.90	937.10
06/29/2010	06/22/2012	50	JOHNSON & JOHNSON	66.60	59.10	3,330.00	2,955.12	374.88
08/27/2010	06/26/2012	180	JPMORGAN CHASE & CO	35.75	36.19	6,435.77	6,513.57	-77.80
09/16/2010	06/26/2012	100	JPMORGAN CHASE & CO	35.75	40.74	3,575.43	4,074.50	-499.07
11/09/2010	06/26/2012	100	JPMORGAN CHASE & CO	35.75	40.48	3,575.43	4,047.69	-472.26
04/20/2010	07/19/2012	150	FORD MOTOR CO	9.35	13.85	1,402.74	2,077.87	-675.13
05/25/2010	07/19/2012	400	FORD MOTOR CO	9.35	10.56	3,740.64	4,223.43	-482.79
09/23/2008	07/20/2012	35	APPLE INC	606.93	131.33	21,242.44	4,596.38	16,646.06
04/22/2010	07/25/2012	67	WELLS FARGO & COMPANY	33.09	33.50	2,217.18	2,244.46	-27.28
04/26/2010	07/25/2012	100	WELLS FARGO & COMPANY	33.09	33.03	3,309.23	3,302.92	6.31
05/04/2010	07/25/2012	100	WELLS FARGO & COMPANY	33.09	33.25	3,309.23	3,324.51	-15.28
12/31/2010	07/31/2012	50	ALLERGAN INC	84.17	68.97	4,208.57	3,448.65	759.92
11/11/2010	07/31/2012	250	DELTA AIR LINES INC	9.66	13.61	2,414.18	3,403.12	-988.94
10/27/2010	08/03/2012	150	***MARVELL TECHNOLOGY GROUP LT	11.29	18.33	1,693.04	2,749.37	-1,056.33
11/02/2010	08/03/2012	200	***MARVELL TECHNOLOGY GROUP LT	11.29	19.93	2,257.38	3,986.44	-1,729.06
12/20/2010	08/03/2012	350	***MARVELL TECHNOLOGY GROUP LT	11.29	18.90	3,950.41	6,613.88	-2,663.47
07/29/2010	08/10/2012	200	LEAR CORP	39.66	38.18	7,932.00	7,635.55	296.45
05/16/2006	08/16/2012	50	PFIZER INC	23.93	24.93	1,196.68	1,246.50	-49.82
06/13/2006	08/16/2012	450	PFIZER INC	23.93	23.24	10,770.12	10,459.35	310.77
11/26/2010	08/16/2012	150	VIACOM INC-CLASS B	49.87	37.89	7,480.61	5,683.02	1,797.59
09/02/2009	08/17/2012	125	DANAHER CORP	53.25	31.03	6,656.25	3,878.30	2,777.95
05/04/2010	08/20/2012	75	EOG RESOURCES INC	109.61	109.42	8,220.65	8,206.48	14.17
08/13/2010	08/20/2012	50	EOG RESOURCES INC	109.61	94.37	5,480.44	4,718.71	761.73
09/23/2010	08/20/2012	600	GANNETT CO	15.67	12.37	9,400.02	7,423.26	1,976.76
08/20/2009	08/21/2012	175	TIME WARNER CABLE	89.46	34.04	15,654.63	5,957.86	9,696.77
02/03/2010	08/27/2012	50	NOBLE ENERGY INC	87.44	76.74	4,371.86	3,837.17	534.69
04/26/2010	08/27/2012	50	NOBLE ENERGY INC	87.44	81.08	4,371.86	4,054.09	317.77
07/14/2010	08/27/2012	25	NOBLE ENERGY INC	87.41	66.96	2,185.93	1,673.91	512.02
07/14/2010	08/28/2012	25	NOBLE ENERGY INC	87.04	66.96	2,176.03	1,673.91	502.12
10/08/2010	09/13/2012	100	EOG RESOURCES INC	115.24	99.17	11,523.70	9,916.73	1,606.97
06/10/2009	09/13/2012	5	NVR INC	860.67	500.34	4,303.36	2,501.69	1,801.67
07/08/2009	09/13/2012	7	NVR INC	860.67	481.37	6,024.71	3,369.60	2,655.11
09/17/2009	09/20/2012	125	DANAHER CORP	55.08	34.19	6,884.81	4,274.23	2,610.58
12/16/2010	10/12/2012	75	INTUIT INC	59.83	48.75	4,487.45	3,656.25	831.20
11/04/2010	10/23/2012	100	THE WALT DISNEY CO.	50.86	36.85	5,085.61	3,685.25	1,400.36
09/23/2008	10/26/2012	7	APPLE INC	608.56	131.32	4,259.91	919.27	3,340.64
12/05/2008	10/26/2012	13	APPLE INC	608.56	90.94	7,911.25	1,182.19	6,729.06
05/20/2010	11/19/2012	300	***ASTRAZENECA PLC-SPONS ADR	44.76	41.22	13,428.87	12,366.48	1,062.39
06/13/2006	12/06/2012	150	PFIZER INC	25.68	23.24	3,851.39	3,486.45	364.94

Capital Gains Report

THE BFF FOUNDATION INC.

11-3261912

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/27/2006	12/06/2012	50	PFIZER INC	25.68	26.92	1,283.79	1,346.25	-62.46
12/17/2008	12/20/2012	100	SCHLUMBERGER LTD	71.05	42.57	7,104.97	4,257.17	2,847.80
12/17/2008	12/21/2012	50	SCHLUMBERGER LTD	69.88	42.57	3,494.07	2,128.59	1,365.48
SUBTOTAL FOR LONG-TERM NON-COVERED						925,510.49	719,638.81	205,871.68
CASH IN LIEU COVERED								
	11/20/2012		KRAFT FOODS GROUP INC-W/I			30.38		30.38
SUBTOTAL FOR CASH IN LIEU COVERED						30.38	0.00	30.38
TOTAL***						3,105,821.23	2,866,020.70	240,748.06

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L 240,748.06

SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)	34,005.62	
SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	0.00	
SHORT TERM TOTAL		34,005.62
LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)	840.38	
LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	205,871.68	
LONG TERM TOTAL		206,712.06
CIL - COVERED		30.38

***The total gain/loss may not always be the difference between total cost and total proceeds due to disallowed losses from wash sales.

Capital-Gains Distributions: If you own shares of the Sanford C. Bernstein Fund, Inc., you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report). Long-term capital-gains distributions are a separate item on the I.R.S. forms, and appear on the Summary-of-Key-Items report.

Zero-Cost Transactions: If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted. Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero. You will need to update the report data with the correct purchase information.

CIL represents cash in lieu of fractional shares.