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

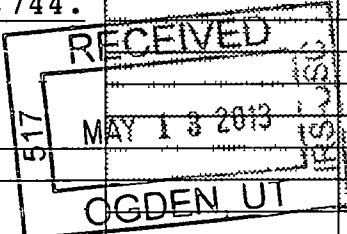
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning

, and ending

|   |  |   |
|---|--|---|
| Name of foundation<br><b>EDYTHE KENNER FOUNDATION</b>   |  | A Employer identification number<br><b>13-4136425</b>   |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>65 CLUB POINTE DRIVE</b>   | Room/suite   | B Telephone number<br><b>212-336-2250</b>   |
| City or town, state, and ZIP code<br><b>WHITE PLAINS, NY 10605</b>  |  | C If exemption application is pending, check here <input type="checkbox"/>  |
| G Check all that apply<br><input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |  | D 1 Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><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<br>(from Part II, col. (c), line 16)<br>\$ <b>806,476.</b>   | J Accounting method<br><input type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input checked="" type="checkbox"/> Other (specify) <b>MODIFIED CASH</b><br>(Part I, column (d) must be on cash basis.) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>  |

| Part I Analysis of Revenue and Expenses<br><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) |
|---|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue   | 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  | 13.                                | 13.                       |                         | STATEMENT 2   |
|   | 4 Dividends and interest from securities  | 2,123.                             | 2,123.                    |                         | STATEMENT 3   |
|   | 5a Gross rents  |                                    |                           |                         |   |
|   | b Net rental income or (loss)   |                                    |                           |                         |   |
|   | 6a Net gain or (loss) from sale of assets not on line 10                                      | 38,716.                            |                           |                         | STATEMENT 1   |
|   | b Gross sales price for all assets on line 6a   | 374,744.                           |                           |                         |   |
|   | 7 Capital gain net income (from Part IV, line 2)  |                                    | 65,680.                   |                         |   |
|   | 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  |   | 40,852.                            | 67,816.                   |                         |   |
| 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   | 1,733.                             | 0.                        |                         | 1,733.  |
|   | c Other professional fees   | 1,208.                             | 1,208.                    |                         | 0.  |
|   | 17 Interest   |                                    |                           |                         |   |
|   | 18 Taxes  | 30.                                | 30.                       |                         | 0.  |
|   | 19 Depreciation and depletion   |                                    |                           |                         |   |
|   | 20 Occupancy  |                                    |                           |                         |   |
|   | 21 Travel, conferences, and meetings  |                                    |                           |                         |   |
|   | 22 Printing and publications  |                                    |                           |                         |   |
|   | 23 Other expenses   | 35.                                | 0.                        |                         | 100.  |
|   | 24 Total operating and administrative expenses. Add lines 13 through 23                       | 3,006.                             | 1,238.                    |                         | 1,833.  |
|   | 25 Contributions, gifts, grants paid  | 56,600.                            |                           |                         | 56,600.   |
| 26 Total expenses and disbursements. Add lines 24 and 25  | 59,606.   | 1,238.                             |                           | 58,433.                 |   |
| 27 Subtract line 26 from line 12  |   | <18,754.>                          |                           |                         |   |
| a Excess of revenue over expenses and disbursements   |   |                                    | 66,578.                   |                         |   |
| b Net investment income (if negative, enter -0-)  |   |                                    |                           |                         |   |
| c Adjusted net income (if negative, enter -0-)  |   |                                    |                           | N/A                     |   |



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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<br>(a) Book Value   | End of year<br>(b) Book Value (c) Fair Market Value |          |
| Assets  | 1 Cash - non-interest-bearing  |   |   |          |
|   | 2 Savings and temporary cash investments   | 77,820.   | 69,630.   | 69,630.  |
|   | 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 9   | 688,530.  | 616,824.  | 616,824. |
|   | c Investments - corporate bonds  |   |   |          |
| Liabilities   | 11 Investments - land, buildings, and equipment basis ▶  |   |   |          |
|   | Less accumulated depreciation ▶  |   |   |          |
|   | 12 Investments - mortgage loans  |   |   |          |
|   | 13 Investments - other STMT 10   | 0.  | 120,022.  | 120,022. |
|   | 14 Land, buildings, and equipment basis ▶  |   |   |          |
|   | Less accumulated depreciation ▶  |   |   |          |
|   | 15 Other assets (describe ▶)   |   |   |          |
| 16 Total assets (to be completed by all filers)                             | 766,350.   | 806,476.  | 806,476.  |          |
| 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  | 766,350.  | 806,476.  |          |
|   | 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  | 766,350.   | 806,476.  |   |          |
| 31 Total liabilities and net assets/fund balances                           | 766,350.   | 806,476.  |   |          |

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 | 766,350.  |
| 2 Enter amount from Part I, line 27a   | 2 | <18,754.> |
| 3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8   | 3 | 58,880.   |
| 4 Add lines 1, 2, and 3  | 4 | 806,476.  |
| 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 | 806,476.  |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo, day, yr) | (d) Date sold<br>(mo, day, yr) |
|--|--|------------------------------------|--------------------------------|
| 1a SALE OF PUBLICLY TRADED SECURITIES  | D  | VARIOUS                            | VARIOUS                        |
| b SALE OF PUBLICLY TRADED SECURITIES   | P  | VARIOUS                            | VARIOUS                        |
| c  |  |                                    |                                |
| d  |  |                                    |                                |
| e  |  |                                    |                                |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 367,627.            |  | 301,875.  | 65,752.                                      |
| b 7,117.              |  | 7,189.  | <72.>  |
| c                     |  |   |  |
| d                     |  |   |  |
| e                     |  |   |  |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (i) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|---|--------------------------------------|---|--|
| (i) FMV as of 12/31/69  | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |  |
| a   |                                      |   | 65,752.  |
| b   |                                      |   | <72.>  |
| c   |                                      |   |  |
| d   |                                      |   |  |
| e   |                                      |   |  |

|   |   |   |         |
|---|---|---|---------|
| 2 Capital gain net income or (net capital loss)   | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | 2 | 65,680. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c)<br>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<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col (b) divided by col (c)) |
|---|---------------------------------------|---|--|
| 2011  | 318,675.                              | 951,564.                                  | .334896  |
| 2010  | 68,005.                               | 1,105,435.                                | .061519  |
| 2009  | 48,450.                               | 959,401.                                  | .050500  |
| 2008  | 50,920.                               | 1,274,272.                                | .039960  |
| 2007  | 53,090.                               | 116,612.                                  | .455270  |

|  |   |          |
|--|---|----------|
| 2 Total of line 1, column (d)  | 2 | .942145  |
| 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 | .188429  |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5   | 4 | 779,459. |
| 5 Multiply line 4 by line 3  | 5 | 146,873. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 | 666.     |
| 7 Add lines 5 and 6  | 7 | 147,539. |
| 8 Enter qualifying distributions from Part XII, line 4   | 8 | 58,433.  |

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<br>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  | 1,332. |
| 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  | 1,332. |
| 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  | 1,332. |
| 6  | Credits/Payments  |    |        |
| a  | 2012 estimated tax payments and 2011 overpayment credited to 2012   | 6a | 502.   |
| 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  | 502.   |
| 8  | Enter any penalty for underpayment of estimated tax. Check here <input 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  | 830.   |
| 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  |

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 ROBERT M. SAFRON, C/O PBW&T Telephone no 212-336-2250
Located at 1133 AVENUE OF THE AMERICAS, NEW YORK, NY ZIP+4 10036
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.  N/A

**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

|    |    |  |
|----|----|--|
|    | 5b |  |
| 6b | X  |  |
| 7b |    |  |

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

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

| (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 |
|---|---|---|---|---------------------------------------|
| CHARLES J. SAFRON<br>65 CLUB POINTE DRIVE<br>WHITE PLAINS, NY 10605 | TRUSTEE<br>1.50   | 0.  | 0.  | 0.                                    |
| ROBERT M. SAFRON<br>65 CLUB POINTE DRIVE<br>WHITE PLAINS, NY 10605  | TRUSTEE<br>1.50   | 0.  | 0.  | 0.                                    |
| CARRIE J. SAFRON<br>65 CLUB POINTE DRIVE<br>WHITE PLAINS, NY 10605  | TRUSTEE<br>1.50   | 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.)

|          |   |           |          |
|----------|---|-----------|----------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes  |           |          |
| <b>a</b> | Average monthly fair market value of securities   | <b>1a</b> | 658,183. |
| <b>b</b> | Average of monthly cash balances  | <b>1b</b> | 133,146. |
| <b>c</b> | Fair market value of all other assets   | <b>1c</b> |          |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)   | <b>1d</b> | 791,329. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | 0.       |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets  | <b>2</b>  | 0.       |
| <b>3</b> | Subtract line 2 from line 1d  | <b>3</b>  | 791,329. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 11,870.  |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 779,459. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5  | <b>6</b>  | 38,973.  |

**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)

|           |   |           |         |
|-----------|---|-----------|---------|
| <b>1</b>  | Minimum investment return from Part X, line 6   | <b>1</b>  | 38,973. |
| <b>2a</b> | Tax on investment income for 2012 from Part VI, line 5  | <b>2a</b> | 1,332.  |
| <b>b</b>  | Income tax for 2012 (This does not include the tax from Part VI)  | <b>2b</b> |         |
| <b>c</b>  | Add lines 2a and 2b   | <b>2c</b> | 1,332.  |
| <b>3</b>  | <b>Distributable amount before adjustments.</b> Subtract line 2c from line 1                              | <b>3</b>  | 37,641. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions   | <b>4</b>  | 0.      |
| <b>5</b>  | Add lines 3 and 4   | <b>5</b>  | 37,641. |
| <b>6</b>  | Deduction from distributable amount (see instructions)  | <b>6</b>  | 0.      |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 37,641. |

**Part XII Qualifying Distributions** (see instructions)

|          |   |           |         |
|----------|---|-----------|---------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes   |           |         |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26   | <b>1a</b> | 58,433. |
| <b>b</b> | Program-related investments - total from Part IX-B  | <b>1b</b> | 0.      |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | <b>2</b>  |         |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the   |           |         |
| <b>a</b> | Suitability test (prior IRS approval required)  | <b>3a</b> |         |
| <b>b</b> | Cash distribution test (attach the required schedule)   | <b>3b</b> |         |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | <b>4</b>  | 58,433. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | <b>5</b>  | 0.      |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | <b>6</b>  | 58,433. |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7   |               |                            |             | 37,641.     |
| 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  | 35,149.       |                            |             |             |
| b From 2008  |               |                            |             |             |
| c From 2009  | 486.          |                            |             |             |
| d From 2010  | 13,224.       |                            |             |             |
| e From 2011  | 271,099.      |                            |             |             |
| f Total of lines 3a through e  | 319,958.      |                            |             |             |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$   | 58,433.       |                            |             |             |
| 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   |               |                            |             | 37,641.     |
| e Remaining amount distributed out of corpus   | 20,792.       |                            |             |             |
| 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:   | 340,750.      |                            |             |             |
| 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   | 35,149.       |                            |             |             |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  | 305,601.      |                            |             |             |
| 10 Analysis of line 9  |               |                            |             |             |
| a Excess from 2008   |               |                            |             |             |
| b Excess from 2009   | 486.          |                            |             |             |
| c Excess from 2010   | 13,224.       |                            |             |             |
| d Excess from 2011   | 271,099.      |                            |             |             |
| e Excess from 2012   | 20,792.       |                            |             |             |

**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<br>Name and address (home or business)   | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|--|---|--------------------------------|----------------------------------|---------|
| <p><b>a</b> Paid during the year</p> <p>92ND STREET Y<br/>1395 LEXINGTON AVENUE<br/>NEW YORK, NY 10128</p> | N/A   | PUBLIC CHARITY                 | GENERAL                          | 1,300.  |
| <p>BROOKLYN ACADEMY OF MUSIC<br/>30 LAFAYETTE AVENUE<br/>NEW YORK, NY 11243</p>                            | N/A   | PUBLIC CHARITY                 | GENERAL                          | 9,500.  |
| <p>CARNEGIE HALL SOCIETY, INC.<br/>881 SEVENTH AVENUE<br/>NEW YORK, NY 10019</p>                           | N/A   | PUBLIC CHARITY                 | GENERAL                          | 2,500.  |
| <p>FUND FOR THE AGED, INC.<br/>120 WEST 106TH STREET<br/>NEW YORK, NY 10025</p>                            | N/A   | PUBLIC CHARITY                 | GENERAL                          | 3,600.  |
| <p>HEALTH ADVOCATES FOR OLDER PEOPLE, INC.<br/>1233 SECOND AVENUE<br/>NEW YORK, NY 10065</p>               | N/A   | PUBLIC CHARITY                 | GENERAL                          | 2,400.  |
| <p><b>Total</b></p>  | SEE CONTINUATION SHEET(S) ▶ 3a  |                                |                                  | 56,600. |
| <p><b>b</b> Approved for future payment</p> <p>NONE</p>  |   |                                |                                  |         |
|  |   |                                |                                  |         |
|  |   |                                |                                  |         |
| <p><b>Total</b></p>  | ▶ 3b  |                                |                                  | 0.      |



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

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

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

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge Signature of officer or trustee: [Signature] Date: 5/11/13 Title: TAXPAYER

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

Paid Preparer Use Only Print/Type preparer's name: THOMAS F. BLANEY, CPA, CFE Preparer's signature: [Signature] Date: 4/26/13 Check [ ] if self-employed PTIN: P00234022 Firm's name: O'CONNOR DAVIES, LLP Firm's EIN: 27-1728945 Firm's address: 665 FIFTH AVENUE NEW YORK, NY 10022 Phone no: 212-286-2600

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount         |
|--|--|--------------------------------------|-------------------------------------|----------------|
| JAMES LENOX HOUSE ASSOCIATION, INC.<br>49 EAST 73RD STREET<br>NEW YORK, NY 10021                 | N/A  | PUBLIC CHARITY                       | GENERAL                             | 1,800.         |
| KATERI RESIDENCE<br>150 RIVERSIDE DRIVE<br>NEW YORK, NY 10024                                    | N/A  | PUBLIC CHARITY                       | GENERAL                             | 1,800.         |
| LINCOLN CENTER FOR THE PERFORMING<br>ARTS, INC.<br>70 LINCOLN CENTER PLAZA<br>NEW YORK, NY 10023 | N/A  | PUBLIC CHARITY                       | GENERAL                             | 3,000.         |
| MARY MANNING WALSH NURSING HOME CO.<br>INC.<br>1339 YORK AVENUE<br>NEW YORK, NY 10021            | N/A  | PUBLIC CHARITY                       | GENERAL                             | 1,200.         |
| TERENCE CARDINAL COOKE HEALTH CARE<br>CENTER<br>1249 5TH AVENUE<br>NEW YORK, NY 10029            | N/A  | PUBLIC CHARITY                       | GENERAL                             | 1,200.         |
| THE MABEL MERCER FOUNDATION<br>160 EAST 47TH STREET<br>NEW YORK, NY 10017                        | N/A  | PUBLIC CHARITY                       | GENERAL                             | 21,000.        |
| TOWN HALL FOUNDATION<br>123 WEST 43RD STREET<br>NEW YORK, NY 10036                               | N/A  | PUBLIC CHARITY                       | GENERAL                             | 5,500.         |
| UNITED NEIGHBORS OF EAST MIDTOWN,<br>INC.<br>310 EAST 42ND STREET<br>NEW YORK, NY 10017          | N/A  | PUBLIC CHARITY                       | GENERAL                             | 1,800.         |
|  |  |                                      |                                     |                |
| <b>Total from continuation sheets</b>  |  |                                      |                                     | <b>37,300.</b> |

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 FORM 990-PF                      GAIN OR (LOSS) FROM SALE OF ASSETS                      STATEMENT    1
 

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| (A)<br>DESCRIPTION OF PROPERTY     |                                 |                           | MANNER<br>ACQUIRED | DATE<br>ACQUIRED    | DATE SOLD |
|------------------------------------|---------------------------------|---------------------------|--------------------|---------------------|-----------|
| SALE OF PUBLICLY TRADED SECURITIES |                                 |                           | DONATED            | VARIOUS             | VARIOUS   |
| (B)<br>GROSS<br>SALES PRICE        | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.     | (F)<br>GAIN OR LOSS |           |
| 367,627.                           | 328,839.                        | 0.                        | 0.                 | 38,788.             |           |

| (A)<br>DESCRIPTION OF PROPERTY     |                               |                           | MANNER<br>ACQUIRED | DATE<br>ACQUIRED    | DATE SOLD |
|------------------------------------|-------------------------------|---------------------------|--------------------|---------------------|-----------|
| SALE OF PUBLICLY TRADED SECURITIES |                               |                           | PURCHASED          | VARIOUS             | VARIOUS   |
| (B)<br>GROSS<br>SALES PRICE        | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.     | (F)<br>GAIN OR LOSS |           |
| 7,117.                             | 7,189.                        | 0.                        | 0.                 | <72.>               |           |

|                                       |                |
|---------------------------------------|----------------|
| CAPITAL GAINS DIVIDENDS FROM PART IV  | 0.             |
| TOTAL TO FORM 990-PF, PART I, LINE 6A | <u>38,716.</u> |

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 FORM 990-PF    INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS    STATEMENT    2
 

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| SOURCE   | AMOUNT     |
|--|------------|
| FIDELITY                                       | 7.         |
| RAUNE, CUNNIFF, & GOLDFARB, INC.               | 6.         |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | <u>13.</u> |

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|             |  |           |   |
|-------------|--|-----------|---|
| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT | 3 |
|-------------|--|-----------|---|

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| SOURCE                           | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| FIDELITY                         | 673.         | 0.                         | 673.                 |
| RAUNE, CUNNIFF, & GOLDFARB, INC. | 1,450.       | 0.                         | 1,450.               |
| TOTAL TO FM 990-PF, PART I, LN 4 | 2,123.       | 0.                         | 2,123.               |

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|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 4 |
|-------------|-----------------|-----------|---|

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| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| O'CONNOR DAVIES, LLP         | 1,733.                       | 0.                                |                               | 1,733.                        |
| TO FORM 990-PF, PG 1, LN 16B | 1,733.                       | 0.                                |                               | 1,733.                        |

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|             |                         |           |   |
|-------------|-------------------------|-----------|---|
| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 5 |
|-------------|-------------------------|-----------|---|

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| DESCRIPTION                         | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| RAUNE, CUNNIFF, &<br>GOLDFARB, INC. | 1,208.                       | 1,208.                            |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C        | 1,208.                       | 1,208.                            |                               | 0.                            |

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|             |       |           |   |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 6 |
|-------------|-------|-----------|---|

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| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAXES               | 30.                          | 30.                               |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 30.                          | 30.                               |                               | 0.                            |

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| FORM 990-PF                 | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 7 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| NYS FILING FEES             | 100.                         | 0.                                |                               | 100.                          |   |
| BANK FEES                   | <65.>                        | 0.                                |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 23 | 35.                          | 0.                                |                               | 100.                          |   |

| FORM 990-PF                              | OTHER INCREASES IN NET ASSETS OR FUND BALANCES | STATEMENT | 8 |
|--|--|-----------|---|
| DESCRIPTION                              |  | AMOUNT    |   |
| CHANGE IN UNREALIZED GAIN ON INVESTMENTS |  | 58,880.   |   |
| TOTAL TO FORM 990-PF, PART III, LINE 3   |  | 58,880.   |   |

| FORM 990-PF                             | CORPORATE STOCK |                      | STATEMENT | 9 |
|---|-----------------|----------------------|-----------|---|
| DESCRIPTION                             | BOOK VALUE      | FAIR MARKET<br>VALUE |           |   |
| SEE ATTACHMENT A (PAGE 1 OF 6)          | 402,180.        | 402,180.             |           |   |
| SEE ATTACHMENT A (PAGE 6 OF 6)          | 214,644.        | 214,644.             |           |   |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 616,824.        | 616,824.             |           |   |

| FORM 990-PF                            | OTHER INVESTMENTS   |            | STATEMENT            | 10 |
|--|---------------------|------------|----------------------|----|
| DESCRIPTION                            | VALUATION<br>METHOD | BOOK VALUE | FAIR MARKET<br>VALUE |    |
| SEE ATTACHMENT A (PAGE 1 OF 6)         | FMV                 | 120,022.   | 120,022.             |    |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                     | 120,022.   | 120,022.             |    |

| Holdings (Symbol) as of December 31, 2012 | Quantity<br>December 31, 2012 | Price per Unit<br>December 31, 2012 | Total Cost Basis  | Total Value      |                   | Unrealized Gain (Loss)<br>December 31, 2012 |
|---|-------------------------------|-------------------------------------|-------------------|------------------|-------------------|---|
|   |                               |                                     |                   | December 1, 2012 | December 31, 2012 |   |
| <b>Stocks</b>                             |                               |                                     |                   |                  |                   |   |
| BERKSHIRE HATHAWAY INC DEL CLA            | 3.000                         | \$134,060.000                       | \$301,875.000     | \$395,748.00     | \$402,180.00      | \$ 100,305.00                               |
| FRMLY COMMON (BRKA )                      |                               |                                     | 301,875.00        |                  | 402,180.00        | 100,305.00                                  |
| <b>Subtotal of Stocks</b>                 |                               |                                     |                   |                  |                   |   |
| <b>Mutual Funds</b>                       |                               |                                     |                   |                  |                   |   |
| FIDELITY BALANCED (FBALX )                | 2,950.802                     | 20.180                              | 58,000.00         | 59,576.69        | 59,547.18         | 1,547.18                                    |
| FPA CRESCENT INSTL (FPACK )               | 2,064.694                     | 29.290                              | 60,025.00         | 59,421.89        | 60,474.88         | 449.88                                      |
| <b>Subtotal of Mutual Funds</b>           |                               |                                     | <b>118,025.00</b> |                  | <b>120,022.06</b> | <b>1,997.06</b>                             |

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

**Portfolio Holdings (continued)**

| Quantity             | Description   | Market Price | Market Value | Estimated Annual Income | Estimated Yield |
|----------------------|---|--------------|--------------|-------------------------|-----------------|
| <b>Equities</b>      |   |              |              |                         |                 |
| <b>Common Stocks</b> |   |              |              |                         |                 |
| 70.000               | <b>CRODA INTL ORD SHS</b><br>ISIN#GB0002335270<br>CUSIP: C25536106<br>Dividend Option: Cash<br>Security Identifier: COIH                  | 38.6171      | 2,703.20     |                         |                 |
| 488.000              | <b>HISCOX LTD SHS ISIN#BMG4593F1041</b><br>CUSIP: C4593F104<br>Dividend Option: Cash<br>Security Identifier: HCXL                         | 7.3853       | 3,604.06     |                         |                 |
| 210.000              | <b>IMI PLC ORD SHS</b><br>ISIN#GB0004579636<br>CUSIP: G47152106<br>Dividend Option: Cash<br>Security Identifier: IMIA                     | 17.8295      | 3,744.20     |                         |                 |
| 1,046.000            | <b>QINETIQ GROUP PLC LONDON SHS</b><br>ISIN#GB0080WMD03<br>CUSIP: G7303P106<br>Dividend Option: Cash<br>Security Identifier: QNTQ         | 2.9824       | 3,119.62     |                         |                 |
| 390.000              | <b>ROLLS-ROYCE HOLDINGS PLC LONDON SHS</b><br>ISIN#GB00863H8491<br>CUSIP: G76225104<br>Dividend Option: Cash<br>Security Identifier: RYCE | 14.1969      | 5,536.83     |                         |                 |

**Portfolio Holdings (continued)**

| Quantity                         | Description  | Market Price | Market Value | Estimated Annual Income | Estimated Yield |
|----------------------------------|--|--------------|--------------|-------------------------|-----------------|
| <b>Equities (continued)</b>      |  |              |              |                         |                 |
| <b>Common Stocks (continued)</b> |  |              |              |                         |                 |
| 29,640.000                       | ROLLS ROYCE HLDGS PLC SHS C<br>ENTITLEMENT JAN 2013 ISIN#GB0088K8LZ11<br>Dividend Option: Cash<br>Security Identifier: C76312100                     | N/A          | N/A          |                         |                 |
| 126.000                          | NOVOZYMES A/S SHS B<br>ISIN#DK0060336014<br>CUSIP: K73171133<br>Dividend Option: Cash<br>Security Identifier: NVZMF                                  | 27.8000      | 3,502.80     |                         |                 |
| 622.000                          | PIRELLI & C SPA AZIONE ORDINARIA<br>POST RAGGRUPPAMENTO ISIN#IT0004623051<br>CUSIP: T76434199<br>Dividend Option: Cash<br>Security Identifier: PPAMF | 11.5100      | 7,159.22     |                         |                 |
| 118.000                          | ADVANCE AUTO PTS INC COM<br>CUSIP: 00751Y126<br>Dividend Option: Cash<br>Security Identifier: AAP  | 72.3500      | 8,537.30     | 28.32                   | 0.33%           |
| 300.000                          | BERKSHIRE HATHAWAY INC DEL CL B NEW<br>CUSIP: 084670732<br>Dividend Option: Cash<br>Security Identifier: BRK B                                       | 89.7000      | 26,910.00    |                         |                 |
| 75.000                           | CANADIAN NATURAL RES LTD<br>ISIN#CA1363851017<br>CUSIP: 136385101<br>Dividend Option: Cash<br>Security Identifier: CNQ                               | 28.8700      | 2,165.25     | 31.70                   | 1.46%           |
| 106.000                          | CORNING INC COM<br>CUSIP: 219350105<br>Dividend Option: Cash<br>Security Identifier: GLW   | 12.6200      | 1,337.72     | 38.16                   | 2.85%           |
| 65.000                           | DANAHER CORP COM<br>CUSIP: 235851102<br>Dividend Option: Cash<br>Security Identifier: DHR  | 55.9000      | 3,633.50     | 6.50                    | 0.17%           |
| 29.000                           | EXXON MOBIL CORP COM<br>CUSIP: 30231G102<br>Dividend Option: Cash<br>Security Identifier: XOM  | 86.5500      | 2,509.95     | 66.12                   | 2.63%           |
| 336.000                          | FASTENAL CO<br>CUSIP: 311900104<br>Dividend Option: Cash<br>Security Identifier: FAST  | 46.6500      | 15,674.40    | 282.24                  | 1.80%           |

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

**Portfolio Holdings (continued)**

| Quantity                         | Description   | Market Price | Market Value | Estimated Annual Income | Estimated Yield |
|----------------------------------|---|--------------|--------------|-------------------------|-----------------|
| <b>Equities (continued)</b>      |   |              |              |                         |                 |
| <b>Common Stocks (continued)</b> |   |              |              |                         |                 |
| 40,000                           | GOLDMAN SACHS GROUP INC COM<br>CUSIP: 38141G104<br>Dividend Option: Cash              | 127.5600     | 5,102.40     | 80.00                   | 1.56%           |
| 8,000                            | GOOGLE INC CL A<br>CUSIP: 38259P508<br>Dividend Option: Cash                          | 707.3800     | 5,659.04     |                         |                 |
| 34,000                           | INTERNATIONAL BUSINESS MACHS CORP<br>COM<br>CUSIP: 459200101<br>Dividend Option: Cash | 191.5500     | 6,512.70     | 115.60                  | 1.77%           |
| 41,000                           | JACOBS ENGR GROUP INC COM<br>CUSIP: 469814107<br>Dividend Option: Cash                | 42.5700      | 1,745.37     |                         |                 |
| 11,000                           | MASTERCARD INC CL A COM<br>CUSIP: 57636Q104<br>Dividend Option: Cash                  | 491.2800     | 5,404.08     | 13.20                   | 0.24%           |
| 113,000                          | MOHAWK INDUSTRIES INC<br>CUSIP: 608190104<br>Dividend Option: Cash                    | 90.4700      | 10,223.11    |                         |                 |
| 62,000                           | O RELLY AUTOMOTIVE INC NEW<br>COM<br>CUSIP: 67103H107<br>Dividend Option: Cash        | 89.4200      | 5,544.04     |                         |                 |
| 49,000                           | OMNICOM GROUP INC COM<br>CUSIP: 681919106<br>Dividend Option: Cash                    | 49.9600      | 2,448.04     | 58.80                   | 2.40%           |

**Portfolio Holdings (continued)**

| Quantity                         | Description  | Market Price | Market Value | Estimated Annual Income | Estimated Yield |
|----------------------------------|--|--------------|--------------|-------------------------|-----------------|
| <b>Equities (continued)</b>      |  |              |              |                         |                 |
| <b>Common Stocks (continued)</b> |  |              |              |                         |                 |
| 24.000                           | <b>PERRIGO COMPANY</b><br>CUSIP: 714290103<br>Dividend Option: Cash<br>Security Identifier: PRGO   | 104.0300     | 2,496.72     | 8.64                    | 0.34%           |
| 32.000                           | <b>PRAXAIR INC</b><br>CUSIP: 74005P104<br>Dividend Option: Cash<br>Security Identifier: PX   | 109.4500     | 3,502.40     | 70.40                   | 2.01%           |
| 38.000                           | <b>PRECISION CASTPARTS CORP</b><br>CUSIP: 740189105<br>Dividend Option: Cash<br>Security Identifier: PCP                                   | 189.4200     | 7,197.96     | 4.56                    | 0.06%           |
| 48.000                           | <b>SIRONA DENTAL SYS INC COM</b><br>CUSIP: 82966C103<br>Dividend Option: Cash<br>Security Identifier: SIRD                                 | 64.4600      | 3,094.08     |                         |                 |
| 377.000                          | <b>TIX COMPANIES INC (NEW)</b><br>CUSIP: 872540109<br>Dividend Option: Cash<br>Security Identifier: TIX                                    | 42.4500      | 16,003.65    | 173.42                  | 1.08%           |
| 65.000                           | <b>TIFFANY &amp; COMPANY</b><br>CUSIP: 886547108<br>Dividend Option: Cash<br>Security Identifier: TIF                                      | 57.3400      | 3,727.10     | 83.20                   | 2.23%           |
| 45.000                           | <b>TRIMBLE NAV LTD</b><br>CUSIP: 896239100<br>Dividend Option: Cash<br>Security Identifier: TRMB   | 59.7800      | 2,690.10     |                         |                 |
| 489.000                          | <b>VALEANT PHARMACEUTICALS INTL INC CDA COM</b> ISIN#CA91911K1021<br>CUSIP: 91911K102<br>Dividend Option: Cash<br>Security Identifier: VRX | 59.7700      | 29,227.53    |                         |                 |
| 41.000                           | <b>WAL MART STORES INC COM</b><br>CUSIP: 931142103<br>Dividend Option: Cash<br>Security Identifier: WMT                                    | 68.2300      | 2,797.43     | 65.19                   | 2.33%           |
| 42.000                           | <b>WATERS CORP COM</b><br>CUSIP: 941848103<br>Dividend Option: Cash<br>Security Identifier: WAT  | 87.1200      | 3,659.04     |                         |                 |
| 59.000                           | <b>WEST PHARMACEUTICAL SVCS INC COM</b><br>CUSIP: 955306105<br>Dividend Option: Cash   | 54.7500      | 3,230.25     | 44.84                   | 1.38%           |

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

**Portfolio Holdings (continued)**

| Quantity                         | Description   | Market Price | Market Value        | Estimated Annual Income | Estimated Yield |
|----------------------------------|---|--------------|---------------------|-------------------------|-----------------|
| <b>Equities (continued)</b>      |   |              |                     |                         |                 |
| <b>Common Stocks (continued)</b> |   |              |                     |                         |                 |
|                                  | Security Identifier: WST  |              |                     |                         |                 |
| 103.000                          | WORLD FUEL SVCS CORP COM<br>CUSIP: 981475106<br>Dividend Option: Cash<br>Security Identifier: INT | 41.1700      | 4,240.51            | 15.45                   | 0.36%           |
| <b>Total Common Stocks</b>       |   |              | <b>\$214,643.60</b> | <b>\$1,186.34</b>       |                 |
| <b>Total Equities</b>            |   |              | <b>\$214,643.60</b> | <b>\$1,186.34</b>       |                 |