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 , 2012, and ending , 20

Name of foundation THE JAYNE AND LEONARD ABESS FOUNDATION INC
C/O FIDUCIARY TRUST COMPANY INT'L. 141015100

A Employer identification number 20-0052304

Number and street (or P O. box number if mail is not delivered to street address) 600 FIFTH AVENUE | Room/suite

B Telephone number (see instructions) 212- 632-3000

City or town, state, and ZIP code NEW YORK, NY 10020

C If exemption application is pending, check here ▶ [ ]

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

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 6,743,191.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) ____________ *(Part I, column (d) must be on cash basis.)*

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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	170,498.	165,904.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-60,607.			
	b	Gross sales price for all assets on line 6a 1,815,316.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	109,891.	165,904.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	3,500.	3,500.	NONE	NONE
	c	Other professional fees (attach schedule) STMT 3	31,974.	25,579.		6,395.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	7,393.	2,631.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 5	281.	220.		61.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	43,148.	31,930.	NONE	6,456.
	25	Contributions, gifts, grants paid	285,994.			285,994.
	26	Total expenses and disbursements Add lines 24 and 25	329,142.	31,930.	NONE	292,450.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-219,251.			
	b	**Net investment income** (if negative, enter -0-)		133,974.		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED MAY 16 2013 OGDEN, UT

ENVELOPE POSTMARK DATE MAY 13 2013

SCANNED MAY 20 2013

NC
18

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			
2	Savings and temporary cash investments	1,731,465.	387,757.	387,757.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U.S and state government obligations (attach schedule) STMT 6	398,746.	298,932.	319,617.
b	Investments - corporate stock (attach schedule) STMT 7	2,904,155.	4,131,926.	4,785,532.
c	Investments - corporate bonds (attach schedule) STMT 8	1,177,265.	1,177,265.	1,250,285.
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)	6,211,631.	5,995,880.	6,743,191.
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)		NONE	
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	6,211,631.	5,995,880.	
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 instructions)	6,211,631.	5,995,880.	
31	**Total liabilities and net assets/fund balances** (see instructions)	6,211,631.	5,995,880.	

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	6,211,631.
2	Enter amount from Part I, line 27a	2	-219,251.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	5,500.
4	Add lines 1, 2, and 3	4	5,997,880.
5	Decreases not included in line 2 (itemize) ▶ 2011 CONTRIBUTION CHECKS CLEARED IN 2012	5	2,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,995,880.

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,815,316.		1,875,923.	-60,607.
b				
c				
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				-60,607.
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	-60,607.
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	220,363.	5,862,912.	0.037586
2010	98,702.	4,427,032.	0.022295
2009	60,746.	1,962,244.	0.030957
2008	65,571.	1,240,990.	0.052838
2007	63,864.	1,335,619.	0.047816

2	**Total** of line 1, column (d)	2	0.191492
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	0.038298
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,643,627.
5	Multiply line 4 by line 3	5	254,438.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,340.
7	Add lines 5 and 6	7	255,778.
8	Enter qualifying distributions from Part XII, line 4	8	292,450.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	1,340.
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	1,340.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,340.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 3,200.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	3,200.
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	1,860.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,860. **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?	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) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ N/A

14 The books are in care of ▶ FIDUCIARY TRUST COMPANY INT'L. Telephone no. ▶ (212)632-3000

Located at ▶ 600 FIFTH AVENUE, NEW YORK, NY ZIP+4 ▶ 10020

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

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] 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 [X] No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	[ ] Yes [ ] No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		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
LEONARD L ABESS 100 SE 32ND ROAD, MIAMI, FL 33129	DIRECTOR/PRESIDE		-0-	-0-
JAYNE HARRIS ABESS 100 SE 32ND ROAD, MIAMI, FL 33129	DIRECTOR/VP/TREA			
ASHLEY ABESS 100 SE 32ND ROAD, MIAMI, FL 33129	DIRECTOR/SECRETA			

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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	6,012,550.
b	Average of monthly cash balances	1b	732,249.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	6,744,799.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	6,744,799.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	101,172.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,643,627.
6	**Minimum investment return.** Enter 5% of line 5	6	332,181.

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	332,181.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,340.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,340.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	330,841.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	330,841.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	330,841.

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	292,450.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	292,450.
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	1,340.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	291,110.

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				330,841.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			285,262.	
b	Total for prior years 20 10 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2012				
a	From 2007 ...... NONE				
b	From 2008 ...... NONE				
c	From 2009 ...... NONE				
d	From 2010 ...... NONE				
e	From 2011 ...... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 292,450.				
a	Applied to 2011, but not more than line 2a			285,262.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				7,188.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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				323,653.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2008 ... NONE				
b	Excess from 2009 ... NONE				
c	Excess from 2010 ... NONE				
d	Excess from 2011 ... NONE				
e	Excess from 2012 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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).)

NONE

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

NONE

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

Check here ▶ ☐ 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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

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 15				285,994.
Total . . . . . . ▶ **3a**				285,994.
b *Approved for future payment*				
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	170,498.	
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	-60,607.	
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)				109,891.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 109,891.

(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.)
	NOT APPLICABLE

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

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

Sign Here

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

Signature of officer or trustee: [signature] Date: April 30, 2013 Title:

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RICHARD SHELTON	[signature]	04/24/2013		P00179509
Firm's name ▶ FIDUCIARY TRUST COMPANY INTL			Firm's EIN ▶ 13-5069335	
Firm's address ▶ 600 FIFTH AVENUE NEW YORK, NY 10020			Phone no. 212-632-4090	

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No. 1545-0092

2012

Name of estate or trust: THE JAYNE AND LEONARD ABESS FOUNDATION INC

Employer identification number: 20-0052304

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-107,925.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-107,925.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	47,318.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	47,318.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-107,925.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			47,318.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-60,607.

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

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 (3,000)

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

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

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

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

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

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

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No. 1545-0092

2012

Name of estate or trust: THE JAYNE AND LEONARD ABESS FOUNDATION INC

Employer identification number: 20-0052304

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	300. GENERAL DYNAMICS CORP	06/10/2011	02/01/2012	20,898.00	20,984.00	-86.00
	700. JOHNSON CTLS INC	08/31/2011	02/14/2012	23,152.00	22,338.00	814.00
	400. AGCO CORP	08/31/2011	03/28/2012	18,754.00	17,277.00	1,477.00
	1000. BHP LIMITED SPON ADR	08/31/2011	04/09/2012	69,656.00	85,393.00	-15,737.00
	700. ABB LTD SPONSORED ADR	06/10/2011	05/16/2012	11,476.00	17,953.00	-6,477.00
	750. BMW (DEM) 50	03/29/2012	05/25/2012	58,318.00	67,061.00	-8,743.00
	5000. RESEARCH IN MOTION L	02/01/2012	06/29/2012	37,312.00	83,469.00	-46,157.00
	1350. FACEBOOK INC CL A	05/17/2012	07/24/2012	38,236.00	51,300.00	-13,064.00
	1350. FACEBOOK INC CL A	06/19/2012	09/12/2012	27,591.00	42,593.00	-15,002.00
	50. APPLE COMPUTER INC NPV	05/01/2012	09/14/2012	34,712.00	29,127.00	5,585.00
	550. AMERICAN ELEC PWR INC	05/09/2012	10/22/2012	24,678.00	20,971.00	3,707.00
	500. CENTURYTEL INC	05/09/2012	10/22/2012	19,241.00	18,964.00	277.00
	1600. GENERAL MOTORS CO 4. SER B	02/02/2012	10/22/2012	63,279.00	64,788.00	-1,509.00
	2400. DARDEN RESTAURANTS I	05/02/2012	12/12/2012	109,921.00	122,931.00	-13,010.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -107,925.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

THE JAYNE AND LEONARD ABESS FOUNDATION INC

Employer identification number 20-0052304

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 800. GENERAL DYNAMICS CORP	10/28/2009	02/01/2012	55,728.00	46,048.00	9,680.00
1100. AGCO CORP	02/11/2011	02/14/2012	57,096.00	58,887.00	-1,791.00
550. CELGENE CORP	02/11/2011	02/14/2012	40,563.00	28,604.00	11,959.00
1200. GILEAD SCIENCES INC	10/28/2009	02/14/2012	65,146.00	52,231.00	12,915.00
2800. JOHNSON CTLS INC	01/20/2011	02/14/2012	92,609.00	108,138.00	-15,529.00
3000. CORNING INC	06/02/2010	03/27/2012	43,524.00	50,035.00	-6,511.00
1000. CORNING INC	02/11/2011	03/27/2012	14,508.00	22,358.00	-7,850.00
900. AGCO CORP	02/11/2011	03/28/2012	42,195.00	48,180.00	-5,985.00
1600. AGILENT TECHNOLOGIES	05/14/2009	03/28/2012	70,801.00	29,368.00	41,433.00
1000. AGILENT TECHNOLOGIES	02/11/2011	03/28/2012	44,251.00	45,088.00	-837.00
1800. ANALOG DEVICES INC.	08/18/2010	03/28/2012	71,877.00	54,064.00	17,813.00
1500. HONDA MTR CO LTD ADR	11/16/2009	03/28/2012	57,815.00	42,246.00	15,569.00
3000. ABB LTD SPONSORED AD	11/16/2009	05/16/2012	49,181.00	50,930.00	-1,749.00
100000. UNITED STATES TREA DTD 12/31/2009 2.625% 12/31	12/29/2009	06/19/2012	105,723.00	99,814.00	5,909.00
1000. MOSAIC CO	10/28/2009	06/20/2012	51,987.00	47,752.00	4,235.00
1000. RESEARCH IN MOTION L	11/16/2009	06/29/2012	7,462.00	61,643.00	-54,181.00
1300. FLUOR CORP	11/16/2009	09/27/2012	73,725.00	60,517.00	13,208.00
200. FLUOR CORP	06/10/2011	09/27/2012	11,342.00	12,452.00	-1,110.00
500. GILEAD SCIENCES INC	04/21/2010	09/28/2012	33,189.00	20,404.00	12,785.00
100. GILEAD SCIENCES INC	02/11/2011	09/28/2012	6,638.00	3,826.00	2,812.00
50. GOOGLE INC	01/24/2011	10/12/2012	37,635.00	30,449.00	7,186.00
300. ABBOTT LABS	02/11/2011	10/22/2012	19,734.00	13,664.00	6,070.00
3000. BROADCOM CORP CL A	06/10/2011	10/22/2012	100,712.00	104,614.00	-3,902.00
1000. GENERAL MOTORS CO 4. SER B	01/24/2011	10/22/2012	39,549.00	55,464.00	-15,915.00
730. GENERAL MOTORS CO 4.7 SER B	11/18/2010	10/22/2012	28,871.00	36,500.00	-7,629.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.
THE JAYNE AND LEONARD ABESS FOUNDATION INC

Employer identification number
20-0052304

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	100. GILEAD SCIENCES INC	02/11/2011	10/22/2012	6,615.00	3,826.00	2,789.00
	250. ROCHE HLDG LTD SPONSO	11/16/2009	10/22/2012	12,545.00	10,090.00	2,455.00
	600. VODAFONE GROUP PLC SP	10/28/2009	10/22/2012	17,071.00	13,582.00	3,489.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 47,318.00

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

THE JAYNE AND LEONARD ABESS FOUNDATION INC
ACCOUNT # 141015100
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
U S Dollar								
Cash								
250,256 6900	CASH		250,256.69		250,256.69	125	0 05	0 00
Cash Equivalents								
137,500 0000	STIP 3. US TREASURY & AGENCY DTD 8/31/2003	1 0000	137,500 00	1 0000	137,500 00	73	0 05	2 12
Total U S Dollar			387,756 69		387,756.69	198	0 05	2 12
Total SHORT TERM			387,756.69		387,756.69	198	0 05	2 12

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
FIXED INCOME								
U.S Dollar								
Governments								
100,000 0000	UNITED STATES TREASURY NOTE DTD 10/31/2009 2 375% 10/31/2014 AAA	99 9390	99,938 98	103 8672	103,867 20	2,375	0.26	406 77
100,000 0000	UNITED STATES TREASURY NOTE DTD 3/31/2010 2 5% 3/31/2015 AAA	99 5820	99,582 03	104 9840	104,984 00	2,500	0 28	642 27
100,000.0000	UNITED STATES TREASURY NOTE DTD 12/31/2009 3 25% 12/31/2016 AAA	99.4115	99,411.47	110 7660	110,766 00	3,250	0 53	9 03
Total Governments			298,932 48		319,617.20	8,125	0 36	1,058 07
Corporates								
100,000 0000	GENERAL ELEC CAP CORP SR NT DTD 1/8/2010 2 8% 1/8/2013 N/R	99 9390	99,939 00	100 0290	100,029 00	2,800	1.13	1,345 56
150,000 0000	MORGAN STANLEY SR NT DTD 1/25/2011 2 875% 1/21/2014 A-	100 0740	150,111 00	101 7070	152,560 50	4,313	1 25	1,880 73

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
25,000 0000	WAL MART STORES INC NT DTD 5/21/2009 3 2% 5/15/2014 AA	100 3890	25,097 25	103 9156	25,978 90	800	0.34	102 22
100,000 0000	BLACKROCK INC SR NT DTD 12/10/2009 3 5% 12/10/2014 A+	100 5570	100,557 00	105.6610	105,661 00	3,500	0.56	204.17
150,000 0000	WELLS FARGO & CO SR NT DTD 3/30/2010 3 625% 4/15/2015 A+	99 9340	149,901 00	106.3337	159,500 55	5,438	0 83	1,147 92
100,000 0000	GENERAL ELEC CAP CORP DTD 6/28/2010 3 5% 6/29/2015 AA+	99 8040	99,804 00	106 3260	106,326 00	3,500	0 93	19 44
100,000 0000	KRAFT FOODS INC SR NT DTD 2/8/2010 4 125% 2/9/2016 BBB-	100 4640	100,464 00	109 0300	109,030 00	4,125	1 16	1,627 08
150,000 0000	AT&T INC SR NT DTD 4/29/2011 2 95% 5/15/2016 A-	100 2140	150,321 00	105 9570	158,935 50	4,425	1 14	565.42
50,000 0000	KELLOGG CO SR NT DTD 5/21/2009 4 45% 5/30/2016 BBB+	99 3090	49,654 50	110 7110	55,355 50	2,225	1 24	191 60
150,000 0000	APPLIED MATERIALS INC SR NT DTD 6/8/2011 2 65% 6/15/2016 A-	100 5660	150,849 00	105 2640	157,896 00	3,975	1 09	176 67

THE JAYNE AND LEONARD ABESS FOUNDATION
INC
ACCOUNT # 141015100
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
100,000 0000	PNC FDG CORP SR NT DTD 2/8/2010 5.125% 2/8/2020 A-	100 5670	100,567.00	119 0121	119,012.10	5,125	2 22	2,035.76
Total Corporates			1,177,264 75		1,250,285 05	40,225	1 13	9,296 57
Total U S Dollar			1,476,197 23		1,569,902 25	48,350	0 97	10,354 64
Total FIXED INCOME			1,476,197 23		1,569,902 25	48,350	0 97	10,354 64

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
CONVERTIBLES								
U S Dollar								
Convertible Bonds								
75,000.0000	PEABODY ENERGY CORP CONV/CALL DTD 12/20/2006 4 75% 12/15/2066 B+ CALLABLE ON 12/20/2036 @ 100%	77 8750	58,406 25	96.8125	72,609.38	3,563	4 91	158 33
Convertible Preferred								
2,000 0000	APACHE CORP CONV PFD 6 00%	47 3372	94,674 30	45.7000	91,400.00	6,000	6 56	0 00
Total U S Dollar			153,080 55		164,009 38	9,563	5 83	158 33
Total CONVERTIBLES			153,080 55		164,009 38	9,563	5 83	158 33

THE JAYNE AND LEONARD ABESS FOUNDATION INC
ACCOUNT # 141015100
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
EQUITIES								
U K Pound Stg	(USD 1 00=(GBP) 0 61538)							
13,250 0000	TESCO PLC (GBP) ORD 5	3 2509	43,073.82 68,080 45	3 3610	44,533 25 72,367 07	1,929 3,135	4 33 4 33	0 00 0 00
U S Dollar								
1,800 0000	ABBOTT LABORATORIES	44 5513	80,192 39	65 5000	117,900 00	1,008	0 85	0 00
1,000 0000	ACE LTD	76 0338	76,033 77	79 8000	79,800 00	1,960	2 46	0 00
1,500 0000	AFLAC INC	44 7308	67,096.20	53 1200	79,680 00	2,100	2 64	0 00
600.0000	AIR PRODUCTS & CHEMICALS INC	69 7525	41,851 49	84 0200	50,412 00	1,536	3 05	384 00
1,200 0000	AMERICAN ELECTRIC POWER INC	38 1292	45,755 05	42 6800	51,216 00	2,256	4 40	0 00
400 0000	APPLE INC	527 4704	210,988 17	533 0300	213,212 00	4,240	1 99	0.00
750 0000	BERKSHIRE HATHAWAY INC	61 2218	45,916 37	89 7000	67,275 00		N/A	0.00
1,100 0000	BLACKROCK INC	163 1477	179,462 50	206 7100	227,381 00	6,600	2 90	0 00
2,100 0000	BORG WARNER INC	70 8603	148,806 55	71 6200	150,402 00		N/A	0.00
1,100 0000	CELGENE CORP	47 1036	51,813.93	78 7200	86,592 00		N/A	0 00

THE JAYNE AND LEONARD ABESS FOUNDATION INC
ACCOUNT # 141015100
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2012

U S Dollar — Cont

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
2,100.0000	CENTURYLINK INC	37 6123	78,985.75	39 1200	82,152.00	6,090	7 41	0 00
1,200.0000	CHINA MOBILE LTD SPONS ADR	56 7373	68,084 77	58 7200	70,464 00	2,353	3 34	0 00
4,600 0000	COMCAST CORP CL A	21 1775	97,416 40	37 3800	171,948 00	2,990	1 74	747 50
900 0000	CONOCOPHILLIPS	52 7715	47,494 35	57 9900	52,191 00	2,376	4 55	0 00
2,000 0000	COVIDIEN FLC	47 4421	94,884 15	57 7400	115,480 00	2,080	1 80	0 00
2,100 0000	DEVON ENERGY CORP NEW	70 8798	148,847 63	52 0400	109,284 00	1,680	1 54	0 00
1,000 0000	DIAGEO PLC SPONSORED ADR NEW	80 5140	80,514 00	116 5800	116,580 00	2,774	2 38	0 00
1,300 0000	DU PONT E I DE NEMOURS & CO	51 9337	67,513 81	44 9700	58,461 00	2,236	3 82	0 00
3,100 0000	EMERSON ELECTRIC CO	49 0567	152,075 89	52 9600	164,176 00	5,084	3 10	0 00
1,200 0000	EXXON MOBIL CORP	74 8257	89,790 82	86.5500	103,860.00	2,736	2 63	0 00
3,500 0000	GENERAL ELECTRIC CO	14 6052	51,118 35	20 9900	73,465 00	2,660	3 62	665 00
1,500 0000	GILEAD SCIENCES INC	43 6199	65,429 82	73 4500	110,175 00		N/A	0 00
150 0000	GOOGLE INC	608 9764	91,346 46	709 3700	106,405 50		N/A	0 00

THE JAYNE AND LEONARD ABESS FOUNDATION INC
ACCOUNT # 141015100
BASE CURRENCY. U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
800.0000	LABORATORY CORP AMER HLDGS COM NEW	85 8021	68,641 68	86 6200	69,296 00		N/A	0 00
2,500 0000	LOWES COS INC	27 4076	68,519 00	35 5200	88,800 00	1,600	1 80	0 00
2,800 0000	MARATHON OIL CORP	23 3882	65,487 04	30 6600	85,848 00	1,904	2 22	0 00
1,400 0000	MARATHON PETROLEUM CORP	31 6417	44,298 44	63 0000	88,200 00	1,960	2 22	0 00
2,300 0000	MATTEL INC	31 3631	72,135.13	36 6200	84,226 00	2,852	3 39	0 00
850 0000	MCDONALDS CORP	90.6561	77,057 72	88.2100	74,978 50	2,618	3 49	0 00
1,000 0000	MEAD JOHNSON NUTRITION COMPANY	74.2204	74,220 39	65 8900	65,890 00	1,200	1.82	300 00
3,750 0000	MICROCHIP TECHNOLOGY INC	36 5731	137,149 10	32 5900	122,212.50	5,280	4 32	0 00
3,300 0000	MICROSOFT CORP	28.4619	93,924 43	26 7300	88,209 00	3,036	3 44	0 00
1,000 0000	NATIONAL OILWELL VARCO INC	34 9870	34,987.01	68 3500	68,350 00	520	0 76	0 00
1,700 0000	NESTLE S A SPONSORED ADR REPSTG REG SH	58.8575	100,057 75	65 1700	110,789.00	3,012	2 72	0.00
2,000 0000	NIKE INC CL B	36 5733	73,146 66	51 6000	103,200.00	1,680	1 63	0 00
4,300 0000	NUANCE COMMUNICATIONS INC	25 1583	108,180 79	22 3200	95,976 00		N/A	0 00

THE JAYNE AND LEONARD ABESS FOUNDATION INC
ACCOUNT # 141015100
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
1,750.0000	PEPSICO INC	60 5649	105,988 51	68 4300	119,752 50	3,763	3 14	940 63
1,700.0000	QUALCOMM INC	60.6623	103,125 97	62 0200	105,434 00	1,700	1 61	0 00
2,050 0000	ROCHE HOLDING LTD ADR	41.7873	85,664 00	50.5000	103,525 00	3,161	3 05	0 00
1,300 0000	ROCKWELL AUTOMATION INC	75 2118	97,775 28	83 9900	109,187.00	2,444	2.24	0 00
200.0000	SAMSUNG ELECTRS LTD GDR 95 RPSTG REGS	560.0553	112,011 05	705 7500	141,150 00	483	0 34	0 00
500 0000	TERADATA CORP	63 5942	31,797 10	61 8900	30,945.00		N/A	0 00
2,000 0000	TEVA PHARMACEUTICAL INDS LTD ADR	20 8906	41,781.15	37 3400	74,680 00	1,608	2 15	0 00
850 0000	UNITED PARCEL SVC INC CL B	78 2273	66,493 21	73 7300	62,670 50	1,938	3 09	0 00
1,500 0000	UNITED TECHNOLOGIES CORP	65.8984	98,847 59	82 0100	123,015 00	3,210	2 61	0 00
2,950 0000	VODAFONE GROUP PLC SPONSORED ADR	23 0702	68,057 17	25 1900	74,310 50	4,425	5 95	1,528 20
Total U.S Dollar			3,910,764 79		4,549,156 00	101,153	2 22	4,565 33

THE JAYNE AND LEONARD ABESS FOUNDATION INC
ACCOUNT # 141015100
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
Total EQUITIES			3,978,845 24		4,621,523 07	104,288	2 26	4,565 33
Total			5,995,879 71		6,743,191 39	162,399		15,080 42
Accrued Income			15,080 42		15,080 42			
Grand Total			6,010,960.13		6,758,271 81	162,399		15,080 42

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FTCI ACCOUNT	170,498.	165,904.
TOTAL	170,498.	165,904.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	3,500.	3,500.		
TOTALS	3,500.	3,500.	NONE	NONE

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FTCI INVESTMENT MGT FEE	31,974.	25,579.	6,395.
TOTALS	31,974.	25,579.	6,395.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX	4,762.	
FOREIGN TAX WITHHELD	2,631.	2,631.
TOTALS	7,393.	2,631.

THE JAYNE AND LEONARD ABESS FOUNDATION INC 20-0052304

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FLORIDA ANNUAL FEE	61.		61.
ADR FEES	220.	220.	
TOTALS	281.	220.	61.

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	298,932.	319,617.
TOTALS	298,932.	319,617.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		4,131,926.	4,785,532.
	TOTALS	4,131,926.	4,785,532.

THE JAYNE AND LEONARD ABESS FOUNDATION INC 20-0052304

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		1,177,265.	1,250,285.
	TOTALS	1,177,265.	1,250,285.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
CONTRIBUTION CHECKS CLEARING AFTER 12/31/2012	4,500.
CHECK RECREDITED IN 2013	1,000.
TOTAL	5,500.

RECIPIENT NAME:
LEONARD L. ABESS
ADDRESS:
100 SE 32ND ROAD
MIAMI, FL 33129
FORM, INFORMATION AND MATERIALS:
LETTER REQUEST ACCOMPANIED BY EXEMPTION LETTER UNDER IRC. SECTION 501(C)(3)

RECIPIENT NAME:
THE GUNNERY
ADDRESS:
99 GREEN HILL ROAD
WASHINGTON, CT 06793-9985
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL AND CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 100.

RECIPIENT NAME:
OUR PRIDE ACADEMY
ADDRESS:
25 WEST FLAGLER STREET
, FL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
NPR
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
UNITED WAY OF MIAMI-DADE
ADDRESS:
3250 SW 3RD AVENUE
MIAMI, FL 33129-2712
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 128,000.

RECIPIENT NAME:
UNIVERSITY OF MIAMI
ADDRESS:
PO BOX 248073
CORAL GABLES, FL 33124-2932
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 27,500.

RECIPIENT NAME:
UNIVERSITY OF MIAMI - HILLEL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,360.

RECIPIENT NAME:
TEMPLE ISRAEL OF GREATER MIAMI
ADDRESS:
137 NORTHEAST 19TH STREET
MIAMI, FL 33132
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
GOODWILL INDUSTRIES OF S. FLORIDA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 33,334.

RECIPIENT NAME:
THE WOLFSONIAN MUSEUM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
FRIENDS OF MADAGASCAR
ADDRESS:
11701 ORANGE DRIVE
DAVIE, FL 33330
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
FAIRCHILD TROPICAL GARDEN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
NEW YORK BOTANICAL GARDEN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
NEW YORK ACADEMY OF ART
ADDRESS:
111 FRANKLIN STREET
NEW YORK, NY 10013
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 700.

RECIPIENT NAME:
RICHARD LAPIDUS ENDOWED SCHOLARSHIP
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 50,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
EXPERIENCE AVIATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL EXEMPT PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 285,994.