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 , and ending

Name of foundation: MORRIS & ANNA PROPP SONS FUND INC.

A Employer identification number: 13-6099110

Number and street (or P O box number if mail is not delivered to street address): 405 PARK AVENUE — Room/suite: 1103

B Telephone number: (212)752-3910

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

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*) ▶$ 15874770.

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))

		(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	7499279.		N/A	
	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	409819.	409819.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	95488.			
	b Gross sales price for all assets on line 6a 1795946.				
	7 Capital gain net income (from Part IV, line 2)		95488.		
	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	-14093.	-14093.		
	12 **Total.** Add lines 1 through 11	7990493.	491214.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	17000.	0.		0.
	14 Other employee salaries and wages	27045.	0.		27045.
	15 Pension plans, employee benefits				
	16a Legal fees	29156.	0.		29156.
	b Accounting fees	1238.	0.		1238.
	c Other professional fees				
	17 Interest				
	18 Taxes	15613.	0.		2126.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	3026.	0.		3026.
	24 **Total operating and administrative expenses** Add lines 13 through 23	93078.	0.		62591.
	25 Contributions, gifts, grants paid	4255115.			4255115.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4348193.	0.		4317706.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3642300.			
	b **Net investment income** (if negative, enter -0-)		491214.		
	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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	109471.	60232.	60232.
	2 Savings and temporary cash investments	538747.	1764396.	1764396.
	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	7363104.	9750059.	13171400.
	c Investments - corporate bonds	785155.	813769.	828742.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other	96223.	96223.	0.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Torah Scroll)	0.	50000.	50000.
	16 **Total assets** (to be completed by all filers)	8892700.	12534679.	15874770.
Liabilities	17 Accounts payable and accrued expenses	321.		
	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)	321.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	8892379.	12534679.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	8892379.	12534679.	
	31 **Total liabilities and net assets/fund balances**	8892700.	12534679.	

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	8892379.
2 Enter amount from Part I, line 27a	2	3642300.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12534679.
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	12534679.

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				
b	See Attached Statements			
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				
b				
c				
d				
e	1795946.		1700458.	95488.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				95488.

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** 95488.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	438037.	11927618.	.036725
2010	329010.	7245385.	.045410
2009	409019.	6535373.	.062585
2008	309883.	7664670.	.040430
2007	465132.	8332529.	.055821

2	**Total** of line 1, column (d)	2	.240971
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	.048194
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13644871.
5	Multiply line 4 by line 3	5	657601.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4912.
7	Add lines 5 and 6	7	662513.
8	Enter qualifying distributions from Part XII, line 4	8	614775.

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 ▶ ☐ and enter 1% of Part I, line 27b	1	9824.
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	9824.
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	9824.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 8944.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 3600.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	12544.
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	2720.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2720. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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? N/A	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 ▶ ORGANIZATION'S OFICES Telephone no ▶212-752-3910

Located at ▶405 PARK AVENUE NEW YORK N.Y., NEW YORK, NY ZIP+4 ▶10022

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		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) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☒ Yes ☐ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	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?	☒ 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		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?	N/A	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
MORRIS PROPP , MEMBER , PRESIDENT 405 PARK AVENUE NEW YORK, NY 10022	DIRECTOR 3.00	0.	0.	0.
HELEN HELLER 15 MAIDEN LANE NEW YORK, NY 10038	DIRECTOR 1.00	0.	0.	0.
GAIL PROPP 950 PARK AVENUE NEW YORK, NY 10028	DIRECTOR 1.00	0.	0.	0.
RABBI CHARLES RUDANSKY 640 FOREST AVENUE MAMARONECK, NY 10543	SPIRITUAL DIRECTOR 1.00	17000.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	12610658.
b	Average of monthly cash balances	1b	1242003.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	13852661.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	13852661.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	207790.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13644871.
6	**Minimum investment return.** Enter 5% of line 5	6	682244.

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	682244.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9824.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	9824.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	672420.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	672420.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	672420.

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	614775.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	614775.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	614775.

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				672420.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			437593.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 614775.				
a Applied to 2011, but not more than line 2a			437593.	
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				177182.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				495238.
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	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities 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))

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 ▶ [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				
D & D FAMILY FOUNDATION 25 EAST 86TH ST NEW YORK, NY 10028	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	35000.
EPHRAIM & GAIL PROPP FAMILY FOUNDATION 950 PARK AVENUE NEW YORK, NY 10028	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	70000.
J W HELLER FOUNDATION 15 MAIDEN LANE NEW YORK, NY 10038	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	656465.
MARNI & MORRIS PROPP II FAMILY FOUNDATION INC 366 EAGLE DRIVE JUPITER, FL 33477	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	656465.
RODNEY M PROPP FOUNDATION INC 425 PARK AVENUE NEW YORK, NY 10022	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	35000.
Total See continuation sheet(s)			▶ 3a	4255114.
b Approved for future payment None				
Total			▶ 3b	0.

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	409819.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-14093.	
8 Gain or (loss) from sales of assets other than inventory			18	95488.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		491214.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 491214.

(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)

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
		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 ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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: 10/31/2013 Title: Director

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Samuel Oelbaum	Samuel Oelbaum	10/24/13		P00148407

Firm's name ▶ Hirsch Oelbaum Bram Hanover & Lisker CP Firm's EIN ▶ 13-3641196

Firm's address ▶ 111 Broadway New York, NY 10006 Phone no

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
MORRIS & ANNA PROPP SONS FUND INC.	13-6099110

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
MORRIS & ANNA PROPP SONS FUND INC.	13-6099110

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Estate of Mortimer J Propp 405 Park Avenue New York, NY 10022	$ 7449279.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	Helen A Heller 15 Maiden Lane New York, NY 10038	$ 25000.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3	Morris Propp 366 Eagle Drive Jupiter, FL 33477	$ 25000.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: MORRIS & ANNA PROPP SONS FUND INC.

Employer identification number: 13-6099110

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	one-half interest in Torah Scroll, decorative Torah Rollers and Covers with inscriptions, appraised	$ 25000.	05/17/12
3	one-half interest in Torah Scroll, decorative Torah Rollers and Covers with inscriptions, appraised	$ 25000.	05/17/12
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
MORRIS & ANNA PROPP SONS FUND INC.	13-6099110

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

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Morris & Anna Propp Sons Fund - 2012	
	SF
Aish Hatorah	3,600.00
Alumni Rabbinical College Knesseth Israel Slabodka Kowno	500.00
America-Israel Cultural Foundation	500.00
American Committee for Shaare Zedek	3,600.00
American Fr of Childrens Day Nurseries & Childrens Town	750.00
American Friends of Hazon Yeshaya	5,000.00
American Friends of Hebron	1,800.00
American Friends of the Israel Museum	2,200.00
American Friends of the Israel Philharmonic Orchestra	1,000.00
American Friends of Livnot U'Lehibanot	500.00
American Friends of Magen David Adom	500.00
American Friends of Nishmat	1,000.00
American Friends of Shalva	1,000.00
American Friends of Yeshivat Kerem B'Yavneh	500.00
Amit Women	1,000.00
Anti-Defamation League	1,000.00
Bar-Ilan University	5,000.00
Be'er Hagolah	3,600.00
Chai Lifeline	1,800.00
Chamah, Inc	1,000.00
City Harvest	250.00
CLAL National Jewish Center for Learning & Leadership	500.00
Congregation Anshe Sholom	750.00
Congregation Kehilath Jeshurun	10,000.00
Congregation Shaarei Tikva, Inc	6,000.00
Dorot	1,200.00
Drisha	1,000.00
Educational Institute Oholei Torah	1,000.00
Emunah	5,000.00
Ethical Culture-Fieldston Sch	2,000.00
Ezer Mizion	2,000.00
Ezras Torah Fund	400.00
Fifth Avenue Synagogue	1,800.00
The Gush Etzion Foundation	500.00
Hineni	1,800.00
Jewish Center	5,000.00
Jewish Center of Atlantic Beach	5,000.00
Jewish Children's Museum/Tzivos Hashem	500.00
Jewish Community Relations Council of New York	750.00
Jewish Enrichment Center	1,000.00
Jewish Foundation for the Righteous Inc	500.00
Jewish Orthodox Feminist Alliance	1,800.00
Little Red School House & Elisabeth Irwin High School	3,000.00
Manhattan Jewish Experience East Side	1,000.00
Manhattan Jewish Experience WEST SIDE	1,000.00
Metropolitan Council on Jewish Poverty	1,000.00
Museum of Jewish Heritage	500.00
National Committee for Furtherance of Jewish Education	500.00
National Jewish Outreach Program	1,800.00
New York Board of Rabbis	1,800.00
OHEL Children's Home	1,200.00
OHR Torah Stone	1,800.00
Open University Foundation	2,500.00
Othodox Union	1,800.00
New Synagogue of Palm Beach	860.00
Palm Beach Orthodox Synagogue	1,800.00
Re'uth	1,500.00
Sharsheret, Inc	5,000.00
Sh'or Yoshuv Institute	1,800.00
Shir Hadash	1,000.00
Synagogue for the Arts	1,500.00
Tamid The Downtow Synagogue	15,000.00
Torah Schools for Israel	500.00
UJA	80,000.00
Upper East Side Hatzolah	1,000.00
USO	250.00
Wall Street Synagogue	1,000.00
Westchester Day School	10,000.00
Westchester Hebrew High School	3,600.00
Womens International Zionist Org	1,000.00
Yad Avraham	1,800.00
Yeshiva Torah Vodaath and Mesivta	500.00
Yeshiva University-Center for the Jewish Future	1,800.00

2012 OPPNHMER - SONS FUND ENDOWMENT

	Amount
Bais Chaya Academy	2,500.00
Bais Kaila Torah Prep HS	1,000.00
Bais Tova	1,000.00
Be'er Hagolah Institutes	1,500.00
Beth Medrash Govoha	2,000.00
Chabad of Southhampton	50,000.00
Cheder of Los Angeles	1,000.00
Congregation Anshe Sholom	1,500.00
Hebrew Academy of Palm Beach	1,000.00
Lakewood Cheder School	2,000.00
Lubavitch Cheder Day School	2,000.00
Lubavitch Educations Center	10,000.00
Mesivta of Long Beach	4,000.00
Palm Beach Jewish Center	40,000.00
Palm Beach Orthodox Synagogue	10,000.00
Ramaz School	20,000.00
Talmudic Research Center of Northern NJ	1,500.00
Torah Academy of Boca Raton	2,000.00
Torah Umesora/Nat Hebrew Day School	7,874.25
United Inst-Karlin Stolin	2,000.00
Westchester Day School	125,000.00
Westchester Hebrew HS	1,400.00
Yeshiva Chayei Olan	1,000.00
Yeshiva Gedola of Brick	1,500.00
Yeshiva Godola of LA	1,000.00
Yeshiva Mercaz Hatovah	2,500.00
Yeshiva Nefesh Hachaim	2,000.00
Yeshiva Toras Chaim	1,000.00
Yeshiva Zichron Meilech	1,500.00
YUHS-TMSTA (Yeshiva Univ High School)	20,000.00
Total	332,184.25

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SCHEDULE ATTACHED	NONE	ALL PUBLIC CHARITIES	FOR GENERAL OPERATING NEEDS OF RECIPIENT ORGANIZATION List Total 552,184	552184.
MORTIMER J PROPP LEGACY FOR ORTHODOX HEBREW DAY SCHOOLS INC 405 PARK AVENUE NEW YORK, NY 10022	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	250000.
MORTIMER J & EUGENIE ALTER PROPP FUND 405 PARK AVENUE NEW YORK, NY 10022	NONE	PRIVATE FOUNDATION	TO ESTABLISH ENDOWMENT FOR CHARITABLE ACTIVITIES OF ORGANIZATION	2000000.
Total from continuation sheets				2802184.

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	1200 Bristol Meyers	P	01/01/06	05/17/12
b	2500 A M Castle	P	01/01/06	05/17/12
c	500 Conoco Phillips	P	08/20/09	05/17/12
d	250 Phillips 66	P	05/01/12	05/18/12
e	1000 JP Morgan Chase	P	01/01/06	05/17/12
f	500 Joy Global	P	05/18/07	05/17/12
g	1000 Merck	P	01/01/06	05/17/12
h	1500 Merck	P	08/17/10	05/17/12
i	1000 Honeywell	P	01/01/06	05/17/12
j	275 Pfizer	P	01/01/06	05/18/12
k	3725 Pfizer	P	10/06/10	05/18/12
l	182 El Paso	P	01/01/06	05/31/12
m	50M John Hancock LIF notes	P	01/01/06	09/17/12
n	JC Penney notes	P	01/01/06	11/09/12
o	10000 Gazprom	P	02/28/11	01/22/12

	(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	39311.		16946.	22365.
b	29176.		14992.	14184.
c	25564.		21850.	3714.
d	7684.			7684.
e	33938.		17804.	16134.
f	29679.		26373.	3306.
g	38157.		44105.	-5948.
h	57235.		53475.	3760.
i	55599.		682.	54917.
j	6181.		11838.	-5657.
k	83721.		64249.	19472.
l	2666.			2666.
m	50000.		50005.	-5.
n	45120.		47453.	-2333.
o	115755.		147600.	-31845.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				22365.
b				14184.
c				3714.
d				7684.
e				16134.
f				3306.
g				-5948.
h				3760.
i				54917.
j				-5657.
k				19472.
l				2666.
m				-5.
n				-2333.
o				-31845.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

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	15000 Pimco Corporate Opportunity Fund	P	02/28/11	02/17/12
b	5000 Aflac	P	04/24/12	11/02/23
c	5000 Bank of New York Mellon	P	06/04/12	12/18/12
d	10000 KVH Industries	P	05/04/11	08/16/12
e	10000 Suncor Energy	P	02/15/11	12/18/12
f	5000 Ameriana Bancorp	P	08/29/11	12/19/12
g	Various Fractional Shares	P	Various	12/31/12
h	M & F Worldwide	P	Various	03/13/12
i	Del Monte Foods distribution	P	Various	10/16/12
j				
k				
l				
m				
n				
o				

	(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	282445.		295127.	-12682.
b	252964.		212079.	40885.
c	129217.		101956.	27261.
d	135909.		116688.	19221.
e	330863.		436810.	-105947.
f	39818.		20426.	19392.
g	584.			584.
h	4200.			4200.
i	160.			160.
j				
k				
l				
m				
n				
o				

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-12682.
b				40885.
c				27261.
d				19221.
e				-105947.
f				19392.
g				584.
h				4200.
i				160.
j				
k				
l				
m				
n				
o				

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	95488.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address No. 1	Grant Amount	Date of Grant	Amount Expended	Verification Date
J W HELLER FOUNDATION 15 MAIDEN LANE NEW YORK, NY 10038	656465.	09/19/12		

Purpose of Grant
RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
3/25/2012	

Results of Verification
reviewed Form 990-PF filed by grantee

Recipient's Name and Address No. 2	Grant Amount	Date of Grant	Amount Expended	Verification Date
MARNI & MORRIS PROPP II FAMILY FOUNDATION INC 366 EAGLE DRIVE JUPITER, FL 33477	656465.	09/19/12		

Purpose of Grant
RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
3/12/2012	

Results of Verification
reviewed Form 990-PF filed by grantee

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address No. 3	Grant Amount	Date of Grant	Amount Expended	Verification Date
EPHRAIM & GAIL PROPP FAMILY FOUNDATION 950 PARK AVENUE NEW YORK, NY 10028	70000.	12/13/12		

Purpose of Grant

RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
12/09/2011	

Results of Verification

reviewed organizational documents, application for exemption, approved exemption, corporate resolutions , reviewed Form 990-PF filed by grantee

Recipient's Name and Address No. 4	Grant Amount	Date of Grant	Amount Expended	Verification Date
RODNEY M PROPP FOUNDATION 405 PARK AVENUE NEW YORK, NY 10022	35000.	12/13/12		

Purpose of Grant

RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
7/18/2011	

Results of Verification

reviewed Form 990-PF filed by grantee for 2010

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address No. 5	Grant Amount	Date of Grant	Amount Expended	Verification Date
D & D FAMILY FOUNDATION 25 EAST 86TH ST APT 12F NEW YORK, NY 10028	35000.	12/13/12		

Purpose of Grant

RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
6/15/2012	

Results of Verification

reviewed organizational documents and exemption application and approval

Recipient's Name and Address No. 6	Grant Amount	Date of Grant	Amount Expended	Verification Date
MORTIMER J LEGACY FOR ORTHODOX HEBREW DAY SCHOOLS INC 405 PARK AVENUE NEW YORK, NY 10022	250000.	12/21/12		

Purpose of Grant

RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee
7/15/12, 7/31/13	

Results of Verification

reviewed Form 990-PF filed by grantee

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address No. 7	Grant Amount	Date of Grant	Amount Expended	Verification Date
MORTIMER J & EUGENIE ALTER PROPP FUND 405 PARK AVENUE NEW YORK, NY 10022	2000000.	12/21/12		

Purpose of Grant

RELIGIOUS, EDUCATIONAL AND CHARITABLE ACTIVITIES

Date of Reports by Grantee	Diversions by Grantee

Results of Verification

reviewed organizational documents and exemption application and approval

Recipient's Name and Address	Grant Amount	Date of Grant	Amount Expended	Verification Date

Purpose of Grant

Date of Reports by Grantee	Diversions by Grantee

Results of Verification

Form 990-PF	Dividends and Interest from Securities		Statement 1
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
VARIOUS SECURITIES	409819.	0.	409819.
Total to Fm 990-PF, Part I, ln 4	409819.	0.	409819.

Form 990-PF	Other Income		Statement 2
Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Income from Partnerships	-14093.	-14093.	
Total to Form 990-PF, Part I, line 11	-14093.	-14093.	

Form 990-PF	Legal Fees			Statement 3
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	29156.	0.		29156.
To Fm 990-PF, Pg 1, ln 16a	29156.	0.		29156.

Form 990-PF	Accounting Fees			Statement 4
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	1238.	0.		1238.
To Form 990-PF, Pg 1, ln 16b	1238.	0.		1238.

Form 990-PF	Taxes	Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAXES	13487.	0.		0.
PAYROLL TAXES	2126.	0.		2126.
To Form 990-PF, Pg 1, ln 18	15613.	0.		2126.

Form 990-PF	Other Expenses	Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
STATE FILING FEES	750.	0.		750.
MISCELLANEOUS OFFICE EXPENSES	2276.	0.		2276.
To Form 990-PF, Pg 1, ln 23	3026.	0.		3026.

Form 990-PF	Corporate Stock	Statement 7

Description	Book Value	Fair Market Value
SCHEDULE ATTACHED	9750059.	13171400.
Total to Form 990-PF, Part II, line 10b	9750059.	13171400.

Form 990-PF	Corporate Bonds	Statement 8

Description	Book Value	Fair Market Value
SCHEDULE ATTACHED	813769.	828742.
Total to Form 990-PF, Part II, line 10c	813769.	828742.

Form 990-PF | Other Investments | Statement 9

Description	Valuation Method	Book Value	Fair Market Value
SCHEDULE ATTACHED	COST	96223.	0.
Total to Form 990-PF, Part II, line 13		96223.	0.

HARSCO CORP	5,208	23.5000	6,398.91	122,388.00
HEINZ H J.	1,000	57.6800	42,253.00	57,680.00
HONEYWELL	10,000	63 4700	6,822.45	634,700 00
HOWARD HUGHES CORP`	150	73.0200	0.00	10,953.00
HSBC TRUST CERTIFICATES	1,000	25.3000	25,000.00	25,300.00
IBM	240	191.5500	2,832.00	45,972.00
INVESCO HIGH YIELD FUND	54	17.9900	3,965.00	964 17
ISHARES BARCLAY TIPS	1,000	121.4100	111,096 00	121,410.00
ISTAR FINANCIAL	1,000	8.1500	25,159 00	8,150 00
JP MORGAN CHASE	2,000	43 9691	74,027.00	87,938.20
KIMBERLY CLARK	2,000	84.4300	4,497.71	168,860 00
KINDER MORGAN	76	35 3300		3,123.56
LACLEDE GROUP	1,000	38 6100	24,250 00	38,610 00
LEXINGTON REALTY TRUST	2,244	10.4500	31,126.93	23,449.80
LMP CAPITAL & INCOME FUND	1,000	13.4700	20,000.00	13,470 00
LSB FINANCIAL	5,000	19.7000	70,190.78	98,500 00
MDU RESOURCES	2,530	21.2400	13,855.65	53,737 20
MERCK	7,500	40.9400	248,260.00	307,050.00
MFS INTERMEDIATE INCOME FUND	1,000	6.4400	8,055.00	6,440.00
NATIONAL HEALTH INVESTORS	1,000	56.5300	19,242.50	56,530.00
NCR CORP	51	11.1300	0.00	567.63
NEUBERGER BERMAN REALTY FUND	1,409	4.5900	15,000.00	6,467.31
NEWMONT MINING	2,000	46 4400	66,359.04	92,880 00
NORFOLK SOUTHERN	2,700	61.8400	8,169.72	166,968 00
NORTHLAND POWER	1,000	18.7500	8,900.00	18,750 00
NUVEEN CR STRATEGIES INCOME FUND	1,000	9.6500	15,000.00	9,650.00
NUVEEN QUALITY PFD INCOME FUND	1,000	9.4600	15,000.00	9,460.00
NV ENERGY	720	18.1400	7,887 04	13,060 80
ONEOK PARTNERS	1,000	53 9900	2,647.50	53,990.00
OPPENHEIMER HOLDINGS	700	17.2700	12,867.50	12,089 00
PEPSICO INC	1,038	68.4300	0.00	71,030.34
PMC COMMERCIAL	1,000	7 1000	13,913.00	7,100 00
PNC Financial Services Group Inc	39	58.3100	35,045.00	2,274 09
PRAXAIR	4,800	109.4500	18,055.79	525,360 00
PREMIER FARNELL	13,244	3.1599	2,672 25	41,849.72
PUTNAM AMERICAN GOVT FUND	44,306	9.1600	422,282.56	405,843.63
PUTNAM HI INCOME FUND	1,000	7.9500	9,900.00	7,950 00
RASSCO CORP	222	0.3000	935 83	66.60
RMR REAL ESTATE FUND	408	18 2050	15,265.00	7,427 64
ROUSE PROPERTIES	58	11 5150		981.38
ROYCE FOCUS TRUST	5,851	6.6000	42,112 52	38,616.60
SEMPRA ENERGY	819	70 9400	23,815.00	58,099 86
SPECTRA ENERGY	500	27 3800	0.00	13,690 00
STATE OF ISRAEL	305	100.0000	304,500.00	304,500 00
SUNCOR ENERGY	2,000	32 9800	83,199.80	65,960.00
TCW VALUE OPPORTUNITY FUND	4,146	20.5800	63,193.36	85,326 92
TERADATA CORP	51	31.4300	0 00	1,602.93
INVESCO VAN KAMPEN DYNAMIC	1,000	12.4800	20,000.00	12,480.00
WASTE MANAGEMENT	87	33.8100	3,293.47	2,941 47
WEIS MARKETS	7,000	39.1700	9,798.00	274,190 00
WESTERN ASSET CLAYMORE	2,000	13.2000	23,933.00	26,400.00
WESTERN ASSET EMERGING DEBT FD	1,632	21 8000	35,055.00	35,577.60

NEW SOUTH WALES TSY	10M	108.5468	11,162.10	10,854.60
COUNCIL OF EUROPE DEVEL BONDS	35M	105.5725	32,215 75	36,950.20
EUROPEAN INVESTMENT BANK	36M	109.1126	33,653.45	39,280.32
TSY CORP VICTORIA BONDS	36M	103 2141	32,238.00	37,157.04
AMERIANA BANCORP	10,000	8.210	50,500.04	82,100.00
AFLAC	5,000	53.120	208,425.86	265,600.00
ALLIANZ SE	5,000	13.817	60,631.00	69,085.00
AVNET	3,000	30.610	92,873 68	91,830 00
ANNALY CAPITAL MANAGEMENT	20,000	14.040	336,662.00	280,800 00
BARRICK GOLD	12,500	35.010	508,484.50	437,625.00
BANK OF NEW YORK MELLON	15,000	25.700	321,082.46	385,500.00
CAPITAL PROPERTIES	7,500	6.690	63,577.50	50,175.00
CHESAPEAKE ENERGY	10,000	16.620	191,481.00	166,200.00
CHEVRON CORP	3,000	108.140	325,697.99	324,420 00
CITIGROUP	4,000	39.560	133,935.00	158,240 00
CONOCO PHILLIPS	2,000	57.990	110,863.13	115,980.00
EXXON MOBIL	1,000	86 550	82,090.00	86,550.00
FREEPORT MCMORAN COPPER & GOLD	3,000	34 200	157,051.00	102,600.00
GAZPROM	10,000	9.455	169,955.00	94,550.00
GENERAL ELECTRIC	10,000	20.990	208,009 50	209,900.00
GERDAU S A	5,000	8.990	43,879.50	44,950.00
GOUVERNEUR BANCORP	5,000	9.000	41,931.00	45,000.00
HESS CORP	2,500	52.960	109,920.00	132,400 00
ISHARES TR BARCLAYS TIPS	5,000	121.410	556,395.92	607,050.00
JP MORGAN CHASE	2,000	43 969	78,192.04	87,938 20
LSB FINANCIAL	10,000	19.700	158,111.02	197,000.00
MERCK	10,000	40.940	326,285.11	409,400.00
MORGAN STANLEY	10,000	19.120	234,015.62	191,200 00
NOVARTIS A G	5,000	63.300	285,081.37	316,500.00
PHILLIPS 66	1,000	53 100	32,946 87	53,100.00
PIMCO ETF US TIPS	2,000	71.650	134,251.00	143,300.00
PIMCO CORPORATE OPPORT FUND	10,000	19.410	181,605.70	194,100.00
PROVIDENCE & WORCESTER RR	27,562	13.960	366,666 18	384,765.52
RIO TINTO PLC	2,000	58.090	136,624 37	116,180 00
SOTHEBYS	2,500	33.620	76,831 00	84,050.00
STATE OF ISRAEL	400M	100.000	400,000.00	400,000.00
SPDR GOLD TRUST	3,000	162.020	473,168 00	486,061 20
UBS AG	10,000	15.740	137,510.00	157,400.00
YPF SOCIETAD ANONIMA	15,000	14 550	188,122.19	218,250.00
			10,563,722.34	14,000,141.63