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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 \_\_\_\_\_ and ending \_\_\_\_\_

Name of foundation  
**THE PETER T. JOSEPH FOUNDATION  
C/O WENDY E. JOSEPH**

Number and street (or P O box number if mail is not delivered to street address)  
**500 PARK AVENUE**

City or town, state, and ZIP code  
**NEW YORK, NY 10022**

**A** Employer identification number  
**13-3562511**

**B** Telephone number  
**212-354-2000**

**C** If exemption application is pending, check here

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

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

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

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

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 3,283,293.** (Part I, column (d) must be on cash basis)

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	93.	93.		STATEMENT 1
	4 Dividends and interest from securities	84,996.	84,996.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10		77,705.		
	b Gross sales price for all assets on line 6a	471,165.			
	7 Capital gain net income (from Part IV, line 2)		77,705.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	2,332.	2,332.		STATEMENT 3	
12 Total Add lines 1 through 11	165,126.	165,126.			
<b>Operational and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	3,750.	0.		3,750.
	c Other professional fees	13,512.	13,512.		0.
	17 Interest				
	18 Taxes	4,254.	2,254.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	364.	114.		250.
	24 Total operating and administrative expenses Add lines 13 through 23	21,880.	15,880.		4,000.
	25 Contributions, gifts, grants paid	174,000.			174,000.
26 Total expenses and disbursements. Add lines 24 and 25	195,880.	15,880.		178,000.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<30,754.>				
b Net investment income (if negative, enter -0-)		149,246.			
c Adjusted net income (if negative, enter -0-)			N/A		

SK 22

THE PETER T. JOSEPH FOUNDATION  
C/O WENDY E. JOSEPH

Form 990-PF (2012)

13-3562511

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	400.	400.	400.
	2 Savings and temporary cash investments	227,867.	246,507.	246,507.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	1,436,783.	1,476,081.	2,150,209.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	825,411.	736,719.	886,177.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ )				
16 Total assets (to be completed by all filers)	2,490,461.	2,459,707.	3,283,293.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	2,490,461.	2,459,707.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	2,490,461.	2,459,707.		
31 Total liabilities and net assets/fund balances	2,490,461.	2,459,707.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,490,461.
2 Enter amount from Part I, line 27a	2	<30,754.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,459,707.
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	2,459,707.

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**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.)
<b>1a PUBLICLY TRADED MARKETABLE SECURITIES -</b>			
<b>b SHORT-TERM</b>	P	VARIOUS	VARIOUS
<b>c PUBLICLY TRADED MARKETABLE SECURITIES -</b>			
<b>d LONG-TERM</b>	P	VARIOUS	VARIOUS
<b>e CAPITAL GAINS DIVIDENDS</b>			

(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)
<b>a</b>			
<b>b</b> 46,860.		53,135.	<6,275.>
<b>c</b>			
<b>d</b> 419,202.		340,325.	78,877.
<b>e</b> 5,103.			5,103.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			
<b>b</b>			<6,275.>
<b>c</b>			
<b>d</b>			78,877.
<b>e</b>			5,103.

<b>2</b> Capital gain net income or (net capital loss) <span style="font-size: 2em;">}</span> <small>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</small>	2	77,705.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <small>If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8</small>	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	269,021.	3,332,618.	.080724
2010	242,147.	3,183,092.	.076073
2009	267,043.	2,744,564.	.097299
2008	194,390.	3,786,417.	.051339
2007	302,374.	4,370,955.	.069178

<b>2</b> Total of line 1, column (d)	2	.374613
<b>3</b> 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	.074923
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,279,921.
<b>5</b> Multiply line 4 by line 3	5	245,742.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	1,492.
<b>7</b> Add lines 5 and 6	7	247,234.
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	178,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,985.
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	2,985.
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	2,985.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,230.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	2,230.	
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	755.	
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 Refunded	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 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 \$ 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? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NY</u>		
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>	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

N/A

**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? Website address ► N/A	13	X	
14	The books are in care of ► <b>PATTERSON BELKNAP WEBB &amp; TYLER LLP</b> Telephone no ► <b>212-336-2000</b> Located at ► <b>1133 AVENUE OF THE AMERICAS, NEW YORK, NY</b> ZIP+4 ► <b>10036-6710</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15   N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here  N/A

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

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

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

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

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

**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

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

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

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	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	3,014,979.
b	Average of monthly cash balances	1b	314,890.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,329,869.
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	3,329,869.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,948.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,279,921.
6	Minimum investment return. Enter 5% of line 5	6	163,996.

**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	163,996.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,985.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,985.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	161,011.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	161,011.
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	161,011.

**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	178,000.
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	178,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	178,000.

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				161,011.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	87,713.			
b From 2008	7,019.			
c From 2009	131,531.			
d From 2010	84,064.			
e From 2011	50,202.			
f Total of lines 3a through e	360,529.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 178,000.				
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				161,011.
e Remaining amount distributed out of corpus	16,989.			
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:	377,518.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	87,713.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	289,805.			
10 Analysis of line 9				
a Excess from 2008	7,019.			
b Excess from 2009	131,531.			
c Excess from 2010	84,064.			
d Excess from 2011	50,202.			
e Excess from 2012	16,989.			

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

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

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

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

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

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

NONE

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

NONE

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

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

**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
<b>a Paid during the year</b>				
SEE ATTACHMENT B	N/A	PUBLIC CHARITIES	GENERAL CHARITABLE PURPOSES	174,000.
<b>Total</b>				<b>▶ 3a</b> 174,000.
<b>b Approved for future payment</b>				
SEE ATTACHMENT C	N/A	PUBLIC CHARITIES	GENERAL CHARITABLE PURPOSES	58,500.
<b>Total</b>				<b>▶ 3b</b> 58,500.





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

SOURCE	AMOUNT
THRU FIDUCIARY TRUST - MONEY MARKET INTEREST	93.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	93.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THRU FIDUCIARY TRUST	90,099.	5,103.	84,996.
TOTAL TO FM 990-PF, PART I, LN 4	90,099.	5,103.	84,996.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION PROCEEDS	2,332.	2,332.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,332.	2,332.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES, LLP	3,750.	0.		3,750.
TO FORM 990-PF, PG 1, LN 16B	3,750.	0.		3,750.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT AND CUSTODIAL FEES	13,512.	13,512.			0.
TO FORM 990-PF, PG 1, LN 16C	13,512.	13,512.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	2,254.	2,254.			0.
EXCISE TAXES	2,000.	0.			0.
TO FORM 990-PF, PG 1, LN 18	4,254.	2,254.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NYS FILING FEE	250.	0.			250.
OTHER INVESTMENT FEES	114.	114.			0.
TO FORM 990-PF, PG 1, LN 23	364.	114.			250.

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
COMMON STOCK - SEE ATTACHMENT A PAGE 3 OF 7	1,434,081.	2,103,415.		
CORPORATE BONDS - SEE ATTACHMENT A PAGE 4 OF 7	42,000.	46,794.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,476,081.	2,150,209.		

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHMENT A PAGE 5 OF 7	COST	181,766.	232,451.
GOV'T AGENCY - SEE ATTACHMENT A PAGE 6 OF 7	COST	31,791.	33,820.
FIXED INCOME FUNDS - SEE ATTACHMENT A PAGE 7 OF 7	COST	523,162.	619,906.
TOTAL TO FORM 990-PF, PART II, LINE 13		736,719.	886,177.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WENDY EVANS JOSEPH C/O FOUNDATION, 500 PARK AVENUE NEW YORK, NY 10022	PRESIDENT & DIRECTOR 0.25	0.	0.	0.
JOHN SILBERMAN C/O FOUNDATION, 500 PARK AVENUE NEW YORK, NY 10022	VICE PRESIDENT & DIRECTOR 0.25	0.	0.	0.
KATHLEEN JOSEPH C/O FOUNDATION, 500 PARK AVENUE NEW YORK, NY 10022	SECRETARY & DIRECTOR 0.25	0.	0.	0.
EVELYN C. JOSEPH C/O FOUNDATION, 500 PARK AVENUE NEW YORK, NY 10022	TREASURER & DIRECTOR 0.25	0.	0.	0.
DANIELLE JOSEPH C/O FOUNDATION, 500 PARK AVENUE NEW YORK, NY 10022	DIRECTOR 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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THE PETER T JOSEPH FOUNDATION

For Month Ending December 31, 2012

Principal Portfolio Equities - Common Stock Holdings (by Sector)										
Units	Security	Ticker Symbol	Unit Cost	Total Cost	Unit Price	Market Value	% of Equity Holdings	Unrealized Gain (Loss)	Est Annual Income	Market Yield (%)
<b>Sector: Energy</b>										
1,000.00	SCHLUMBERGER LTD	SLB	70.48	70,476.88	69.29	69,290.00	2.91	(1,186.88)	1,100.00	1.59
800.00	APACHE CORP	APA	26.56	21,250.24	78.50	62,800.00	2.64	41,549.76	544.00	0.87
757.00	CONOCOPHILLIPS	COP	31.46	23,816.78	57.99	43,898.43	1.84	20,081.65	1,998.48	4.55
1,000.00	EXXON MOBIL CORP	XOM	37.34	37,344.21	86.55	86,550.00	3.63	49,205.79	2,280.00	2.63
<b>Total Energy</b>				<b>\$152,888.11</b>		<b>\$262,538.43</b>	<b>11.02</b>	<b>\$109,650.32</b>	<b>\$5,922.48</b>	<b>2.26</b>
<b>Sector: Materials</b>										
600.00	AIR PRODUCTS & CHEMICALS INC	APD	91.19	54,714.00	84.02	50,412.00	2.12	(4,302.00)	1,536.00	3.05
1,000.00	FREEPORT-MCMORAN COPPER & GOLD INC CL B	FCX	39.37	39,369.50	34.20	34,200.00	1.44	(5,169.50)	1,250.00	3.65
<b>Total Materials</b>				<b>\$94,083.50</b>		<b>\$84,612.00</b>	<b>3.55</b>	<b>(\$9,471.50)</b>	<b>\$2,786.00</b>	<b>3.29</b>
<b>Sector: Industrials</b>										
1,150.00	UNITED TECHNOLOGIES CORP	UTX	59.71	68,664.19	82.01	94,311.50	3.96	25,647.31	2,461.00	2.61
6,000.00	BOMBARDIER INC CL B (CAD)		6.69	40,126.19	3.79	22,713.31	0.95	(17,412.88)	618.46	2.72
2,000.00	GENERAL ELECTRIC CO	GE	27.63	55,265.93	20.99	41,980.00	1.76	(13,285.93)	1,520.00	3.62
700.00	UNION PACIFIC CORP	UNP	77.51	54,253.99	125.72	88,004.00	3.69	33,750.01	1,932.00	2.20
<b>Total Industrials</b>				<b>\$218,310.30</b>		<b>\$247,008.81</b>	<b>10.37</b>	<b>\$28,698.51</b>	<b>\$6,531.46</b>	<b>2.64</b>

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THE PETER T JOSEPH FOUNDATION

For Month Ending December 31, 2012

Principal Portfolios: Equities - Common Stock Holdings by Sector (continued)

Units	Security	Ticker Symbol	Unit Cost	Total Cost	Unit Price	Market Value	% of Equity Holdings	Unrealized Gain (Loss)	Est. Annual Income	Market Yield (%)
<b>Sector: Consumer Disc</b>										
800.00	BORG WARNER INC	BWA	81.72	65,379.84	71.62	57,296.00	2.40	(8,083.84)	0.00	0.00
2,500.00	HYUNDAI MOTOR CO QDR REG S	HYUJ	21.39	53,463.00	32.16	80,400.00	3.37	26,937.00	0.00	0.00
500.00	MCDONALDS CORP	MCD	89.54	44,769.30	88.21	44,105.00	1.85	(664.30)	1,540.00	3.49
2,000.00	HOME DEPOT INC	HD	24.68	49,359.00	51.85	123,700.00	5.19	74,341.00	2,320.00	1.83
				<b>\$212,971.14</b>		<b>\$305,501.00</b>	<b>12.82</b>	<b>\$92,529.86</b>	<b>\$3,860.00</b>	<b>1.26</b>
<b>Total Consumer Discretionary</b>										
<b>Sector: Consumer Staples</b>										
500.00	COSTCO WHOLESALE CORP	COST	54.19	27,095.00	98.77	49,385.00	2.07	22,289.00	550.00	1.11
1,300.00	PULPICO INC	PEP	48.45	62,985.12	68.43	88,559.00	3.73	25,572.88	2,795.00	3.14
600.00	MEAD JOHNSON NUTRITION COMPANY	MIN	73.39	44,034.54	65.89	39,534.00	1.66	(4,500.54)	720.00	1.82
				<b>\$134,116.66</b>		<b>\$177,878.00</b>	<b>7.47</b>	<b>\$43,761.34</b>	<b>\$4,065.00</b>	<b>2.29</b>
<b>Total Consumer Staples</b>										
<b>Sector: Health Care</b>										
1,200.00	GILEAD SCIENCES INC	GILD	15.06	18,075.54	73.45	88,140.00	3.70	70,063.46	0.00	0.00
1,500.00	ROCHE HOLDING LTD ADR	RHHBY	36.41	54,622.27	50.50	75,750.00	3.18	21,127.73	2,313.00	3.05
2,000.00	TEVA PHARMACEUTICAL INDS LTD ADR	TEVA	31.90	63,791.97	37.34	74,680.00	3.13	10,888.03	1,608.00	2.15
				<b>\$136,490.78</b>		<b>\$238,570.00</b>	<b>10.01</b>	<b>\$102,079.22</b>	<b>\$3,921.00</b>	<b>1.64</b>
<b>Total Health Care</b>										

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THE PETER T JOSEPH FOUNDATION

For Month Ending December 31, 2012

Principal Portfolios: Equities - Common Stock Holdings by Sector (continued)

Units	Security	Ticker Symbol	Unit Cost	Total Cost	Unit Price	Market Value	% of Equity Holdings	Unrealized Gain (Loss)	Est. Annual Income	Market Yield (%)
<b>Sector: Financials</b>										
2,000.00	AMERICAN EXPRESS CO	AXP	25.40	50,798.00	57.48	114,960.00	4.82	64,162.00	1,600.00	1.39
250.00	BLACKROCK INC	BLK	194.38	48,593.88	206.71	51,677.50	2.17	3,083.62	1,500.00	2.90
750.00	J P MORGAN CHASE & CO	JPM	40.83	30,619.00	43.97	32,977.50	1.38	2,358.50	900.00	2.73
<b>Total Financials</b>				<b>\$130,010.88</b>		<b>\$199,615.00</b>	<b>8.38</b>	<b>\$69,604.12</b>	<b>\$4,000.00</b>	<b>2.00</b>
<b>Sector: Info. Technology</b>										
700.00	CITRIX SYSTEMS INC	CTXS	76.06	53,239.41	65.75	46,025.00	1.93	(7,214.41)	0.00	0.00
1,500.00	NUANCE COMMUNICATIONS INC	NUAN	17.82	26,730.00	22.32	33,480.00	1.41	6,750.00	0.00	0.00
1,000.00	QUALCOMM INC	QCOM	35.91	35,912.83	62.02	62,020.00	2.60	26,107.17	1,000.00	1.61
2,000.00	EMC CORP	EMC	13.64	27,279.60	25.30	50,600.00	2.12	23,320.40	0.00	0.00
600.00	INTERNATIONAL BUSINESS MACHINES CORP	IBM	94.80	56,881.24	191.55	114,930.00	4.82	58,048.76	2,040.00	1.77
2,000.00	TRIMBLE NAVIGATION LTD	TRMB	26.45	52,900.00	59.78	119,560.00	5.02	66,660.00	0.00	0.00
<b>Total Information Technology</b>				<b>\$252,943.08</b>		<b>\$426,615.00</b>	<b>17.90</b>	<b>\$173,671.92</b>	<b>\$3,040.00</b>	<b>0.71</b>
<b>Sector: Telecommunications</b>										
1,400.00	AMERICAN TOWER REIT INC		35.46	49,649.76	77.27	108,178.00	4.54	58,528.24	1,344.00	1.24
2,100.00	VODAFONE GROUP PLC SPONSORED ADR	VOD	25.06	52,616.69	25.19	52,899.00	2.22	282.31	3,150.00	5.95
<b>Total Telecommunication Services</b>				<b>\$102,266.45</b>		<b>\$161,077.00</b>	<b>6.76</b>	<b>\$58,810.55</b>	<b>\$4,494.00</b>	<b>2.79</b>
<b>Total Common Stock</b>				<b>\$1,434,080.90</b>		<b>\$2,103,415.24</b>	<b>88.28</b>	<b>\$669,334.34</b>	<b>\$38,619.94</b>	<b>1.84</b>



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THE PETER T JOSEPH FOUNDATION

For Month Ending December 31, 2012

Units	Security	Tricker Symbol	Unit Cost	Total Cost	Unit Price	Market Value	% of Equity Holdings	Unrealized Gain (Loss)	Est Annual Income	Market Yield (%)
<b>Corporate Bonds</b>										
200.00	GENESEE & WYOMING INC CNV PRF 5.00%	GWRUJ	100.00	20,000.00	111.41	22,282.00	0.94	2,282.00	1,000.00	4.19
440.00	UNITED TECHNOLOGIES CORP 7.50% CNV PFD	UTXWA	50.00	22,000.00	55.71	24,512.40	1.03	2,512.40	1,650.00	6.73
<b>Total</b>				<b>\$42,000.00</b>		<b>\$46,794.40</b>	<b>1.96</b>	<b>\$4,794.40</b>	<b>\$2,650.00</b>	<b>5.66</b>

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THE PETER T JOSEPH FOUNDATION

For Month Ending December 31, 2012

Principal Portfolio Equities - Mutual Funds Holdings by Asset Class											
Units	Security	Ticker Symbol	Unit Cost	Total Cost	Unit Price	Market Value	% of Equity Holdings	Unrealized Gain (Loss)	Est Annual Income	Market Yield (%)	
<b>Mutual Funds</b>											
2,800.00	ISHARES MSCI EMERGING MKT INDEX FD	EEM	42.77	91,744.80	44.35	124,180.00	5.21	32,435.20	2,086.00	1.68	
2,785.47	TEMPLETON CHINA WORLD FUND INC	TACWX	32.32	90,021.50	38.87	108,271.04	4.54	18,249.54	2,225.59	2.06	
<b>Total International Equity Funds</b>				<b>\$181,766.30</b>		<b>\$232,451.04</b>	<b>9.76</b>	<b>\$50,684.74</b>	<b>\$4,311.59</b>	<b>1.85</b>	
<b>Total</b>				<b>\$181,766.30</b>		<b>\$232,451.04</b>	<b>9.76</b>	<b>\$50,684.74</b>	<b>\$4,311.59</b>	<b>1.86</b>	

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Account Number: 140701509  
Account Manager: John M Trainer JR  
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THE PETER T JOSEPH FOUNDATION

For Month Ending December 31, 2012

Units	Security	Unit Cost	Total Cost	Unit Price	Market Value	% of Fixed Income Holdings	Unrealized Gain (Loss)	Accrued Income	Est. Annual Income	Market Yield (%)
<b>Gov't Agency</b>										
5,841.74	FEDERAL NATL MTG ASSN MTG PL# 761280 DTD 2/1/2004 5.50% 2/1/2019 AA+	104.45	6,101.88	108.35	6,329.76	0.97	227.88	26.77	321.30	5.50
1,884.07	GOVERNMENT NATL MTG ASSN MTG PL #555703 DTD 2/1/2002 7.00% 2/15/2032 AA+	102.39	1,929.09	118.97	2,241.50	0.34	312.41	10.99	131.88	7.00
494.74	MASTER ALTERNATIVE LN TR 2003-3 CL 1A1 DTD 4/1/2003 6.50% 5/25/2033 AA+	102.95	509.35	105.05	519.73	0.08	10.38	2.68	32.16	6.50
4,793.27	IMPAC SECD ASSETS CORP SER 2003-2 CL A1 DTD 6/1/2003 5.50% 8/25/2033 AAA	103.70	4,970.57	105.37	5,050.57	0.77	80.00	21.97	263.63	5.50
10,712.73	FEDERAL NATL MTG ASSN MTG PL# 761731 DTD 1/1/2004 6.00% 1/1/2034 AA+	104.20	11,162.15	111.72	11,967.72	1.83	805.57	53.56	642.76	6.00
6,842.72	FEDERAL NATL MTG ASSN MTG PL#789685 DTD 7/1/2004 6.50% 7/1/2034 AA+	104.02	7,117.50	112.69	7,710.93	1.18	593.43	37.06	444.78	6.50
<b>Total</b>			<b>\$31,790.54</b>		<b>\$33,820.21</b>	<b>5.17</b>	<b>\$2,029.67</b>	<b>\$153.03</b>	<b>\$1,836.51</b>	<b>6.02</b>



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THE PETER T JOSEPH FOUNDATION

For Month Ending December 31, 2012

Principal Portfolio: Fixed Income Mutual Funds Holdings by Ticker

Units Security	Ticker Symbol	Unit Cost	Total Cost	Unit Price	Market Value	% of Fixed Income Holdings	Unrealized Gain (Loss)	Est. Annual Income	Market Yield (%)
<b>Class: Fixed Income Funds</b>									
59,894.33 FRANKLIN INVS SECS TOTAL RETURN FD ADV DTD 6/20/1984 \$0.355	FBDA	8.73	523,161.82	10.35	619,906.35	94.83	96,744.53	22,029.04	3.55
<b>Total Fixed Income Funds</b>			<b>\$523,161.82</b>		<b>\$619,906.35</b>	<b>94.83</b>	<b>\$96,744.53</b>	<b>\$22,029.04</b>	<b>3.55</b>

Grantee	Address	Status	Purpose	Relationship	Amount
American Ballet Theatre	890 Broadway, 3rd Fl., New York, NY 10003	Public Charity	General Charitable Purposes	N/A	\$ 15,000
Animas Valley Institute	PO Box 1020, Durango, CO 81302	Public Charity	General Charitable Purposes	N/A	2,000
Architectural League of New York	504 Broadway Ste 607, NY NY 10012	Public Charity	General Charitable Purposes	N/A	5,000
Artemis Center	5001 Angel Canyon Rd., Kanab, Utah 84741	Public Charity	General Charitable Purposes	N/A	2,500
Best Friends Animal Society	310 West Monument Avenue, Dayton OH 45402	Public Charity	General Charitable Purposes	N/A	1,500
Blue Lotus Assembly, Inc	1681 River Ridge Rd, Spring Valley OH 45370	Public Charity	General Charitable Purposes	N/A	4,000
Centurion Ministries	221 Witherspoon Street, Princeton NJ 08542	Public Charity	General Charitable Purposes	N/A	2,500
Chihuahua Rescue and Transport, Inc	c/o Chris Messer, 7400 Meeker Rd, Dayton OH 45414	Public Charity	General Charitable Purposes	N/A	1,500
Cincinnati Ballet Company, Inc	1555 Central Parkway, Cincinnati OH 45214	Public Charity	General Charitable Purposes	N/A	25,000
Cincinnati Symphony Orchestra	1241 Elm Street, Cincinnati OH 45202	Public Charity	General Charitable Purposes	N/A	1,000
Dallton School	108 East 89th Street, New York, NY 10128-1599	Public Charity	General Charitable Purposes	N/A	25,000
Design Trust For Public Space, Inc	338 West 39th St 10th Fl, New York, NY 10018	Public Charity	General Charitable Purposes	N/A	1,000
Equine Land Conservation Resource	4037 Iron Works Parkway, Suite 120, Lexington KY 40511	Public Charity	General Charitable Purposes	N/A	1,500
Healthcare Chaplaincy, Inc	315 East 62nd Street 4th Fl, NY NY 10065	Public Charity	General Charitable Purposes	N/A	3,000
Human Rights Watch, Inc	350 5th Avenue Fl 34, New York NY 10118	Public Charity	General Charitable Purposes	N/A	2,000
Memorial Sloan Kettering	1275 York Avenue, New York, NY 10021	Public Charity	General Charitable Purposes	N/A	3,000
Miami Valley School	5151 Denise Drive, Dayton OH 45429	Public Charity	General Charitable Purposes	N/A	1,500
Prep for Prep	163 West 91st Street, New York, NY 10024	Public Charity	General Charitable Purposes	N/A	5,000
Princeton University Atelier Program	Princeton University, Princeton, NJ 08545	Public Charity	General Charitable Purposes	N/A	2,500
Princeton University, Center for Human Value	Princeton University, Princeton NJ 08544	Public Charity	General Charitable Purposes	N/A	2,500
Prokids	2605 Burnet Avenue, Cincinnati, Ohio 45219	Public Charity	General Charitable Purposes	N/A	500
Rhode Island School of Design, Furniture Program	2 College Street, Providence RI 02903	Public Charity	General Charitable Purposes	N/A	2,500
Sea Education Association, Inc	PO Box 6, Woods Hole MA 02543	Public Charity	General Charitable Purposes	N/A	2,000
Second Stage Theatre	305 West 43rd Street, New York, NY 10036	Public Charity	General Charitable Purposes	N/A	20,000
Storefront for Art and Architecture	97 Kenmare Street, New York, NY 10012	Public Charity	General Charitable Purposes	N/A	1,000
The American Academy in Rome	7 East 60th Street, New York, NY 10022	Public Charity	General Charitable Purposes	N/A	18,000
The Dayton Foundation (vandalia Arts Fund)	500 Kettering Tower, Dayton OH 45423	Public Charity	General Charitable Purposes	N/A	1,500
The Rockefeller University	1230 York Avenue, New York, NY 10021	Public Charity	General Charitable Purposes	N/A	5,000
Tibetan Mongolian Buddhist Cultural Center	PO Box 2563, Bloomington, IN 47402	Public Charity	General Charitable Purposes	N/A	1,000
Urban Assembly, Inc	90 Broad Street #2101, New York, NY 10004-2226	Public Charity	General Charitable Purposes	N/A	1,000
Ursuline Academy	5535 Pfeifer Road, Cincinnati OH 45242	Public Charity	General Charitable Purposes	N/A	500
USA Projects	289 Brookside Avenue, Cresskill NJ 07626	Public Charity	General Charitable Purposes	N/A	2,000
Vikramasila Foundation, Inc	215 East 9th Street 7th Fl, Cincinnati, OH 45202	Public Charity	General Charitable Purposes	N/A	9,000
Women Helping Women	PO Box 208215, New Haven, CT 06520-8215	Public Charity	General Charitable Purposes	N/A	1,000
Yale University Law School		Public Charity	General Charitable Purposes	N/A	2,000

Total Contributions, Gifts, Grants Paid

**\$ 174,000**

Grantee	Address	Status	Purpose	Recipient Relationship	Amount
ACLU	125 Broad Street, 18th Floor, New York, NY 10004-2400	Public Charity	General Charitable Purposes	N/A	\$ 10,000
Against Malana Foundation	C/O Citibank NA, PO Box 7247-6370, Philadelphia, PA 19170-6370	Public Charity	General Charitable Purposes	N/A	8,000
Beneficient Technology Inc	480 California Ave., Suite 201, Palo Alto, CA 94306-1609	Public Charity	General Charitable Purposes	N/A	1,250
Give Well (The Clear Fund)	320 7th Ave #232, Brooklyn, NY 11215	Public Charity	General Charitable Purposes	N/A	1,250
GLAD	30 Winter Street, Suite 800, Boston, MA 02108	Public Charity	General Charitable Purposes	N/A	3,000
Knowledge is Power Program	470 7th Avenue, New York, NY 10018	Public Charity	General Charitable Purposes	N/A	10,000
Planned Parenthood Federation of America	434 W 33rd Street New York NY 10001	Public Charity	General Charitable Purposes	N/A	10,000
SAGE	305 Seventh Avenue, 16th Fl., New York, NY 10001	Public Charity	General Charitable Purposes	N/A	5,000
Success Academy Charter School	310 Lenox Avenue, 2nd floor, New York, NY 10027	Public Charity	General Charitable Purposes	N/A	10,000
Total Contributions, Gifts, Grants Approved for Future Payment					<u>\$ 58,500</u>