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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

CELE H. & WILLIAM B. RUBIN FAMILY FUND, INC
32 MONADNOCK ROAD, C/O EILEEN 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) J Accounting method Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis)*

► \$ 76,379,382.

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)	900,000.			
	2 Ck ► <input type="checkbox"/> 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) (attach sch)					
11 Other income (attach schedule)					
SEE STATEMENT 1	43,382.				
12 Total. Add lines 1 through 11	6,965,364.	6,021,982.			
ADMINISTRATIVE EXPENSES AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	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	659,637.	153,024.	153,023.	
	2	1,687,954.	2,418,922.	2,418,923.	
	3				
	4				
	5				
	6				
	7				
	8				
	9	53,536.	78,144.	78,144.	
	10a				
	b	16,817,003.	19,110,049.	67,759,763.	
	c	4,796,004.	5,459,735.	5,969,529.	
	11				
	12				
	13				
	14				
15					
16	24,014,134.	27,219,874.	76,379,382.		
LIABILITIES	17				
	18				
	19				
	20				
	21				
	22				
	23	0.	0.		
NET ASSETS	24				
	25				
	26				
	27				
	28				
	29				
	30	24,014,134.	27,219,874.		
	31	24,014,134.	27,219,874.		
		24,014,134.	27,219,874.		
		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) Fair Market Value
as of 12/31/69 (j) Adjusted basis
as of 12/31/69 (k) Excess of column (i)
over column (j), if any

(l) Gains (Column (h))
gain minus column (k), but not less
than -0- or Losses (from column (h))

a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 2 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 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

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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11

Part VII-A | Statements Regarding Activities

1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	1 a 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>	1 b X
c	Did the foundation file Form 1120-POL for this year? <input checked="" type="checkbox"/>	1 c 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.	1 d
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.	1 e
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>	2 X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>	3 X
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If 'Yes,' has it filed a tax return on Form 990-T for this year? <input checked="" type="checkbox"/>	4 a X
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>	4 b N/A
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? <input checked="" type="checkbox"/>	5 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>	6 X
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY MA <input type="checkbox"/>	7 X
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 <i>General Instruction G</i> ? If 'No,' attach explanation <input checked="" type="checkbox"/>	8 b 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>	9 X
10	Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	10 X

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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)	SEE ST 8	12 X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	13 X	N/A
14	The books are in care of ► BRUCE S HYAMS CPA Located at ► 52 ELM STREET HUNTINGTON NY	Telephone no ► 631-421-5140 ZIP + 4 ► 11743	N/A
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	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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►	16	Yes X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		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	1 b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 __ , 20 __ , 20 __ , 20 __		
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)	3 b	X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/>			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If 'Yes' to 6b, file Form 8870		6 b	X	
7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		
3		
Total. Add lines 1 through 3		0.

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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

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				►	
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				<input type="checkbox"/>	4942(j)(5)
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	'Assets' alternative test – enter					
(1)	Value of all assets					
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c	'Support' alternative test – enter					
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3)	Largest amount of support from an exempt organization					
(4)	Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

- c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV | Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE ATTACHED SCHEDULE			CHARITABLE	3,287,413.
Total				► 3a 3,287,413.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) 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.

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
1	NOT APPLICABLE

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

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

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign
Here

XEllen R Gordon

134 (3)

Date

PRESIDENT

Title

May the IRS discuss this return with the preparer shown below (see instructions)?

Signature of officer or trustee		Preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Paid Preparer Use Only	Print/Type preparer's name		BRUCE S HYAMS, CPA	BRUCE S HYAMS, CPA	2-20-13	P00221463
	Firm's name ► RASKIN & RASKIN CPAS PC			Firm's EIN ► 11-3235413		
	Firm's address ► 52 ELM ST HUNTINGTON, NY 11743-3489			Phone no (631) 421-5140		

BAA

Form 990-PF (2012)

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

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

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

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

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

Employer identification number

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.)
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

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

Employer identification number

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

Name of organization

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

Employer identification number

11-6026235

Part III Exclusively religious, charitable, etc. individual contributions to section 501(c)(7), (8) or (10)

Exclusively religious, charitable, etc., individual contributions to Section 501(c)(3) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of exclusively religious, charitable, etc, contributions of **\$1,000 or less** for the year (Enter this information once See instructions) Use duplicate copies of Part III if additional space is needed

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

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

11-6026235

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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.	\$ 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 TAX RETURNS PREPARATION	\$ 21,600. 5,400.			
TOTAL	\$ 27,000.	\$ 0.	\$ 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 INVESTMENT FEES	\$ 12,985.	\$ 12,985.		
FIRST MANHATTAN CO. INVESTMENT FEES	343,762.	343,762.		
MERRILL LYNCH FEES	180.	180.		
TOTAL	\$ 356,927.	\$ 356,927.	\$ 0.	

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

11-6026235

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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	\$ 84,749.	\$ 5,728.		\$ 0.

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	\$ 2,319.	\$ 0.		\$ 0.

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

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

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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

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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.

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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.

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FEDERAL STATEMENTS

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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	clo 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
iversity	1425 W. Lincoln Hwy, DeKalb, IL 60115-2825	100.00
Feinberg School	420 East Superior St, Chicago IL 60611	25,000.00
	121 W Newton Street, Boston MA 02218	500.00
	PO Box 1528, High Point, NC USA 27261	400.00
	5 Upland Road #3, Cambridge, MA 02140	2,000.00
tion Network	1500 Rosecrans Ave , Suite 200 Manhattan Beach, CA 90266	325.00
th Food	22525 W Lockport Rd, Plainfield IL 60544	200.00
	800 Boylston Street, 47th Floor, Boston MA 02199	5,000.00
	144 Harrison Ave, Boston MA 02118	500.00
oundation	119 South Central Park Avenue, Chicago, Illinois 60624	2,000.00
	1281 Win Hentschel Blvd., West Lafayette, IN 47906	50.00
	PO Box 241368, Charlotte NC 28224	2,000.00
te	63 Huyck Rd, Rensselaerville, NY 12147	5,300.00
chool	333 Winter Street, Weston, MA 02193-9981	1,500.00
	889 Harrison Ave , Boston MA 02118	500.00
on	4590 MacArthur Blvd, Washington, DC 20007	6,320.00
	1133 19th Street NW., Washington DC 20036-3604	200.00
ation	534 Rte 3, Holderness, NH 03245-0204	2,500.00
vation Society	PO Box 696, Holderness, NH 03245-0204	3,500.00
Science Center	PO Box 173, 23 Science Center Road, Holderness, NH 03245	3,500.00
ssiness	326 Galvez Street, Stanford CA 94305-6105	250.00
cool Education	450 Serra Mall, Stanford, CA 94305-2004	100.00
chool of Earth Science	397 Panama Mall, CA 94305-2210	100.00
he Cure	5005 LBJ Freeway, Dallas, Texas 75244	50.00
undation	3286 Merchant Dr, Bethlehem PA 18017-1952	5,000.00
abetes	1701 North Beauregard St , Alexandria, VA 22311	10,000.00
	13016 W 151st Street, Homer Glen IL 60491	50.00
U S Army	PO Box 96281, Washington DC 20090	400.00
	4100 Illinois Rt 53, Lisle, IL 60532-1293	1,000.00
	103 Pilgrim Rd, Boston, MA 02215	1,500.00
ust	100 Raoul Wallenberg Place, SW, Washington, DC 20024	1,500.00
mpshire	United Way Lakes Region, Laconia, NH 03246-3313	2,000.00
chusetts Bay, Inc	United Way Massachusetts, Boston, MA 02210-1121	2,000.00
of Mercy	United Way/Crusades of Mercy, Chicago, IL 60675-5828	2,500.00
ollege Business	260 Wohlers Hall, Champaign IL 61820	2,500.00
Medical Center	MC 1115/5841 South Mar, Chicago, IL 60637-1470	515,000.00
lumni Assoc	601 S Lincoln Ave , Urbana, IL 61801	2,500.00
oundation	PO Box 3429, Champaign, IL 61826-3429	297.60
	650 West 35th St , Suite 114, Los Angeles CA 90089-2571	500.00
	124 Raymond Ave , Poughkeepsie, NY 12604	7,500.00
memorial	2600 Veterans Ave. NW Suite 104, Washington DC 20037	200.00
	PO Box 812579, Wellesley MA 02482	1,500.00
	318 High Street, Middletown CT 06459	100.00
	106 Central Street, Wellesley, MA 02481	5,000.00
	5400 N. St. Louis Ave Chicago IL 60625-4698	75.00
	530 Washington St, Wellesley, MA 02482	1,500.00
	485 Washington Street, Wellesley, Massachusetts 02482	1,500.00
ld Communications	5400N St. Louis Ave, Chicago IL 60625	60.00
	7020 AC Skinner Pkwy Street, Jacksonville, FL 32256	250.00
	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
82 Monadnock Road,
Wellfleet Hills, Mass 02681
for inspection during regu-
lar business hours by any
interested shareholder.
Principal Manager of the
Foundation is MELLEN
RUBIN
1883052 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 INV INC	6,514.00	2/8/2011	9/13/2012	20,181.87	96,255.02	-76,073.15
ARTIO GLOBAL INV INC	38,486.00	2/23/2011	9/13/2012	119,238.50	598,128.23	-478,889.73
ARTIO GLOBAL INV INC	5,000.00	5/5/2011	9/13/2012	15,491.15	76,420.00	-60,928.85
ARTIO GLOBAL INV 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 CL 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
PRESTIGE BRANDS HOLDINGS INC	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
CEGENE 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
CARROL'S RESTAURANT GRP INC	120,000.00	735,028.80	717,600.00

Gele 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 TECHNOLGIES	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 and US TREAS BILLS</u>	<u>MUTUAL 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	63,541,622 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
TOTAL	795,046,380 47		65,150,855 88	926,473.24	728,969,051 35
AVERAGE	66,253,865 04		5,429,237.99	77,206.10	60,747,420 95

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

December 31, 2012

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

Month	CASH			SAVINGS AND MONEY MARKET		
	1st Day of Month	Last Day of Month	Monthly Average	1st Day of Month	Last Day of Month	Monthly Average
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
				7,954,515.89		21,761,583.64
				662,876.32		1,813,465.30
					TOTAL BIMONTHLY AVERAGES	
					AVERAGE BIMONTHLY (IE average of all averages)	

2012**FEDERAL SUPPORTING DETAIL****PAGE 1****CLIENT 132****CELE H.& WILLIAM B.RUBIN FAMILY FUND,INC****11-6026235**

2/20/13

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

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

**OTHER INCOME PRODUCING ACTIVITIES
OTHER INVESTMENT INCOME [O]**

CAPITAL GAIN DISTRIBUTION	\$ 9.
LITIGATION SETTLEMENT PROCEEDS	43, 346.
CASH IN LIEU	27.
TOTAL	<u>\$ 43, 382.</u>

**BALANCE SHEET
CASH-NON-INTEREST-BEARING**

CASH CHASE CHECKING	\$ 153, 023.
ROUNDING	1.
TOTAL	<u>\$ 153, 024.</u>

**BALANCE SHEET
SAVINGS AND TEMPORARY CASH INVESTMENTS**

FIRST MANHATTAN MONEY MARKET	\$ 1,145, 233.
CASH IN MERRILL LYNCH	1,273, 263.
CHASE MONEY MARKET ACCOUNT	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]**

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