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
KANTER KALLMAN FOUNDATION, INC.
C/O KANTOR DAVIDOFF, P.C.

A Employer identification number
13-6206770

Number and street (or P O box number if mail is not delivered to street address): 51 EAST 42ND STREET
Room/suite: FL 17

B Telephone number
(212)682-8383

City or town, state, and ZIP code
NEW YORK, NY 10017

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: ☒ 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)* ▶$ 1,980,371.

J Accounting method: ☐ 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			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	76,166.	76,166.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	20,714.			
b Gross sales price for all assets on line 6a 279,242.				
7 Capital gain net income (from Part IV, line 2)		20,714.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	96,880.	96,880.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	20,000.	10,000.		10,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 2	13,510.	6,755.		6,755.
c Other professional fees STMT 3	15,795.	15,795.		0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 4	13,380.	4,915.		4,915.
24 **Total operating and administrative expenses** Add lines 13 through 23	62,685.	37,465.		21,670.
25 Contributions, gifts, grants paid	130,753.			130,753.
26 **Total expenses and disbursements** Add lines 24 and 25	193,438.	37,465.		152,423.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-96,558.			
b **Net investment income** (if negative, enter -0-)		59,415.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2012)

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12210522 769482 11102 2012.03050 KANTER KALLMAN FOUNDATION, 11102_01

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	138,840.	94,066.	94,066.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	5,000.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	790,939.	695,165.	977,709.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	818,606.	858,084.	905,672.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ DIVIDEND RECEIVABLE)	2,512.	2,924.	2,924.
	16 **Total assets** (to be completed by all filers)	1,755,897.	1,650,239.	1,980,371.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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			
	27 Capital stock, trust principal, or current funds	1,843,301.	1,843,301.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-87,404.	-193,062.	
	30 **Total net assets or fund balances**	1,755,897.	1,650,239.	
	31 **Total liabilities and net assets/fund balances**	1,755,897.	1,650,239.	

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	1,755,897.
2	Enter amount from Part I, line 27a	2	-96,558.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,659,339.
5	Decreases not included in line 2 (itemize) ▶ PRIOR YEAR ADJUSTMENT	5	9,100.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,650,239.

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	CHARLES SCHWAB (PUBLICLY TRADED SECURITIES)	P	01/01/11	12/31/12
b	SETTLEMENT INCOME	P	01/01/11	12/31/12
c	CHARLES SCHWAB (PUBLICLY TRADED SECURITIES)	P	01/01/12	12/31/12
d	CAPITAL GAINS DIVIDENDS			
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	269,105.		257,495.	11,610.
b	2,003.			2,003.
c	1,074.		1,033.	41.
d	7,060.			7,060.
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				11,610.
b				2,003.
c				41.
d				7,060.
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	20,714.
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	109,146.	2,030,233.	.053760
2010	75,991.	1,943,398.	.039102
2009	83,174.	1,758,507.	.047298
2008	123,518.	2,031,027.	.060816
2007	109,208.	2,295,425.	.047576

2	**Total** of line 1, column (d)	2	.248552
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	.049710
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,968,230.
5	Multiply line 4 by line 3	5	97,841.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	594.
7	Add lines 5 and 6	7	98,435.
8	Enter qualifying distributions from Part XII, line 4	8	152,423.

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	594.
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	594.
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	594.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 2,424.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	2,424.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	1,830.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,830. **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)*

		Line	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 ▶ FRIEDMAN, LLP Telephone no. ▶ 212-842-7000

Located at ▶ 1700 BROADWAY, NEW YORK, NY ZIP+4 ▶ 10019

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

		Line	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.

			Line	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)? N/A | 5b |

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? N/A ☐ 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 (No)

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
SEE STATEMENT 7		20,000.	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	1,963,019.
b	Average of monthly cash balances		1b	35,184.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,998,203.
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	1,998,203.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	29,973.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,968,230.
6	**Minimum investment return** Enter 5% of line 5		6	98,412.

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	98,412.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 594.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	594.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	97,818.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	97,818.
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	97,818.

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	152,423.
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	152,423.
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	594.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	151,829.

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				97,818.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010 11,406.				
e From 2011 110,280.				
f **Total** of lines 3a through e	121,686.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 152,423.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	152,423.			
d Applied to 2012 distributable amount				0.
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))	97,818.			97,818.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	176,291.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	176,291.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 23,868.				
e Excess from 2012 152,423.				

** SEE STATEMENT 8

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*				
ACTION INC 180 MAIN ST GLOUCESTER, MA 01930	NONE	501(C)(3)	SOCIAL SERVICES	2,000.
AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK, NY 10001	NONE	501(C)(3)	SOCIAL SERVICES	1,000.
ASPEN MUSIC FESTIVAL ASPEN MUSIC SCHOOL ROAD ASPEN, CO 81611	NONE	501(C)(3)	PERFORMING ARTS	175.
CAPE ANN MUSEUM 27 PLEASANT ST GLOUCESTER, MA 01930	NONE	501(C)(3)	EDUCATION	2,500.
CARVER PUBLIC SCHOOLS 85 MAIN STREET CARVER, MA 02330	NONE	501(C)(3)	EDUCATION	2,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	130,753.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	76,166.	
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	20,714.	
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.		96,880.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 96,880.

(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).
	N/A

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

Norbert Kantor | 5/23/13 | BOARD OF DIRECTORS

Signature of officer or trustee | Date | Title

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
THEODORE PORT	Theodore Port	5/22/2013		P00003278
Firm's name ▶ FRIEDMAN LLP			Firm's EIN ▶ 13-1610809	
Firm's address ▶ 1700 BROADWAY NEW YORK, NY 10019			Phone no. 212-842-7000	

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
CUSD EDUCATION FOUNDATION PO BOX 1597 SAN ANDREAS, CA 95249	NONE	501(C)(3)	EDUCATION	5,000.
DRENNEN O'MELIA YOUTH CENTER 1401 EAST DRY CREEK ROAD CENTENNIAL, CO 80122	NONE	501(C)(3)	EDUCATION	1,000.
DUTCHESS COMMUNITY COLLEGE FOUNDATION 53 PENDELL ROAD POUGHKEEPSIE, NY 12601	NONE	501(C)(3)	SOCIAL SERVICES	2,500.
FRIENDS OF EIGHT - ARIZONA STATE UNIVERSITY 555 NORTH CENTRAL AVENUE - SUITE 500 PHOENIX, AZ 85004-1252	NONE	501(C)(3)	EDUCATION	1,000.
FRIENDS OF MANUAL HS 1700 E. 28TH AVE DENVER, CO 80205	NONE	501(C)(3)	EDUCATION	1,200.
GIORNO POETRY SYSTEMS, INSTITUTE INC 222 BOWERY NEW YORK, NY 10012	NONE	501(C)(3)	PERFORMING ARTS	3,500.
GLOUCESTER STAGE COMPANY 126 EAST MAIN ST GLOUCESTER, MA 01930	NONE	501(C)(3)	SOCIAL SERVICES	3,000.
GUNNISON COMMUNITY SCHOOLS 1099 11TH STREET GUNNISON, CO 81230	NONE	501(C)(3)	EDUCATION	2,500.
KUNM 1 UNIVERSITY OF NEW MEXICO ALBUQUERQUE, NM 87131	NONE	501(C)(3)	PERFORMING ARTS	250.
MAPLETON EDUCATION FOUNDATION 591 E. 80TH AVENUE DENVER, CO 80229	NONE	501(C)(3)	EDUCATION	2,500.
Total from continuation sheets				122,578.

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
METROPOLITAN OPERA GUILD 70 LINCOLN CENTER PLAZA 6TH FLOOR NEW YORK, NY 10023	NONE	501(C)(3)	EDUCATION ;LISTTOTAL 0	400.
NORTHWESTERN BRAIN TUMOR INSTITUTE 675 N. ST. CLAIR, 21ST FLOOR CHICAGO, IL 60611	NONE	501(C)(3)	MEDICAL RESEARCH	500.
OPERA COLORADO 695 S. COLORADO BLVD, #20 DENVER, CO 80246-8010	NONE	501(C)(3)	PERFORMING ARTS	1,500.
PENINSULA FOUNDATION FOR HEARING RESEARCH 6518 JEFFERSON AVE REDWOOD CITY, CA 94062	NONE	501(C)(3)	MEDICAL RESEARCH	2,500.
PLYMOUTH PUBLIC SCHOOLS 253 SOUTH MEADOW RD PLYMOUTH, MA 02360	NONE	501(C)(3)	EDUCATION	2,500.
PROJECT STEP-SYMPHONY HALL 301 MASSACHUSETTS AVENUE BOSTON, MA 02115	NONE	501(C)(3)	PERFORMING ARTS ;LISTTOTAL 0	5,000.
RIO VISTA FOOTBALL CLUB 11024 MONTGOMERY NE PMB 280 ALBUQUERQUE, NM 87111	NONE	501(C)(3)	RELIGIOUS	2,000.
SANTA FE WALDORF SCHOOL 26 PUESTA DEL SOL SANTA FE, NM 87508-5944	NONE	501(C)(3)	EDUCATION	2,500.
SANTO DOMINGO ELEMENTARY SCHOOLS 224 CAMINO DEL PUEBLO BERNALILLO, NM 87004	NONE	501(C)(3)	EDUCATION	2,500.
TEMPLE BETH SHALOM 12202 NORTH 101ST AVENUE SUN CITY, AZ 85351	NONE	501(C)(3)	RELIGIOUS	1,200.
Total from continuation sheets				

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
THE OPEN DOOR PANTRY 28 EMERSON AVE GLOUCESTER, MA 01930	NONE	501(C)(3)	EDUCATION	2,000.
THE PHOENIX OPERA 3120 WEST CAREFREE HIGHWAY, SUITE 106 PHOENIX, AZ 85086	NONE	501(C)(3)	PERFORMING ARTS	6,400.
TURNBERRY ELEMENTARY 13069 E. 106TH PLACE COMMERCE CITY, CO 80122	NONE	501(C)(3)	EDUCATION	7,300.
WBUR PUBLIC RADIO 890 COMMONWEALTH AVE BOSTON, MA 02215	NONE	501(C)(3)	GBAUM - 05/07/13 01:57PM WORKSHEET PRIVATE FOUNDATION	1,000.
WNYC RADIO 160 VARICK STREET NEW YORK, NY 10013	NONE	501(C)(3)	PERFORMING ARTS	500.
HAR SHALOM 11510 FALLS ROAD POTOMAC , MD 20854	NONE	501(C)(3)	RELIGION	4,500.
BARD COLLEGE SCOLARSHIP FUND PO BOX 5000 PHILADELPHIA, PA 19103	NONE	501(C)(3)	EDUCATION	1,000.
SMITH COLLEGE NORTHAMPTON NORTHAMPTON, MA 01063	NONE	501(C)(3)	EDUCATION	1,000.
PSYCHOANALYTIC INSTITUTE OF NORTHERN CALIFORNIA 530 BUSH STREET PHILADELPHIA, PA 19103	NONE	501(C)(3)	SOCIAL SERVICES	2,500.
DENVER ZOO DENVER ZOO DENVER, CO 80205	NONE	501(C)(3)	WILDLIFE	250.
Total from continuation sheets				

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
DENVER MUSEUM OF NATURE 2001 COLORADO BLVD DENVER, CO 80205	NONE	501(C)(3)	EDUCATION	300.
PARISI HOUSE ON THE HILL 9505 MALECH DR SAN JOSE, CA 95138	NONE	501(C)(3)	SOCIAL SERVICES	1,000.
THE PURE LAND PROJECT 5007 CEDAR AVE PHILADELPHIA, PA 19143	NONE	501(C)(3)	SOCIAL SERVICES	1,000.
PHOENIX ART MUSEUM 1625 NORTH CENTRAL AVE PHOENIX, AZ 85004	NONE	501(C)(3)	EDUCATION	1,500.
MUSICAL INSTRUMENTS MUSEUM 4725 EAST MAYO BLVD PHOENIX, AZ 85050	NONE	501(C)(3)	PERFORMING ARTS	1,100.
CHILDRENS MUSEUM OF DENVER 2121 CHILDRENS MUSEUM DRIVE DENVER, CO 80211	NONE	501(C)(3)	PERFORMING ARTS	150.
FRIENDS OF MOFFAT COUNTY PO BOX 985 CRAIG, CO 81626	NONE	501(C)(3)	SOCIAL SERVICES	250.
ACTION DANCE 1010 S. 30TH STREET TACOMA, WA 98409	NONE	501(C)(3)	PERFORMING ARTS	3,000.
LAS VEGAS PHILARMONIC 1412 S. JONES BLVD LAS VEGAS, NV 89146	NONE	501(C)(3)	PERFORMING ARTS	5,000.
SOC FOR PRESERVATION PHYSCIANS 12000 FINDLEY ROAD, STE 100 JOHNS CREEK , GA 30097	NONE	501(C)(3)	PERFORMING ARTS	2,500.
Total from continuation sheets				

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
BREAKTHROUGH KENT DENVER 4000 QUINCEY AVE ENGLEWOOD , CO 80113	NONE	501(C)(3)	PERFORMING ARTS	2,000.
EXPLORA 1701 MOUNTAIN RD NW ALBUQUERQUE, NM 87102	NONE	501(C)(3)	EDUCATION	105.
NEW MEXICO MUSEUM OF NATURAL HISTORY FOUNDATION PO BOX 25446 ALBUQUERQUE, NM 87125	NONE	501(C)(3)	EDUCATION	175.
NM BIOPARK SOCIETY 903 105TH ST SW ALBUQUERQUE, NM 87102	NONE	501(C)(3)	SOCIAL SERVICES	95.
SANTA FE OPERA OPERA DRIVE SANTA FE, NM 87504	NONE	501(C)(3)	PERFORMING ARTS	5,524.
MORADA SAN PEDRO CLEVELAND CLEVELAND , NM 87715	NONE	501(C)(3)	PERFORMING ARTS	1,000.
MUSEUM OF NEW MEXICO 107 WEST PALACE AVENUE SANTA FE, NM 87501	NONE	501(C)(3)	PERFORMING ARTS	500.
DERNVER BALLET GUILD DERNVER BALLET GUILD DERNVER BALLET GUILD PO BOX 2656 LITTLETON, CO 80161	NONE	501(C)(3)	PERFORMING ARTS	2,000.
THE HEARD MUSEUM 2301 NORTH CENTRAL AVE DENVER, CO 80205	NONE	501(C)(3)	PERFORMING ARTS	100.
NAVY SEAL FOUNDATION 1619 D STREET, BLDG 5326 VIRGINIA BEACH, VA 23459	NONE	501(C)(3)	SOCIAL SERVICES	1,000.
Total from continuation sheets				

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
KBUT PO BOX 308 CRESTED BUTTE, CO 81224	NONE	501(C)(3)	PERFORMING ARTS	100.
GLOUCESTER FISHERMENS' WIVES PO BOX 116 GLOUCESTER, MA 01930	NONE	501(C)(3)	SOCIAL SERVICES	1,000.
NATIONAL SYMPHONY ORCHESTRA 2700 F STREET WASHINGTON, DC 20566	NONE	501(C)(3)	SOCIAL SERVICES	1,500.
POPEJOY HALL 1 UNIVERSITY OF NEW MEXICO ALBURQUERQUE, NM 87131	NONE	501(C)(3)	EDUCATION	1,000.
BOSTON PUBLIC SCHOOLS 26 COURT ST BOSTON, NM 82108	NONE	501(C)(3)	EDUCATION	2,500.
DESERT MOON ELEMENTARY 23251 N. 166TH DRIVE SURPRISE, AZ 85387	NONE	501(C)(3)	EDUCATION	2,300.
DOCTORS WITHOUT BORDERS PO BOX 5030 HAGERSWTOWN , MD 21741	NONE	501(C)(3)	MEDICAL RESEARCH	1,000.
CHANNEL 13 825 EIGTH AVENUE NEW YORK, NY 10019	NONE	501(C)(3)	PERFORMING ARTS	500.
SMILE TRAIN 41 MADISON AVE NEW YORK, NY 10010	NONE	501(C)(3)	SOCIAL SERVICES	500.
MUSIC THAT HEALS PO BOX 950205 FORT TILDEN , NY 11695	NONE	501(C)(3)	PERFORMING ARTS	100.
Total from continuation sheets				

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
KBAQ PUBLIC RADIO PO BOX 62228 PHOENIX, AZ 85082	NONE	501(C)(3)	PERFORMING ARTS	100.
BARGEMUSIC 2 OLD FULTON STREET BROOKLYN, NY 11201	NONE	501(C)(3)	PERFORMING ARTS	1,350.
INTERNATIONAL HEALING MINISTRIES 1703 SPRUCE STREET APT 4R PHILADELPHIA, PA 19103	NONE	501(C)(3)	RELIGION	3,000.
THE PENN FUND 3451 WALNUT STREET PHILADELPHIA, PA 19104	NONE	501(C)(3)	EDUCATION	2,500.
JCCA 120 WALL STREET NEW YORK, NY 10005	NONE	501(C)(3)	EDUCATION	500.
CLARK UNIVERSITY 950 MAIN STREET WORCESTER, MA 01610	NONE	501(C)(3)	EDUCATION	2,000.
HAVA KOHAV THEATRE DANCE FOUNDATION 118 RIVERSIDE DR. NEW YORK, NY 10005	NONE	501(C)(3)	PERFORMING ARTS	3,500.
MUSEUM OF FOLK ART 39 BROADWAY NEW YORK, NY 10005	NONE	501(C)(3)	PERFORMING ARTS	54.
AMERICAN LIVER FOUNDATION 2 LINCOLN SQUARE NEW YORK, NY 10005	NONE	501(C)(3)	MEDICAL RESEARCH	1,200.
MUSEUM OF MODERN ART 11 W 53RD STREET NEW YORK, NY 10005	NONE	501(C)(3)	PERFORMING ARTS	75.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB - DIVIDENDS	74,652.	7,060.	67,592.
CHARLES SCHWAB - INTEREST	8,574.	0.	8,574.
TOTAL TO FM 990-PF, PART I, LN 4	83,226.	7,060.	76,166.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	13,510.	6,755.		6,755.
TO FORM 990-PF, PG 1, LN 16B	13,510.	6,755.		6,755.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	15,717.	15,717.		0.
BANK FEES	78.	78.		0.
TO FORM 990-PF, PG 1, LN 16C	15,795.	15,795.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOARD MEETING	9,830.	4,915.		4,915.
NY STATE FEES	250.	0.		0.
FEDERAL TAXES	3,300.	0.		0.
TO FORM 990-PF, PG 1, LN 23	13,380.	4,915.		4,915.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	695,165.	977,709.
TOTAL TO FORM 990-PF, PART II, LINE 10B	695,165.	977,709.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE POOLS	FMV	20,735.	20,606.
MUTUAL FUND	FMV	837,349.	885,066.
TOTAL TO FORM 990-PF, PART II, LINE 13		858,084.	905,672.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PETER BULLOUGH 120 WEST CORK STREET WINCHESTER , VA 22601	BOARD OF DIRECTORS;MEMBER 1.00	0.	0.	0.
GERRY KALLMAN 2305 STRATTON ROAD POTOMAC, MD 20845	BOARD OF DIRECTORS;MEMBER 1.00	0.	0.	0.
JOHN KALLMAN 7 AVE VISTA GRANDE, #138 SANTE FE , NM 87508	BOARD OF DIRECTORS;MEMBER 1.00	0.	0.	0.
HERBERT KANTOR TWO SUTTON PLACE SOUTH, #14D NEW YORK, NY 10022	BOARD OF DIRECTORS;MEMBER 4.00	5,000.	0.	0.
GINNA MAES 17930 N. CATALINA COURT SURPRISE , AZ 85374	PRESIDENT 4.00	15,000.	0.	0.
DEBBIE POLLACK 1500 OCEAN PARKWAY #4A BROOKLYN, NY 11230	BOARD OF DIRECTORS;MEMBER 1.00	0.	0.	0.
LAURA STEWART 544 WARREN STREET HUDSON NEW YORK, NY 12534	BOARD OF DIRECTORS;MEMBER 1.00	0.	0.	0.
LILLIAN GUIDE PROSPECT PARK RESIDENCE ONE PROSPECT PARK WEST BROOKLYN, NY 11215	BOARD OF DIRECTORS;MEMBER 1.00	0.	0.	0.
SUSAN POLLACK PO BOX 1245 GLOUCESTER , MA 01931	BOARD OF DIRECTORS;MEMBER 1.00	0.	0.	0.
KATIE STUTZ 10654 RACINE COURT COMMERCE CITY , CO 80022	BOARD OF DIRECTORS;MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		20,000.	0.	0.

FORM 990-PF ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS STATEMENT 8

ELECTION UNDER IRC REG.SEC.53-4942(A)-3(D)(2)

KANTER KALLMAN FOUNDATION, INC HEREBY ELECTS TO TREAT THE CURRENT YEAR'S QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATLEY PRECEDING YEAR'S UNDISTRIBUTED INCOME AS MADE OUT OF CORPUS.

SIGNED: Herbert C Kantor (E-FILED)
TRUSTEE

Form 8868 (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions KANTER KALLMAN FOUNDATION, INC. C/O KANTOR DAVIDOFF, P.C.	Employer identification number (EIN) or 13-6206770
	Number, street, and room or suite no If a P.O. box, see instructions 51 EAST 42ND STREET, NO. FL 17	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10017	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ FRIEDMAN, LLP 1700 BROADWAY - NEW YORK, NY 10019

  Telephone No ▶ 212-842-7000 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______, and ending ______ .

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 594.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 2,424.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

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