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
STEVEN AND BEVERLY RUBENSTEIN CHARITABLE FOUNDATION, INC.

A Employer identification number
20-0223308

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
101 EAST MAIN STREET

B Telephone number
973-256-6644

City or town, state, and ZIP code
LITTLE FALLS, NJ 07424

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 31,291,812.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	603,600.	603,600.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<221,601.>			
	b Gross sales price for all assets on line 6a 9,716,640.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<108,271.>	<108,271.>		STATEMENT 2
	12 **Total.** Add lines 1 through 11	273,728.	495,329.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	60,000.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	873.	873.		0.
	b Accounting fees STMT 4	8,850.	8,850.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	8,913.	8,913.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	72,666.	72,666.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	151,302.	91,302.		0.
	25 Contributions, gifts, grants paid	1,792,500.			1,792,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,943,802.	91,302.		1,792,500.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<1,670,074.>			
	b **Net investment income** (if negative, enter -0-)		404,027.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

9-19-64

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		298,337.	298,337.
	2	Savings and temporary cash investments	1,045,581.	1,375,849.	1,375,849.
	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			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations STMT 8	462,877.	27,977.	27,977.
	b	Investments - corporate stock STMT 9	12,457,498.	13,088,325.	13,088,325.
	c	Investments - corporate bonds STMT 10	1,040,981.	1,548,210.	1,548,210.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	16,023,521.	14,953,114.	14,953,114.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	31,030,458.	31,291,812.	31,291,812.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	31,030,458.	31,291,812.	
	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			
	30	**Total net assets or fund balances**	31,030,458.	31,291,812.	
	31	**Total liabilities and net assets/fund balances**	31,030,458.	31,291,812.	

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	31,030,458.
2	Enter amount from Part I, line 27a	2	<1,670,074.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,931,428.
4	Add lines 1, 2, and 3	4	31,291,812.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,291,812.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	9,716,640.		9,938,241.	<221,601.>

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				
b				
c				
d				
e				<221,601.>

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	<221,601.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col (c))
2011	1,716,179.	31,342,472.	.054756
2010	1,819,500.	32,980,739.	.055169
2009	105,500.	690,498.	.152788
2008	245,178.	537,070.	.456510
2007	1,339,801.	1,255,086.	1.067497

2 Total of line 1, column (d)	2	1.786720
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	.357344
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	30,166,544.
5 Multiply line 4 by line 3	5	10,779,833.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,040.
7 Add lines 5 and 6	7	10,783,873.
8 Enter qualifying distributions from Part XII, line 4	8	1,792,500.

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	8,081.
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	8,081.
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	8,081.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10,400.		
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	10,400.
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	2,319.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶		2,319. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
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) ▶ NJ			
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 ▶ ANDREW RUBENSTEIN Telephone no ▶973-256-6644

Located at ▶101 EAST MAIN STREET, LITTLE FALLS, NJ ZIP+4 ▶07424

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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 ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A — 5b
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b No: 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 ☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BEVERLY RUBENSTEIN 101 EAST MAIN STREET LITTLE FALLS, NJ 07424	TRUSTEE 8.00	20,000.	0.	0.
ANDREW RUBENSTEIN 101 EAST MAIN STREET LITTLE FALLS, NJ 07424	TRUSTEE 8.00	20,000.	0.	0.
BARRY MANDELBAUM 101 EAST MAIN STREET LITTLE FALLS, NJ 07424	TRUSTEE 2.00	20,000.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	0.
2 N/A	0.
3 N/A	0.
4 N/A	0.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2	
All other program-related investments See instructions 3 N/A	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	14,312,935.
b	Average of monthly cash balances	1b	1,359,884.
c	Fair market value of all other assets	1c	14,953,114.
d	**Total** (add lines 1a, b, and c)	1d	30,625,933.
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	30,625,933.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	459,389.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,166,544.
6	**Minimum investment return.** Enter 5% of line 5	6	1,508,327.

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	1,508,327.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,081.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	1,530.		
c	Add lines 2a and 2b			2c	9,611.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,498,716.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,498,716.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,498,716.

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	1,792,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,792,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,792,500.

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				1,498,716.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010 309,110.				
e From 2011 1,716,179.				
f Total of lines 3a through e	2,025,289.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,792,500.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	1,792,500.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,498,716.			1,498,716.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,319,073.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	2,319,073.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 526,573.				
e Excess from 2012 1,792,500.				

** SEE STATEMENT 12

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

SEE STATEMENT 13

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN BRAIN TUMOR ASSOCIATION 8550 W BYRN MAWR AVENUE, SUITE 550 CHICAGO, IL 60631	NONE	PUBLIC CHARITY	DONATION	250.
AMERICAN COMMITTEE FOR THE WEIZMANN INSTITUTE OF SCIENCE 633 THIRD AVENUE NEW YORK, NY 10017	NONE	PUBLIC CHARITY	DONATION	100,000.
AMERICAN FORESTS PO BOX 2000 WASHINGTON, DC 20077	NONE	PUBLIC CHARITY	DONATION	1,000.
AMERICAN SOCIETY FOR TECHNION ISRAEL 55 EAST 59TH STREET NEW YORK, NY 10022	NONE	PUBLIC CHARITY	DONATION	50,000.
BRIGHT FUTURE FOUNDATION PO BOX 2558 AVON, CO 81620	NONE	PUBLIC CHARITY	DONATION	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,792,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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 STATEMENTS	P		
b	SEE ATTACHED STATEMENTS	P		
c	SEE ATTACHED STATEMENTS	P		
d	SEE ATTACHED STATEMENTS	P		
e	VARIOUS ORGANIZATIONS - SEE ATTACHED STATEMENTS	P		
f	SALE OF REAL ESTATE	P	01/01/80	08/10/12
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(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	7,065,200.		6,834,661.	230,539.
b	1,298,120.		1,117,169.	180,951.
c	509,829.		481,464.	28,365.
d	501,462.		578,457.	<76,995.>
e			588,990.	<588,990.>
f	337,500.		337,500.	0.
g	4,529.			4,529.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				230,539.
b				180,951.
c				28,365.
d				<76,995.>
e				<588,990.>
f				0.
g				4,529.
h				
i				
j				
k				
l				
m				
n				
o				

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	<221,601.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CEREBRAL PALSEY OF NORTH JERSEY 220 SOUTH ORANGE AVE SUITE 300 LIVINGSTON, NJ 07039	NONE	PUBLIC CHARITY	DONATION	25,000.
CHILDREN'S SPECIALIZED HOSPITAL FUND 150 NEW PROVIDENCE ROAD MOUNTAINSIDE, NJ 07092	NONE	PUBLIC CHARITY	DONATION	2,000.
COLLIER YOUTH SERVICES 160 CONOVER ROAD WICKATUNK, NJ 07765	NONE	PUBLIC CHARITY	DONATION	1,500.
EMPLOYMENT HORIZONS 10 RIDGEDALE AVENUE CEDAR KNOLLS, NJ 07927	NONE	PUBLIC CHARITY	DONATION	10,000.
INSTITUTE OF RANGE AND THE AMERICAN MUSTANG PO BOX 998 HOT SPRINGS, SD 57747	NONE	PUBLIC CHARITY	DONATION	1,000.
ISRAEL SPORTS EXCHANGE 100 MISTY LANE PARSIPPANY, NJ 07054	NONE	PUBLIC CHARITY	DONATION	3,000.
JEWISH NATIONAL FUND 42 EAST 69TH STREET NEW YORK, NY 10021	NONE	PUBLIC CHARITY	DONATION	10,000.
JEWISH VOCATIONAL SERVICES 111 PROSPECT STREET EAST ORANGE, NJ 07017	NONE	PUBLIC CHARITY	DONATION	15,000.
LUSTGARTEN FOUNDATION 1111 STEWART AVENUE BETHPAGE, NY 11714	NONE	PUBLIC CHARITY	DONATION	2,000.
MAKE A WISH FOUNDATION 4742 N 24TH STREET, SUITE 400 PHOENIX, AZ 85016	NONE	PUBLIC CHARITY	DONATION	1,500.
Total from continuation sheets				1,640,250.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MARKET STREET MISSION 9 MARKET STREET MORRISTOWN, NJ 07960	NONE	PUBLIC CHARITY	DONATION	500.
MORRIS HABITAT FOR HUMANITY 102 IRON MOUNTAIN ROAD, SUITE H MINE HILL, NJ 07803	NONE	PUBLIC CHARITY	DONATION	1,500.
MORRISTOWN MEMORIAL HEALTH FOUNDATION 475 SOUTH STREET, FIRST FLOOR MORRISTOWN, NJ 07960	NONE	PUBLIC CHARITY	DONATION	28,750.
NEW YORK CARDIAC CENTER INC 919 N BROADWAY YONKERS, NY 10701	NONE	PUBLIC CHARITY	DONATION	4,000.
OPPORTUNITY PROJECT INC 60 EAST WILLOW STREET MILLBURN, NJ 07041	NONE	PUBLIC CHARITY	DONATION	1,500.
PREP FOR PREP 328 WEST 71ST STREET NEW YORK, NY 10023	NONE	PUBLIC CHARITY	DONATION	2,000.
ST HUBERTS ANIMAL WELFARE CENTER PO BOX 159, 575 WOODLAND AVENUE MADISON, NJ 07940	NONE	PUBLIC CHARITY	DONATION	1,000.
SUMMIT SPEECH SCHOOL 705 CENTRAL AVENUE NEW PROVIDENCE, NJ 07974	NONE	PUBLIC CHARITY	DONATION	5,000.
THE CANCER INSTITUTE OF NEW JERSEY FOUNDATION 195 LITTLE ALBANY STREET NEW BRUNSWICK, NJ 08903	NONE	PUBLIC CHARITY	DONATION	3,000.
THE MENTAL HEALTH ASSOCIATION OF ESSEX 33 SOUTH FULLERTON AVENUE MONTCLAIR, NJ 07042	NONE	PUBLIC CHARITY	DONATION	2,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE SCHOOL FOR CHILDREN WITH HIDDEN INTELLIGENCE 812 E COUNTY LINE ROAD LAKEWOOD, NJ 08701	NONE	PUBLIC CHARITY	DONATION	35,000.
THE WILLOW SCHOOL 1150 POTTERSVILLE ROAD GLADSTONE, NJ 07934	NONE	PUBLIC CHARITY	DONATION	451,000.
UNIVERSITY OF VERMONT 411 MAIN STREET BURLINGTON, VT 05401	NONE	PUBLIC CHARITY	DONATION	1,000,000.
DRESS FOR SUCCESS 25 COOK AVENUE MADISON, NJ 07940	NONE	PUBLIC CHARITY	DONATION	4,000.
BALLET HAWAII 777 S HOTEL STREET, SUITE 101 HONOLULU, HI 96813	NONE	PUBLIC CHARITY	DONATION	5,000.
COURT APPOINTED SPECIAL ADVOCATES 212 WASHINGTON STREET NEWARK, NJ 07102	NONE	PUBLIC CHARITY	DONATION	1,500.
THE NATIONAL AMERICAN CANCER COALITION 333 FAYETTEVILLE STREET, SUITE 150 RALEIGH, NC 27601	NONE	PUBLIC CHARITY	DONATION	2,000.
NEW JERSEY YMHA/YWHA CAMPS 21 PLYMOUTH ROAD FAIRFIELD, NJ 07004	NONE	PUBLIC CHARITY	DONATION	2,000.
SPECTRUM FOR LIVING 210 RIVERVALE ROAD, SUITE 3 RIVER VALE, NJ 07675	NONE	PUBLIC CHARITY	DONATION	5,000.
THE ARC OF ESSEX - STEPPING STONES 123 NAYLAN AVENUE LIVINGSTON, NJ 07039	NONE	PUBLIC CHARITY	DONATION	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TEMPLE BETH AM 111 AVENUE B BAYONNE, NJ 07002	NONE	PUBLIC CHARITY	DONATION	2,000.
THE GIRL SCOUTS OF NORTHERN NEW JERSEY 1579 SUSSEX TURNPIKE RANDOLPH, NJ 07869	NONE	PUBLIC CHARITY	DONATION	500.
THE LAND CONSERVANCY OF NEW JERSEY 19 BOONTON AVENUE BOONTON, NJ 07005	NONE	PUBLIC CHARITY	DONATION	2,000.
JEWISH FEDERATION OF GREATER METROWEST NEW JERSEY 901 ROUTE 10, PO BOX 929 WHIPPANY, NJ 07981	NONE	PUBLIC CHARITY	DONATION	5,000.
Total from continuation sheets				

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	900099	603,600.			
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	900099	<221,601.>			
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a VARIOUS					
b ORGANIZATIONS-SEE					
c SCHEDULE			01	<109,852.>	
d GENE BORDERS 1-H			01	1,581.	
e					
12 Subtotal Add columns (b), (d), and (e)		381,999.		<108,271.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 273,728.

(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)

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

Signature of officer or trustee: [signature] Date: 11/11/2013 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVEN NYDICK	STEVEN NYDICK	11/01/13		P00037969

Firm's name ▶ MADDALONI, NYDICK & KEENAN, PC — Firm's EIN ▶ 22-3006104

Firm's address ▶ 30 COLUMBIA TURNPIKE FLORHAM PARK, NJ 07932 — Phone no 973 822-8080

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY SMITH BARNEY HOLDINGS LLC	588,696.	4,529.	584,167.
VARIOUS ORGANIZATIONS-SEE SCHEDULE	19,433.	0.	19,433.
TOTAL TO FM 990-PF, PART I, LN 4	608,129.	4,529.	603,600.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS ORGANIZATIONS-SEE SCHEDULE	<109,852.>	<109,852.>	
GENE BORDERS 1-H	1,581.	1,581.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<108,271.>	<108,271.>	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	873.	873.		0.
TO FM 990-PF, PG 1, LN 16A	873.	873.		0.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	8,850.	8,850.		0.
TO FORM 990-PF, PG 1, LN 16B	8,850.	8,850.		0.

FORM 990-PF — TAXES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	6,588.	6,588.		0.
FOREIGN TAXES PAID	2,325.	2,325.		0.
TO FORM 990-PF, PG 1, LN 18	8,913.	8,913.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SERVICE AND ADVISORY FEES	58,704.	58,704.		0.
ADMINISTRATIVE EXPENSES	13,962.	13,962.		0.
TO FORM 990-PF, PG 1, LN 23	72,666.	72,666.		0.

FORM 990-PF — OTHER INCREASES IN NET ASSETS OR FUND BALANCES — STATEMENT 7

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS CARRIED AT MARKET VALUE	1,931,428.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,931,428.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY SMITH BARNEY INVESTMENTS	X		27,977.	27,977.
TOTAL U.S. GOVERNMENT OBLIGATIONS			27,977.	27,977.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			27,977.	27,977.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY SMITH BARNEY INVESTMENTS	13,088,325.	13,088,325.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,088,325.	13,088,325.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY SMITH BARNEY INVESTMENTS	1,548,210.	1,548,210.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,548,210.	1,548,210.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP AND OTHER INVESTMETNS	FMV	14,953,114.	14,953,114.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,953,114.	14,953,114.

FORM 990-PF	ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS	STATEMENT 12

PURSUANT TO CODE SECTION 4292(H)(2) AND REGULATION SECTION 53-4942(A)-3(D)(2), STEVEN AND BEVERLY RUBENSTEIN CHARITABLE FOUNDATION, INC., 101 EAST MAIN STREET, LITTLE FALLS, NJ 07424, EIN: 20-0223308 ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS COMING FROM CORPUS.

FORM 990-PF	PART XV - LINE 1B LIST OF FOUNDATION MANAGERS	STATEMENT 13

NAME OF MANAGER

BEVERLY RUBENSTEIN
ANDREW RUBENSTEIN

STEVEN AND BEVERLY RUBENSTEIN CHARITABLE FOUNDATION INC
EMPLOYER IDENTIFICATION #20-0223308
INTEREST AND DIVIDENDS
YEAR ENDED DECEMBER 31, 2012

ORGANIZATION	AMOUNT	INTEREST INCOME	MUNI INT	US GOVT INT	ORD DIV	QUAL DIV
ANDREW REALTY CO	79	79				
BETA DEVELOPMENT, LLC	6	6				
BETA REALTY GROUP, LLC	34	34				
BETA REALTY UNIT 6, LLC	18	18				
FAIRLAWN INDUSTRIES	19	19				
FORT WAYNE RUBE	7	7				
GAMA REALTY LLC***	103	103				
GULF-EMPIRE PROPERTIES, L L C ***	1	1				
HAWTHORNE REALTY	0					
HISTORIC REALTY***	12	12				
JANN REALTY	87	34	53			
JILL REALTY ASSOC, L.L.C.	500	128	210		162	
LONG HILL 85, LLC	0					
MANSFIELD COMMONS	84	84				
MAXALDAN***	2	2				
MENDACUS ASSOCIATES, L L.C ***	1	1				
MICHAEL CAMERON REALTY, LLP	387	35	352			
NEW BEVERLY REALTY, L.L C	88	32			56	
NEW VICTORIA REALTY, LLP	17	17				
OLIVIA REALTY, LLC	5	5				
READIKAT REALTY LLP	76	76				
RICHARD REALTY LP	182	182				
RICHIE DALE	43	43				
RONED REALTY	272	272				
RUBE REALTY, L.L.C	41	3	38			
SAB INVESTMENT CO, L L.C.	4,425	203	59		4,163	
SAMSON REALTY GROUP, LLC	360	4	356			
SPARTACUS ASSOC	0					
T & D REALTY ASSOC	69	69				
VERNACUS ASSOC.,L L C	0					
WATERLOO INVESTORS	128	128				
WILLIAMS INDUSTRIES INC	9,858	9,858				
YORKKAT REALTY LLP	1,936	1,936				
WEST EDMONTON DEVELOPMENT PROGRAM #1	0					
RIDGEWOOD ENERGY K FUND LLC***	32	23		9		
CARSON ENERGY GROUP-DOLPHIN NO 1 3D JV***	0					
CARSON ENERGY GROUP-SW REDFISH REEF	0					
GASLAMP PLAZA LTD	0					
RIDGEWOOD ENERGY S FUND, L L C	20			20		
RIDGEWOOD ENERGY T FUND, L.L C	22			22		
RIDGEWOOD ENERGY X FUND, L L C	33	1		32		
WAVELAND DRILLING PARTNERS 2006-A, L.P	2	2				
WAVELAND DRILLING PARTNERS 2007-A, L P.	1	1				
WAVELAND DRILLING PARTNERS 2008-A, L P	3	3				
GENE BORDERS 1-H JOINT VENTURE**	0					
RIVERSTONE/FRYEBURG #2** ***	0					
PINE LEAF JOINT VENTURE** ***	0					
APPLE CHASE AT WINDING RUN LLC**	480	480				
TOTALS	19,433	13,901	1,068	83	4,381	0

***FINAL K-1 IN 2012
**REPORTED UNDER ID #26-6502883

M \2 CLIENTS\0800 to 0899\0818 Rubenstein Found'n\2012\S&B Rubenstein Charitable Fndtn 2012 xls

STEVEN AND BEVERLY RUBENSTEIN CHARITABLE FOUNDATION INC
EMPLOYER IDENTIFICATION #20-0223308
OTHER INVESTMENT INCOME
YEAR ENDED DECEMBER 31, 2012

ORGANIZATION	AMOUNT	BUS/RENTAL INCOME	IDC/OIL/GAS
ANDREW REALTY CO	(8,763)	(8,763)	0
BETA DEVELOPMENT, LLC	(15,371)	(15,371)	0
BETA REALTY GROUP, LLC	57,457	57,457	0
BETA REALTY UNIT 6, LLC	(5,379)	(5,379)	0
FAIRLAWN INDUSTRIES	33,083	33,083	0
FORT WAYNE RUBE	13,348	13,348	0
GAMA REALTY LLC***	(4,772)	(4,772)	0
GULF-EMPIRE PROPERTIES, L L.C.***	10,837	10,837	0
HAWTHORNE REALTY	(3,985)	(3,985)	0
HISTORIC REALTY***	(11,869)	(11,869)	0
JANN REALTY	(6,867)	(6,867)	0
JILL REALTY ASSOC, L L.C.	(9,486)	(9,486)	0
LONG HILL 85, LLC	4,078	4,078	0
MANSFIELD COMMONS	(13,456)	(13,456)	0
MAXALDAN***	(25,398)	(25,398)	0
MENDACUS ASSOCIATES, L.L.C.***	2,411	2,411	0
MICHAEL CAMERON REALTY, LLP	36,513	36,513	0
NEW BEVERLY REALTY, L L.C.	6,049	6,049	0
NEW VICTORIA REALTY, LLP	18,449	18,449	0
OLIVIA REALTY, LLC	(188,214)	(188,214)	0
READIKAT REALTY LLP	(164,397)	(164,397)	0
RICHARD REALTY LP	58,725	58,725	0
RICHIE DALE	(23,332)	(23,332)	0
RONED REALTY	(7,506)	(7,506)	0
RUBE REALTY, L.L.C.	(25,254)	(25,254)	0
SAB INVESTMENT CO, L L C	9,947	9,947	0
SAMSON REALTY GROUP, LLC	217	217	0
SPARTACUS ASSOC	20,373	20,373	0
T & D REALTY ASSOC	21,234	21,234	0
VERNACUS ASSOC ,L.L.C	35,773	35,773	0
WATERLOO INVESTORS	(19,587)	(19,587)	0
WILLIAMS INDUSTRIES INC	(7,937)	(7,937)	0
YORKKAT REALTY LLP	73,686	73,686	0
WEST EDMONTON DEVELOPMENT PROGRAM #1	(3)	0	(3)
RIDGEWOOD ENERGY K FUND LLC***	(5,757)	(5,465)	(292)
CARSON ENERGY GROUP-DOLPHIN NO 1 3D JV***	(512)	(512)	0
CARSON ENERGY GROUP-SW REDFISH REEF	(1,206)	0	(1,206)
GASLAMP PLAZA LTD	99	99	0
RIDGEWOOD ENERGY S FUND, L.L C.	822	1,889	(1,067)
RIDGEWOOD ENERGY T FUND, L.L C	4,235	6,130	(1,895)
RIDGEWOOD ENERGY X FUND, L L C.	6,070	8,896	(2,826)
WAVELAND DRILLING PARTNERS 2006-A, L P.	4,018	4,299	(281)
WAVELAND DRILLING PARTNERS 2007-A, L P	3,027	3,228	(201)
WAVELAND DRILLING PARTNERS 2008-A, L P.	2,832	3,045	(213)
GENE BORDERS 1-H JOINT VENTURE**	435	2,928	(2,493)
RIVERSTONE/FRYEBURG #2** ***	3	3	0
PINE LEAF JOINT VENTURE** ***	(1,432)	(442)	(990)
APPLE CHASE AT WINDING RUN LLC**	0	0	0
TOTALS	(126,762)	(115,295)	(11,467)

***FINAL K-1 IN 2012
**REPORTED UNDER ID #26-6502883

M \2 CLIENTS\0800 to 0899\0818 Rubenstein Found'n\2012\S&B Rubenstein Charitable Fndtn 2012 xls

STEVEN AND BEVERLY RUBENSTEIN CHARITABLE FOUNDATION INC
EMPLOYER IDENTIFICATION #20-0223308
CAPITAL GAINS AND LOSSES ON INVESTMENT PROPERTY
YEAR ENDED DECEMBER 31, 2012

ORGANIZATION	AMOUNT	STCG	LTCG	1256 STRADDLE	1231 GAIN/LOSS
GAMA REALTY LLC***	(48,521)				(48,521)
HISTORIC REALTY***	(238,440)				(238,440)
JILL REALTY ASSOC, L L C	(166)		(166)		
MAXALDAN***	(325,074)				(325,074)
SAB INVESTMENT CO, L.L.C.	(482)	(10)	(472)		
WILLIAMS INDUSTRIES INC	47,576				47,576
RIDGEWOOD ENERGY K FUND LLC***	(18,345)	14	(17,992)		(367)
CARSON ENERGY GROUP-DOLPHIN NO 1 3D JV***	(11,839)		(6,533)		(5,306)
RIDGEWOOD ENERGY T FUND, L L.C	128				128
RIDGEWOOD ENERGY X FUND, L L C.	326				326
GENE BORDERS 1-H JOINT VENTURE**	1		1		
RIVERSTONE/FRYEBURG #2** ***	161		643		(482)
PINE LEAF JOINT VENTURE** ***	(1,324)		(90)		(1,234)
APPLE CHASE AT WINDING RUN LLC**	7,009		7,009		
TOTALS	(588,990)	4	(28,092)	0	(571,394)

***FINAL K-1 IN 2012
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M \2 CLIENTS\0800 to 0899\0818 Rubenstein Found'n\2012\S&B Rubenstein Charitable Fndtn 2012 xls

STEVEN AND BEVERLY RUBENSTEIN CHARITABLE FOUNDATION
SUMMARY OF K-1 INFORMATION
YEAR ENDED DECEMBER 31, 2012

PARTNERSHIPS	AVG VALUE	ownership %
ANDREW REALTY CO	807,418	17 50%
BETA DEVELOPMENT, LLC	393,833	12 73%
BETA REALTY GROUP, LLC	1,045,893	11 33%
BETA REALTY UNIT 6, LLC	260,857	13 03%
FAIRLAWN INDUSTRIES	987,679	7 95%
FORT WAYNE RUBE	277,868	6 71%
GAMA REALTY LLC***	-	0 00%
GULF-EMPIRE PROPERTIES, L L C ***	-	0 00%
HAWTHORNE REALTY*	1,320	30 76%
HISTORIC REALTY***	-	0 00%
JANN REALTY	360,778	6 46%
JILL REALTY ASSOC, L L C	206,585	4 36%
LONG HILL 85, LLC*	56,247	18 75%
MANSFIELD COMMONS*	(9,516)	8 79%
MAXALDAN***	-	0 00%
MENDACUS ASSOCIATES, L L C ***	-	0 00%
MICHAEL CAMERON REALTY, LLP	886,450	17 83%
NEW BEVERLY REALTY, L L C	205,342	6 42%
NEW VICTORIA REALTY, LLP	468,626	17 65%
OLIVIA REALTY, LLC	340,212	9 32%
READIKAT REALTY LLP	626,510	19 63%
RICHARD REALTY LP*	888,489	50 00%
RICHIE DALE	446,406	37 50%
RONED REALTY	563,617	22 73%
RUBE REALTY, L L C	61,591	6 25%
SAB INVESTMENT CO, L L C *	260,867	30 00%
SAMSON REALTY GROUP, LLC	243,628	3 68%
SPARTACUS ASSOC*	155,415	25 00%
T & D REALTY ASSOC	358,805	18 80%
VERNACUS ASSOC ,L L C *	330,498	17 50%
WATERLOO INVESTORS	1,384,692	34 49%
WILLIAMS INDUSTRIES INC	155,363	37 50%
YORKKAT REALTY LLP	3,049,817	14 50%
WEST EDMONTON DEVELOPMENT PROGRAM #1*	177	2 50%
RIDGEWOOD ENERGY K FUND LLC***	-	0 00%
CARSON ENERGY GROUP-DOLPHIN NO 1 3D JV***	-	0 00%
CARSON ENERGY GROUP-SW REDFISH REEF*	12,843	14 14%
GASLAMP PLAZA LTD*	(37,151)	0 15%
RIDGEWOOD ENERGY S FUND LLC*	14,287	0 06%
RIDGWEOOD ENERGY T FUND LLC*	23,960	0 07%
RIDGEWOOD ENERGY X FUND LLC*	41,471	0 11%
WAVELAND DRILLING PARTNERS 2006 A LP*	16,594	VARIOUS
WAVELAND DRILLING PARTNERS 2007 A LP*	8,093	VARIOUS
WAVELAND DRILLING PARTNERS 2008 A LP*	8,606	VARIOUS
GENE BORDERS 1-H JOINT VENTURE	19,676	5 21%
RIVERSTONE/FRYEBURG #2***	-	0 00%
PINE LEAF JOINT VENTURE***	-	0 00%
APPLE CHASE AT WINDING RUN LLC*	29,268	10 00%
TOTALS	14,953,114	

*VALUATIONS BASED ON CAPITAL BALANCES
***FINAL K-1 IN 2012

M \2 CLIENTS\0800 to 0899\0818 Rubenstein Found'n\2012\S&B Rubenstein Charitable Fndtn 2012 xls

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions STEVEN AND BEVERLY RUBENSTEIN CHARITABLE FOUNDATION, INC.	Employer identification number (EIN) or 20-0223308
	Number, street, and room or suite no If a P O box, see instructions. 101 EAST MAIN STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LITTLE FALLS, NJ 07424	

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-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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ ANDREW RUBENSTEIN 101 EAST MAIN STREET - LITTLE FALLS, NJ 07424
  Telephone No ▶ 973-256-6644 FAX No ▶ 973-256-6865
- 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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012, or other tax year beginning ______, and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL THIRD PARTY INFORMATION NEEDED TO COMPLETE THE RETURN.

8a	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	8a	$ 7,815.
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 and any amount paid previously with Form 8868	8b	$ 10,400.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Esther DiMaggio Title ▶ CPA Date ▶ 08/08/2013

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01-21-13