Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation: HF USNY UD M ROVENSKY 4/61 FDN VAL

A Employer identification number: 13-6071671

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 40200, FL9-100-10-19 | Room/suite:

B Telephone number (see instructions): 877- 446-1410

City or town, state, and ZIP code: JACKSONVILLE, FL 32203-0200

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,316,926.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	26,635.	26,239.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	52,992.			
b	Gross sales price for all assets on line 6a 632,613.				
7	Capital gain net income (from Part IV, line 2)		52,992.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	79,627.	79,231.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	15,957.	10,638.		5,319.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 4	1,250.	NONE	NONE	1,250.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	183.	183.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 6	308.	58.		250.
24	**Total operating and administrative expenses.** Add lines 13 through 23	17,698.	10,879.	NONE	6,819.
25	Contributions, gifts, grants paid	63,600.			63,600.
26	**Total expenses and disbursements** Add lines 24 and 25	81,298.	10,879.	NONE	70,419.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-1,671.			
b	**Net investment income** (if negative, enter -0-)		68,352.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	NONE		
2 Savings and temporary cash investments	156,560.	36,011.	36,011.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶	NONE		
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)	NONE		
b Investments - corporate stock (attach schedule)	984,682.	1,102,639.	1,280,915.
c Investments - corporate bonds (attach schedule)	NONE		
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶	NONE		
12 Investments - mortgage loans	NONE		
13 Investments - other (attach schedule)	NONE		
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)	NONE		
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,141,242.	1,138,650.	1,316,926.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27 Capital stock, trust principal, or current funds	1,141,242.	1,138,650.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	NONE		
30 **Total net assets or fund balances** (see instructions)	1,141,242.	1,138,650.	
31 **Total liabilities and net assets/fund balances** (see instructions)	1,141,242.	1,138,650.	

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	1,141,242.
2 Enter amount from Part I, line 27a	2	-1,671.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,139,571.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	921.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,138,650.

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	632,613.		579,621.	52,992.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				52,992.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	52,992.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	66,226.	1,343,017.	0.049311
2010	53,929.	1,225,585.	0.044003
2009	61,101.	1,052,087.	0.058076
2008	57,301.	1,333,985.	0.042955
2007	75,781.	1,625,570.	0.046618

2 **Total** of line 1, column (d)	2	0.240963
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048193
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,311,149.
5 Multiply line 4 by line 3	5	63,188.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	684.
7 Add lines 5 and 6	7	63,872.
8 Enter qualifying distributions from Part XII, line 4	8	70,419.

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 ▶ [ ] 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 ▶ [X] and enter 1% of Part I, line 27b . . .	1	684.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	2	
3	Add lines 1 and 2 . . .	3	684.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- . . .	5	684.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . 6a: 210.		
b	Exempt foreign organizations - tax withheld at source . . . 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c: 1,200.		
d	Backup withholding erroneously withheld . . . 6d:		
7	Total credits and payments. Add lines 6a through 6d . . .	7	1,410.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached . . .	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . ▶	10	726.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 684. **Refunded** ▶	11	42.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year? . . .	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* . . .	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year? . . .	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* . . .	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV* . . .	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* . . .	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 8 Telephone no ▶

Located at ▶ ZIP+4 ▶

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? — 5b: Yes X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? STMT. 9 ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b: No X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? — 7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. PO BOX 40200, FL9-100-10-19, JACKSONVILLE, FL 32203-	TRUSTEE 1	15,957.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,233,910.
b	Average of monthly cash balances	1b	97,206.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,331,116.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,331,116.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,967.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,311,149.
6	**Minimum investment return.** Enter 5% of line 5	6	65,557.

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	65,557.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	684.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	684.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	64,873.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	64,873.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	64,873.

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	70,419.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	70,419.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	684.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	69,735.

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				64,873.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			58,960.	
b Total for prior years 20 10 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2012.				
a From 2007 ... NONE				
b From 2008 ... NONE				
c From 2009 ... NONE				
d From 2010 ... NONE				
e From 2011 ... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 70,419.				
a Applied to 2011, but not more than line 2a			58,960.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				11,459.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				53,414.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008 ... NONE				
b Excess from 2009 ... NONE				
c Excess from 2010 ... NONE				
d Excess from 2011 ... NONE				
e Excess from 2012 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the 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))

N/A

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ANIMAL RESCUE LEAGUE 3200 N. MILITARY WEST PALM BEACH FL 33401	NONE	PC	UNRESTRICTED GENERAL SUPPORT	10,000.
BATH & TENNIS HISTORIC BLDG FDN 1170 S. OCEAN BLVD PALM BEACH FL 33480	NONE	PC	UNRESTRICTED GENERAL SUPPORT	5,000.
PALM BEACH AREA TENNIS PATRONS 1300 N. OCEAN WAY PALM BEACH FL 33480	NONE	PC	UNRESTRICTED GENERAL SUPPORT	8,600.
THE EPISCOPAL CHURCH BETHESDA-BY-THE-SEA 141 SOUTH COUNTY RD. PALM BEACH FL 33480	NONE	PC	UNRESTRICTED GENERAL SUPPORT	10,000.
THE PALM BEACH OPERA 415 S. OLIVE WEST PALM BEACH FL 33401	NONE	PC	UNRESTRICTED GENERAL SUPPORT	5,000.
THE PALM BEACH SYMPHONY 44 COCONUT ROW, M207-B PALM BEACH FL 33480	NONE	PC	UNRESTRICTED GENERAL SUPPORT	5,000.
PALM BEACH GARDEN CLUB PO BOX 2791 PALM BEACH FL 33480-2791	NONE	PC	UNRESTRICTED GENERAL SUPPORT	10,000.
PAR 3 FOUNDATION 400 ROYAL PALM WAY PALM BEACH FL 33480	NONE	OPER. FDN.	UNRESTRICTED GENERAL SUPPORT	10,000.
Total . . . . ▶ 3a				63,600.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	26,635.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	52,992.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				79,627.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 79,627.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee	Date	Title
Karen J Kiser	07/31/2013	SVP Tax

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ Firm's EIN ▶

Firm's address ▶ Phone no

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABORATORIES	155.	155.
AMERISOURCEBERGEN CORP COM	247.	247.
ANADARKO PETROLEUM CORP	77.	77.
APACHE CORPORATION	26.	26.
APPLE INC COM	302.	302.
BAXTER INTERNATIONAL INC	368.	368.
BLACKROCK INC CL A	59.	59.
CIGNA CORPORATION	11.	11.
CVS CAREMARK CORP COM	90.	90.
CELANESE CORP DEL SER A COM	115.	115.
CHEVRONTEXACO CORP COM	463.	463.
CIMAREX ENERGY CO COM	33.	33.
CISCO SYSTEMS INCORPORATED	154.	154.
CITIGROUP INC NEW COM	3.	3.
CLIFFS NAT RES INC COM	200.	200.
COMCAST CORP NEW CL A COM	69.	69.
CONOCOPHILLIPS COM	693.	693.
DEVON ENERGY CORPORATION	177.	177.
EATON CORPORATION	603.	603.
EXXON MOBIL CORPORATION	173.	173.
FEDEX CORP	9.	9.
FIDELITY INSTL TAX EXEMPT CASH PORTFOLIO	11.	
FREEPORT-MCMORAN COPPER & GOLD INC COM	432.	432.
HALLIBURTON CO	35.	35.
HARRIS CORP DEL COM	204.	204.
HASBRO INC	253.	253.
HONEYWELL INTERNATIONAL INC	23.	23.
HUMANA INC	13.	13.
INTERNATIONAL BUSINESS MACHS	285.	285.
ISHARES MSCI EMERGING MKTS INDEX FUND	877.	877.
ISHR MSCI EAFE INDEX FUND	469.	469.
ISHARES TR RUSSELL 2000 INDEX FUND	1,687.	1,687.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
J P MORGAN CHASE & CO COM	414.	414.
JOHNSON & JOHNSON	232.	232.
JOHNSON CONTROLS INCORPORATED	197.	197.
KRAFT FOODS INC CL A COM	191.	191.
LORILLARD INC COM	1,291.	1,291.
LOWES COMPANIES INCORPORATED	47.	47.
MASTERCARD INC CL A COM	55.	55.
MCDONALDS CORP	89.	89.
MICROSOFT CORPORATION	211.	211.
NEWELL RUBBERMAID INC	122.	122.
NIKE INC CL B	60.	60.
NOBLE ENERGY INC COM	19.	19.
PEPSICO INCORPORATED	101.	101.
PETROLEO BRASILEIRO SA PETROBRAS ADR	333.	333.
PFIZER INC	472.	472.
PIMCO ALL ASSET FUND INSTL CL	1,862.	1,862.
PRINCIPAL PFD SECS FUND INSTL CL	486.	486.
PROCTER & GAMBLE CO COM	102.	102.
SM ENERGY CO COM	7.	7.
S&P DEPOSITARY RECEIPTS SERIES 1	6,725.	6,725.
SPDR S&P MIDCAP 400 ETF TR UNIT SER 1 ST	1,060.	1,060.
STANLEY BLACK & DECKER INC COM	182.	182.
TJX COMPANIES INCORPORATED NEW	215.	215.
TARGET CORP	121.	121.
UNION PAC CORP COM	542.	542.
UNITED TECHNOLOGIES CORP	52.	52.
VIACOM INC CL B COM	186.	186.
VISA INC CL A COM	42.	42.
WEIGHT WATCHERS INTL INC.	4.	1.
WELLS FARGO COMPANY	108.	108.
WINDSTREAM CORP COM	177.	59.
WYNN RESORTS LTD COM	336.	72.
XEROX CORPORATION	273.	273.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AON PLC COM	63.	63.
COVIDIEN PLC COM	106.	106.
INVESCO LTD COM	399.	399.
ACE LTD COM	596.	596.
TYCO INTL LTD NEW F COM	404.	404.
COPA HOLDINGS SA CL A COM	437.	437.
TOTAL	26,635.	26,239.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	39.	39.
FOREIGN TAXES ON QUALIFIED FOR	114.	114.
FOREIGN TAXES ON NONQUALIFIED	30.	30.
TOTALS	183.	183.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	250.		250.
OTHER INVESTMENT FEE	58.	58.	
TOTALS	308.	58.	250.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ROUNDING	12.
TAX EFFECTIVE DATE ADJUSTMENT	816.
COST ADJUSTMENTS	90.
SALES ADJUSTMENT	3.
TOTAL	921.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: BANK OF AMERICA NA

ADDRESS: PO BOX 40200, FL9-100-10-19
JACKSONVILLE, FL 32203-0200

TELEPHONE NUMBER: (877)446-1410

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

NAME:
PAR 3 FOUNDATION
ADDRESS:
400 ROYAL PALM WAY, STE. 304
PALM BEACH, FL 33480-4117
GRANT DATE: 12/20/2012
GRANT AMOUNT .... 10,000.
GRANT PURPOSE:
EDUCATIONAL PROGRAMS
AMOUNT EXPENDED BY GRANTEE .... 10,000.
ANY DIVERSION BY GRANTEE:
NO
DATES OF REPORTS BY GRANTEE:
7/24/2013
RESULTS OF VERIFICATION:
N/A

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A., AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

HF USNY UD M ROVENSKY 4/61 FDN VAL
13-6071671
Balance Sheet
12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	36011 050	36,011.05	36,011.05
002824100	ABBOTT LABS	152.000	9,471.59	9,956 00
03073E105	AMERISOURCEBERGEN CORP	128 000	2,502.89	5,527 04
032511107	ANADARKO PETE CORP	187.000	8,548.97	13,895 97
037411105	APACHE CORP	77.000	6,340.40	6,044 50
037833100	APPLE INC	55.000	31,448.35	29,269 51
071813109	BAXTER INTL INC	125.000	6,812 67	8,332 50
084670702	BERKSHIRE HATHAWAY INC DEL	253.000	20,895.37	22,694.10
09247X101	BLACKROCK INC	67 000	12,830 73	13,849.57
125509109	CIGNA CORP	287.000	12,248.87	15,343.02
126650100	CVS CAREMARK CORP	193.000	8,409.70	9,331.55
149123101	CATERPILLAR INC	39 000	3,479.10	3,494.73
150870103	CELANESE CORP DEL	109 000	2,298.13	4,853 77
151020104	CELGENE CORP	100.000	6,372.99	7,847.00
166764100	CHEVRON CORP	130 000	13,621.10	14,058 20
172967424	CITIGROUP INC	385.000	13,305.01	15,230.60
20030N101	COMCAST CORP	289 000	9,397.90	10,797 04
20825C104	CONOCOPHILLIPS	168.000	9,301.09	9,742.32
25243Q205	DIAGEO PLC	58.000	6,896 93	6,761 64
25470F104	DISCOVERY COMMUNICATIONS INC	88.000	5,400.17	5,586.24
25490A309	DIRECTV	136.000	6,492 72	6,821 76
260543103	DOW CHEM CO	108.000	3,481.59	3,491.58
268648102	EMC CORP	325.000	8,824.03	8,222.50
278642103	EBAY INC	255.000	10,224.16	13,004 41
30219G108	EXPRESS SCRIPTS HLDG CO	193 000	10,161.55	10,422 00
30231G102	EXXON MOBIL CORP	152 000	12,765.01	13,155 60
30303M102	FACEBOOK INC	127 000	2,938.26	3,380.70
31428X106	FEDEX CORP	65 000	5,647.51	5,961.80
35671D857	FREEPORT-MCMORAN COPPER &	205 000	7,592.63	7,011.00
369604103	GENERAL ELEC CO	198 000	4,173 84	4,156.02
37045V100	GENERAL MTRS CO	206.000	5,595.29	5,938 98
38141G104	GOLDMAN SACHS GROUP INC	27.000	3,479.61	3,444 12
38259P508	GOOGLE INC	28 000	18,168 79	19,806.64
406216101	HALLIBURTON CO	196 000	6,571 17	6,799.24

HF USNY UD M ROVENSKY 4/61 FDN VAL
13-6071671
Balance Sheet
12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
428236103	HEWLETT PACKARD CO	586.000	7,434.72	8,350.50
438516106	HONEYWELL INTL INC	57.000	3,506.01	3,617.79
459200101	INTERNATIONAL BUSINESS MACHS	63.000	5,234.63	12,067.65
464287234	ISHARES MSCI EMERGING MKTS	1000.000	40,666.25	44,350 00
464287465	ISHARES MSCI EAFE INDEX	750.000	37,607.63	42,645 00
464287655	ISHARES RUSSELL 2000 INDEX	1000.000	68,060.00	84,317.80
46625H100	J P MORGAN CHASE & CO	360.000	15,419.15	15,828 88
478160104	JOHNSON & JOHNSON	281.000	18,910.97	19,698 10
548661107	LOWES COS INC	295.000	8,493 76	10,478 40
55345K103	MRC GLOBAL INC	218.000	5,015.29	6,056 04
57636Q104	MASTERCARD INC	42.000	9,923.68	20,633.76
580135101	MCDONALDS CORP	46 000	4,063.63	4,057 66
594918104	MICROSOFT CORP	445 000	13,446.29	11,885 82
609207105	MONDELEZ INTL INC	255.000	6,457.30	6,490.57
654106103	NIKE INC	166.000	7,636.08	8,565.60
655044105	NOBLE ENERGY INC	75.000	6,946.87	7,630.50
713448108	PEPSICO INC	183.000	12,668.82	12,522 69
717081103	PFIZER INC	536.000	10,965.65	13,442 50
718172109	PHILIP MORRIS INTL INC	144.000	12,205.18	12,044.16
722005626	PIMCO ALL ASSET FUND	2663.159	31,638.33	33,502.54
742718109	PROCTER & GAMBLE CO	181.000	11,930.27	12,288 09
747525103	QUALCOMM INC	167.000	10,477.46	10,330 55
78462F103	SPDR S&P 500 ETF TR	2100.000	244,629 00	299,061.00
78467Y107	SPDR S&P MIDCAP 400 ETF TR	500 000	71,725.00	92,855.00
83088M102	SKYWORKS SOLUTIONS INC	381.000	8,603.10	7,734.30
852061100	SPRINT NEXTEL CORP	962.000	4,909.37	5,454.54
854502101	STANLEY BLACK & DECKER INC	47.000	3,575 83	3,476.59
857477103	STATE STR CORP	75 000	3,479.70	3,525 75
87612E106	TARGET CORP	57 000	3,404.16	3,372.69
907818108	UNION PAC CORP	69.000	3,662 08	8,674.68
913017109	UNITED TECHNOLOGIES CORP	97 000	7,695 13	7,954.97
92553P201	VIACOM INC	199 000	9,403.83	10,495 26
92857W209	VODAFONE GROUP PLC	125.000	3,313 65	3,148.75
931422109	WALGREEN CO	201 000	6,888.57	7,439 01

HF USNY UD M ROVENSKY 4/61 FDN VAL
13-6071671
Balance Sheet
12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
949746101	WELLS FARGO & CO	489.000	17,402.83	16,714 02
983134107	WYNN RESORTS LTD	73.000	8,192.28	8,211 77
984121103	XEROX CORP	295.000	2,269.92	2,011 90
G0408V102	AON PLC	265.000	13,152.87	14,736 65
G2554F113	COVIDIEN PLC	151.000	8,038 27	8,718 74
G27823106	DELPHI AUTOMOTIVE PLC	98.000	3,485 37	3,748 50
G29183103	EATON CORP PLC	96 000	4,982 88	5,201 28
G491BT108	INVESCO LTD	267 000	5,789 40	6,966.03
H0023R105	ACE LTD	135 000	7,627.52	10,773 00
H89128104	TYCO INTL LTD	287.000	3,489 05	8,394.75
N63218106	NIELSEN HLDGS N V	296.000	8,068.72	9,054.64
P31076105	COPA HLDGS SA	82.000	4,444.08	8,154.90
		Totals:	1,138,649.75	1,316,926.02