



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**

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

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

CELE H. & WILLIAM B. RUBIN FAMILY FUND, INC
32 MONADNOCK ROAD, C/O ELLEN GORDON
WELLESLEY HILLS, MA 02481**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)

\$ 76,379,382.

J Accounting method☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

11-6026235

B Telephone number (see the instructions)

781-235-4751

C If exemption application is pending, check here ☐**D** 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc. received (att sch)

900,000.

2 ☐ If the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

303,953.

303,953.

N/A

4 Dividends and interest from securities

1,585,712.

1,585,712.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

4,132,317.

b Gross sales price for all assets on line 6a

9,930,352.

7 Capital gain net income (from Part IV, line 2)

4,132,317.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

43,382.

12 Total. Add lines 1 through 11

6,965,364.

6,021,982.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) SEE ST 2

1,216.

b Accounting fees (attach sch) SEE ST 3

27,000.

c Other prof fees (attach sch) SEE ST 4

356,927.

356,927.

17 Interest

18 Taxes (attach schedule)(see instrs) SEE STM 5

84,749.

5,728.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 6

2,319.

24 Total operating and administrative expenses. Add lines 13 through 23

472,211.

362,655.

25 Contributions, gifts, grants paid PART XV

3,287,413.

3,287,413.

26 Total expenses and disbursements. Add lines 24 and 25

3,759,624.

362,655.

3,287,413.

27 Subtract line 26 from line 12:

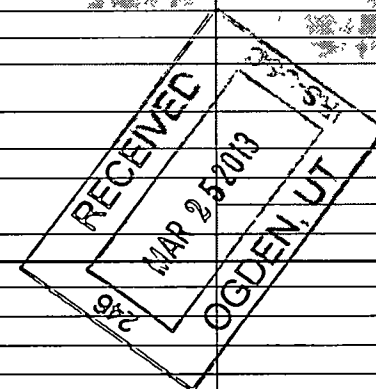
a Excess of revenue over expenses and disbursements

3,205,740.

b Net investment income (if negative, enter -0-)

5,659,327.

c Adjusted net income (if negative, enter -0-)



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		659,637.	153,024.	153,023.
	2	Savings and temporary cash investments		1,687,954.	2,418,922.	2,418,923.
	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		53,536.	78,144.	78,144.
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule)		16,817,003.	19,110,049.	67,759,763.
	c	Investments – corporate bonds (attach schedule)		4,796,004.	5,459,735.	5,969,529.
	LIABILITIES	11	Investments – land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments – mortgage loans				
13		Investments – other (attach schedule)				
14		Land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule)				
15		Other assets (describe)				
16		Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		24,014,134.	27,219,874.	76,379,382.
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. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		24,014,134.	27,219,874.	
	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)		24,014,134.	27,219,874.		
31	Total liabilities and net assets/fund balances (see instructions)		24,014,134.	27,219,874.		

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	24,014,134.
2	Enter amount from Part I, line 27a	2	3,205,740.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	27,219,874.
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	27,219,874.

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)

1 a SEE STATEMENT 7			
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) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
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

4,132,317.

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

1,382,205.

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	2,576,347.	68,237,023.	0.037756
2010	2,987,413.	61,959,457.	0.048216
2009	2,979,228.	51,533,890.	0.057811
2008	3,091,735.	59,235,573.	0.052194
2007	3,166,388.	64,165,962.	0.049347

2 Total of line 1, column (d)

2

0.245324

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

0.049065

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

4

67,699,252.

5 Multiply line 4 by line 3

5

3,321,664.

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

6

56,593.

7 Add lines 5 and 6

7

3,378,257.

8 Enter qualifying distributions from Part XII, line 4

8

3,287,413.

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.

BAA

Form 990-PF (2012)

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	113,187.
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	113,187.
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	113,187.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	78,144.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	78,144.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	630.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	35,673.	
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-A Statements Regarding Activities

	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY MA		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: <u>N/A</u>	13	X	
14	The books are in care of <u>BRUCE S. HYAMS CPA</u> Telephone no <u>631-421-5140</u> Located at <u>52 ELM STREET HUNTINGTON NY</u> ZIP + 4 <u>11743</u>			
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 <u>N/A</u>	15		N/A
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: <u></u>			

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		
Organizations relying on a current notice regarding disaster assistance check here <u></u>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		

BAA

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b

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)

6 a 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?

6 b

X

If 'Yes' to 6b, file Form 8870

7 a 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

7 b

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
ELLEN R. GORDON 32 MONADNOCK ROAD WELLESLEY HILLS, MA 02481	PRESIDENT 0	0.	0.	0.
MELVIN J. GORDON 32 MONADNOCK ROAD WELLESLEY HILLS, MA 02481	VICE PRESIDE 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 NONE NONE, MA 02481	NONE 0	0.	0.	0.

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
FIRST MANHATTAN CO. 42 BROADWAY NEW YORK, NY 10004	INVESTMENT ADVISORY	343,762.
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 THE FOUNDATION HAS NO DIRECT CONDUCT OF CHARITABLE ACTIVITIES, RATHER IT IS A NON OPERATING PRIVATE FOUNDATION	
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.

BAA

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	1 a	66,253,864.
b Average of monthly cash balances	1 b	2,476,341.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	68,730,205.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	68,730,205.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,030,953.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	67,699,252.
6 Minimum investment return. Enter 5% of line 5	6	3,384,963.

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	3,384,963.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	113,187.
b Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	113,187.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	3,271,776.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	3,271,776.
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	3,271,776.

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	1 a	3,287,413.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,287,413.
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	3,287,413.

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.

BAA

Form 990-PF (2012)

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				3,271,776.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			3,283,327.	
b Total for prior years 20 __, 20 __, 20 __		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,287,413.				
a Applied to 2011, but not more than line 2a			3,283,327.	
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				4,086.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				3,267,690.
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)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
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 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 <i>Paid during the year</i> SEE ATTACHED SCHEDULE			CHARITABLE	3,287,413.
Total			▶ 3 a	3,287,413.
b <i>Approved for future payment</i>				
Total			▶ 3 b	

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) Exclu- sion 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	303,953.	
4	Dividends and interest from securities			14	1,585,712.	
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				43,382.	
8	Gain or (loss) from sales of assets other than inventory					4,132,317.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				1,933,047.	4,132,317.
13	Total. Add line 12, columns (b), (d), and (e)				13	6,065,364.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

CELE H. & WILLIAM B. RUBIN FAMILY FUND, INC

Employer identification number

11-6026235

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

CELE H. & WILLIAM B. RUBIN FAMILY FUND, INC

11-6026235

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	TOOTSIE ROLL INDUSTRIES, INC. 7401 SOUTH CICERO AVENUE CHICAGO, IL 60629	\$ 400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	MELVIN J. GORDON 32 MONADNOCK ROAD WELLESLEY HILLS, MA 02481	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	ELLEN GORDON 32 MONADNOCK ROAD WELLESLEY HILLS, MA 02481	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

CELE H. & WILLIAM B. RUBIN FAMILY FUND, INC

11-6026235

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
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Employer identification number

11-6026235

organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

► \$ N/A

(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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2012

FEDERAL STATEMENTS

PAGE 1

CLIENT 132

CELE H.& WILLIAM B.RUBIN FAMILY FUND,INC

11-6026235

2/20/13

04 32PM

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 43,382.		
TOTAL	\$ 43,382.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES PAID	\$ 1,216.			
TOTAL	\$ 1,216.	\$ 0.		\$ 0.

STATEMENT 3
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	\$ 21,600.			
TAX RETURNS PREPARATION	5,400.			
TOTAL	\$ 27,000.	\$ 0.		\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BIRCH HILL FEES	\$ 12,985.	\$ 12,985.		
INVESTMENT FEES				
FIRST MANHATTAN CO. INVESTMENT FEES	343,762.	343,762.		
MERRILL LYNCH FEES	180.	180.		
TOTAL	\$ 356,927.	\$ 356,927.		\$ 0.

CLIENT 132

CELE H.& WILLIAM B.RUBIN FAMILY FUND,INC

11-6026235

2/20/13

04 32PM

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	\$ 79,021.			
FOREIGN TAXES WITHHELD ON INVESTMENTS				
	5,728.	\$ 5,728.		
TOTAL	<u>\$ 84,749.</u>	<u>\$ 5,728.</u>		<u>\$ 0.</u>

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL PUBLIC NOTICE	\$ 130.			
CUSTODIAL AND OTHER CHARGES	189.			
FILING FEES COMMONWEALTH OF MASS	500.			
NYS DEPARTMENT OF LAW FILING FEES	1,500.			
TOTAL	<u>\$ 2,319.</u>	<u>\$ 0.</u>		<u>\$ 0.</u>

STATEMENT 7
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	50,000.00 ROUSE PPTYS INC	PURCHASED	1/23/2012	3/09/2012
2	795,000.00 LEUCADIA CORP 7.125% 3/15/17	PURCHASED	7/19/2011	3/15/2012
3	28,000.00 FIESTA RESTAURANT	PURCHASED	5/11/2012	5/15/2012
4	15,000.00 FIESTA RESTAURANT	PURCHASED	5/11/2012	5/31/2012
5	32,000.00 FIESTA RESTAURANT	PURCHASED	5/11/2012	6/01/2012
6	25,000.00 FIESTA RESTAURANT	PURCHASED	5/11/2012	7/03/2012
7	1,500.00 PACKAGING CORP AMER COM	PURCHASED	8/17/2011	8/03/2012
8	17,500.00 ARTIO GLOBAL INVS INC	PURCHASED	1/03/2012	9/21/2012
9	500 EL PASO NAT GAS 1	PURCHASED	8/26/2011	2/24/2012
10	500 EL PASO NAT GAS 1	PURCHASED	8/26/2011	2/24/2012
11	300 TJX COS INC NEW	PURCHASED	3/14/2011	2/27/2012
12	2,500.00 BROOKFIELD ASSET MGMT, INC (VTG)	PURCHASED	2/20/2001	8/03/2012
13	12,500.00 BROOKFIELD ASSET MGMT, INC (VTG)	PURCHASED	2/20/2001	11/30/2012
14	7,500.00 CVS CAREMARK CORP	PURCHASED	10/26/2010	1/03/2012
15	5,000.00 PRESTIGE BRANDS HOLDINGS INC	PURCHASED	4/06/2006	4/09/2012
16	10,000.00 CBS CORP.	PURCHASED	1/03/2006	5/25/2012
17	200 CVS CAREMARK CORP	PURCHASED	10/26/2010	8/01/2012
18	2,500.00 CBS CORP.	PURCHASED	1/03/2006	8/03/2012
19	2,500.00 CBS CORP.	PURCHASED	1/03/2006	8/03/2012
20	2,500.00 MICROSOFT CORP	PURCHASED	3/30/2011	8/03/2012
21	2,500.00 ONEX CORP-SUB VTG	PURCHASED	7/23/1996	8/03/2012
22	5,000.00 TRIMAS CORP.	PURCHASED	2/14/2008	8/03/2012
23	18,500.00 PACKAGING CORP AMER COM	PURCHASED	8/17/2011	8/23/2012
24	10,000.00 PACKAGING CORP AMER COM	PURCHASED	8/18/2011	8/23/2012

CLIENT 132

CELE H.& WILLIAM B.RUBIN FAMILY FUND,INC

11-6026235

2/20/13

04 32PM

STATEMENT 7 (CONTINUED)
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
25	2,500.00 CBS CORP.	PURCHASED	1/03/2006	9/12/2012
26	2,500.00 CBS CORP.	PURCHASED	4/27/2009	9/12/2012
27	10,000.00 CBS CORP.	PURCHASED	4/27/2009	9/12/2012
28	6,514.00 ARTIO GLOBAL INVS INC	PURCHASED	2/08/2011	9/13/2012
29	38,486.00 ARTIO GLOBAL INVS INC	PURCHASED	2/23/2011	9/13/2012
30	5,000.00 ARTIO GLOBAL INVS INC	PURCHASED	5/05/2011	9/13/2012
31	15,000.00 ARTIO GLOBAL INVS INC	PURCHASED	6/10/2011	9/21/2012
32	5,000.00 PRESTIGE BRANDS HOLDINGS INC	PURCHASED	4/06/2006	11/07/2012
33	2,500.00 COMCAST CORP CL A	PURCHASED	7/25/2011	11/13/2012
34	2,500.00 DUNDEE BANCORP INC	PURCHASED	6/18/2004	11/13/2012
35	2,500.00 ONEX CORP-SUB VTG	PURCHASED	7/23/1996	11/13/2012
36	300 PRESTIGE BRANDS HOLDINGS INC	PURCHASED	4/06/2006	11/13/2012
37	4,700.00 PRESTIGE BRANDS HOLDINGS INC	PURCHASED	4/07/2006	11/13/2012
38	1,400.00 TRIMAS CORP.	PURCHASED	2/14/2008	11/13/2012
39	3,600.00 TRIMAS CORP.	PURCHASED	2/20/2008	11/13/2012
40	300,000.00 FINOVA CAPTL.CORP.NTS7.50%2009	PURCHASED	7/18/2001	11/15/2012
41	50,000.00 FINOVA CAPTL.CORP.NTS7.50%2009	PURCHASED	4/12/2002	11/15/2012
42	50,000.00 FINOVA CAPTL.CORP.NTS7.50%2009	PURCHASED	5/14/2002	11/15/2012
43	200,000.00 FINOVA CAPTL.CORP.NTS7.50%2009	PURCHASED	2/26/2003	11/15/2012
44	5,000.00 CBS CORP.	PURCHASED	4/27/2009	11/26/2012
45	2,500.00 CVS CAREMARK CORP	PURCHASED	10/26/2010	11/26/2012
46	2,500.00 COMCAST CORP CL A	PURCHASED	7/25/2011	11/26/2012
47	5,000.00 COMCAST CORP CL A	PURCHASED	7/25/2011	11/26/2012
48	1,750.00 JARDEN CORP	PURCHASED	4/19/1993	11/26/2012
49	750 JARDEN CORP	PURCHASED	4/20/1993	11/26/2012
50	2,500.00 ONEX CORP-SUB VTG	PURCHASED	7/23/1996	11/26/2012
51	5,000.00 PRESTIGE BRANDS HOLDINGS INC	PURCHASED	4/07/2006	11/26/2012
52	5,000.00 TRIMAS CORP.	PURCHASED	2/20/2008	11/26/2012
53	1,500.00 JARDEN CORP	PURCHASED	4/20/1993	11/30/2012
54	2,500.00 ONEX CORP-SUB VTG	PURCHASED	7/23/1996	11/30/2012
55	4,000.00 PRESTIGE BRANDS HOLDINGS INC	PURCHASED	4/07/2006	11/30/2012
56	5,000.00 TRIMAS CORP.	PURCHASED	2/20/2008	11/30/2012
57	25,000.00 CBS CORP.	PURCHASED	5/04/2009	12/04/2012
58	199,000.00 RANGE RES CORP 7.5% 10.01.17	PURCHASED	2/24/2009	12/28/2012
59	51,000.00 RANGE RES CORP 7.5% 10.01.17	PURCHASED	3/02/2009	12/28/2012
60	50,000.00 RANGE RES CORP 7.5% 10.01.17	PURCHASED	3/05/2009	12/28/2012
61	250,000.00 RANGE RES CORP 7.5% 10.01.17	PURCHASED	3/30/2009	12/28/2012
62	100 BARRICK GOLD #1	PURCHASED	4/16/2008	1/03/2012
63	400 BARRICK GOLD #1	PURCHASED	12/02/2008	1/03/2012
64	1,000.00 GENERAL ELECTRIC	PURCHASED	3/22/2010	1/03/2012
65	50 GRAINGER, W W INC.	PURCHASED	9/17/2002	2/24/2012
66	100 CVS CAREMARK CORP	PURCHASED	8/18/2008	2/27/2012
67	100 CVS CAREMARK CORP	PURCHASED	1/05/2009	2/27/2012
68	200 CELGENE CORP COM	PURCHASED	12/22/2010	3/23/2012
69	100 CVS CAREMARK CORP	PURCHASED	1/05/2009	3/28/2012
70	100 CVS CAREMARK CORP	PURCHASED	8/03/2010	3/28/2012
71	1,000.00 GENERAL ELECTRIC	PURCHASED	3/22/2010	3/28/2012
72	100 CVS CAREMARK CORP	PURCHASED	8/03/2010	5/14/2012
73	100 INT'L.BUS.MACHINES--LOT M	PURCHASED	12/24/1998	5/14/2012
74	100 INT'L.BUS.MACHINES--LOT M	PURCHASED	1/18/2002	5/14/2012
75	300 TJX COS INC NEW	PURCHASED	3/14/2011	6/29/2012
76	64.584 CVS , INC.#1	PURCHASED	8/19/2004	8/01/2012
77	391.416 CVS , INC.#1	PURCHASED	9/17/2004	8/01/2012
78	200 ORACLE SYSTEMS CORP	PURCHASED	3/16/1999	8/01/2012
79	300 BHP BILLITON LTD	PURCHASED	9/22/2009	8/01/2012
80	500 EATON VANCE CORP NVT	PURCHASED	9/27/2010	9/07/2012

CLIENT 132

CELE H.& WILLIAM B.RUBIN FAMILY FUND,INC

11-6026235

2/20/13

04 32PM

STATEMENT 7 (CONTINUED)
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
81	200 ORACLE SYSTEMS CORP	PURCHASED	3/16/1999	9/24/2012
82	150 ABBOTT LABS. 1	PURCHASED	5/17/2007	10/12/2012
82	CAPITAL GAIN DIVIDENDS			

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	701,922.		550,440.	151,482.				\$ 151,482.
2	823,326.		833,756.	-10,430.				-10,430.
3	347,909.		0.	347,909.				347,909.
4	183,830.		0.	183,830.				183,830.
5	395,969.		0.	395,969.				395,969.
6	321,565.		0.	321,565.				321,565.
7	46,099.		34,750.	11,349.				11,349.
8	55,278.		87,574.	-32,296.				-32,296.
9	13,475.		8,567.	4,908.				4,908.
10	13,476.		8,567.	4,909.				4,909.
11	10,455.		7,445.	3,010.				3,010.
12	84,445.		11,988.	72,457.				72,457.
13	426,758.		59,938.	366,820.				366,820.
14	308,480.		235,526.	72,954.				72,954.
15	87,881.		60,174.	27,707.				27,707.
16	314,214.		265,294.	48,920.				48,920.
17	1,940.		6,281.	-4,341.				-4,341.
18	84,173.		66,323.	17,850.				17,850.
19	87,026.		66,323.	20,703.				20,703.
20	73,773.		64,299.	9,474.				9,474.
21	95,498.		6,326.	89,172.				89,172.
22	109,579.		37,631.	71,948.				71,948.
23	581,132.		428,583.	152,549.				152,549.
24	314,125.		235,511.	78,614.				78,614.
25	91,429.		66,323.	25,106.				25,106.
26	91,429.		15,083.	76,346.				76,346.
27	364,040.		60,334.	303,706.				303,706.
28	20,182.		96,255.	-76,073.				-76,073.
29	119,239.		598,128.	-478,889.				-478,889.
30	15,491.		76,420.	-60,929.				-60,929.
31	47,381.		188,472.	-141,091.				-141,091.
32	104,576.		60,174.	44,402.				44,402.
33	91,098.		60,852.	30,246.				30,246.
34	64,199.		0.	64,199.				64,199.
35	101,098.		6,326.	94,772.				94,772.
36	6,056.		3,610.	2,446.				2,446.
37	94,882.		56,254.	38,628.				38,628.
38	34,810.		10,537.	24,273.				24,273.
39	89,511.		28,120.	61,391.				61,391.
40	5.		49,136.	-49,131.				-49,131.
41	1.		3,373.	-3,372.				-3,372.
42	1.		3,119.	-3,118.				-3,118.
43	3.		11,541.	-11,538.				-11,538.
44	173,449.		30,167.	143,282.				143,282.
45	113,197.		78,509.	34,688.				34,688.
46	91,073.		60,852.	30,221.				30,221.
47	183,721.		121,703.	62,018.				62,018.
48	91,645.		5,267.	86,378.				86,378.

CLIENT 132

CELE H.& WILLIAM B.RUBIN FAMILY FUND,INC

11-6026235

2/20/13

04 32PM

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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)
49	39,277.		2,200.	37,077.				\$ 37,077.
50	101,194.		6,326.	94,868.				94,868.
51	104,637.		59,844.	44,793.				44,793.
52	121,393.		39,055.	82,338.				82,338.
53	79,796.		4,400.	75,396.				75,396.
54	102,135.		6,326.	95,809.				95,809.
55	85,417.		47,876.	37,541.				37,541.
56	124,138.		39,055.	85,083.				85,083.
57	887,685.		154,593.	733,092.				733,092.
58	206,463.		185,095.	21,368.				21,368.
59	52,913.		47,455.	5,458.				5,458.
60	51,875.		45,963.	5,912.				5,912.
61	259,375.		228,150.	31,225.				31,225.
62	4,483.		4,298.	185.				185.
63	17,931.		11,391.	6,540.				6,540.
64	17,793.		18,208.	-415.				-415.
65	10,432.		2,159.	8,273.				8,273.
66	4,407.		3,801.	606.				606.
67	4,407.		2,791.	1,616.				1,616.
68	15,152.		11,729.	3,423.				3,423.
69	4,488.		2,791.	1,697.				1,697.
70	4,488.		3,129.	1,359.				1,359.
71	19,792.		18,208.	1,584.				1,584.
72	8,973.		3,129.	5,844.				5,844.
73	19,919.		9,328.	10,591.				10,591.
74	19,919.		11,308.	8,611.				8,611.
75	12,835.		7,445.	5,390.				5,390.
76	2,893.		1,309.	1,584.				1,584.
77	17,533.		8,186.	9,347.				9,347.
78	6,030.		1,491.	4,539.				4,539.
79	20,815.		20,449.	366.				366.
80	13,716.		14,349.	-633.				-633.
81	6,541.		1,491.	5,050.				5,050.
82	10,663.		8,856.	1,807.				1,807.
TOTAL								\$ 4132317.

STATEMENT 8
FORM 990-PF, PART VII-A, LINE 12
EXPLANATION OF DISTRIBUTION TO DONOR ADVISED FUND

THE CELE H. & WILLIAM B. RUBIN FAMILY FUND, INC (THE FOUNDATION) HAS, IN DECEMBER 2012, ISSUED A CHECK IN THE AMOUNT OF \$2,346,000 TO THE BANK OF AMERICA CHARITABLE GIFT FUND FOR WHICH ELLEN GORDON, A DIRECTOR OF THE FOUNDATION, HAS ADVISORY PRIVILEGES. THE FUNDS WILL BE DISTRIBUTED FROM THE BANK OF AMERICA CHARITABLE GIFT FUND TO ONE OR MORE QUALIFIED PUBLIC CHARITIES FOR PURPOSES DESCRIBED IN SECTION 170 (C) (2) (B) OF THE INTERNAL REVENUE CODE.

CLIENT 132

CELE H.& WILLIAM B.RUBIN FAMILY FUND,INC

11-6026235

2/20/13

04.32PM

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	THE CELE H. & WILLIAM B. RUBIN FAMILY FD
NAME:	ELLEN R. GORDON
CARE OF:	
STREET ADDRESS:	32 MONADNOCK ROAD
CITY, STATE, ZIP CODE:	WELLESLEY HILLS, MA 02481
TELEPHONE:	781-235-1075
E-MAIL ADDRESS:	
FORM AND CONTENT:	NO SPECIFIC FORMS ARE REQUIRED
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	NONE

CELE H & WILLIAM B RUBIN FAMILY FUND INC.

**Schedule of Grants-Donations Paid
For the Year Ended December 31, 2012**

Name	Address	Amount
Ace Hardware Foundation	1220 Palmour Drive Gainesville GA	500.00
Allied Service Foundation	c/o John Heinz Pediatric, Clarks Summit, PA 18411	5,000.00
American Cancer Society	17060 Oak Park Ave., Tinley Park, IL 60477	2,125.00
American Heart Association	208 La Salle Street, Suite 900 Chicago IL 60604	350.00
American Lung	1301 Pennsylvania Ave NW, Suite 800, Washington DC 20004	75.00
American Red Cross	PO Box 4002018, Des Moines, IA 50340-2018	100.00
American Foundation For Suicide Prevention	120 Wall Street, 22nd Floor, New York, NY 10005	100.00
Avon Products Foundation Inc	Avon Product Foundation Rye, NY 10580	1,415.00
Bank Of America Charitable Gift Fund	100 Federal St. MA5-100 Boston, MA 02110	2,346,000.00
Beth Israel Deaconess Medical center	First Ave at 169th Street, NY NY 10003	1,000.00
Brain Research Foundation	205 West Wacker Drive, Chicago IL 60606	10,000.00
Brandeis University	415 South Street, Waltham, MA 02453-9110	7,500.00
Buckingham, Browne & Nichols School	External Affairs Office, Cambridge, MA 02138-5512	50,000.00
Camp Harbor View	200 Clarendon Street, Boston MA 02118	10,000.00
Carter High School	210 N Carter School Rd, Strawberry Plains, TN 37811	250.00
Combined Jewish Philanthropies Greater Boston	126 High St, Boston, MA 02110	59,000.00
Commonwealth School	151 Commonwealth Ave , Boston, MA 02116	2,000.00
Comer Children's Hospital	5721 S Maryland Ave , Chicago IL 60637	500.00
Crohns Colitis Foundation	386 Park Ave So, New York NY 10016	100.00
Dartmouth College	6066 Development Office, Hanover NH 03755-3555	50,000.00
DePaul University	1 E Jackson, Chicago, IL 60604	2,500.00
Dominican High School	120 East Silver Spring Dr , Whitefish Bay WI 53217	500.00
Duke University	Duke University/Box 90581, Durham, NC 27708-0581	2,000.00
Envision Unlimited	5333 S Greenwood Ave Chicago, IL 60615	200.00
Facing History and Ourselves	200 E Randolph St , Ste 2100, Chicago IL 60601-6432	500.00
Foundation for Metro West	3 Eliot Street, Natick, MA 01760	5,000.00
Friends Of Harvard Football	MURR Center/ 65 North Harbor Boston MA 02163	10,000.00
Friends of Camp Hale	566 Columbus Ave, Boston MA 02118-1195	300.00
Food Bank of CNY	7477 Murray Drive, Cicero, NY 13039	5,000.00
Gilchrist Hospice Care	555 W Towsontown Blvd, Towson, MD 21204	120.00
Greater Chicago Food Depository	Greater Chicago Food, Chicago, IL 60632	100.00
Harvard Business School	Soldier Field, Boston MA 02163	10,000.00
Harvard College Fund	124 Mount Auburn Street, Cambridge, MA 02138	10,000.00
Harvard Medical School	25 Shattuck Street, Boston, MA 02115	25,000.00
Harvard University	1563 Massachusetts Ave Cambridge, MA 02138	400.00
Heifer International	1 World Ave , Little Rock, AR 72202	500.00
High Mountain Institute	PO Box 970, 531 Country Road 5A, Leadville CO 80461	10,000.00
Impact	420 Pearl Street, Malden MA 02148	1,000.00
KCTS Television	401 Mercer Street Seattle WA 98109	50.00
Kellogg Graduate School	Leverone 3492001//2001 Sheridan Rd, Evanston, IL 60208	10,000.00
Leukemia & Lymphoma Society, Inc	651 West Washington Blvd Chicago, IL 60661	100.00
Loyola University Chicago	1032 W Sheridan Rd, Chicago IL 60660	100.00
Lydia Home Association	4300 W Irving Park Road, Chicago, IL 60641	8,000.00
Make a Wish Foundation	4742 N 24th St ,Ste400, Phoenix AZ 85016-4862	50.00
Marine Corp	715 Broadway Street, PO Box 1775, Quantico VA 22134	50.00
Meadowbrook School of Weston	10 Farm Road, Weston, MA 02493-2493	1,500.00
Men Can Stop Rape	1003 K Street, NW, Suite 200, Washington DC 20001	500.00
Midwest Shelter Homeless Vets	119 N West Street, Wheaton IL 60187	250.00
National Audobon Society	225 Varick St -7th Fl New York NY 10014	2,000.00
National MS Society	4219 Hillsboro Road, Nashville, TN 37215	350.00
National Ovarian Cancer	4900 Hopyard Road, Pleasanton, CA 94588	300.00
National Veterans Art Museum	4041 N Milwaukee Ave, Chicago IL 60660	100.00
Network for Teaching Entrepreneurship	120 Wall Street, 18th Floor, New York, NY 10005	5,000.00
Notre Dame deNamur Univ	1500 Ralston Ave, Belmont CA 94002	100.00

CELE H & WILLIAM B RUBIN FAMILY FUND INC.

Schedule of Grants-Donations Paid
For the year Ended December 31, 2012

Name	Address	Amount
Northern Illinois University	1425 W. Lincoln Hwy, DeKalb, IL 60115-2825	100.00
Northwest University Feinberg School	420 East Superior St., Chicago IL 60611	25,000.00
One Village at a Time	121 W Newton Street, Boston MA 02218	500.00
Open Door Ministry	PO Box 1528, High Point, NC USA 27261	400.00
Our Bodies Ourselves	5 Upland Road #3, Cambridge, MA 02140	2,000.00
Pancreatic Cancer Action Network	1500 Rosecrans Ave , Suite 200 Manhattan Beach, CA 90266	325.00
Plainfield Area Interfaith Food	22525 W Lockport Rd, Plainfield IL 60544	200.00
Partners In Health	800 Boylston Street, 47th Floor, Boston MA 02199	5,000.00
Pine Street Inn	144 Harrison Ave, Boston MA 02118	500.00
Providence St. Mel Foundation	119 South Central Park Avenue, Chicago, Illinois 60624	2,000.00
Purdue Foundation	1281 Win Hentschel Blvd., West Lafayette, IN 47906	50.00
Push America	PO Box 241368, Charlotte NC 28224	2,000.00
Rensselaerville Institute	63 Huyck Rd, Rensselaerville, NY 12147	5,300.00
Rivers Country Day School	333 Winter Street, Weston, MA 02193-9981	1,500.00
Rosie's Place	889 Harrison Ave , Boston MA 02118	500.00
Spina Bfida Association	4590 MacArthur Blvd, Washington, DC 20007	6,320.00
Special Olympics	1133 19th Street NW., Washington DC 20036-3604	200.00
Squam Lakes Association	534 Rte 3, Holderness, NH 03245-0204	2,500.00
Squam Lakes Conservation Society	PO Box 696, Holderness, NH 03245-0204	3,500.00
Squam Lakes Natural Science Center	PO Box 173, 23 Science Center Road, Holderness, NH 03245	3,500.00
Stanford School of Business	326 Galvez Street, Stanford CA 94305-6105	250.00
Stanford University- School Education	450 Serra Mall, Stanford, CA 94305-2004	100.00
Stanford University School of Earth Science	397 Panama Mall, CA 94305-2210	100.00
Susan G Komen For the Cure	5005 LBJ Freeway, Dallas, Texas 75244	50.00
Tagore-SenGupta Foundation	3286 Merchant Dr, Bethlehem PA 18017-1952	5,000.00
Taking Care of Your Diabetes	1701 North Beauregard St , Alexandria, VA 22311	10,000.00
TLC Animal Shelter	13016 W 151st Street, Homer Glen IL 60491	50.00
The National Museum U S Army	PO Box 96281, Washington DC 20090	400.00
The Morton Arboretum	4100 Illinois Rt 53, Lisle, IL 60532-1293	1,000.00
The Windsor School	103 Pilgrim Rd, Boston, MA 02215	1,500.00
United States Holocaust	100 Raoul Wallenberg Place, SW, Washington, DC 20024	1,500.00
United Way New Hampshire	United Way Lakes Region, Laconia, NH 03246-3313	2,000.00
United Way of Massachusetts Bay, Inc	United Way Massachusetts, Boston, MA 02210-1121	2,000.00
United Way/Crusade of Mercy	United Way/Crusades of Mercy, Chicago, IL 60675-5828	2,500.00
University of Illinois College Business	260 Wohlers Hall, Champaign IL 61820	2,500.00
University of Chicago Medical Center	MC 1115/5841 South Mar, Chicago, IL 60637-1470	515,000.00
University of Illinois Alumni Assoc	601 S Lincoln Ave , Urbana, IL 61801	2,500.00
University of Illinois Foundation	PO Box 3429, Champaign, IL 61826-3429	297.60
USC Shoah Foundation	650 West 35th St , Suite 114, Los Angeles CA 90089-2571	500.00
Vassar College	124 Raymond Ave , Poughkeepsie, NY 12604	7,500.00
Vietnam Veterans Memorial	2600 Veterans Ave. NW Suite 104, Washington DC 20037	200.00
Wellesley at Home	PO Box 812579, Wellesley MA 02482	1,500.00
Wesleyan University	318 High Street, Middletown CT 06459	100.00
Wellesley College	106 Central Street, Wellesley, MA 02481	5,000.00
WFMT Radio	5400 N. St Louis Ave Chicago IL 60625-4698	75.00
Wellesley Free Library	530 Washington St, Wellesley, MA 02482	1,500.00
Wellesley Police Dept	485 Washington Street, Wellesley, Massachusetts 02482	1,500.00
Windows To The World Communications	5400N St. Louis Ave, Chicago IL 60625	60.00
Wounded Warrior	7020 AC Skinner Pkwy Street, Jacksonville, FL 32256	250.00
Young Life	1805 Highpoint Drive, Naperville, IL 60563	3,500.00

TOTAL

3,287,412.60

STATE OF NEW YORK

County of New York, s:

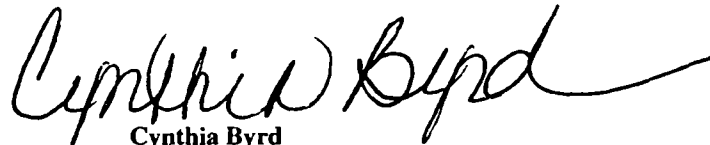
PUBLIC NOTICES

THE ANNUAL RETURN
OF THE CELE H. & WIL-
LIAM B. RUBIN FAMILY
FUND, INC. for the calen-
dar year ended December
31, 2011 is available at its
principal office located at
32 Monadhock Road,
Wellesley Hills, Mass 02481
for inspection during regu-
lar business hours by any
person who requests to
inspect the same. The
Principal Manager of the
Foundation is ELLEN
RUBIN.
1833052 f15

Jennifer Hannafey, being duly sworn, says that she is the
PRINCIPAL CLERK of the Publisher of the **NEW YORK LAW
JOURNAL**, a Daily Newspaper; that the Advertisement hereto
annexed has been published in the said **NEW YORK LAW
JOURNAL** one time on the 15th day of February, 2012.

TO WIT : FEBRUARY 15, 2012

SWORN BEFORE ME, this 15th day
Of February, 2012.



Cynthia Byrd
Notary Public, State of New York
No. 01BY6056945
Qualified in Kings County
Commission Expires April 09, 2015

Cele H. & William B. Rubin Family Fund, Inc.

Schedule of Gains/(Loss) on the sale of Securities

The Year Ended December 31, 2012

Security	Shares	Bought	Sold	Proceeds	Cost	Gains
ROUSE PPTYS INC	50,000.00	1/23/2012	3/9/2012	701,921.52	550,440.00	151,481.52
LEUCADIA CORP 7.125% 3/15/17	795,000.00	7/19/2011	3/15/2012	823,325.85	833,756.25	-10,430.40
FIESTA RESTAURANT	28,000.00	5/11/2012	5/15/2012	347,909.20	0	347,909.20
FIESTA RESTAURANT	15,000.00	5/11/2012	5/31/2012	183,830.38	0	183,830.38
FIESTA RESTAURANT	32,000.00	5/11/2012	6/1/2012	395,969.32	0	395,969.32
FIESTA RESTAURANT	25,000.00	5/11/2012	7/3/2012	321,565.29	0	321,565.29
PACKAGING CORP AMER COM	1,500.00	8/17/2011	8/3/2012	46,099.41	34,749.98	11,349.43
ARTIO GLOBAL INVS INC	17,500.00	1/3/2012	9/21/2012	55,278.29	87,574.00	-32,295.71
EL PASO NAT GAS 1	500	8/26/2011	2/24/2012	13,474.76	8,566.60	4,908.16
EL PASO NAT GAS 1	500	8/26/2011	2/24/2012	13,476.01	8,566.60	4,909.41
TJX COS INC NEW	300	3/14/2011	2/27/2012	10,455.31	7,444.50	3,010.81
BROOKFIELD ASSET MGMT, INC (VTG)	2,500.00	2/20/2001	8/3/2012	84,445.35	11,987.68	72,457.67
BROOKFIELD ASSET MGMT, INC (VTG)	12,500.00	2/20/2001	11/30/2012	426,758.41	59,938.40	366,820.01
CVS CAREMARK CORP	7,500.00	10/26/2010	1/3/2012	308,480.07	235,525.50	72,954.57
PRESTIGE BRANDS HOLDINGS INC	5,000.00	4/6/2006	4/9/2012	87,880.53	60,173.78	27,706.75
CBS CORP.	10,000.00	1/3/2006	5/25/2012	314,213.96	265,293.57	48,920.39
CVS CAREMARK CORP	200	10/26/2010	8/1/2012	1,940.41	6,280.68	-4,340.27
CBS CORP.	2,500.00	1/3/2006	8/3/2012	84,173.11	66,323.39	17,849.72
CBS CORP.	2,500.00	1/3/2006	8/3/2012	87,025.55	66,323.39	20,702.16
MICROSOFT CORP	2,500.00	3/30/2011	8/3/2012	73,773.34	64,298.56	9,474.78
ONEX CORP-SUB VTG	2,500.00	7/23/1996	8/3/2012	95,497.86	6,326.30	89,171.56
TRIMAS CORP.	5,000.00	2/14/2008	8/3/2012	109,579.04	37,630.67	71,948.37
PACKAGING CORP AMER COM	18,500.00	8/17/2011	8/23/2012	581,131.60	428,583.03	152,548.57

See accountants compilation report and attached footnotes

Cele H. & William B. Rubin Family Fund, Inc.

Schedule of Gains/(Loss) on the sale of Securities

The Year Ended December 31, 2012

Security	Shares	Bought	Sold	Proceeds	Cost	Gains
PACKAGING CORP AMER COM	10,000.00	8/18/2011	8/23/2012	314,125.19	235,511.00	78,614.19
CBS CORP.	2,500.00	1/3/2006	9/12/2012	91,429.45	66,323.39	25,106.06
CBS CORP.	2,500.00	4/27/2009	9/12/2012	91,429.45	15,083.46	76,345.99
CBS CORP.	10,000.00	4/27/2009	9/12/2012	364,039.84	60,333.86	303,705.98
ARTIO GLOBAL INVS INC	6,514.00	2/8/2011	9/13/2012	20,181.87	96,255.02	-76,073.15
ARTIO GLOBAL INVS INC	38,486.00	2/23/2011	9/13/2012	119,238.50	598,128.23	-478,889.73
ARTIO GLOBAL INVS INC	5,000.00	5/5/2011	9/13/2012	15,491.15	76,420.00	-60,928.85
ARTIO GLOBAL INVS INC	15,000.00	6/10/2011	9/21/2012	47,381.40	188,471.50	-141,090.10
PRESTIGE BRANDS HOLDINGS INC	5,000.00	4/6/2006	11/7/2012	104,576.15	60,173.78	44,402.37
Comcast Corp CI A	2,500.00	7/25/2011	11/13/2012	91,097.95	60,851.64	30,246.31
DUNDEE BANCORP INC	2,500.00	6/18/2004	11/13/2012	64,198.56	0	64,198.56
ONEX CORP-SUB VTG	2,500.00	7/23/1996	11/13/2012	101,097.73	6,326.30	94,771.43
PRESTIGE BRANDS HOLDINGS INC	300	4/6/2006	11/13/2012	6,056.29	3,610.43	2,445.86
PRESTIGE BRANDS HOLDINGS INC	4,700.00	4/7/2006	11/13/2012	94,881.94	56,253.75	38,628.19
TRIMAS CORP.	1,400.00	2/14/2008	11/13/2012	34,809.94	10,536.59	24,273.35
TRIMAS CORP.	3,600.00	2/20/2008	11/13/2012	89,511.27	28,119.94	61,391.33
FINOVA CAPTL.CORP.NTS7.50%2009	300,000.00	7/18/2001	11/15/2012	4.56	49,136.22	-49,131.66
FINOVA CAPTL.CORP.NTS7.50%2009	50,000.00	4/12/2002	11/15/2012	0.76	3,373.34	-3,372.58
FINOVA CAPTL.CORP.NTS7.50%2009	50,000.00	5/14/2002	11/15/2012	0.76	3,118.77	-3,118.01
FINOVA CAPTL.CORP.NTS7.50%2009	200,000.00	2/26/2003	11/15/2012	3.04	11,541.49	-11,538.45
CBS CORP.	5,000.00	4/27/2009	11/26/2012	173,448.61	30,166.93	143,281.68
CVS CAREMARK CORP	2,500.00	10/26/2010	11/26/2012	113,197.46	78,508.50	34,688.96

See accountants compilation report and attached footnotes

Cele H. & William B. Rubin Family Fund, Inc.

Schedule of Gains/(Loss) on the sale of Securities

The Year Ended December 31, 2012

Security	Shares	Bought	Sold	Proceeds	Cost	Gains
Comcast Corp Cl A	2,500.00	7/25/2011	11/26/2012	91,072.95	60,851.64	30,221.31
Comcast Corp Cl A	5,000.00	7/25/2011	11/26/2012	183,720.88	121,703.28	62,017.60
JARDEN CORP	1,750.00	4/19/1993	11/26/2012	91,645.44	5,267.00	86,378.44
JARDEN CORP	750	4/20/1993	11/26/2012	39,276.62	2,199.97	37,076.65
ONEX CORP-SUB VTG	2,500.00	7/23/1996	11/26/2012	101,193.73	6,326.30	94,867.43
PRESTIGE BRANDS HOLDINGS INC	5,000.00	4/7/2006	11/26/2012	104,637.15	59,844.41	44,792.74
TRIMAS CORP.	5,000.00	2/20/2008	11/26/2012	121,392.78	39,055.47	82,337.31
JARDEN CORP	1,500.00	4/20/1993	11/30/2012	79,795.86	4,399.93	75,395.93
ONEX CORP-SUB VTG	2,500.00	7/23/1996	11/30/2012	102,135.21	6,326.30	95,808.91
PRESTIGE BRANDS HOLDINGS INC	4,000.00	4/7/2006	11/30/2012	85,416.68	47,875.53	37,541.15
TRIMAS CORP.	5,000.00	2/20/2008	11/30/2012	124,137.71	39,055.47	85,082.24
CBS CORP.	25,000.00	5/4/2009	12/4/2012	887,685.11	154,592.50	733,092.61
RANGE RES CORP 7.5% 10.01.17	199,000.00	2/24/2009	12/28/2012	206,462.50	185,095.00	21,367.50
RANGE RES CORP 7.5% 10.01.17	51,000.00	3/2/2009	12/28/2012	52,912.50	47,455.00	5,457.50
RANGE RES CORP 7.5% 10.01.17	50,000.00	3/5/2009	12/28/2012	51,875.00	45,962.50	5,912.50
RANGE RES CORP 7.5% 10.01.17	250,000.00	3/30/2009	12/28/2012	259,375.00	228,150.00	31,225.00
BARRICK GOLD #1	100	4/16/2008	1/3/2012	4,482.81	4,298.00	184.81
BARRICK GOLD #1	400	12/2/2008	1/3/2012	17,931.26	11,390.92	6,540.34
GENERAL ELECTRIC	1,000.00	3/22/2010	1/3/2012	17,792.56	18,207.50	-414.94
GRAINGER, W W INC.	50	9/17/2002	2/24/2012	10,431.82	2,159.00	8,272.82
CVS CAREMARK CORP	100	8/18/2008	2/27/2012	4,407.40	3,801.00	606.4

See accountants compilation report and attached footnotes

Cele H. & William B. Rubin Family Fund, Inc.

Schedule of Gains/(Loss) on the sale of Securities

The Year Ended December 31, 2012

Security	Shares	Bought	Sold	Proceeds	Cost	Gains
CVS CAREMARK CORP	100	1/5/2009	2/27/2012	4,407.40	2,790.75	1,616.65
CELGENE CORP COM	200	12/22/2010	3/23/2012	15,151.59	11,728.52	3,423.07
CVS CAREMARK CORP	100	1/5/2009	3/28/2012	4,488.17	2,790.75	1,697.42
CVS CAREMARK CORP	100	8/3/2010	3/28/2012	4,488.17	3,129.00	1,359.17
GENERAL ELECTRIC	1,000.00	3/22/2010	3/28/2012	19,792.14	18,207.50	1,584.64
CVS CAREMARK CORP	100	8/3/2010	5/14/2012	8,972.80	3,128.99	5,843.81
INT'L.BUS.MACHINES--LOT M	100	12/24/1998	5/14/2012	19,918.56	9,328.00	10,590.56
INT'L.BUS.MACHINES--LOT M	100	1/18/2002	5/14/2012	19,918.56	11,308.00	8,610.56
TJX COS INC NEW	300	3/14/2011	6/29/2012	12,835.21	7,444.50	5,390.71
CVS , INC.#1	64.584	8/19/2004	8/1/2012	2,892.92	1,309.44	1,583.48
CVS , INC.#1	391.416	9/17/2004	8/1/2012	17,532.82	8,186.00	9,346.82
ORACLE SYSTEMS CORP	200	3/16/1999	8/1/2012	6,029.86	1,490.50	4,539.36
BHP BILLITON LTD	300	9/22/2009	8/1/2012	20,815.35	20,448.66	366.69
EATON VANCE CORP NVT	500	9/27/2010	9/7/2012	13,715.94	14,348.75	-632.81
ORACLE SYSTEMS CORP	200	3/16/1999	9/24/2012	6,540.85	1,490.50	5,050.35
ABBOTT LABS. 1	150	5/17/2007	10/12/2012	10,662.51	8,856.00	1,806.51
TOTAL GAIN FROM SECURITY SALES				9,930,350.26	5,798,029.60	4,132,320.66

See accountants compilation report and attached footnotes

Cele H. & William B. Rubin Family Fund, Inc.
Schedule of Investments
As at December 31, 2012

FIXED INCOME	Shares	Cost Basis	Value
A.V. HOMES 7.500 2.15.16	1200000	1,200,000.00	1,227,000.00
ALLISON TRANSMISSION 7.125% 5/15/19	460,000.00	486,130.00	491,050.00
AVATAR HLDNGS 4.50% 4.1.24.	415,000.00	358,794.50	410,850.00
BROOKFIELD ASSET MGMT 5.80% 4/25/17	200,000.00	226,905.00	225,794.00
CHESAPEAKE ENERGY CORP. 6.5% 8.15.17	200,000.00	207,075.00	217,000.00
CHESAPEAKE ENERGY CORP. 9.5% 2.15.15	553,000.00	607,130.00	624,890.00
CNA FINANCIAL CORP 5.85 12/15/14	250,000.00	265,462.50	271,420.00
JARDEN CORP 7.50% 5.1.17	750,000.00	615,941.25	844,687.50
JEFFERIES GROUP 8.50% 7.15.19	750,000.00	739,005.00	896,250.00
LEUCADIA NATL CORP NOTE 8.15.13	460,000.00	485,691.50	473,225.00
PNC FINL 8.25% 12.31.58	10,000.00	10,387.50	10,175.00
PRESTIGE BRANDS INC 8.250% 04/01/18	250,000.00	257,212.50	277,187.50
TOTAL FIXED ASSETS		5,459,734.75	5,969,529.00

MUTUAL FUNDS	Shares	Cost Basis	Value
ISHARES MSCI EAFE INDEX FUND	798	29,962.02	45,374.28
ISHARES MSCI EMERGING MKTS INDEX FD	850	30,558.30	37,697.50
TOTAL MUTUAL FUNDS		60,520.32	83,071.78

EQUITIES	Shares	Cost Basis	Value
ABBOTT LABS. 1	550	30,883.00	36,025.00
ACCENTURE PLC SHS	600	35,154.00	39,900.00
ALLISON TRANSMISSION HLDNGS INC	40,000.00	755,471.56	816,800.00
AMERICAN INTL. GRP	35,000.00	1,122,230.00	1,235,500.00
AV HOMES INC COM	60,000.00	1,590,088.87	853,200.00
BAKER HUGHES INC	1,000.00	47,949.00	40,847.70
BERKSHIRE HATHAWAY-CLB	300	12,014.36	26,910.00
BROOKFIELD ASSET MGMT, INC (VTG)	42,500.00	331,483.56	1,557,625.00
CARNIVAL CORP	1,700.00	61,078.40	62,509.00
CARROLS RESTAURANT GRP INC	120,000.00	735,028.80	717,600.00

Cele H. & William B. Rubin Family Fund, Inc.**Schedule of Investments****As at December 31, 2012**

EQUITIES	Shares	Cost Basis	Value
CBIZ INC.	175,000.00	1,216,812.95	1,034,250.00
CELGENE CORP COM	700	39,072.97	54,929.00
CHESAPEAKE ENERGY CORP.	30,000.00	232,448.00	498,600.00
COLGATE PALMOLIVE	500	33,560.00	52,270.00
COMCAST CORP	35,000.00	851,922.94	1,307,600.00
COUSINS PPTYS INC PFD 7.50%	22,500.00	298,207.71	562,950.00
CVS CAREMARK CORP	27,500.00	872,958.00	1,329,625.00
DUNDEE BANCORP INC	57,500.00	0	1,770,518.90
EDWARDS LIFESCIENCES CRP	600	22,016.99	54,102.00
EMC CORP. MASS	1,200.00	29,333.50	30,360.00
ENCANA CORP	1,000.00	39,994.88	19,760.00
EXPEDITION INTL WASH INC.	800	34,972.64	31,640.00
EXXON MOBILE CORP.	700	26,677.02	60,585.00
FIRSTCITYFIN-COM	60,000.00	250,956.29	584,400.00
FISERV INC	700	44,348.70	55,321.00
FOREST CITY ENT-A-	57,500.00	293,772.45	928,625.00
GENTEX	3,000.00	52,615.40	56,550.00
GOOGLE INC CL A	70	38,308.00	49,516.60
GRAINGER, W W INC.	250	10,909.00	50,592.50
JARDEN CORP	31,000.00	511,274.84	1,602,700.00
JOHNSON & JOHNSON	600	38,051.45	42,060.00
LEUCADIA NAT'LCORP	50,000.00	664,959.90	1,189,500.00
MARSH & McLENNAN	1,000.00	29,098.59	34,470.00
MC CORMICK NON VTG	700	34,371.70	44,471.00
MICROSOFT CORP	49,100.00	1,256,151.00	1,311,446.27
MOSAIC CO NEW COM	15,000.00	803,917.00	849,450.00
ONEX CORP-SUB VTG	50,000.00	504,467.16	2,103,174.05
ORACLE SYSTEMS CORP	1,600.00	16,321.16	53,312.00
PACIFIC MERCANTILE BANCORP	90,000.00	666,056.99	566,100.00
PEPSICO INC	600	26,479.25	41,058.00
PRAXAIR INC	400	10,317.00	43,780.00
PRESTIGE BRANDS HOLDINGS INC	76,000.00	807,402.79	1,522,280.00
QUALCOM INC.	700	38,329.41	43,301.72
RANGE RES COM	12,500.00	489,374.59	785,375.00
RUTHS HOSPITALITY GROUP	125,000.00	649,129.57	908,712.50
SAFEGUARD SCIENTIFICS COM NEW	60,000.00	544,488.00	885,000.00
SCHLUMBERGER LTD.	300	14,169.95	20,789.58
TECH DATA	20,000.00	1,072,424.25	910,600.00
TJX COS INC NEW	1,000.00	25,837.00	42,450.00
TOOTSIEROLL IND B	419,500.02	33,383.57	11,406,205.46

See Accountants Compilation Report and attached Footnotes

Cele H. & William B. Rubin Family Fund, Inc.
Schedule of Investments
As at December 31, 2012

EQUITIES	Shares	Cost Basis	Value
TOOTSIEROLLIND A.	944,677.26	69,647.96	25,685,774.62
TRIMAS CORP.	90,000.00	562,076.34	2,520,693.00
UNITED PARCEL SERVICE INC CL B	400	21,470.00	29,492.00
UNITED TECHNOLOGIES	600	26,018.20	49,206.00
VIACOM CL B	17,500.00	893,155.00	922,950.00
VODAFONE GRP PLC ADR	1,000.00	26,994.97	25,190.00
WASTE MANAGEMENT INC. (NEW)	1,300.00	40,834.54	43,862.00
WELL FARGO & CO	1,000.00	33,994.30	34,180.00
ZIMMER HOLDINGS , INC.	600	29,064.00	39,996.00

TOTAL EQUITIES	19,049,529.47	67,676,690.90
-----------------------	---------------	---------------

TOTAL INVESTMENTS	24,569,784.54	73,729,291.68
--------------------------	---------------	---------------

See Accountants Compilation Report and attached Footnotes

CELE H. and WILLIAM B. RUBIN FAMILY FUND, INC.

FORM 990PF---PART X-----2012

LINE #1A- AVERAGE FAIR MARKET VALUE OF SECURITIES

<u>MONTH</u>	<u>TOTAL</u>	<u>BONDS</u> <u>US TREAS NOTES</u> <u>and US TREAS BILLS</u>	<u>MUTUAL</u> <u>FUNDS</u>	<u>STOCKS</u>
JANUARY	64,802,070 68	5,283,865.20	77,401 22	59,440,804 26
FEBRUARY	65,079,451.83	5,384,412 15	81,299.18	59,613,740.50
MARCH	66,117,531 28	4,959,611 75	80,305 47	61,077,614 06
APRIL	66,106,387 55	4,958,260.40	78,775 25	61,069,351 90
MAY	66,431,855 67	4,885,040 00	70,157.00	61,476,658.67
JUNE	68,682,897 98	5,068,137 68	73,132.83	63,541,627 47
JULY	68,683,882 37	3,889,917 50	73,152.00	64,720,812 87
AUGUST	73,172,966 76	6,064,346 60	74,564.80	67,034,055 36
SEPTEMBER	73,517,675 25	6,073,938 95	77,420 25	67,366,316.05
OCTOBER	74,589,269 99	6,177,626.45	77,730 35	68,333,913 19
NOVEMBER	71,225,079 51	6,436,170.20	79,463 11	64,709,446 20
DECEMBER	36,637,311 60	5,969,529 00	83,071 78	30,584,710 82
<u>TOTAL</u>	<u>795,046,380 47</u>	<u>65,150,855 88</u>	<u>926,473.24</u>	<u>728,969,051 35</u>
<u>AVERAGE</u>	<u>66,253,865 04</u>	<u>5,429,237.99</u>	<u>77,206.10</u>	<u>60,747,420 95</u>

Bi Monthly Averages Cash

CELE H. & WILLIAM B. RUBIN FAMILY FUND, INC.

December 31, 2012

BiMonthly Cash Averages as required by IRS instructions-----2012

<u>Month</u>	<u>CASH</u>			<u>SAVINGS AND MONEY MARKET</u>		
	<u>1st Day of Month</u>	<u>Last Day of Month</u>	<u>Monthly Average</u>	<u>1st Day of Month</u>	<u>Last Day of Month</u>	<u>Monthly Average</u>
JANUARY	2,277,638 58	365,593 86	1,321,616 22	425.60	1,412,431.10	706,428 35
FEBRUARY	365,593 86	756,193 86	560,893 86	1,412,431 10	1,893,575.89	1,653,003.50
MARCH	756,193 86	827,319 14	791,756 50	1,893,575 89	1,618,998 92	1,756,287 41
APRIL	827,319 14	107,616 56	467,467 85	1,618,998 92	2,038,335 70	1,828,667.31
MAY	107,616 56	46,440 56	77,028 56	2,038,335 70	1,828,201 76	1,933,268 73
JUNE	46,440 56	11,855 40	29,147 98	1,828,201 76	2,129,564 47	1,978,883.12
JULY	11,855 40	114,273 24	63,064 32	2,129,564 47	2,391,020 72	2,260,292.60
AUGUST	114,273 24	106,373 24	110,323 24	2,391,020 72	2,288,855 53	2,339,938.13
SEPTEMBER	106,373.24	105,258.99	105,816 12	2,288,855.53	2,533,746.17	2,411,300.85
OCTOBER	105,258 99	199,000.23	152,129.61	2,533,746 17	2,014,968.77	2,274,357 47
NOVEMBER	199,000 23	3,243,450.23	1,721,225 23	2,014,968 77	1,002,210.38	1,508,589.58
DECEMBER	3,243,450 23	1,864,642 57	2,554,046 40	1,002,210 38	1,218,922 86	1,110,566.62
TOTAL BIMONTHLY AVERAGES			7,954,515 89			21,761,583.64
AVERAGE BIMONTHLY (1 E average of all averages)			662,876 32			1,813,465 30

2012

FEDERAL SUPPORTING DETAIL

PAGE 1

CLIENT 132

CELE H.& WILLIAM B.RUBIN FAMILY FUND,INC

11-6026235

2/20/13

04 32PM

**OTHER INCOME PRODUCING ACTIVITIES
INTEREST ON SAVINGS & CASH INVESTMENTS**INTEREST INCOME
ROUNDING

\$	303,947.
	6.
TOTAL	<u>\$ 303,953.</u>

**OTHER INCOME PRODUCING ACTIVITIES
OTHER INVESTMENT INCOME [O]**CAPITAL GAIN DISTRIBUTION
LITIGATION SETTLEMENT PROCEEDS
CASH IN LIEU

\$	9.
	43,346.
	27.
TOTAL	<u>\$ 43,382.</u>

**BALANCE SHEET
CASH-NON-INTEREST-BEARING**CASH CHASE CHECKING
ROUNDING

\$	153,023.
	1.
TOTAL	<u>\$ 153,024.</u>

**BALANCE SHEET
SAVINGS AND TEMPORARY CASH INVESTMENTS**FIRST MANHATTAN MONEY MARKET
CASH IN MERRILL LYNCH
CHASE MONEY MARKET ACCOUNT

\$	1,145,233.
	1,273,263.
	426.
TOTAL	<u>\$ 2,418,922.</u>

**BALANCE SHEET
PREPAID EXPENSES AND DEFERRED CHARGES**

PREPAID FEDERAL TAXES

\$	78,144.
TOTAL	<u>\$ 78,144.</u>

**BALANCE SHEET
CORPORATE BONDS (FORM 990-PF)[O]**

\$	5,459,735.
TOTAL	<u>\$ 5,459,735.</u>