BARB3055 05/09/2013 2 11 PM

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
The Bernard and Pamela Barbash Family Foundation

A Employer identification number
16-1743055

Number and street (or P O box number if mail is not delivered to street address)
119 Via Capri

Room/suite

B Telephone number (see instructions)
561-627-1922

City or town, state, and ZIP code
Palm Beach Gardens FL 33418

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 3,851,188

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	96,559	96,559		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-13,832			
	b	Gross sales price for all assets on line 6a 3,388,099				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	82,727	96,559	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See Stmt 1	11,287			11,287
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) Stmt 2	39,704	39,704		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Stmt 3	13,812	5,220		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 4	200			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	65,003	44,924	0	11,287
	25	Contributions, gifts, grants paid See Statement 5	160,826			160,826
	26	**Total expenses and disbursements.** Add lines 24 and 25	225,829	44,924	0	172,113
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-143,102			
	b	**Net investment income** (if negative, enter -0-)		51,635		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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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	8	34,052	34,052
	2	Savings and temporary cash investments	119,796	19,144	19,144
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	3,981		
	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 (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) See Stmt 6	3,466,352	3,397,076	3,621,619
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) See Statement 7	163,850	160,625	176,373
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	3,753,987	3,610,897	3,851,188
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable		20	
	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	20	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,753,987	3,610,877	
	30	**Total net assets or fund balances** (see instructions)	3,753,987	3,610,877	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,753,987	3,610,897	

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	3,753,987
2	Enter amount from Part I, line 27a	2	-143,102
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,610,885
5	Decreases not included in line 2 (itemize) ▶ See Statement 8	5	8
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,610,877

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 attached schedule - S/T	P	Various	Various
b	See attached schedule - L/T	P	Various	Various
c	General Electric. 1,055 shares	D	12/29/05	12/12/12
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	1,328,909		1,517,960	-189,051
b	2,036,198		1,846,959	189,239
c	22,992		37,012	-14,020
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-189,051
b				189,239
c				-14,020
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	-13,832
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	193,376	4,175,037	0.046317
2010	170,176	3,841,744	0.044297
2009	160,450	3,269,399	0.049076
2008	287,573	4,573,018	0.062885
2007	109,961	3,517,141	0.031264

2 **Total** of line 1, column (d)	2	0.233839
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.046768
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,853,264
5 Multiply line 4 by line 3	5	180,209
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	516
7 Add lines 5 and 6	7	180,725
8 Enter qualifying distributions from Part XII, line 4	8	172,113

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter **(attach copy of letter if necessary—see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,033
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	1,033
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,033
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,710		
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	4,710
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,677
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 3,677 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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation N/A	8b		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ N/A

14 The books are in care of ▶ Bernard M. Barbash Telephone no ▶ 561-627-1922
119 Via Capri
Located at ▶ Palm Beach Gardens FL ZIP+4 ▶ 33418

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
Bernard Barbash 119 Via Capri	Palm Beach Gardens FL 33418	Pres & Treas 0.10	0	0	0
Pamela Barbash 119 Via Capri	Palm Beach Gardens FL 33418	Vice Pres 0.10	0	0	0
Michael G. Schwartz 221 E. Fourth Street, Suite 2000	Cincinnati OH 45202	Secretary 0.10	0	0	0

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

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

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

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

3 Five highest-paid independent contractors for professional services (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 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 N/A	
2	
All other program-related investments See instructions 3	
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	3,825,163
b	Average of monthly cash balances		1b	86,780
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	3,911,943
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	3,911,943
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	58,679
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,853,264
6	**Minimum investment return.** Enter 5% of line 5		6	192,663

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	192,663
2a	Tax on investment income for 2012 from Part VI, line 5	2a 1,033		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,033
3	Distributable amount before adjustments Subtract line 2c from line 1		3	191,630
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	191,630
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	191,630

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	172,113
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	172,113
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	172,113

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					191,630
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				29,572	
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009					
d From 2010					
e From 2011					
f **Total** of lines 3a through e					
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 172,113					
a Applied to 2011, but not more than line 2a				29,572	
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					142,541
e Remaining amount distributed out of corpus					
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:**					
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					49,089
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					
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010					
d Excess from 2011					
e Excess from 2012					

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

Bernard M. Barbash

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 9				160,826
Total			▶ 3a	160,826
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	96,559	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-13,832	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		82,727	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 82,727

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

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

Signature of officer or trustee: [signature] Date: 6/6/13 Title: President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Barbara D. Jones	[signature]	05/09/13	

Firm's name ▶	Vorys, Sater, Seymour and Pease LLP	PTIN	P00112747
Firm's address ▶	52 E Gay St Columbus, OH 43215	Firm's EIN ▶	31-4333125
		Phone no	614-464-6400

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Vorys, Sater, Seymour & Pease LL	$ 11,287	$	$	$ 11,287
Total	$ 11,287	$ 0	$ 0	$ 11,287

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
UBS Investment management fees	$ 39,222	$ 39,222	$	$
ADR fees	482	482		
Total	$ 39,704	$ 39,704	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Foreign taxes withheld	$ 5,220	$ 5,220	$	$
2011 taxes (net of refund)	3,882			
2012 estimated tax	4,710			
Total	$ 13,812	$ 5,220	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Filing fees	200			
Total	$ 200	$ 0	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
1,000	Turkeys				12/18/12
413	Food				9/09/12

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Abb Ltd Spon ADR, 250 shs	$ 2,965	$		$
Abb Ltd Spon ADR, 2650 shs	61,501			
Abbott Labs, 1450 shs	68,046			
Allergan Inc, 680 shs	56,800			
Amazon Inc. 380 shs	70,579	53,120	Cost	71,749
Amer Express Co, 1730 shs		102,982	Cost	99,440
America Movil S.A.B. De C.V, 1600 sh	33,884	33,884	Cost	26,842
Anadarko Petroleum Corp, 710 shs	35,088			
Anglo Amern PLC New ADR, 1600 shs	42,926			
Anglo Amern PLC New ADR, 320 shs	6,235			
Apple Inc, 139 shs		79,857	Cost	73,972
AT&T Inc, 1000 shs		37,975	Cost	33,710
Baidu Inc ADS, 455 shs	17,986			
Banco Bradesco S.A. New Spo. 2500 sh	55,149			
Banco Santander S.A. Spon A, 1350 sh	8,000			
Banco Santander S.A. Spon A, 3423 sh	60,375			
Bank of Nova Scotia, 1175 shs	50,158			
BASF AG Spon ADR, 305 shs	5,417			
BASF AG Spon ADR. 1000 shs	64,125			
Berkshire Hathaway Inc NEW, 445 shs		37,381	Cost	39,917
BHP Billiton Ltd Spon ADR, 1100 shs		70,620	Cost	86,262
BHP Billiton Ltd Spon ADR, 190 shs	7,480			
BHP Billiton Ltd Spon ADR, 700 shs	44,821			
Boeing Company, 855 shs	57,831			
British Amer Tobacco PLC, 505 shs		54,123	Cost	51,131
Caterpillar Inc., 560 shs	41,265			
Cenovus Energy, 425 shs	9,664			
Cenovus Energy, 525 shs	17,209			
Cheung Kong Holdings Ltd, 1200 shs	16,936			
Cheung Kong Holdings Ltd, 1300 shs	18,547			
Chevron Corp, 520 shs		57,397	Cost	56,233
China Mobile LTD Spon ADR, 665 shs		37,746	Cost	39,049
Cisco Systems Inc, 5500 shs		99,727	Cost	108,070
Cnooc Ltd Spon ADR, 282 shs	62,620	62,620	Cost	62,040
Coach, 1150 shs	72,641			
Coca Cola Co Com, 1470 shs		55,606	Cost	53,288
Comcast Corp New, 1750 shs		58,949	Cost	65,380

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Companhia De Bebidas Das, 860 shs	$	$ 36,622	Cost	$ 36,111
Deere and Co., 740 shs	60,304			
Dover Corp, 995 shs	31,754			
EMC Corp Mass, 2700 shs	52,644			
EMC Corp Mass, 525 shs	14,227			
Emerson Electric Co., 825 shs	39,788			
Exxon Mobil, 1100 / 650 shs	93,359	55,265	Cost	56,258
Freeport McMoran Copper & Go, 934 sh	42,083			
General Electric, 1155 / 100 shs (D)	40,520	3,508	Cost	2,099
General Electric, 1750 shs	35,960	35,960	Cost	36,733
General Electric. 1950 shs	67,530	67,530	Cost	40,931
Glaxo Smithkline PLC, 1350 shs	59,117	59,117	Cost	58,685
Glaxo Smithkline PLC, 500 shs	23,060	23,060	Cost	21,735
Google, 105 shs	55,487	55,487	Cost	74,275
Halliburton Co, 905 shs	41,898			
Hitachi Ltd Adr, 730 shs	37,577			
Home Depot, 1200 shs		62,865	Cost	74,220
Honda Motor Co. ADR Japan, 1550 shs	36,298			
Honeywell Int'l Inc., 20 shs	661			
Honeywell Int'l Inc., 700 shs	39,293			
HSBS Holdings LC New 1825 shs		75,061	Cost	96,853
IBM, 330 / 480 shs	56,128	84,899	Cost	91,944
Intel Corp., 2675 shs	54,773	54,773	Cost	55,159
Johnson & Johnson, 720 shs	47,150	47,150	Cost	50,472
Johnson & Johnson, 930 / 764 shs	63,343	52,037	Cost	53,556
JPMorgan Chase & Co, 1960 shs		78,895	Cost	86,179
Loreal Co ADR France ADR, 1330 shs		30,959	Cost	37,213
LVMH Moet Hennessy Louis, 2950 shs		98,631	Cost	111,186
McDonalds Corp, 815 shs		80,030	Cost	71,891
Medtronic, 1300 shs	54,995			
Microsoft, 2805 / 1,971 shs	79,903	56,146	Cost	52,643
Mosaic Co., 480 shs	33,233			
Natl-Oilwellvarco Inc., 1100 shs	68,084			
Nestle S.A. Sp ADR, 1547 / 1178 shs	76,660	58,375	Cost	76,770
Netapp Inc, 890 shs	43,208			
Norfolk Sthn Corp, 935 shs	37,623			
Novartis AG Spon ADR, 935 shs		56,261	Cost	59,186

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Novo Nordisk ADR Denmark, 390 shs	$	$ 56,658	Cost	$ 63,652
Occidental Petroleum, 725 shs	42,760			
Oracle Corp., 2710 shs	56,216	56,216	Cost	90,297
Pepsico Inc, 1350 shs		98,554	Cost	92,381
Petroleo Brasileiro, 2800 shs		55,573	Cost	54,516
Pfizer Inc, 3300 / 4750 shs	65,084	99,985	Cost	119,125
Philip Morris Intl Inc, 1035 shs		93,947	Cost	86,567
PNC Financial Services Grou, 1000 sh	64,272			
PPG Industries, 855 shs	37,641			
Procter & Gamble, 339 shs		23,316	Cost	23,015
Procter & Gamble, 650 shs (Donated)	42,328	42,328	Cost	44,129
Qualcomm Inc, 1085 / 1305 shs	56,411	71,384	Cost	80,726
Rio Tinto PLC Sp ADR, 865 / 1695 shs	60,344	110,450	Cost	98,463
Roche Holding Ltd Spon ADR, 1850 shs	82,781			
Royal Bank of Canada, 1070 shs		57,682	Cost	64,521
Sanofi Spon Adr, 2200 / 1710 shs	78,087	60,695	Cost	81,020
Sap Ag Spon ADR, 910 shs		59,147	Cost	73,146
Schlumberger Ltd Neth, 400 sh (D)	38,289	38,289	Cost	27,719
Schlumberger Ltd Netherlands, 150 sh	6,232	6,232	Cost	10,395
Schlumberger Ltd Netherlands, 165 sh	14,106	14,106	Cost	11,434
Schlumberger Ltd Netherlands, 500 sh	49,864	49,864	Cost	34,649
Siemens AG Spon ADR, 245 shs	22,655			
Siemens AG Spon ADR, 600 shs	75,962			
Taiwan Semiconductor Mfg Co, 2800 sh		38,710	Cost	48,048
Time Warner Inc. New, 1066 shs	22,503			
Time Warner Inc. New, 605 shs	19,684			
Toyota Motor Corp New Japan, 745 shs		57,578	Cost	69,471
Unilever NV N Y Shs New Net, 2260 sh	63,870			
United Technologies, 355 shs	10,922	10,922	Cost	29,114
United Technologies, 500 shs (D)	37,175	37,175	Cost	41,005
Vale SA-SP Spon ADR, 1300 shs	40,969			
Vale SA-SP Spon ADR, 235 shs	5,640			
Visa Inc CL A, 515 shs		63,320	Cost	78,064
Vodafone Group Plc New, 1300 shs		37,641	Cost	32,747
Wal Mart Stores, 835 shs	46,650			
Walt Dinsey Co, 1250 shs		61,876	Cost	62,238
Wells Fargo New, 1850 / 2750 shs	50,999	80,810	Cost	93,995

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Total	$ 3,466,352	$ 3,397,076		$ 3,621,619

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
UBS AG Fisher En Big Cap Gr, 6425 sh	$	$ 160,625	Cost	$ 176,373
Ishares MSCI Emerg Mkts, 3510 shs	94,504			
Ishares Tr MSCI Asiz, 1350 shs	69,346			
Total	$ 163,850	$ 160,625		$ 176,373

Federal Statements

Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
Rounding	$ 8
Total	$ 8

Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
Bernard M. Barbash	$
Total	$ 0

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Relationship	Address / Status	Purpose	Amount
Adath Israel Congregation Cincinnati OH 45236	None	3201 Galbraith Road 501(c)(3)	L'chaim Fund	5,000
Adath Israel Congregation Cincinnati OH 45236	None	3201 Galbraith Road 501(c)(3)	Wise Legacy Fund	3,600
Adath Israel Congregation Cincinnati OH 45236	None	3201 Galbraith Road 501(c)(3)	Shomrim/Bonim	12,225
American Jewish Committee Cincinnati OH 45202	None	205 West Fourth Street 501(c)(3)	General operating fund	1,500
American Technion Society New York NY 10022	None	55 East 59th Street 501(c)(3)	Technion-Israel Institute of Tech.	80
Chabad Jewish Center Blue Ash OH 45236	None	3977 Hunt Road 501(c)(3)	Support Judaism	5,000
Cedar Village Foundation Mason OH 45040	None	5467 Cedar Village Drive 501(c)(3)	Expanding rehabilitation services	10,100
Cincinnati Museum Center Cincinnati OH 45203	None	1301 Western Avenue 501(c)(3)	General operating fund	1,500
Crayons to Computers Cincinnati OH 45229	None	1350 Tennessee Ave 501(c)(3)	To assist underpriviledged children	1,000
Quale Lutheran Cemetery Fordville ND 58231	None	501(c)(13)	General operations	50
Inter Parish Ministries Cincinnati OH 45244	None	3509 Debolt Road 501(c)(3)	Meals for the poor	1,000
Jewish Family Service Cincinnati OH 45236	None	8487 Ridge Road 501(c)(3)	Meals for the poor	413
Jewish Family Service Cincinnati OH 45236	None	8487 Ridge Road 501(c)(3)	build community resources	300
Jewish Federation of Cincinnati Cincinnati OH 45236	None	8499 Ridge Road 501(c)(3)	build community resources	97,550
Jewish Federation of Palm Beach Co. West Palm Beach FL 33417	None	4601 Community Drive 501(c)(3)	build community resources	4,100
Jewish National Fund New York NY 10021	None	42 East 69th Street 501(c)(3)	community needs in Israel	5,000
Madeira & Indian Hill Fire Company Cincinnati OH 45243	None	6475 Drake Road 501(c)(3)	General operating	20

Federal Statements

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Relationship	Address / Status	Purpose	Amount
Melanoma Know More Cincinnati OH 45209	None	P.O. Box 9155 501(c)(3)	Increase melanoma awareness	340
Oheb Zedek Cedar Sinai Synagogue Lyndhurst OH 44122	None	23749 Cedar Road 501(c)(3)	Memorial Fund	18
PBC Police Benevolent Society West Palm Beach FL 33406	None	3228 Gun Club Road 501(c)(3)	General operations	20
St. Rita School for the Deaf Cincinnati OH 45215	None	1720 Glendale Milford Roa 501(c)(3)	General operating expenses	120
Temple Beth David Palm Beach Gardens FL 334	None	4657 Hood Road 501(c)(3)	Oneg Fund, Men's Club, Sisterhood	890
United Way of Cincinnati Cincinnati OH 45202	None	2400 Reading Road 501(c)(3)	Discretionary	10,000
Center for Holocaust & Humanity Edu Cincinnati OH 45236	None	8401 Montgomery Road 501(c)(3)	An Evening with Elie Wiesel	1,000
Total				160,826

Federal Statements

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
UBS	$ 96,559		14		
Total	$ 96,559				

Realized gains and losses

Estimated 2012 gains and losses for transactions with trade dates through 12/31/12 have been incorporated into this statement Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss Please check with your tax advisor To calculate gains and losses, we liquidate the oldest security lot first This is known as the first-in, first-out or FIFO accounting method We use this method unless you specified which tax lot to close when you placed your order This is known as a versus purchases or VSP order

See *Important information about your statement* on the last page of this statement for more information We may not adjust gains and losses for all capital changes Cost basis for coupon tax-exempt municipal securities, include securities subject to AMT, has been adjusted for mandatory amortization of bond premium Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
ABBOTT LABS	FIFO	1,450 000	Feb 24, 11	Jan 31, 12	78,391 81	68,046 68			10,345 13
ANADARKO PETROLEUM CORP	FIFO	575 000	Feb 03, 12	Aug 01, 12	39,672 63	47,615 29		-7,942 66	
ASML HOLDING NV NY REG SHS NEW	FIFO	810 000	Apr 13, 12	Aug 01, 12	46,193 34	39,486 87			6,706 47
BARCLAYS PLC ADR	FIFO	2,600 000	Mar 26, 12	Jul 25, 12	24,287 43	41,262 00		-16,974 57	
BLACKROCK INC	FIFO	398 000	Apr 03, 12	Jul 25, 12	65,332 98	82,177 62		-16,844 64	
CELGENE CORP	FIFO	790 000	Apr 10, 12	Aug 16, 12	55,511 82	62,387 40		-6,875 58	
CHEUNG KONG HOLDINGS LTD ADR HONG KONG ADR	FIFO	1,200 000	Jun 29, 11	Apr 12, 12	14,867 90	16,937 16		-2,069 26	
COACH INC	FIFO	1,150 000	May 26, 11	Apr 05, 12	86,842 78	72,640 92			14,201 86
DEERE AND CO	FIFO	740 000	Jun 10, 11	Apr 10, 12	57,324 46	60,304 30		-2,979 84	
EOG RESOURCES INC	FIFO	415 000	Jan 31, 12	Apr 10, 12	43,646 71	44,008 95		-362 24	
FANUC CORP ADR	FIFO	2,000 000	Apr 13, 12	Aug 01, 12	49,950 47	62,383 80		-12,433 33	
FREEPORT-MCMORAN COPPER & GOLD INC	FIFO	1,150 000	Jan 31, 12	Jul 25, 12	36,246 49	53,210 39		-16,963 90	
HALLIBURTON CO (HOLDING COMPANY)	FIFO	905 000	Jun 20, 11	Mar 26, 12	30,369 80	41,898 06		-11,528 26	
ISHARES FTSE CHINA 25 INDEX FUND ETF	FIFO	2,700 000	Dec 20, 11	May 24, 12	88,544 24	94,504 32		-5,960 08	
ISHARES TR MSCI ALL CTRY ASIA EX JAPAN INDEX FUND ETF	FIFO	1,350 000	Oct 19, 11	May 16, 12	69,438 66	69,346 28			92 38
LAS VEGAS SANDS CORP	FIFO	1,400 000	Apr 10, 12	Jul 25, 12	52,690 59	83,337 38		-30,646 79	
MEDTRONIC INC	FIFO	1,300 000	May 20, 11	Apr 24, 12	48,132 59	54,994 73		-6,862 14	
MORGAN STANLEY	FIFO	2,000 000	Mar 26, 12	Jul 27, 12	26,861 99	42,166 20		-15,304 21	
NIKE INC CL B	FIFO	555 000	Apr 10, 12	Aug 16, 12	52,534 00	60,081 27		-7,547 27	

continued next page

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
PRICELINE COM INC NEW	FIFO	85 000	Apr 03, 12	Jul 31, 12	56,563 44	62,533 29		-5,969 85	
ROYAL DUTCH SHELL PLC CL A SPON ADR	FIFO	1,450 000	Feb 03, 12	Apr 12, 12	96,820 49	103,256 60		-6,436 11	
SALESFORCE COM INC	FIFO	390 000	Apr 10, 12	Jul 25, 12	48,888 85	60,317 27		-11,428 42	
STARBUCKS CORP	FIFO	1,450 000	Apr 12, 12	Aug 01, 12	64,240 46	87,520 04		-23,279 58	
SUMITOMO MITSUI FINANCIAL SPON ADR	FIFO	9,100 000	Apr 13, 12	Aug 16, 12	55,659 37	61,551 93		-5,892 56	
VALE SA-SP SPON ADR	FIFO	1,800 000	Jan 31, 12	Apr 30, 12	39,895 75	45,991 62		-6,095 87	
Total					**$1,328,909.05**	**$1,517,960.37**		**-$220,397.16**	**$31,345.84**
Net short-term capital gains and losses								**-$189,051.32**	

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
ABB LTD SPON ADR	FIFO	250 000	Jun 20, 06	Jul 19, 12	4,026 99	2,964 60			1,062 39
	FIFO	2,650 000	Sep 07, 07	Jul 19, 12	42,686 11	61,501 20		-18,815 09	
ALLERGAN INC	FIFO	680 000	May 20, 11	Jul 19, 12	59,189 81	56,800 10			2,389 71
AMAZON COM INC	FIFO	94 000	Feb 09, 11	Dec 12, 12	23,710 23	17,459 08			6,251 15
ANADARKO PETROLEUM CORP	FIFO	710 000	Sep 07, 07	Aug 01, 12	48,987 07	35,087 63			13,899 44
ANGLO AMERN PLC NEW ADR	FIFO	320 000	Jun 20, 06	Apr 12, 12	5,713 12	6,234 79		-521 67	
	FIFO	1,600 000	Sep 12, 07	Apr 12, 12	28,565 57	42,926 06		-14,360 49	
BAIDU INC ADS REPSNTG CL A ORD SHS SPON ADR	FIFO	455 000	Oct 28, 09	Jul 24, 12	52,489 09	17,985 63			34,503 46
BANCO BRADESCO S A NEW SPON ADR	FIFO	2,500 000	Nov 02, 10	Jul 26, 12	36,413 68	55,148 50		-18,734 82	
BANCO SANTANDER S A SPON ADR	FIFO	1,350 000	Sep 19, 02	May 16, 12	7,783 73	8,000 49		-216 76	
	FIFO	3,300 000	Sep 07, 07	May 16, 12	19,026 91	58,620 87		-39,593 96	
	FIFO	63 000	Nov 06, 09	May 16, 12	363 24	981 70		-618 46	
	FIFO	60 000	Nov 10, 10	May 16, 12	345 94	771 60		-425 66	
BANK OF NOVA SCOTIA CANADA CAD	FIFO	1,175 000	Sep 14, 09	Feb 03, 12	60,990 37	50,158 16			10,832 21

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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
BASF SE SPON ADR	FIFO	305 000	Oct 09, 01	Jan 31, 12	23,592 04	5,416 85			18,175 19
	FIFO	150 000	Sep 07, 07	Jan 31, 12	11,602 64	9,618 75			1,983 89
	FIFO	850 000	Sep 07, 07	Aug 01, 12	61,923 96	54,506 25			7,417 71
BHP BILLITON LTD SPON ADR	FIFO	190 000	Jan 27, 06	Apr 04, 12	13,422 69	7,480 37			5,942 32
	FIFO	700 000	Sep 07, 07	Apr 04, 12	49,452 00	44,821 36			4,630 64
BOEING COMPANY	FIFO	855 000	Jun 24, 10	Aug 01, 12	62,595 36	57,830 78			4,764 58
CATERPILLAR INC	FIFO	560 000	Sep 07, 07	Jul 31, 12	47,551 03	41,264 86			6,286 17
CENOVUS ENERGY INC CAD	FIFO	425 000	Feb 03, 06	Jul 24, 12	13,393 41	9,663 72			3,729 69
	FIFO	525 000	Dec 11, 07	Jul 24, 12	16,544 79	17,208 94		-664 15	
CHEUNG KONG HOLDINGS LTD ADR HONG KONG ADR	FIFO	1,300 000	Aug 27, 07	Apr 12, 12	16,106 90	18,546 63		-2,439 73	
DOVER CORP	FIFO	995 000	Apr 09, 09	Apr 12, 12	60,352 18	31,754 23			28,597 95
EMC CORP MASS	FIFO	2,700 000	Nov 16, 07	Aug 16, 12	70,425 76	52,643 52			17,782 24
	FIFO	525 000	Jun 29, 11	Aug 16, 12	13,693 90	14,227 91		-534 01	
EMERSON ELECTRIC CO	FIFO	825 000	May 07, 10	Mar 26, 12	42,463 73	39,787 51			2,676 22
EXXON MOBIL CORP	FIFO	1,100 000	Feb 14, 11	Apr 03, 12	94,119 39	93,359 09			760 30
FREEPORT-MCMORAN COPPER & GOLD INC	FIFO	934 000	Sep 07, 07	Jul 25, 12	29,438 46	42,083 35		-12,644 89	
HITACHI LTD ADR NEW JAPAN	FIFO	730 000	Mar 16, 11	Apr 24, 12	46,206 61	37,577 15			8,629 46
HONDA MOTOR CO ADR JAPAN ADR	FIFO	1,550 000	Dec 11, 08	May 08, 12	52,300 82	36,297 89			16,002 93
HONEYWELL INTL INC	FIFO	20 000	Oct 26, 04	Apr 10, 12	1,140 17	660 61			479 56
	FIFO	700 000	Sep 12, 07	Apr 10, 12	39,905 79	39,292 55			613 24
JOHNSON & JOHNSON COM	FIFO	166 000	May 02, 08	Dec 26, 12	11,625 69	11,306 36			319 33
MICROSOFT CORP	FIFO	834 000	Mar 17, 08	Dec 26, 12	22,429 35	23,757 24		-1,327 89	
MOSAIC CO	FIFO	480 000	Nov 18, 10	Apr 10, 12	24,143 09	33,233 04		-9,089 95	
NATL-OILWELLVARCO INC	FIFO	1,100 000	Nov 18, 10	May 01, 12	83,685 68	68,084 28			15,601 40

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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
NESTLE S A SPONSORED ADR REPSTG REG SHS SWITZ ADR	FIFO	369 000	Jun 02, 08	Dec 12, 12	24,184 02	18,285 30			5,898 72
NETAPP INC	FIFO	890 000	Mar 18, 11	Apr 10, 12	37,683 04	43,208 52		-5,525 48	
NORFOLK STHN CORP	FIFO	470 000	Jun 02, 09	Jan 31, 12	34,031 34	18,911 93			15,119 41
	FIFO	465 000	Jun 02, 09	Apr 03, 12	30,784 68	18,710 73			12,073 95
OCCIDENTAL PETROLEUM CRP	FIFO	725 000	Sep 07, 07	Apr 10, 12	65,236 72	42,759 56			22,477 16
PNC FINANCIAL SERVICES GROUP	FIFO	1,000 000	Apr 09, 10	Jul 25, 12	57,660 60	64,271 80		-6,611 20	
PPG INDUSTRIES INC	FIFO	855 000	Apr 06, 09	Apr 03, 12	81,870 53	37,640 81			44,229 72
ROCHE HLDG LTD SPONS ADR SWITZ ADR	FIFO	1,850 000	Jun 02, 08	Feb 01, 12	77,629 30	82,781 49		-5,152 19	
SANOFI SPON ADR	FIFO	490 000	Mar 02, 11	Dec 12, 12	22,918 05	17,392 22			5,525 83
SIEMENS A G SPON ADR	FIFO	245 000	Jan 27, 06	Jan 31, 12	23,125 90	22,654 86			471 04
	FIFO	135 000	Sep 06, 07	Jan 31, 12	12,742 84	17,091 47		-4,348 63	
	FIFO	465 000	Sep 06, 07	Mar 26, 12	47,639 53	58,870 63		-11,231 10	
TIME WARNER INC NEW	FIFO	1,066 000	Dec 10, 08	Jul 26, 12	41,014 91	22,502 61			18,512 30
	FIFO	605 000	Aug 09, 10	Jul 26, 12	23,277 70	19,684 34			3,593 36
UNILEVER NV N Y SHS NEW NETHERLANDS SPON ADR	FIFO	2,260 000	Aug 09, 10	Apr 12, 12	73,343 40	63,869 63			9,473 77
VALE SA-SP SPON ADR	FIFO	235 000	Aug 27, 07	Apr 30, 12	5,208 61	5,640 39		-431 78	
	FIFO	1,300 000	Feb 15, 08	Apr 30, 12	28,813 60	40,969 11		-12,155 51	
WAL MART STORES INC	FIFO	835 000	May 22, 08	Apr 03, 12	50,625 52	46,649 87			3,975 65
Total					**$2,036,197.59**	**$1,846,958.92**		**-$165,443.42**	**$354,682.09**
Net long-term capital gains or losses									**$189,238.67**
Net capital gains/losses									**$187.35**

Gains and losses not calculated

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
GENL ELECTRIC CO	FIFO	1,055 000	Aug 29, 07	Dec 12, 12	22,992 36	0 00	---This information was unavailable---		

37,012

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions The Bernard and Pamela Barbash Family Foundation	Employer identification number (EIN) or 16-1743055
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 119 Via Capri	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Palm Beach Gardens FL 33418	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

- The books are in the care of ▶ Bernard M. Barbash
  119 Via Capri
  Palm Beach Gardens FL 33418

  Telephone No ▶ 561-627-1922 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/13 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning , and ending

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 1,033
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 4,710
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0

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