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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

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 01-01-2012, and ending 12-31-2012

Name of foundation: HERBERT SMILOWITZ PRIVATE FOUNDATION. A Employer identification number: 13-7171363. B Telephone number: (973) 285-5500. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 2,917,440. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), with a total of 226,546 for excess revenue and 37,489 for net investment income.

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	9,357	8,026	8,026	
	2 Savings and temporary cash investments				
	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 page 15 of the 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				
	10a Investments—U S and state government obligations (attach schedule)	2,396,586	2,973,993	2,909,414	
	b Investments—corporate stock (attach schedule)				
	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 ▶ _____)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,405,943	2,982,019	2,917,440		
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			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	2,405,943	2,982,019		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	2,405,943	2,982,019			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,405,943	2,982,019			

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	2,405,943
2	Enter amount from Part I, line 27a	2	226,546
3	Other increases not included in line 2 (itemize) ▶ _____	3	349,530
4	Add lines 1, 2, and 3	4	2,982,019
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	2,982,019

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			

(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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV 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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			
	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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		4,287,248	
2010	317,348	2,630,348	0.12065
2009	179,553	2,025,445	0.08865
2008	456,488	2,548,198	0.17914
2007	330,326	2,832,780	0.11661

2	Total of line 1, column (d).	0.50505	2	
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	0.10101	3	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	2,718,409	4	
5	Multiply line 4 by line 3.	274,584	5	
6	Enter 1% of net investment income (1% of Part I, line 27b).	375	6	
7	Add lines 5 and 6.	274,959	7	
8	Enter qualifying distributions from Part XII, line 4.		8	

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	750
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	750
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	750
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,574
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	11,574
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,824
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ 10,824 Refunded ▶	11	

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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	Yes	
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?		No
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ _____		
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? <i>If "No," attach explanation .</i>	Yes	
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)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of ARTHUR S GEIGER & CO PA Telephone no (973) 285-5500 Located at PO BOX 309 MORRISTOWN NJ ZIP+4 07963			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> 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		No

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country.

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	No
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	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___		
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	No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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	No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	No
6b	6b	No
7b	7b	No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARILYN SMILOWITZ 52 EDGEMONT RD WEST ORANGE, NJ 07052	Trustee 40 00	0		
HERBERT SMILOWITZ 52 EDGEMONT RD WEST ORANGE, NJ 07052	Trustee 40 00	0		

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

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

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		

Total number of others receiving over \$50,000 for professional services. ▶

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 _____	
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 _____	
2 _____	
3 All other program-related investments See page 24 of the instructions _____	

Total. Add lines 1 through 3. ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,748,538
b	Average of monthly cash balances.	1b	11,268
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,759,806
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	
3	Subtract line 2 from line 1d.	3	2,759,806
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	41,397
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,718,409
6	Minimum investment return. Enter 5% of line 5.	6	135,920

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	135,920
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	750
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	750
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	135,170
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	135,170
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	135,170

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	0
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
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	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	

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				135,170
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				287,401
b From 2008.				329,880
c From 2009.				79,029
d From 2010.				186,444
e From 2011.				
f Total of lines 3a through e.	882,754			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ _____				
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).	0			
d Applied to 2012 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	135,170			135,170
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	747,584			
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				0
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).	152,231			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	595,353			
10 Analysis of line 9				
a Excess from 2008.				329,880
b Excess from 2009.				79,029
c Excess from 2010.				186,444
d Excess from 2011.				
e Excess from 2012.				

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

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

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

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

See Additional Data Table

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

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 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 <i>Paid during the year</i> SEE ATTACHED LISTING SEE ATTACHED LISTING SEE ATTACHED, NJ 07963	see attached	see attac	SEE ATTACHED LISTING	186,980
Total				▶ 3a 186,980
b <i>Approved for future payment</i>				
Total				▶ 3b

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities...

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. Signature of officer or trustee: ***** Date: 2013-11-15 Title: *****

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

Paid Preparer Use Only Print/Type preparer's name: Arthur S Geiger, Preparer's Signature: Arthur S Geiger, Date: 2013-11-15, Check if self-employed: [x], PTIN: P01218674, Firm's name: Arthur S Geiger & Co PA, Firm's address: 66 Macculloch Avenue, Morristown, NJ 079630309, Firm's EIN, Phone no: (973) 285-5500

Form 990PF Part XV Line 1a - 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).

MARILYN SMILOWITZ
HERBERT SMILOWITZ

TY 2012 LiquidationExplanationStmt

Name: HERBERT SMILOWITZ PRIVATE FOUNDATION

EIN: 13-7171363

Software ID: 12000229

Software Version: 2012v2.0

Statement: See attached

TY 2012 Other Expenses Schedule

Name: HERBERT SMILOWITZ PRIVATE FOUNDATION

EIN: 13-7171363

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
other	196			
NJ FILING FEE	250			
MANAGEMENT FEE	44,241			
foreign taxes	464			
FEDERAL TAXES	2,400			
BANK CHARGES	438			

Portfolio Value - As of 12/31/2012

As of 12/31/2012

11/11/2013

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
1ST CONSTITUTION BANC	18,996,000	8.870		173,493.01	4,000.00	168,494.52
ADT CORPORATION	625,000	46.490		15,168.95	13,887.30	29,056.25
AMKOR TECHNOLOGY INC	5,000,000	4.241		106,235.40	0.00	21,204.00
Avnet Inc	5,000,000	30.610		161,154.50	0.00	153,050.00
BANCO SANTANDER SA ADR	361,000	8.170		22,603.65	0.00	2,949.37
BERKSHIRE BANCORP INC	16,450,000	8.200		177,498.60	0.00	134,890.00
CALL COO FEB @ \$95 EXP	0.000	2.000		0.00	12,094.59	0.00
COOPER COMPANIES	7,400,000	92.480		363,457.83	320,894.17	684,352.00
CORNING INC C695958	6,000,000	12.620		99,474.70	0.00	75,720.00
COVDIEN PLC	1,250,000	57.740		44,023.28	28,151.72	72,175.00
CREE	2,000,000	33.980		101,677.06	0.00	67,960.00
DOW CHEM CO	2,000,000	32.329		67,185.00	0.00	64,658.80
E M C CORP MASS	3,000,000	25.300		46,980.00	28,920.00	75,900.00
FLEXTRONICS INTL LTD	6,000,000	6.210		37,443.25	0.00	37,260.00
FRONTIER COMMUNICATI.	5,000,000	4.280		56,300.00	0.00	21,400.00
GF HEALTH PRODUCTS IN	34,000	0.00	*	0.00	0.00	0.00
INTEL CORP	5,000,000	20.620		96,505.00	6,595.00	103,100.00
MARVELL TECHNOLOGY G	5,000,000	7.261		101,305.00	0.00	36,303.00
MERCK & CO INC NEW	576,000	40.940		21,512.99	2,068.45	23,581.44
MICROSOFT CORP	3,000,000	26.710		84,000.15	0.00	80,129.10
OCEANFIRST FINL CORP	10,000,000	13.750		164,250.00	0.00	137,500.00
PENTAIR LTD	299,000	49.150		9,587.55	5,108.30	14,695.85
SUNCOR ENERGY INC NEW	6,000,000	32.980		300,045.00	0.00	197,880.00
TE CONNECTIVITY LTD	1,250,000	37.120		39,729.15	6,670.85	46,400.00
TENNECO INC	5,000,000	35.110		208,100.00	0.00	175,550.00
TYCO INTERNATIONAL LTD	1,250,000	29.250		26,894.88	9,667.62	36,562.50
VALLEY NATL BANCORP	6,697,000	9.300		123,778.33	0.00	62,282.10
WELLPOINT INC	4,000,000	60.920		195,005.00	48,675.00	243,680.00
-Cash-				148,679.77	0.00	148,679.77
TOTAL Investments				2,973,993.46		2,909,413.70

Transaction - Last year
1/1/2012 through 12/31/2012

11/15/2013

Pa

EXPENSES

Charity

Date	Account	Num	Description	Memo	Category	Tag	Clr	Amount
1/3/2012	HS FOUNDA	2721	Congregation AABJD		Charity		R	1,000.00
1/9/2012	HS FOUNDA	1913	WEST ORANGE P B.A		Charity		R	1,000.00
1/9/2012	HS FOUNDA	1914	Talmudic University Of Florida		Charity		R	1,000.00
1/18/2012	HS FOUNDA	1903	Amit		Charity		R	1,000.00
2/1/2012	HS FOUNDA	2722	Congregation AABJD		Charity		R	1,000.00
2/1/2012	HS FOUNDA	2723	Jewish Educational Center		Charity		R	1,000.00
2/2/2012	HS FOUNDA	2724	CHABAD OCEAN SYNAGOGUE		Charity		R	1,000.00
2/2/2012	HS FOUNDA	2725	Young Israel Of Hollywood Beach		Charity		R	1,000.00
2/6/2012	HS FOUNDA	2726	Mishkan Israel Day Camp		Charity		R	1,000.00
2/7/2012	HS FOUNDA	2727	Friendship Circle		Charity		R	1,000.00
3/4/2012	HS FOUNDA	1917	Bilou Cholim Of Greater Washington		Charity		R	1,000.00
3/12/2012	HS FOUNDA	2729	American Friends Of Kaplan Medical Center		Charity		R	1,000.00
3/12/2012	HS FOUNDA	2730	Amit	Noga	Charity		R	1,000.00
3/12/2012	HS FOUNDA	2731	Amit	Nachshon	Charity		R	1,000.00
3/15/2012	HS FOUNDA	1918	Jewish Family Service Of MetroWest		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2762	AMERICAN FRIENDS OF YESHIVOT BNEI A...		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2737	Lubovitch Center Of Essex		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2738	Torah Education In Israel		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2739	World Jewish Congress Foundation		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2740	United Charity Institutions Of Jerusalem		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2741	Friends Of The Israel Defense Forces		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2742	Religious Zionists Of America		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2743	OHEL Children's Home & Family Services		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2744	Zionist Organization Of America		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2745	Jewish Family Service Of Central NJ		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2746	Torah Umesorah		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2747	Anti-Defamation League		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2748	Museum Of Jewish Heritage		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2749	AMERICAN FRIENDS OF MAGEN DAVID AD.		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2750	Friends Of Alyn Hospital		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2751	National Jewish Health		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2752	AMERICAN SOCIETY FOR YAD VASHEM		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2753	Hillel		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2754	Jewish Historical Society Of MetroWest		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2755	CANFEI NESHARIM		Charity		R	1,000.00

Transaction - Last year
1/1/2012 through 12/31/2012

11/15/2013

Pa

Date	Account	Num	Description	Memo	Category	Tag	Clr	Amount
3/19/2012	HS FOUNDA	2756	UNIVERSITY OF MARYLAND HILLEL FOUND		Charity		R	1,000.00
3/19/2012	HS FOUNDA	.2757	HASC		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2758	Jewish Home Foundation Of North Jersey, Inc		Charity		R	1,000.00
3/19/2012	HS FOUNDA	2759	American Physicians Fellowship For Medicine		Charity		R	1,000.00
3/19/2012	HS FOUNDA	.2760	Birbright Israel Foundation		Charity		R	1,000.00
3/19/2012	HS FOUNDA	.2761	Queens Hatzolah		Charity		R	1,000.00
3/21/2012	HS FOUNDA	.1919	TORAS CHAIM		Charity		R	1,000.00
3/27/2012	HS FOUNDA	2763	Kollel Of Elizabeth		Charity		R	1,000.00
3/29/2012	HS FOUNDA	2764	Yeshiva Karlin Stolin		Charity		R	1,000.00
3/30/2012	HS FOUNDA	2765	Rabbi Jacob Joseph School		Charity		R	1,000.00
4/22/2012	HS FOUNDA	1920	Ncjw		Charity		R	1,000.00
4/23/2012	HS FOUNDA	2766	Etzion Foundation		Charity		R	1,000.00
4/23/2012	HS FOUNDA	1921	Sharsheret		Charity		R	1,000.00
4/23/2012	HS FOUNDA	.1922	Flat Rock Brook Nature Association		Charity		R	1,000.00
4/24/2012	HS FOUNDA	.1923	JKHA/RKYHS		Charity		R	1,000.00
4/25/2012	HS FOUNDA	.1924	Lubovitch Center Of Essex		Charity		R	1,000.00
5/7/2012	HS FOUNDA	1926	MIKVAH CHANA		Charity		R	1,000.00
5/7/2012	HS FOUNDA	1927	Chai Lifeline		Charity		R	1,000.00
5/7/2012	HS FOUNDA	1928	NEW JERSEY AUDUBON		Charity		R	1,000.00
5/7/2012	HS FOUNDA	.1929	MIKVAH EMUNAH SOCIETY		Charity		R	1,000.00
5/9/2012	HS FOUNDA	.2767	AISH HATORAH		Charity		R	1,000.00
5/13/2012	HS FOUNDA	2198	MIKVA TIKVA		Charity		R	1,000.00
5/14/2012	HS FOUNDA	1930	Daughters Of Miriam		Charity		R	1,000.00
5/14/2012	HS FOUNDA	1931	BNC		Charity		R	1,000.00
5/15/2012	HS FOUNDA	.2768	C S.T.J C - Go Kosher Project		Charity		R	1,000.00
5/15/2012	HS FOUNDA	.2770	The Partnership For Jewish Learning And Life		Charity		R	1,000.00
5/15/2012	HS FOUNDA	2771	Joint Chaplaincy Committee		Charity		R	1,000.00
5/15/2012	HS FOUNDA	2772	...Israel Purim Fund	tax id 11-2	Charity		R	1,000.00
5/21/2012	HS FOUNDA	.2773	American Cancer Society		Charity		R	1,000.00
5/31/2012	HS FOUNDA	.2774	UJA METROWEST		Charity		R	1,000.00
6/4/2012	HS FOUNDA	.1932	Bayith Lepletot		Charity		R	1,000.00
6/5/2012	HS FOUNDA	.2775	Alzheimer's Association		Charity		R	1,000.00
6/7/2012	HS FOUNDA	2776	Jewish Educational Center		Charity		R	1,000.00
6/17/2012	HS FOUNDA	.1909	Ohr Torah Stone		Charity		R	1,000.00
6/22/2012	HS FOUNDA	2777	LINCOLN Square Synagogue	Shele Dani	Charity		R	1,000.00
7/2/2012	HS FOUNDA	2779	GARDEN STATE LAW ENFORCEMENT OFFI		Charity		R	1,000.00
7/2/2012	HS FOUNDA	.2780	Ohr Torah Stone		Charity		R	1,000.00
7/2/2012	HS FOUNDA	2781	Ohr Torah Stone		Charity		R	1,000.00

Transaction - Last year
1/1/2012 through 12/31/2012

Date	Account	Num	Description	Memo	Category	Tag	Clr	Amount	Pa
7/17/2012	HS FOUNDA	.1933	Ohr Yaakov Of America		Charity		R	1,000.00	
7/17/2012	HS FOUNDA...	.1934	One Israel Fund		Charity		R	1,000.00	
7/23/2012	HS FOUNDA	2782	Yeshiva Of Central Queens		Charity		R	1,000.00	
7/23/2012	HS FOUNDA	2783	Torah Center Of Hillcrest		Charity		R	1,000.00	
OVERALL TOTAL									

11/15/2013

Capital Gains - Last year
1/1/2012 through 12/31/2012

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
SHORT TERM							
HS FOUNDATION	CALL COO MAY @ \$80 EXP	1,000,000	5/18/2012	10/3/2011	6,872.37	5,205.00	1,667.37
HS FOUNDATION	CALL COO MAY @ \$80 EXP.	1,000,000	5/18/2012	10/3/2011	6,872.37	0.00	6,872.37
HS FOUNDATION	CALL COO AUG @ \$85 EXP	1,000,000	8/20/2012	5/18/2012	5,194.88	0.00	5,194.88
TOTAL SHORT TERM					18,939.62	5,205.00	13,734.62
LONG TERM							
HS FOUNDATION	COOPER COMPANIES	1,000,000	11/17/1999	3/9/2012	83,008.50	13,103.88	69,904.62
HS FOUNDATION	COOPER COMPANIES	1,000,000	10/29/1996	3/9/2012	83,008.50	80,085.00	2,923.50
HS FOUNDATION	ENERGY TRANSFER EQUITY	2,000,000	5/16/2006	3/26/2012	88,500.00	48,805.00	39,695.00
HS FOUNDATION	ENERGY TRANSFER EQUITY	2,000,000	8/11/2006	3/26/2012	88,500.00	53,885.00	34,615.00
HS FOUNDATION	COOPER COMPANIES	400,000	11/17/1999	5/21/2012	31,927.28	5,241.55	26,685.73
HS FOUNDATION	COOPER COMPANIES	600,000	12/13/1999	5/21/2012	47,890.92	8,179.91	39,711.01
HS FOUNDATION	PENTAIR LTD	1,000	5/4/2006	10/1/2012	39.09	32.07	7.02
TOTAL LONG TERM					422,874.29	209,332.41	213,541.88
OVERALL TOTAL					441,813.91	214,537.41	227,276.50