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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

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE VIOLA FUND C/O ALAN S. HONIG, CPA		A Employer identification number 13-3398045
Number and street (or P.O. box number if mail is not delivered to street address) 1501 BROADWAY	Room/suite 1313	B Telephone number (212) 682-4142
City or town, state, and ZIP code NEW YORK, NY 10036		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,582,163.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,284,659.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		16,371.	16,371.		STATEMENT 1
4 Dividends and interest from securities		325,625.	325,625.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		366,500.			
b Gross sales price for all assets on line 6a		4,000,926.			
7 Capital gain net income (from Part IV, line 2)			366,500.		
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 or (loss)					
11 Other income		3,830.	3,830.		STATEMENT 3
12 Total Add lines 1 through 11		1,996,985.	712,326.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		36,000.	36,000.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		7,450.	7,450.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		23,877.	23,877.		0.
24 Total operating and administrative expenses Add lines 13 through 23		67,327.	67,327.		0.
25 Contributions, gifts, grants paid		765,206.			765,206.
26 Total expenses and disbursements Add lines 24 and 25		832,533.	67,327.		765,206.
27 Subtract line 26 from line 12		1,164,452.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			644,999.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	868,596.	1,383,334.	1,383,334.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	6,329,489.	6,986,175.	8,198,256.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ PREPAID TAXES)	7,545.	573.	573.	
16 Total assets (to be completed by all filers)	7,205,630.	8,370,082.	9,582,163.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	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 ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	7,205,630.	8,370,082.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	7,205,630.	8,370,082.		
31 Total liabilities and net assets/fund balances	7,205,630.	8,370,082.		

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	7,205,630.
2 Enter amount from Part I, line 27a	2	1,164,452.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,370,082.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,370,082.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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 4,000,926.		3,139,713.	366,500.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			366,500.

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	366,500.
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) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	602,528.	7,784,701.	.077399
2010	534,349.	7,017,853.	.076141
2009	518,351.	6,086,959.	.085158
2008	763,799.	10,998,619.	.069445
2007	659,161.	12,929,179.	.050982

2 Total of line 1, column (d)	2	.359125
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	.071825
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,702,689.
5 Multiply line 4 by line 3	5	194,121.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,450.
7 Add lines 5 and 6	7	200,571.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	765,206.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	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 instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	6,450.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	6,450.
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	6,450.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	7,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	49.
9	Tax due . If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment . If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	501.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 501. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE	X		
14	The books are in care of ALAN S. HONIG, CPA Telephone no (212) 764-1234 Located at 1501 BROADWAY SUITE 1313, NEW YORK, NY ZIP+4 10036			
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 No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)? Yes No
Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53 4945-5(d) N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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.

(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
ABBY LEIGH 49 EAST 68TH STREET NEW YORK, NY 10065	TRUSTEE, AS REQUIRED 0.00	0.	0.	0.
MITCH LEIGH 49 EAST 68TH STREET NEW YORK, NY 10065	TRUSTEE, AS REQUIRED 0.00	0.	0.	0.
REBECCA LEIGH 49 EAST 68TH STREET NEW YORK, NY 10065	TRUSTEE, AS REQUIRED 0.00	0.	0.	0.
DAVID LEIGH 49 EAST 68TH STREET NEW YORK, NY 10065	TRUSTEE, AS REQUIRED 0.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,461,361.
b	Average of monthly cash balances	1b	282,486.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,743,847.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,743,847.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	41,158.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,702,689.
6	Minimum investment return. Enter 5% of line 5	6	135,134.

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	135,134.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,450.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,450.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	128,684.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	128,684.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	128,684.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	765,206.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	765,206.
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	5	6,450.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	758,756.

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				128,684.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	28,564.			
b From 2008	221,578.			
c From 2009	220,081.			
d From 2010	193,924.			
e From 2011	227,237.			
f Total of lines 3a through e	891,384.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 765,206.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				128,684.
e Remaining amount distributed out of corpus	636,522.			
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	1,527,906.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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 instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	28,564.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	1,499,342.			
10 Analysis of line 9				
a Excess from 2008	221,578.			
b Excess from 2009	220,081.			
c Excess from 2010	193,924.			
d Excess from 2011	227,237.			
e Excess from 2012	636,522.			

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

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

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	Prior 3 years		
			(c) 2010	(d) 2009	
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

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

SEE STATEMENT 8

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

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**THE VIOLA FUND
C/O ALAN S. HONIG, CPA**Employer identification number**

13-3398045

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck 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).**LHA 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 THE VIOLA FUND C/O ALAN S. HONIG, CPA	Employer identification number 13-3398045
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ABBY K LEIGH 49 EAST 68TH STREET NEW YORK, NY 10065	\$ 143,175.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	ABBY K LEIGH 49 EAST 68TH STREET NEW YORK, NY 10065	\$ 307,600.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	ABBY K LEIGH 49 EAST 68TH STREET NEW YORK, NY 10065	\$ 651,104.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	ABBY K LEIGH 49 EAST 68TH STREET NEW YORK, NY 10065	\$ 182,780.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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 THE VIOLA FUND C/O ALAN S. HONIG, CPA	Employer identification number 13-3398045
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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,500 SHARES AMERICAN EXPRESS COMMON STOCK \$143,175, SEE SCHEDULE	\$ 143,175.	09/12/12
2	5,000 SHARES SCRIPPS NETWORKS COMMON STOCK \$307,600, SEE SCHEDULE	\$ 307,600.	09/12/12
3	15,000 SHARES SABMILLER PLC COMMON STOCK \$651,104, SEE SCHEDULE	\$ 651,104.	09/12/12
4	5,000 SHARES SCHIBSTED A/S COMMON STOCK \$182,780, SEE SCHEDULE	\$ 182,780.	09/12/12
		\$ _____	_____
		\$ _____	_____

Name of organization THE VIOLA FUND C/O ALAN S. HONIG, CPA	Employer identification number 13-3398045
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

Capital Gains

C/O ALAN HONIG CPA
 THE VIOLA FUND
 1501 BROADWAY - STE 1313
 NEW YORK NY 10036-5505

Capital Gains Summary From 01/01/2012 To 12/31/2012

Description	Totals
Short Term Gain/Loss	15,346.46
Long Term Gain/Loss	28,240.03
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	43,586.49
Adjusted Basis	523,888.46
Proceeds	567,474.95
Total Curr Gain/Loss	0.00

EQUITIES - COVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Disc Inc	Curr Gain/Loss
04/21/2011	01/13/2012	100.00	0.00	AMGN	AMGEN CORP	54.806	67.108	5,460.61	6,710.71	ST	1,250.10	0.00	0.00	0.00
08/18/2011	02/16/2012	200.00	0.00	CMCSK	COMCAST CORPORATIO N NEW SPL CLASS A	20.474	27.766	4,094.74	5,553.16	ST	1,458.42	0.00	0.00	0.00
05/04/2011	02/16/2012	600.00	0.00	CMCSK	COMCAST CORPORATIO N NEW SPL CLASS A	24.570	27.766	14,741.94	16,659.48	ST	1,917.54	0.00	0.00	0.00
05/06/2011	04/05/2012	1,200.00	0.00	DISCK	DISCOVERY COMMUNICATI ONS INC COM SER C	39.810	48.055	47,771.88	57,664.70	ST	9,892.82	0.00	0.00	0.00
05/17/2012	05/18/2012	800.00	0.00	FB	FACEBOOK INC CL A	38.000	38.879	30,400.00	31,102.60	ST	702.60	0.00	0.00	0.00
10/27/2011	09/11/2012	100.00	0.00	SYMC	SYMANTEC CORP	17.760	19.011	1,776.05	1,901.03	ST	124.98	0.00	0.00	0.00
ST - TERM TOTAL		3,000.00						104,245.22	119,591.68	ST	15,346.46	0.00	0.00	0.00

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Incl	ST	Gain/Loss	LT	Book Cost	Dis	Cur
05/02/2011	07/16/2012	800.00	0.00	XLS	EXELIS INC COM	13.409	9.872	10,727.52	7,887.42	LT	0.00	-2,830.10	10,727.52	0.00	0.00	
05/03/2011	07/16/2012	350.00	0.00	XLS	EXELIS INC COM	13.119	9.872	4,591.69	3,455.12	LT	0.00	-1,136.57	4,591.69	0.00	0.00	
05/03/2011	07/16/2012	175.00	0.00	ITT	ITT CORP NEW NEW	21.621	17.662	3,783.60	3,090.80	LT	0.00	-692.80	3,783.60	0.00	0.00	
05/02/2011	07/16/2012	400.00	0.00	ITT	ITT CORP NEW NEW	22.099	17.662	8,839.59	7,054.68	LT	0.00	-1,774.91	8,839.59	0.00	0.00	
05/02/2011	07/18/2012	800.00	0.00	XYL	XYLEM INC COM	33.241	23.806	26,592.63	19,044.05	LT	0.00	-7,548.58	26,592.63	0.00	0.00	
05/03/2011	07/18/2012	350.00	0.00	XYL	XYLEM INC COM	32.521	23.806	11,382.41	8,331.77	LT	0.00	-3,050.64	11,382.41	0.00	0.00	
05/02/2011	07/19/2012	150.00	0.00	MCD	MCDONALDS CORP	78.450	92.640	11,767.49	13,895.68	LT	0.00	2,128.19	11,767.49	0.00	0.00	
04/28/2011	07/31/2012	600.00	0.00	MCD	MCDONALDS CORP	77.977	89.263	46,786.14	53,556.36	LT	0.00	6,770.22	46,786.14	0.00	0.00	
05/02/2011	07/31/2012	100.00	0.00	MCD	MCDONALDS CORP	78.450	89.263	7,844.99	8,926.08	LT	0.00	1,081.07	7,844.99	0.00	0.00	
05/02/2011	08/20/2012	650.00	0.00	CVH	COVENTRY HEALTH CARE INC	33.010	41.521	21,456.44	26,988.19	LT	0.00	5,531.75	21,456.44	0.00	0.00	
04/29/2011	08/20/2012	1,400.00	0.00	CVH	COVENTRY HEALTH CARE INC	32.350	41.521	45,290.00	58,128.42	LT	0.00	12,838.42	45,290.00	0.00	0.00	
04/28/2011	09/11/2012	900.00	0.00	SYMC	SYMANTEC CORP	19.630	19.011	17,666.91	17,109.24	LT	0.00	-557.67	17,666.91	0.00	0.00	
04/27/2011	10/03/2012	500.00	0.00	HPQ	HEWLETT PACKARD CO	40.830	16.289	20,414.95	8,144.17	LT	0.00	-12,270.78	20,414.95	0.00	0.00	
LT - TERM TOTAL		7,175.00						237,144.36	235,631.96	LT	0.00	-1,512.40	237,144.36	0.00	0.00	
SECTION TOTAL		10,175.00						341,389.58	355,223.64		15,346.46	-1,512.40	341,389.58	0.00	0.00	

EQUITIES - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Incl	ST	Gain/Loss	LT	Book Cost	Dis	Cur
07/08/2010	01/13/2012	250.00	0.00	AMGN	AMGEN CORP	51.332	67.108	12,833.04	16,776.77	LT	0.00	3,943.73	12,833.04	0.00	0.00	
11/30/2009	02/09/2012	850.00	0.00	CVA	COVANTA HOLDING CORPORATIO N	15.772	16.141	13,406.48	13,719.84	LT	0.00	313.38	13,406.48	0.00	0.00	
04/17/2009	03/28/2012	200.00	0.00	ABT	ABBOTT LABORATORIE S	43.436	61.050	8,687.10	12,209.66	LT	0.00	3,522.56	8,687.10	0.00	0.00	
10/20/2009	03/28/2012	400.00	0.00	CMCSK	COMCAST CORPORATIO N NEW SPL CLASS A	14.701	29.697	5,880.56	11,878.53	LT	0.00	5,997.97	5,880.56	0.00	0.00	

Purchase Date	Close Date	No. of Shares	Orig. Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind.	ST Gain/Loss	LT Gain/Loss	Disc	Boo. Cost	Disc	Inc. Gain/Loss	Grnt
07/08/2010	04/30/2012	400 00	0 00	AMGN	AMGEN CORP	51 332	71 098	20,532 86	28,438 36	LT	0 00	7,905 50	0 00	20,532 86	0 00	0 00	0 00
04/17/2009	06/18/2012	150 00	0 00	ABT	ABBOTT LABORATORIE S	43 436	62 646	6,515 33	9,396 76	LT	0 00	2,881 43	0 00	6,515 33	0 00	0 00	0 00
10/20/2009	06/18/2012	600 00	0 00	CMCSK	COMCAST CORPORATIO N NEW SPL CLASS A	14 701	30 640	8,820 84	18,383 34	LT	0 00	9,562 50	0 00	8,820 84	0 00	0 00	0 00
11/04/2009	06/18/2012	100 00	0 00	CMCSK	COMCAST CORPORATIO N NEW SPL CLASS A	13 782	30 640	1,378 24	3,063 89	LT	0 00	1,685 65	0 00	1,378 24	0 00	0 00	0 00
11/04/2009	08/02/2012	900 00	0 00	CMCSK	COMCAST CORPORATIO N NEW SPL CLASS A	13 782	33 338	12,404 21	30,003 43	LT	0 00	17,599 22	0 00	12,404 21	0 00	0 00	0 00
06/24/2002	08/20/2012	1,452 00	0 00	NWSA	NEWS CORPORATIO N CLASS A	10 419	24 960	15,128 67	36,240 66	LT	0 00	21,111 99	0 00	15,128 67	0 00	0 00	0 00
12/21/2010	10/03/2012	500 00	0 00	HPQ	HEWLETT PACKARD CO	42 012	16 289	21,005 77	8,144 17	LT	0 00	-12,861 60	0 00	21,005 77	0 00	0 00	0 00
08/25/2010	10/03/2012	400 00	0 00	HPQ	HEWLETT PACKARD CO	38 357	16 289	15,342 64	6,515 33	LT	0 00	-8,827 31	0 00	15,342 64	0 00	0 00	0 00
10/01/2010	10/03/2012	400 00	0 00	HPQ	HEWLETT PACKARD CO	40 972	16 289	16,388 84	6,515 33	LT	0 00	-9,873 51	0 00	16,388 84	0 00	0 00	0 00
08/09/2010	10/03/2012	500 00	0 00	HPQ	HEWLETT PACKARD CO	42 706	16 289	21,353 25	8,144 17	LT	0 00	-13,209 08	0 00	21,353 25	0 00	0 00	0 00
LT - TERM TOTAL		7,102 00						179,677 81	209,430 24	LT	0 00	29,752 43	0 00	179,677 81	0 00	0 00	0 00
SECTION TOTAL		7,102 00						179,677 81	209,430 24		0 00	29,752 43	0 00	179,677 81	0 00	0 00	0 00

CAPITAL GAIN FROM LIQUIDATING DIVIDENDS - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig. Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind.	ST Gain/Loss	LT Gain/Loss	Disc	Boo. Cost	Disc	Inc. Gain/Loss	Grnt
11/17/2011	01/05/2012	1,650 00	0 00	CVA	COVANTA HOLDING CORPORATIO N	14 146	0 041	68 06	58 06		0 00	0 00	0 00	68 06	0 00	0 00	0 00
05/13/2009	01/05/2012	1,800 00	0 00	CVA	COVANTA HOLDING CORPORATIO N	14 463	0 041	74 25	74 25		0 00	0 00	0 00	74 25	0 00	0 00	0 00
11/30/2009	01/05/2012	850 00	0 00	CVA	COVANTA HOLDING CORPORATIO N	15 814	0 041	35 06	35 06		0 00	0 00	0 00	35 06	0 00	0 00	0 00

04/29/2011	02/14/2012	350.00	0.00	NMM	20.892	0.090	31.52	31.52	0.00	0.00	31.52	0.00	0.00
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT													
05/06/2011	02/14/2012	300.00	0.00	NMM	19.495	0.090	27.02	27.02	0.00	0.00	27.02	0.00	0.00
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT													
09/18/2009	02/14/2012	2,700.00	0.00	NMM	10.953	0.090	243.19	243.19	0.00	0.00	243.19	0.00	0.00
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT													
05/13/2009	04/12/2012	1,800.00	0.00	CVA	14.422	0.082	148.50	148.50	0.00	0.00	148.50	0.00	0.00
COVANTA HOLDING CORPORATIO N													
11/17/2011	04/12/2012	1,650.00	0.00	CVA	14.105	0.082	136.12	136.12	0.00	0.00	136.12	0.00	0.00
COVANTA HOLDING CORPORATIO N													
05/06/2011	05/14/2012	300.00	0.00	NMM	19.405	0.090	27.02	27.02	0.00	0.00	27.02	0.00	0.00
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT													
09/18/2009	05/14/2012	2,700.00	0.00	NMM	10.863	0.090	243.19	243.19	0.00	0.00	243.19	0.00	0.00
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT													
04/29/2011	05/14/2012	350.00	0.00	NMM	20.802	0.090	31.52	31.52	0.00	0.00	31.52	0.00	0.00
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT													
05/13/2009	07/06/2012	1,800.00	0.00	CVA	14.340	0.082	148.50	148.50	0.00	0.00	148.50	0.00	0.00
COVANTA HOLDING CORPORATIO N													
11/17/2011	07/06/2012	1,650.00	0.00	CVA	14.022	0.082	136.12	136.12	0.00	0.00	136.12	0.00	0.00
COVANTA HOLDING CORPORATIO N													

07/19/2012	08/13/2012	1,400.00	0.00	NMM	13,442	0.091	126.81	126.81	0.00	0.00	126.81	0.00	0.00
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT													
09/18/2009	08/13/2012	2,700.00	0.00	NMM	10,773	0.091	244.57	244.57	0.00	0.00	244.57	0.00	0.00
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT													
05/06/2011	08/13/2012	300.00	0.00	NMM	19,315	0.091	27.17	27.17	0.00	0.00	27.17	0.00	0.00
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT													
04/29/2011	08/13/2012	350.00	0.00	NMM	20,712	0.091	31.70	31.70	0.00	0.00	31.70	0.00	0.00
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT													
07/13/2012	10/17/2012	250.00	0.00	CVA	17,288	0.083	20.63	20.63	0.00	0.00	20.63	0.00	0.00
COVANTA HOLDING CORPORATIO N													
11/17/2011	10/17/2012	1,650.00	0.00	CVA	13,940	0.083	136.13	136.13	0.00	0.00	136.13	0.00	0.00
COVANTA HOLDING CORPORATIO N													
05/13/2009	10/17/2012	1,800.00	0.00	CVA	14,257	0.083	148.49	148.49	0.00	0.00	148.49	0.00	0.00
COVANTA HOLDING CORPORATIO N													
05/06/2011	11/13/2012	300.00	0.00	NMM	19,224	0.091	27.17	27.17	0.00	0.00	27.17	0.00	0.00
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT													
09/18/2009	11/13/2012	2,700.00	0.00	NMM	10,682	0.091	244.57	244.57	0.00	0.00	244.57	0.00	0.00
***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT													

04/28/2011	11/13/2012	350 00	0.00	NMM	***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT	20.622	0.091	31.70	31.70	0.00	0.00	31.70	0.00	0.00	0.00
07/18/2012	11/13/2012	1,400 00	0.00	NMM	***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT	13.352	0.081	126.81	126.81	0.00	0.00	126.81	0.00	0.00	0.00
05/13/2009	12/26/2012	1,600.00	0.00	CVA	COVANTA HOLDING CORPORATIO N	14.175	0.083	148.49	148.49	0.00	0.00	148.49	0.00	0.00	0.00
11/17/2011	12/26/2012	1,650 00	0.00	CVA	COVANTA HOLDING CORPORATIO N	13.857	0.083	136.13	136.13	0.00	0.00	136.13	0.00	0.00	0.00
07/31/2012	12/26/2012	250 00	0.00	CVA	COVANTA HOLDING CORPORATIO N	17.185	0.083	20.63	20.63	0.00	0.00	20.63	0.00	0.00	0.00
SECTION TOTAL		34,800 00				2,821.07		2,821.07	2,821.07	0.00	0.00	2,821.07	0.00	0.00	0.00

Indicators

- ST - Short Term
- LT - Long Term
- WO - Written Option
- SS - Short Sale
- P - Purchase includes option premium
- S - Sale includes option premium
- B - Purchase & sale include option premium

PLEASE CONSULT YOUR TAX ADVISOR REGARDING THE USE OF THIS REPORT.

This supplemental report is provided for informational purposes only, please refer to your account statements or other information provided by your custodian for the official records of your account(s). This is not a substitute Form 1099 and you should not provide this report to the Internal Revenue Service. This report is not an official tax record for your account. Please contact your custodian with any questions regarding tax reporting information and/or the methodology used to calculate and report associated gain/loss computations.

Pursuant to Treasury regulations effective for the 2011 tax year, your custodian will be sending certain additional information regarding your security sales to the IRS on Form 1099-B.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a NEUBERGER BERMAN-PER SCHEDULE	P	VARIOUS	VARIOUS
b NEUBERGER BERMAN-PER SCHEDULE	P	VARIOUS	VARIOUS
c NEUBERGER BERMAN-PER SCHEDULE	P	VARIOUS	VARIOUS
d MERRILL LYNCH-PER SCHEDULE	P	VARIOUS	VARIOUS
e MERRILL LYNCH-PER SCHEDULE	P	VARIOUS	VARIOUS
f MERRILL LYNCH ADJUSTMENT OF COST BASIS TO MARKET	D		
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 355,224.		341,390.	13,834.
b 209,430.		179,678.	29,752.
c 2,821.		2,821.	0.
d 730,938.		675,622.	55,316.
e 2,702,513.		1,940,202.	762,311.
f			-494,713.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			13,834.
b			29,752.
c			0.
d			55,316.
e			762,311.
f			-494,713.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	366,500.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

223591
05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MERRILL LYNCH	16,371.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	16,371.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
MERRILL LYNCH	276,858.	0.	276,858.
NEUBERGER BERMAN, STRAUSS GROUP	48,767.	0.	48,767.
TOTAL TO FM 990-PF, PART I, LN 4	325,625.	0.	325,625.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LIMITED PARTNERSHIP INCOME	3,830.	3,830.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,830.	3,830.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & TAX PREPARATION	36,000.	36,000.		0.
TO FORM 990-PF, PG 1, LN 16B	36,000.	36,000.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX ON DIVIDENDS	1,023.	1,023.		0.
FEDERAL TAX	6,427.	6,427.		0.
TO FORM 990-PF, PG 1, LN 18	7,450.	7,450.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES, NUEBERGER BERMAN	23,678.	23,678.		0.
OTHER EXPENSE	199.	199.		0.
TO FORM 990-PF, PG 1, LN 23	<u>23,877.</u>	<u>23,877.</u>		<u>0.</u>

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGER

ABBY LEIGH
MITCH LEIGH



THE VIOLA FUND
CONTRIBUTIONS
 Account Number: 850-22C19
2012

ABBY LEIGH TTEE

YOUR CMA FOR TRUST TRANSACTIONS

September 01, 2012 - September 28, 2012

Date	Description	Transaction Type	Quantity	Value of Securities	Year To Date
09/12	AMER EXPRESS COMPANY TR FROM 85026C88	Journal Entry	2,500	143,175.00	
09/12	SCRIPPS NETWORKS INTERACTIVE INC CL A TR FROM 85026C88	Journal Entry	5,000	307,600.00	
09/12	SABMILLER PLC 1ZAR PAR ORDINARY TR FROM 85026C88	Journal Entry	15,000	651,103.50	
09/12	SCHIBSTED A/S 5 NOK PAR ORDINARY TR FROM 85026C88	Journal Entry	5,000	182,780.50	
NET TOTAL				1,284,659.00	1,284,659.00

WHEN ISSUED

Date	Transaction	Quantity	Description
09/18	Bought W.I.	1,335	KRAFT FOODS GROUP INC SHS WHEN ISSUED

UNSETTLED TRADES

Trade Date	Settlement Date	Description	Symbol/Cusip	Transaction Type	Quantity	Price	Amount
09/26	10/01	SABMILLER PLC	SBMRF	Sale	1,536	43.6500	66,962.75
09/26	10/01	SCRIPPS NETWORKS	SNI	Sale	500	60.3950	30,126.47
NET TOTAL							97,089.22

15-0-035

The Viola Fund CONTRIBUTIONS For The Year 2012

Prepared By

Date

DNT

LETTER		1	2
1	✓	ENVIRONMENTAL DEFENSE FUND	300000
2	✓	INSTITUTE OF FINE ARTS, NYU	100000
3	✓	MELANOMA RESEARCH ALLIANCE FOUNDATION	69106
4		METROPOLITAN OPERA	67000
5		THE WHITNEY MUSEUM	50000
6		HAMMER MUSEUM	15000
7		UNION CONCERNED SCIENTISTS	15000
8	✓	RONALD McDONALD HOUSE	13000
9	✓	NATIONAL FOUNDATION FOR FACIAL RECONSTRUCTION	30000
10	✓	NATIONAL PARKS OF NY HARBOR	20000
11		THE BROOKLYN RAIL	12200
12		HUMAN RIGHTS WATCH	10000
13	✓	NEW YORK WELL CORNELL MEDICAL CENTER	10000
14	✓	NON PROFIT COUNCIL OF GREATER WASHINGTON	10000
15	✓	YALE SCHOOL OF MUSIC	7500
16		SGI-USA	5000
17	✓	WORLD JEWISH CONGRESS	5000
18		DIEU DONNE PAPERMILL	9000
19	✓	AMERICAN FRIENDS OF ISRAEL MUSEUM	2000
20	✓	NY SERVICE FOR THE HANDICAPPED, OAKHURST	2000
21		NATIONAL BREAST CANCER COALITION FUND	1250
22		ALL OTHER,	9650
23		THE BOTTOMLESS CLOSET	2500
24		TOTAL	765206
25			
26			
27			
28			
29			
30			
31			
32			
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Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions THE VIOLA FUND C/O ALAN S. HONIG, CPA	Employer identification number (EIN) or 13-3398045
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 1501 BROADWAY, NO. 1313	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10036	

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

0 4

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

ALAN S. HONIG, CPA

- The books are in the care of ▶ **1501 BROADWAY SUITE 1313 - NEW YORK, NY 10036**
 Telephone No ▶ **(212) 764-1234** FAX No ▶ **(212) 764-1197**

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ▶ calendar year **2012** or
 ▶ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	7,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	7,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form **8868** (Rev. 1-2013)