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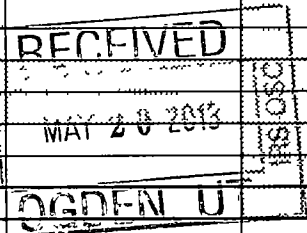
**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

For calendar year 2012 or tax year beginning , and ending

Name of foundation THE BENDER/FISHBEIN FOUNDATION INC.		A Employer identification number 13-4010009
Number and street (or P O box number if mail is not delivered to street address) 845 UNITED NATIONS PL	Room/suite 18C	B Telephone number 212-370-5600
City or town, state, and ZIP code NEW YORK, NY 10017		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 675,906.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I	Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received			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				
	4 Dividends and interest from securities	26,481.	26,481.		STATEMENT 1
Revenue	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	13,011.			
	b Gross sales price for all assets on line 6a	254,222.			
	7 Capital gain net income (from Part IV, line 2)		13,011.		
	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				
	12 Total. Add lines 1 through 11	39,492.	39,492.		
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				
	b Accounting fees	3,400.	1,700.		1,700.
	c Other professional fees				
	17 Interest				
	18 Taxes	98.	98.		0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	5,018.	4,918.		100.	
24 Total operating and administrative expenses. Add lines 13 through 23	8,516.	6,716.		1,800.	
25 Contributions, gifts, grants paid	24,500.			24,500.	
26 Total expenses and disbursements. Add lines 24 and 25	33,016.	6,716.		26,300.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	6,476.				
b Net investment income (if negative, enter -0-)		32,776.			
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED MAY 29 2013

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	61,545.	22,030.	22,030.
	2	Savings and temporary cash investments			
	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 5	241,077.	274,995.	389,271.
	c	Investments - corporate bonds STMT 6	239,138.	251,211.	264,605.
11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers)	541,760.	548,236.	675,906.	
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 type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	777,740.	777,740.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	-235,980.	-229,504.		
30	Total net assets or fund balances	541,760.	548,236.		
31	Total liabilities and net assets/fund balances	541,760.	548,236.		

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	541,760.
2	Enter amount from Part I, line 27a	2	6,476.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	548,236.
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	548,236.

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 SCHEDULE ATTACHED	P		
1b SEE SCHEDULE ATTACHED	P		
1c SEE SCHEDULE ATTACHED	P		
1d SEE SCHEDULE ATTACHED	P		
1e ADJUSTMENT OF COST BASIS	P		

(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		823.	-823.
b 137,964.		125,500.	12,464.
c		1,365.	-1,365.
d 116,258.		111,026.	5,232.
e		2,497.	-2,497.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			-823.
b			12,464.
c			-1,365.
d			5,232.
e			-2,497.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	13,011.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	18,187.	560,565.	.032444
2010	41,837.	511,241.	.081834
2009	26,452.	461,906.	.057267
2008	48,532.	579,937.	.083685
2007	44,196.	686,940.	.064337

2 Total of line 1, column (d)	2	.319567
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	.063913
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	656,674.
5 Multiply line 4 by line 3	5	41,970.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	328.
7 Add lines 5 and 6	7	42,298.
8 Enter qualifying distributions from Part XII, line 4	8	26,300.

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	656.
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	656.
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	656.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	5a	
b	Exempt foreign organizations - tax withheld at source	5b	
c	Tax paid with application for extension of time to file (Form 8868).	5c	
d	Backup withholding erroneously withheld	5d	
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	12.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	668.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of ARTHUR V. FOX, C.P.A., P.C. Telephone no 212-752-6400 Located at 126 EAST 56TH. STREET-12FL., NYC, NY ZIP+4 10022
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

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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
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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years
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)
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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
T. RICHARD FISHBEIN C/O CORTEC GROUP-200 PARK AVE. NEW YORK, NY 10166	PRESIDENT 0.00	0.	0.	0.
ESTELLE BENDER 130 EAST END AVENUE NEW YORK, NY 10028	VICE PRESIDENT 0.00	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes			
a	Average monthly fair market value of securities	1a	646,526.
b	Average of monthly cash balances	1b	20,148.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	666,674.
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	666,674.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,000.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	656,674.
6	Minimum investment return. Enter 5% of line 5	6	32,834.

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	32,834.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	656.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	656.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	32,178.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	32,178.
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	32,178.

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	26,300.
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	26,300.
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	26,300.

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				32,178.
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	10,409.			
b From 2008	19,763.			
c From 2009	3,922.			
d From 2010	16,619.			
e From 2011				
f Total of lines 3a through e	50,713.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 26,300.				
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				26,300.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	5,878.			5,878.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	44,835.			
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	4,531.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	40,304.			
10 Analysis of line 9.				
a Excess from 2008	19,763.			
b Excess from 2009	3,922.			
c Excess from 2010	16,619.			
d Excess from 2011				
e Excess from 2012				

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

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

1 Information Regarding Foundation Managers:

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

T. RICHARD FISHBEIN

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
<p>a <i>Paid during the year</i></p> <p>COLUMBIA UNIVERSITY, NEW YORK</p>	NONE		THE PURPOSE OF THESE CONTRIBUTIONS	7,500.
<p>CONGREGATION EMANUEL, NEW YORK, NY</p>	NONE		IS TO AID THE DONEE ORGANIZATIONS	2,000.
<p>POLYTECHNICAL MUTUAL OF NY, NY, NY</p>	NONE		IN CARRYING OUT THEIR EXEMPT FUNCTIONS	15,000.
Total			▶ 3a	24,500.
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

Table with 2 columns: 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). Row 1 contains 'NOT APPLICABLE'.

Capital Gains

BENDER-FISHBEIN FOUNDATION INC (FIXED INCOME SUB ACCOUNT)
 130 EAST END AVE
 NEW YORK NY 10028

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

Description	Totals
Short Term Gain/Loss	-1,364.60
Long Term Gain/Loss	5,232.41
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	3,867.81
Adjusted Basis	112,390.17
Proceeds	116,257.98
Total Curr Gain/Loss	0.00

FIXED INCOME - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
04/27/2011	01/23/2012	1,037.71	0.00	125581FW3	CIT GROUP INC	101.125	100.000	1,049.38	1,037.71	-11.67	0.00	1,049.38	0.00	0.00
					NEW SECD NT									
					SER A									
					7.00000%									
					5/1/2016									
					125581FW3									
					CALLED @									
					100.00									
					03/09/12 CC									
04/27/2011	02/21/2012	1,302.84	0.00	125581FW3	CIT GROUP INC	101.125	100.000	1,317.50	1,302.84	-14.66	0.00	1,317.50	0.00	0.00
					NEW SECD NT									
					SER A									
					7.00000%									
					5/1/2016									
					125581FW3									
					CALLED @									
					100.00									
					03/09/12 CC									

04/27/2011	03/09/2012	2,659.45	0.00	125581FW3	CIT GROUP INC NEW SECD NT SER A 7.000000% 5/1/2016 125581FW3 CALLED @ 100.00 03/09/12 CC	101.125	100.000	2,689.37	2,659.45	ST	-29.92	0.00	2,689.37	0.00	0.00
06/28/2011	03/28/2012	5,000.00	0.00	517834AB3	LAS VEGAS SANDS CORP SR NT 6.375000% 02/15/2015 517834AB3 CALLED @ 101.06 03/28/12 FA_15 CC	101.500	101.063	5,075.00	5,053.15	ST	-21.85	0.00	5,075.00	0.00	0.00
02/02/2012	05/10/2012	5,000.00	0.00	552715AC8	MEMC ELECTR MATLS INC SR NT 7.75%19 7.750000% 4/1/2019 552715AC8 CALLABLE @ 105.81 04/01/14 AO_01 CC	83.250	71.250	4,162.50	3,562.50	ST	-600.00	0.00	4,162.50	0.00	0.00
02/02/2012	05/11/2012	5,000.00	0.00	552715AC8	MEMC ELECTR MATLS INC SR NT 7.75%19 7.750000% 4/1/2019 552715AC8 CALLABLE @ 105.81 04/01/14 AO_01 CC	83.250	69.000	4,162.50	3,450.00	ST	-712.50	0.00	4,162.50	0.00	0.00
06/19/2012	07/20/2012	5,000.00	0.00	929043AF4	VORNADO REALTY TRUST 4.250000% 4/1/2015 929043AF4 CALLABLE @ 100.00 01/01/15 AO_01	105.038	105.558	5,251.90	5,277.90	ST	26.00	0.00	5,251.90	0.00	0.00

ST - TERM	ST	23,708.15	22,343.55	ST	-1,364.60	0.00	23,708.15	0.00
05/27/2008	05/16/2012	25,000.00	5,000.00	0 00 485188AG1	0 00 485188AG1	0 00 485188AG1	0 00 485188AG1	0 00 485188AG1
TOTAL								
05/27/2008	06/01/2012	5,000.00	5,000.00	0 00 485188AG1	0 00 485188AG1	0 00 485188AG1	5,000.00	0 00 485188AG1
03/02/2009	06/15/2012	5,000.00	5,000.00	0 00 10549PAE1	0 00 10549PAE1	0 00 10549PAE1	4,050.00	0 00 10549PAE1
10/28/2004	06/25/2012	22,634.00	22,634.00	0 00 624756AA0	0 00 624756AA0	0 00 624756AA0	22,520.83	0 00 624756AA0
11/08/2004	06/25/2012	750.00	750.00	0 00 624756AA0	0 00 624756AA0	0 00 624756AA0	740.63	0 00 624756AA0

02/11/2010	07/16/2012	5,000.00	0.00	48248AAB4	KKR	99 250	100 000	4,962.50	5,000.00	LT	0.00	37.50	4,962.50	0.00	0.00
					FINANCIAL HOLDINGS LLC CONV ST NTS 7 00000% 07/15/2012 48248AAB4 JJ_15										
01/20/2010	07/20/2012	5,000.00	0.00	007903AN7	ADVANCED MICRO DEVICES INC SR NT CONV 5 75000% 08/15/2012 007903AN7 FA_15	99 410	100 150	4,970.50	5,007.50	LT	0.00	37.00	4,970.50	0.00	0.00
08/25/2010	08/13/2012	10,000.00	0.00	49446XAAA	KIMCO RLTY CORP MEDIUM TERM NTS 4 30000% 2/1/2018 49446XAAA FA_01	99 652	107 532	9,866.20	10,753.20	LT	0.00	788.00	9,965.20	0.00	0.00
02/22/2011	10/18/2012	5,000.00	0.00	65409QAU6	NIELSEN FIN LLC / CO SR NT 11.50000% 5/1/2016 65409QAU6 CALLED @ 111.51 10/18/12 MN_01 CC	113 328	111 509	5,866.42	5,575.47	LT	0.00	-90.95	5,925.00	0.00	0.00
11/03/2008	12/10/2012	5,000.00	0.00	68245JAA8	ONEBEACON U S HLDG INC 5.87500% 5/15/2013 68245JAA8 CALLED @ 100.00 12/10/12 MN_15	72.500	102.245	3,625.00	5,112.26	LT	0.00	1,487.26	3,625.00	0.00	0.00
12/29/2008	12/10/2012	2,000.00	0.00	68245JAA8	ONEBEACON U S HLDG INC 5.87500% 5/15/2013 68245JAA8 CALLED @ 100.00 12/10/12 MN_15	73 500	102.245	1,470.00	2,044.90	LT	0.00	574.90	1,470.00	0.00	0.00

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
07/29/2009	12/26/2012	15,000.00	0.00	228227AZ7	CROWN CASTLE INTL CORP SR NT 9.00000% 01/15/2015 228227AZ7 CALLED @ 105 63 01/23/13 JJ_15	101 764	106 230	15,264 59	15,934 50	LT	0 00	669 91	15,618 75	0 00	0 00
LT - TERM TOTAL		65,384.00						83,235.67	88,211 83	LT	0.00	4,976 16	83,848.41	0.00	0.00
SECTION TOTAL		110,384.00						106,943 82	110,555 38		-1,364.60	4,976.16	107,556 56	0.00	0.00

MATURITIES - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
04/09/2010	06/15/2012	5,000.00	0.00	62913FAJ1	NII HLDGS INC NT CONV 3 12500% 06/15/2012 62913FAJ1 JD_15	94 875	100 000	4,743 75	5,000 00	LT	0 00	256 25	4,743 75	0 00	0 00
LT - TERM TOTAL		5,000.00						4,743 75	5,000 00	LT	0.00	256.25	4,743 75	0 00	0.00
SECTION TOTAL		5,000.00						4,743.75	5,000 00		0.00	256 25	4,743.75	0 00	0 00

CAPITAL GAIN FROM LIQUIDATING DIVIDENDS - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
05/19/2011	01/30/2012	185.00	0.00	SSWPRC	***SEASPAN CORP CUMULATIVE RED PERP PFD SHS 9 50 % SER C	27 091	0.456	84 40	84 40		0 00	0 00	84 40	0 00	0 00
01/21/2011	01/30/2012	200.00	0.00	SSWPRC	***SEASPAN CORP CUMULATIVE RED PERP PFD SHS 9 50 % SER C	24,776	0.456	91 25	91 25		0 00	0 00	91.25	0 00	0 00

01/21/2011	04/30/2012	200.00	0 00	SSWPRC	***SEASPAN CORP CUMULATIVE RED PERP PFD SHS 9 50 % SER C	24 320	0 456	91.25	91.25	0.00	0.00	91.25	0.00	0.00
05/19/2011	04/30/2012	185.00	0 00	SSWPRC	***SEASPAN CORP CUMULATIVE RED PERP PFD SHS 9 50 % SER C	26 635	0 456	84.40	84.40	0.00	0.00	84.40	0.00	0.00
05/19/2011	07/30/2012	185.00	0 00	SSWPRC	***SEASPAN CORP CUMULATIVE RED PERP PFD SHS 9 50 % SER C	26 179	0 456	84.40	84.40	0.00	0.00	84.40	0.00	0.00
01/21/2011	07/30/2012	200.00	0 00	SSWPRC	***SEASPAN CORP CUMULATIVE RED PERP PFD SHS 9 50 % SER C	23 864	0 456	91.25	91.25	0.00	0.00	91.25	0.00	0.00
05/19/2011	10/30/2012	185.00	0 00	SSWPRC	***SEASPAN CORP CUMULATIVE RED PERP PFD SHS 9 50 % SER C	25.722	0 456	84.40	84.40	0.00	0.00	84.40	0.00	0.00
01/21/2011	10/30/2012	200.00	0 00	SSWPRC	***SEASPAN CORP CUMULATIVE RED PERP PFD SHS 9 50 % SER C	23 408	0 456	91.25	91.25	0.00	0.00	91.25	0.00	0.00
SECTION TOTAL		1,540.00						702.60	702.60	0.00	0.00	702.60	0.00	0.00

Capital Gains

BENDER-FISHBEIN FOUNDATION INC
130 EAST END AVE
NEW YORK NY 10028

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

Description	Totals
Short Term Gain/Loss	-822.82
Long Term Gain/Loss	12,464.33
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	11,641.51
Adjusted Basis	126,322.11
Proceeds	137,963.62
Total Curr Gain/Loss	0.00

EQUITIES - COVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
08/23/2011	01/30/2012	125.00	0.00	TRP	***TRANSCAN ADA CORPORATIO N	41.278	41.039	5,159.76	5,129.82	ST	-29.94	0.00	5,159.76	0.00	0.00
08/31/2011	01/30/2012	275.00	0.00	TRP	***TRANSCAN ADA CORPORATIO N	42.794	41.039	11,768.41	11,285.62	ST	-482.79	0.00	11,768.41	0.00	0.00
04/28/2011	03/07/2012	125.00	0.00	DISCK	DISCOVERY COMMUNICATI ONS INC COM SER C	39.001	43.451	4,875.17	5,431.25	ST	556.08	0.00	4,875.17	0.00	0.00
12/05/2011	03/12/2012	100.00	0.00	SLB	***SCHLUMBE RGER LTD	77.054	74.013	7,705.35	7,401.20	ST	-304.15	0.00	7,705.35	0.00	0.00
01/03/2012	03/16/2012	100.00	0.00	HON	HONEYWELL INTL INC	55.715	60.443	5,571.46	6,044.23	ST	472.77	0.00	5,571.46	0.00	0.00
04/25/2012	05/30/2012	125.00	0.00	CE	CELANESE CORPORATIO N SERIES A	48.015	40.402	6,001.93	5,050.13	ST	-951.80	0.00	6,001.93	0.00	0.00

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
01/27/2012	06/11/2012	35.00	0.00	UNP	UNION PACIFIC CORP	114.672	110.452	4,013.53	3,865.74	ST -147.79	0.00	4,013.53	0.00	0.00
02/08/2012	06/11/2012	40.00	0.00	UNP	UNION PACIFIC CORP	114.224	110.452	4,568.96	4,417.99	ST -150.97	0.00	4,568.96	0.00	0.00
03/20/2012	07/06/2012	100.00	0.00	NLSN	***NIELSEN HOLDINGS B V US LISTED	30.250	26.632	3,025.00	2,663.11	ST -361.89	0.00	3,025.00	0.00	0.00
03/12/2012	07/16/2012	300.00	0.00	LOW	LOWES CO INC	29.891	25.796	8,967.36	7,738.74	ST -1,228.62	0.00	8,967.36	0.00	0.00
11/18/2011	08/02/2012	500.00	0.00	NI	NISOURCE INC COM	22.080	25.028	11,039.90	12,513.71	ST 1,473.81	0.00	11,039.90	0.00	0.00
03/20/2012	08/23/2012	200.00	0.00	NLSN	***NIELSEN HOLDINGS B V US LISTED	30.250	28.037	6,050.00	5,607.21	ST -442.79	0.00	6,050.00	0.00	0.00
10/31/2011	10/16/2012	500.00	0.00	SU	***SUNCOR ENERGY INC NEW	32.325	33.290	16,162.50	16,644.62	ST 482.12	0.00	16,162.50	0.00	0.00
08/13/2012	10/22/2012	200.00	0.00	DNKN	DUNKIN BRANDS GROUP INC	30.405	31.871	6,080.97	6,374.11	ST 293.14	0.00	6,080.97	0.00	0.00
ST - TERM TOTAL		2,725.00				100,990.30		100,990.30	100,167.48	ST -822.82	0.00	100,990.30	0.00	0.00
04/27/2011	05/30/2012	25.00	0.00	PLL	PALL CORP	57.976	56.395	1,449.40	1,409.85	LT 0.00	-39.55	1,449.40	0.00	0.00
05/24/2011	05/31/2012	275.00	0.00	E004280	EL PASO CORPORATIO N	5.590	14.650	1,537.28	4,028.75	LT 0.00	2,491.47	1,537.28	0.00	0.00
05/26/2011	05/31/2012	125.00	0.00	E004280	EL PASO CORPORATIO N	6.213	14.650	776.59	1,831.25	LT 0.00	1,054.66	776.59	0.00	0.00
05/24/2011	09/07/2012	115.00	0.00	KMI	KINDER MORGAN INC	32.124	35.713	3,694.26	4,106.95	LT 0.00	412.69	3,694.26	0.00	0.00
05/26/2011	09/07/2012	52.00	0.00	KMI	KINDER MORGAN INC	32.138	35.713	1,671.18	1,857.05	LT 0.00	185.87	1,671.18	0.00	0.00
LT - TERM TOTAL		592.00				9,128.71		9,128.71	13,233.85	LT 0.00	4,105.14	9,128.71	0.00	0.00
SECTION TOTAL		3,317.00				110,119.01		110,119.01	113,401.33	-822.82	4,105.14	110,119.01	0.00	0.00

EQUITIES - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
09/23/2009	05/08/2012	50.00	0.00	CAT	CATERPILLAR INC	54.250	94.299	2,712.48	4,714.85	LT 0.00	2,002.37	2,712.48	0.00	0.00
10/15/2010	05/08/2012	75.00	0.00	MON	MONSANTO CO	55.178	72.981	4,138.37	5,473.44	LT 0.00	1,335.07	4,138.37	0.00	0.00
05/26/2011	08/08/2012	80.00	0.00	KMIWS	WTS KINDER MORGAN INC DEL WT EXP PUR CL P COM	1.898	3.000	151.85	239.99	LT 0.00	88.14	151.85	0.00	0.00

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
05/24/2011	08/08/2012	176.00	0.00	KMIWS	WTS KINDER MORGAN INC DEL WT EXP	1.907	3.000	335.69	527.99	LT	0.00	192.30	335.69	0.00	0.00
12/30/2009	10/18/2012	15.00	0.00	IBM	PUR CL P COM INTERNATIONAL AL BUSINESS MACHINES CORP	131.677	194.657	1,975.15	2,919.78	LT	0.00	944.63	1,975.15	0.00	0.00
LT - TERM TOTAL		396.00						9,313.54	13,876.05	LT	0.00	4,562.51	9,313.54	0.00	0.00
SECTION TOTAL		396.00						9,313.54	13,876.05		0.00	4,562.51	9,313.54	0.00	0.00

REAL ESTATE INVESTMENT TRUST - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
05/08/2009	04/26/2012	50.00	0.00	VNO	VORNADO REALTY TRUST	52.153	84.789	2,607.63	4,239.35	LT	0.00	1,631.72	2,607.63	0.00	0.00
07/21/2009	04/26/2012	51.00	0.00	VNO	VORNADO REALTY TRUST	45.676	84.789	2,329.47	4,324.14	LT	0.00	1,994.67	2,329.47	0.00	0.00
LT - TERM TOTAL		101.00						4,937.10	8,563.49	LT	0.00	3,626.39	4,937.10	0.00	0.00
SECTION TOTAL		101.00						4,937.10	8,563.49		0.00	3,626.39	4,937.10	0.00	0.00

CAPITAL GAIN DIVIDENDS - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
CAPITAL GAIN DIVIDENDS	02/21/2012	0.21		VNO	VORNADO REALTY TRUST			0.00	0.21	LT	0.00	0.21	0.00	0.00	0.00
NONCOVE RED								0.00	9.92	LT	0.00	9.92	0.00	0.00	0.00
CAPITAL GAIN DIVIDENDS	02/21/2012	9.92		VNO	VORNADO REALTY TRUST			0.00	9.92	LT	0.00	9.92	0.00	0.00	0.00
NONCOVE RED								0.00	16.02	LT	0.00	16.02	0.00	0.00	0.00
CAPITAL GAIN DIVIDENDS	04/13/2012	16.02		STWD	STARWOOD PROPERTY TRUST INC			0.00	16.02	LT	0.00	16.02	0.00	0.00	0.00
NONCOVE RED								0.00					0.00	0.00	0.00

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
03/24/2011	07/30/2012	275.00	0.00	SSWPRC	***SEASPAN CORP	25.715	0.456	125.46	125.46		0.00	0.00	125.46	0.00	0.00
					CUMULATIVE RED PERP PFD SHS 9.50 % SER C										
01/21/2011	07/30/2012	125.00	0.00	SSWPRC	***SEASPAN CORP	23.644	0.456	57.03	57.03		0.00	0.00	57.03	0.00	0.00
					CUMULATIVE RED PERP PFD SHS 9.50 % SER C										
06/18/2008	08/10/2012	600.00	0.00	TOO	***TEEKAY OFFSHORE PARTNERS LP	13.494	0.513	307.50	307.50		0.00	0.00	307.50	0.00	0.00
01/21/2011	10/30/2012	125.00	0.00	SSWPRC	***SEASPAN CORP	23.188	0.456	57.03	57.03		0.00	0.00	57.03	0.00	0.00
					CUMULATIVE RED PERP PFD SHS 9.50 % SER C										
03/24/2011	10/30/2012	275.00	0.00	SSWPRC	***SEASPAN CORP	25.258	0.456	125.46	125.46		0.00	0.00	125.46	0.00	0.00
					CUMULATIVE RED PERP PFD SHS 9.50 % SER C										
06/18/2008	11/09/2012	600.00	0.00	TOO	***TEEKAY OFFSHORE PARTNERS LP	12.981	0.513	307.50	307.50		0.00	0.00	307.50	0.00	0.00
SECTION TOTAL		4,000.00						1,952.46	1,952.46		0.00	0.00	1,952.46	0.00	0.00

CASH IN LIEU - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
CASH IN LIEU - NONCOVERED	05/31/2012	15.94		KMI	KINDER MORGAN INC			0.00	15.94	LT	0.00	15.94	0.00	0.00	0.00
LT - TERM TOTAL		15.94						0.00	15.94	LT	0.00	15.94	0.00	0.00	0.00
SECTION TOTAL		15.94						0.00	15.94		0.00	15.94	0.00	0.00	0.00

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
RIDGE CLEARING-541-20666	8,244.	0.	8,244.
RIDGE CLEARING-550-01853	914.	0.	914.
RIDGE CLEARING-550-01853	18,569.	0.	18,569.
RIDGE CLEARING-550-01853-ACCRUED INTEREST PURCHASED	-1,246.	0.	-1,246.
TOTAL TO FM 990-PF, PART I, LN 4	26,481.	0.	26,481.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,400.	1,700.		1,700.
TO FORM 990-PF, PG 1, LN 16B	3,400.	1,700.		1,700.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	98.	98.		0.
TO FORM 990-PF, PG 1, LN 18	98.	98.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	1,048.	1,048.		0.
FILING FEE	100.	0.		100.
INVESTMENT ADVISORY FEE	3,870.	3,870.		0.
TOTAL TO FORM 990-PF, PG 1, LN 23	5,018.	4,918.		100.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	274,995.	389,271.
TOTAL TO FORM 990-PF, PART II, LINE 10B	274,995.	389,271.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	251,211.	264,605.
TOTAL TO FORM 990-PF, PART II, LINE 10C	251,211.	264,605.