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

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
DAVID & SHEILA CORNSTEIN FOUNDATION
C/O TROUTMAN SANDERS LLP

A Employer identification number
13-3519327

Number and street (or P O box number if mail is not delivered to street address) Room/suite
405 LEXINGTON AVENUE

B Telephone number (see instructions)
(212) 632-3787

City or town, state, and ZIP code
NEW YORK, NY 101740208

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, col. (c), line 16)* ▶$ 368,243

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 (attach schedule)	111,680			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	3,085	3,085		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	4,103			
	b	Gross sales price for all assets on line 6a 150,347				
	7	Capital gain net income (from Part IV, line 2)		4,103		
	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)	5	5		
	12	**Total.** Add lines 1 through 11	118,873	7,193		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,250	1,625		1,625
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	34	0		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,187	918		269
	24	**Total operating and administrative expenses.** Add lines 13 through 23	4,471	2,543		1,894
	25	Contributions, gifts, grants paid	57,275			57,275
	26	**Total expenses and disbursements.** Add lines 24 and 25	61,746	2,543		59,169
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	57,127			
	b	**Net investment income** (if negative, enter -0-)		4,650		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	29,605	18,811	18,811
2	Savings and temporary cash investments	15,376	7,713	7,713
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 page 15 of the 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			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	176,521	239,388	255,371
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)	69,552	84,006	86,348
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	1,737	0	0
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	292,791	349,918	368,243
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** ▶ ☐ **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.**			
27	Capital stock, trust principal, or current funds	0	0	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	292,791	349,918	
30	**Total net assets or fund balances** (see page 17 of the instructions)	292,791	349,918	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	292,791	349,918	

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	292,791
2	Enter amount from Part I, line 27a	2	57,127
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	349,918
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	349,918

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	4,103
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 page 18 of 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	57,650	218,597	0 263727
2010	81,771	180,154	0 453895
2009	71,720	169,045	0 424266
2008	112,183	268,653	0 417576
2007	108,254	358,380	0 302065

2	**Total** of line 1, column (d).	2	1 861529
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 372306
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	312,791
5	Multiply line 4 by line 3.	5	116,454
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	47
7	Add lines 5 and 6.	7	116,501
8	Enter qualifying distributions from Part XII, line 4.	8	59,169

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 page 18 of the instructions)**

1a	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 instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	93
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	93
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	93
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	888		
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	888
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	795
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 795	**Refunded** ▶		11	0

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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? *If "No," attach explanation*	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Yes	

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶CBIZ MHM LLC Telephone no ▶(212) 790-5700

Located at ▶1065 AVENUE OF AMERICAS 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 ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 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		No

See 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.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 page 20 of the instructions)?	1b		
	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		No
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 ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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		
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____			
3a	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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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
DAVID CORNSTEIN 700 PARK AVENUE APT 17A NEW YORK, NY 10018	TRUSTEE 0 50	0	0	0
SHEILA CORNSTEIN 700 PARK AVENUE APT 17A NEW YORK, NY 10018	TRUSTEE 0 50	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
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	
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 page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	279,209
b	Average of monthly cash balances	1b	38,345
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	317,554
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	317,554
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,763
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	312,791
6	**Minimum investment return.** Enter 5% of line 5	6	15,640

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	15,640
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 93		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	93
3	Distributable amount before adjustments Subtract line 2c from line 1	3	15,547
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	15,547
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	15,547

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	59,169
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	59,169
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	59,169

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					15,547
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___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	92,197				
b From 2008.	98,814				
c From 2009.	63,268				
d From 2010.	72,781				
e From 2011.	46,751				
f **Total** of lines 3a through e.		373,811			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 59,169					
a Applied to 2011, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2012 distributable amount.					15,547
e Remaining amount distributed out of corpus		43,622			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		417,433			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					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)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		92,197			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		325,236			
10 Analysis of line 9					
a Excess from 2008. . . .	98,814				
b Excess from 2009. . . .	63,268				
c Excess from 2010. . . .	72,781				
d Excess from 2011. . . .	46,751				
e Excess from 2012. . . .	43,622				

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

1a 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 organization 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**
2a 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 organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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 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 Additional Data Table				
Total . . . . ▶ **3a**				57,275
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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. . . .			18	3,085	
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.			14	5	
8 Gain or (loss) from sales of assets other than inventory			18	4,103	
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). .		0		7,193	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 7,193

(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	**1a(1)**		**No**
	(2) Other assets	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		**No**
	(4) Reimbursement arrangements	**1b(4)**		**No**
	(5) Loans or loan guarantees	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		**No**

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

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee | 2013-05-10 Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
KENNETH R NOLAN	KENNETH R NOLAN			P01256016
Firm's name ▶	CBIZ MHM LLC		Firm's EIN ▶ 34-1883473	
Firm's address ▶	1065 AVENUE OF THE AMERICAS NEW YORK, NY 10018		Phone no (212) 790-5700	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
THRU MS#5922D- SCH #1	P	2012-01-10	2012-05-21
THRU MS#5922D- SCH #1	P	2010-10-25	2012-03-02
THRU MS#135130-SCH #2	P	2012-02-16	2012-12-28
THRU MS#135130-SCH #2	P	2011-10-28	2012-08-22
THRU MS#135130-SCH #2	P	2011-02-08	2012-08-22
WASH SALE LOSS DISALLOWED	P	2010-02-05	2012-02-28
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
102,056		99,293	2,763
3,779		3,168	611
32,765		31,996	769
2,704		2,616	88
8,637		9,171	-534
121			121
285			285

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			2,763
			611
			769
			88
			-534
			121
			285

Form 990PF Part XV Line 1a - 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).

DAVID CORNSTEIN
SHEILA CORNSTEIN

Form 990PF Part XV Line 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*				
AMERICAN JEWISH COMMITTEE 165 EAST 56TH STREET NEW YORK, NY 10022	NONE	EXEMPT	CHARITABLE CONTRIBUTION	500
ALBERT EINSTEIN COLLEGE OF MEDICINE 500 W 185TH STREET NEW YORK, NY 10033	NONE	EXEMPT	CHARITABLE CONTRIBUTION	1,125
AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 FIFTH AVE 2540 NEW YORK, NY 10110	NONE	EXEMPT	CHARITABLE CONTRIBUTION	1,000
BALLET THEATRE INC 890 BROADWAY NEW YORK, NY 10022	NONE	EXEMPT	CHARITABLE CONTRIBUTION	250
BREAST CANCER REASEARCH FOUNDATION 60 EAST 56TH STREET NEW YORK, NY 10022	NONE	EXEMPT	CHARITABLE CONTRIBUTION	2,500
BRIGHAM & WOMENS HOSPITAL 75 FRANCIS STREET BOSTON, MA 02115	NONE	EXEMPT	CHARITABLE CONTRIBUTION	2,000
CENTRAL PARK CONSERVANCY 14 E60TH STREET NEW YORK, NY 10022	NONE	EXEMPT	CHARITABLE CONTRIBUTION	300
CITY OF HOPE 1500 EAST DUARTE ROAD DUARTE, CA 91010	NONE	EXEMPT	CHARITABLE CONTRIBUTION	350
CROHN'S & COLITIS FOUNDATION OF AMERICA 386 PARK AVE SOUTH NEW YORK, NY 10016	NONE	EXEMPT	CHARITABLE CONTRIBUTION	500
FEGS 315 HUDSON STREET NEW YORK, NY 10013	NONE	EXEMPT	CHARITABLE CONTRIBUTION	1,000
FOOD ALLERGY INITIATIVE 1414 AVE OF THE AMERICAS NEW YORK, NY 10019	NONE	EXEMPT	CHARITABLE CONTRIBUTION	2,000
FRIENDS OF MORSE LIFE 4847 FRED GLADSTONE DRIVE WEST PALM BEACH, FL 33417	NONE	EXEMPT	CHARITABLE CONTRIBUTION	500
FUND FOR PARK AVENUE 445 PARK AVESTE 1000 NEW YORK, NY 10022	NONE	EXEMPT	CHARITABLE CONTRIBUTION	500
HORACE MANN SCHOOL 231 WEST 246TH STREET BRONX, NY 10471	NONE	EXEMPT	CHARITABLE CONTRIBUTION	5,150
ISRAEL CANCER ASSOCIATION 525 S FLAGLER DR202 WEST PALM BEACH, FL 33401	NONE	EXEMPT	CHARITABLE CONTRIBUTION	500

Form 990PF Part XV Line 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*				
KENNY GORDON FOUNDATION 400 EAST 56TH STREET NEW YORK,NY 10022	NONE	EXEMPT	CHARITABLE CONTRIBUTION	2,000
KIDS FOR KIDS 500 FIFTH AVE 2540 NEW YORK,NY 10018	NONE	EXEMPT	CHARITABLE CONTRIBUTION	100
LAFAYETTE COLLEGE 307 MARKLE HALL EASTON,PA 18042	NONE	EXEMPT	CHARITABLE CONTRIBUTION	1,000
LINCOLN CENTER 10 LINCOLN CENTER PLAZA NEW YORK,NY 10023	NONE	EXEMPT	CHARITABLE CONTRIBUTION	500
LUNG CANCER RESEARCH FOUNDATION 845 3RD AVE 6TH FL NEW YORK,NY 10022	NONE	EXEMPT	CHARITABLE CONTRIBUTION	1,500
MT SINAI BREAST HEALTH RESOURCE PROGRAM 1 GUSTAVE L LEVY PL NEW YORK,NY 10029	NONE	EXEMPT	CHARITABLE CONTRIBUTION	500
NEW YORK LAW SCHOOL 185 WEST BROADWAY NEW YORK,NY 10013	NONE	EXEMPT	CHARITABLE CONTRIBUTION	3,000
PARK EAST SYNAGOGUE 163 EAST 67TH STREET NEW YORK,NY 10065	NONE	EXEMPT	CHARITABLE CONTRIBUTION	12,850
PLAY FOR PINK 175 EAST 74TH STREET 17-B NEW YORK,NY 10021	NONE	EXEMPT	CHARITABLE CONTRIBUTION	500
SOUTHAMPTON VOLUNTEER FIREMAN'S BENEVOLENT PO BOX 499 SOUTHHAMPTON,NY 11969	NONE	EXEMPT	CHARITABLE CONTRIBUTION	250
SOUTHHAMPTON VILLAGE PBA 168 OLD COUNTRY RD SPEONK,NY 11972	NONE	EXEMPT	CHARITABLE CONTRIBUTION	500
STANTHONY FUND 150 GOLDEN GATE AVENUE SAN FRANCISCO,CA 94102	NONE	EXEMPT	CHARITABLE CONTRIBUTION	250
THE CHEMOTHERAPY FOUNDATION 183 MADISON AVENUE NEW YORK,NY 10016	NONE	EXEMPT	CHARITABLE CONTRIBUTION	2,500
THE FRIARS FOUNDATION 57 EAST 55TH STREET NEW YORK,NY 10022	NONE	EXEMPT	CHARITABLE CONTRIBUTION	6,000
THE LIFE 4 LIFE FOUNDATION 9850 SOUTH 300 WEST SANDY,UT 84070	NONE	EXEMPT	CHARITABLE CONTRIBUTION	500

Form 990PF Part XV Line 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*				
THE SAM FUND 101 FEDERAL STR BOSTON,MA 02110	NONE	EXEMPT	CHARITABLE CONTRIBUTION	500
THIRTEEN 825 EIGHTH AVE NEW YORK,NY 10019	NONE	EXEMPT	CHARITABLE CONTRIBUTION	150
UJA FEDERATION OF NEW YORK 130 EAST 59TH STR NEW YORK,NY 10022	NONE	EXEMPT	CHARITABLE CONTRIBUTION	5,000
UPPER EAST SIDE HATZOLAH 125 E 85TH STR NEW YORK,NY 10028	NONE	EXEMPT	CHARITABLE CONTRIBUTION	500
YOUNG WOMENS LEADERSHIP 2641 S CALUMET AVE CHICAGO,IL 60616	NONE	EXEMPT	CHARITABLE CONTRIBUTION	1,000
Total . . . . ▶ **3a**				57,275

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491134022533

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
DAVID & SHEILA CORNSTEIN FOUNDATION C/O TROUTMAN SANDERS LLP	13-3519327

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
DAVID & SHEILA CORNSTEIN FOUNDATION
C/O TROUTMAN SANDERS LLP

Employer identification number
13-3519327

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVID CORNSTEIN 700 PARK AVENUE APT 17A NEW YORK, NY 10018	$ 50,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	DAVID CORNSTEIN 700 PARK AVENUE APT 17A NEW YORK, NY 10018	$ 61,680	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
DAVID & SHEILA CORNSTEIN FOUNDATION
C/O TROUTMAN SANDERS LLP

Employer identification number
13-3519327

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	1,500 SHRS LOEWS CORP	$ 61,680	2012-12-13

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
DAVID & SHEILA CORNSTEIN FOUNDATION
C/O TROUTMAN SANDERS LLP

Employer identification number
13-3519327

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule

Name: DAVID & SHEILA CORNSTEIN FOUNDATION
C/O TROUTMAN SANDERS LLP

EIN: 13-3519327

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CBIZ	3,250	1,625		1,625

TY 2012 Investments Corporate Stock Schedule

Name: DAVID & SHEILA CORNSTEIN FOUNDATION
C/O TROUTMAN SANDERS LLP

EIN: 13-3519327

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCKS-MS A/C #33618	0	0
STOCKS-MS A/C#119916	239,388	255,371

TY 2012 Investments - Other Schedule

Name: DAVID & SHEILA CORNSTEIN FOUNDATION
C/O TROUTMAN SANDERS LLP

EIN: 13-3519327

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENTS THRU MS A/C#5922D-14	AT COST	0	0
INVESTMENTS THRU MS A/C#135130	AT COST	84,006	86,348

TY 2012 Other Assets Schedule

Name: DAVID & SHEILA CORNSTEIN FOUNDATION
C/O TROUTMAN SANDERS LLP

EIN: 13-3519327

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OTHER RECEIVABLE	1,737		

TY 2012 Other Expenses Schedule

Name: DAVID & SHEILA CORNSTEIN FOUNDATION
C/O TROUTMAN SANDERS LLP

EIN: 13-3519327

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	918	918		0
BANK CHARGES	39	0		39
NEW YORK LAW JOURNAL	100	0		100
STATE FILING FEES	130	0		130

TY 2012 Other Income Schedule

Name: DAVID & SHEILA CORNSTEIN FOUNDATION
C/O TROUTMAN SANDERS LLP

EIN: 13-3519327

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
REBATE CREDIT	5	5	5

TY 2012 Substantial Contributors Schedule

Name: DAVID & SHEILA CORNSTEIN FOUNDATION
C/O TROUTMAN SANDERS LLP

EIN: 13-3519327

Name	Address
DAVID CORNSTEIN	700 PARK AVENUE APT 17A NEW YORK, NY 10018

TY 2012 Taxes Schedule

Name: DAVID & SHEILA CORNSTEIN FOUNDATION
C/O TROUTMAN SANDERS LLP

EIN: 13-3519327

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	34	0		0

DAVID & SHEILA CORNSTEIN
Account Number 232-5922D-14 444

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	31	DOUBLELINE TOTAL RETURN FUND CL I CONFIRM #007066853 MorganStanley SmithBarney LLC	04/12/11	01/10/12	$ 342 55	$ 340.07		$ 2 48
125000050	49 477	DOUBLELINE EMERGING MARKETS FIXED INCOME FD CL I CONFIRM #007005683 MorganStanley SmithBarney LLC	10/10/11	02/10/12	520.50	495 27		25 23
125000060	34.742	DOUBLELINE EMERGING MARKETS FIXED INCOME FD CL I CONFIRM #007006157 MorganStanley SmithBarney LLC	10/10/11	03/02/12	371.04	347.76		23 28
125000070	.696 35.151	DOUBLELINE EMERGING MARKETS FIXED INCOME FD CL I CONFIRM #007006893 MorganStanley SmithBarney LLC	10/10/11 10/28/11	04/26/12	7 48 377.52	6.97 367 33		51 10 19
125000080	576 58	POLEN GROWTH FUND CL I CONFIRM #000619743 MorganStanley SmithBarney LLC acted as your agent	01/10/12	06/14/12	7,345 63	7,115 00		230.63

001031 CISYAXV4 004579 000000

Morgan Stanley

Ref. 00001030 00007398

2012 Year End Summary

DAVID & SHEILA CORNSTEIN
Account Number 232-5922D-14 444

Details of Short Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000090	40	ISHARES BARCLAYS 20+ YEAR TREASURY BOND FD MorganStanley SmithBarney LLC acted as your agent	03/22/12	04/11/12	$ 4,623.65	$ 4,483.72		$ 139 93
125000100	10	ISHARES TR S&P MIDCAP 400 INDEX FD MorganStanley SmithBarney LLC acted as your agent	01/30/12	04/09/12	969.90	935 99		33 91
125000110	70	ISHARES TRUST US ENERGY SEC	11/01/11	01/10/12	2,874 91	2,687.77		187 14
	60	MorganStanley SmithBarney LLC acted as your agent in this transaction	11/09/11		2,464.20	2,397 56		66 64
125000120	15	ISHARES TR S&P SM CAP 600 INDX FUND MorganStanley SmithBarney LLC acted as your agent	01/06/12	04/09/12	1,110.93	1,038.05		72 88
125000130	5	ISHARES MSCI ACWI INDEX FD	10/05/11	01/10/12	215.49	196.89		18.60
	125	MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/06/11		5,387.23	5,012.98		374 25
125000140	135	ISHARES DOW JONES U.S.HOME	12/13/11	01/10/12	1,728 02	1,547.10		180 92
	130	CONSTRUCTION INDEX FUND MorganStanley SmithBarney LLC acted as your agent	12/20/11		1,664.02	1,529.45		134.57
125000150	291.145	JPMORGAN HIGHBRIDGE STAT MKT	08/12/11	03/22/12	4,387.56	4,422.50	(34.94)	
	5.933	NEUTRAL FD SELECT CLASS CONFIRM #500020820272261 MorganStanley SmithBarney LLC	01/10/12		89.41	89.00		.41
125000160	307.923	LORD ABBETT INCOME FUND CL F	10/27/11	03/26/12	896.05	883.74		12.31
	296	CONFIRM #500020860056962	11/02/11		861.36	858.40		2.96
	321	MorganStanley SmithBarney LLC	11/04/11		934.11	927.69		6 42
	15 439	acted as your agent	01/10/12		44.93	44 00		.93
125000170	81.926	LORD ABBETT CORE FIXED INCOME	02/23/12	06/15/12	920.03	910.20		9.83
	62 314	FD CL F CONFIRM #500021670055418 MorganStanley SmithBarney LLC	02/27/12		699.79	694.18		5 61

2012 YEAR END SUMMARY

SCHEDULE #1 p 2 / 5

Morgan Stanley

Ref. 00001030 00007399

2012 Year End Summary

DAVID & SHEILA CORNSTEIN
Account Number 232-5922D-14 444

Details of Short Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000180	8	LORD ABBETT SHORT DURATION INCOME FD CL F CONFIRM #500020100178543 MorganStanley SmithBarney LLC	08/02/11	01/10/12	$ 36 40	$ 36 88	($ 48)	
125000190	198	LORD ABBETT SHORT DURATION	08/02/11	01/30/12	906 84	912.78	(5 94)	
	201	INCOME FD CL F	08/04/11		920 58	924 60	(4 02)	
	187 587	CONFIRM #500020300306464 MorganStanley SmithBarney LLC	09/08/11		859 15	853 52		5 63
125000200	35 333	MFS EMERGING MARKETS DEBT FUND CL A CONFIRM #500020410248143 MorganStanley SmithBarney LLC	10/28/11	02/10/12	529 29	521.16		8 13
125000210	24.82	MFS EMERGING MARKETS DEBT FUND CL A CONFIRM #500020620448004 MorganStanley SmithBarney LLC	10/28/11	03/02/12	381.24	366.10		15 14
125000220	30 847	MFS EMERGING MARKETS DEBT	10/28/11	03/27/12	469.18	454 99		14 19
	29.96	FUND CL A CONFIRM #500020870013862 MorganStanley SmithBarney LLC	01/27/12		455 69	444 30		11 39
125000230	25	POWERSHARES QQQ TR SER 1	06/13/11	01/10/12	1,451.77	1,371.71		80 06
	35	MorganStanley SmithBarney LLC	06/13/11		2,032.48	1,920 40		112 08
	20	acted as your agent	08/26/11		1,161.42	1,033.60		127 82
	45	in this transaction	09/23/11		2,613.19	2,431.43		181 76
	10		10/21/11		580.71	571 46		9 25
125000240	65	PROSHARES SHORT MSCI EAFE MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/12/12	01/30/12	3,186 63	3.307.31	(120.68)	
125000250	40	PROSHARES SHORT MSCI EAFE	01/12/12	02/03/12	1,889 13	2,035.26	(146.13)	
	65	MorganStanley SmithBarney LLC	01/13/12		3,069.83	3,464 29	(394 46)	
	40	acted as your agent in this transaction	01/13/12		1,889.13	2,057 60	(168 47)	
125000260	5	SPDR S&P 500ETF TRUST MorganStanley SmithBarney LLC acted as your agent in this transaction	01/10/12	04/09/12	691 98	646.25		45 73

2012 YEAR END SUMMARY

001031 CISYAXV4 004580 000000

SCHEDULE #1 p 3 / 5

Morgan Stanley

Ref: 00001030 00007400

2012 Year End Summary

DAVID & SHEILA CORNSTEIN
Account Number 232-5922D-14 444

Details of Short Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000270	20	SPDR S&P 500ETF TRUST MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/10/12	06/08/12	$ 2,641.37	$ 2,584.98		$ 56 39
125000290	100	SPDR SER TR S&P RETAIL ETF MorganStanley SmithBarney LLC acted as your agent	10/21/11	01/10/12	5,274.35	5,202.44		71 91
125000300	80	SELECT SECTOR SPDR INDUSTRIAL	10/21/11	01/10/12	2,827.22	2,610.76		216 46
	80	MorganStanley SmithBarney LLC acted as your agent in this transaction	11/01/11		2,827.21	2,600.89		226.32
125000310	95	SELECT SECTOR SPDR	08/22/11	01/10/12	3,338.86	3,067.51		271.35
	50	UTILITIES MorganStanley SmithBarney LLC acted as your agent	08/26/11		1,757.30	1,655.72		101.58
125000320	530.417	THORNBURG INTERNATIONAL VALUE FUND CL I CONFIRM #500020930223659 MorganStanley SmithBarney LLC	01/10/12	04/02/12	14,703.16	13,340.00		1,363.16
125000330	25	VANGUARD MSCI EAFE ETF MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/13/12	04/09/12	816.74	851.51	(34.77)	
125000340	85	VANGUARD MSCI EAFE ETF MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/13/12	05/21/12	2,564.92	2,895.13	(330 21)	
125000350	20	VANGUARD MSCI EMERGING MKTS ETF MorganStanley SmithBarney LLC acted as your agent	03/13/12	04/09/12	851.48	893.90	(42 42)	
125000360	65	VANGUARD MSCI EMERGING MKTS ETF MorganStanley SmithBarney LLC acted as your agent	03/13/12	05/21/12	2,492 33	2,905.16	(412 83)	
Total					**$ 102,055 89**	**$ 99,293 26**	**($ 1,695 35)**	**$ 4,457 98**

2012 YEAR END SUMMARY

SCHEDULE #1 p 4 / 5

Morgan Stanley

Ref 00001030 00007401

2012 Year End Summary

DAVID & SHEILA CORNSTEIN
Account Number 232-5922D-14 444

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	10	BLACKROCK STRATEGIC INCOME OPPORT PORTFOLIO INSTL CL CONFIRM #500020100173528 MorganStanley SmithBarney LLC	10/25/10	01/10/12	$ 95 70	$ 102 23 R	($ 6.53)	
125000020	42.564	BLACKROCK STRATEGIC INCOME OPPORT PORTFOLIO INSTL CL CONFIRM #500020580193590 MorganStanley SmithBarney LLC	10/25/10	02/27/12	415 00	434 94 R	(19 94)	
125000030	34 336	BLACKROCK STRATEGIC INCOME	10/25/10	03/02/12	335 46	350 81 R	(15 35)	
	13.307	OPPORT PORTFOLIO INSTL CL	02/08/11		130 01	133.07	(3 06)	
		CONFIRM #500020620443104						
		MorganStanley SmithBarney LLC						
125000280	3	SPDR GOLD TR GOLD SHS	12/16/09	01/03/12	467 14	333 98 R		133 16
	7	JP1702	04/16/10		1,089.99	779 28		310 71
	3	MorganStanley SmithBarney LLC	09/21/10		467 14	373 60		93 54
	5	acted as your agent	11/19/10		778 56	660 07		118 49
Total					**$ 3,779 00**	**$ 3,167.98**	**($ 44 88)**	**$ 655 90**

2012 YEAR END SUMMARY

001031 CISYAXV4 004581 000000

SCHEDULE #1 p 5 / 5

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

DAVID & SHEILA CORNSTEIN
FOUNDATION - PM ACCOUNT
700 PARK AVENUE
APT. 17A
NEW YORK NY 10021-7098

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

Taxpayer ID Number 13-3519327
Account Number 654 135130 444

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.

Short 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 I 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)
BLACKROCK GLOBAL L/S CREDIT I	**CUSIP:** 091936732	**Symbol (Box 1d):** BGCIX						
	36.649	02/16/12	09/13/12	$381 88	$371 99	$0 00	$9 89	$0 00
CALAMOS EVOLVING WORLD GW I	**CUSIP:** 128119138	**Symbol (Box 1d):** CNWIX						
	69 742	01/10/12	09/12/12	$903 16	$863 41	$0 00	$39 75	$0 00
DOUBLELINE EMERG MKTS FX INC I	**CUSIP:** 258620509	**Symbol (Box 1d):** DBLEX						
	41.960	01/27/12	07/25/12	$458 21	$438 90	$0 00	$19 31	$0 00
DOUBLELINE LOW DURATION BD I	**CUSIP:** 258620863	**Symbol (Box 1d):** DBLSX						
	18 130	08/07/12	09/13/12	$185 11	$184 56	$0 00	$0 55	$0 00
EDGEWOOD GROWTH INSTL	**CUSIP:** 0075W0759	**Symbol (Box 1d):** EGFIX						
	15 013	06/14/12	09/28/12	$206 73	$189 31	$0 00	$17 42	$0 00
FEDERATED STRAT VAL DIV INST	**CUSIP:** 314172560	**Symbol (Box 1d):** SVAIX						
	387 140	01/10/12	09/12/12	$1,986 03	$1,866.01	$0 00	$120.02	$0 00
HATTERAS ALPHA HEDGED STR INST	**CUSIP:** 41902V872	**Symbol (Box 1d):** ALPIX						
	207 904	01/24/12	12/19/12	$2,224 57	$2,212 10	$0 00	$12 47	$0 00
ISHARES FTSE NAREIT RESIDENT	**CUSIP:** 464288562	**Symbol (Box 1d):** REZ						
	54 000	08/01/12	12/28/12	$2,602.35	$2,702 66	$0 00	($100 31)	$0 00
	5 000	09/26/12	12/28/12	$240 96	$236 20	$0 00	$4 76	$0 00
Security Subtotal	**59.000**			**$2,843.31**	**$2,938.86**	**$0.00**	**($95.55)**	**$0.00**

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

DAVID & SHEILA CORNSTEIN
FOUNDATION - PM ACCOUNT
700 PARK AVENUE
APT 17A
NEW YORK NY 10021-7098

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

Taxpayer ID Number 13-3519327
Account Number 654 135130 444

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 (continued) OMB NO. 1545-0715

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

Short 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 I with box A 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)
ISHARES S&P MIDCAP 400 INDEX	**CUSIP:** 464287507	**Symbol (Box 1d):** IJH						
	30 000	01/30/12	08/15/12	$2,892 63	$2,807.95	$0 00	$84 68	$0 00
	10 000	06/19/12	08/15/12	$964.21	$937 52	$0 00	$26 69	$0 00
Security Subtotal	**40.000**			**$3,856.84**	**$3,745.47**	**$0.00**	**$111.37**	**$0.00**
ISHARES SP SMALLCAP 600 INDEX	**CUSIP:** 464287804	**Symbol (Box 1d):** IJR						
	35 000	01/06/12	08/15/12	$2,608 37	$2,422 12	$0 00	$186.25	$0 00
	15.000	06/19/12	08/15/12	$1,117 87	$1,084 10	$0 00	$33.77	$0 00
Security Subtotal	**50.000**			**$3,726.24**	**$3,506.22**	**$0.00**	**$220.02**	**$0.00**
JP MORGAN HIBRG DYN COMM STRT	**CUSIP:** 48121A670	**Symbol (Box 1d):** HDCSX						
	1 558	01/10/12	12/05/12	$23 18	$27 00	$0 00	($3 82)	$0 00
LORD ABBETT CORE FIXED INC F	**CUSIP:** 543916431	**Symbol (Box 1d):** LCRFX						
	22 457	02/27/12	08/30/12	$254 44	$250 17	$0 00	$4 27	$0 00
	78 140	04/11/12	08/30/12	$885 33	$868 92	$0 00	$16 41	$0 00
	35 968	04/26/12	08/30/12	$407 52	$401 04	$0 00	$6 48	$0 00
	71 000	05/03/12	08/30/12	$804 43	$793 78	$0 00	$10 65	$0 00
	62 074	08/22/12	08/30/12	$703.29	$700 82	$0 00	$2 47	$0 00
Security Subtotal	**269.639**			**$3,055.01**	**$3,014.73**	**$0 00**	**$40.28**	**$0.00**
LORD ABBETT FLT RT F	**CUSIP:** 543916167	**Symbol (Box 1d):** LFRFX						
	41 058	06/15/12	09/13/12	$383.48	$374 45	$0 00	$9 03	$0 00
	16 942	06/15/12	12/19/12	$159 25	$154 51	$0 00	$4 74	$0 00
	63 930	06/19/12	12/19/12	$600.94	$583 68	$0 00	$17 26	$0 00

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

013261 MS13OA01 061459

SCHEDULE #2 p 2 / 6

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

DAVID & SHEILA CORNSTEIN
FOUNDATION - PM ACCOUNT
700 PARK AVENUE
APT 17A
NEW YORK NY 10021-7098

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

Taxpayer ID Number: 13-3519327
Account Number 654 135130 444

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 (continued) OMB NO. 1545-0715

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

Short 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 I with box A 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)
LORD ABBETT FLT RT F	125 943	08/13/12	12/19/12	$1,183 87	$1,164.97	$0 00	$18 90	$0 00
	79 893	08/22/12	12/19/12	$751 00	$740 61	$0 00	$10 39	$0 00
Security Subtotal	**327.766**			**$3,078.54**	**$3,018.22**	**$0.00**	**$60.32**	**$0 00**
LORD ABBETT SHT DURATION INC F	**CUSIP:** 543916464	**Symbol (Box 1d):** LDLFX						
	80 890	06/15/12	09/13/12	$374 52	$370 48	$0 00	$4 04	$0 00
MFS INTERNATIONAL VALUE I	**CUSIP:** 55273E822	**Symbol (Box 1d):** MINIX						
	15 119	04/02/12	09/28/12	$422.88	$411 93	$0 00	$10 95	$0 00
PIONEER MLTI AST ULT SHT INC Y	**CUSIP:** 72388E605	**Symbol (Box 1d):** MYFRX						
	45 927	03/14/12	09/13/12	$462 94	$460 19	$0 00	$2.75	$0 00
	93 073	03/14/12	10/25/12	$940 04	$932 59	$0 00	$7.45	$0 00
	42 145	04/26/12	10/25/12	$425 66	$422 71	$0 00	$2 95	$0 00
Security Subtotal	**181.145**			**$1,828.64**	**$1,815.49**	**$0.00**	**$13.15**	**$0.00**
SPDR TRUST SERIES 1	**CUSIP:** 78462F103	**Symbol (Box 1d):** SPY						
	2 000	01/10/12	11/28/12	$282 76	$258 50	$0 00	$24 26	$0 00
	20 000	05/21/12	11/28/12	$2,827 56	$2,636 46	$0 00	$191 10	$0 00
	5 000	06/19/12	11/28/12	$706 89	$679 70	$0 00	$27 19	$0 00
	24 000	09/06/12	11/28/12	$3,393 07	$3,446 64	$0 00	($53 57)	$0 00
Security Subtotal	**51.000**			**$7,210.28**	**$7,021.30**	**$0.00**	**$188.98**	**$0.00**
Total Short Term Covered Securities				**$32,765.13**	**$31,995.98**	**$0.00**	**$769.15**	**$0.00**

CONTINUED ON NEXT PAGE

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

DAVID & SHEILA CORNSTEIN
FOUNDATION - PM ACCOUNT
700 PARK AVENUE
APT 17A
NEW YORK NY 10021-7098

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

Taxpayer ID Number: 13-3519327
Account Number 654 135130 444

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 (continued) 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)
DOUBLELINE EMERG MKTS FX INC I	**CUSIP:** 258620509	**Symbol (Box 1d):** DBLEX						
	9 677	10/28/11	07/25/12	$105 67	$101 12	$0 00	$4 55	$0 00
PIONEER ABS RETURN CREDIT Y	**CUSIP:** 72388E308	**Symbol (Box 1d):** RCRYX						
	49 498	09/20/11	09/13/12	$489 54	$472 21	$0 00	$17 33	$0 00
PIONEER MULTI ASSET REAL RET Y	**CUSIP:** 72387S605	**Symbol (Box 1d):** PMYRX						
	184 671	10/17/11	08/22/12	$2,108 94	$2,042.46	$0 00	$66 48	$0 00
Total Short Term Noncovered Securities				**$2,704.15**	**$2,615.79**	**$0.00**	**$88.36**	**$0.00**
Total Short Term Covered and Noncovered Securities				**$35,469.28**	**$34,611.77**	**$0.00**	**$857.51**	**$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)
BLACKROCK STRATEGIC INC OPP I	**CUSIP:** 09256H286	**Symbol (Box 1d):** BSIIX						
	30 693	02/08/11	07/25/12	$301 71	$306 93	$0 00	($5 22)	$0 00
	41 141	03/08/11	07/25/12	$404 42	$410 59	$0 00	($6 17)	$0 00
	15 916	03/08/11	09/13/12	$158 36	$158 78	$0 00	($0 42)	$0 00
	6 720	04/15/11	09/13/12	$66 86	$66 97	$0 00	($0 11)	$0 00
	13 013	05/18/11	09/13/12	$129 48	$130 08	$0 00	($0 60)	$0 00
	8 753	05/23/11	09/13/12	$87 10	$87 50	$0 00	($0 40)	$0 00
Security Subtotal	**116.236**			**$1,147.93**	**$1,160.85**	**$0.00**	**($12.92)**	**$0.00**

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

013261 MS13OA01 061460

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

DAVID & SHEILA CORNSTEIN
FOUNDATION - PM ACCOUNT
700 PARK AVENUE
APT 17A
NEW YORK NY 10021-7098

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

Taxpayer ID Number 13-3519327
Account Number 654 135130 444

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 (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)
DOUBLELINE TOTAL RETURN I	**CUSIP:** 258620103	**Symbol (Box 1d):** DBLTX						
	55 841	04/12/11	09/13/12	$636.03	$612 58	$0 00	$23 45	$0 00
	7 046	04/13/11	09/13/12	$80 25	$77 36	$0 00	$2 89	$0 00
Security Subtotal	**62.887**			**$716.28**	**$689.94**	**$0.00**	**$26.34**	**$0.00**
JP MORGAN HIBRG DYN COMM STRT	**CUSIP:** 48121A670	**Symbol (Box 1d):** HDCSX						
	127 589	03/17/11	12/05/12	$1,898 53	$2,524 99	$0 00	($626 46)	$0 00

CONTINUED ON NEXT PAGE

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

DAVID & SHEILA CORNSTEIN
FOUNDATION - PM ACCOUNT
700 PARK AVENUE
APT 17A
NEW YORK NY 10021-7098

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

Taxpayer ID Number. 13-3519327
Account Number 654 135130 444

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 (continued) OMB NO. 1545-0715

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

Long Term - Noncovered Securities (Continued) # (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)
PIONEER MULTI ASSET REAL RET Y **CUSIP:** 72387S605 **Symbol (Box 1d):** PMYRX								
	417 213	07/05/11	08/01/12	$4,722 85	$4,647 75	$0 00	$75 10	$0 00
	13 236	07/05/11	08/22/12	$151 16	$147 45	$0 00	$3 71	$0 00
Security Subtotal	**430.449**			**$4,874.01**	**$4,795 20**	**$0.00**	**$78.81**	**$0.00**
Total Long Term Noncovered Securities				**$8,636.75**	**$9,170.98**	**$0.00**	**($534.23)**	**$0.00**

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

013261 MS13OA01 061461

SCHEDULE #2 p 6 / 6