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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.

2012

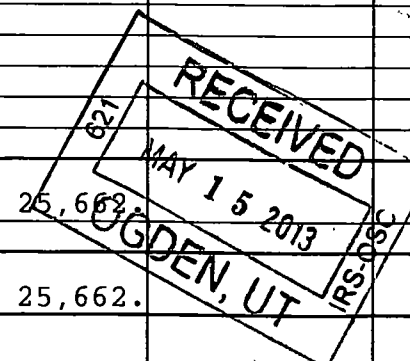
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation MONDERER FOUNDATION, INC.		A Employer identification number 20-1842981
Number and street (or P.O. box number if mail is not delivered to street address) 140 WEST END AVENUE, APT. 29B	Room/suite	B Telephone number 212-580-1798
City or town, state, and ZIP code NEW YORK, NY 10023-6149		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 3,599,438.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	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)
1 Contributions, gifts, grants, etc., received		247,919.		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		90,369.	90,369.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		256,003.			
b Gross sales price for all assets on line 6a 1,660,601.					
7 Capital gain net income (from Part IV, line 2)			256,003.		
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					
12 Total. Add lines 1 through 11		594,291.	346,372.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		6,371.	0.		0.
c Other professional fees STMT 3		23,427.	23,427.		0.
17 Interest					
18 Taxes STMT 4		8,428.	2,235.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		38,226.	25,662.		0.
25 Contributions, gifts, grants paid		131,500.			131,500.
26 Total expenses and disbursements. Add lines 24 and 25		169,726.	25,662.		131,500.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		424,565.			
b Net investment income (if negative, enter -0-)			320,710.		
c Adjusted net income (if negative, enter -0-)				N/A	



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			79,337.	268,888.	268,888.
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	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 6			664,320.	631,817.	649,522.
	b Investments - corporate stock STMT 7			1,757,914.	1,801,779.	2,274,689.
	c Investments - corporate bonds STMT 8			281,875.	354,994.	388,266.
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other					
	14 Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
	15 Other assets (describe ▶ STATEMENT 9)			14,748.	20,087.	18,073.
	16 Total assets (to be completed by all filers)			2,798,194.	3,077,565.	3,599,438.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)			0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☐					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			2,798,194.	3,077,565.	
	30 Total net assets or fund balances			2,798,194.	3,077,565.	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances			2,798,194.	3,077,565.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,798,194.
2 Enter amount from Part I, line 27a	2	424,565.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,222,759.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	145,194.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,077,565.

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 1,660,601.		1,404,598.	256,003.

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			256,003.

2 Capital gain net income or (net capital loss)	2	256,003.
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	133,000.	2,879,593.	.046187
2010	121,000.	2,461,936.	.049148
2009	126,076.	2,083,705.	.060506
2008	62,500.	2,559,345.	.024420
2007	137,541.	1,413,794.	.097285

2 Total of line 1, column (d)	2	.277546
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	.055509
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,274,518.
5 Multiply line 4 by line 3	5	181,765.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,207.
7 Add lines 5 and 6	7	184,972.
8 Enter qualifying distributions from Part XII, line 4	8	131,500.

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	6,414.
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	6,414.
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	6,414.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,000.
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	5,000.
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	1,414.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► CAROL B. TURCHIN Located at ► 140 WEST END AVENUE, APT 29B, NEW YORK, NY	Telephone no. ► 212-580-1798 ZIP+4 ► 10023-6149		
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		
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		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? If "Yes," list the years ►	☐ Yes ☒ No	
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	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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

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

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
CAROL B. TURCHIN 140 WEST END AVENUE, APT. 29B	PRES. & TREASURER	0.00	0.	0.
BENJAMIN MONDERER 140 WEST END AVENUE, APT. 29B	V.P. & SECRETARY	0.00	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	
3	
4	

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 NONE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	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	3,167,711.
b	Average of monthly cash balances	1b	156,673.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,324,384.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,324,384.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,866.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,274,518.
6	Minimum investment return. Enter 5% of line 5	6	163,726.

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	163,726.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,414.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,414.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	157,312.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	157,312.
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	157,312.

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	131,500.
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	131,500.
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	131,500.

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				157,312.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			60,816.	
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				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 131,500.				
a Applied to 2011, but not more than line 2a			60,816.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				70,684.
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).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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				86,628.
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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)

- 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.

- 3 Subtract line 2d from line 2c
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(l)(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

[illegible]

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).)

CAROL B. TURCHIN

- 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:

- 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				
COLUMBIA GRAMMAR & PREPARATORY SCHOOL 5 WEST 93RD STREET NEW YORK, NY 10025	N/A	CHARITY	GENERAL PURPOSES	25,000.
JUMPSTART 505 EIGHTH AVENUE, SUITE 1100 NEW YORK, NY 10018	N/A	CHARITY	GENERAL PURPOSES	2,500.
PRINCETON UNIVERSITY PRINCETON, NJ 08544	N/A	CHARITY	GENERAL PURPOSES	2,500.
SDTC CENTER FOR DISCOVERY P.O. BOX 840 HARRIS, NY 12742-0840	N/A	CHARITY	GENERAL PURPOSES	65,000.
TUXEDO PARK SCHOOL 227 ROUTE 17 TUXEDO PARK, NY 10987	N/A	CHARITY	GENERAL PURPOSES	25,000.
Total	SEE CONTINUATION SHEET(S)			131,500.
b Approved for future payment				
NONE				
Total				0.

Pàrt XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclu- sion 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	90,369.		
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	256,003.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		346,372.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	346,372.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

MONDERER FOUNDATION, INC.

Employer identification number

20-1842981

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

MONDERER FOUNDATION, INC.

20-1842981

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BENJAMIN MONDERER & CAROL B. TURCHIN 140 WEST END AVENUE, APT. 29B NEW YORK, NY 10023-6149	\$ 247,919.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

MONDERER FOUNDATION, INC.**20-1842981****Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SEE ATTACHED STATEMENT		
		\$ 247,919.	12/28/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

Employer identification number

MONDERER FOUNDATION, INC.**20-1842981****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	DEUTSCHE BANK SECURITIES INC #5XP-00980	D	VARIOUS	VARIOUS
b	DEUTSCHE BANK SECURITIES INC #5XP-945630	D	VARIOUS	VARIOUS
c	DEUTSCHE BANK SECURITIES INC #5XP-945630	D	VARIOUS	VARIOUS
d	DEUTSCHE BANK SECURITIES INC #5XP-941233	D	VARIOUS	VARIOUS
e	DEUTSCHE BANK SECURITIES INC #5XP-941233	D	VARIOUS	VARIOUS
f	DEUTSCHE BANK SECURITIES INC #5XP-943148	D	VARIOUS	VARIOUS
g	DEUTSCHE BANK SECURITIES INC #5XP-943148	D	VARIOUS	VARIOUS
h	DEUTSCHE BANK SECURITIES INC #5XP-943148	D	VARIOUS	VARIOUS
i	DEUTSCHE BANK SECURITIES INC #5XP-943155	D	VARIOUS	VARIOUS
j	DEUTSCHE BANK SECURITIES INC #5XP-943155	D	VARIOUS	VARIOUS
k	DEUTSCHE BANK SECURITIES INC #5XP-943437	D	VARIOUS	VARIOUS
l	DEUTSCHE BANK SECURITIES INC #5XP-943437	D	VARIOUS	VARIOUS
m	CAPITAL GAINS DIVIDENDS			
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	312,883.	123,552.	189,331.
b	11,235.	11,015.	220.
c	58,706.	47,930.	10,776.
d	266,804.	265,179.	1,625.
e	288,049.	269,720.	18,329.
f	30,776.	38,553.	<7,777.>
g	137,162.	140,923.	<3,761.>
h	62.		62.
i	203,654.	204,646.	<992.>
j	159,082.	116,750.	42,332.
k	46,010.	41,392.	4,618.
l	146,025.	144,938.	1,087.
m	153.		153.
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			189,331.
b			220.
c			10,776.
d			1,625.
e			18,329.
f			<7,777.>
g			<3,761.>
h			62.
i			<992.>
j			42,332.
k			4,618.
l			1,087.
m			153.
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	256,003.
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 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
AMERICAN CAMP ASSOCIATION	N/A	CHARITY	GENERAL PURPOSES	500.
DANIEL'S MUSIC FOUNDATION C/O THE TRUSH FAMILY 1641 3RD AVE, #21A NEW YORK, NY 10128	N/A	CHARITY	GENERAL PURPOSES	1,000.
SKIP OF NEW YORK 601 W. 26TH ST, SUITE 522 NEW YORK, NY 10001	N/A	CHARITY	GENERAL PURPOSES	5,000.
STANDING TALL 101 W. 116TH ST NEW YORK, NY 10026	N/A	CHARITY	GENERAL PURPOSES	500.
TUXEDO PARK LIBRARY 227 ROUTE 17 TUXEDO PARK, NY 10987	N/A	CHARITY	GENERAL PURPOSES	4,000.
TUXEDO PARK VOLUNTEER FIRE DEPT TUXEDO PARK, NY 10987	N/A	CHARITY	GENERAL PURPOSES	500.
Total from continuation sheets				11,500.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DEUTSCHE BANK SECURITIES INC #5XP-009890	4,953.	0.	4,953.
DEUTSCHE BANK SECURITIES INC #5XP-9412330	36,344.	0.	36,344.
DEUTSCHE BANK SECURITIES INC #5XP-943148	14,524.	0.	14,524.
DEUTSCHE BANK SECURITIES INC #5XP-943155	9,280.	0.	9,280.
DEUTSCHE BANK SECURITIES INC #5XP-943437	22,490.	135.	22,355.
DEUTSCHE BANK SECURITIES INC #5XP-945630	2,931.	18.	2,913.
TOTAL TO FM 990-PF, PART I, LN 4	90,522.	153.	90,369.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	6,371.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	6,371.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEUTSCHE BANK SECURITIES	23,427.	23,427.		0.
TO FORM 990-PF, PG 1, LN 16C	23,427.	23,427.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NEW YORK ANNUAL FILING FEE	250.	0.		0.
FOREIGN TAXES	2,235.	2,235.		0.
DELAWARE ANNUAL FILING FEE	55.	0.		0.
FEDERAL EXCISE TAX	5,888.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,428.	2,235.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
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DESCRIPTION	AMOUNT
ADJUSTMENT FOR CONTRIBUTED ASSETS	126,253.
OTHER ADJUSTMENT	18,941.
TOTAL TO FORM 990-PF, PART III, LINE 5	145,194.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
DB #5XP-941233	X		631,817.	649,522.
TOTAL U.S. GOVERNMENT OBLIGATIONS			631,817.	649,522.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			631,817.	649,522.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DB #5XP-009890	217,971.	431,530.
DB #5XP-943437	541,166.	597,118.
DB #5XP-943148	426,679.	505,002.
DB #5XP-943155	504,007.	618,101.
DB #5XP-945630	111,956.	122,938.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,801,779.	2,274,689.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DB #5XP-941233	354,994.	388,266.
TOTAL TO FORM 990-PF, PART II, LINE 10C	354,994.	388,266.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REAL ESTATE INVESTMENT TRUSTS	14,748.	20,087.	18,073.
TO FORM 990-PF, PART II, LINE 15	14,748.	20,087.	18,073.

MONDERER FOUNDATION, INC.
SCHEDULE OF CONTRIBUTORS
12/31/2012

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>PRICE/FMV</u>
2150	COGENT COMMUNICATIONS GROUP INC COM NEW	\$ 48,713.625
515	MCKESSON CORP COM	\$ 50,158.425
555	WATSON PHARMACEUTICALS INC (ACTAVIS INC)	\$ 49,617.00
500	WHIRLPOOL CORP	\$ 49,900.00
550	WHOLE FOODS MKT INC	\$ 49,530.25
		<u>\$ 247,919.30</u>

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

Account	Security	Shs	Bought	Sold	Proceeds	Basis	Gain
DB - 5630	Jakks Pac Inc COM	39	7/17/07	1/26/08	590.28	679.34	(89.06)
DB - 5630	ITC Hldgs Corp COM ISIN#US4656851056	18	3/7/07	1/31/08	1,333.07	1,239.83	93.24
DB - 5630	Alliant Techsystems Inc	19	8/25/07	3/13/08	1,016.54	1,118.22	(101.68)
DB - 5630	Alliant Techsystems Inc	6	10/6/07	3/13/08	321.01	329.92	(8.91)
DB - 5630	Comerica Inc	17	3/22/07	3/21/08	546.95	624.70	(77.75)
DB - 5630	Ensco Intl Inc	1	7/11/07	4/26/08	54.21	51.30	2.91
DB - 5630	SCHWEITZER MAUDUIT INTL INC COM	1	6/12/07	4/26/08	68.45	51.64	16.81
DB - 5630	Digital Rlty Tr Inc Com	1	6/1/07	5/7/08	73.99	61.65	12.34
DB - 5630	Georesources Inc COM	24	7/13/07	6/27/08	881.99	626.13	255.86
DB - 5630	Central Garden & Petco Com Cl A Non-Vtg	82	7/11/07	6/27/08	849.53	841.50	8.03
DB - 5630	Keynote Sys Inc COM	64	12/7/07	6/27/08	899.96	1,208.24	(308.28)
DB - 5630	Keynote Sys Inc COM	29	1/8/08	6/27/08	407.79	590.47	(182.68)
DB - 5630	Ps Business Pks Inc	1	4/26/08	6/27/08	65.39	68.75	(3.36)
DB - 5630	Stage Stores Inc	114	1/26/08	6/27/08	2,007.52	1,797.46	210.06
DB - 5630	Ensco Intl Inc	11	6/27/08	8/29/08	612.06	482.78	129.28
DB - 5630	Aon Corporation	16	6/27/08	8/29/08	830.06	726.50	103.56
DB - 5630	Childrens Place Retail Stores Inc	11	6/27/08	10/15/08	675.94	516.77	159.17
DB - 3148	NXP Semiconductors NV COM ISIN#NL0009538784	132	3/31/07	1/18/08	2,535.68	4,043.85	(1,508.17)
DB - 3148	NXP Semiconductors NV COM ISIN#NL0009538784	77	6/30/07	1/18/08	1,479.15	2,116.34	(637.19)
DB - 3148	Potash Corp Of Saskatchewan Inc Com	53	8/4/07	4/29/08	2,224.44	2,810.83	(586.39)
DB - 3148	Ntt Docomo Inc Spons Adr Isin#Us62942M2017	307	9/21/07	5/8/08	5,042.75	5,804.76	(762.01)
DB - 3148	OGX PETROLEO E GAS PARTICIPACOE SA SPONSORED ADR ISIN#US6708491088	589	7/13/07	6/7/08	2,816.29	5,371.68	(2,555.39)
DB - 3148	PRECISION DRILLING CORP COM 2010 ISIN#CA7022D3085	94	6/30/07	6/28/08	634.97	1,368.86	(733.89)
DB - 3148	PRECISION DRILLING CORP COM 2010 ISIN#CA7022D3085	144	3/14/08	6/28/08	972.73	1,564.76	(592.03)
DB - 3148	PRECISION DRILLING CORP COM 2010 ISIN#CA7022D3085	220	4/25/08	6/28/08	1,486.11	2,081.20	(595.09)
DB - 3148	Cnooc Ltd Sponsored Adr Isin#Us1261321095	5	6/17/08	7/26/08	984.83	1,007.43	(22.60)
DB - 3148	Toyota Motor Co ADR	32	2/6/08	9/16/08	2,641.26	2,544.98	96.28
DB - 3148	Softbank Corp ADR ISIN#US83404D1090	115	4/3/08	9/19/08	2,328.16	1,646.51	681.65
DB - 3148	Bridgestone Corp ADR	73	10/6/07	9/23/08	3,416.34	3,323.03	93.31
DB - 3148	Bridgestone Corp ADR	39	2/27/08	9/23/08	1,825.17	1,884.15	(58.98)
DB - 3148	Alcatel-Lucent Adr	55	12/20/07	12/17/08	74.80	85.35	(10.55)
DB - 3148	Goldcorp Inc New	36	9/18/08	12/19/08	1,276.82	1,685.44	(408.62)
DB - 3148	Alcatel-Lucent Adr	782	1/8/08	12/30/08	1,036.91	1,214.06	(177.15)
DB - 1233	UNITED STATES TREAS NTS 1.375% 03/15/13 B/E DTD 03/15/10	260	9/6/07	3/7/08	26,302.57	26,316.10	(13.53)

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

Account	Security	Shs	Bought	Sold	Proceeds	Basis	Gain
	FEDERAL HOME LN MTG CORP REFERENCE NTS FED REFERENCE NOTES 1.625%						
DB - 1233	04/15/13 B/E	960	3/29/07	3/27/08	97,356.96	96,718.32	638.64
	FEDERAL HOME LN MTG CORP REFERENCE NTS FED REFERENCE NOTES 1.625%						
DB - 1233	04/15/13 B/E	40	9/28/07	3/27/08	4,056.54	4,053.11	3.43
DB - 1233	UNITED STATES TREAS NTS 1 375% 03/15/13 B/E DTD 03/15/10	410	9/6/07	5/23/08	41,387.44	41,398.68	(11.24)
DB - 1233	UNITED STATES TREAS NTS 2 500% 03/31/15 B/E DTD 03/31/10 N/C	270	11/9/07	6/27/08	28,566.12	28,500.51	65.61
	THERMO FISHER SCIENTIFIC INC SR NT 3 600% 08/15/21 B/E DTD 08/16/11 CLB CLB						
DB - 1233	05/	300	1/18/08	7/16/08	32,175.00	31,426.56	748.44
DB - 1233	UNITED STATES TREAS NTS 1 750% 05/15/22 B/E DTD 05/15/12 N/C	300	6/27/08	7/31/08	30,656.13	30,466.98	189.15
DB - 1233	FEDERAL NATL MTG ASSN MEDIUM TERM NTS ISIN#US31359MTG86 4 62	60	2/16/08	8/15/08	6,303.00	6,298.81	4.19
DB - 3437	Edison International	127	2/7/07	1/9/08	5,129.42	4,686.06	443.36
DB - 3437	Eli Lilly & Co	301	5/3/07	1/25/08	11,932.61	11,452.93	479.68
DB - 3437	Eastman Chemical Co	71	9/25/07	2/8/08	3,873.01	2,408.24	1,464.77
DB - 3437	Eastman Chemical Co	219	9/25/07	3/8/08	11,397.32	7,428.23	3,969.09
DB - 3437	JP Morgan & Chase	94	5/2/07	4/4/08	4,192.30	4,309.83	(117.53)
DB - 3437	Chesapeake Energy Corp	156	2/8/08	5/24/08	2,507.92	3,493.03	(985.11)
DB - 3437	Wal-Mart Stores Inc	42	7/13/07	6/4/08	2,758.91	2,250.75	508.16
DB - 3437	Pitney Bowes Inc	157	2/8/08	8/2/08	2,190.77	3,074.33	(883.56)
DB - 3437	R R Donnelley & Sons Co	162	12/7/07	8/14/08	2,028.16	2,288.48	(260.32)
DB - 3155	Aetna Inc	321	6/29/07	5/13/08	13,225.32	14,367.93	(1,142.61)
DB - 3155	Agco Corp	278	1/10/08	11/12/08	12,475.92	13,792.78	(1,316.86)
DB - 3155	BB & T Corp COM	502	3/8/08	11/12/08	13,766.84	14,793.49	(1,026.65)
DB - 3155	CELGENE CORP	194	10/4/07	5/13/08	13,667.92	12,073.84	1,594.08
DB - 3155	Constellation Brands Inc CL A	685	11/3/07	4/19/08	14,563.46	13,591.91	971.55
DB - 3155	Dean Foods Co New Com	871	6/10/08	10/21/08	16,249.96	14,041.91	2,208.05
DB - 3155	Dentsply Intl Inc NEW COM	376	9/14/07	3/8/08	14,538.97	12,708.69	1,830.28
DB - 3155	Exelon Corp	286	8/9/07	3/8/08	10,975.51	11,675.52	(700.01)
DB - 3155	Global Payments Inc	290	10/13/07	4/19/08	13,173.36	12,846.68	326.68
DB - 3155	Home Depot Inc	38	9/14/07	1/24/08	1,721.04	1,293.69	427.35
DB - 3155	Intercontinental Exchange Inc COM	117	7/12/07	2/5/08	14,330.17	14,849.86	(519.69)
DB - 3155	Invesco Ltd Ord Shs Isin#Bmg4918t11088	605	2/5/08	8/2/08	13,468.26	14,518.73	(1,050.47)
DB - 3155	PPG Industries Inc	151	4/5/07	1/10/08	12,990.64	14,570.25	(1,579.61)
DB - 3155	Prudential Finl Inc Com	248	4/19/08	5/13/08	12,481.51	14,925.95	(2,444.44)
DB - 3155	Rockwell Intl Corp	186	11/22/07	7/5/08	11,981.40	12,577.19	(595.79)
DB - 3155	V F Corp	96	10/4/07	3/8/08	14,043.95	12,017.18	2,026.77
TOTAL ST					558,479.56	560,784.98	(2,305.42)

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Account	Security	Shs	Bought	Sold	Proceeds	1099	
						Basis	Gain
LT							
DB - 9890	Apple Computer Inc	30	4/15/05	2/12/08	14,866 71	3,625 66	11,241 05
DB - 9890	Apple Computer Inc	27	4/15/05	5/21/08	15,336 95	3,263 09	12,073 86
DB - 9890	Apple Computer Inc	50	4/15/05	9/16/08	34,834 22	6,042 76	28,791 46
DB - 9890	BG Group Plc ADR	142	12/20/00	2/12/08	16,297 84	9,709 12	6,588 72
DB - 9890	ChevronTexaco Corp	220	2/12/00	2/12/08	23,176 59	9,598 43	13,578 16
DB - 9890	Express Scripts Inc	197	9/6/03	2/12/08	9,831 82	5,342 31	4,489 51
DB - 9890	Express Scripts Inc	103	12/22/05	2/12/08	5,140 49	4,500 49	640 00
DB - 9890	Intl Business Machines Corp	78	2/1/05	2/12/08	14,914 71	7,110 27	7,804 44
DB - 9890	Intl Business Machines Corp	76	2/1/05	5/21/08	14,961 18	6,927 95	8,033 23
DB - 9890	Intl Business Machines Corp	26	2/1/05	6/10/08	5,028 46	2,370 09	2,658 37
DB - 9890	Reynolds American Inc	1,258 00	12/21/00	10/17/08	53,967 62	25,097 00	28,870 62
DB - 9890	Ross Stores Inc	312	3/19/05	6/10/08	20,011 21	5,284 22	14,726 99
DB - 9890	Ross Stores Inc	1,106 00	3/19/05	10/17/08	68,287 31	18,731 88	49,555 43
DB - 9890	RWE AG ADR	385	12/20/00	2/12/08	16,227 53	15,949 20	278 33
DB - 5630	Activision Blizzard Inc COM	41	5/10/07	6/27/08	467 54	477 76	(10 22)
DB - 5630	Activision Blizzard Inc COM	104	5/10/07	8/29/08	1,216 15	1,211 88	4 27
DB - 5630	ALLIED WORLD ASSURANCE CO HLDGS LTD SHS ISIN#BMG0219G2032	13	9/1/06	5/20/08	978 09	673 91	304 18
DB - 5630	ALLIED WORLD ASSURANCE CO HLDGS LTD SHS ISIN#BMG0219G2032	11	6/22/07	6/27/08	865 12	570 23	294 89
DB - 5630	ALLIED WORLD ASSURANCE CO HLDGS LTD SHS ISIN#BMG0219G2032	1	9/1/06	6/27/08	78 65	51 84	26 81
DB - 5630	American Water Works Co Inc	2	3/7/07	4/26/08	69 27	55 80	13 47
DB - 5630	American Water Works Co Inc	21	3/7/07	6/27/08	708 96	585 88	123 08
DB - 5630	Amerisource Bergen Corp COM	57	8/23/07	8/29/08	2,169 50	2,172 15	(2 65)
DB - 5630	Aon Corporation	22	10/25/06	8/29/08	1,141 33	887 67	253 66
DB - 5630	Aon Corporation	14	12/13/06	8/29/08	726 30	624 79	101 51
DB - 5630	Aon Corporation - merger	36		8/29/08	1,766 88		-
DB - 5630	Avago Technology Ltd SHS	15	3/2/07	8/29/08	541 68	487 46	54 22
DB - 5630	Avago Technology Ltd SHS	17	5/25/07	8/29/08	613 90	579 51	34 39
DB - 5630	Avago Technology Ltd SHS	1	6/1/07	8/29/08	36 11	33 18	2 93
DB - 5630	Axis Capital Hldgs Ltd Shs Isin#Bmg0692U1099	2	12/8/04	4/26/08	66 76	59 32	7 44
DB - 5630	Bob Evans Farms Inc	58	12/8/04	6/27/08	2,235 65	1,017 90	1,217 75
DB - 5630	Bob Evans Farms Inc	2	7/30/05	6/27/08	77 09	58 26	18 83
DB - 5630	Centerpoint Energy Inc Com	37	12/8/04	6/27/08	757 00	477 29	279 71
DB - 5630	Centerpoint Energy Inc Com	1	12/8/04	6/27/08	20 46	12 90	7 56
DB - 5630	Centerpoint Energy Inc Com	22	12/8/04	8/29/08	452 38	283 79	168 59

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

Account	Security	Shs	Bought	Sold	Proceeds	1099	
						Basis	Gain
DB - 5630	Centerpoint Energy Inc Com	37	7/12/06	8/29/08	760.81	525.35	235.46
DB - 5630	Central Garden & Petco Com Cl A Non-Vtg	102	7/12/06	6/27/08	1,056.73	1,005.46	51.27
DB - 5630	Childrens Place Retail Stores Inc	29	3/17/05	10/15/08	1,782.01	670.21	1,111.80
DB - 5630	Comerica Inc	41	10/14/05	3/21/08	1,319.10	1,263.54	55.56
DB - 5630	Digital Rlty Tr Inc Com	1	5/24/06	4/26/08	74.96	52.81	22.15
DB - 5630	Digital Rlty Tr Inc Com	22	5/24/06	5/7/08	1,627.75	1,161.71	466.04
DB - 5630	Dr Pepper Snapple Group Inc COM	2	9/27/06	4/26/08	79.43	70.99	8.44
DB - 5630	Dr Pepper Snapple Group Inc COM	18	9/27/06	6/27/08	774.58	638.92	135.66
DB - 5630	Dr Pepper Snapple Group Inc COM	27	9/27/06	8/29/08	1,204.77	958.38	246.39
DB - 5630	Dr Pepper Snapple Group Inc COM	15	7/11/07	8/29/08	669.32	621.71	47.61
DB - 5630	Edison International	2	6/1/05	4/26/08	87.61	60.04	27.57
DB - 5630	Edison International	1	6/1/05	6/27/08	45.77	30.02	15.75
DB - 5630	Edison International	9	6/1/05	6/27/08	411.95	270.18	141.77
DB - 5630	Edison International	15	6/1/05	6/27/08	686.58	450.30	236.28
DB - 5630	Edison International	15	6/1/05	8/29/08	659.27	450.30	208.97
DB - 5630	Edison International	9	7/12/06	8/29/08	395.56	298.51	97.05
DB - 5630	Edison International	15	4/18/07	8/29/08	659.27	572.36	86.91
DB - 5630	Elizabeth Arden Inc	2	3/4/06	6/27/08	75.67	38.74	36.93
DB - 5630	Elizabeth Arden Inc	29	3/4/06	6/27/08	1,097.25	561.68	535.57
DB - 5630	Elizabeth Arden Inc	29	3/4/06	11/15/08	1,329.97	561.68	768.29
DB - 5630	Elizabeth Arden Inc	2	6/1/07	11/15/08	91.72	56.76	34.96
DB - 5630	Ensco Intl Inc	24	7/11/07	8/29/08	1,335.39	1,231.16	104.23
DB - 5630	Finish Line Inc Cl A	39	7/12/06	6/27/08	715.65	583.76	131.89
DB - 5630	Finish Line Inc Cl A	45	9/28/06	6/27/08	825.74	637.83	187.91
DB - 5630	Finish Line Inc Cl A	2	6/1/07	6/27/08	36.70	43.38	(6.68)
DB - 5630	First Midwest Bancorp Inc Ill	75	3/25/05	4/29/08	799.53	652.48	147.05
DB - 5630	First Midwest Bancorp Inc Ill	62	3/9/07	4/29/08	660.94	748.91	(87.97)
DB - 5630	GATX Corp	1	3/13/07	4/26/08	43.61	35.32	8.29
DB - 5630	GATX Corp	42	3/13/07	5/7/08	1,718.30	1,483.55	234.75
DB - 5630	Georesources Inc COM	24	12/22/06	6/27/08	881.99	542.39	339.60
DB - 5630	Jakks Pac Inc COM	86	11/23/06	1/26/08	1,301.65	1,668.34	(366.69)
DB - 5630	KAPSTONE PAPER & PACKAGING CORP COM	58	8/31/06	9/19/08	1,110.21	693.66	416.55
DB - 5630	Mattel Inc DE	49	6/9/07	6/27/08	1,539.70	1,243.49	296.21
DB - 5630	Meadowbrook Ins Group Inc COM	145	2/15/07	4/25/08	1,295.39	1,433.02	(137.63)
DB - 5630	Owens Illinois Inc	66	6/10/06	9/17/08	1,284.02	1,955.45	(671.43)
DB - 5630	Parexel Intl Corp	2	1/25/07	4/26/08	55.27	44.00	11.27

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Account	Security	Shs	Bought	Sold	Proceeds	1099	
						Basis	Gain
DB - 5630	Parexel Intl Corp	80	1/25/07	6/27/08	2,126 65	1,759 94	366 71
DB - 5630	Partnerre Ltd	1	12/8/04	4/26/08	69.74	69.87	(0 13)
DB - 5630	Partnerre Ltd	16	12/8/04	6/27/08	1,190.06	1,118 00	72 06
DB - 5630	Partnerre Ltd	16	7/10/07	11/19/08	1,275 17	1,087.31	187 86
DB - 5630	Ps Business Pks Inc	19	12/8/04	6/27/08	1,242 44	912.58	329 86
DB - 5630	Standard Microsystemcorp	61	5/1/07	6/27/08	2,241.10	1,669.87	571 23
DB - 5630	Suntrust Banks Inc	74	7/10/07	8/29/08	1,853 86	1,837 20	16 66
DB - 5630	Synopsys Inc	16	3/26/05	6/27/08	445 59	335.09	110 50
DB - 5630	Synopsys Inc	7	3/26/05	8/29/08	230 46	146.60	83.86
DB - 5630	Synopsys Inc	35	3/2/06	8/29/08	1,152 28	778.35	373 93
DB - 5630	UGI CORP	2	12/8/04	4/26/08	57 04	46 76	10 28
DB - 5630	UGI CORP	2	12/8/04	4/26/08	57.03	46.76	10.27
DB - 5630	UGI CORP	2	12/8/04	6/27/08	57 06	46 76	10 30
DB - 5630	UGI CORP	3	12/8/04	6/27/08	85 59	70 14	15 45
DB - 5630	UGI CORP	14	12/8/04	6/27/08	399.40	327.32	72.08
DB - 5630	Westar Energy Inc Com	1	12/8/04	6/27/08	29 53	19 19	10 34
DB - 5630	Westar Energy Inc Com	9	12/8/04	6/27/08	265 77	172 74	93 03
DB - 5630	Westar Energy Inc Com	26	12/8/04	6/27/08	767 75	499 01	268 74
DB - 5630	Wintrust Financial Corp	2	1/18/07	4/26/08	73.17	65 93	7 24
DB - 5630	Wintrust Financial Corp	46	1/18/07	6/20/08	1,603 53	1,516.28	87 25
DB - 3148	Alcatel-Lucent Adr	646	5/26/06	12/17/08	878 60	1,694 91	(816 31)
DB - 3148	Alcatel-Lucent Adr	395	10/28/06	12/17/08	537 23	1,386.15	(848 92)
DB - 3148	Alcatel-Lucent Adr	711	11/3/06	12/17/08	967 01	2,301 29	(1,334 28)
DB - 3148	Alcatel-Lucent Adr	236	8/11/07	12/17/08	320 98	877 54	(556 56)
DB - 3148	Alcatel-Lucent Adr	969	12/20/07	12/30/08	1,284 86	1,503 69	(218 83)
DB - 3148	Basf Se Spns Adr Isin#Us0552625057	9	2/19/05	6/27/08	578 47	251 28	327 19
DB - 3148	Basf Se Spns Adr Isin#Us0552625057	11	1/27/06	6/27/08	707 02	623 49	83 53
DB - 3148	Baytex Energy Corp COM ISIN#CA07317Q1054	68	3/23/07	6/21/08	2,683 25	3,913.58	(1,230 33)
DB - 3148	Baytex Energy Corp COM ISIN#CA07317Q1054	20	4/14/07	6/21/08	789 19	1,186.67	(397.48)
DB - 3148	Baytex Energy Corp COM ISIN#CA07317Q1054	35	5/19/07	6/21/08	1,381 08	1,958.90	(577 82)
DB - 3148	BG Group Plc ADR	78	1/25/06	6/6/08	1,515 25	1,489 31	25 94
DB - 3148	Bunzl Plc Spns Adr New	16	3/29/03	10/16/08	1,417 78	1,142 65	275 13
DB - 3148	China Mobile Ltd Spon Adr S A Isin#Us16941M099	38	6/16/04	2/13/08	1,939 74	2,613 75	(674.01)
DB - 3148	China Mobile Ltd Spon Adr S A Isin#Us16941M099	2	8/19/04	2/13/08	102.09	120.91	(18 82)
DB - 3148	Credit Suisse Group Sponsored Adr	58	8/18/05	1/12/08	1,307 97	2,865 28	(1,557 31)
DB - 3148	Credit Suisse Group Sponsored Adr	18	8/18/05	6/26/08	322 45	889 22	(566 77)

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Account	Security	Shs	Bought	Sold	Proceeds	Basis	Gain
DB - 3148	Credit Suisse Group Sponsored Adr	58	7/20/06	6/26/08	1,039.02	2,465.57	(1,426.55)
DB - 3148	Credit Suisse Group Sponsored Adr	5	2/7/07	6/26/08	89.57	246.81	(157.24)
DB - 3148	CSL LTD ADR ISIN#US12637N1054	110	7/5/07	8/7/08	2,312.70	1,920.92	391.78
DB - 3148	Diageo PLC ADR	9	11/9/04	6/18/08	904.20	536.51	367.69
DB - 3148	Diageo PLC ADR	13	6/10/05	6/18/08	1,306.07	736.30	569.77
DB - 3148	Diageo PLC ADR	40	6/23/05	6/18/08	4,018.68	2,297.32	1,721.36
DB - 3148	Diageo PLC ADR	6	2/7/07	6/18/08	602.80	482.10	120.70
DB - 3148	Experian Group Ltd Spon Adr	180	6/25/03	4/2/08	2,852.93	2,205.00	647.93
DB - 3148	Experian Group Ltd Spon Adr	13	11/15/03	4/2/08	206.05	113.07	92.98
DB - 3148	Experian Group Ltd Spon Adr	125	11/15/03	11/8/08	2,076.98	1,087.18	989.80
DB - 3148	Fresenius Med Care Aktiengesellschaft Sponsored Adr Repstgshs Isin#Us3	78	7/15/03	12/13/08	2,703.76	1,807.25	896.51
DB - 3148	Fresenius Med Care Aktiengesellschaft Sponsored Adr Repstgshs Isin#Us3	25	2/13/04	12/13/08	866.59	619.60	246.99
DB - 3148	Fresenius Med Care Aktiengesellschaft Sponsored Adr Repstgshs Isin#Us3	35	2/13/04	12/19/08	1,205.93	867.45	338.48
DB - 3148	Gafisa S A Spons ADR Repstg 2 Com Shs	223	5/12/06	5/16/08	681.82	2,939.14	(2,257.32)
DB - 3148	Gafisa S A Spons ADR Repstg 2 Com Shs	85	7/20/06	5/16/08	259.89	1,203.44	(943.55)
DB - 3148	Goldcorp Inc New	114	5/15/07	12/19/08	4,043.26	5,515.35	(1,472.09)
DB - 3148	Goldcorp Inc New	74	8/4/07	12/19/08	2,624.57	3,413.23	(788.66)
DB - 3148	Jupiter Telecommunication Coltd Adr Isin#Us48206M1027	0.333	6/23/05	8/29/08	3.37	2.82	0.55
DB - 3148	Kao Corp Sponsored Adr Repstg10 Shs Com	130	6/15/05	2/13/08	3,345.75	2,809.19	536.56
DB - 3148	Kddi Corp Adr Isin#Us48667L1061	224	6/22/05	4/8/08	3,525.16	2,936.31	588.85
DB - 3148	Kddi Corp Adr Isin#Us48667L1061	68	6/30/05	4/8/08	1,070.14	908.75	161.39
DB - 3148	Kddi Corp Adr Isin#Us48667L1061	92	7/16/05	4/8/08	1,447.84	1,254.39	193.45
DB - 3148	Kddi Corp Adr Isin#Us48667L1061	56	11/30/05	4/8/08	881.29	759.63	121.66
DB - 3148	Kddi Corp Adr Isin#Us48667L1061	68	12/23/05	4/8/08	1,070.14	912.47	157.67
DB - 3148	LVMH Moet Hennessy Louis Vuitton ADR	62	5/9/06	6/17/08	1,854.67	1,351.94	502.73
DB - 3148	LVMH Moet Hennessy Louis Vuitton ADR	37	5/9/06	8/19/08	1,214.58	806.81	407.77
DB - 3148	LVMH Moet Hennessy Louis Vuitton ADR	117	3/22/07	8/19/08	3,840.69	3,566.58	274.11
DB - 3148	Mtn Group Ltd Sponsored Adr	217	12/22/05	2/28/08	3,906.79	3,332.77	574.02
DB - 3148	Mtn Group Ltd Sponsored Adr	60	12/27/05	2/28/08	1,080.22	960.53	119.69
DB - 3148	Mtn Group Ltd Sponsored Adr	53	3/23/06	2/28/08	954.19	892.74	61.45
DB - 3148	Mtn Group Ltd Sponsored Adr	102	4/18/06	2/28/08	1,836.37	1,531.14	305.23
DB - 3148	Mtn Group Ltd Sponsored Adr	34	2/7/07	2/28/08	612.12	615.40	(3.28)
DB - 3148	Novartis Ag Sponsored Adr	18	8/13/02	1/19/08	991.39	1,005.14	(13.75)
DB - 3148	Novartis Ag Sponsored Adr	41	7/15/03	1/19/08	2,258.18	2,268.53	(10.35)
DB - 3148	Novo Nordisk A S Adr Formerly Novo Industrie A S	32	11/27/04	5/31/08	4,179.38	1,632.30	2,547.08
DB - 3148	Novo Nordisk A.S. Adr Formerly Novo Industrie A S	4	11/27/04	10/7/08	655.03	204.04	450.99

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Account	Security	Shs	Bought	Sold	Proceeds	Basis	Gain
DB - 3148	Novo Nordisk A S Adr Formerly Novo Industrie A S Adr Same Cusip	7	3/1/05	10/7/08	1,146.30	330.66	815.64
DB - 3148	PENN WEST PETE LTD NEW COM ISIN#CA7078871059	146	2/9/07	6/18/08	1,960.02	3,827.32	(1,867.30)
DB - 3148	PENN WEST PETE LTD NEW COM ISIN#CA7078871059	53	4/14/07	6/18/08	711.52	1,393.78	(682.26)
DB - 3148	Potash Corp Of Saskatchewan Inc Com	22	8/18/05	2/13/08	971.40	688.19	283.21
DB - 3148	Potash Corp Of Saskatchewan Inc Com	77	8/18/05	4/29/08	3,231.74	2,408.68	823.06
DB - 3148	Potash Corp Of Saskatchewan Inc Com	12	2/7/07	4/29/08	503.65	729.24	(225.59)
DB - 3148	PRECISION DRILLING CORP COM 2010 ISIN#CA7022D3085	103	6/23/07	6/28/08	695.77	1,381.07	(685.30)
DB - 3148	Reed Elsevier P L C Spon Adr New	54	7/9/05	2/15/08	1,875.38	1,617.96	257.42
DB - 3148	Reed Elsevier P L C Spon Adr New	35	7/9/05	9/16/08	1,364.52	1,048.68	315.84
DB - 3148	Reed Elsevier P L C Spon Adr New	25	7/23/05	9/16/08	974.66	815.17	159.49
DB - 3148	Reed Elsevier P L C Spon Adr New	2	11/15/05	9/25/08	77.69	64.14	13.55
DB - 3148	Reed Elsevier P L C Spon Adr New	28	11/15/05	9/30/08	1,080.49	897.95	182.54
DB - 3148	RIO TINTO PLC SPONSORED ADR ISIN#US7672041008	125	11/15/06	7/18/08	5,901.83	8,269.82	(2,367.99)
DB - 3148	RIO TINTO PLC SPONSORED ADR ISIN#US7672041008	10	2/7/07	7/18/08	472.15	764.40	(292.25)
DB - 3148	Sage Group Plc Un-sponsored Adr	86	12/13/05	9/16/08	1,756.63	1,323.37	433.26
DB - 3148	Sage Group Plc Un-sponsored Adr	122	12/13/05	11/1/08	2,421.64	1,877.33	544.31
DB - 3148	Sage Group Plc Un-sponsored Adr	75	2/9/06	11/1/08	1,488.71	1,069.02	419.69
DB - 3148	Sage Group Plc Un-sponsored Adr	28	2/7/07	11/1/08	555.79	541.24	14.55
DB - 3148	SAP AKTIENGESSELLSCHAFT SPONSORED ADR	42	4/16/03	12/5/08	3,320.86	2,068.92	1,251.94
DB - 3148	Schneider Elec Sa Adr Isin#Us80687P1066	141	9/15/05	6/27/08	1,412.79	1,482.11	(69.32)
DB - 3148	Sociedad Quimica Y Minera De Chile S A Spon Adr	6	8/21/04	2/13/08	347.54	224.80	122.74
DB - 3148	Sociedad Quimica Y Minera De Chile S A Spon Adr	12	9/8/04	2/13/08	695.09	351.20	343.89
DB - 3148	Sodexo Spon Adr Isin#Us8337921048	16	5/21/05	9/19/08	1,279.87	794.24	485.63
DB - 3148	SUBSEA 7 SA SPONS ADR ISIN#US8643231009	59	5/23/07	6/6/08	1,172.25	1,475.48	(303.23)
DB - 3148	Sun Hung Kai Ppty Ltd Adr New	211	11/10/05	3/21/08	2,983.48	3,141.28	(157.80)
DB - 3148	Sun Hung Kai Ppty Ltd Adr New	70	7/20/06	3/21/08	989.78	1,016.64	(26.86)
DB - 3148	Sun Hung Kai Ppty Ltd Adr New	40	2/7/07	3/21/08	565.59	654.00	(88.41)
DB - 3148	Tesco Plc Spon Adr Isin#Us8815753020	98	7/9/02	9/18/08	1,635.86	1,906.10	(270.24)
DB - 3148	Tesco Plc Spon Adr Isin#Us8815753020	1	7/15/03	9/18/08	16.69	26.60	(9.91)
DB - 3148	Tesco Plc Spon Adr Isin#Us8815753020	26	7/15/03	12/5/08	423.12	691.60	(268.48)
DB - 3148	Tesco Plc Spon Adr Isin#Us8815753020	45	10/16/04	12/5/08	732.33	778.67	(46.34)
DB - 3148	Tesco Plc Spon Adr Isin#Us8815753020	68	2/17/05	12/5/08	1,106.63	1,018.59	88.04
DB - 3148	Tesco Plc Spon Adr Isin#Us8815753020	46	2/24/05	12/5/08	748.60	653.47	95.13
DB - 3148	Tesco Plc Spon Adr Isin#Us8815753020	10	7/12/05	12/5/08	162.74	174.41	(11.67)
DB - 3148	TURKYE GARANTI BANKASI ADR ISIN#US9001487019	796	8/1/06	7/26/08	3,081.40	4,217.37	(1,135.97)
DB - 3148	TURKYE GARANTI BANKASI ADR ISIN#US9001487019	123	2/7/07	7/26/08	476.15	592.86	(116.71)

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Account	Security	Shs	Bought	Sold	Proceeds	1099	
						Basis	Gain
DB - 3148	Vodafone Airtouch PLC	82	7/30/02	2/13/08	2,236.01	2,062.65	173.36
DB - 3148	Vodafone Airtouch PLC	27	7/30/02	8/15/08	791.20	679.17	112.03
DB - 3148	Vodafone Airtouch PLC	61	7/30/02	10/17/08	1,734.25	1,534.41	199.84
DB - 3148	Vodafone Airtouch PLC	34	10/19/02	10/17/08	966.63	822.12	144.51
DB - 3148	Vodafone Airtouch PLC	135	7/15/03	10/17/08	3,838.09	4,481.80	(643.71)
DB - 3148	Redemption				61.85	-	61.85
DB - 1233	Conoco Phillips Nts Isin#Us20825Cas35 4 750% 02/01/14 B/E Dt	290	3/4/05	1/18/08	31,443.83	29,321.14	2,122.69
DB - 1233	UNITED STATES TREAS NOTES 4 250% 08/15/15 B/E DTD 08/15/05 N	90	5/1/03	1/30/08	10,218.84	8,889.60	1,329.24
DB - 1233	UNITED STATES TREAS NOTES 4 250% 08/15/15 B/E DTD 08/15/05 N	180	9/17/04	1/30/08	20,437.67	18,849.42	1,588.25
DB - 1233	FEDERAL NATL MTG ASSN MEDIUM TERM NTS ISIN#US31359MTG86 4 62	750	7/2/03	8/15/08	78,787.50	74,408.37	4,379.13
DB - 1233	FEDERAL NATL MTG ASSN MEDIUM TERM NTS ISIN#US31359MTG86 4 62	10	8/21/04	8/15/08	1,050.50	1,006.88	43.62
DB - 1233	FEDERAL NATL MTG ASSN MEDIUM TERM NTS ISIN#US31359MTG86 4 62	260	9/17/04	8/15/08	27,313.00	26,345.04	967.96
DB - 1233	FEDERAL NATL MTG ASSN MEDIUM TERM NTS ISIN#US31359MTG86 4 62	40	3/17/06	8/15/08	4,202.00	4,121.97	80.03
DB - 1233	FEDERAL NATL MTG ASSN MEDIUM TERM NTS ISIN#US31359MTG86 4 62	30	6/15/07	8/15/08	3,151.50	3,137.92	13.58
DB - 1233	FEDERAL NATL MTG ASSN MEDIUM TERM NTS ISIN#US31359MTG86 4 62	460	7/18/07	10/10/08	46,923.44	46,795.91	127.53
DB - 1233	UNITED STATES TREAS NTS 2 000% 11/30/13 B/E DTD 11/30/08 N/C	30	7/27/07	10/10/08	3,060.22	3,051.36	8.86
DB - 1233	UNITED STATES TREAS NTS 2 000% 11/30/13 B/E DTD 11/30/08 N/C	260	6/3/05	11/7/08	28,830.36	26,914.56	1,915.80
DB - 1233	Pfizer Inc Sr Nt 5 350% 03/15/15 B/E Dtd 03/24/09 Clb Callab	250	11/9/05	12/10/08	32,630.00	26,877.87	5,752.13
DB - 3437	Ameren Corp	42	8/27/03	8/19/08	1,413.52	2,093.33	(679.81)
DB - 3437	Ameren Corp	55	9/12/03	8/19/08	1,851.03	2,841.55	(990.52)
DB - 3437	Ameren Corp	55	9/27/03	8/19/08	1,851.03	2,925.65	(1,074.62)
DB - 3437	Ameren Corp	45	10/16/03	8/19/08	1,514.48	2,440.65	(926.17)
DB - 3437	Ameren Corp	88	4/13/06	8/19/08	2,961.65	2,331.92	629.73
DB - 3437	Ameren Corp	96	2/7/07	8/19/08	3,230.89	3,014.86	216.03
DB - 3437	Chesapeake Energy Corp	295	11/12/05	5/24/08	4,742.55	7,372.29	(2,629.74)
DB - 3437	Chesapeake Energy Corp	66	2/7/07	5/24/08	1,061.05	2,045.34	(984.29)
DB - 3437	Edison International	42	3/3/05	1/9/08	1,696.34	1,050.71	645.63
DB - 3437	Edison International	45	3/9/05	1/9/08	1,817.51	1,122.23	695.28
DB - 3437	Edison International	35	3/15/05	1/9/08	1,413.62	1,009.63	403.99
DB - 3437	Edison International	50	3/19/05	1/9/08	2,019.45	1,426.52	592.93
DB - 3437	Glaxo315SKline PLC	26	6/5/03	5/23/08	1,154.93	1,327.30	(172.37)
DB - 3437	Glaxo315SKline PLC	19	6/11/03	5/23/08	843.98	988.38	(144.40)
DB - 3437	Glaxo315SKline PLC	26	6/5/03	5/24/08	1,153.20	1,352.52	(199.32)
DB - 3437	Glaxo315SKline PLC	55	6/11/03	5/24/08	2,439.46	2,268.90	170.56
DB - 3437	Glaxo315SKline PLC	60	6/14/03	5/24/08	2,661.23	3,153.56	(492.33)
DB - 3437	Glaxo315SKline PLC	64	4/13/06	5/24/08	2,838.64	2,533.98	304.66

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Account	Security	Shs	Bought	Sold	Proceeds	Basis	Gain
DB - 3437	Glaxo3155Kline PLC	38	2/7/07	5/24/08	1,685.44	1,476.68	208.76
DB - 3437	Hudson Cty Bancorp Inc	295	7/1/05	9/5/08	2,186.17	3,874.91	(1,688.74)
DB - 3437	Hudson Cty Bancorp Inc	80	7/14/05	9/5/08	592.86	1,157.41	(564.55)
DB - 3437	Hudson Cty Bancorp Inc	149	5/13/06	9/5/08	1,104.20	1,931.03	(826.83)
DB - 3437	Hudson Cty Bancorp Inc	441	2/7/07	9/5/08	3,268.13	4,993.96	(1,725.83)
DB - 3437	Hudson Cty Bancorp Inc	280	8/24/07	9/5/08	2,075.01	1,638.11	436.90
DB - 3437	Hudson Cty Bancorp Inc	440	8/25/07	9/5/08	3,260.72	2,583.99	676.73
DB - 3437	International Paper Co	76	3/14/07	10/17/08	2,869.85	1,966.95	902.90
DB - 3437	Intl Business Machines Corp	15	4/1/05	4/4/08	3,078.13	1,498.53	1,579.60
DB - 3437	Intl Business Machines Corp	10	4/6/05	4/4/08	2,052.08	993.63	1,058.45
DB - 3437	Intl Business Machines Corp	7	4/22/05	4/4/08	1,436.46	700.85	735.61
DB - 3437	Intl Business Machines Corp	26	4/26/05	4/4/08	5,335.42	2,608.78	2,726.64
DB - 3437	Intl Business Machines Corp	10	2/7/07	4/4/08	2,052.08	1,651.40	400.68
DB - 3437	Intl Business Machines Corp	30	12/21/00	6/3/08	2,364.11	1,875.83	488.28
DB - 3437	Kimberly Clark Corp	319	11/28/06	5/1/08	10,132.71	8,020.46	2,112.25
DB - 3437	Microsoft Corp	81	2/7/07	5/1/08	2,572.88	2,289.06	283.82
DB - 3437	Microsoft Corp	85	3/1/07	8/14/08	6,157.99	5,335.88	822.11
DB - 3437	Pepsico Inc	4	3/13/07	8/14/08	289.79	255.35	34.44
DB - 3437	Pepsico Inc	81	3/13/07	10/2/08	5,741.53	5,170.80	570.73
DB - 3437	Phillips 66 Com	0.5	2/21/02	5/3/08	15.69	14.23	1.46
DB - 3437	Phillips 66 Com	16.5	2/21/02	8/5/08	663.49	626.54	36.95
DB - 3437	Phillips 66 Com	15	2/26/02	8/5/08	603.17	569.58	33.59
DB - 3437	Phillips 66 Com	20	2/28/02	8/5/08	804.23	561.79	242.44
DB - 3437	Phillips 66 Com	3.5	11/9/05	8/5/08	140.74	86.05	54.69
DB - 3437	Phillips 66 Com	56	11/9/05	12/2/08	2,881.61	1,376.88	1,504.73
DB - 3437	Pitney Bowes Inc	20	12/13/06	7/23/08	269.99	476.87	(206.88)
DB - 3437	Pitney Bowes Inc	138	12/13/06	7/25/08	1,825.86	3,290.42	(1,464.56)
DB - 3437	Pitney Bowes Inc	1	2/7/07	7/25/08	13.23	25.04	(11.81)
DB - 3437	Pitney Bowes Inc	49	2/7/07	8/2/08	683.74	1,226.96	(543.22)
DB - 3437	Pitney Bowes Inc	232	3/24/07	8/2/08	3,237.32	5,811.02	(2,573.70)
DB - 3437	Pitney Bowes Inc	30	4/10/02	7/24/08	360.15	1,046.78	(686.63)
DB - 3437	R R Donnelley & Sons Co	30	4/26/02	7/24/08	360.15	993.61	(633.46)
DB - 3437	R R Donnelley & Sons Co	20	5/7/02	7/24/08	240.10	669.77	(429.67)
DB - 3437	R R Donnelley & Sons Co	90	1/23/02	7/24/08	1,080.46	3,231.00	(2,150.54)
DB - 3437	R R Donnelley & Sons Co	20	5/7/02	7/26/08	240.08	669.77	(429.69)
DB - 3437	R R Donnelley & Sons Co	20	5/15/02	7/26/08	240.08	670.29	(430.21)

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Account	Security	Shs	Bought	Sold	Proceeds	Basis	Gain
DB - 3437	R R Donnelley & Sons Co	45	6/6/02	7/26/08	540 18	1,396 97	(856 79)
DB - 3437	R R Donnelley & Sons Co	2	5/13/06	7/26/08	24 01	39 42	(15 41)
DB - 3437	R R Donnelley & Sons Co	96	5/13/06	8/14/08	1,201 87	1,892 16	(690 29)
DB - 3437	R R Donnelley & Sons Co	231	2/7/07	8/14/08	2,892 01	4,563 61	(1,671 60)
DB - 3437	Reynolds American Inc	66	12/21/00	8/5/08	3,077 90	1,362 87	1,715 03
DB - 3437	Sanofi Synthelabo Sa	222	10/27/06	7/2/08	8,436 01	7,659 71	776 30
DB - 3437	Sanofi Synthelabo Sa	20	12/7/06	7/2/08	760 00	652 36	107 64
DB - 3437	Sanofi Synthelabo Sa	73	2/7/07	7/2/08	2,774 00	2,555 73	218 27
DB - 3437	Time Warner Inc	246	12/7/06	12/4/08	11,395 03	7,723 74	3,671 29
DB - 3437	Time Warner Inc	49	2/7/07	12/4/08	2,269 74	1,769 39	500 35
DB - 3437	Whirlpool Corp	42	8/7/07	12/5/08	4,073 90	2,652 37	1,421 53
DB - 3155	Ansys Inc COM	98	11/14/06	8/2/08	6,704 00	4,786 63	1,917 37
DB - 3155	Ansys Inc COM	122	11/14/06	8/2/08	8,345 79	5,958 86	2,386 93
DB - 3155	Apple Computer Inc	6	4/15/05	3/8/08	3,275 53	725 13	2,550 40
DB - 3155	Apple Computer Inc	3	4/15/05	4/19/08	1,775 01	362 57	1,412 44
DB - 3155	Apple Computer Inc	3	4/15/05	11/12/08	1,615 59	362 57	1,253 02
DB - 3155	Apple Computer Inc	23	4/15/05	11/12/08	12,386 17	2,779 67	9,606 50
DB - 3155	Capital One Finl Corp Com	148	12/2/05	1/24/08	6,639 21	5,558 88	1,080 33
DB - 3155	Capital One Finl Corp Com	138	12/2/05	1/24/08	6,190 61	5,183 28	1,007 33
DB - 3155	Check Point Softwaretechnologies Ltd Shsisin#I0010824113	166	11/28/06	10/21/08	6,963 51	7,091 40	(127 89)
DB - 3155	Check Point Softwaretechnologies Ltd Shsisin#I0010824113	139	11/28/06	10/21/08	5,830 89	5,937 98	(107 09)
DB - 3155	Coca Cola Enterprises Inc NEW COM	508	4/20/07	6/10/08	13,563 85	14,558 42	(994 57)
DB - 3155	ENDO PHARMACEUTICALSHLDGS INC	236	8/18/06	6/10/08	7,024 26	6,755 66	268 60
DB - 3155	ENDO PHARMACEUTICALSHLDGS INC	182	8/18/06	6/10/08	5,417 02	5,209 88	207 14
DB - 3155	Home Depot Inc	93	9/14/07	11/12/08	5,941 96	3,166 14	2,775 82
DB - 3155	Noble Energy Inc Com	149	4/5/07	10/23/08	13,574 89	14,645 90	(1,071 01)
DB - 3155	Priceline Com Inc Com New	8	9/27/06	9/6/08	4,953 96	2,740 15	2,213 81
DB - 3155	Priceline Com Inc Com New	16	9/27/06	9/6/08	9,907 91	5,480 31	4,427 60
DB - 3155	Ross Stores Inc	40	3/19/05	3/8/08	2,230 43	677 46	1,552 97
DB - 3155	Ross Stores Inc	26	3/19/05	7/5/08	1,746 36	440 35	1,306 01
DB - 3155	Ross Stores Inc	35	3/19/05	7/5/08	2,350 86	592 78	1,758 08
DB - 3155	Ryder Sys Inc	260	6/29/07	7/5/08	8,915 64	14,648 40	(5,732 76)
DB - 3155	Tibco Software Inc Com	249	7/6/06	10/2/08	7,442 61	3,059 59	4,383 02
DB - 3155	Tibco Software Inc Com	306	7/6/06	10/2/08	9,146 35	3,759 98	5,386 37
DB - 3155	Whole Foods Mkt Inc	82	8/18/05	5/13/08	7,139 20	2,268 33	4,870 87

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Account Security
CAPITAL GAINS DIVIDENDS

	<u>Shs</u>	<u>Bought</u>	<u>Sold</u>	<u>Proceeds</u>	<u>1099</u>	
					<u>Basis</u>	<u>Gain</u>
				153.00	-	153.00
TOTAL LT				1,102,120.96	843,814.03	258,306.93
OVERALL TOTAL				1,660,600.52	1,404,599.01	256,001.51