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

Department of the Treasury
Internal Revenue Service

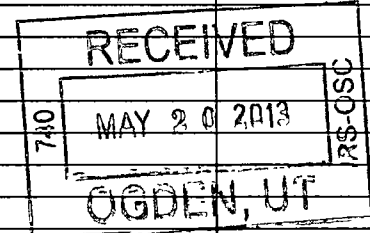
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning , **2012**, and ending , **20**

Name of foundation SILVERWEED FOUNDATION, INC.		A Employer identification number 13-3496446
Number and street (or P O box number if mail is not delivered to street address) C/O ANCHIN BLOCK & ANCHIN, LLP 1375 BROADWAY		B Telephone number (see instructions) (212) 840-3456
Room/suite		
City or town, state, and ZIP code NEW YORK, NY 10018		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Amended return <input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,021,897.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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).)				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	34.	34.		ATCH 1
4 Dividends and interest from securities	109,874.	109,874.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,507,837.			
b Gross sales price for all assets on line 6a	3,898,898.			
7 Capital gain net income (from Part IV, line 2)		1,507,837.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,617,745.	1,617,745.		
13 Compensation of officers, directors, trustees, etc	50,000.			50,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits	85,798.			85,798.
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	12,750.	6,375.		6,375.
c Other professional fees (attach schedule) *	157,036.	157,036.		
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 5	15,932.			4,072.
19 Depreciation (attach schedule) and depletion	371.			
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	1,762.	448.		1,314.
24 Total operating and administrative expenses. Add lines 13 through 23	323,649.	163,859.		147,559.
25 Contributions, gifts, grants paid	1,092,600.			1,092,600.
26 Total expenses and disbursements. Add lines 24 and 25	1,416,249.	163,859.	0	1,240,159.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	201,496.			
b Net investment income (if negative, enter -0-)		1,453,886.		
c Adjusted net income (if negative, enter -0-)				



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Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash ² non-interest-bearing				
	2	Savings and temporary cash investments	921,766.	883,226.	883,226.	
	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 schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7	5,155,741.	5,396,148.	6,138,124.	
	c	Investments - corporate bonds (attach schedule)				
	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 ▶ 9,623. Less: accumulated depreciation ▶ 9,076.	918.	547.	547.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	6,078,425.	6,279,921.	7,021,897.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	6,078,425.	6,279,921.			
31	Total liabilities and net assets/fund balances (see instructions)	6,078,425.	6,279,921.			

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	6,078,425.
2	Enter amount from Part I, line 27a	2	201,496.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,279,921.
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	6,279,921.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))	
(j) F M V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 1,507,837.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3 0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,415,725.	8,172,152.	0.173238
2010	1,519,051.	8,737,663.	0.173851
2009	1,695,361.	8,868,304.	0.191171
2008	1,654,017.	12,631,631.	0.130942
2007	2,694,958.	18,243,421.	0.147722
2 Total of line 1, column (d)			2 0.816924
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 0.163385
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 7,318,153.
5 Multiply line 4 by line 3			5 1,195,676.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 14,539.
7 Add lines 5 and 6			7 1,210,215.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 1,240,159.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	14,539.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3 Add lines 1 and 2	3	14,539.
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	14,539.
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,560.
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	11,560.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,979.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (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? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE, NY,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of ANCHIN BLOCK & ANCHIN LLP Telephone no (212) 840-3456
Located at 1375 BROADWAY NEW YORK, NY ZIP+4 10018
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No 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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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)? 1b 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? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

5a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

Table with 5 columns: (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. Row 1: ATCH 9, 50,000, 85,798, 0.

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

Table with 5 columns: (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. Row 1: NONE.

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

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		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
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	6,526,554.
b	Average of monthly cash balances	1b	902,496.
c	Fair market value of all other assets (see instructions)	1c	547.
d	Total (add lines 1a, b, and c)	1d	7,429,597.
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	7,429,597.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	111,444.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,318,153.
6	Minimum investment return. Enter 5% of line 5	6	365,908.

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	365,908.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14,539.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	14,539.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	351,369.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	351,369.
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	351,369.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,240,159.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,240,159.
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	14,539.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,225,620.

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				351,369.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007	1,815,419.			
b From 2008	1,022,435.			
c From 2009	1,251,946.			
d From 2010	1,086,648.			
e From 2011	1,012,189.			
f Total of lines 3a through e	6,188,637.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	1,240,159.			
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				351,369.
e Remaining amount distributed out of corpus	888,790.			
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	7,077,427.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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)	1,815,419.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,262,008.			
10 Analysis of line 9				
a Excess from 2008	1,022,435.			
b Excess from 2009	1,251,946.			
c Excess from 2010	1,086,648.			
d Excess from 2011	1,012,189.			
e Excess from 2012	888,790.			

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

NOT APPLICABLE

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

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

1 Information Regarding Foundation Managers:

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

DORIS FREEDMAN

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.

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE SCHEDULE ATTACHED	NONE		CHARITABLE	1,092,600.
Total				▶ 3a 1,092,600.
b Approved for future payment				
Total				▶ 3b

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' in columns (b) and (d).

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

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All rows are empty.

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: Nana P. Freedman Date: 5/10/13 Title: VP/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: PAUL GEVERTZMAN Preparer's signature: [Signature] Date: 5/7/13 Check self-employed if PTIN: P00448404 Firm's name: ANCHIN BLOCK & ANCHIN LLP Firm's EIN: 13-0436940 Firm's address: 1375 BROADWAY NEW YORK, NY 10018-7001 Phone no: 212-840-3456

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,898,898.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 2,481,126.				P	VAR 1,417,772.	VAR
		AON MERGER PROPERTY TYPE: SECURITIES				P	90,065.	
TOTAL GAIN (LOSS)							<u>1,507,837.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MONEY MARKET - UBS	34.	34.
TOTAL	<u>34.</u>	<u>34.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS - PERSHING	109,874.	109,874.
TOTAL	<u>109,874.</u>	<u>109,874.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING, TAX RETURN PREPARATION & CONSULTING FEES	12,750.	6,375.		6,375.
TOTALS	<u>12,750.</u>	<u>6,375.</u>		<u>6,375.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	157,036.	157,036.
TOTALS	<u>157,036.</u>	<u>157,036.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAX	4,072.	4,072.
FEDERAL EXCISE TAX	11,860.	
TOTALS	<u>15,932.</u>	<u>4,072.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT <u>INCOME</u>	CHARITABLE <u>PURPOSES</u>
POSTAGE	1,060.		636.
FILING FEES	404.	424.	404.
NYS DEPARTMENT OF LAW	250.		250.
BANK CHARGE	48.	24.	24.
	<u>1,762.</u>	<u>448.</u>	<u>1,314.</u>
TOTALS	<u>1,762.</u>	<u>448.</u>	<u>1,314.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PERSHING - SEE STMTS ATTACHED	5,155,741.	5,396,148.	6,138,124.
TOTALS	<u>5,155,741.</u>	<u>5,396,148.</u>	<u>6,138,124.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
KAREN FREEDMAN C/O ANCHIN BLOCK & ANCHIN, LLP 1375 BROADWAY NEW YORK, NY 10018	PRESIDENT	0	0	0
NINA P. FREEDMAN C/O ANCHIN BLOCK & ANCHIN, LLP 1375 BROADWAY NEW YORK, NY 10018	VP/TREAS 15.00	50,000.	85,798.	0
SUSAN K. FREEDMAN C/O ANCHIN BLOCK & ANCHIN, LLP 1375 BROADWAY NEW YORK, NY 10018	VP/SECY	0	0	0
GRAND TOTALS		<u>50,000.</u>	<u>85,798.</u>	<u>0</u>

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust SILVERWEED FOUNDATION, INC.	Employer identification number 13-3496446
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Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,507,837.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	1,507,837.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II <i>Caution: Read the instructions before completing this part.</i>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		1,507,837.
14	Net long-term gain or (loss):			
a	Total for year	14a		
b	Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		1,507,837.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Depreciation and Amortization (Including Information on Listed Property)

Department of the Treasury Internal Revenue Service (99)

See separate instructions.

Attach to your tax return.

Attachment Sequence No 179

Name(s) shown on return

SILVERWEED FOUNDATION, INC.

Identifying number

13-3496446

Business or activity to which this form relates

GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

Table with 5 main rows for Part I: 1 Maximum amount, 2 Total cost, 3 Threshold cost, 4 Reduction in limitation, 5 Dollar limitation, 6-13 Description of property and cost details.

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.)

Table with 3 rows for Part II: 14 Special depreciation allowance, 15 Property subject to section 168(f)(1) election, 16 Other depreciation.

Part III MACRS Depreciation (Do not include listed property) (See instructions.)

Section A

Table with 2 rows for Section A: 17 MACRS deductions for assets placed in service in tax years beginning before 2012, 18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here.

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

Table with 7 columns: (a) Classification of property, (b) Month and year placed in service, (c) Basis for depreciation, (d) Recovery period, (e) Convention, (f) Method, (g) Depreciation deduction. Rows include 19a-f (3-25 year property), h (Residential rental), i (Nonresidential real).

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

Table with 6 columns: 20a Class life, 20b 12-year, 20c 40-year, (d) Recovery period, (e) Convention, (f) Method, (g) Depreciation deduction.

Part IV Summary (See instructions.)

Table with 3 rows for Part IV: 21 Listed property, 22 Total, 23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs.

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No
(a) Type of property (list vehicles first) (b) Date placed in service (c) Business/investment use percentage (d) Cost or other basis (e) Basis for depreciation (business/investment use only) (f) Recovery period (g) Method/Convention (h) Depreciation deduction (i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) 25
26 Property used more than 50% in a qualified business use
27 Property used 50% or less in a qualified business use
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 28
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles)
31 Total commuting miles driven during the year
32 Total other personal (noncommuting) miles driven
33 Total miles driven during the year Add lines 30 through 32
34 Was the vehicle available for personal use during off-duty hours?
35 Was the vehicle used primarily by a more than 5% owner or related person?
36 Is another vehicle available for personal use?
(a) Vehicle 1 (b) Vehicle 2 (c) Vehicle 3 (d) Vehicle 4 (e) Vehicle 5 (f) Vehicle 6

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.
39 Do you treat all use of vehicles by employees as personal use?
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs (b) Date amortization begins (c) Amortizable amount (d) Code section (e) Amortization period or percentage (f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)
43 Amortization of costs that began before your 2012 tax year 43
44 Total. Add amounts in column (f) See the instructions for where to report 44

2012 Contribution Schedule
December 31, 2012

Donee	Amount
AJC West Film Festival	1,000.00
Albright College Freedman Gallery	10,000.00
American Jewish Committee	2,500.00
American Jewish World Service	5,000.00
American Technion Society	5,000.00
Art Table	7,500.00
Big Apple Circus	45,000.00
Bronx Baseball Dreams Inc	2,500.00
Brown University	130,000.00
City Parks Foundation	35,000.00
DOROT	5,000.00
Ethical Culture Fieldston School	100,000.00
Facing History	3,600.00
Hebrew Free Burial Association	1,000.00
Jewish Community Center in Manhattan	5,000.00
Katonah Museum of Art	2,500.00
Kenyon College	50,000.00
Lincoln Center Theater	7,500.00
Manhattan Theater Company	7,500.00
Mayor's Fund to Advance NYC	35,000.00
Meserve Kunhardt Foundation	6,500.00
Met Council of Jewish Poverty	7,500.00
Municipal Art Society of New York	12,500.00
New Yorkers Against Gun Violence	1,000.00
NYU School of Law	50,000.00
Phipps House	10,000.00
Prep for Prep	1,000.00
Public Art Fund	100,000.00
Ramapo for Children	30,000.00
Recess Inc	37,500.00
Riverdale Mental Health	1,000.00
Robin Hood	7,500.00
The Nature Conservancy	2,500.00
The Summer Camp	2,500.00
The Sylvia Center	50,000.00
UJA Federation	7,500.00
Wesleyan University	200,000.00
WNET	100,000.00
WNYC Radio	5,000.00
	<u>1,092,600.00</u>

Additional Information

Buy Date: 12/31/09
 Securities Bought and Sold: \$1,159,750.01

Summary of Gains and Losses

	Realized	Unrealized
Short-Term Gain/Loss	1,023.19	8,653.46
Long-Term Gain/Loss	3,163,642.21	1,409,106.78
Net Gain/Loss	3,173,871.40	1,417,760.24

This summary excludes transactions whose cost basis information is not available.

Client Service Information

Your Investment Advisor: CH
 CHEFTAIN CAPITAL MANAGEMENT, INC
 510 MADISON AVE
 NEW YORK, NY 10022-7250
 Telephone Number: (212) 628-6100
 Fax Number: (212) 628-6150

Default Tax Lot Disposition Method for Mutual Funds: FIRST IN FIRST OUT.
 Default Tax Lot Disposition Method for Stocks in a Dividend Reinvestment Plan: FIRST IN FIRST OUT.
 Default Tax Lot Disposition Method for All Other Securities: FIRST IN FIRST OUT.

Portfolio Holdings

Quantity	Acquisition Date	Account Number	Activity	Opening Balance	Closing Balance	Annual Income	20-Day Yield	Annual Yield	Estimated Annual Return
Cash, Money Funds, and Bank Deposits 6.09% of Portfolio									
Money Market									
DREXELUS TREAS FUND ADMN SH	12/01/12	0000000537	12/31/12	635,249.71	547,785.05	0.00	0.40	0.00%	0.00%
Total Money Market				\$635,249.71	\$547,785.05	\$0.00	\$0.40		
Total Cash, Money Funds, and Bank Deposits									
				\$635,249.71	\$547,785.05	\$0.00	\$0.40		

Quantity	Acquisition Date	Sub. Code	Cost Basis	Market Price	Market Value	Estimated Annual Yield	Estimated Annual Return
Equities 92.00% of Portfolio							
Common Stocks							
Security Modifier: AON							
AGN PLC SIS CL A	10/14/10	49.0000	147,103.46	156,030.00	19,926.54	13.54%	13.54%
SINACB0085810407	10/15/10	49.0000	117,546.60	131,186.95	13,640.35	11.61%	11.61%
CLSP: CD408/102	10/18/10	49.0000	99,632.40	112,888.30	13,255.90	13.30%	13.30%
Dividend Option Cash	10/19/10	49.0000	41,413.24	4,726.85	555.05	1.34%	1.34%
3,000,000					19,926.54		
2,395,000					13,640.35		
2,030,000					13,255.90		
85,000					555.05		

Pershing Advisor Solutions, a BNY Mellon company
 One Pershing Plaza, Jersey City, NJ 07399
 (877) 870-7230
 Member FINRA, SIPC

Investment Account Statement

Statement Period: 12/31/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Yield
Equities (continued)							
Common Stocks (continued)							
AMN PLC SRS Cl. A (continued)							
7,379.000				47,631.14	68,000.00		6.71%
7,379.000				47,631.14	68,000.00		6.71%
Total Measured							
			26,848,472				
Security Identifier: CCK							
COMMON HOLDINGS INC CORP							
CUSIP: 228368106							
Dividend Option: Cash							
4,470.000	06/24/10	24.9780	91,115.72	34,810.00	164,540.70	52,000.00	1.93%
2,010.000	06/25/10	24.9080	50,055.28	34,810.00	73,988.10	21,972.02	1.93%
2,275.000	06/28/10	24.9110	56,673.44	34,810.00	88,742.75	27,089.31	1.93%
3,615.000	07/19/10	25.7540	93,026.77	34,810.00	133,086.15	40,039.39	1.93%
990.000	08/11/10	21.1940	20,911.66	34,810.00	34,441.90	8,330.24	1.93%
1,485.000	08/16/10	27.8900	41,401.65	34,810.00	54,662.85	13,261.20	1.93%
285.000	10/18/10	29.9000	8,521.50	34,810.00	10,480.05	1,968.15	1.93%
15,130.000			500,200.00		500,200.00	167,025.00	
15,130.000			500,200.00		500,200.00	167,025.00	
Total Measured							
			600,000.00		600,000.00	167,025.00	6.00%
BLUM & MARSHBREEK CORP DEL NEW CORP							
CUSIP: 26483E108							
Dividend Option: Cash							
1,515.000	12/02/11	70.2580	107,164.74	70,650.00	119,150.25	11,000.01	1.93%
620.000	12/05/11	72.3380	44,849.69	70,650.00	48,761.00	3,918.32	1.93%
835.000	12/06/11	71.3190	59,351.11	70,650.00	65,672.25	6,121.64	1.93%
480.000	12/07/11	71.1980	34,175.47	70,650.00	57,752.00	5,576.53	1.93%
625.000	12/08/11	70.7520	44,223.13	70,650.00	49,156.25	4,933.12	1.93%
390.000	12/12/11	71.1620	27,641.57	70,650.00	29,887.00	2,245.63	1.93%
700.000	12/13/11	71.4400	50,008.14	70,650.00	55,055.00	5,046.86	1.93%
850.000	12/18/11	70.5370	60,041.71	70,650.00	60,052.50	9,910.79	1.93%
6,085.000			427,888.59		427,888.59	45,333.98	
315.000	01/10/12	77.2080	24,320.83	70,650.00	34,774.75	4,512.12	1.93%
595.000	02/12/12	80.6880	47,840.79	70,650.00	44,798.75	6,435.85	1.93%
90.000	04/10/12	80.9200	7,202.80	70,650.00	7,070.50	204.30	1.93%
180.000	05/10/12	65.0380	11,708.08	70,650.00	14,157.00	2,378.12	1.93%
Total Measured							
			1,177,808.00		1,177,808.00	237,812.00	2.01%

Portfolio Holdings (continued)

Security	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Estimated Cash Flow	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
DUN & BRADSTREET CORP DEL NEW COM (continued)								
685,000	05/11/12	56,5390	46,244.61	78.6500	58,661.72	847.14	1,056.40	1.93%
150,000	05/14/12	66,8340	10,025.13	78.6500	11,797.50	1,773.37	278.00	1.93%
225,000	05/17/12	67,6160	15,213.62	78.6500	17,686.25	2,460.63	342.00	1.93%
100,000	06/04/12	78,6040	7,869.44	78.6500	7,865.08	4.56	152.80	1.93%
			152 day(s) added to your holding period as a result of a wash sale					
170,000	06/04/12	78,8620	13,410.01	78.6500	13,370.50	38.51	258.40	1.93%
			153 day(s) added to your holding period as a result of a wash sale					
175,000	06/04/12	78,4720	13,732.67	78.6500	13,763.75	31.08	266.00	1.93%
			125 day(s) added to your holding period as a result of a wash sale					
2,085,000	Total Covered		187,298.79		217,291.75	14,491.96	4,086.49	
8,780,000	Total		889,498.14		989,683.86	63,983.92	113,374.08	
LABORATORY CORP AMER HLDGS COM NEW								
CLSP: 505408405								
Dividend Option: Cash								
5,745,000	10/29/02	18,9360	9114,535.19	86.6200	487,631.90	383,095.71		
5,745,000	Total Measured		114,535.19		487,631.90	383,095.71		
905,000	10/17/12	90,3340	81,752.72	86.6200	78,391.10	3,361.62		
660,000	11/19/12	83,0500	54,913.13	86.6200	57,169.20	2,356.07		
1,565,000	Total Covered		138,665.85		135,550.30	1,098.55		
7,310,000	Total		1281,101.04		1,323,182.20	1,481,646.26		
LOCKHEED MARTIN CORP COM								
CLSP: 519830109								
Dividend Option: Cash								
675,000	04/09/09	73,1860	369,400.82	92.2900	62,285.75	12,884.93	3,105.00	4.98%
165	04/13/09	73,5670	12,738.52	92.2900	122,745.70	24,901.59	6,118.00	4.98%
625,000	04/14/09	73,1620	385,726.31	92.2900	57,691.25	11,394.94	2,875.00	4.98%
680,000	10/01/10	70,5940	249,710.07	92.2900	63,686.10	14,978.03	3,174.00	4.98%
1,320,000	Total Covered		1,057,975.72		388,468.80	64,771.49	15,372.00	
1,320,000	Total		1,057,975.72		388,468.80	64,771.49	15,372.00	
MOTOROLA SOLUTIONS INC COM NEW								
CLSP: 620076307								
Dividend Option: Cash								
480,000	07/17/12	45,5690	22,328.57	55.6800	27,283.20	4,954.63	509.60	1.86%
820,000	07/18/12	46,5630	38,181.74	55.6800	46,657.60	7,475.86	452.80	1.86%
435,000	07/19/12	47,5630	20,680.04	55.6800	24,220.80	3,530.78	452.80	1.86%
4,215,000	07/20/12	46,6070	196,446.82	55.6800	234,691.20	38,244.39	4,303.60	1.86%
1,140,000	07/23/12	45,8100	52,223.86	55.6800	63,675.20	11,251.35	7,185.60	1.86%



Clearing through Purchasing U.S. Treasury of The Bank of New York Multiple Corporation

Pershing Advisor Solutions, a BNY Mellon company
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Investment Account Statement

Charles Schwab Investment Inc.

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)							
Common Stocks (continued)							
INTEGRAL SOLUTIONS-BIC COM NEW (continued)							
330,000	07/24/12	55.9800	18,493.80	79,480.00	3,533.00	364.00	1.85%
225,000	09/27/12	80.1670	18,132.62	17,528.00	-1,965.38	234.00	1.86%
109,000	09/28/12	30.5490	3,334.92	5,398.00	333.08	104.00	1.87%
1,060,000	10/03/12	50.0300	53,031.80	59,000.00	5,968.00	1,102.40	1.86%
175,000	10/15/12	50.1780	8,781.20	9,744.00	962.80	102.00	1.86%
1,335,000	10/19/12	50.4170	67,305.70	74,332.80	7,027.10	1,368.40	1.86%
1,260,000	10/31/12	51.5110	64,903.48	70,156.80	5,253.32	1,310.40	1.86%
11,485,000	Total	588,218.78	888,108.48	848,948.68	84,948.68	12,088.20	
11,485,000	Total	588,218.78	888,108.48	848,948.68	84,948.68	12,088.20	
TEMPLE-INVEST MGMT-BNY COM							
CLSP: 80020U101							
Dividend Option: Cash							
1,965,000	12/17/10	39.3110	77,280.70	81,877.85	3,603.85		
2,130,000	12/20/10	39.4880	84,109.87	67,073.70	-17,036.17		
2,480,000	12/21/10	39.9550	99,087.41	70,095.20	-28,992.21		
430,000	12/22/10	39.8070	17,112.14	13,540.70	-3,571.44		
1,650,000	12/22/10	39.8070	65,682.05	51,950.50	-13,731.55		
400,000	12/23/10	39.5180	15,817.36	12,595.00	-3,222.36		
325,000	12/27/10	39.8970	12,968.49	10,294.24	-2,674.25		
1,420,000	12/28/10	40.0490	56,899.86	44,716.80	-12,183.06		
285,000	12/29/10	40.7430	11,613.18	34,718.65	23,105.47		
345,000	01/14/11	41.3980	14,282.28	10,984.00	-3,298.28		
1,435,000	01/19/11	40.9200	58,718.77	45,188.15	-13,530.62		
275,000	01/20/11	42.9250	11,804.90	8,598.75	-3,206.15		
615,000	02/04/11	45.5750	28,091.02	19,566.15	-8,524.87		
14,355,000	Total	571,742.85	888,108.48	848,948.68	84,948.68		
4,115,000	04/20/12	66.2310	272,539.33	129,591.33	-142,948.00		
1,415,000	04/24/12	61.3620	86,686.30	44,598.15	-42,088.15		
1,500,000	06/20/12	58.0120	87,018.00	67,235.00	-19,783.00		
1,540,000	06/27/12	47.3690	72,953.80	48,494.60	-24,459.20		

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
TEMPUR-PEDIC BNTL INC COM (continued)								
2,185,000	05/08/12	47,1270	102,972.93	31.4900	68,805.65	-34,167.28		
2,185,000	04/01/12	43,0990	94,603.18	31.4900	68,120.55	-25,482.63		
2,905,000	10/01/12	30,4660	88,503.73	31.4900	91,479.45	2,975.72		
1,970,000	10/02/12	30,8880	60,849.95	31.4900	62,035.30	1,185.35		
1,500,000	10/09/12	31,5760	47,289.60	31.4900	47,235.00	-54.60		
1,015,000	11/29/12	24,6540	57,023.51	31.4900	31,962.35	-25,061.16		
1,515,000	11/21/12	25,0580	37,963.32	31.4900	47,702.35	9,744.03		
255,000	11/23/12	25,9140	6,608.02	31.4900	8,029.96	1,421.94		
22,118,000	Total Covered		685,121.67		686,243.91	-208,877.76		
34,365,000	Total		\$1,558,864.39		\$1,145,133.66	-\$411,730.73	\$9.08	
TIME WARNER CABLE INC COM								
CUSIP: 887321Z07								
Dividend Option: Cash								
2,460,000	01/27/10	44,4170	3109,265.08	97.1900	239,087.40	129,822.32	5,510.40	2.30%
2,245,000	01/29/10	44,3180	299,494.36	97.1900	218,191.55	-118,697.19	5,028.80	2.30%
1,540,000	02/09/10	45,0170	3,189,325.67	97.1900	149,672.60	-80,346.23	3,449.60	2.30%
6,245,000	Total Uncovered		279,885.31		606,851.55	328,966.24	13,988.80	
6,245,000	Total		\$279,885.31		\$606,851.55	\$328,966.24	\$13,988.80	
INTERHEALTH GROUP INC COM								
CUSIP: 91324P102								
Dividend Option: Cash								
1,040,000	12/21/12	54,8480	57,041.71	54.2400	56,409.60	-632.11	864.00	1.56%
1,415,000	12/26/12	54,3710	76,952.25	54.2400	76,739.61	-212.64	1,202.75	1.56%
2,455,000	Total Covered		133,993.96		133,149.21	-842.75	2,066.75	
2,455,000	Total		\$133,993.96		\$133,149.21	-\$842.75	\$2,066.75	
WESTERN UN CO COM								
CUSIP: 659802109								
Dividend Option: Cash								
8,565,000	09/27/11	16,0080	137,112.80	13.6100	116,989.65	-20,123.15	4,282.50	3.67%
8,575,000	09/28/11	16,0630	137,910.01	13.6100	116,705.75	-21,204.26	4,287.50	3.67%
2,870,000	09/29/11	15,5130	44,523.46	13.6100	39,092.70	-5,430.76	1,435.00	3.67%
5,370,000	10/03/11	15,0870	81,019.34	13.6100	73,085.70	-7,933.64	2,685.00	3.67%
4,735,000	10/07/11	15,9990	75,472.11	13.6100	64,443.35	-11,028.76	2,367.50	3.67%
4,235,000	10/17/11	16,6280	70,420.48	13.6100	57,639.35	-12,781.08	2,117.50	3.67%
2,295,000	10/25/11	17,3910	39,889.39	13.6100	31,234.95	-8,654.44	1,147.50	3.67%
38,645,000	Total Uncovered		596,297.56		608,739.45	-87,441.89	19,322.00	
1,230,000	07/11/12	17,8260	21,925.82	13.6100	16,740.30	-5,185.52	-615.00	3.67%

Pershing Advisor Solutions, a BNY Mellon company
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Investment Account Statement

Statement Period: 12/01/2012 - 12/31/2012

Charles Capital Management, Inc.

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Return	Yield
Equities (continued)								
Common Stocks (continued)								
WESTERN UN CD CORP (continued)								
1,725,000	07/12/12	17,5190	30,219,89	15,6180	23,477,35	-6,742,53	-16,72,50	3,67%
1,045,000	07/13/12	17,3910	18,163,54	13,6189	14,222,45	-3,941,09	-5,22,50	3,67%
280,000	07/12/12	16,4440	4,604,29	13,6100	3,810,80	-793,49	1,40,00	3,67%
9,765,000	10/31/12	13,2810	116,406,21	13,6100	119,281,65	2,875,44	4,303,50	3,67%
7,110,000	11/01/12	12,3230	87,514,40	13,6100	96,767,10	9,252,70	3,553,08	3,67%
17,285,000	11/07/12	12,5190	216,396,10	13,6100	235,248,85	18,852,75	8,642,50	3,67%
37,449,000	Total Common		688,338,34		698,338,34	10,000,00	18,729,88	
74,065,000	Total		11,091,671,78		11,091,336,65	-355,335,13	187,842,88	
Total Common Stocks								
			5,376,147,74		5,376,147,74		588,185,64	
Total Equities								
			5,376,147,74		5,376,147,74		588,185,64	