Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation THE MICKELBERG FAMILY FOUNDATION
C/O STEPHEN R MICKELBERG

A Employer identification number 20-2013200

Number and street (or P O box number if mail is not delivered to street address) 1250 GREENWOOD AVE THE PLAZA

Room/suite STE 5

B Telephone number (see instructions) (215) 572-6200

City or town, state, and ZIP code JENKINTOWN, PA 19046

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)* ▶ $ 188,525.

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) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	15.			
	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	7,131.	7,131.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	21,299.			
	b Gross sales price for all assets on line 6a 205,931.				
	7 Capital gain net income (from Part IV, line 2)		21,299.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	28,445.	28,430.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	3,304.			3,304.
	c Other professional fees (attach schedule) *	1,125.	1,125.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	32.	32.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	15.			15.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,476.	1,157.		3,319.
	25 Contributions, gifts, grants paid	38,860.			38,860.
	26 **Total expenses and disbursements** Add lines 24 and 25	43,336.	1,157.	0	42,179.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-14,891.			
	b **Net investment income** (if negative, enter -0-)		27,273.		
	c **Adjusted net income** (if negative, enter -0-)				

SCANNED AUG 01 2013

JUL 2 2013

*ATCH 3

614 17

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	7.	41.	41.
2 Savings and temporary cash investments	35,565.	14,239.	14,239.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule)			
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) ATCH 6	156,202.	162,603.	174,245.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	191,774.	176,883.	188,525.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27 Capital stock, trust principal, or current funds	191,774.	176,883.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see instructions)	191,774.	176,883.	
31 **Total liabilities and net assets/fund balances** (see instructions)	191,774.	176,883.	

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	191,774.
2 Enter amount from Part I, line 27a	2	-14,891.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	176,883.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	176,883.

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 PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) 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				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	21,299.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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	44,760.	225,918.	0.198125
2010	42,337.	259,029.	0.163445
2009	68,329.	250,593.	0.272669
2008	33,159.	396,738.	0.083579
2007	60,154.	582,971.	0.103185

2	**Total** of line 1, column (d)	2	0.821003
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.164201
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	200,915.
5	Multiply line 4 by line 3	5	32,990.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	273.
7	Add lines 5 and 6	7	33,263.
8	Enter qualifying distributions from Part XII, line 4	8	42,179.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	273.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	273.
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	273.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 633.		
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	633.
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	360.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 360. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

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

Form **990-PF** (2012)

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 ▶ STEPHEN R MICKELBERG Telephone no ▶ 215-572-6200

Located at ▶ 1250 GREENWOOD AVE, THE PLAZA JENKINTOWN, PA ZIP+4 ▶ 19046

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

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

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			**Yes**	**No**
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
If "Yes," list the years ▶				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)		2b		X
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	Yes [ ] No [X]		
(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 [X]		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	Yes [ ] No [X]		
(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 [X]		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	Yes [ ] No [ ]		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	Yes [ ] No [X]		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes [ ] No [X]		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 7		0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	180,569.
b	Average of monthly cash balances	1b	23,406.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	203,975.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	203,975.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	3,060.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	200,915.
6	**Minimum investment return.** Enter 5% of line 5	6	10,046.

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	10,046.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	273.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	273.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	9,773.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	9,773.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	9,773.

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	42,179.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	42,179.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	273.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	41,906.

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				9,773.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 — 32,057.				
b From 2008 — 13,368.				
c From 2009 — 55,841.				
d From 2010 — 29,800.				
e From 2011 — 33,752.				
f Total of lines 3a through e	164,818.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 42,179.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				9,773.
e Remaining amount distributed out of corpus	32,406.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	197,224.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	32,057.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	165,167.			
10 Analysis of line 9				
a Excess from 2008 — 13,368.				
b Excess from 2009 — 55,841.				
c Excess from 2010 — 29,800.				
d Excess from 2011 — 33,752.				
e Excess from 2012 — 32,406.				

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

NOT APPLICABLE

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ▶ [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*				
ATCH 8				
Total . . . . ▶ **3a**				38,860.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	7,131.	
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	21,299.	
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)				28,430.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 28,430.

(See worksheet in line 13 instructions to verify calculations)

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

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

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		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

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

Stephen R. Mickelberg | 7/24/2013 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Susan S. Krajnik CPA	[signature] CPA	7-22-13		P00542570
Firm's name ▶ WOOLARD, KRAJNIK, MASCIANGELO, LLP			Firm's EIN ▶ 23-2194268	
Firm's address ▶ 2007 HILLSIDE CIRCLE LANSDALE, PA 19446			Phone no 215-699-7084	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHED SCH - OPPENHEIMER #5131 PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,911.		2,258.					-347.	
		SEE ATTACHED SCH - OPPENHEIMER #5131 PROPERTY TYPE: SECURITIES				P	VAR	VAR
6,845.		4,733.					2,112.	
		SEE ATTACHED SCH - OPPENHEIMER #5149 PROPERTY TYPE: SECURITIES				P	VAR	VAR
136,348.		132,962.					3,386.	
		SEE ATTACHED SCH - OPPENHEIMER #5149 PROPERTY TYPE: SECURITIES				P	VAR	VAR
59,948.		44,117.					15,831.	
		SEE ATTACHED SCH - OPPENHEIMER #5156 PROPERTY TYPE: SECURITIES				P	VAR	VAR
593.		361.					232.	
		SEE ATTACHED SCH - OPPENHEIMER #5156 PROPERTY TYPE: SECURITIES				P	VAR	VAR
286.		201.					85.	
TOTAL GAIN(LOSS)							21,299.	

Realized Gain/(Loss) From 01/01/2012 To 12/31/2012
Held At Oppenheimer & Co.
Report printed on 06/24/2013 01:35 PM

MICKELBERG FAMILY FOUNDATION
STEPHEN R MICKELBERG TTEE
PERSONAL & CONFIDENTIAL
#5 THE PLAZA 1250 GREENWOOD AVE
JENKINTOWN PA 19046-2901
H:215-572-6200

FA Lynn Shecter
FA# 487

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
			CASH							
35	BAXTER INTL INC	60 6055	07/07/2011	2,121 19	49 8047	01/04/2012	1,743 12	(378 07)	-17 82%	S
20	CONOCOPHILLIPS	52 7584	01/07/2010	1,055 17	73 7357	01/04/2012	1,474 68	419 51	39 76%	L
5	CONOCOPHILLIPS	68 5087	01/03/2011	342 54	73 7357	01/04/2012	368 67	26 13	7 63%	L
70	E M C CORP MASS	12 5012	04/08/2009	875 08	21 8200	01/04/2012	1,527 37	652 29	74 54%	L
15	HOME DEPOT INC	24 9635	04/08/2009	374 45	42 6525	01/04/2012	639 77	265 32	70 86%	L
15	MARATHON OIL CORP	19 6697	01/06/2010	295 04	30 9629	01/04/2012	464 43	169 39	57 41%	L
5	MARATHON OIL CORP	22 6816	01/03/2011	113 41	30 9629	01/04/2012	154 81	41 40	36 51%	L
17 5	MARATHON PETE CORP	25 5624	01/06/2010	447 34	33 5749	01/04/2012	587 54	140 20	31 34%	L
2 5	MARATHON PETE CORP	29 4767	01/03/2011	73 69	33 5749	01/04/2012	83 94	10 24	13 90%	L
5	MARATHON PETE CORP	27 2881	10/03/2011	136 44	33 5749	01/04/2012	167 87	31 43	23 04%	S
40	ORACLE CORP	18 6996	10/12/2006	747 98	25 7308	01/04/2012	1,029 21	281 23	37 60%	L
20	ORACLE CORP	20 4400	10/06/2009	408 80	25 7308	01/04/2012	514 61	105 81	25 88%	L
			TOTAL	**6,991.13**			**8,756.02**			

TOTAL ST COST	2,257 63	TOTAL ST PROCEEDS	1,910 99
TOTAL LT COST	4,733 50	TOTAL LT PROCEEDS	6,845 03
TOTAL COST	6,991 13	TOTAL PROCEEDS	8,756 02

TOTAL SHORT TERM GAIN/(LOSS)	-346 64
TOTAL LONG TERM GAIN/(LOSS)	2,111 52
TOTAL REALIZED GAIN/(LOSS)	1,764 88

Realized Gain/(Loss) From 01/01/2012 To 12/31/2012
Held At Oppenheimer & Co.

Report printed on 06/24/2013 01:36 PM

MICKELBERG FAMILY FOUNDATION
STEPHEN R MICKELBERG TTEE
PERSONAL & CONFIDENTIAL IAS/SCHAFER
FOXCROFT SQUARE APTS
1250 GREENWOOD AVE STE 5
JENKINTOWN PA 19046-2901
H:215-572-6200

FA Lynn Shecter
FA# 487

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
			CASH							
19	AAR CORP	18 4026	09/24/2010	349 65	21 0300	01/23/2012	399 56	49 90	14 27%	L
7	AAR CORP	22 4241	10/13/2010	156 97	21 0300	01/23/2012	147 20	(9 77)	-6 22%	L
25	ABBOTT LABS	48 2532	05/14/2010	1,206 33	55 5500	01/23/2012	1,388 72	182 39	15 12%	L
30	ABBOTT LABS	48 0799	01/25/2011	1,442 40	55 5500	01/23/2012	1,666 47	224 07	15 53%	S
6	ABBOTT LABS	45 6054	02/10/2011	273 63	55 5500	01/23/2012	333 29	59 66	21 80%	S
5	ACME PACKET INC	30 3550	08/05/2010	151 77	29 8200	01/23/2012	149 10	(2 68)	-1 76%	L
3	ACME PACKET INC	37 8299	09/24/2010	113 49	29 8200	01/23/2012	89 46	(24 03)	-21 18%	L
2	ACME PACKET INC	36 7200	10/31/2011	73 44	29 8200	01/23/2012	59 64	(13 80)	-18 79%	S
11	ACTUANT CORP CL A NEW	23 6849	10/14/2010	260 54	24 2000	01/23/2012	266 19	5 66	2 17%	L
5	ACTUANT CORP CL A NEW	23 3332	10/21/2010	116 67	24 2000	01/23/2012	121 00	4 33	3 71%	L
5	ACTUANT CORP CL A NEW	26 8395	12/20/2010	134 20	24 2000	01/23/2012	121 00	(13 20)	-9 84%	L
3	ACTUANT CORP CL A NEW	27 6968	03/21/2011	83 09	24 2000	01/23/2012	72 60	(10 49)	-12 63%	S
7	ACTUANT CORP CL A NEW	19 8621	09/21/2011	139 03	24 2000	01/23/2012	169 40	30 37	21 84%	S
49	AETNA INC NEW	33 4497	01/25/2011	1,639 04	43 4800	01/23/2012	2,130 47	491 43	29 98%	S
1	AFFILIATED MANAGERS GROUP	62 7464	07/24/2009	62 75	101 1700	01/23/2012	101 17	38 42	61 23%	L
2	AFFILIATED MANAGERS GROUP	63 8983	09/29/2009	127 80	101 1700	01/23/2012	202 33	74 53	58 32%	L
1	AFFILIATED MANAGERS GROUP	65 5062	06/08/2010	65 51	101 1700	01/23/2012	101 17	35 66	54 43%	L
1	AFFILIATED MANAGERS GROUP	85 1838	10/25/2010	85 18	101 1700	01/23/2012	101 17	15 99	18 77%	L
2	AFFILIATED MANAGERS GROUP	91 3180	11/04/2010	182 64	101 1700	01/23/2012	202 33	19 69	10 78%	L
13	ALIGN TECHNOLOGY INC	24 2563	05/20/2011	315 33	24 8900	01/23/2012	323 56	8 23	2 61%	S
4	ALIGN TECHNOLOGY INC	23 4542	06/10/2011	93 82	24 8900	01/23/2012	99 56	5 74	6 11%	S
4	ALIGN TECHNOLOGY INC	20 2678	08/03/2011	81 07	24 8900	01/23/2012	99 56	18 49	22 80%	S
13	ALLSCRIPTS HEALTHCARE SOLUTNS	18 6498	09/16/2011	242 45	18 8200	01/23/2012	244 65	2 20	0 91%	S
8	ALLSCRIPTS HEALTHCARE SOLUTNS	18 5126	09/19/2011	148 10	18 8200	01/23/2012	150 56	2 46	1 66%	S
4	ALLSCRIPTS HEALTHCARE SOLUTNS	18 4000	12/08/2011	73 60	18 8200	01/23/2012	75 28	1 68	2 28%	S
1	AMERICAN CAPITAL AGENCY CORP REIT	28 8795	06/29/2011	28 88	29 0500	01/23/2012	29 05	0 17	0 58%	S
5	AMERICAN CAPITAL AGENCY CORP REIT	27 5295	07/29/2011	137 65	29 0500	01/23/2012	145 24	7 59	5 52%	S

Positions and/or balances marked with an * have been posted to a non-U S currency account

Realized Gain/(Loss) From 01/01/2012 To 12/31/2012
Held At Oppenheimer & Co.
Report printed on 06/24/2013 01:36 PM

MICKELBERG FAMILY FOUNDATION

User Name Lynn Shecter

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
3	AMERICAN CAPITAL AGENCY CORP REIT	29 7384	08/15/2011	89 22	29 0500	01/23/2012	87 15	(2 07)	-2 32%	S
8	AMERICAN PUBLIC EDUCATION INC	34 0043	10/24/2011	272 03	40 8500	01/23/2012	326 79	54 76	20 13%	S
2	AMERICAN PUBLIC EDUCATION INC	39 1846	12/02/2011	78 37	40 8500	01/23/2012	81 70	3 33	4 25%	S
2	AMERICAN PUBLIC EDUCATION INC	44 1078	12/22/2011	88 22	40 8500	01/23/2012	81 70	(6 52)	-7 39%	S
16	AMETEK INC NEW	29 4058	10/10/2007	485 19	45 9200	01/23/2012	734 70	249 51	51 42%	L
3	AMETEK INC NEW	22 4200	07/07/2009	67 26	45 9200	01/23/2012	137 76	70 50	104 81%	L
6	ANN INC	15 1366	10/23/2009	90 82	23 8000	01/23/2012	142 80	51 97	57 23%	L
7	ANN INC	18 1300	03/02/2010	126 91	23 8000	01/23/2012	166 59	39 68	31 27%	L
5	ANN INC	21 2403	06/09/2010	106 20	23 8000	01/23/2012	119 00	12 80	12 05%	L
5	ANN INC	17 4812	06/28/2010	87 41	23 8000	01/23/2012	119 00	31 59	36 14%	L
4	ANN INC	16 9038	06/29/2010	67 62	23 8000	01/23/2012	95 20	27 58	40 78%	L
16	APOLLO GROUP INC CL A	42 0000	01/25/2011	672 00	52 5920	01/04/2012	841 45	169 45	25 22%	S
24	APOLLO GROUP INC CL A	42 0000	01/25/2011	1,008 00	54 8500	01/23/2012	1,316 37	308 37	30 59%	S
11	APOLLO GROUP INC CL A	43 7739	03/08/2011	481 51	54 8500	01/23/2012	603 34	121 83	25 30%	S
4	APOLLO GROUP INC CL A	42 4300	04/01/2011	169 72	54 8500	01/23/2012	219 40	49 68	29 27%	S
3	APOLLO GROUP INC CL A	40 0187	05/27/2011	120 06	54 8500	01/23/2012	164 55	44 49	37 05%	S
5	APPLE INC	189 1061	10/06/2009	945 53	426 5400	01/23/2012	2,132 65	1,187 12	125 55%	L
3	ARCH COAL INC	33 9597	02/16/2011	101 88	14 3400	01/23/2012	43 02	(58 86)	-57 77%	S
4	ARCH COAL INC	33 8298	03/01/2011	135 32	14 3400	01/23/2012	57 36	(77 96)	-57 61%	S
9	ARCH COAL INC	26 9498	06/06/2011	242 55	14 3400	01/23/2012	129 06	(113 49)	-46 79%	S
11	ARCH COAL INC	14 9948	09/30/2011	164 94	14 3400	01/23/2012	157 74	(7 20)	-4 37%	S
55	ARCHER DANIELS MIDLAND CO	29 1990	01/04/2012	1,605 95	29 7300	01/23/2012	1,635 11	29 16	1 82%	S
20	ASTRAZENECA PLC SPONSORED ADR	47 5998	01/24/2012	952 00	47 8600	12/18/2012	957 17	5 17	0 54%	S
25	AT&T INC	30 0199	01/24/2012	750 50	34 2500	12/18/2012	856 23	105 73	14 09%	S
25	ATMEL CORP	13 8004	01/11/2011	345 01	10 0300	01/23/2012	250 74	(94 26)	-27 32%	L
9	ATMEL CORP	13 3800	01/20/2011	120 42	10 0300	01/23/2012	90 27	(30 15)	-25 04%	L
11	ATMEL CORP	13 6300	03/25/2011	149 93	10 0300	01/23/2012	110 33	(39 60)	-26 41%	S
24	AURICO GOLD INC	10 3459	02/17/2010	248 30	8 8300	01/23/2012	211 91	(36 39)	-14 66%	L
10	AURICO GOLD INC	9 8892	03/04/2010	98 89	8 8300	01/23/2012	88 30	(10 59)	-10 71%	L
12	AURICO GOLD INC	8 1300	12/15/2010	97 56	8 8300	01/23/2012	105 96	8 40	8 61%	L
18	AVERY DENNISON CORP	41 7911	01/25/2011	752 24	28 9900	01/23/2012	521 81	(230 43)	-30 63%	S
9	AVERY DENNISON CORP	39 4376	02/24/2011	354 94	28 9900	01/23/2012	260 90	(94 04)	-26 49%	S
19	AVERY DENNISON CORP	26 4665	08/22/2011	502 86	28 9900	01/23/2012	550 80	47 94	9 53%	S
10	AXIS CAPITAL HOLDINGS LTD	35 8408	01/25/2011	358 41	31 3929	01/04/2012	313 92	(44 49)	-12 41%	S
77	AXIS CAPITAL HOLDINGS LTD	35 8408	01/25/2011	2,759 74	30 8500	01/23/2012	2,375 40	(384 34)	-13 93%	S

Positions and/or balances marked with an * have been posted to a non-U.S. currency account

Realized Gain/(Loss) From 01/01/2012 To 12/31/2012
Held At Oppenheimer & Co.
Report printed on 06/24/2013 01:36 PM

MICKELBERG FAMILY FOUNDATION

User Name Lynn Shecter

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
18	AXIS CAPITAL HOLDINGS LTD	31 0413	07/01/2011	558 74	30 8500	01/23/2012	555 29	(3 45)	-0 62%	S
9	BALL CORP	34 8574	08/11/2011	313 72	37 6700	01/23/2012	339 02	25 30	8 06%	S
3	BALL CORP	34 0190	09/16/2011	102 06	37 6700	01/23/2012	113 01	10 95	10 73%	S
3	BALL CORP	36 8174	01/10/2012	110 45	37 6700	01/23/2012	113 01	2 56	2 31%	S
81	BANK OF AMERICA CORPORATION	13 6000	01/25/2011	1,101 60	7 2101	01/23/2012	584 01	(517 59)	-46 99%	S
40	BANK OF AMERICA CORPORATION	12 3100	04/27/2011	492 40	7 2101	01/23/2012	288 40	(204 00)	-41 43%	S
13	BANK OF AMERICA CORPORATION	11 6700	05/27/2011	151 71	7 2101	01/23/2012	93 73	(57 98)	-38 22%	S
49	BANK OF AMERICA CORPORATION	6 8600	08/19/2011	336 14	7 2101	01/23/2012	353 29	17 15	5 10%	S
158	BANK OF AMERICA CORPORATION	6 4700	11/07/2011	1,022 26	7 2101	01/23/2012	1,139 17	116 91	11 44%	S
51	BANK OF AMERICA CORPORATION	5 9800	11/17/2011	304 98	7 2101	01/23/2012	367 71	62 73	20 57%	S
24	BANK OF AMERICA CORPORATION	6 5500	01/13/2012	157 20	7 2101	01/23/2012	173 04	15 84	10 08%	S
9	BARNES GROUP INC	17 0312	09/16/2010	153 28	24 4300	01/23/2012	219 86	66 58	43 44%	L
5	BARNES GROUP INC	19 1111	11/04/2010	95 56	24 4300	01/23/2012	122 15	26 59	27 82%	L
7	BARNES GROUP INC	21 8456	02/14/2011	152 92	24 4300	01/23/2012	171 01	18 09	11 83%	S
9	BARNES GROUP INC	21 4038	03/21/2011	192 63	24 4300	01/23/2012	219 86	27 23	14 14%	S
29	BAXTER INTL INC	36 9100	07/05/2006	1,070 39	52 5900	01/23/2012	1,525 08	454 69	42 48%	L
27	BAXTER INTL INC	50 5278	01/25/2011	1,364 25	52 5900	01/23/2012	1,419 90	55 65	4 08%	S
4	BAXTER INTL INC	49 7300	02/10/2011	198 92	52 5900	01/23/2012	210 36	11 44	5 75%	S
60	BEMIS INC	25 9187	01/06/2009	1,555 13	29 9400	01/23/2012	1,796 36	241 23	15 51%	L
6	BERRY PETE CO CL A	39 9300	12/22/2011	239 58	47 1300	01/23/2012	282 77	43 19	18 03%	S
50	BRISTOL MYERS SQUIBB CO	31 6554	10/03/2011	1,582 77	33 0380	09/17/2012	1,651 86	69 09	4 37%	S
150	BRISTOL MYERS SQUIBB CO	32 2397	01/24/2012	4,835 96	33 0380	09/17/2012	4,955 59	119 63	2 47%	S
24	BRUKER CORP	10 4208	09/29/2009	250 10	13 6000	01/23/2012	326 39	76 30	30 51%	L
5	BRUKER CORP	13 2497	10/05/2011	66 25	13 6000	01/23/2012	68 00	1 75	2 64%	S
24	CADENCE DESIGN SYSTEM INC	9 7088	03/10/2011	233 01	10 5500	01/23/2012	253 19	20 18	8 66%	S
19	CADENCE DESIGN SYSTEM INC	9 6255	03/18/2011	182 88	10 5500	01/23/2012	200 44	17 56	9 60%	S
17	CADENCE DESIGN SYSTEM INC	9 7999	03/28/2011	166 60	10 5500	01/23/2012	179 35	12 75	7 65%	S
8	CADENCE DESIGN SYSTEM INC	8 6195	08/10/2011	68 96	10 5500	01/23/2012	84 40	15 44	22 39%	S
45	CARDINAL HEALTH INC	25 9543	01/06/2009	1,167 94	41 9900	01/23/2012	1,889 51	721 57	61 78%	L
15	CARNIVAL CORP PAIRED CTF	45 6199	01/25/2011	684 30	31 5000	01/23/2012	472 49	(211 81)	-30 95%	S
25	CARNIVAL CORP PAIRED CTF	38 4643	05/02/2011	961 61	31 5000	01/23/2012	787 48	(174 13)	-18 11%	S
6	CARNIVAL CORP PAIRED CTF	36 8296	06/06/2011	220 98	31 5000	01/23/2012	189 00	(31 98)	-14 47%	S
36	CARNIVAL CORP PAIRED CTF	36 1422	07/12/2011	1,301 12	31 5000	01/23/2012	1,133 98	(167 14)	-12 85%	S
6	CARNIVAL CORP PAIRED CTF	32 8374	11/10/2011	197 02	31 5000	01/23/2012	189 00	(8 02)	-4 07%	S
6	CATALYST HEALTH SOLUTIONS INC	43 5789	01/20/2011	261 47	55 1400	01/23/2012	330 83	69 36	26 53%	L
2	CATALYST HEALTH SOLUTIONS INC	52 2600	06/10/2011	104 52	55 1400	01/23/2012	110 28	5 76	5 51%	S

Realized Gain/(Loss) From 01/01/2012 To 12/31/2012
Held At Oppenheimer & Co.
Report printed on 06/24/2013 01:36 PM

MICKELBERG FAMILY FOUNDATION

User Name Lynn Shecter

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
2	CATALYST HEALTH SOLUTIONS INC	51 8500	06/23/2011	103 70	55 1400	01/23/2012	110 28	6 58	6 34%	S
10	CHEVRON CORP NEW	106 6700	01/24/2012	1,066 70	109 7400	12/18/2012	1,097 37	30 67	2 88%	S
6	CHILDRENS PL RETAIL STORES INC	46 5493	11/15/2010	279 30	50 2500	01/23/2012	301 49	22 19	7 95%	L
2	CHILDRENS PL RETAIL STORES INC	52 0832	12/08/2010	104 17	50 2500	01/23/2012	100 50	(3 67)	-3 53%	L
1	CHILDRENS PL RETAIL STORES INC	44 1971	09/13/2011	44 20	50 2500	01/23/2012	50 25	6 05	13 69%	S
3	CHURCH & DWIGHT INC	28 8495	11/26/2008	86 55	46 2100	01/23/2012	138 63	52 08	60 17%	L
3	CHURCH & DWIGHT INC	28 8495	11/26/2008	86 55	46 2100	01/23/2012	138 63	52 08	60 17%	L
1	CHURCH & DWIGHT INC	26 4100	01/23/2009	26 41	46 2100	01/23/2012	46 21	19 80	74 97%	L
1	CHURCH & DWIGHT INC	26 4100	01/23/2009	26 41	46 2100	01/23/2012	46 21	19 80	74 97%	L
2	CHURCH & DWIGHT INC	25 1255	02/24/2009	50 25	46 2100	01/23/2012	92 42	42 17	83 92%	L
2	CHURCH & DWIGHT INC	25 1255	02/24/2009	50 25	46 2100	01/23/2012	92 42	42 17	83 92%	L
1	CHURCH & DWIGHT INC	26 7000	07/07/2009	26 70	46 2100	01/23/2012	46 21	19 51	73 07%	L
1	CHURCH & DWIGHT INC	26 7000	07/07/2009	26 70	46 2100	01/23/2012	46 21	19 51	73 07%	L
2	CHURCH & DWIGHT INC	39 5832	08/10/2011	79 17	46 2100	01/23/2012	92 42	13 25	16 73%	S
17	CIENA CORP COM NEW	24 4595	01/10/2011	415 81	14 9000	01/23/2012	253 29	(162 52)	-39 08%	L
7	CIENA CORP COM NEW	13 5700	10/24/2011	94 99	14 9000	01/23/2012	104 30	9 31	9 80%	S
94	CINTAS CORP	28 8304	01/25/2011	2,710 05	37 4100	01/23/2012	3,516 47	806 42	29 76%	S
35	CITIGROUP INC COM NEW	47 9000	01/25/2011	1,676 50	29 7500	01/23/2012	1,041 23	(635 27)	-37 89%	S
12	CITIGROUP INC COM NEW	41 2709	05/17/2011	495 25	29 7500	01/23/2012	356 99	(138 26)	-27 92%	S
4	CITIGROUP INC COM NEW	38 6700	06/06/2011	154 68	29 7500	01/23/2012	119 00	(35 68)	-23 07%	S
10	CITIGROUP INC COM NEW	37 7241	06/09/2011	377 24	29 7500	01/23/2012	297 49	(79 75)	-21 14%	S
6	CITIGROUP INC COM NEW	39 2800	06/13/2011	235 68	29 7500	01/23/2012	178 50	(57 18)	-24 26%	S
2	CITIGROUP INC COM NEW	37 5200	08/02/2011	75 04	29 7500	01/23/2012	59 50	(15 54)	-20 71%	S
20	CITIGROUP INC COM NEW	23 7040	10/03/2011	474 08	29 7500	01/23/2012	594 99	120 91	25 50%	S
7	CITIGROUP INC COM NEW	30 7444	01/13/2012	215 21	29 7500	01/23/2012	208 25	(6 96)	-3 24%	S
1	CLEAN HARBORS INC	32 8299	05/18/2010	32 83	63 8800	01/23/2012	63 88	31 05	94 57%	L
2	CLEAN HARBORS INC	32 8299	05/18/2010	65 66	63 8800	01/23/2012	127 76	62 10	94 57%	L
1	CLEAN HARBORS INC	33 1270	06/09/2010	33 13	63 8800	01/23/2012	63 88	30 75	92 84%	L
1	CLEAN HARBORS INC	33 1270	06/09/2010	33 13	63 8800	01/23/2012	63 88	30 75	92 84%	L
1	CLEAN HARBORS INC	32 1472	07/12/2010	32 15	63 8800	01/23/2012	63 88	31 73	98 72%	L
1	CLEAN HARBORS INC	32 1472	07/12/2010	32 15	63 8800	01/23/2012	63 88	31 73	98 72%	L
2	CLEAN HARBORS INC	48 3811	03/21/2011	96 76	63 8800	01/23/2012	127 76	31 00	32 03%	S

Realized Gain/(Loss) From 01/01/2012 To 12/31/2012
Held At Oppenheimer & Co.
Report printed on 06/24/2013 01:36 PM

MICKELBERG FAMILY FOUNDATION

User Name Lynn Shecter

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
2	CLEAN HARBORS INC	48 3811	03/21/2011	96 76	63 8800	01/23/2012	127 76	31 00	32 03%	S
1	CLEAN HARBORS INC	48 4950	06/14/2011	48 49	63 8800	01/23/2012	63 88	15 38	31 72%	S
1	CLEAN HARBORS INC	48 4950	06/14/2011	48 49	63 8800	01/23/2012	63 88	15 38	31 72%	S
8	CONCUR TECHNOLOGIES INC	33 2791	10/15/2007	266 23	52 1100	01/23/2012	416 87	150 63	56 58%	L
1	CONCUR TECHNOLOGIES INC	30 2000	07/07/2009	30 20	52 1100	01/23/2012	52 11	21 91	72 54%	L
2	CONCUR TECHNOLOGIES INC	53 0040	12/08/2011	106 01	52 1100	01/23/2012	104 22	(1 79)	-1 69%	S
20	COSTCO WHSL CORP NEW	82 8307	10/03/2011	1,656 61	81 4000	01/23/2012	1,627 96	(28 65)	-1 73%	S
6	COVANCE INC	48 3877	09/21/2011	290 33	45 7700	01/23/2012	274 61	(15 72)	-5 41%	S
2	COVANCE INC	46 0570	09/26/2011	92 11	45 7700	01/23/2012	91 54	(0 57)	-0 62%	S
8	COVENTRY HEALTH CARE INC	26 3854	11/22/2010	211 09	30 5000	01/23/2012	243 99	32 90	15 59%	L
4	COVENTRY HEALTH CARE INC	26 6687	12/20/2010	106 67	30 5000	01/23/2012	122 00	15 33	14 37%	L
3	COVENTRY HEALTH CARE INC	29 2886	01/11/2011	87 87	30 5000	01/23/2012	91 50	3 63	4 13%	L
3	COVENTRY HEALTH CARE INC	30 8190	08/03/2011	92 46	30 5000	01/23/2012	91 50	(0 96)	-1 04%	S
3	CROWN HOLDINGS INC	26 3632	01/05/2010	79 09	34 5900	01/23/2012	103 77	24 68	31 20%	L
3	CROWN HOLDINGS INC	26 9607	04/15/2010	80 88	34 5900	01/23/2012	103 77	22 89	28 30%	L
5	CROWN HOLDINGS INC	32 1999	09/16/2011	161 00	34 5900	01/23/2012	172 95	11 95	7 42%	S
12	CUBIST PHARMACEUTICALS INC	31 9899	04/15/2011	383 88	38 7800	01/23/2012	465 34	81 46	21 22%	S
3	CUBIST PHARMACEUTICALS INC	34 9764	06/10/2011	104 93	38 7800	01/23/2012	116 34	11 41	10 87%	S
40	CVS CAREMARK CORPORATION	41 6876	01/04/2012	1,667 50	42 9700	01/23/2012	1,718 76	51 26	3 07%	S
12	CYPRESS SEMICONDUCTOR CORP	20 1999	03/25/2011	239 16	19 0500	01/23/2012	228 59	(10 57)	-4 42%	S
9	CYPRESS SEMICONDUCTOR CORP	21 4395	04/26/2011	190 53	19 0500	01/23/2012	171 45	(19 08)	-10 02%	S
8	CYTEC INDS INC	54 8012	03/30/2011	438 41	49 0000	01/23/2012	391 99	(46 42)	-10 59%	S
3	CYTEC INDS INC	44 4177	10/25/2011	133 25	49 0000	01/23/2012	146 99	13 74	10 31%	S
31	DANA HLDG CORP	9 3757	12/14/2009	290 65	14 6600	01/23/2012	454 45	163 80	56 36%	L
6	DANA HLDG CORP	11 6700	03/12/2010	70 02	14 6600	01/23/2012	87 96	17 94	25 62%	L
8	DANA HLDG CORP	10 4960	06/29/2010	83 97	14 6600	01/23/2012	117 28	33 31	39 67%	L
6	DANA HLDG CORP	10 8625	09/30/2011	65 17	14 6600	01/23/2012	87 96	22 79	34 97%	S
30	DEAN FOODS CO NEW	10 4800	01/25/2011	314 40	10 6600	01/23/2012	319 79	5 39	1 71%	S
24	DEAN FOODS CO NEW	9 9000	02/11/2011	237 60	10 6600	01/23/2012	255 83	18 23	7 67%	S
44	DEAN FOODS CO NEW	10 6489	02/16/2011	468 55	10 6600	01/23/2012	469 03	0 48	0 10%	S
2	DECKERS OUTDOOR CORP	86 0196	09/06/2011	172 04	81 8800	01/23/2012	163 76	(8 28)	-4 82%	S
1	DECKERS OUTDOOR CORP	93 9989	09/08/2011	94 00	81 8800	01/23/2012	81 88	(12 12)	-12 90%	S
1	DECKERS OUTDOOR CORP	103 7287	09/27/2011	103 73	81 8800	01/23/2012	81 88	(21 85)	-21 07%	S
1	DECKERS OUTDOOR CORP	101 4988	12/08/2011	101 50	81 8800	01/23/2012	81 88	(19 62)	-19 33%	S
20	DIAGEO P L C SPON ADR NEW	87 9100	01/24/2012	1,758 20	119 1100	12/18/2012	2,382 14	623 94	35 49%	S
4	DIGITAL RLTY TR INC REIT	58 0344	08/03/2011	232 14	68 1500	01/23/2012	272 59	40 45	17 43%	S
2	DIGITAL RLTY TR INC REIT	55 4246	09/30/2011	110 85	68 1500	01/23/2012	136 30	25 45	22 96%	S
35	DOMINION RES INC VA NEW	50 1999	01/24/2012	1,757 00	51 1361	04/09/2012	1,789 71	32 71	1 86%	S
143	DONNELLEY R R & SONS CO	18 1015	01/25/2011	2,588 52	12 2302	01/23/2012	1,748 88	(839 64)	-32 44%	S

Realized Gain/(Loss) From 01/01/2012 To 12/31/2012
Held At Oppenheimer & Co.
Report printed on 06/24/2013 01.36 PM

MICKELBERG FAMILY FOUNDATION

User Name Lynn Shecter

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
15	DONNELLEY R R & SONS CO	14 7094	01/11/2012	220 64	12 2302	01/23/2012	183 45	(37 19)	-16 86%	S
59	ELECTRONIC ARTS INC	15 2599	01/25/2011	900 33	18 0002	01/23/2012	1,061 99	161 65	17 95%	S
16	ELECTRONIC ARTS INC	18 2099	02/04/2011	291 36	18 0002	01/23/2012	288 00	(3 36)	-1 15%	S
25	ELECTRONIC ARTS INC	17 9899	02/10/2011	449 75	18 0002	01/23/2012	450 00	0 25	0 05%	S
7	ENDURANCE SPECIALTY HLDGS LTD	37 5195	12/22/2011	262 64	37 7400	01/23/2012	264 17	1 53	0 58%	S
3	ENDURANCE SPECIALTY HLDGS LTD	38 4998	12/28/2011	115 50	37 7400	01/23/2012	113 22	(2 28)	-1 98%	S
8	FINISAR CORP COM NEW	15 7630	03/25/2010	126 11	20 2800	01/23/2012	162 24	36 13	28 65%	L
5	FINISAR CORP COM NEW	15 9912	04/05/2010	79 96	20 2800	01/23/2012	101 40	21 44	26 81%	L
4	FINISAR CORP COM NEW	19 3429	10/26/2010	77 37	20 2800	01/23/2012	81 12	3 75	4 84%	L
10	FOCUS MEDIA HLDG LTD SPONSORED ADR SUBJECT TO CUSTODY FEE	20 3900	09/10/2010	203 90	19 4000	01/23/2012	194 00	(9 90)	-4 86%	L
4	FOCUS MEDIA HLDG LTD SPONSORED ADR SUBJECT TO CUSTODY FEE	21 6400	09/22/2010	86 56	19 4000	01/23/2012	77 60	(8 96)	-10 35%	L
4	FOCUS MEDIA HLDG LTD SPONSORED ADR SUBJECT TO CUSTODY FEE	24 4877	10/26/2010	97 95	19 4000	01/23/2012	77 60	(20 35)	-20 78%	L
4	FOCUS MEDIA HLDG LTD SPONSORED ADR SUBJECT TO CUSTODY FEE	25 6339	10/13/2011	102 54	19 4000	01/23/2012	77 60	(24 94)	-24 32%	S
10	FORTINET INC	20 9486	03/07/2011	209 49	22 4100	01/23/2012	224 09	14 61	6 97%	S
10	FORTINET INC	20 9486	03/07/2011	209 49	22 4100	01/23/2012	224 09	14 61	6 97%	S
2	FORTINET INC	21 1952	03/18/2011	42 39	22 4100	01/23/2012	44 82	2 43	5 73%	S
2	FORTINET INC	21 1952	03/18/2011	42 39	22 4100	01/23/2012	44 82	2 43	5 73%	S
4	FORTINET INC	16 9284	10/05/2011	67 71	22 4100	01/23/2012	89 64	21 93	32 38%	S
23	FORTUNE BRANDS HOME & SEC INC	15 7464	12/20/2011	362 17	17 7800	01/23/2012	408 93	46 76	12 91%	S
11	GARTNER INC	37 9954	02/23/2011	417 95	37 0700	01/23/2012	407 76	(10 19)	-2 44%	S
3	GARTNER INC	38 2000	03/10/2011	114 60	37 0700	01/23/2012	111 21	(3 39)	-2 96%	S
4	GARTNER INC	37 7729	06/23/2011	151 09	37 0700	01/23/2012	148 28	(2 81)	-1 86%	S
25	GENERAL DYNAMICS CORP	71 1649	01/10/2011	1,779 12	72 0700	01/23/2012	1,801 71	22 59	1 27%	L
55	GENERAL ELECTRIC CO	19 9800	01/25/2011	1,098 90	21 4400	12/18/2012	1,179 17	80 27	7 30%	L
7	GENESEE & WYO INC CL A	26 9167	05/28/2009	188 42	62 1000	01/23/2012	434 69	246 27	130 71%	L
1	GENESEE & WYO INC CL A	24 9100	07/07/2009	24 91	62 1000	01/23/2012	62 10	37 19	149 29%	L
2	GENESEE & WYO INC CL A	38 8022	06/28/2010	77 60	62 1000	01/23/2012	124 20	46 60	60 05%	L

Realized Gain/(Loss) From 01/01/2012 To 12/31/2012
Held At Oppenheimer & Co.
Report printed on 06/24/2013 01:36 PM

MICKELBERG FAMILY FOUNDATION

User Name Lynn Shecter

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
2	GENESEE & WYO INC CL A	47 4397	11/30/2010	94 88	62 1000	01/23/2012	124 20	29 32	30 90%	L
3	GEO GROUP INC	28 9755	10/10/2007	86 93	17 1200	01/23/2012	51 36	(35 57)	-40 92%	L
9	GEO GROUP INC	12 4628	03/11/2009	112 17	17 1200	01/23/2012	154 07	41 90	37 36%	L
2	GEO GROUP INC	18 2400	07/07/2009	36 48	17 1200	01/23/2012	34 24	(2 24)	-6 14%	L
4	GEO GROUP INC	21 3440	05/11/2010	85 38	17 1200	01/23/2012	68 48	(16 90)	-19 80%	L
15	GNC HLDGS INC COM CL A	18 9007	04/14/2011	283 51	29 3700	01/23/2012	440 53	157 02	55 38%	S
5	GNC HLDGS INC COM CL A	21 7448	06/30/2011	108 72	29 3700	01/23/2012	146 85	38 13	35 07%	S
14	GRAFTECH INTL LTD	16 2856	01/05/2010	228 00	15 8100	01/23/2012	221 33	(6 66)	-2 92%	L
11	GRAFTECH INTL LTD	13 2094	03/04/2010	145 30	15 8100	01/23/2012	173 90	28 60	19 69%	L
6	GRAFTECH INTL LTD	15 3393	08/17/2010	92 04	15 8100	01/23/2012	94 86	2 82	3 06%	L
6	GRAFTECH INTL LTD	14 5590	01/05/2012	87 35	15 8100	01/23/2012	94 86	7 51	8 59%	S
6	HAIN CELESTIAL GROUP INC	25 7800	06/30/2006	154 68	36 8500	01/23/2012	221 09	66 41	42 94%	L
5	HAIN CELESTIAL GROUP INC	26 2100	10/11/2006	131 05	36 8500	01/23/2012	184 24	53 19	40 59%	L
5	HAIN CELESTIAL GROUP INC	33 6600	10/09/2007	168 30	36 8500	01/23/2012	184 24	15 94	9 47%	L
2	HAIN CELESTIAL GROUP INC	15 6700	07/07/2009	31 34	36 8500	01/23/2012	73 70	42 36	135 16%	L
11	HEALTHSOUTH CORP COM NEW	26 5282	05/09/2011	291 81	18 4800	01/23/2012	203 27	(88 54)	-30 34%	S
3	HEALTHSOUTH CORP COM NEW	25 5783	06/10/2011	76 73	18 4800	01/23/2012	55 44	(21 29)	-27 75%	S
30	HEINZ H J CO	51 8499	01/24/2012	1,555 50	59 7900	12/18/2012	1,793 65	238 15	15 31%	S
4	HELMERICH & PAYNE INC	60 5380	06/27/2011	242 15	60 5900	01/23/2012	242 35	0 20	0 08%	S
1	HELMERICH & PAYNE INC	66 2035	06/30/2011	66 20	60 5900	01/23/2012	60 59	(5 61)	-8 48%	S
1	HELMERICH & PAYNE INC	53 3285	09/13/2011	53 33	60 5900	01/23/2012	60 59	7 26	13 61%	S
1	HELMERICH & PAYNE INC	50 1262	11/01/2011	50 13	60 5900	01/23/2012	60 59	10 46	20 86%	S
27	HEWLETT PACKARD CO	41 2600	05/05/2011	1,114 02	28 6708	01/23/2012	774 09	(339 93)	-30 51%	S
30	HEWLETT PACKARD CO	36 8200	07/25/2011	1,104 60	28 6708	01/23/2012	860 10	(244 50)	-22 13%	S
6	HEWLETT PACKARD CO	34 8800	08/02/2011	209 28	28 6708	01/23/2012	172 02	(37 26)	-17 80%	S
11	HEWLETT PACKARD CO	23 5199	08/19/2011	258 72	28 6708	01/23/2012	315 37	56 65	21 90%	S
23	HEWLETT PACKARD CO	24 6455	08/22/2011	566 85	28 6708	01/23/2012	659 41	92 56	16 33%	S
15	HEWLETT PACKARD CO	22 6399	09/22/2011	339 60	28 6708	01/23/2012	430 05	90 45	26 63%	S
5	HMS HLDGS CORP	25 4214	05/09/2011	127 11	33 0800	01/23/2012	165 40	38 29	30 12%	S
10	HMS HLDGS CORP	25 4214	05/09/2011	254 21	33 0800	01/23/2012	330 79	76 58	30 12%	S
1	HMS HLDGS CORP	25 7307	05/25/2011	25 73	33 0800	01/23/2012	33 08	7 35	28 56%	S
2	HMS HLDGS CORP	25 7307	05/25/2011	51 46	33 0800	01/23/2012	66 16	14 70	28 56%	S
4	HMS HLDGS CORP	26 2043	09/08/2011	104 82	33 0800	01/23/2012	132 32	27 50	26 23%	S
5	HMS HLDGS CORP	24 4997	10/31/2011	122 50	33 0800	01/23/2012	165 40	42 90	35 02%	S
5	HOLLYFRONTIER CORP	31 6298	06/24/2011	158 15	28 7000	01/23/2012	143 50	(14 65)	-9 27%	S
5	HOLLYFRONTIER CORP	31 6298	06/24/2011	158 15	28 7000	01/23/2012	143 50	(14 65)	-9 27%	S
2	HOLLYFRONTIER CORP	36 1150	07/13/2011	72 23	28 7000	01/23/2012	57 40	(14 83)	-20 53%	S

Positions and/or balances marked with an * have been posted to a non-U.S. currency account
The information and statistical data contained herein have been obtained from sources which we believe to be reliable but are in no way warranted by us as to accuracy or completeness. This report is intended to be an analysis and should not be relied upon for accuracy unless it conforms with the official records of the firm. Accordingly, you should rely only on the monthly statement as the official record of your valued Oppenheimer & Co. account.

Realized Gain/(Loss) From 01/01/2012 To 12/31/2012
Held At Oppenheimer & Co.
Report printed on 06/24/2013 01:36 PM

MICKELBERG FAMILY FOUNDATION

User Name Lynn Shecter

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
2	HOLLYFRONTIER CORP	36 1150	07/13/2011	72 23	28 7000	01/23/2012	57 40	(14 83)	-20 53%	S
8	HOLLYFRONTIER CORP	26 3678	09/30/2011	210 94	28 7000	01/23/2012	229 59	18 65	8 84%	S
7	HOLLYFRONTIER CORP	24 7192	12/02/2011	173 03	28 7000	01/23/2012	200 90	27 87	16 10%	S
40	HOME DEPOT INC	24 9635	04/08/2009	998 54	44 6300	01/23/2012	1,785 16	786 62	78 78%	L
20	HSBC HLDGS PLC SPON ADR NEW	42 1299	01/24/2012	842 60	52 1900	12/18/2012	1,043 77	201 17	23 88%	S
11	HUMAN GENOME SCIENCES INC	16 4118	08/13/2009	180 53	8 8400	01/23/2012	97 24	(83 29)	-46 14%	L
4	HUMAN GENOME SCIENCES INC	18 5709	10/08/2009	74 28	8 8400	01/23/2012	35 36	(38 92)	-52 40%	L
5	HUMAN GENOME SCIENCES INC	27 4100	12/04/2009	137 05	8 8400	01/23/2012	44 20	(92 85)	-67 75%	L
4	HUMAN GENOME SCIENCES INC	27 0946	03/18/2011	108 38	8 8400	01/23/2012	35 36	(73 02)	-67 38%	S
4	IAC INTERACTIVECORP COM PAR $ 001	23 0999	03/04/2010	92 40	42 0500	01/23/2012	168 20	75 80	82 03%	L
4	IAC INTERACTIVECORP COM PAR $ 001	23 9997	03/17/2010	96 00	42 0500	01/23/2012	168 20	72 20	75 20%	L
3	IAC INTERACTIVECORP COM PAR $ 001	23 5469	06/14/2010	70 64	42 0500	01/23/2012	126 15	55 51	78 58%	L
4	IAC INTERACTIVECORP COM PAR $ 001	26 7575	09/27/2010	107 03	42 0500	01/23/2012	168 20	61 17	57 15%	L
3	IAC INTERACTIVECORP COM PAR $ 001	35 5895	06/14/2011	106 77	42 0500	01/23/2012	126 15	19 38	18 15%	S
5	IHS INC CL A	60 1952	10/10/2007	300 98	91 8600	01/23/2012	459 28	158 31	52 60%	L
1	IHS INC CL A	58 9158	07/12/2010	58 92	91 8600	01/23/2012	91 86	32 94	55 90%	L
16	INCYTE CORP	14 4616	09/30/2011	231 39	17 7100	01/23/2012	283 35	51 96	22 46%	S
9	INFORMATICA CORP	16 6089	09/11/2008	149 48	39 3800	01/23/2012	354 41	204 93	137 10%	L
1	INFORMATICA CORP	16 5800	07/07/2009	16 58	39 3800	01/23/2012	39 38	22 80	137 51%	L
5	INTERNATIONAL BUSINESS MACHS	77 8300	07/05/2006	389 15	186 0325	01/04/2012	930 14	540 99	139 02%	L
10	INTERNATIONAL BUSINESS MACHS	77 8300	07/05/2006	778 30	189 9000	01/23/2012	1,898 96	1,120 66	143 99%	L
2	INTERNATIONAL BUSINESS MACHS	100 8300	07/06/2009	201 66	189 9000	01/23/2012	379 79	178 13	88 33%	L
4	INTERNATIONAL BUSINESS MACHS	159 9200	01/25/2011	639 68	189 9000	01/23/2012	759 58	119 90	18 74%	S
10	INTERNATIONAL BUSINESS MACHS	175 5630	10/03/2011	1,755 63	189 9000	01/23/2012	1,898 96	143 33	8 16%	S
9	ITC HLDGS CORP	53 2785	10/10/2007	479 51	72 6100	01/23/2012	653 47	173 97	36 28%	L
1	ITC HLDGS CORP	43 2200	07/07/2009	43 22	72 6100	01/23/2012	72 61	29 39	68 00%	L
10	JOHNSON & JOHNSON	64 9499	01/24/2012	649 50	70 7600	12/18/2012	707 58	58 08	8 94%	S
50	JOHNSON CTLS INC	32 5789	01/04/2012	1,628 95	31 2100	01/23/2012	1,560 47	(68 48)	-4 20%	S
5	JONES LANG LASALLE INC	62 1900	10/24/2011	310 95	72 6600	01/23/2012	363 29	52 34	16 83%	S
1	JONES LANG LASALLE INC	63 3430	11/07/2011	63 34	72 6600	01/23/2012	72 66	9 32	14 71%	S
16	JPMORGAN CHASE & CO COM	41 0200	07/20/2011	656 32	37 5200	01/23/2012	600 31	(56 01)	-8 53%	S
10	JPMORGAN CHASE & CO COM	41 5797	07/21/2011	415 80	37 5200	01/23/2012	375 19	(40 61)	-9 77%	S
31	JPMORGAN CHASE & CO COM	32 8329	09/27/2011	1,017 82	37 5200	01/23/2012	1,163 09	145 27	14 27%	S
16	JPMORGAN CHASE & CO COM	29 8144	11/22/2011	477 03	37 5200	01/23/2012	600 31	123 28	25 84%	S

Account Number: A16-5005149 (1)

Realized Gain/(Loss) From 01/01/2012 To 12/31/2012
Held At Oppenheimer & Co.
Report printed on 06/24/2013 01:36 PM

MICKELBERG FAMILY FOUNDATION User Name Lynn Shecter

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
5	JPMORGAN CHASE & CO COM	33 2399	12/07/2011	166 20	37 5200	01/23/2012	187 60	21 40	12 87%	S
8	JPMORGAN CHASE & CO COM	34 4000	01/04/2012	275 20	37 5200	01/23/2012	300 15	24 95	9 07%	S
15	KIMBERLY CLARK CORP	72 4399	01/24/2012	1,086 60	85 6800	12/18/2012	1,285 17	198 57	18 27%	S
	KRAFT FOODS GROUP INC	0 0000	10/02/2012	0 00	0 0000	10/02/2012	30 41	30 41	N/A	S
6	LIFE TIME FITNESS INC	40 6150	06/30/2011	243 69	46 8000	01/23/2012	280 79	37 10	15 23%	S
2	LIFE TIME FITNESS INC	40 0400	12/08/2011	80 08	46 8000	01/23/2012	93 60	13 52	16 88%	S
25	LILLY ELI & CO	39 2485	12/07/2011	981 21	49 1300	12/18/2012	1,228 22	247 01	25 17%	L
30	LILLY ELI & CO	39 5499	01/24/2012	1,186 50	49 1300	12/18/2012	1,473 86	287 36	24 22%	S
84	LINCOLN NATL CORP IND	28 7432	01/25/2011	2,414 43	22 7810	01/23/2012	1,913 57	(500 86)	-20 74%	S
2	LINCOLN NATL CORP IND	28 7813	05/27/2011	57 56	22 7810	01/23/2012	45 56	(12 00)	-20 85%	S
27	LINCOLN NATL CORP IND	18 9631	09/07/2011	512 00	22 7810	01/23/2012	615 07	103 07	20 13%	S
27	LINCOLN NATL CORP IND	14 8949	10/03/2011	402 16	22 7810	01/23/2012	615 07	212 91	52 94%	S
8	LINCOLN NATL CORP IND	19 7500	01/04/2012	158 00	22 7810	01/23/2012	182 24	24 24	15 34%	S
23	LKQ CORP	17 5000	10/10/2007	402 50	32 2800	01/23/2012	742 42	339 92	84 45%	L
1	LKQ CORP	15 8100	07/07/2009	15 81	32 2800	01/23/2012	32 28	16 47	104 17%	L
4	MACERICH CO REIT	30 3292	10/27/2009	121 32	53 9000	01/23/2012	215 60	94 28	77 71%	L
3	MACERICH CO REIT	43 3798	05/11/2010	130 14	53 9000	01/23/2012	161 70	31 56	24 25%	L
2	MACERICH CO REIT	53 2377	06/29/2011	106 48	53 9000	01/23/2012	107 80	1 32	1 24%	S
6	MAKO SURGICAL CORP	37 9868	09/06/2011	227 92	34 2100	01/23/2012	205 25	(22 67)	-9 95%	S
3	MAKO SURGICAL CORP	34 7394	10/05/2011	104 22	34 2100	01/23/2012	102 63	(1 59)	-1 53%	S
19	MCDERMOTT INTL INC	13 8997	09/16/2010	264 09	12 0600	01/23/2012	229 13	(34 96)	-13 24%	L
8	MCDERMOTT INTL INC	19 2314	06/22/2011	153 85	12 0600	01/23/2012	96 48	(57 37)	-37 29%	S
8	MCDERMOTT INTL INC	20 3929	07/13/2011	163 14	12 0600	01/23/2012	96 48	(66 66)	-40 86%	S
20	MCDONALDS CORP	87 2509	10/03/2011	1,745 02	100 9000	01/23/2012	2,017 96	272 94	15 64%	S
9	MCGRAW HILL FINL INC	38 1727	01/25/2011	343 55	45 4020	01/04/2012	408 61	65 06	18 94%	S
66	MCGRAW HILL FINL INC	38 1727	01/25/2011	2,519 40	46 4200	01/23/2012	3,063 66	544 26	21 60%	S
15	MEDICIS PHARMACEUTICAL CORP CL A NEW	12 5718	03/20/2009	188 58	32 2200	01/23/2012	483 29	294 71	156 28%	L
1	MEDICIS PHARMACEUTICAL CORP CL A NEW	15 3200	07/07/2009	15 32	32 2200	01/23/2012	32 22	16 90	110 31%	L
16	MELLANOX TECHNOLOGIES LTD	8 2268	01/08/2009	131 63	31 2500	01/23/2012	499 98	368 35	279 84%	L
2	MELLANOX TECHNOLOGIES LTD	12 2300	07/07/2009	24 46	31 2500	01/23/2012	62 50	38 04	155 51%	L
40	MERCK & CO INC NEW	38 1053	01/04/2012	1,524 21	38 7600	01/23/2012	1,550 37	26 16	1 72%	S
7	MICROS SYS INC	47 0848	02/08/2011	329 59	50 5900	01/23/2012	354 12	24 53	7 44%	S
3	MICROS SYS INC	48 3250	02/11/2011	144 97	50 5900	01/23/2012	151 77	6 80	4 69%	S
3	MICROS SYS INC	49 6572	05/13/2011	148 97	50 5900	01/23/2012	151 77	2 80	1 88%	S
2	MICROS SYS INC	49 3079	05/25/2011	98 62	50 5900	01/23/2012	101 18	2 56	2 59%	S
6	MOLYCORP INC DEL	52 2421	06/23/2011	313 45	29 2100	01/23/2012	175 25	(138 20)	-44 09%	S
30	NEXTERA ENERGY INC	59 2395	01/24/2012	1,777 19	70 8200	12/18/2012	2,124 55	347 36	19 55%	S

Realized Gain/(Loss) From 01/01/2012 To 12/31/2012
Held At Oppenheimer & Co.
Report printed on 06/24/2013 01:36 PM

MICKELBERG FAMILY FOUNDATION

User Name Lynn Shecter

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
12	NICE SYS LTD SPONSORED ADR	30 9602	02/11/2008	371 52	35 8000	01/23/2012	429 59	58 07	15 63%	L
1	NICE SYS LTD SPONSORED ADR	22 5400	07/07/2009	22 54	35 8000	01/23/2012	35 80	13 26	58 82%	L
5	NICE SYS LTD SPONSORED ADR	31 8455	03/31/2010	159 23	35 8000	01/23/2012	179 00	19 77	12 41%	L
3	NICE SYS LTD SPONSORED ADR	28 1210	08/10/2011	84 36	35 8000	01/23/2012	107 40	23 04	27 31%	S
27	NORTHWEST BANCSHARES INC MD	12 4188	03/16/2011	335 31	12 5900	01/23/2012	339 92	4 61	1 38%	S
10	NORTHWEST BANCSHARES INC MD	12 1599	08/03/2011	121 60	12 5900	01/23/2012	125 90	4 30	3 53%	S
3	NOVELLUS SYS INC	21 4751	11/12/2009	64 42	46 4900	01/23/2012	139 47	75 04	116 48%	L
8	NOVELLUS SYS INC	24 0273	12/11/2009	192 22	46 4900	01/23/2012	371 91	179 69	93 48%	L
4	NOVELLUS SYS INC	22 9099	01/13/2010	91 64	46 4900	01/23/2012	185 96	94 32	102 92%	L
2	NOVELLUS SYS INC	27 4064	07/28/2010	54 81	46 4900	01/23/2012	92 98	38 17	69 64%	L
9	OASIS PETE INC NEW	30 3606	12/06/2011	273 25	33 3100	01/23/2012	299 78	26 53	9 71%	S
3	OIL STS INTL INC	81 1778	08/03/2011	243 53	80 1800	01/23/2012	240 53	(3 00)	-1 23%	S
2	OIL STS INTL INC	71 1956	08/15/2011	142 39	80 1800	01/23/2012	160 35	17 97	12 62%	S
2	OIL STS INTL INC	60 9600	09/13/2011	121 92	80 1800	01/23/2012	160 35	38 43	31 52%	S
1	OIL STS INTL INC	52 0924	09/30/2011	52 09	80 1800	01/23/2012	80 18	28 09	53 92%	S
63	OMNICOM GROUP INC	45 4484	01/25/2011	2,863 25	46 1300	01/23/2012	2,906 13	42 89	1 50%	S
4	OMNICOM GROUP INC	35 6094	09/22/2011	142 44	46 1300	01/23/2012	184 52	42 08	29 54%	S
32	ON SEMICONDUCTOR CORP	4 2958	01/08/2009	137 47	8 8800	01/23/2012	284 15	146 68	106 71%	L
5	ON SEMICONDUCTOR CORP	6 6100	07/07/2009	33 05	8 8800	01/23/2012	44 40	11 35	34 34%	L
9	ON SEMICONDUCTOR CORP	8 9599	12/15/2010	80 64	8 8800	01/23/2012	79 92	(0 72)	-0 90%	L
8	ON SEMICONDUCTOR CORP	11 2299	01/25/2011	89 84	8 8800	01/23/2012	71 04	(18 80)	-20 93%	S
11	ON SEMICONDUCTOR CORP	8 5795	08/02/2011	94 37	8 8800	01/23/2012	97 68	3 31	3 50%	S
2	OPENTABLE INC	36 5600	03/12/2010	73 12	45 5800	01/23/2012	91 16	18 04	24 67%	L
3	OPENTABLE INC	37 9215	04/05/2010	113 76	45 5800	01/23/2012	136 74	22 98	20 20%	L
2	OPENTABLE INC	46 4402	07/28/2010	92 88	45 5800	01/23/2012	91 16	(1 72)	-1 85%	L
2	OPENTABLE INC	47 0334	09/30/2011	94 07	45 5800	01/23/2012	91 16	(2 91)	-3 10%	S
16	OPTIMER PHARMACEUTICALS INC	11 0174	01/23/2009	176 28	12 3000	01/23/2012	196 79	20 52	11 64%	L
5	OPTIMER PHARMACEUTICALS INC	14 8794	06/30/2009	74 40	12 3000	01/23/2012	61 50	(12 90)	-17 34%	L
10	OPTIMER PHARMACEUTICALS INC	14 9400	06/30/2009	149 40	12 3000	01/23/2012	123 00	(26 40)	-17 67%	L
1	OPTIMER PHARMACEUTICALS INC	14 4300	07/07/2009	14 43	12 3000	01/23/2012	12 30	(2 13)	-14 76%	L
6	PALL CORP	26 6600	06/30/2009	159 96	59 5200	01/23/2012	357 11	197 15	123 25%	L
3	PALL CORP	43 8189	09/21/2011	131 46	59 5200	01/23/2012	178 55	47 09	35 82%	S
1	PALL CORP	51 6670	11/21/2011	51 67	59 5200	01/23/2012	59 52	7 85	15 19%	S
4	PETSMART INC	31 7381	06/23/2010	126 95	53 2600	01/23/2012	213 03	86 08	67 81%	L
3	PETSMART INC	30 3896	06/30/2010	91 17	53 2600	01/23/2012	159 78	68 61	75 25%	L
3	PETSMART INC	34 4684	09/22/2010	103 41	53 2600	01/23/2012	159 78	56 37	54 51%	L
2	PETSMART INC	43 6152	06/10/2011	87 23	53 2600	01/23/2012	106 52	19 29	22 11%	S
15	PHILIP MORRIS INTL INC	74 0699	01/24/2012	1,111 05	86 4800	12/18/2012	1,297 17	186 12	16 75%	S

Realized Gain/(Loss) From 01/01/2012 To 12/31/2012
Held At Oppenheimer & Co.
Report printed on 06/24/2013 01.36 PM

MICKELBERG FAMILY FOUNDATION User Name Lynn Shecter

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
45	PHILLIPS 66	33 9165	01/24/2012	1,526 24	31 9735	06/08/2012	1,438 77	(87 47)	-5 73%	S
4	PLAINS EXPL& PRODTN CO	33 3388	02/17/2010	133 36	38 3600	01/23/2012	153 44	20 08	15 05%	L
3	PLAINS EXPL& PRODTN CO	24 4271	08/12/2010	73 28	38 3600	01/23/2012	115 08	41 80	57 04%	L
5	PLAINS EXPL& PRODTN CO	27 0400	09/16/2010	135 20	38 3600	01/23/2012	191 79	56 59	41 86%	L
7	PLAINS EXPL& PRODTN CO	35 8800	12/02/2011	251 16	38 3600	01/23/2012	268 51	17 35	6 91%	S
1	PVH CORP	41 0582	12/23/2009	41 06	76 2400	01/23/2012	76 24	35 18	85 68%	L
4	PVH CORP	43 2890	01/08/2010	173 16	76 2400	01/23/2012	304 95	131 79	76 11%	L
3	PVH CORP	57 4740	03/31/2010	172 42	76 2400	01/23/2012	228 71	56 29	32 65%	L
12	QLIK TECHNOLOGIES INC	23 0101	11/11/2010	276 12	25 8000	01/23/2012	309 59	33 47	12 12%	L
6	QLIK TECHNOLOGIES INC	22 9576	11/19/2010	137 75	25 8000	01/23/2012	154 79	17 04	12 37%	L
5	QLIK TECHNOLOGIES INC	23 1757	12/06/2010	115 88	25 8000	01/23/2012	129 00	13 12	11 32%	L
2	RALCORP HLDGS INC NEW	60 0847	06/29/2009	120 17	84 6100	01/23/2012	169 22	49 05	40 82%	L
2	RALCORP HLDGS INC NEW	64 5582	12/20/2010	129 12	84 6100	01/23/2012	169 22	40 10	31 05%	L
1	RALCORP HLDGS INC NEW	85 1100	12/28/2011	85 11	84 6100	01/23/2012	84 61	(0 50)	-0 59%	S
10	RAYTHEON CO COM NEW	51 6228	04/09/2012	516 23	58 5200	12/18/2012	585 18	68 95	13 36%	S
10	RIVERBED TECHNOLOGY INC	36 8308	12/10/2010	368 31	28 0900	01/23/2012	280 89	(87 41)	-23 73%	L
3	RIVERBED TECHNOLOGY INC	36 8149	06/27/2011	110 44	28 0900	01/23/2012	84 27	(26 17)	-23 70%	S
4	RIVERBED TECHNOLOGY INC	20 3599	10/05/2011	81 44	28 0900	01/23/2012	112 36	30 92	37 96%	S
97	ROBERT HALF INTL INC	33 6377	01/25/2011	3,262 86	29 7500	01/23/2012	2,885 69	(377 17)	-11 56%	S
10	ROBERT HALF INTL INC	33 5181	02/08/2011	335 18	29 7500	01/23/2012	297 49	(37 69)	-11 24%	S
4	ROBERT HALF INTL INC	32 0629	03/07/2011	128 25	29 7500	01/23/2012	119 00	(9 25)	-7 21%	S
8	ROBERT HALF INTL INC	29 9473	03/30/2011	239 58	29 7500	01/23/2012	238 00	(1 58)	-0 66%	S
5	ROCKWOOD HLDGS INC	24 9770	01/08/2010	124 88	46 5700	01/23/2012	232 84	107 96	86 45%	L
3	ROCKWOOD HLDGS INC	26 4439	03/23/2010	79 33	46 5700	01/23/2012	139 71	60 38	76 11%	L
4	ROCKWOOD HLDGS INC	31 5536	09/22/2010	126 21	46 5700	01/23/2012	186 27	60 06	47 59%	L
18	SBA COMMUNICATIONS CORP	35 1286	10/10/2007	632 31	45 0100	01/23/2012	810 16	177 85	28 13%	L
1	SBA COMMUNICATIONS CORP	22 7800	07/07/2009	22 78	45 0100	01/23/2012	45 01	22 23	97 58%	L
11	SEATTLE GENETICS INC	16 6133	12/16/2011	182 75	17 6900	01/23/2012	194 58	11 83	6 47%	S
5	SIGNATURE BK NEW YORK N Y	38 5983	06/30/2010	192 99	61 4900	01/23/2012	307 44	114 45	59 30%	L
4	SIGNATURE BK NEW YORK N Y	38 0972	09/20/2010	152 39	61 4900	01/23/2012	245 95	93 56	61 40%	L
2	SIGNATURE BK NEW YORK N Y	59 2291	07/29/2011	118 46	61 4900	01/23/2012	122 98	4 52	3 81%	S
7	SIRONA DENTAL SYSTEMS INC	27 4008	08/24/2009	191 80	45 8100	01/23/2012	320 66	128 86	67 18%	L
3	SIRONA DENTAL SYSTEMS INC	34 9536	06/14/2010	104 86	45 8100	01/23/2012	137 43	32 57	31 06%	L
18	SKYWORKS SOLUTIONS INC	9 6745	07/06/2009	174 14	21 3200	01/23/2012	383 75	209 61	120 37%	L
1	SKYWORKS SOLUTIONS INC	9 7400	07/07/2009	9 74	21 3200	01/23/2012	21 32	11 58	118 88%	L
7	SKYWORKS SOLUTIONS INC	13 2594	09/24/2009	92 82	21 3200	01/23/2012	149 23	56 41	60 78%	L
1	SM ENERGY CO	64 8110	06/23/2011	64 81	74 9400	01/23/2012	74 94	10 13	15 63%	S
2	SM ENERGY CO	73 7586	06/30/2011	147 52	74 9400	01/23/2012	149 88	2 36	1 60%	S
2	SM ENERGY CO	78 4945	12/02/2011	156 99	74 9400	01/23/2012	149 88	(7 11)	-4 53%	S
11	SOLERA HOLDINGS INC	25 6405	02/11/2008	282 05	45 8200	01/23/2012	504 00	221 96	78 69%	L
1	SOLERA HOLDINGS INC	24 2500	07/07/2009	24 25	45 8200	01/23/2012	45 82	21 57	88 94%	L

Realized Gain/(Loss) From 01/01/2012 To 12/31/2012
Held At Oppenheimer & Co.
Report printed on 06/24/2013 01:36 PM

MICKELBERG FAMILY FOUNDATION User Name Lynn Shecter

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
14	SOLUTIA INC COM NEW	22 7323	12/10/2010	318 25	18 9500	01/23/2012	265 29	(52 96)	-16 64%	L
4	SOLUTIA INC COM NEW	23 4885	01/31/2011	93 95	18 9500	01/23/2012	75 80	(18 15)	-19 32%	S
6	SOLUTIA INC COM NEW	23 1400	03/01/2011	138 84	18 9500	01/23/2012	113 70	(25 14)	-18 11%	S
4	SOLUTIA INC COM NEW	21 8399	07/29/2011	87 36	18 9500	01/23/2012	75 80	(11 56)	-13 24%	S
1	SOTHEBYS	30 9535	06/10/2010	30 95	33 9600	01/23/2012	33 96	3 01	9 71%	L
5	SOTHEBYS	28 9429	06/23/2010	144 71	33 9600	01/23/2012	169 80	25 09	17 34%	L
2	SOTHEBYS	25 2499	06/24/2010	50 50	33 9600	01/23/2012	67 92	17 42	34 49%	L
4	SOTHEBYS	30 5240	08/10/2010	122 10	33 9600	01/23/2012	135 84	13 74	11 25%	L
6	SOVRAN SELF STORAGE INC REIT	44 3535	01/10/2012	266 12	44 7600	01/23/2012	268 55	2 43	0 91%	S
12	SPIRIT AEROSYSTEMS HLDGS INC COM CL A	25 4990	03/07/2011	305 99	22 8300	01/23/2012	273 95	(32 04)	-10 47%	S
5	SPIRIT AEROSYSTEMS HLDGS INC COM CL A	25 5316	03/10/2011	127 66	22 8300	01/23/2012	114 15	(13 51)	-10 59%	S
10	SPIRIT AEROSYSTEMS HLDGS INC COM CL A	25 2021	03/18/2011	252 02	22 8300	01/23/2012	228 29	(23 73)	-9 41%	S
6	SPIRIT AEROSYSTEMS HLDGS INC COM CL A	20 1061	08/02/2011	120 64	22 8300	01/23/2012	136 98	16 34	13 54%	S
3	SPX CORP	63 2573	09/15/2009	189 77	66 6800	01/23/2012	200 03	10 26	5 41%	L
3	SPX CORP	59 5517	08/17/2010	178 66	66 6800	01/23/2012	200 03	21 37	11 96%	L
2	SPX CORP	65 5250	11/19/2010	131 05	66 6800	01/23/2012	133 36	2 31	1 76%	L
1	SPX CORP	78 2900	03/21/2011	78 29	66 6800	01/23/2012	66 68	(11 61)	-14 83%	S
1	SPX CORP	77 1857	06/23/2011	77 19	66 6800	01/23/2012	66 68	(10 51)	-13 62%	S
67	STAPLES INC	15 5749	07/21/2011	1,043 52	15 8500	01/23/2012	1,061 93	18 41	1 76%	S
68	STAPLES INC	13 3785	08/09/2011	909 74	15 8500	01/23/2012	1,077 78	168 04	18 47%	S
62	STAPLES INC	13 6700	08/19/2011	847 54	15 8500	01/23/2012	982 68	135 14	15 95%	S
67	STATE STR CORP	47 0000	01/25/2011	3,149 00	41 7300	01/23/2012	2,795 85	(353 15)	-11 21%	S
6	STATE STR CORP	44 2900	02/24/2011	265 74	41 7300	01/23/2012	250 38	(15 36)	-5 78%	S
11	STONE ENERGY CORP	25 8064	11/07/2011	283 87	28 1100	01/23/2012	309 20	25 33	8 92%	S
4	STONE ENERGY CORP	28 4945	12/02/2011	113 98	28 1100	01/23/2012	112 44	(1 54)	-1 35%	S
9	SUPERIOR ENERGY SVCS INC	40 7883	03/30/2011	367 09	26 7400	01/23/2012	240 65	(126 44)	-34 44%	S
2	SUPERIOR ENERGY SVCS INC	39 4400	04/27/2011	78 88	26 7400	01/23/2012	53 48	(25 40)	-32 20%	S
3	SUPERIOR ENERGY SVCS INC	35 2180	06/24/2011	105 65	26 7400	01/23/2012	80 22	(25 43)	-24 07%	S
3	SUPERIOR ENERGY SVCS INC	34 8760	09/14/2011	104 63	26 7400	01/23/2012	80 22	(24 41)	-23 33%	S
5	SUPERIOR ENERGY SVCS INC	30 3700	12/02/2011	151 85	26 7400	01/23/2012	133 70	(18 15)	-11 96%	S
5	SXC HEALTH SOLUTIONS CORP	48 7263	11/07/2011	243 63	62 4400	01/23/2012	312 19	68 56	28 14%	S
55	SYSCO CORP	24 4848	01/06/2009	1,346 67	30 1900	01/23/2012	1,660 42	313 75	23 30%	L
10	SYSCO CORP	22 0700	07/06/2009	220 70	30 1900	01/23/2012	301 89	81 19	36 79%	L

Realized Gain/(Loss) From 01/01/2012 To 12/31/2012
Held At Oppenheimer & Co.
Report printed on 06/24/2013 01.36 PM

MICKELBERG FAMILY FOUNDATION

User Name Lynn Shecter

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
4	TALEO CORP CL A	19 6894	06/30/2008	78 76	35 1800	01/23/2012	140 72	61 96	78 67%	L
10	TALEO CORP CL A	17 1218	06/02/2009	171 22	35 1800	01/23/2012	351 79	180 57	105 46%	L
2	TALEO CORP CL A	17 2200	07/07/2009	34 44	35 1800	01/23/2012	70 36	35 92	104 29%	L
30	TARGET CORP	60 3869	01/03/2011	1,811 61	50 0800	01/23/2012	1,502 37	(309 24)	-17 07%	L
10	TARGET CORP	50 6275	04/05/2011	506 28	50 0800	01/23/2012	500 79	(5 49)	-1 08%	S
81	TE CONNECTIVITY LTD REG SHS	37 0000	01/25/2011	2,997 00	35 9200	01/23/2012	2,909 46	(87 54)	-2 92%	S
6	TE CONNECTIVITY LTD REG SHS	33 1715	08/02/2011	199 03	35 9200	01/23/2012	215 52	16 49	8 28%	S
3	TE CONNECTIVITY LTD REG SHS	32 7900	12/07/2011	98 37	35 9200	01/23/2012	107 76	9 39	9 54%	S
31	TENET HEALTHCARE CORP	7 2699	03/28/2011	225 37	5 0800	01/23/2012	157 47	(67 90)	-30 13%	S
20	TENET HEALTHCARE CORP	6 4499	05/13/2011	129 00	5 0800	01/23/2012	101 60	(27 40)	-21 24%	S
11	TETRA TECH INC NEW	27 3012	12/23/2009	300 32	22 4400	01/23/2012	246 83	(53 48)	-17 81%	L
5	TETRA TECH INC NEW	23 2099	03/31/2010	116 05	22 4400	01/23/2012	112 20	(3 85)	-3 32%	L
6	TETRA TECH INC NEW	24 3225	02/14/2011	145 93	22 4400	01/23/2012	134 64	(11 29)	-7 74%	S
5	TETRA TECH INC NEW	22 0589	12/22/2011	110 29	22 4400	01/23/2012	112 20	1 91	1 73%	S
3	THOMAS & BETTS CORP	56 1590	02/11/2011	168 47	57 6100	01/23/2012	172 83	4 35	2 58%	S
4	THOMAS & BETTS CORP	56 4487	03/10/2011	225 79	57 6100	01/23/2012	230 43	4 64	2 06%	S
3	THOMAS & BETTS CORP	57 7599	03/21/2011	173 28	57 6100	01/23/2012	172 83	(0 45)	-0 26%	S
3	THOMAS & BETTS CORP	42 9600	09/27/2011	128 88	57 6100	01/23/2012	172 83	43 95	34 10%	S
3	THORATEC CORP COM NEW	23 6537	03/25/2009	70 96	30 1000	01/23/2012	90 30	19 34	27 26%	L
1	THORATEC CORP COM NEW	25 8100	07/07/2009	25 81	30 1000	01/23/2012	30 10	4 29	16 62%	L
4	THORATEC CORP COM NEW	28 0246	09/15/2009	112 10	30 1000	01/23/2012	120 40	8 30	7 40%	L
4	THORATEC CORP COM NEW	34 4178	10/14/2010	137 67	30 1000	01/23/2012	120 40	(17 27)	-12 55%	L
28	TIME WARNER CABLE INC	67 4369	01/25/2011	1,888 23	69 2900	01/23/2012	1,940 08	51 85	2 75%	S
2	TIME WARNER CABLE INC	60 0278	11/18/2011	120 06	69 2900	01/23/2012	138 58	18 52	15 42%	S
12	TOLL BROTHERS INC	20 4600	12/22/2011	245 52	22 3900	01/23/2012	268 67	23 15	9 43%	S
8	TOWERS WATSON & CO CL A	45 4562	09/20/2010	363 65	60 7400	01/23/2012	485 91	122 26	33 62%	L
2	TOWERS WATSON & CO CL A	56 4944	03/21/2011	112 99	60 7400	01/23/2012	121 48	8 49	7 51%	S
2	TOWERS WATSON & CO CL A	62 2557	06/14/2011	124 51	60 7400	01/23/2012	121 48	(3 03)	-2 44%	S
20	TRAVELERS COMPANIES INC	58 2699	01/24/2012	1,165 40	74 2300	12/18/2012	1,484 56	319 16	27 39%	S

Realized Gain/(Loss) From 01/01/2012 To 12/31/2012
Held At Oppenheimer & Co.
Report printed on 06/24/2013 01:36 PM

MICKELBERG FAMILY FOUNDATION

User Name Lynn Shecter

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
5	TRIMBLE NAVIGATION LTD	25 7238	02/17/2010	128 62	44 2400	01/23/2012	221 19	92 57	71 97%	L
3	TRIMBLE NAVIGATION LTD	28 8196	03/23/2010	86 46	44 2400	01/23/2012	132 72	46 26	53 50%	L
5	TRIMBLE NAVIGATION LTD	31 0596	05/18/2010	155 30	44 2400	01/23/2012	221 19	65 89	42 43%	L
3	TRIMBLE NAVIGATION LTD	29 1183	08/05/2010	87 35	44 2400	01/23/2012	132 72	45 37	51 94%	L
10	TUPPERWARE BRANDS CORP	24 0619	10/06/2008	240 62	59 7600	01/23/2012	597 58	356 97	148 35%	L
1	TUPPERWARE BRANDS CORP	26 0600	07/07/2009	26 06	59 7600	01/23/2012	59 76	33 70	129 31%	L
1	TUPPERWARE BRANDS CORP	40 2600	06/30/2010	40 26	59 7600	01/23/2012	59 76	19 50	48 43%	L
1	TUPPERWARE BRANDS CORP	58 4420	08/10/2011	58 44	59 7600	01/23/2012	59 76	1 32	2 26%	S
35	UNILEVER N V N Y SHS NEW	32 8799	01/24/2012	1,150 80	38 6000	12/18/2012	1,350 96	200 16	17 39%	S
9	UNITED NAT FOODS INC	37 2292	01/10/2011	335 06	41 3300	01/23/2012	371 96	36 90	11 01%	L
2	UNITED NAT FOODS INC	42 7427	03/10/2011	85 49	41 3300	01/23/2012	82 66	(2 83)	-3 31%	S
3	UNITED NAT FOODS INC	40 5979	06/10/2011	121 79	41 3300	01/23/2012	123 99	2 20	1 80%	S
2	UNITED NAT FOODS INC	38 7200	09/14/2011	77 44	41 3300	01/23/2012	82 66	5 22	6 74%	S
12	UNITED RENTALS INC	29 5892	04/26/2011	355 07	33 4300	01/23/2012	401 15	46 08	12 98%	S
4	UNITED RENTALS INC	29 0600	04/27/2011	116 24	33 4300	01/23/2012	133 72	17 48	15 04%	S
7	UNITED RENTALS INC	17 3290	08/15/2011	121 30	33 4300	01/23/2012	234 00	112 70	92 91%	S
3	UNITED RENTALS INC	17 6280	09/21/2011	52 88	33 4300	01/23/2012	100 29	47 41	89 65%	S
6	UNITED THERAPEUTICS CORP DEL	43 0480	10/31/2011	258 29	48 5700	01/23/2012	291 41	33 12	12 82%	S
40	UNITEDHEALTH GROUP INC	51 2841	07/12/2011	2,051 36	52 2600	01/23/2012	2,090 35	38 99	1 90%	S
7	UNIVERSAL HLTH SVCS INC CL B	39 3324	10/25/2010	275 33	37 5400	01/23/2012	262 77	(12 55)	-4 56%	L
3	UNIVERSAL HLTH SVCS INC CL B	41 9438	11/04/2010	125 83	37 5400	01/23/2012	112 62	(13 21)	-10 50%	L
2	UNIVERSAL HLTH SVCS INC CL B	41 4389	12/02/2010	82 88	37 5400	01/23/2012	75 08	(7 80)	-9 41%	L
8	VERIFONE SYS INC	44 5286	06/29/2011	356 23	38 8500	01/23/2012	310 79	(45 44)	-12 76%	S
2	VERIFONE SYS INC	42 5000	10/31/2011	85 00	38 8500	01/23/2012	77 70	(7 30)	-8 59%	S
60	VERIZON COMMUNICATIONS INC	37 6399	01/24/2012	2,258 39	43 7501	12/18/2012	2,624 95	366 56	16 23%	S
4	VISTAPRINT N V	24 0618	02/24/2009	96 25	30 4500	01/23/2012	121 80	25 55	26 55%	L
5	VISTAPRINT N V	24 4792	03/11/2009	122 40	30 4500	01/23/2012	152 25	29 85	24 38%	L
1	VISTAPRINT N V	40 8200	07/07/2009	40 82	30 4500	01/23/2012	30 45	(10 37)	-25 41%	L
4	VISTAPRINT N V	49 5387	03/10/2011	198 15	30 4500	01/23/2012	121 80	(76 35)	-38 53%	S
8	VOLCANO CORPORATION	29 5768	09/19/2011	236 61	27 3600	01/23/2012	218 87	(17 74)	-7 50%	S
3	VOLCANO CORPORATION	22 3370	12/08/2011	67 01	27 3600	01/23/2012	82 08	15 07	22 49%	S
5	WABCO HLDGS INC	46 0700	12/06/2011	230 35	50 1300	01/23/2012	250 64	20 29	8 81%	S
35	WAL-MART STORES INC	47 0925	01/08/2007	1,648 24	60 7300	01/23/2012	2,125 50	477 26	28 96%	L
30	WALGREEN CO	26 7495	01/06/2009	802 48	33 7900	01/23/2012	1,013 68	211 19	26 32%	L
15	WALGREEN CO	26 8257	07/07/2010	402 39	33 7900	01/23/2012	506 84	104 45	25 96%	L
5	WALGREEN CO	32 9395	01/04/2012	164 70	33 7900	01/23/2012	168 95	4 25	2 58%	S
21	WASTE CONNECTIONS INC	21 4779	07/10/2008	460 05	32 1100	01/23/2012	674 29	214 24	46 57%	L
2	WASTE CONNECTIONS INC	16 9733	07/07/2009	25 46	32 1100	01/23/2012	64 22	38 76	152 23%	L

Realized Gain/(Loss) From 01/01/2012 To 12/31/2012
Held At Oppenheimer & Co.
Report printed on 06/24/2013 01:36 PM

MICKELBERG FAMILY FOUNDATION

User Name Lynn Shecter

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
6	WHIRLPOOL CORP	53 2600	10/28/2011	319 56	53 9200	01/23/2012	323 51	3 95	1 24%	S
9	WHIRLPOOL CORP	50 1700	11/01/2011	451 53	53 9200	01/23/2012	485 27	33 74	7 47%	S
1	WHIRLPOOL CORP	53 7900	11/10/2011	53 79	53 9200	01/23/2012	53 92	0 13	0 24%	S
4	WILLIAMS SONOMA INC	21 4050	01/05/2010	85 62	34 4000	01/23/2012	137 60	51 98	60 71%	L
5	WILLIAMS SONOMA INC	22 8383	01/08/2010	114 19	34 4000	01/23/2012	172 00	57 81	50 62%	L
4	WILLIAMS SONOMA INC	28 2893	06/14/2010	113 16	34 4000	01/23/2012	137 60	24 44	21 60%	L
2	WILLIAMS SONOMA INC	34 4684	12/15/2010	68 94	34 4000	01/23/2012	68 80	(0 14)	-0 21%	L
7	WOODWARD INC	20 3297	05/28/2009	142 31	42 7600	01/23/2012	299 31	157 01	110 33%	L
10	WOODWARD INC	18 3454	07/06/2009	183 45	42 7600	01/23/2012	427 59	244 14	133 08%	L
1	WOODWARD INC	17 7300	07/07/2009	17 73	42 7600	01/23/2012	42 76	25 03	141 17%	L
12	WRIGHT EXPRESS CORP	38 6070	10/10/2007	463 28	55 0500	01/23/2012	660 58	197 30	42 59%	L
2	WRIGHT EXPRESS CORP	36 0232	08/02/2010	72 05	55 0500	01/23/2012	110 10	38 05	52 81%	L
10	WYNDHAM WORLDWIDE CORP	24 3981	03/09/2010	243 98	39 8700	01/23/2012	398 69	154 71	63 41%	L
7	WYNDHAM WORLDWIDE CORP	25 6132	03/25/2010	179 29	39 8700	01/23/2012	279 08	99 79	55 66%	L
4	WYNDHAM WORLDWIDE CORP	35 1820	05/02/2011	140 73	39 8700	01/23/2012	159 48	18 75	13 32%	S
			TOTAL	**177,079.65**			**196,296.51**			

TOTAL ST COST	132,962 17	TOTAL ST PROCEEDS	136,348 03
TOTAL LT COST	44,117 48	TOTAL LT PROCEEDS	59,948 48
TOTAL COST	177,079 65	TOTAL PROCEEDS	196,296 51

TOTAL SHORT TERM GAIN/(LOSS)	3,385 86
TOTAL LONG TERM GAIN/(LOSS)	15,831 07
TOTAL REALIZED GAIN/(LOSS)	19,216 93

Realized Gain/(Loss) From 01/01/2012 To 12/31/2012
Held At Oppenheimer & Co.
Report printed on 06/24/2013 01:36 PM

MICKELBERG FAMILY FOUNDATION
STEPHEN R MICKELBERG TTEE
PERSONAL & CONFIDENTIAL
#5 THE PLAZA 1250 GREENWOOD AVE
JENKINTOWN PA 19046-2901
H:215-572-6200

FA Lynn Shecter
FA# 487

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
			CASH							
5	CROWN HOLDINGS INC	26 3632	01/05/2010	131 82	34 0000	01/10/2012	169 99	38 17	28 96%	L
2	GNC HLDGS INC COM CL A	18 9007	04/14/2011	37 80	28 3120	01/10/2012	56 61	18 81	49 76%	S
2	HELMERICH & PAYNE INC	60 5380	06/27/2011	121 08	62 4600	01/05/2012	124 91	3 83	3 17%	S
1	MACERICH CO REIT	30 3292	10/27/2009	30 33	52 0810	01/10/2012	52 07	21 74	71 68%	L
2	PHARMASSET INC T/S UNDLY 71715N106	61 3449	08/12/2011	122 69	137 0000	01/13/2012	274 00	151 31	123 33%	S
1	PHARMASSET INC T/S UNDLY 71715N106	78 9536	09/19/2011	78 95	137 0000	01/13/2012	137 00	58 05	73 53%	S
1	SIGNATURE BK NEW YORK N Y	38 5983	06/30/2010	38 60	63 6300	01/10/2012	63 62	25 02	64 82%	L
			TOTAL	**561.27**			**878.20**			

TOTAL ST COST	360 52	TOTAL ST PROCEEDS	592 52
TOTAL LT COST	200 75	TOTAL LT PROCEEDS	285 68
TOTAL COST	561 27	TOTAL PROCEEDS	878 20

TOTAL SHORT TERM GAIN/(LOSS)	232 00
TOTAL LONG TERM GAIN/(LOSS)	84 93
TOTAL REALIZED GAIN/(LOSS)	316 93

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OPPENHEIMER		7,131.	7,131.
	TOTAL	7,131.	7,131.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
WOOLARD, KRAJNIK, MASCIANGELO LLP, PREPARATION OF 990PF	3,304.			3,304.
TOTALS	3,304.			3,304.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OPPENHEIMER MANAGEMENT FEE	1,125.	1,125.
TOTALS	1,125.	1,125.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX	32.	32.
TOTALS	32.	32.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
REGISTRATION FEES	15.	15.
TOTALS	15.	15.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESTMENT-OPPENHEIMER-5131 INVESTMENT-OPPENHEIMER-5149 INVESTMENT-OPPENHEIMER-5156	162,603.	174,245.
TOTALS	162,603.	174,245.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
STEPHEN R. MICKELBERG 1250 GREENWOOD AVE THE PLAZA SUITE 5 JENKINTOWN, PA 19046	PRESIDENT 1.00	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHABAD OF THE MAIN LINE 139 MONTGOMERY AVENUE BALA CYNWYD, PA 19004	NONE RELIGIOUS	JEWISH PROGRAM FURTHERING ROLE OF INTELLECT IN RELIGION	10,360.
FOX CHASE CANCER CENTER 333 COTTMAN AVENUE PHILADELPHIA, PA 19111	NONE HOSPITAL	CANCER TREATMENT & RESEARCH	10,000.
PHILADELPHIA RONALD MCDONALD 3925 CHESTNUT ST PHILADELPHIA, PA 19104	NONE FOUNDATION	HOUSING FOR FAMILIES OF CHILDREN RECEIVING CANCER TREATMENTS	11,000.
ARTHUR ASHE YOUTH TENNIS 4842 RIDGE AVENUE PHILADELPHIA, PA 19129	NONE NON- PROFIT	YOUTH DEVELOPMENT	2,500.
MUHLENBERG COLLEGE 2400 CHEW STREET ALLENTOWN, PA 18104	NONE EDUCATIONAL INST	EDUCATINAL FUNDING	2,500.
THE TOY INDUSTRY FOUNDATION 1115 BROADWAY NEW YORK, NY 10010	NONE FOUNDATION	OPPORTUNITY FOR CHILDREN TO DREAM, LAUGH & LEARN	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRIENDS OF YEMEN ORDE 12230 WILKINS AVENUE ROCKVILLE, MD 20852	NONE FOUNDATION	SUPPORTS DISENFRANCHISED YOUTH IN ISRAEL	1,000.
INTERNATIONAL STUDENT ATHLETE ACADEMY 4160 MONUMENT AVENUE STE 112 PHILADELPHIA, PA 19131	NONE FOUNDATION	PROVIDE EDUCATIONAL ENRICHMENT, ATHLETIC DEVELOPMENT AND PERSONAL GROWTH SKILLS TO MIDDLE AND HIGH-SCHOOL STUDENT-ATHLETES	500.
RUBYE'S KIDS 453 JOHNSON STREET STE 101 JENKINTOWN, PA 19046	NONE FOUNDATION	PROVIDE ENRICHING EXPERIENCES TO CHILDREN LIVING IN POVERTY	500.
		TOTAL CONTRIBUTIONS PAID	38,860.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2012

Name of estate or trust THE MICKELBERG FAMILY FOUNDATION C/O STEPHEN R MICKELBERG

Employer identification number 20-2013200

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	3,271.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	3,271.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	18,028.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	18,028.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

JSA
2F1210 2 000

Part III **Summary of Parts I and II** *Caution: Read the instructions before completing this part.*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			3,271.
14 **Net long-term gain or (loss):**				
a Total for year	14a			18,028.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			21,299.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust: THE MICKELBERG FAMILY FOUNDATION

Employer identification number: 20-2013200

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	SEE ATTACHED SCH - OPPENHEIMER #5131			1,911.	2,258.	-347.
	SEE ATTACHED SCH - OPPENHEIMER #5149			136,348.	132,962.	3,386.
	SEE ATTACHED SCH - OPPENHEIMER #5156			593.	361.	232.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 3,271.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

JSA
2F1221 2 000

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

Employer identification number: 20-2013200

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE ATTACHED SCH - OPPENHEIMER #5131			6,845.	4,733.	2,112.
SEE ATTACHED SCH - OPPENHEIMER #5149			59,948.	44,117.	15,831.
SEE ATTACHED SCH - OPPENHEIMER #5156			286.	201.	85.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 18,028.

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE MICKELBERG FAMILY FOUNDATION C/O STEPHEN R MICKELBERG	Employer identification number (EIN) or 20-2013200
	Number, street, and room or suite no If a P O box, see instructions 1250 GREENWOOD AVE THE PLAZA	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions JENKINTOWN, PA 19046	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ STEPHEN R MICKELBERG

Telephone No ▶ 215 572-6200 FAX No ▶ 215 884-6525

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 12 or

▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 633.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 633.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$

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