Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

**2012**

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

Name of foundation: The G & A Foundation, Inc.

A Employer identification number: 13-3435542

Number and street (or P O. box number if mail is not delivered to street address): C/O Muchnick Golieb & Golieb,P.C. 200 Park Ave. S — Room/suite: 1700

B Telephone number (see the instructions): (212) 315-5575

City or town: New York — State: NY — ZIP code: 10003

C If exemption application is pending, check here ► ☐

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here . ► ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

I Fair market value of all assets at end of year (*from Part II, column (c), line 16*) ► $ 2,782,578.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

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

| | Line | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| REVENUE | 1 Contributions, gifts, grants, etc, received (att sch) | | | | |
| | 2 Ck ► ☒ if the foundn is not req to att Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 81,369. | 81,369. | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain/(loss) from sale of assets not on line 10 | 13,067. | L-6a Stmt | | |
| | b Gross sales price for all assets on line 6a 652,141. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 13,067. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit/(loss) (att sch) | | | | |
| | 11 Other income (attach schedule) See Line 11 Stmt | 3,909. | 3,909. | | |
| | 12 **Total.** Add lines 1 through 11 | 98,345. | 98,345. | | |
| OPERATING AND ADMINISTRATIVE EXPENSES | 13 Compensation of officers, directors, trustees, etc | 23,857. | 11,929. | | 11,928. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) L-16a Stmt | 10,801. | 5,400. | | 5,401. |
| | b Accounting fees (attach sch) | | | | |
| | c Other prof fees (attach sch) L-16c Stmt | 17,205. | 17,205. | | |
| | 17 Interest | 3,203. | 3,203. | | |
| | 18 Taxes (attach schedule)(see instrs) See Line 18 Stmt | 11,030. | 1,261. | | |
| | 19 Depreciation (attach sch) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) ADR fees | 6. | 6. | | |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 66,102. | 39,004. | | 17,329. |
| | 25 Contributions, gifts, grants paid | 119,000. | | | 119,000. |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 185,102. | 39,004. | | 136,329. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a **Excess of revenue over expenses and disbursements** | -86,757. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 59,341. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | | |

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| Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year (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 | 106,605. | 81,476. | 81,476. |
| 3 Accounts receivable ► | | | |
| Less: allowance for doubtful accounts ► | | | |
| 4 Pledges receivable ► | | | |
| Less allowance for doubtful accounts ► | | | |
| 5 Grants receivable | | | |
| 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| 7 Other notes and loans receivable (attach sch) ► | | | |
| Less: allowance for doubtful accounts ► | | | |
| 8 Inventories for sale or use | | | |
| 9 Prepaid expenses and deferred charges | | | |
| 10a Investments — U S. and state government obligations (attach schedule) L-10a Stmt | 575,438. | 485,562. | 498,832. |
| b Investments — corporate stock (attach schedule) L-10b Stmt | 1,674,569. | 1,580,394. | 1,815,638. |
| c Investments — corporate bonds (attach schedule) L-10c Stmt | 235,593. | 358,241. | 386,632. |
| 11 Investments — land, buildings, and equipment basis ► | | | |
| Less accumulated depreciation (attach schedule) ► | | | |
| 12 Investments — mortgage loans | | | |
| 13 Investments — other (attach schedule) | | | |
| 14 Land, buildings, and equipment: basis ► | | | |
| Less accumulated depreciation (attach schedule) ► | | | |
| 15 Other assets (describe ► ) | | | |
| 16 **Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I) | 2,592,205. | 2,505,673. | 2,782,578. |
| **LIABILITIES** | | | |
| 17 Accounts payable and accrued expenses | | | |
| 18 Grants payable | | | |
| 19 Deferred revenue | | | |
| 20 Loans from officers, directors, trustees, & other disqualified persons | | | |
| 21 Mortgages and other notes payable (attach schedule) | | | |
| 22 Other liabilities (describe ► ) | | | |
| 23 **Total liabilities** (add lines 17 through 22) | | | |
| **NET ASSETS OR FUND BALANCES** | | | |
| **Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.** | | | |
| 24 Unrestricted | 2,592,205. | 2,505,673. | |
| 25 Temporarily restricted | | | |
| 26 Permanently restricted | | | |
| **Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.** | | | |
| 27 Capital stock, trust principal, or current funds | | | |
| 28 Paid-in or capital surplus, or land, building, and equipment fund | | | |
| 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| 30 **Total net assets or fund balances** (see instructions) | 2,592,205. | 2,505,673. | |
| 31 **Total liabilities and net assets/fund balances** (see instructions) | 2,592,205. | 2,505,673. | |

## 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 | 2,592,205. |
| 2 | Enter amount from Part I, line 27a | 2 | -86,757. |
| 3 | Other increases not included in line 2 (itemize) ► See Other Increases Stmt | 3 | 225. |
| 4 | Add lines 1, 2, and 3 | 4 | 2,505,673. |
| 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 | 2,505,673. |

## Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company) | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|---|---|---|---|---|
| 1a | Schafer MS(See attached) | P | 01/01/11 | 01/01/12 |
| b | Schafer SB (See attached) | P | 01/01/11 | 01/01/12 |
| c | Pacific MS (See attached) | P | 01/01/11 | 01/01/12 |
| d | Pacific SB (See Attached) | P | 01/01/11 | 01/01/12 |
| e | See Columns (a) thru (d) | | | |

| | (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 | 14,022. | | 10,664. | 3,358. |
| b | 18,223. | | 22,195. | -3,972. |
| c | 189,610. | | 183,800. | 5,810. |
| d | 198,214. | | 195,613. | 2,601. |
| e | See Columns (e) thru (h) | | 226,802. | 5,270. |

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 | | | | 3,358. |
| b | | | | -3,972. |
| c | | | | 5,810. |
| d | | | | 2,601. |
| e | See Columns (i) thru (l) | | | 5,270. |

| | | | |
|---|---|---|---|
| 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 | 13,067. |
| 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 | |

## 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 | 141,370. | 2,770,444. | 0.051028 |
| 2010 | 142,249. | 2,637,533. | 0.053933 |
| 2009 | 142,362. | 2,416,340. | 0.058916 |
| 2008 | 153,390. | 2,941,016. | 0.052155 |
| 2007 | 146,445. | 3,318,702. | 0.044127 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.260159 |
| 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 | 0.052032 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 2,501,881. |
| 5 | Multiply line 4 by line 3 | 5 | 130,178. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 593. |
| 7 | Add lines 5 and 6 | 7 | 130,771. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 136,329. |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

| | | | |
|---|---|---|---|
| 1 a | Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter: _______ (attach copy of letter if necessary – see instrs) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b | 1 | 593. |
| 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 | 593. |
| 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 | 593. |
| 6 | Credits/Payments: | | |
| a | 2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a: 2,820. | | |
| 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 | 2,820. |
| 8 | Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached | 8 | 0. |
| 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 | 2,227. |
| 11 | Enter the amount of line 10 to be Credited to 2013 estimated tax ► 600. Refunded ► | 11 | 1,627. |

## Part VII-A Statements Regarding Activities

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

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

| | | Line | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ► N/A

14 The books are in care of ► Margaret G. Axelrod, President Telephone no. ► (212) 315-5575

Located at ► 200 Park Ave. South NY, NY ZIP + 4 ► 10003

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

| | | Line | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ► | | | |

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

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

| | | | Line | Yes | No |
|---|---|---|---|---|---|
| **1 a** | During the year did the foundation (either directly or indirectly): | | | | |
| **(1)** | Engage in the sale or exchange, or leasing of property with a disqualified person? | ☐ Yes ☒ No | | | |
| **(2)** | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | ☐ Yes ☒ No | | | |
| **(3)** | Furnish goods, services, or facilities to (or accept them from) a disqualified person? | ☐ Yes ☒ No | | | |
| **(4)** | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | ☒ Yes ☐ No | | | |
| **(5)** | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | ☐ Yes ☒ No | | | |
| **(6)** | Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) | ☐ Yes ☒ No | | | |
| **b** | If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | | 1 b | | X |
| | Organizations relying on a current notice regarding disaster assistance check here | ► ☐ | | | |
| **c** | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | | 1 c | | X |
| **2** | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | | | |
| **a** | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ | ☐ Yes ☒ 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 | | |
| **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? | ☐ Yes ☒ No | | | |
| **b** | If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012 )* | | 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.

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

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

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

**(4)** Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ► ☐

**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

*If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)*

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

*If 'Yes' to 6b, file Form 8870*

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

**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

| **(a)** Name and address | **(b)** Title, and average hours per week devoted to position | **(c)** Compensation **(If not paid, enter -0-)** | **(d)** Contributions to employee benefit plans and deferred compensation | **(e)** Expense account, other allowances |
|---|---|---|---|---|
| Margaret G.Axelrod<br>200 Park Ave S.<br>NY, NY 10003 | President<br>1.00 | 8,191. | 0. | 0. |
| John A. Golieb<br>200 Park Ave S.<br>NY, NY 10003 | Secretary/Treas<br>1.00 | 8,191. | 0. | 0. |
| Abner J. Golieb<br>200 Park Ave S.<br>NY, NY 10003 | Director<br>1.00 | 8,191. | 0. | 0. |
| | | | | |

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

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

**Total** number of other employees paid over $50,000 ► None

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

**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 | |
| 2 | |
| All other program-related investments. See instructions.<br>3 | |
| **Total.** Add lines 1 through 3 ► | |

**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 | 2,412,815. |
| b Average of monthly cash balances | | 1b | 127,166. |
| c Fair market value of all other assets (see instructions) | | 1c | |
| d **Total** (add lines 1a, b, and c) | | 1d | 2,539,981. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | | |
| 2 Acquisition indebtedness applicable to line 1 assets | | 2 | |
| 3 Subtract line 2 from line 1d | | 3 | 2,539,981. |
| 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) | | 4 | 38,100. |
| 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | | 5 | 2,501,881. |
| 6 **Minimum investment return.** Enter 5% of line 5 | | 6 | 125,094. |

**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 | 125,094. |
| 2a Tax on investment income for 2012 from Part VI, line 5 | 2a | 593. | | |
| b Income tax for 2012. (This does not include the tax from Part VI.) | 2b | | | |
| c Add lines 2a and 2b | | | 2c | 593. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 124,501. |
| 4 Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 Add lines 3 and 4 | | | 5 | 124,501. |
| 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 | 124,501. |

**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 | 136,329. |
| b Program-related investments – total from Part IX-B | 1b | |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes | 2 | |
| 3 Amounts set aside for specific charitable projects that satisfy the: | | |
| a Suitability test (prior IRS approval required) | 3a | |
| b Cash distribution test (attach the required schedule) | 3b | |
| 4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 136,329. |
| 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 | 593. |
| 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 135,736. |

**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 | | | | 124,501. |
| 2 Undistributed income, if any, as of the end of 2012: | | | | |
| a Enter amount for 2011 only | | | 0. | |
| b Total for prior years: 20 ___, 20 ___, 20 ___ | | | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 — 0. | | | | |
| b From 2008 — 0. | | | | |
| c From 2009 — 19,920. | | | | |
| d From 2010 — 13,332. | | | | |
| e From 2011 — 8,457. | | | | |
| f **Total** of lines 3a through e | 41,709. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 136,329. | | | | |
| a Applied to 2011, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required – see instructions) | | | | |
| c Treated as distributions out of corpus (Election required – see instructions) | | | | |
| d Applied to 2012 distributable amount | | | | 124,501. |
| e Remaining amount distributed out of corpus | 11,828. | | | |
| 5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)* | | | | |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 53,537. | | | |
| 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 | | | | |
| d Subtract line 6c from line 6b. Taxable amount – see instructions | | 0. | | |
| e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions | | | 0. | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 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 | 53,537. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 — 0. | | | | |
| b Excess from 2009 — 19,920. | | | | |
| c Excess from 2010 — 13,332. | | | | |
| d Excess from 2011 — 8,457. | | | | |
| e Excess from 2012 — 11,828. | | | | |

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

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

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

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | (e) Total |
| 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) )

Evelyn Paige, (deceased 11/06/99)

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.

Margaret G. Axelrod
200 Park Ave. South
New York, NY 10003 (212) 315-5575

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

None

c Any submission deadlines:

No

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

No Individual Scholarships, Grants, Awards

**Part XV Supplementary Information** (continued)

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

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| *a Paid during the year* | | | | |
| Stanley M. Isaacs NeighborhoodCenter<br>415 E 93rd St<br>New York NY 10128 | | Public Charity | To provide Assistance to Elderly | 10,000. |
| City Meals On Wheels<br>355 Lexington Avenue<br>New York NY 10017 | | Public Charity | To provide Assistance to Homebound | 12,000. |
| Central Synagogue<br>Lexington Ave<br>New York, NY | | Public Charity | To support the programs run by the Synagogue | 9,000. |
| Auburn Theological Seminary<br>New York, NY<br>New York NY | | Public Charity | To support programs for Inter-Faith Education | 5,000. |
| Face to Face Faith to Faith<br>New York NY | | Public Charity | To support educational programs for inter-faith cooperation and education | 16,000. |
| Lafayette College<br>Easton, PA<br>Eastaston PA 18042 | | Public Charity | To support educational programs full time students | 20,000. |
| Samuel Waxman Cancer Research Fdntn<br>New York, NY<br>New York NY | | Public Charity | To fund Medical Research | 5,000. |
| American Friends of Hebrew University<br>New York, NY<br>New York NY | | Public Charity | To provide Scholarships | 5,000. |
| The Jed Foundation<br>220 Fifth Avenue<br>New York NY 10001 | | Public Chcarity | Suicide prevention for College Students | 1,000. |
| See Line 3a statement | | | | 36,000. |
| **Total** ► 3a | | | | 119,000. |
| **b** *Approved for future payment* | | | | |
| **Total** ► 3b | | | | |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions.) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 81,369. | |
| 5 Net rental income or (loss) from real estate. | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 19 | 13,067. | |
| 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) | | | | 94,436. | |

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 94,436.

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

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

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

**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 |
|---|---|---|---|
| | | | |

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

b If 'Yes,' complete the following schedule

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

**Sign Here**

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

Signature of officer or trustee: [signature] Date: 4/25/13 Title: Treasurer

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| Margaret G. Axelrod | [signature] | 04/11/13 | | P01564136 |
| Firm's name ▶ MUCHNICK, GOLIEB & GOLIEB, PC | | | Firm's EIN ▶ 13-3747277 | |
| Firm's address ▶ 200 PARK AVENUE SOUTH NEW YORK NY 10003 | | | Phone no (212) 315-5575 | |

Form 990-PF Part I, Line 6a

# Net Gain or Loss From Sale of Assets

2012

Name: The G & A Foundation, Inc.

Employer Identification Number: 13-3435542

## Asset Information:

Description of Property: Schafer MS(See attached)
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price: 14,022.
Cost or other basis (do not reduce by depreciation) 10,664.
Sales Expense
Valuation Method
Total Gain (Loss): 3,358.
Accumulation Depreciation:

Description of Property: Schafer SB (See attached)
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price: 18,223.
Cost or other basis (do not reduce by depreciation) 22,195.
Sales Expense:
Valuation Method:
Total Gain (Loss): -3,972.
Accumulation Depreciation:

Description of Property: Pacific MS (See attached)
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price: 189,610.
Cost or other basis (do not reduce by depreciation) 183,800.
Sales Expense:
Valuation Method
Total Gain (Loss): 5,810.
Accumulation Depreciation:

Description of Property: Pacific SB (See Attached)
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer
Sales Price: 198,214.
Cost or other basis (do not reduce by depreciation) 195,613.
Sales Expense:
Valuation Method
Total Gain (Loss): 2,601.
Accumulation Depreciation:

Description of Property: ETF MS (See attached)
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price: 116,580.
Cost or other basis (do not reduce by depreciation) 107,563.
Sales Expense:
Valuation Method:
Total Gain (Loss) 9,017.
Accumulation Depreciation:

Description of Property: ETF SB (See Attached)
Date Acquired
How Acquired:
Date Sold
Name of Buyer
Sales Price 21,226.
Cost or other basis (do not reduce by depreciation) 16,244.
Sales Expense:
Valuation Method:
Total Gain (Loss) 4,982.
Accumulation Depreciation

Description of Property ETF TGBAX SB (See attached)
Date Acquired:
How Acquired
Date Sold:
Name of Buyer:
Sales Price: 94,266.
Cost or other basis (do not reduce by depreciation) 102,995.
Sales Expense
Valuation Method
Total Gain (Loss): -8,729.
Accumulation Depreciation:

Description of Property
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer
Sales Price:
Cost or other basis (do not reduce by depreciation)
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation

Form 990-PF, Page 1, Part I, Line 11
**Line 11 Stmt**

| Other income: | Rev/Exp Book | Net Inv Inc | Adj Net Inc |
|---|---|---|---|
| Non Dividend Distributions | 450. | 450. | |
| Capital Gain Distributions | 3,148. | 3,148. | |
| Unrecap Sec 1250 Gain | 12. | 12. | |
| Settlements | 299. | 299. | |
| Total | 3,909. | 3,909. | |

Form 990-PF, Page 1, Part I, Line 18
**Line 18 Stmt**

| Taxes | Rev/Exp Book | Net Inv Inc | Adj Net Inc | Charity Disb |
|---|---|---|---|---|
| Form 990PF Excise | 9,769. | | | |
| NYS Filing Fees | 250. | 250. | | |
| Foreign Tax | 1,011. | 1,011. | | |
| Total | 11,030. | 1,261. | | |

Form 990-PF, Page 2, Part III, Line 3
**Other Increases Stmt**

| | |
|---|---|
| Dividend paid in 2013 taxable in 2012 | 216. |
| Rounding Adjustment | 9. |
| Total | 225. |

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
**Columns (a) thru (d)**

| (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) |
|---|---|---|---|
| ETF MS (See attached) | P | 01/01/11 | 01/01/12 |
| ETF SB (See Attached) | P | 01/01/11 | 01/01/12 |
| ETF TGBAX SB (See attached) | P | 01/01/11 | 01/01/12 |

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
**Columns (e) thru (h)**

| (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) |
|---|---|---|---|
| 116,580. | | 107,563. | 9,017. |
| 21,226. | | 16,244. | 4,982. |
| 94,266. | | 102,995. | -8,729. |
| Total | | 226,802. | 5,270. |

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
**Columns (i) thru (l)**

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h)) |
|---|---|---|---|
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | |
| | | | 9,017. |
| | | | 4,982. |
| | | | -8,729. |
| Total | | | 5,270. |

Form 990-PF, Page 11, Part XV, line 3a
**Line 3a statement**

| 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 | Person or Business Checkbox Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| Temple Shaaray Tefila<br>Second Avenue<br>New York NY 10021 | | Public Charity | To Support Religous Educaiton | Person or Business X<br>3,000. |
| Lenox Hill Hospital<br>100 East 77th Street<br>New York NY 10021 | | Public Charity | To support medical care and research | Person or Business X<br>10,000. |
| AJC<br>165 E. 56th Street<br>New York NY 10022 | | Public Charity | To support advocacy on behalf of the Jewish | Person or Business X<br>1,000. |
| Art Well<br>3723 Chestnut Street<br>Philadelphia PA 19104 | | Public Charity | Support of arts programs to enhance communication and inter-racial peace | Person or Business X<br>3,000. |
| Gowanus Canal Conservancy<br>PO Box 150-652<br>Brooklyn NY 11215 | | Public Charity | To support Programs for preservation,restoration development of the Gowan | Person or Business X<br>1,000. |
| Learning Leaders<br>80 Maiden Lane<br>New York NY 10038 | | Public Charity | Tutoring and programs su School Students | Person or Business X<br>1,000. |
| Lincoln Center for the Performing Arts<br>New York NY | | Public Charity | To provide support for the maintenance and operation of Lincol Cent | Person or Business X<br>10,000. |
| Mane Stream<br>PO Box 305<br>Oldwick NJ 08858 | | Public Charity | To support equine assisted therapy and educational initiatives | Person or Business X<br>2,000. |
| The Forward<br>125 Maiden Lane<br>New York NY 10038 | | Public Charity | To support publication of Jewish American newsp in English and Yiddish | Person or Business X<br>2,500. |
| Chrohn's & Colitis Foundation<br>386 Park Avenue South<br>New York NY 10016 | | Public Charity | To fund medical research | Person or Business X<br>2,500. |

Form 990-PF, Page 11, Part XV, line 3a
**Line 3a statement**

Continued

| Recipient<br>Name and address<br>(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 | Person or Business Checkbox<br>Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| Total | | | | 36,000. |

Form 990-PF, Page 1, Part I
**Line 16a - Legal Fees**

| Name of Provider | Type of Service Provided | Amount Paid Per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|---|
| Muchnick, Golieb & G | Legal | 10,801. | | | |
| Total | | 10,801. | | | |

Form 990-PF, Page 1, Part I
**Line 16c - Other Professional Fees**

| Name of Provider | Type of Service Provided | Amount Paid Per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|---|
| PACIFIC | Investment Management | 5,669. | | | |
| ETF | Investment Management | 6,534. | | | |
| SHAFER CULLEN | Investment Management | 5,002. | | | |
| Total | | 17,205. | | | |

Form 990-PF, Page 2, Part II, Line 10a
**L-10a Stmt**

| Line 10a - Investments - US and State Government Obligations: | End of Year<br>State and Local Obligations Book Value | State and Local Obligations FMV | End of Year<br>US Government Obligations Book Value | US Government Obligations FMV |
|---|---|---|---|---|
| See Attached Schedule | | | 485,562. | 498,832. |
| Total | | | 485,562. | 498,832. |

Form 990-PF, Page 2, Part II, Line 10b
**L-10b Stmt**

| Line 10b - Investments - Corporate Stock: | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| See Attached Schedule | 1,580,394. | 1,815,638. |
| Total | 1,580,394. | 1,815,638. |

Form 990-PF, Page 2, Part II, Line 10c
**L- 10c Stmt**

| Line 10c - Investments - Corporate Bonds: | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| See Attached Schedule | 201,532. | 219,821. |
| MUTUAL BOND FUND | 156,709. | 166,811. |
| Total | 358,241. | 386,632. |

**Supporting Statement of:**

Form 990-PF, p1/Line 11(a)-1

| Description | Amount |
|---|---|
| Schafer MS | 225. |
| schaffer sb | 225. |
| Total | 450. |

**Supporting Statement of:**

Form 990-PF, p1/Line 11(a)-2

| Description | Amount |
|---|---|
| Schafer MS | 21. |
| Schafer SB | 15. |
| Pacific MS | 3,112. |
| Total | 3,148. |

**Supporting Statement of:**

Form 990-PF, p1/Line 11(a)-3

| Description | Amount |
|---|---|
| Schafer MS | 6. |
| Schafer SB | 6. |
| Total | 12. |

**Supporting Statement of:**

Form 990-PF, p1/Line 13(a)

| Description | Amount |
|---|---|
| DIrectors Fees | 23,857. |
| Total | 23,857. |

**Supporting Statement of:**

Form 990-PF, p1/Line 17(a)

| Description | Amount |
|---|---|
| Pacific MS | 1,702. |

Continued

**Supporting Statement of:**

Form 990-PF, p1/Line 17(a)

| Description | Amount |
|---|---|
| Pacific SB | 1,501. |
| Total | 3,203. |

**Supporting Statement of:**

Form 990-PF, p1/Line 18(a)-3

| Description | Amount |
|---|---|
| Schafer MS | 29. |
| Schafer SB | 30. |
| ETF MS | 951. |
| ETF SB | 1. |
| Total | 1,011. |

**Supporting Statement of:**

Form 990-PF, p1/Line 23(a)-1

| Description | Amount |
|---|---|
| Schafer SB | 4. |
| Thornburg SB | 2. |
| Total | 6. |

**Supporting Statement of:**

Form 990-PF, p2/Line 2(a)

| Description | Amount |
|---|---|
| cASH | 36,809. |
| PACIFIC | 17,622. |
| | |
| WELLS | 895. |
| THORNBURG | 166. |
| SHAFFER CULLEN | 70. |
| | 22,917. |
| ETF | 25,075. |
| XME | 216. |
| TGBAX | 2,835. |
| Total | 106,605. |

**Supporting Statement of:**

Form 990-PF, p2/Line 2(b)

| Description | Amount |
|---|---|
| ETF XME | 147. |
| CASH | 13,289. |
| ETF | 24,028. |
| SCHAFER CULLEN | 20,460. |
| PACIFIC | 23,552. |
| Total | 81,476. |

**Supporting Statement of:**

Form 990-PF, p2/Part III, Line 3-1

| Description | Amount |
|---|---|
| xme | 216. |
| Total | 216. |

**Supporting Statement of:**

Form 990-PF, p8/Part X, Line 1a

| Description | Amount |
|---|---|
| STOCKS | 1,643,848. |
| BONDS | 768,967. |
| Total | 2,412,815. |

**Supporting Statement of:**

Form 990-PF,p12/Line 4 Column (d)

| Description | Amount |
|---|---|
| Schafer MS | 7,417. |
| Schafer SB | 8,052. |
| Pacific MS-div | 3,467. |
| Pacific MS-int | 9,919. |
| Pacific MS-int gov't | 4,749. |
| Pacific SB | 16,628. |
| ETF MS | 21,204. |
| ETF SB | 7,274. |
| ETF TGBAX SB | 1,995. |
| Thornburg | 20. |
| ETF XME MS | 363. |
| ETF XME SB | 274. |

Continued

**Supporting Statement of:**

Form 990-PF,p12/Line 4 Column (d)

| Description | Amount |
| --- | --- |
| CASH MS | 4. |
| CASH SB | 3. |
| Total | 81,369. |

**Supporting Statement of:**

Investments/Line 10a Book US-1

| Description | Amount |
| --- | --- |
| PACIFIC | 485,562. |
| Total | 485,562. |

**Supporting Statement of:**

Investments/Line 10a FMV US-1

| Description | Amount |
| --- | --- |
| PACIFIC | 498,832. |
| Total | 498,832. |

**Supporting Statement of:**

Investments/Line 10b Book-1

| Description | Amount |
| --- | --- |
| ETF XME | 55,079. |
| ETF | 1,176,819. |
| SCHAFER CULLEN | 348,496. |
| Total | 1,580,394. |

**Supporting Statement of:**

Investments/Line 10b FMV-1

| Description | Amount |
| --- | --- |
| ETF XME | 46,834. |
| ETF | 1,364,303. |

Continued

**Supporting Statement of:**

Investments/Line 10b FMV-1

| Description | Amount |
|---|---|
| SCHAFER CULLEN | 404,501. |
| Total | 1,815,638. |

**Supporting Statement of:**

Investments/Line 10c Book-1

| Description | Amount |
|---|---|
| PACIFIC | 201,532. |
| Total | 201,532. |

**Supporting Statement of:**

Investments/Line 10c FMV-1

| Description | Amount |
|---|---|
| PACIFIC | 219,821. |
| Total | 219,821. |

Morgan Stanley

**Corporate Tax Statement**
**Tax Year 2012**

THE G&A FOUNDATION INC
C/O MUCHNICK, GOLIEB & GOLIEB
PACIFIC
200 PARK AVE S STE 1700
NEW YORK NY 10003-1531

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number. 26-4310632

Taxpayer ID Number: 13-3435542
Account Number: 013 107474 054

**Customer Service: 866-324-6088**

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## 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

**OMB NO. 1545-0715**

### Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

**Short Term - Noncovered Securities** # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked )

| DESCRIPTION (Box 8) | QUANTITY (Box 1e) | DATE ACQUIRED (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE LOSS DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|---|---|---|---|---|---|---|---|---|
| FHLMC 4125 13SP27 | CUSIP: 3137EABS7 Symbol (Box 1d): | | | | | | | |
| | 2,000 000 | 09/29/11 | 08/15/12 | $2,086.30 | $2,081 92 | $0 00 | $4 38 | $0.00 |
| FHLMC 4500 14JA15 | CUSIP: 3134A4UM4 Symbol (Box 1d): | | | | | | | |
| | 4,000 000 | 11/05/12 | 12/06/12 | $4,188.60 | $4,188 41 | $0 00 | $0 19 | $0.00 |
| GOLDMAN SACHS 6150 18AP01 | CUSIP: 38141GFM1 Symbol (Box 1d): | | | | | | | |
| | 2,000.000 | 01/27/12 | 10/11/12 | $2,354.44 | $2,143 78 | $0 00 | $210 66 | $0 00 |
| PFIZER INC 5350 15MH15 | CUSIP: 717081DA8 Symbol (Box 1d): | | | | | | | |
| | 2,000.000 | 11/05/12 | 11/07/12 | $2,220 50 | $2,225.07 | $0 00 | ($4 57) | $0 00 |
| PIA MBS BOND-COMPLETION SH | CUSIP: 007989494 Symbol (Box 1d): PMTGX | | | | | | | |
| | 85 000 | 10/13/11 | 10/11/12 | $856.80 | $848.30 | $0 00 | $8.50 | $0 00 |
| US TSY NOTE 1750 14JA31 | CUSIP: 912828JZ4 Symbol (Box 1d): | | | | | | | |
| | 17,000 000 | 11/15/11 | 10/17/12 | $17,326 71 | $17,319 95 | $0 00 | $6 76 | $0.00 |
| WACHOVIA CORP 5750 18FB01 | CUSIP: 92976WBH8 Symbol (Box 1d): | | | | | | | |
| | 1,000 000 | 03/09/12 | 10/11/12 | $1,209 07 | $1,149 44 | $0 00 | $59 63 | $0.00 |
| **Total Short Term Noncovered Securities** | | | | **$30,242.42** | **$29,956.87** | **$0.00** | **$285.55** | **$0.00** |

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[redacted]
Form 990PF; Part I, Line 6a and PartIV, Line 1
Pacific MS

**IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS**



011475 MS13OA01 053562

**Corporate Tax Statement**
**Tax Year 2012**

THE G&A FOUNDATION INC
C/O MUCHNICK, GOLIEB & GOLIEB
PACIFIC
200 PARK AVE S STE 1700
NEW YORK NY 10003-1531

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number. 26-4310632

Taxpayer ID Number: 13-3435542
Account Number: 013 107474 054

**Customer Service: 866-324-6088**

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## 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

### Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

**Long Term - Noncovered Securities** # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked )

| DESCRIPTION (Box 8) | QUANTITY (Box 1e) | DATE ACQUIRED (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE LOSS DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|---|---|---|---|---|---|---|---|---|
| AT&T INC 5600 18MY15 | CUSIP: 00206RAM4 Symbol (Box 1d): | | | | | | | |
| | 2,000.000 | 09/23/08 | 10/11/12 | $2,456 88 | $1,890 18 | $0.00 | $566 70 | $0 00 |
| FHLMC 4125 13SP27 | CUSIP: 3137EABS7 Symbol (Box 1d): | | | | | | | |
| | 63,000 000 | 04/21/11 | 08/15/12 | $65,718 45 | $65,188 66 | $0.00 | $529 79 | $0 00 |
| FHLMC 4500 14JA15 | CUSIP: 3134A4UM4 Symbol (Box 1d): | | | | | | | |
| | 56,000 000 | 09/24/08 | 12/06/12 | $58,640.40 | $56,282 71 | $0.00 | $2,357 69 | $0 00 |
| GECC 5400 17FB15 | CUSIP: 36962G2G8 Symbol (Box 1d): | | | | | | | |
| | 1,000 000 | 09/23/08 | 10/11/12 | $1,156 07 | $923 76 | $0.00 | $232 31 | $0.00 |
| PFIZER INC 5350 15MH15 | CUSIP: 717081DA8 Symbol (Box 1d): | | | | | | | |
| | 22,000.000 | 08/05/10 | 11/07/12 | $24,425 50 | $23,704 56 | $0 00 | $720 94 | $0 00 |
| | 1,000.000 | 02/23/11 | 11/07/12 | $1,110.25 | $1,071 56 | $0.00 | $38.69 | $0.00 |
| **Security Subtotal** | **23,000.000** | | | **$25,535.75** | **$24,776.12** | **$0.00** | **$759.63** | **$0.00** |
| PIA BBB BOND FD-COMPLETION SH | CUSIP: 007989577 Symbol (Box 1d): PBBBX | | | | | | | |
| | 450 000 | 01/21/09 | 10/11/12 | $4,684 50 | $3,757 50 | $0 00 | $927 00 | $0 00 |

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Morgan Stanley

**Corporate Tax Statement**
**Tax Year 2012**

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB
PACIFIC
200 PARK AVE S STE 1700
NEW YORK NY 10003-1531

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 13-3435542
Account Number: 013 107474 054

**Customer Service: 866-324-6088**

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## 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) — OMB NO. 1545-0715

### Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

**Long Term - Noncovered Securities** # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked ) **(Continued)**

| DESCRIPTION (Box 8) | QUANTITY (Box 1e) | DATE ACQUIRED (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE LOSS DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|---|---|---|---|---|---|---|---|---|
| US TSY NOTE 3625 20FB15 CUSIP: 912828MP2 Symbol (Box 1d): | | | | | | | | |
| | 1,000 000 | 05/20/10 | 10/11/12 | $1,175 54 | $1,023 89 | $0 00 | $151 65 | $0 00 |
| **Total Long Term Noncovered Securities** | | | | **$159,367.59** | **$153,842.82** | **$0.00** | **$5,524.77** | **$0.00** |
| **Total Short and Long Term, Covered and Noncovered Securities** | | | | **$189,610.01** | **$183,799.69** | **$0.00** | **$5,810.32** | **$0.00** |

### Form 1099-B Total Reportable Amounts

| | | | | | |
|---|---|---|---|---|---|
| **Total Sales Price (Box 2)** | **$189,610.01** | | | | |
| **Total Cost or Other Basis (Box 3)** | | **$0.00** | | | |
| **Total Wash Sale Loss Disallowed (Box 5)** | | | **$0.00** | | |
| **Total Fed Tax Withheld (Box 4)** | | | | | **$0.00** |

# Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

**THE G&A FOUNDATION INC.**

**Account Number 101-08094-14 235**

## Details of Short Term Gain (Loss) 2012

*This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.*

| Reference number | Quantity | Security Description | Opening Trade Date | Closing Trade Date | Sale Proceeds | Original Cost<br>Adjusted Cost | Original Gain/(Loss)<br>Adjusted Gain/(Loss) | Ordinary Income<br>Capital Gain/(Loss) |
|---|---|---|---|---|---|---|---|---|
| 125000010 | 10 | PIA MBS BOND FUND<br>CONFIRM #200001903<br>MorganStanley SmithBarney LLC<br>acted as your agent | 10/13/11 | 01/09/12 | $ 99.90 | $ 99.80<br>**$ 99.80** | $ .10<br>**$ .10** | $ 0.00<br>$ 0.00 |
| 125000060 | 24,000 | U S TREASURY NOTES SER P-2013<br>DTD 09/02/2008<br>DUE 08/31/2013 RATE 3.125<br>YIELD .242MTY | 03/16/11 | 02/07/12 | 25,075.22 | 25,409.14<br>**24,897.12** | (333.92)<br>**178.10** | 0.00<br>178.10 |
| 125000070 | 8,000 | U S TREASURY NOTES SER P-2013<br>DTD 09/02/2008<br>DUE 08/31/2013 RATE 3.125<br>YIELD .288MTY | 03/16/11 | 03/09/12 | 8,331.54 | 8,469.71<br>**8,281.28** | (138.17)<br>**50.26** | 0.00<br>50.26 |
| 125000100 | 1,000 | U S TREASURY NOTES SER W-2013<br>DTD 03/15/2010<br>DUE 03/15/2013 RATE 1.375<br>YIELD 1.027MTY | 09/07/11 | 01/09/12 | 1,004 06 | 1,018.21<br>**1,014.15** | (14.15)<br>**(10.09)** | 0.00<br>(10.09) |
| 125000110 | 25,000 | U S TREASURY NOTES SER W-2013<br>DTD 03/15/2010<br>DUE 03/15/2013 RATE 1 375<br>YIELD .157MTY | 09/07/11 | 01/27/12 | 25,340.73 | 25,455.15<br>**25,336.50** | (114.42)<br>**4.23** | 0.00<br>4.23 |
| 125000120 | 17,000 | U S TREASURY NOTES SER W-2013<br>DTD 03/15/2010<br>DUE 03/15/2013 RATE 1.375<br>YIELD .216MTY | 09/07/11 | 02/14/12 | 17,212.45 | 17,309.50<br>**17,220.32** | (97.05)<br>**(7.87)** | 0.00<br>(7.87) |
| 125000130 | 17,000 | U S TREASURY NOTES SER W-2013<br>DTD 03/15/2010<br>DUE 03/15/2013 RATE 1 375<br>YIELD .223MTY | 09/07/11 | 03/09/12 | 17,196 50 | 17,309.50<br>**17,205.19** | (113 00)<br>**(8.69)** | 0.00<br>(8.69) |
| Total | | | | | **$ 94,260.40** | $ 95,071.01<br>**$ 94,054.36** | ($ 810.61)<br>**$ 206.04** | $ 0.00<br>$ 205.94 |

2012 YEAR END SUMMARY

[redacted]

Form 990PF; Part I, Line 6a and PartIV, Line 1
Pacific SB

**THE G&A FOUNDATION INC.**

**Account Number 101-08094-14 235**

## Details of Long Term Gain (Loss) 2012

*This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.*

| Reference number | Quantity | Security Description | Opening Trade Date | Closing Trade Date | Sale Proceeds | Original Cost / Adjusted Cost | Original Gain/(Loss) / Adjusted Gain/(Loss) | Ordinary Income / Capital Gain/(Loss) |
|---|---|---|---|---|---|---|---|---|
| 125000020 | 105 | PIA BBB BOND FUND<br>CONFIRM #200009240<br>MorganStanley SmithBarney LLC<br>acted as your agent | 01/21/09 | 01/09/12 | $ 1,027.95 | $ 876.75<br>**$ 876.75** | $ 151.20<br>**$ 151.20** | $ 0.00<br>$ 0.00 |
| 125000030 | 68,000 | FEDERAL NATL MTG ASSN<br>MED TERM NTS BK/ENTRY<br>DTD 03/15/2010<br>DUE 05/07/2013 RATE 1.750 | 04/23/10 | 05/09/12 | 69,017.76 | 67,791.38<br>**67,791.38** | 1,226.38<br>**1,226.38** | 0.00<br>1,226.38 |
| 125000040 | 1,000 | U S TREASURY NOTES SER E-2015<br>DTD 08/15/2005<br>DUE 08/15/2015 RATE 4.250<br>YIELD .790MTY | 07/22/08 | 01/09/12 | 1,122.50 | 1,034.06<br>**1,018.43** | 88.44<br>**104.07** | 0.00<br>104.07 |
| 125000050 | 3,000 | U S TREASURY NOTES SER F 2016<br>DTD 11/15/2006<br>DUE 11/15/2016 RATE 4.625<br>YIELD 1.008MTY | 07/22/08 | 01/09/12 | 3,511.88 | 3,143 91<br>**3,089.46** | 367.97<br>**422.42** | 0.00<br>422.42 |
| 125000080 | 25,000 | U S TREASURY NOTES SER P-2013<br>DTD 09/02/2008<br>DUE 08/31/2013 RATE 3.125<br>YIELD .267MTY | 03/16/11 | 06/27/12 | 25,836.83 | 26,467.85<br>**25,705.25** | (631 02)<br>**131.58** | 0.00<br>131 58 |
| 125000090 | 3,000 | U S TREASURY NOTES SER B-2020<br>DTD 02/15/2010<br>DUE 02/15/2020 RATE 3 625<br>YIELD 1 693MTY | 05/20/10 | 01/09/12 | 3,436.88 | 3,091.54<br>**3,078.12** | 345.34<br>**358.76** | 0.00<br>358.76 |
| Total | | | | | **$ 103,953.80** | $ 102,405.49<br>**$ 101,559.39** | $ 1,548 31<br>**$ 2,394.41** | $ 0.00<br>$ 2,243.21 |

2012 YEAR END SUMMARY

Morgan Stanley

**Corporate Tax Statement**
**Tax Year 2012**

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB
ETF
200 PARK AVE S STE 1700
NEW YORK NY 10003-1531

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 13-3435542
Account Number: 013 113848 054

**Customer Service: 866-324-6088**

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## 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

### Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

**Long Term - Noncovered Securities #** (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked )

| DESCRIPTION (Box 8) | QUANTITY (Box 1e) | DATE ACQUIRED (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE LOSS DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|---|---|---|---|---|---|---|---|---|
| ISHARES RUSSELL MIDCAP G IN FD | CUSIP: 464287481 | | Symbol (Box 1d): IWP | | | | | |
| | 2 000 | 01/26/10 | 11/09/12 | $119 73 | $89 22 | $0.00 | $30 51 | $0 00 |
| ISHARES RUSSELL MIDCAP V IN FD | CUSIP: 464287473 | | Symbol (Box 1d): IWS | | | | | |
| | 24.000 | 05/06/10 | 08/24/12 | $1,142.13 | $924 05 | $0.00 | $218 08 | $0.00 |
| | 22.000 | 05/06/10 | 11/09/12 | $1,052.23 | $847.05 | $0.00 | $205.18 | $0.00 |
| **Security Subtotal** | **46.000** | | | **$2,194.36** | **$1,771.10** | **$0.00** | **$423.26** | **$0.00** |
| ISHARES RUSSELL 1000 GR INDEX | CUSIP: 464287614 | | Symbol (Box 1d): IWF | | | | | |
| | 47 000 | 01/26/10 | 08/24/12 | $3,071 38 | $2,299 20 | $0 00 | $772 18 | $0 00 |
| ISHARES RUSSELL 1000 VALUE IDX | CUSIP: 464287598 | | Symbol (Box 1d): IWD | | | | | |
| | 120 000 | 01/26/10 | 08/24/12 | $8,402.21 | $6,840 96 | $0 00 | $1,561 25 | $0 00 |
| | 45.000 | 01/26/10 | 11/09/12 | $3,142.27 | $2,565.36 | $0.00 | $576.91 | $0.00 |
| **Security Subtotal** | **165.000** | | | **$11,544.48** | **$9,406.32** | **$0.00** | **$2,138.16** | **$0.00** |
| ISHARES RUSSELL 2000 GROWTH FD | CUSIP: 464287648 | | Symbol (Box 1d): IWO | | | | | |
| | 6 000 | 01/26/10 | 08/24/12 | $551 98 | $401 02 | $0 00 | $150.96 | $0.00 |
| ISHARES RUSSELL 2000 VALUE FD | CUSIP: 464287630 | | Symbol (Box 1d): IWN | | | | | |
| | 13 000 | 01/26/10 | 08/24/12 | $924.79 | $752 12 | $0 00 | $172.67 | $0.00 |
| | 4.000 | 01/26/10 | 11/09/12 | $281.63 | $231.42 | $0.00 | $50.21 | $0.00 |
| **Security Subtotal** | **17.000** | | | **$1,206.42** | **$983.54** | **$0.00** | **$222.88** | **$0.00** |
| VANGUARD MSCI EAFE ETF | CUSIP: 921943858 | | Symbol (Box 1d): VEA | | | | | |
| | 11 000 | 06/04/10 | 08/24/12 | $361 23 | $329 48 | $0.00 | $31.75 | $0.00 |

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Form 990PF; Part I, Line 6a and PartIV, Line 1
ETF MS

Morgan Stanley

**Corporate Tax Statement**
**Tax Year 2012**

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB
ETF
200 PARK AVE S STE 1700
NEW YORK NY 10003-1531

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number. 26-4310632

Taxpayer ID Number: 13-3435542
Account Number: 013 113848 054

**Customer Service: 866-324-6088**

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## 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

**Gross Proceeds less commissions and option premiums on stocks, bonds, etc.**

**Long Term - Noncovered Securities** # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked )
**(Continued)**

| DESCRIPTION (Box 8) | QUANTITY (Box 1e) | DATE ACQUIRED (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE LOSS DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|---|---|---|---|---|---|---|---|---|
| VANGUARD MSCI EMERGING MARKETS | CUSIP: 922042858 | Symbol (Box 1d): VWO | | | | | | |
| | 2,298 000 | 01/26/10 | 11/09/12 | $94,767 39 | $89,784 92 | $0 00 | $4,982 47 | $0 00 |
| | 67.000 | 05/06/10 | 11/09/12 | $2,763.02 | $2,498.69 | $0.00 | $264.33 | $0.00 |
| Security Subtotal | 2,365.000 | | | $97,530.41 | $92,283.61 | $0.00 | $5,246.80 | $0.00 |
| **Total Long Term Noncovered Securities** | | | | **$116,579.99** | **$107,563.49** | **$0.00** | **$9,016.50** | **$0.00** |

**Form 1099-B Total Reportable Amounts**

| | | | | |
|---|---|---|---|---|
| **Total Sales Price (Box 2)** | **$116,579.99** | | | |
| **Total Cost or Other Basis (Box 3)** | | **$0.00** | | |
| **Total Wash Sale Loss Disallowed (Box 5)** | | | **$0.00** | |
| **Total Fed Tax Withheld (Box 4)** | | | | **$0.00** |

# Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS

Morgan Stanley

**Corporate Tax Statement**
**Tax Year 2012**

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB
SCHAFER CULLEN
200 PARK AVE S STE 1700
NEW YORK NY 10003-1531

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 13-3435542
Account Number: 013 107475 054

**Customer Service: 866-324-6088**

**This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.**

## 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

**OMB NO. 1545-0715**

### Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

### Long Term - Covered Securities

(Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box A checked )

| DESCRIPTION (Box 8) | QUANTITY (Box 1e) | DATE ACQUIRED (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE LOSS DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|---|---|---|---|---|---|---|---|---|
| BRISTOL MYERS SQUIBB CO | CUSIP: 110122108 | | Symbol (Box 1d): BMY | | | | | |
| | 420 000 | 02/18/11 | 09/14/12 | $13,990 38 | $10,663.80 | $0 00 | $3,326 58 | $0.00 |
| **Total Long Term Covered Securities** | | | | **$13,990.38** | **$10,663.80** | **$0.00** | **$3,326.58** | **$0.00** |

### Long Term - Noncovered Securities #

(Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked )

| DESCRIPTION (Box 8) | QUANTITY (Box 1e) | DATE ACQUIRED (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE LOSS DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|---|---|---|---|---|---|---|---|---|
| KRAFT FOODS GROUP INC COM | CUSIP: 50076Q106 | | Symbol (Box 1d): KRFT | | | | | |
| | 0.669 | 02/18/11 | 10/01/12 | $31 67 | $21.71 | $0 00 | $9 96 | $0.00 |
| **Total Long Term Noncovered Securities** | | | | **$31.67** | **$21.71** | **$0.00** | **$9.96** | **$0.00** |
| **Total Long Term Covered and Noncovered Securities** | | | | **$14,022.05** | **$10,685.51** | **$0.00** | **$3,336.54** | **$0.00** |

### Form 1099-B Total Reportable Amounts

| | | | | |
|---|---|---|---|---|
| **Total Sales Price (Box 2)** | **$14,022.05** | | | |
| **Total Cost or Other Basis (Box 3)** | | **$10,663.80** | | |
| **Total Wash Sale Loss Disallowed (Box 5)** | | | **$0.00** | |
| **Total Fed Tax Withheld (Box 4)** | | | | **$0.00** |

# Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

**IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS**



[redacted]
Form 990PF; Part I, Line 6a and PartIV, Line 1
Schafer Cullen MS

Ref. 00002439 00018372

# 2012 Year End Summary

*THE G&A FOUNDATION INC.*

*Account Number 101-71212-19 235*

## Details of Long Term Gain (Loss) 2012

*This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.*

| Reference number | Quantity | Security Description | Opening Trade Date | Closing Trade Date | Sale Proceeds | Cost | (Loss) | Gain |
|---|---|---|---|---|---|---|---|---|
| 125000010 | 3 | ISHARES RUSSELL MIDCAP VALUE INDEX FD<br>MorganStanley SmithBarney LLC acted as your agent | 05/06/10 | 04/13/12 | $ 140 68 | $ 115.51 | | $ 25 17 |
| 125000020 | 27 | ISHARES RUSSELL MIDCAP GROWTH INDEX FD<br>MorganStanley SmithBarney LLC acted as your agent | 01/26/10 | 04/13/12 | 1,664.61 | 1,204.40 | | 460.21 |
| 125000030 | 52 | ISHARES RUSSELL 1000 VALUE IND FUND<br>MorganStanley SmithBarney LLC acted as your agent | 01/26/10 | 04/13/12 | 3,554.04 | 2,964.42 | | 589 62 |
| 125000040 | 227 | ISHARES RUSSELL 1000 GROWTH INDEX FUND<br>MorganStanley SmithBarney LLC acted as your agent | 01/26/10 | 04/13/12 | 14,775.27 | 11,104.63 | | 3,670.64 |
| 125000050 | 9 | ISHARES TR RUSSELL 2000 VALUE INDEX FUND<br>MorganStanley SmithBarney LLC acted as your agent | 01/26/10 | 04/13/12 | 633.67 | 520.70 | | 112.97 |
| 125000060 | 5 | ISHARES TR RUSSELL 2000 GROWTH INDEX FUND<br>MorganStanley SmithBarney LLC acted as your agent | 01/26/10 | 04/13/12 | 457.90 | 334.18 | | 123.72 |
| **Total** | | | | | **$ 21,226.17** | **$ 16,243.84** | | **$ 4,982.33** |

2012 YEAR END SUMMARY

Ref. 00000753 00004669

# 2012 Year End Summary

*THE G&A FOUNDATION INC.*

***Account Number 101-08095-13 235***

## Details of Long Term Gain (Loss) 2012

*This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.*

| Reference number | Quantity | Security Description | Opening Trade Date | Closing Trade Date | Sale Proceeds | Cost | (Loss) | Gain |
|---|---|---|---|---|---|---|---|---|
| 125000010 | 45 | KIMBERLY CLARK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction. | 02/18/11 | 04/11/12 | $ 3,315.23 | $ 2,951.10 | | $ 364 13 |
| 125000020 | 50 | NEXTERA ENERGY INC MorganStanley SmithBarney LLC acted as your agent in this transaction | 07/30/09 | 04/11/12 | 3,112.75 | 2,879.80 | | 232.95 |
| 125000030 | 1,150 | NOKIA CORP SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent | 02/18/11 | 04/17/12 | 4,677 40 | 10,568.50 | (5,891.10) | |
| 125000040 | 30 | PHILIP MORRIS INTL INC MorganStanley SmithBarney LLC acted as your agent in this transaction. | 02/18/11 | 04/11/12 | 2,620.85 | 1,842.90 | | 777.95 |
| 125000050 | 13.5 | PHILLIPS 66 | 02/27/06 | 06/08/12 | 434.08 | 384.52 | | 49.56 |
| | 15 | MorganStanley SmithBarney LLC | 02/28/06 | | 482.31 | 421.12 | | 61.19 |
| | 27.5 | acted as your agent | 03/03/06 | | 884.23 | 789.28 | | 94.95 |
| | 30 | in this transaction. | 07/30/09 | | 964.61 | 596.89 | | 367.72 |
| | 19 | | 02/18/11 | | 610.91 | 663.21 | (52.30) | |
| 125000060 | 30 | VERIZON COMMUNICATIONS MorganStanley SmithBarney LLC acted as your agent in this transaction. | 02/18/11 | 04/11/12 | 1,120.30 | 1,097.40 | | 22.90 |
| **Total** | | | | | **$ 18,222.67** | **$ 22,194.72** | **($ 5,943.40)** | **$ 1,971.35** |

2012 YEAR END SUMMARY

[redacted]

Form 990PF; Part I, Line 6a and PartIV, Line 1

Schafer Cullen SB

# Holdings

**Active Assets Account** 013-114345-054 | **THE G&A FOUNDATION INC** ETF - XME

*This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month Please see the "Unsettled Purchases/Sales Activity" section for more information*
*The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market See "Pricing of Securities" in the Expanded Disclosures Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date*
*Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment It does not reflect changes in its price, which may fluctuate Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures*
*New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Expanded Disclosures for additional information*

## CASH, DEPOSITS AND MONEY MARKET FUNDS

*Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis However, Global Currency Deposits may include both settled and unsettled positions Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available*

| Description | Value | Estimated Annual Income | 7-Day Current Yield % | Annual Percentage Yield % |
|---|---|---|---|---|
| **MS ACTIVE ASSETS MONEY TRUST** | **$146.60** | $0.01 | 0 010 | — |

| | Percentage of Assets % | Market Value | Estimated Annual Income / Accrued Interest |
|---|---|---|---|
| CASH, DEPOSITS AND MONEY MARKET FUNDS | **0.3%** | **$146.60** | **$0.01**<br>**$0.00** |

*Money market funds seek to maintain a share price of $1 00, therefore the dollar amounts listed equal the number of shares Additional information concerning these transactions is available upon request For more information about the pricing of Money Market Funds, please see the Expanded Disclosures*
*The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account*

## STOCKS

### COMMON STOCKS

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| **SPDR S&P METALS & MINING (XME)** | 10/16/09 | 1,035 000 | $48 244 | $49,932.85 | $46,709 54 | $(3,223 31) LT | | |
| | **Purchases** | 1,035.000 | | 49,932.85 | **46,709.54** | (3,223.31) LT | | |
| Long Term Reinvestments | | 2.762 | | 145 68 | 124 64 | (21 04) LT | | |
| | **Total** | 1,037 762 | | 50,078.53 | **46,834.19** | (3,244 35) LT | 637 19 | 1 36 |

*Share Price $45 130, Next Dividend Payable 01/04/13*

[redacted]
Form 990PF; Part II, Lines 10 (a)(b) and (c)
ETF XME

# Holdings

**Active Assets Account** 013-114345-054
**THE G&A FOUNDATION INC**
ETF - XME

| | Percentage of Assets % | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / *Accrued Interest* | Yield % |
|---|---|---|---|---|---|---|
| STOCKS | 99.7% | $50,078.53 | $46,834.19 | $(3,244.35) LT | $637.19<br>$0.00 | 1.36% |

| | Percentage of Assets % | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / *Accrued Interest* | Yield % |
|---|---|---|---|---|---|---|
| TOTAL MARKET VALUE | 100.0% | $50,078.53 | $46,980.79 | $(3,244.35) LT | $637.20<br>$0.00 | 1.36% |

TOTAL VALUE (includes accrued interest) $46,980.79

*Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available  Cash, MMF, Deposits and positions stating 'Please Provide' are not included*

002558 MSDDT082

# Holdings

Fiduciary Services Basic Securities Account 013-107475-054
THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

*This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month Please see the "Unsettled Purchases/Sales Activity" section for more information*
*The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market See "Pricing of Securities" in the Expanded Disclosures Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date*
*Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate*
*Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures*
*New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Expanded Disclosures for additional information*

## CASH, DEPOSITS AND MONEY MARKET FUNDS

*Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis However, Global Currency Deposits may include both settled and unsettled positions Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available*

| Description | Value | Estimated Annual Income | 7-Day Current Yield % | Annual Percentage Yield % |
|---|---|---|---|---|
| **CASH** | **$91.09** | | | |
| **MS U.S. GOVT MONEY MARKET TR** | **20,369.18** | 2 04 | 0 010 | — |

| | Percentage of Assets % | Market Value | Estimated Annual Income / Accrued Interest |
|---|---|---|---|
| CASH, DEPOSITS AND MONEY MARKET FUNDS | **4.8%** | **$20,460.27** | **$2.04**<br>**$0.00** |

*Money market funds seek to maintain a share price of $1 00, therefore the dollar amounts listed equal the number of shares Additional information concerning these transactions is available upon request For more information about the pricing of Money Market Funds, please see the Expanded Disclosures*
*The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account*

## STOCKS

### COMMON STOCKS

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| **3M COMPANY (MMM)** | 2/18/11 | 120 000 | $92 898 | $11,147.76 | **$11,142.00** | $(5.76) LT | $283.20 | 2.54 |
| *Share Price $92 850, Next Dividend Payable 03/2013* | | | | | | | | |
| **ALTRIA GROUP INC (MO)** | 2/18/11 | 440 000 | 24 760 | 10,894 40 | **13,833.60** | 2,939 20 LT | 774 40 | 5 59 |
| *Share Price $31 440, Next Dividend Payable 01/10/13* | | | | | | | | |

CONTINUED

[redacted]
Form 990PF; Part II, Lines 10 (a)(b) and (c)
Schafer Cullen

# Holdings

Fiduciary Services Basic Securities Account
013-107475-054

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| **ASTRAZENECA PLC ADS (AZN)** | 2/18/11 | 260 000 | 49 386 | 12,840 41 | **12,290.20** | (550 21) LT | 741 00 | 6.02 |
| *Share Price $47 270, Next Dividend Payable 03/2013* | | | | | | | | |
| **AT&T INC (T)** | 2/18/11 | 330.000 | 28 470 | 9,395 10 | **11,124.30** | 1,729 20 LT | 594 00 | 5 33 |
| *Share Price. $33.710, Next Dividend Payable 02/2013* | | | | | | | | |
| **BOEING CO (BA)** | 1/30/09 | 12.000 | 41.552 | 498 62 | 904.32 | 405.70 LT | | |
| | 2/3/09 | 60 000 | 41 606 | 2,496 33 | 4,521 60 | 2,025 27 LT | | |
| | 2/4/09 | 15 000 | 42.379 | 635 69 | 1,130 40 | 494 71 LT | | |
| | 2/18/11 | 63 000 | 73.180 | 4,610 34 | 4,747 68 | 137 34 LT | | |
| | **Total** | 150.000 | | 8,240 98 | **11,304.00** | 3,063 02 LT | 291.00 | 2.57 |
| *Share Price $75 360, Next Dividend Payable 03/2013* | | | | | | | | |
| **CHEVRON CORP (CVX)** | 2/18/11 | 130 000 | 98 418 | 12,794.34 | **14,058.20** | 1,263 86 LT | 468.00 | 3.32 |
| *Share Price $108.140, Next Dividend Payable 03/2013* | | | | | | | | |
| **CISCO SYS INC (CSCO)** | 9/14/12 | 440 000 | 19.625 | 8,634.96 | **8,645.73** | 10.77 ST | 246 40 | 2.84 |
| *Share Price. $19.649, Next Dividend Payable 03/2013* | | | | | | | | |
| **CONOCOPHILLIPS (COP)** | 2/27/06 | 27.000 | 47 922 | 1,293.89 | 1,565.73 | 271 84 LT | | |
| | 2/28/06 | 30.000 | 47.234 | 1,417.01 | 1,739.70 | 322.69 LT | | |
| | 3/3/06 | 55.000 | 48 289 | 2,655 87 | 3,189.45 | 533 58 LT | | |
| | 7/30/09 | 60.000 | 33.475 | 2,008.48 | 3,479.40 | 1,470 92 LT | | |
| | 2/18/11 | 38 000 | 58.727 | 2,231 63 | 2,203.62 | (28.01) LT | | |
| | 6/8/12 | 30.000 | 53.888 | 1,616.64 | 1,739.70 | 123.06 ST | | |
| | **Total** | 240.000 | | 11,223.52 | **13,917.60** | 2,571 02 LT<br>123.06 ST | 633.60 | 4 55 |
| *Share Price· $57 990, Next Dividend Payable 03/2013* | | | | | | | | |
| **DIAGEO PLC SPON ADR NEW (DEO)** | 7/30/09 | 116 000 | 61 588 | 7,144.21 | 13,523.28 | 6,379 07 LT | | |
| | 2/18/11 | 24.000 | 78.070 | 1,873.68 | 2,797.92 | 924.24 LT | | |
| | **Total** | 140 000 | | 9,017.89 | **16,321.20** | 7,303 31 LT | 388 36 | 2.37 |
| *Share Price. $116 580; Next Dividend Payable 04/2013* | | | | | | | | |
| **DOMINION RES INC (NEW) (D)** | 2/18/11 | 240.000 | 44.330 | 10,639.20 | **12,432.00** | 1,792 80 LT | 506 40 | 4.07 |
| *Share Price $51 800, Next Dividend Payable 03/2013* | | | | | | | | |

CONTINUED

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## STOCKS

**COMMON STOCKS** (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| **DU PONT EI DE NEMOURS & CO (DD)** | 2/18/11 | 220 000 | 55 910 | 12,300 20 | **9,895.27** | (2,404 93) LT | 378 40 | 3 82 |
| *Share Price· $44 979, Next Dividend Payable 03/2013* | | | | | | | | |
| **ELI LILLY & CO (LLY)** | 7/30/09 | 198 000 | 35 538 | 7,036 43 | 9,765.36 | 2,728 93 LT | | |
| | 2/18/11 | 142.000 | 34.668 | 4,922.86 | 7,003.44 | 2,080 58 LT | | |
| | **Total** | 340 000 | | 11,959 29 | **16,768.80** | 4,809.51 LT | 666 40 | 3 97 |
| *Share Price $49 320, Next Dividend Payable 03/2013* | | | | | | | | |
| **GENERAL ELECTRIC CO (GE)** | 2/18/11 | 480 000 | 21 350 | 10,248.00 | **10,075.20** | (172.80) LT | 364.80 | 3.62 |
| *Share Price $20.990, Next Dividend Payable 01/25/13* | | | | | | | | |
| **GENUINE PARTS CO (GPC)** | 2/18/11 | 175.000 | 55.160 | 9,653 00 | **11,126.50** | 1,473.50 LT | 346 50 | 3.11 |
| *Share Price $63 580, Next Dividend Payable 01/02/13* | | | | | | | | |
| **H J HEINZ CO (HNZ)** | 5/5/10 | 178 000 | 46 779 | 8,326.63 | 10,267.04 | 1,940 41 LT | | |
| | 2/18/11 | 62 000 | 47 620 | 2,952.44 | 3,576.16 | 623 72 LT | | |
| | **Total** | 240.000 | | 11,279.07 | **13,843.20** | 2,564.13 LT | 494 40 | 3.57 |
| *Share Price $57 680, Next Dividend Payable 03/2013* | | | | | | | | |
| **HCP INCORPORATED (HCP)** | 2/18/11 | 290.000 | 36 618 | 10,619.24 | **13,096.40** | 2,477.16 LT | 580 00 | 4.42 |
| *Share Price $45 160, Next Dividend Payable 02/2013* | | | | | | | | |
| **HEALTH CARE REIT INC (HCN)** | 2/18/11 | 230.000 | 49 014 | 11,273.14 | **14,096.70** | 2,823 56 LT | 680 80 | 4 82 |
| *Share Price $61 290, Next Dividend Payable 02/2013* | | | | | | | | |
| **HSBC HOLDINGS PLC SPON ADR NEW (HBC)** | 2/18/11 | 210.000 | 58.570 | 12,299.70 | **11,144.70** | (1,155.00) LT | 525.00 | 4.71 |
| *Share Price $53 070* | | | | | | | | |
| **INTEL CORP (INTC)** | 2/18/11 | 280.000 | 22.080 | 6,182.40 | **5,773.60** | (408.80) LT | 252.00 | 4.36 |
| *Share Price $20 620, Next Dividend Payable 03/2013* | | | | | | | | |
| **JOHNSON & JOHNSON (JNJ)** | 2/18/11 | 190.000 | 61.088 | 11,606.72 | **13,319.00** | 1,712.28 LT | 463.60 | 3.48 |
| *Share Price $70 100, Next Dividend Payable 03/2013* | | | | | | | | |
| **JPMORGAN CHASE & CO (JPM)** | 3/27/12 | 180 000 | 46 289 | 8,332 09 | **7,914.43** | (417.66) ST | 216 00 | 2 72 |
| *Share Price $43 969, Next Dividend Payable 01/2013* | | | | | | | | |
| **KIMBERLY CLARK CORP (KMB)** | 2/18/11 | 165 000 | 65.580 | 10,820.70 | **13,930.95** | 3,110 25 LT | 488 40 | 3.50 |
| *Share Price $84 430, Next Dividend Payable 01/03/13* | | | | | | | | |
| **KRAFT FOODS GROUP INC COM (KRFT)** | 2/18/11 | 126.000 | 32 454 | 4,089.22 | **5,729.22** | 1,640.00 LT | 252.00 | 4.39 |
| *Share Price $45 470, Next Dividend Payable 01/14/13* | | | | | | | | |

CONTINUED

# Holdings

Fiduciary Services Basic Securities Account 013-107475-054

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| **MERCK & CO INC NEW COM (MRK)** | 10/3/11 | 335 000 | 32 417 | 10,859 86 | **13,714.90** | 2,855 04 LT | 576 20 | 4 20 |
| *Share Price $40 940, Next Dividend Payable 01/08/13* | | | | | | | | |
| **MICROSOFT CORP (MSFT)** | 2/18/11 | 300 000 | 27 030 | 8,109 00 | 8,012 91 | (96 09) LT | | |
| | 7/26/11 | 160 000 | 27.941 | 4,470 51 | 4,273.55 | (196.96) LT | | |
| | **Total** | 460 000 | | 12,579 51 | **12,286.46** | (293 05) LT | 423 20 | 3 44 |
| *Share Price· $26 710, Next Dividend Payable 03/2013* | | | | | | | | |
| **MONDELEZ INTL INC COM (MDLZ)** | 2/18/11 | 380.000 | 20 012 | 7,604.47 | **9,672.21** | 2,067.74 LT | 197.60 | 2 04 |
| *Share Price. $25 453, Next Dividend Payable 01/14/13* | | | | | | | | |
| **NEXTERA ENERGY INC COM (NEE)** | 7/30/09 | 120.000 | 57.596 | 6,911.52 | 8,302.80 | 1,391 28 LT | | |
| | 2/18/11 | 70 000 | 54.410 | 3,808.70 | 4,843.30 | 1,034 60 LT | | |
| | **Total** | 190 000 | | 10,720 22 | **13,146.10** | 2,425 88 LT | 456 00 | 3 46 |
| *Share Price $69 190, Next Dividend Payable 03/2013* | | | | | | | | |
| **PHILIP MORRIS INTL INC (PM)** | 2/18/11 | 135 000 | 61.430 | 8,293.05 | **11,291.40** | 2,998 35 LT | 459 00 | 4.06 |
| *Share Price $83 640, Next Dividend Payable 01/11/13* | | | | | | | | |
| **RAYTHEON CO (NEW) (RTN)** | 4/11/12 | 230.000 | 51.580 | 11,863.49 | **13,238.80** | 1,375 31 ST | 460.00 | 3.47 |
| *Share Price. $57 560, Next Dividend Payable 02/07/13* | | | | | | | | |
| **ROYAL DUTCH SHELL PLC CL B (RDS'B)** | 3/28/11 | 160 000 | 72 213 | 11,554 10 | **11,342.40** | (211.70) LT | 550.40 | 4 85 |
| *Share Price· $70 890* | | | | | | | | |
| **TRAVELERS COMPANIES INC COM (TRV)** | 2/18/11 | 170 000 | 60.818 | 10,339 06 | **12,209.40** | 1,870 34 LT | 312.80 | 2 56 |
| *Share Price $71 820, Next Dividend Payable 03/2013* | | | | | | | | |
| **UNILEVER NV NY SH NEW (UN)** | 7/30/09 | 284 000 | 27.208 | 7,727 07 | 10,877.20 | 3,150.13 LT | | |
| | 2/18/11 | 36 000 | 29 950 | 1,078 20 | 1,378.80 | 300.60 LT | | |
| | **Total** | 320.000 | | 8,805.27 | **12,256.00** | 3,450 73 LT | 333 44 | 2.72 |
| *Share Price $38 300* | | | | | | | | |
| **VERIZON COMMUNICATIONS (VZ)** | 2/18/11 | 300.000 | 36 580 | 10,974.00 | **12,981.00** | 2,007.00 LT | 618 00 | 4.76 |
| *Share Price $43 270, Next Dividend Payable 02/2013* | | | | | | | | |
| **VODAFONE GP PLC ADS NEW (VOD)** | 7/30/09 | 322.000 | 20 228 | 6,513.26 | 8,111 18 | 1,597 92 LT | | |
| | 2/18/11 | 98.000 | 29 580 | 2,898.84 | 2,468 62 | (430 22) LT | | |
| | **Total** | 420 000 | | 9,412 10 | **10,579.80** | 1,167 70 LT | 630 00 | 5 95 |
| *Share Price $25 190, Next Dividend Payable 02/06/13* | | | | | | | | |

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# Holdings

Fiduciary Services Basic Securities Account
013-107475-054

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

| | Percentage of Assets % | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / Accrued Interest | Yield % |
|---|---|---|---|---|---|---|
| STOCKS | 95.2% | $348,496.46 | $404,501.27 | $54,913.33 LT<br>$1,091.48 ST | $15,651.30<br>$0.00 | 3.87% |

| | Percentage of Assets % | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / Accrued Interest | Yield % |
|---|---|---|---|---|---|---|
| TOTAL MARKET VALUE | 100.0% | $348,496.46 | $424,961.54 | $54,913.33 LT<br>$1,091.48 ST | $15,653.34<br>$0.00 | 3.68% |

TOTAL VALUE (includes accrued interest) $424,961.54

*Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash, MMF, Deposits and positions stating 'Please Provide' are not included*

## CORPORATE FIXED INCOME

### CORPORATE BONDS

| Security Description | Trade Date | Face Value | Orig. Unit Cost / Adj. Unit Cost | Orig. Total Cost / Adj. Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / Accrued Interest | Yield % |
|---|---|---|---|---|---|---|---|---|
| **CONOCOPHILLIPS** | 6/3/09 | 23,000 000 | $102 914 | $23,670 22 | | | | |
| CUSIP 20825CAT1 | | | $101.136 | $23,261 26 | $24,856.10 | $1,594.84 LT | | |
| | 11/5/12 | 2,000.000 | 109 002 | 2,180.04 | | | | |
| | | | 108.399 | 2,167.97 | 2,161 40 | (6.57) ST | | |
| | **Total** | 25,000 000 | | 25,850.26 | | | 1,150.00 | 4.25 |
| | | | | 25,429 23 | **27,017.50** | 1,594 84 LT | 530 27 | |
| | | | | | | (6.57) ST | | |
| *Unit Price $108 070, Coupon Rate 4 600%, Matures 01/15/2015, Int Semi-Annually Jan/Jul 15, Yield to Maturity 611%, Moody A1 S&P A, Issued 05/21/09* | | | | | | | | |
| **JP MORGAN CHASE & CO** | 11/3/09 | 23,000.000 | 105.310 | 24,221 30 | | | | |
| CUSIP 46625HCE8 | | | 102.285 | 23,525 60 | 24,812.86 | 1,287 26 LT | | |
| | 12/21/10 | 1,000.000 | 107.148 | 1,071 48 | | | | |
| | | | 103.814 | 1,038.14 | 1,078.82 | 40.68 LT | | |
| | 11/5/12 | 2,000 000 | 108 483 | 2,169 66 | | | | |
| | | | 107.949 | 2,158.97 | 2,157.64 | (1 33) ST | | |
| | **Total** | 26,000 000 | | 27,462.44 | | | 1,235.00 | 4 40 |
| | | | | 26,722.71 | **28,049.32** | 1,327 94 LT | 411.66 | |
| | | | | | | (1.33) ST | | |
| *Unit Price $107 882, Coupon Rate 4 750%, Matures 03/01/2015, Int Semi-Annually Mar/Sep 01, Yield to Maturity 1 060%, Moody A2 S&P A, Issued 02/25/05* | | | | | | | | |
| **VERIZON COMMUNICATIONS** | 11/9/11 | 26,000 000 | 99 948 | 25,986.48 | | | 520.00 | 1 93 |
| CUSIP 92343VBD5 | | | 99.948 | 25,986.48 | **26,908.18** | 921.70 LT | 86.66 | |
| *Unit Price $103 493; Coupon Rate 2 000%, Matures 11/01/2016, Int Semi-Annually May/Nov 01, Yield to Maturity 1 068%, Moody A3 S&P A-, Issued 11/03/11* | | | | | | | | |
| **GENERAL ELECTRIC CAPITAL CORP** | 9/23/08 | 19,000.000 | 92.376 | 17,551 44 | | | | |
| CUSIP 36962G2G8 | | | 92 376 | 17,551 44 | 21,851.90 | 4,300 46 LT | | |
| | 1/27/09 | 2,000.000 | 93 262 | 1,865 24 | | | | |
| | | | 93.262 | 1,865 24 | 2,300.20 | 434.96 LT | | |
| | 3/31/09 | 2,000 000 | 87.777 | 1,755.54 | | | | |
| | | | 87.777 | 1,755.54 | 2,300.20 | 544 66 LT | | |

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## CORPORATE FIXED INCOME

**CORPORATE BONDS** (CONTINUED)

| Security Description | Trade Date | Face Value | Orig. Unit Cost / Adj. Unit Cost | Orig. Total Cost / Adj. Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / Accrued Interest | Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 23,000 000 | | 21,172.22 | | | 1,242 00 | 4 69 |
| | | | | 21,172.22 | **26,452.30** | 5,280.08 LT | 469 20 | |
| *Unit Price· $115 010, Coupon Rate 5 400%, Matures 02/15/2017, Int Semi-Annually Feb/Aug 15, Yield to Maturity 1 621%, Moody A1 S&P AA+, Issued 02/13/07* | | | | | | | | |
| **WACHOVIA CORP** | 3/9/12 | 21,000 000 | 116 484 | 24,461.64 | | | | |
| CUSIP 92976WBH8 | | | 114 396 | 24,023.18 | 25,158.84 | 1,135.66 ST | | |
| | 11/5/12 | 1,000.000 | 120.833 | 1,208.33 | | | | |
| | | | 120 269 | 1,202 69 | 1,198 04 | (4 65) ST | | |
| | **Total** | 22,000 000 | | 25,669 97 | | | 1,265.00 | 4.79 |
| | | | | 25,225 87 | **26,356.88** | 1,131 01 ST | 527 08 | |
| *Unit Price $119 804, Coupon Rate 5 750%, Matures 02/01/2018, Int Semi-Annually Feb/Aug 01, Yield to Maturity 1 670%, Moody A2 S&P A+, Issued 01/31/08* | | | | | | | | |
| **GOLDMAN SACHS GROUP INC** | 1/27/12 | 22,000 000 | 107.999 | 23,759.78 | | | | |
| CUSIP 38141GFM1 | | | 106.946 | 23,528.01 | 25,844.94 | 2,316.93 ST | | |
| | 11/5/12 | 2,000 000 | 117.086 | 2,341 72 | | | | |
| | | | 116 651 | 2,333.01 | 2,349 54 | 16 53 ST | | |
| | **Total** | 24,000 000 | | 26,101 50 | | | 1,476.00 | 5 23 |
| | | | | 25,861.02 | **28,194.48** | 2,333 46 ST | 369 00 | |
| *Unit Price $117 477; Coupon Rate 6 150%; Matures 04/01/2018, Int Semi-Annually Apr/Oct 01, Yield to Maturity 2 569%, Moody A3 S&P A-; Issued 04/01/08* | | | | | | | | |
| **AT&T INC** | 9/23/08 | 20,000.000 | 94.509 | 18,901.80 | | | | |
| CUSIP 00206RAM4 | | | 94 509 | 18,901.80 | 24,125.60 | 5,223 80 LT | | |
| | 1/11/11 | 1,000 000 | 111 228 | 1,112 28 | | | | |
| | | | 108.521 | 1,085 21 | 1,206.28 | 121.07 LT | | |
| | 11/5/12 | 2,000 000 | 123 017 | 2,460 34 | | | | |
| | | | 122 423 | 2,448 45 | 2,412 56 | (35.89) ST | | |
| | **Total** | 23,000 000 | | 22,474 42 | | | 1,288 00 | 4.64 |
| | | | | 22,435 46 | **27,744.44** | 5,344 87 LT | 164 57 | |
| | | | | | | (35 89) ST | | |
| *Unit Price. $120 628; Coupon Rate 5 600%, Matures 05/15/2018, Int Semi-Annually May/Nov 15, Yield to Maturity 1 580%, Moody A2 (-) S&P A-; Issued 05/13/08* | | | | | | | | |
| **UNITED TECHNOLOGIES CORP** | 11/7/12 | 25,000 000 | 107 258 | 26,814 50 | | | 775.00 | 2 92 |
| CUSIP 913017BV0 | | | 107.167 | 26,791 65 | **26,474.75** | (316 90) ST | 64.58 | |
| *Unit Price $105 899, Coupon Rate 3 100%, Matures 06/01/2022, Int Semi-Annually Jun/Dec 01, Yield to Maturity 2 396%, Moody A2 S&P A, Issued 06/01/12* | | | | | | | | |

# Holdings

Fiduciary Services Basic Securities Account 013-107474-054
THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

| | Face Value Percentage of Assets % | Orig. Total Cost Adj. Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income Accrued Interest | Yield % |
|---|---|---|---|---|---|---|
| CORPORATE FIXED INCOME | 194,000.000 | $201,531.79 | | | $8,951.00 | 4.12% |
| | | $199,624.64 | $217,197.85 | $14,469.43 LT | $2,623.02 | |
| | | | | $3,103.78 ST | | |
| TOTAL CORPORATE FIXED INCOME (incl.accr.int.) | 24.2% | | $219,820.87 | | | |

*Watchlist and CreditWatch Indicators (*) = developing/uncertain (+) = On Watchlist/CreditWatch Upgrade (-) = On Watchlist/CreditWatch Downgrade*
*For more information on Watchlist and CreditWatch Indicators, please go to our website at www morganstanley com/bondratings or contact your financial advisor*

## GOVERNMENT SECURITIES

### TREASURY SECURITIES

| Security Description | Trade Date | Face Value | Orig. Unit Cost Adj. Unit Cost | Orig. Total Cost Adj. Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income Accrued Interest | Yield % |
|---|---|---|---|---|---|---|---|---|
| **UNITED STATES TREASURY NOTE** | 11/15/11 | 33,000 000 | $103 227 | $34,064 88 | | | | |
| CUSIP 912828JZ4 | | | $101.584 | $33,522.74 | $33,550 44 | $27 70 LT | | |
| | 11/5/12 | 2,000 000 | 101.868 | 2,037 35 | | | | |
| | | | 101.638 | 2,032.75 | 2,033.36 | 0.61 ST | | |
| | **Total** | 35,000.000 | | 36,102 23 | | | 612.50 | 1.72 |
| | | | | 35,555.49 | **35,583.80** | 27.70 LT | 254 65 | |
| | | | | | | 0 61 ST | | |

*Unit Price $101 668, Coupon Rate 1 750%, Matures 01/31/2014, Int Semi-Annually Jan/Jul 31, Moody AAA, Issued 01/31/09*

| Security Description | Trade Date | Face Value | Orig. Unit Cost Adj. Unit Cost | Orig. Total Cost Adj. Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income Accrued Interest | Yield % |
|---|---|---|---|---|---|---|---|---|
| **UNITED STATES TREASURY NOTE** | 7/22/08 | 18,000 000 | 103.406 | 18,613.13 | | | | |
| CUSIP 912828EE6 | | | 101 368 | 18,246.25 | 19,832.40 | 1,586 15 LT | | |
| | 11/13/08 | 42,000 000 | 107 414 | 45,114.07 | | | | |
| | | | 103.061 | 43,285.73 | 46,275.60 | 2,989 87 LT | | |
| | 2/24/11 | 1,000.000 | 110.184 | 1,101.84 | | | | |
| | | | 106 074 | 1,060 74 | 1,101 80 | 41 06 LT | | |
| | 8/3/12 | 1,000 000 | 111.731 | 1,117.31 | | | | |
| | | | 110 178 | 1,101 78 | 1,101.80 | 0 02 ST | | |
| | 11/5/12 | 3,000.000 | 110.719 | 3,321.57 | | | | |
| | | | 110 134 | 3,304.01 | 3,305.40 | 1.39 ST | | |
| | **Total** | 65,000 000 | | 69,267 92 | | | 2,762.50 | 3 85 |
| | | | | 66,998 51 | **71,617.00** | 4,617 08 LT | 1,035 93 | |
| | | | | | | 1.41 ST | | |

*Unit Price. $110 180, Coupon Rate 4 250%, Matures 08/15/2015, Int Semi-Annually Feb/Aug 15, Moody AAA, Issued 08/15/05*

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## GOVERNMENT SECURITIES

**TREASURY SECURITIES** (CONTINUED)

| Security Description | Trade Date | Face Value | Orig. Unit Cost / Adj. Unit Cost | Orig. Total Cost / Adj. Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / *Accrued Interest* | Yield % |
|---|---|---|---|---|---|---|---|---|
| **UNITED STATES TREASURY NOTE** | 7/22/08 | 20,000.000 | 104.797 | 20,959.37 | | | | |
| CUSIP 912828FY1 | | | 102 427 | 20,485.31 | 23,143 80 | 2,658.49 LT | | |
| | 6/23/11 | 45,000.000 | 115.692 | 52,061.31 | | | | |
| | | | 111.418 | 50,138.12 | 52,073 55 | 1,935.43 LT | | |
| | 10/25/12 | 1,000 000 | 116 024 | 1,160 24 | | | | |
| | | | 115.305 | 1,153.05 | 1,157.19 | 4.14 ST | | |
| | 11/5/12 | 4,000 000 | 116.274 | 4,650 95 | | | | |
| | | | 115 656 | 4,626.24 | 4,628 76 | 2.52 ST | | |
| | **Total** | 70,000 000 | | 78,831.87 | | | 3,237.50 | 3.99 |
| | | | | 76,402.72 | **81,003.30** | 4,593 92 LT | 411.39 | |
| | | | | | | 6.66 ST | | |
| *Unit Price. $115 719, Coupon Rate 4 625%, Matures 11/15/2016, Int Semi-Annually May/Nov 15, Yield to Maturity 520%, Moody AAA, Issued 11/15/06* | | | | | | | | |
| **UNITED STATES TREASURY NOTE** | 5/20/10 | 45,000 000 | 103.051 | 46,373.04 | | | | |
| CUSIP 912828MP2 | | | 102 325 | 46,046.18 | 52,579 80 | 6,533 62 LT | | |
| | 8/18/11 | 13,000 000 | 114.954 | 14,943 96 | | | | |
| | | | 112.701 | 14,651.15 | 15,189.72 | 538 57 LT | | |
| | 10/18/12 | 1,000 000 | 116 246 | 1,162.46 | | | | |
| | | | 115.820 | 1,158 20 | 1,168.44 | 10.24 ST | | |
| | 11/5/12 | 3,000 000 | 117.204 | 3,516.11 | | | | |
| | | | 116.858 | 3,505 73 | 3,505.32 | (0 41) ST | | |
| | **Total** | 62,000 000 | | 65,995 57 | | | 2,247.50 | 3 10 |
| | | | | 65,361.26 | **72,443.28** | 7,072.19 LT | 842 81 | |
| | | | | | | 9.83 ST | | |
| *Unit Price $116 844, Coupon Rate 3 625%; Matures 02/15/2020, Int Semi-Annually Feb/Aug 15, Yield to Maturity 1 155%, Moody AAA; Issued 02/15/10* | | | | | | | | |
| **UNITED STATES TREASURY NOTE** | 6/27/12 | 25,000.000 | 101.137 | 25,284.28 | | | | |
| CUSIP 912828SV3 | | | 101.083 | 25,270.68 | 25,216.75 | (53 93) ST | | |
| | 11/5/12 | 2,000.000 | 101.043 | 2,020.86 | | | | |
| | | | 101 028 | 2,020.56 | 2,017.34 | (3 22) ST | | |
| | **Total** | 27,000 000 | | 27,305.14 | | | 472.50 | 1.73 |
| | | | | 27,291 24 | **27,234.09** | (57 15) ST | 60 04 | |
| *Unit Price $100 867; Coupon Rate 1 750%, Matures 05/15/2022, Int Semi-Annually May/Nov 15, Yield to Maturity 1 650%, Moody AAA, Issued 05/15/12* | | | | | | | | |
| **TREASURY SECURITIES** | | **259,000.000** | | **$277,502.73** | | | **$9,332.50** | **3.24%** |
| | | | | **$271,609.22** | **$287,881.47** | **$16,310.89 LT** | **$2,604.82** | |
| | | | | | | **$(38.64) ST** | | |

# Holdings

**Fiduciary Services Basic Securities Account 013-107474-054**
**THE G&A FOUNDATION INC.**
**C/O MUCHNICK, GOLIEB & GOLIEB**

## GOVERNMENT SECURITIES

### FEDERAL AGENCIES

| Security Description | Trade Date | Face Value | Orig. Unit Cost / Adj. Unit Cost | Orig. Total Cost / Adj. Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / Accrued Interest | Yield % |
|---|---|---|---|---|---|---|---|---|
| **FED HOME LN MTG CORP MED TERM NOTE** | 8/15/12 | 68,000 000 | $101 360 | $68,924.80 | | | | |
| CUSIP 3137EACV9 | | | $101.109 | $68,754.44 | $68,879 92 | $125.48 ST | | |
| | 11/5/12 | 3,000 000 | 101.268 | 3,038 05 | | | | |
| | | | 101.162 | 3,034 85 | 3,038 82 | 3.97 ST | | |
| | **Total** | 71,000.000 | | 71,962.85 | | | 710.00 | 0.98 |
| | | | | 71,789 29 | **71,918.74** | 129.45 ST | 244 55 | |
| *Unit Price $101 294, Coupon Rate 1 000%, Matures 08/27/2014, Int Semi-Annually Feb/Aug 27, Moody AAA S&P AA+, Issued 07/05/11* | | | | | | | | |
| **FED NATL MTG ASSN** | 5/9/12 | 65,000 000 | 105.494 | 68,571.30 | | | | |
| CUSIP 31398AZV7 | | | 104.105 | 67,668 31 | 67,900.30 | 231.99 ST | | |
| | 11/5/12 | 4,000 000 | 104.689 | 4,187 54 | | | | |
| | | | 104.338 | 4,173 53 | 4,178.48 | 4.95 ST | | |
| | **Total** | 69,000.000 | | 72,758 84 | | | 1,811 25 | 2.51 |
| | | | | 71,841.84 | **72,078.78** | 236.94 ST | 206.28 | |
| *Unit Price. $104 462, Coupon Rate 2 625%; Matures 11/20/2014, Int Semi-Annually May/Nov 20; Moody AAA S&P AA+; Issued 10/26/09* | | | | | | | | |
| **FED HOME LN MTG CORP** | 12/6/12 | 60,000.000 | 105.562 | 63,337 20 | | | 1,725.00 | 2.72 |
| CUSIP 3137EACH0 | | | 105 392 | 63,235 05 | **63,216.60** | (18 45) ST | 680.41 | |
| *Unit Price $105 361, Coupon Rate 2 875%, Matures 02/09/2015, Int Semi-Annually Feb/Aug 09, Moody AAA S&P AA+, Issued 01/07/10* | | | | | | | | |
| **FEDERAL AGENCIES** | | **200,000.000** | | **$208,058.89** | | | **$4,246.25** | **2.05%** |
| | | | | **$206,866.18** | **$207,214.12** | **$347.94 ST** | **$1,131.24** | |

| | Face Value Percentage of Assets % | Orig. Total Cost / Adj. Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / Accrued Interest | Yield % |
|---|---|---|---|---|---|---|
| GOVERNMENT SECURITIES | **459,000.000** | **$485,561.62** | | | **$13,578.75** | **2.74%** |
| | | **$478,475.40** | **$495,095.59** | **$16,310.89 LT** | **$3,736.06** | |
| | | | | **$309.30 ST** | | |
| TOTAL GOVERNMENT SECURITIES (incl.accr.int.) | **54.9%** | | **$498,831.65** | | | |

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## MUTUAL FUNDS

### OTHER MUTUAL FUNDS

*"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account*

*"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account It may not reflect all distributions received in cash, due to but not limited to the following investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account*

*"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, plus the cash distributions shown, and the current value of the fund's shares This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes*

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| **PIA BBB BOND FD-COMPLETION SH (PBBBX)** | 1/21/09 | 2,515 477 | $8 350 | $21,004 23 | $25,356 01 | $4,351 78 LT | | |
| | 5/5/09 | 4,074 239 | 8 540 | 34,794 00 | 41,068 33 | 6,274 33 LT | | |
| | 9/15/09 | 423 895 | 9 500 | 4,027.00 | 4,272 86 | 245 86 LT | | |
| | 1/6/12 | 415.298 | 9 800 | 4,069 92 | 4,186.20 | 116 28 ST | | |
| | 2/14/12 | 1,617.517 | 10 020 | 16,207.52 | 16,304.57 | 97 05 ST | | |
| | 10/17/12 | 1,569 000 | 10 410 | 16,333 29 | 15,815 52 | (517.77) ST | | |
| | 11/5/12 | 628 000 | 10.440 | 6,556.32 | 6,330.24 | (226.08) ST | | |
| | **Total** | 11,243 426 | | 102,992 28 | **113,333.73** | 10,871 97 LT<br>(530.52) ST | 5,116.00 | 4 51 |
| Total Purchases vs Market Value | | | | 102,992 28 | 113,333.73 | | | |
| Cumulative Cash Distributions | | | | | 26,508.88 | | | |
| Net Value Increase/(Decrease) | | | | | 36,850.33 | | | |
| *Share Price $10 080, Dividend Cash, Capital Gains Cash* | | | | | | | | |
| **PIA MBS BOND-COMPLETION SH (PMTGX)** | 10/13/11 | 2,488.409 | 9 980 | 24,834 32 | 24,759.67 | (74 65) LT | | |
| | 2/7/12 | 2,598 186 | 10.000 | 25,981.86 | 25,851.95 | (129.91) ST | | |
| | 11/5/12 | 288.000 | 10 070 | 2,900.16 | 2,865.60 | (34.56) ST | | |
| | **Total** | 5,374 595 | | 53,716.34 | **53,477.22** | (74.65) LT<br>(164.47) ST | 1,338.00 | 2.50 |
| Total Purchases vs Market Value | | | | 53,716.34 | 53,477.22 | | | |
| Cumulative Cash Distributions | | | | | 1,382.09 | | | |
| Net Value Increase/(Decrease) | | | | | 1,142 97 | | | |
| *Share Price $9 950, Dividend Cash, Capital Gains Cash* | | | | | | | | |

| | Percentage of Assets % | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / *Accrued Interest* | Yield % |
|---|---|---|---|---|---|---|
| MUTUAL FUNDS | 18.4% | $156,708.62 | $166,810.95 | $10,797.32 LT<br>$(694.99) ST | $6,454.00<br>$0.00 | 3.87% |

*Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page*
*For more information about the pricing of Money Market Funds, please see the Expanded Disclosures*

# Holdings

Fiduciary Services Basic Securities Account
013-107474-054

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

| | Percentage of Assets % | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income Accrued Interest | Yield % |
|---|---|---|---|---|---|---|
| TOTAL MARKET VALUE | 100.0% | $834,808.66 | $902,655.97 | $41,577.64 LT<br>$2,718.09 ST | $28,985.68<br>$6,359.08 | 3.19% |
| TOTAL VALUE (includes accrued interest) | | | $909,015.05 | | | |

*Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash, MMF, Deposits and positions stating 'Please Provide' are not included*

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# Holdings

Select UMA Basic Securities Account 013-113848-054
THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

*This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month Please see the "Unsettled Purchases/Sales Activity" section for more information*
*The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market See "Pricing of Securities" in the Expanded Disclosures Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date*
*Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment It does not reflect changes in its price, which may fluctuate*
*Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures*
*New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Expanded Disclosures for additional information*

## CASH, DEPOSITS AND MONEY MARKET FUNDS

*Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis However, Global Currency Deposits may include both settled and unsettled positions Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available*

| Description | Value | Estimated Annual Income | 7-Day Current Yield % | Annual Percentage Yield % |
|---|---|---|---|---|
| **MS LIQUID ASSET FUND** | $24,028.40 | $2.40 | 0.010 | — |

| | Percentage of Assets % | Market Value | Estimated Annual Income / Accrued Interest |
|---|---|---|---|
| CASH, DEPOSITS AND MONEY MARKET FUNDS | 1.7% | $24,028.40 | $2.40<br>$0.00 |

*Money market funds seek to maintain a share price of $1 00, therefore the dollar amounts listed equal the number of shares Additional information concerning these transactions is available upon request For more information about the pricing of Money Market Funds, please see the Expanded Disclosures*
*The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account*

## STOCKS

### COMMON STOCKS

*Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain exchange-traded funds Please refer to "CG IAR Statuses in Investment Advisory Programs" in the quarter-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a description of these status codes All status codes represent the opinions of CG IAR and are not representations or guarantees of performance*

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| **ISHARES RUSSELL 1000 GR INDEX (IWF)** | 1/26/10 | 633.000 | $48.919 | $30,965.79 | $41,455.17 | $10,489.38 LT | | |
| | 5/6/10 | 375 000 | 49.598 | 18,599.25 | 24,558.75 | 5,959.50 LT | | |
| | 5/13/10 | 195 000 | 51 528 | 10,047 96 | 12,770 55 | 2,722 59 LT | | |
| | 6/4/10 | 784 000 | 48 610 | 38,109.85 | 51,344 16 | 13,234.31 LT | | |
| | 7/23/10 | 591.000 | 48.749 | 28,810.54 | 38,704.59 | 9,894.05 LT | | |

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[redacted]
Form 990PF, Part II, Lines 10 (a)(b) and (c)
ETF

# Holdings

Select UMA Basic Securities Account
013-113848-054

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

## STOCKS

**COMMON STOCKS** (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | 1/14/11 | 491 000 | 58 580 | 28,762 78 | 32,155.59 | 3,392 81 LT | | |
| | 4/15/11 | 7 000 | 59.930 | 419 51 | 458 43 | 38.92 LT | | |
| | 11/8/11 | 2,760 000 | 59.447 | 164,072.89 | 180,752.40 | 16,679 51 LT | | |
| | 11/9/12 | 290 000 | 63.636 | 18,454.44 | 18,992 10 | 537 66 ST | | |
| | **Total** | 6,126.000 | | 338,243.01 | **401,191.74** | 62,411.07 LT<br>537.66 ST | 6,640.58 | 1.65 |
| *Share Price· $65 490, CG IAR Status AL, Next Dividend Payable 03/2013* | | | | | | | | |
| **ISHARES RUSSELL 1000 VALUE IDX (IWD)** | 1/26/10 | 460.000 | 57.008 | 26,223 67 | 33,497.20 | 7,273 53 LT | | |
| | 5/6/10 | 335.000 | 59.601 | 19,966 34 | 24,394.70 | 4,428 36 LT | | |
| | 5/13/10 | 160.000 | 61 216 | 9,794 56 | 11,651.20 | 1,856 64 LT | | |
| | 6/4/10 | 570 000 | 56.925 | 32,447.31 | 41,507.40 | 9,060 09 LT | | |
| | 11/19/10 | 63.000 | 61.196 | 3,855.37 | 4,587.66 | 732 29 LT | | |
| | 1/14/11 | 205.000 | 66.200 | 13,571 00 | 14,928.10 | 1,357.10 LT | | |
| | 10/7/11 | 100 000 | 58 476 | 5,847 62 | 7,282.00 | 1,434 38 LT | | |
| | 11/8/11 | 1,810 000 | 63 997 | 115,833 85 | 131,804.20 | 15,970 35 LT | | |
| | **Total** | 3,703.000 | | 227,539.72 | **269,652.46** | 42,112.74 LT | 6,206.23 | 2.30 |
| *Share Price $72 820, CG IAR Status AL, Next Dividend Payable 03/2013* | | | | | | | | |
| **ISHARES RUSSELL 2000 GROWTH FD (IWO)** | 1/26/10 | 227.000 | 66.836 | 15,171.78 | 21,635 37 | 6,463 59 LT | | |
| | 5/6/10 | 20 000 | 71 385 | 1,427 69 | 1,906.20 | 478 51 LT | | |
| | 5/13/10 | 184.000 | 75.838 | 13,954.19 | 17,537.04 | 3,582 85 LT | | |
| | 7/23/10 | 123 000 | 69 740 | 8,578 02 | 11,723 13 | 3,145 11 LT | | |
| | 10/7/11 | 25 000 | 77.158 | 1,928.94 | 2,382.75 | 453.81 LT | | |
| | 11/8/11 | 420.000 | 86.798 | 36,455.16 | 40,030 20 | 3,575.04 LT | | |
| | 11/9/12 | 8 000 | 90 060 | 720 48 | 762 48 | 42.00 ST | | |
| | **Total** | 1,007 000 | | 78,236.26 | **95,977.17** | 17,698.91 LT<br>42.00 ST | 1,404.77 | 1.46 |

*Share Price $95 310, CG IAR Status· AL, Next Dividend Payable 03/2013*

CONTINUED

# Holdings

Select UMA Basic Securities Account 013-113848-054

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| **ISHARES RUSSELL 2000 VALUE FD (IWN)** | 1/26/10 | 286 000 | 57 855 | 16,546 58 | 21,595.86 | 5,049 28 LT | | |
| | 5/13/10 | 210 000 | 67 620 | 14,200 20 | 15,857 10 | 1,656 90 LT | | |
| | 4/15/11 | 3.000 | 73.490 | 220.47 | 226.53 | 6.06 LT | | |
| | 10/7/11 | 20 000 | 59 310 | 1,186.20 | 1,510 20 | 324 00 LT | | |
| | 11/8/11 | 399 000 | 66 425 | 26,503 58 | 30,128 49 | 3,624 91 LT | | |
| | **Total** | 918.000 | | 58,657.03 | **69,318.18** | 10,661 15 LT | 1,735.02 | 2.50 |
| *Share Price $75 510, CG IAR Status AL, Next Dividend Payable 03/2013* | | | | | | | | |
| **ISHARES RUSSELL MIDCAP G IN FD (IWP)** | 1/26/10 | 251.000 | 44 608 | 11,196.49 | 15,762.80 | 4,566.31 LT | | |
| | 5/6/10 | 230 000 | 45 670 | 10,504 10 | 14,444 00 | 3,939 90 LT | | |
| | 5/13/10 | 75 000 | 49.128 | 3,684.60 | 4,710.00 | 1,025 40 LT | | |
| | 7/23/10 | 165 000 | 46.230 | 7,627 95 | 10,362.00 | 2,734 05 LT | | |
| | 11/8/11 | 560.000 | 57.366 | 32,124.96 | 35,168.00 | 3,043.04 LT | | |
| | 8/24/12 | 15.000 | 60 746 | 911 19 | 942 00 | 30.81 ST | | |
| | **Total** | 1,296.000 | | 66,049.29 | **81,388.80** | 15,308.70 LT<br>30.81 ST | 1,070.50 | 1 31 |
| *Share Price $62 800, CG IAR Status AL, Next Dividend Payable 03/2013* | | | | | | | | |
| **ISHARES RUSSELL MIDCAP V IN FD (IWS)** | 5/6/10 | 579.000 | 38 502 | 22,292.83 | 29,088.96 | 6,796 13 LT | | |
| | 11/19/10 | 12 000 | 42.070 | 504 84 | 602.88 | 98.04 LT | | |
| | 10/7/11 | 10 000 | 39 870 | 398 70 | 502 40 | 103 70 LT | | |
| | 11/8/11 | 480 000 | 44.176 | 21,204.48 | 24,115 20 | 2,910 72 LT | | |
| | **Total** | 1,081 000 | | 44,400 85 | **54,309.44** | 9,908 59 LT | 1,136.13 | 2.09 |
| *Share Price $50 240; CG IAR Status AL, Next Dividend Payable 03/2013* | | | | | | | | |
| **VANGUARD MSCI EAFE ETF (VEA)** | 6/4/10 | 824.000 | 29.953 | 24,681.28 | 29,029.52 | 4,348 24 LT | | |
| | 11/8/11 | 675 000 | 33 306 | 22,481.55 | 23,780.25 | 1,298.70 LT | | |
| | 4/13/12 | 99.000 | 32 620 | 3,229 38 | 3,487.77 | 258 39 ST | | |
| | 11/9/12 | 2,369 000 | 32.700 | 77,466.30 | 83,459.87 | 5,993 57 ST | | |
| | **Total** | 3,967.000 | | 127,858 51 | **139,757.41** | 5,646 94 LT<br>6,251.96 ST | 5,474.46 | 3.91 |
| *Share Price. $35.230, CG IAR Status AL, Next Dividend Payable 03/2013* | | | | | | | | |
| **VANGUARD MSCI EMERGING MARKETS (VWO)** | 5/6/10 | 383 000 | 37 294 | 14,283.57 | 17,054 99 | 2,771 42 LT | | |
| | 5/13/10 | 791.000 | 40 526 | 32,056.07 | 35,223.23 | 3,167.16 LT | | |
| | 6/4/10 | 318 000 | 38.030 | 12,093.51 | 14,160.54 | 2,067.03 LT | | |

CONTINUED

# Holdings

Select UMA Basic Securities Account 013-113848-054

THE G&A FOUNDATION INC.
C/O MUCHNICK, GOLIEB & GOLIEB

## STOCKS

**COMMON STOCKS** (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | 1/14/11 | 124 000 | 48 265 | 5,984 86 | 5,521.72 | (463 14) LT | | |
| | 4/15/11 | 9.000 | 49.460 | 445 14 | 400.77 | (44 37) LT | | |
| | 10/7/11 | 330 000 | 37.850 | 12,490.50 | 14,694.90 | 2,204 40 LT | | |
| | 11/8/11 | 3,010 000 | 42 788 | 128,790.98 | 134,035 30 | 5,244 32 LT | | |
| | 4/13/12 | 363 000 | 42.829 | 15,546.96 | 16,164 39 | 617.43 ST | | |
| | 8/24/12 | 347.000 | 40.758 | 14,142.89 | 15,451.91 | 1,309 02 ST | | |
| | **Total** | 5,675 000 | | 235,834.48 | **252,707.75** | 14,946 82 LT<br>1,926 45 ST | 5,533.13 | 2 18 |

*Share Price $44 530, CG IAR Status AL, Next Dividend Payable 03/2013*

| | Percentage of Assets % | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / Accrued Interest | Yield % |
|---|---|---|---|---|---|---|
| STOCKS | 98.3% | $1,176,819.15 | $1,364,302.95 | $178,694.92 LT<br>$8,788.88 ST | $29,200.82<br>$0.00 | 2.14% |

| | Percentage of Assets % | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / Accrued Interest | Yield % |
|---|---|---|---|---|---|---|
| TOTAL MARKET VALUE | 100.0% | $1,176,819.15 | $1,388,331.35 | $178,694.92 LT<br>$8,788.88 ST | $29,203.22<br>$0.00 | 2.10% |

TOTAL VALUE (includes accrued interest) $1,388,331.35

*Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash, MMF, Deposits and positions stating 'Please Provide' are not included*