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

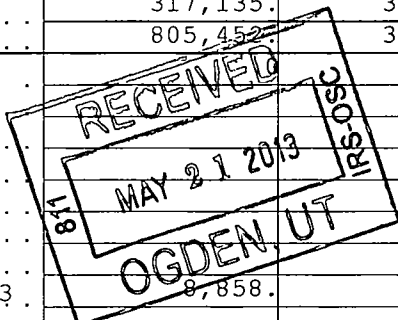
Department of the Treasury  
Internal Revenue Service

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

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

Name of foundation <b>REXFORD FUND, INC.</b>		<b>A</b> Employer identification number 13-6222049
Number and street (or P O box number if mail is not delivered to street address)  220 FIFTH AVENUE, 14TH FL.		<b>B</b> Telephone number (see instructions)  ( ) -
Room/suite		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code  NEW YORK, NY 10001		
<b>G</b> Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 7,228,906.		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule) . . . . .		450,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .					
3 Interest on savings and temporary cash investments . . . . .		1.	1.		ATCH 1
4 Dividends and interest from securities . . . . .					
5a Gross rents . . . . .					
b Net rental income or (loss) . . . . .					
6a Net gain or (loss) from sale of assets not on line 10 . . . . .		38,316.			
b Gross sales price for all assets on line 6a 263,798 . . . . .					
7 Capital gain net income (from Part IV, line 2) . . . . .			38,316.		
8 Net short-term capital gain . . . . .					
9 Income modifications . . . . .					
10 a Gross sales less returns and allowances . . . . .					
b Less Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income (attach schedule) ATCH 2 . . . . .		317,135.	317,135.		
12 Total Add lines 1 through 11 . . . . .		805,452.	355,452.		
13 Compensation of officers, directors, trustees, etc . . . . .					
14 Other employee salaries and wages . . . . .					
15 Pension plans, employee benefits . . . . .					
16a Legal fees (attach schedule) . . . . .					
b Accounting fees (attach schedule) . . . . .					
c Other professional fees (attach schedule) . . . . .					
17 Interest . . . . .					
18 Taxes (attach schedule) (see instructions) ATCH 3 . . . . .		8,858.			
19 Depreciation (attach schedule) and depletion . . . . .					
20 Occupancy . . . . .					
21 Travel, conferences, and meetings . . . . .					
22 Printing and publications . . . . .					
23 Other expenses (attach schedule) ATCH 4 . . . . .		250.	250.		
24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .		9,108.	250.		
25 Contributions, gifts, grants paid . . . . .		397,389.			397,389.
26 Total expenses and disbursements Add lines 24 and 25 . . . . .		406,497.	250.		397,389.
27 Subtract line 26 from line 12 . . . . .					
a Excess of revenue over expenses and disbursements . . . . .		398,955.			
b Net investment income (if negative, enter -0-) . . . . .			355,202.		
c Adjusted net income (if negative, enter -0-) . . . . .					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .	26,240.	325,201.	325,201.	
	2	Savings and temporary cash investments . . . . .	22,895.	22,897.	22,897.	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .	3,040.	8,880.	8,880.	
	10 a	Investments - U S and state government obligations (attach schedule),**	24,239.	24,239.	3.	
	b	Investments - corporate stock (attach schedule) ATCH 6 . . . . .	5,235,473.	5,327,125.	6,869,425.	
	c	Investments - corporate bonds (attach schedule) . . . . .				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . .					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶ ATCH 7 ) . . . . .		2,500.	2,500.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	5,311,887.	5,710,842.	7,228,906.		
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ ) . . . . .				
23	Total liabilities (add lines 17 through 22) . . . . .	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .	5,384,050.	5,384,050.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
29	Retained earnings, accumulated income, endowment, or other funds . . . . .	-72,163.	326,792.			
30	Total net assets or fund balances (see instructions) . . . . .	5,311,887.	5,710,842.			
31	Total liabilities and net assets/fund balances (see instructions) . . . . .	5,311,887.	5,710,842.			

**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	5,311,887.
2	Enter amount from Part I, line 27a . . . . .	2	398,955.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	5,710,842.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	5,710,842.

\*\*ATCH 5

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus 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						
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	38,316.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				3	0	

**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	289,599.	6,794,418.	0.042623
2010	650,028.	6,580,384.	0.098783
2009	418,041.	6,388,522.	0.065436
2008	311,678.	6,537,808.	0.047673
2007	373,161.	7,005,853.	0.053264
2 Total of line 1, column (d)			0.307779
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			0.061556
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			6,823,008.
5 Multiply line 4 by line 3			419,997.
6 Enter 1% of net investment income (1% of Part I, line 27b)			3,552.
7 Add lines 5 and 6			423,549.
8 Enter qualifying distributions from Part XII, line 4 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			397,389.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total tax due is 1,776.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and a Yes/No column. Questions include: 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', etc.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 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 N/A
14 The books are in care of SAME AS PAGE ONE Telephone no 212-483-1500
Located at SAME AS PAGE ONE ZIP+4
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year . . . . . 15
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 Yes No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . Yes X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . Yes X No
If "Yes" list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . . 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . . 4b X

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

5a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel, study, or other similar purposes? (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)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 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)? 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? 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? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions). Table with columns: (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. Row 1: ATCH 8, 0, 0, 0.

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

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

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

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

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

**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 (see instructions)**

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	6,796,384.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	130,528.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	6,926,912.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	6,926,912.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	103,904.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	6,823,008.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	341,150.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	341,150.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	7,104.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	7,104.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	334,046.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	334,046.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	334,046.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	397,389.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	397,389.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	397,389.

**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				334,046.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009			72,718.	
d From 2010			327,055.	
e From 2011				
f Total of lines 3a through e	399,773.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 397,389.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				334,046.
e Remaining amount distributed out of corpus	63,343.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	463,116.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	463,116.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009			72,718.	
c Excess from 2010			327,055.	
d Excess from 2011				
e Excess from 2012			63,343.	

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

NOT APPLICABLE

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

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

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

IRWIN SCHLOSS

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

N/A

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

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

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

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

c Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a</b> <i>Paid during the year</i></p> <p>ATCH 9</p>				
<b>Total</b> . . . . . ▶ <b>3a</b>				397,389.
<p><b>b</b> <i>Approved for future payment</i></p>				
<b>Total</b> . . . . . ▶ <b>3b</b>				





Schedule of Contributors

2012

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

Name of the organization

REXFORD FUND, INC.

Employer identification number

13-6222049

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 **REXFORD FUND, INC.**

Employer identification number  
13-6222049

**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	MARCUS SCHLOSS & CO. ----- 220 FIFTH AVENUE ----- NEW YORK, NY 10001 -----	\$ ----- 450,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

Name of organization REXFORD FUND, INC.

Employer identification number

13-6222049

**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
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

Name of organization REXFORD FUND, INC.

Employer identification number

13-6222049

**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 See instructions) ▶ \$ \_\_\_\_\_

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	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
181,112.		657.106 SHS-MSC OFFSHORE PROPERTY TYPE: SECURITIES 155,049.				P	02/01/2000	04/01/2012
							26,063.	
82,686.		300.000 SHS_MSC OFFSHORE PROPERTY TYPE: SECURITIES 70,433.				P	11/01/1999	04/01/2012
							12,253.	
TOTAL GAIN (LOSS) .....							<u>38,316.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS & CO	1.	1.
TOTAL	<u>1.</u>	<u>1.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
THRU MSC OFFSHORE FUND LTD	317,135.	317,135.
TOTALS	<u>317,135.</u>	<u>317,135.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAX	8,858.
TOTALS	<u>8,858.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NYS FILING FEE	250.	250.
TOTALS	<u>250.</u>	<u>250.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
MUNICIPAL BONDS	24,239.	24,239.
US OBLIGATIONS TOTAL	<u>24,239.</u>	<u>24,239.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT IN MSC OFFSHORE	5,235,473.	5,327,125.	6,869,425.
TOTALS	<u>5,235,473.</u>	<u>5,327,125.</u>	<u>6,869,425.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MISC RECEIVABLES		2,500.	2,500.
TOTALS		<u>2,500.</u>	<u>2,500.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

DOUGLAS SCHLOSS  
C/O MARCUS SCHLOSS & CO.  
220 FIFTH AVENUE

PRESIDENT/DIRECTOR

0 0 0

RICHARD SCHLOSS  
C/O MARCUS SCHLOSS & CO.  
220 FIFTH AVENUE

SECRETARY/DIRECTOR

0 0 0

IRWIN SCHLOSS  
C/O MARCUS SCHLOSS & CO.  
220 FIFTH AVENUE

DIRECTOR

0 0 0

GRAND TOTALS

REXFORD FUND, INC  
FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND  
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED STATEMENT

THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE  
DOWEE ORGANIZATION IN CARRYING OUT THEIR EXEMPT  
FUNCTIONS

397,389

TOTAL CONTRIBUTIONS PAID

397,389

**REXFORD FUND  
SCHEDULE OF CONTRIBUTIONS  
2012**

<u>PAYEE</u>	<u>DATE</u>	<u>TOTAL</u>	<u>LOCATION</u>
SCO FAMILY OF SERVICES	1/6/2012	9,875	1 Alexander Place, Glen Cove, NY 11542
WARREN VOLUNTEER FIRE COMPANY	1/6/2012	250	11 Sackett Hill Rd , Warren CT 06754
CENTRAL PARK CONSERVANCY	1/6/2012	1,000	14 East 60th Street ,New York, NY 10022
CHILDREN CANCER & BLOOD FOUNDATION	1/6/2012	500	333 East 38th New York, NY 10018
ACTION AGAINST HUNGER	1/6/2012	1,000	247 West 37th St, New York ,NY 10018
INTERNATIONAL CENTER OF PHOTOGRAPHY	1/6/2012	250	1114 Ave of The Americas , New York , NY 10036
COMMUNITY ROOTS CHARTER SCHOOL	1/6/2012	1,000	51 Saint Edward St, Brooklyn NY 11205
PATHWAYS TO HOUSING	1/6/2012	100	186 East 123rd St New York, NY 10035
NEW YORK PUBLIC RADIO WNYC	1/24/2012	40	160 Vanck St , New York, NY 10013
CITIZENS' COMMITTEE FOR CHILDREN OF NY	1/24/2012	250	105 East 22nd St , New York, NY 10010
PLANNED PARENTHOOD OF NYC	2/6/2012	250	26 Blecker St , New York , NY 10012
YORKTOWN HEIGHTS ENG CO	2/6/2012	100	1916 Commerce St Yorktown Heights, NY 10598
YORKTOWN VOLUNTEER AMBULANCE	2/6/2012	100	2600 Loretta St, Yorktown Heights NY 10598
AMERICAN HOSPITAL OF PARIS FOUNDATION	2/8/2012	1,000	575 Madison Ave, New York, NY 10022
OPPORTUNITY NETWORK	2/8/2012	1,500	55 Exchange Pl , New York, NY 10005
DRIVE TO CURE DIABETES	2/8/2012	50	247 Maple Brook Ct , Yorktown Heights, NY 10598
CHILDRENS STOREFRONT	2/16/2012	2,000	70 East 129th St , New York NY 10035
NATIONAL MS SOCIETY	2/16/2012	50	733 Third Ave New York, NY 10017
BIRTHBRIGHT ISRAEL FOUNDATION	2/16/2012	100	33 East 33rd St , New York, NY 10016
ST PAUL'S SCHOOL	2/23/2012	1,000	325 Pleasant Street, Concord, NH 03301
JAZZ @LINCOLN CENTER	2/23/2012	2,400	162 W56th St, New York, NY 10019
COOKE CENTER	3/13/2012	250	156 Fifth Ave , New York, NY 10010
METROPOLITAN MUSEUM OF ART	3/13/2012	56	1000 Fifth Ave, New York, NY 10028
WHITNEY MUSEUM	3/13/2012	75	945 Madison Ave, New York, NY 10131
PLANTING FIELDS FOUNDATION	3/13/2012	12,500	P O Box 660, Oyster Bay, NY 11771
NEW YORK PUBLIC RADIO WNYC	3/21/2012	500	160 Vanck St , New York, NY 10013
WHITNEY MUSEUM	3/21/2012	250	945 Madison Ave, New York, NY 10131
WFUV-FORDHAM UNIVERSITY	3/21/2012	100	WFUV, Fordham University, Bronx, NY 10458
SCO FAMILY OF SERVICES	4/9/2012	1,000	1 Alexander Place, Glen Cove, NY 11542
PRINCETON UNIVERSITY	4/9/2012	418	P O Box 5357 Prnceton, NJ 08543
GO PROJECT	4/9/2012	250	86 Fourth Ave, New York, NY 10003
AMERICANCANCER SOCIETY	4/9/2012	200	6725 Lyons St, East Syracuse, NY 13057
PRINCETON UNIVERSITY	4/9/2012	25,000	P O Box 5357 Princeton, NJ 08543
PLANTING FIELDS FOUNDATION	4/13/2012	2,500	P O Box 660, Oyster Bay, NY 11771
PEN AMERICAN CENTER	4/17/2012	250	588 Broadway New York, NY 10012
NATIONAL DANCE INSTITUTE	4/17/2012	1,000	6 West 18th St, 6F New York, NY 10011
OPPORTUNITY NETWORK	4/17/2012	1,000	55 Exchange Pl , New York, NY 10005
EARL MOSLEY'S INSTITUTE OF THE ART	4/17/2012	250	2 Merry Acres Lane, New Milford, CT 06776
PRCH(PHYSIC FOR REPRODDUCTIVE CHOICE	4/17/2012	2,500	55 West 39th St, New York, NY10018
MANHATTAN THEATRE CLUB (MTC)	4/17/2012	1,000	311 West 43rd St, New York, NY 10036
SHAKESPEARE SOCIETY	4/17/2012	10,000	118 Baxter St, New York, NY 10013
BUCKINGHAM FRIENDS SCHOOL	4/19/2012	100	P O Box 159, Lahaska, PA 18931
ST. PAUL'S SCHOOL	5/1/2012	200,000	325 Pleasant Street, Concord, NH 03301
STANFORD FUND	5/1/2012	25,000	326 Galvez St Stanford, CA 94305
SUNY NEW PALTZ FOUNDATION	5/1/2012	100	1 Hawk Dr , New Paltz NY 12561
WELLNESS IN THE SCHOOLS	5/21/2012	175	466 West End Ave,New York, NY 12561
CONGREGATION KEHILATH JESHURUN	5/25/2012	1,950	125 East 85th St, New York, NY 10028
SCHOOL OF AMERICAN BALLET	5/25/2012	300	70 Lincoln Center Pl , New York, NY 10023

**REXFORD FUND  
SCHEDULE OF CONTRIBUTIONS  
2012**

<u>PAYEE</u>	<u>DATE</u>	<u>TOTAL</u>	<u>LOCATION</u>
CENTER FOR DISCOVERY	5/25/2012	700	P O Box 840 Harns, NY 12742
CITY SQUASH	6/8/2012	1,000	P O Box 619 Fordham Station, Bronx, NY 10458
NY PUBLIC LIBRARY	6/8/2012	25	476 Fifth Ave, New York , NY 10138
NEUE GALERIE	6/8/2012	225	1048 Fifth Ave, New York , NY 10130
ROUNDTABLE CULTURALS SEMINARS	6/15/2012	400	45 East 78th Str, New York , NY 10075
BOYS TOWN JERUSALEM	6/15/2012	150	1 Penn Plaza #6250, New York, NY 10119
CONGREGATION EMANU-EL	6/25/2012	4,300	1 East 65th St New York , NY 10065
STANFORD FUND	7/17/2012	10,000	P O Box 20466, Stanford CA 94309
TRI-STATE TREK	7/17/2012	200	300 Technology Sq Cambridge, MA 02139
HOSPITAL FOR SPECIAL SURGERY	7/25/2012	5,000	535 East 70th St New York, NY 10021
SCO FAMILY OF SERVICES	9/7/2012	5,900	1 Alexander Place, Glen Cove, NY 11542
DUKE UNIVERSITY	9/7/2012	10,000	Box 90581 Durham, NC 27708
WHITNEY MUSEUM	9/7/2012	5,000	945 Madison Ave, New York, NY 10131
ENVIRONMENTAL DEFENSE FUND	9/7/2012	15,000	257 Park Ave South , New York, NY 10010
WHITNEY MUSEUM	9/14/2012	375	945 Madison Ave, New York, NY 10131
JAZZ @LINCOLN CENTER	9/19/2012	300	162 W56th St, New York, NY 10019
SUPPORT CONNECTION	9/19/2012	200	40 Ttriangle Center, Yorktown Heights, NY 10598
NYU LANGONE MEDICAL CENTER	10/3/2012	5,000	550 First Ave, New York, NY 10117
FRIENDS OF PRINCETON WOMEN'S SQUASH	10/10/2012	500	330 Alexander St Prnceton ,NJ 08540
SCO FAMILY OF SERVICES	10/10/2012	625	1 Alexander Place, Glen Cove, NY 11542
YMCA OF LI	10/12/2012	500	60 Main Street Huntington, NY 11743
SCO FAMILY OF SERVICES	10/25/2012	19,700	1 Alexander Place, Glen Cove, NY 11542
HERSTORY WRITERS WORKSHOP INC	11/20/2012	1,000	2539 Middle Country Rd, Centereach, NY 11720
DIGESTIVE DISEASE RESEARCH FOUNDATION	12/3/2012	250	311 East 79th St, New York, NY 10075
CHILDREN 'S CANCER&BLOOD FOUNDATION	12/3/2012	500	333 East 38th St, New York, NY 10016
AMERICAN MUSEUM OF NATURAL HISTORY	12/3/2012	1,000	CPW at 79th Street, New York, NY 10024
<b>TOTAL</b>		<b>397,389</b>	

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.  
▶ Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2012**

Name of estate or trust <b>REXFORD FUND, INC.</b>	Employer identification number <b>13-6222049</b>
------------------------------------------------------	-----------------------------------------------------

Note: Form 5227 filers need to complete only Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					<b>1b</b>
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					<b>2</b>
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>3</b>
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet					<b>4</b> ( )
5 <b>Net short-term gain or (loss)</b> . Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back					<b>5</b>

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b>					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					<b>6b</b> 38,316.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					<b>7</b>
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>8</b>
9 Capital gain distributions					<b>9</b>
10 Gain from Form 4797, Part I					<b>10</b>
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					<b>11</b> ( )
12 <b>Net long-term gain or (loss)</b> . Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back					<b>12</b> 38,316.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part</b>				
<b>13</b>	Net short-term gain or (loss)	<b>13</b>		
<b>14</b>	Net long-term gain or (loss):			
a	Total for year	<b>14a</b>		38,316.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	<b>14b</b>		
c	28% rate gain	<b>14c</b>		
<b>15</b>	Total net gain or (loss). Combine lines 13 and 14a	<b>15</b>		38,316.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

<b>Part IV Capital Loss Limitation</b>		16
<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	( )

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	<b>17</b>		
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero	<b>18</b>		
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	<b>19</b>		
<b>20</b>	Add lines 18 and 19	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0-	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0-	<b>23</b>		
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,400	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23.	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24.	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31. <input type="checkbox"/> No. Enter the smaller of line 17 or line 22.	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-)	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% ( 15)			<b>30</b>
<b>31</b>	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			<b>31</b>
<b>32</b>	Add lines 30 and 31			<b>32</b>
<b>33</b>	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			<b>33</b>
<b>34</b>	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			<b>34</b>

