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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION		A Employer identification number 22-2620908
Number and street (or P.O. box number if mail is not delivered to street address) 300 FRANK W. BURR BLVD., BLDG EAST	Room/suite 7TH FL	B Telephone number 201-928-1880
City or town, state, and ZIP code TEANECK, NJ 07666		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 215,018,834.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		77,180.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		553,666.	553,666.		STATEMENT 1
4 Dividends and interest from securities		1,960,366.	1,960,366.		STATEMENT 2
5a Gross rents		188,173.	188,173.		STATEMENT 3
b Net rental income or (loss) 188,173.					
6a Net gain or (loss) from sale of assets not on line 10		12,716,015.			
b Gross sales price for all assets on line 6a 100,346,106.					
7 Capital gain net income (from Part IV, line 2)			12,716,015.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-517,700.	-517,700.		STATEMENT 4
12 Total. Add lines 1 through 11		14,977,700.	14,900,520.		
13 Compensation of officers, directors, trustees, etc.		583,000.	71,550.		511,450.
14 Other employee salaries and wages		534,397.	13,128.		521,268.
15 Pension plans, employee benefits		142,926.	3,511.		139,415.
16a Legal fees STMT 5		45,238.	0.		45,238.
b Accounting fees STMT 6		84,195.	20,207.		63,988.
c Other professional fees STMT 7		1,005,532.	597,563.	RECEIVED	407,969.
17 Interest					
18 Taxes STMT 8		199,991.	15,514.	OCT 28 2013	49,127.
19 Depreciation and depletion		7,903.	0.		
20 Occupancy		164,418.	39,460.	OGDEN, UT	124,958.
21 Travel, conferences, and meetings		140,089.	0.		140,089.
22 Printing and publications					
23 Other expenses STMT 9		95,668.	14,959.		80,709.
24 Total operating and administrative expenses. Add lines 13 through 23		3,003,357.	775,892.		2,084,211.
25 Contributions, gifts, grants paid		10,704,670.			18,532,935.
26 Total expenses and disbursements. Add lines 24 and 25		13,708,027.	775,892.		20,617,146.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,269,673.			
b Net investment income (if negative, enter -0-)			14,124,628.		
c Adjusted net income (if negative, enter -0-)				N/A	

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2013

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

Form 990-PF (2012)

22-2620908

Page 2

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,440,989.	3,502,676.	3,502,676.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ 12,698,886.			
	Less: allowance for doubtful accounts ▶	12,298,113.	12,698,886.	12,698,886.
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 13	31,469,953.	19,287,240.	19,287,240.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	165,479,114.	165,740,680.	165,740,680.
	14 Land, buildings, and equipment: basis ▶ 243,803.			
	Less accumulated depreciation STMT 12 ▶ 219,322.	19,900.	24,481.	24,481.
	15 Other assets (describe ▶ OTHER ASSETS)	252,346.	13,764,871.	13,764,871.
	16 Total assets (to be completed by all filers)	213,960,415.	215,018,834.	215,018,834.
	17 Accounts payable and accrued expenses	147,355.	198,530.	
	18 Grants payable	24,702,167.	16,873,902.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	24,849,522.	17,072,432.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	176,812,780.	185,247,516.	
	25 Temporarily restricted	12,298,113.	12,698,886.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	189,110,893.	197,946,402.		
31 Total liabilities and net assets/fund balances	213,960,415.	215,018,834.		

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	189,110,893.
2 Enter amount from Part I, line 27a	2	1,269,673.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	7,587,521.
4 Add lines 1, 2, and 3	4	197,968,087.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	21,685.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	197,946,402.

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 MUTUAL FUNDS - PUBLICLY TRADED	P		
b COMMON STOCKS - PUBLICLY TRADED	P		
c FIXED INCOME - PUBLICLY TRADED	P		
d LIMITED PARTNERSHIPS (SCHEDULE A)	P		
e OTHER ALTERNATIVE INVESTMENTS	P		

(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 17,877,403.		13,678,741.	4,198,662.
b 20,137,319.		13,998,309.	6,139,010.
c 38,361,306.		38,606,963.	-245,657.
d 291,972.			291,972.
e 23,678,106.		21,346,078.	2,332,028.

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			4,198,662.
b			6,139,010.
c			-245,657.
d			291,972.
e			2,332,028.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	12,716,015.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	16,243,950.	214,842,772.	.075609
2010	15,722,843.	242,126,349.	.064937
2009	22,610,722.	213,853,070.	.105730
2008	25,777,460.	244,612,159.	.105381
2007	16,622,618.	286,214,355.	.058078

2 Total of line 1, column (d)	2	.409735
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	.081947
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	202,312,145.
5 Multiply line 4 by line 3	5	16,578,873.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	141,246.
7 Add lines 5 and 6	7	16,720,119.
8 Enter qualifying distributions from Part XII, line 4	8	20,617,146.

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.

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

22-2620908

Page 4

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	141,246.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	141,246.
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	141,246.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	136,082.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	136,082.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	5,164.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2012)

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

22-2620908

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>RUSSELLBERRIEFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>ADAM HIRSCH</u> Telephone no. ► <u>201-928-1880</u> Located at ► <u>300 FRANK W. BURR BLVD., BLDG. EAST, TEANECK, NJ</u> ZIP+4 ► <u>07666-6704</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	X
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

Form 990-PF (2012)

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ Yes ☐ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

5b		X
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		583,000.	16,550.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NAOMI SHANK - C/O RUSS BERRIE FD, 300 FRANK W BURR, TENANECK, NJ 07666	PROGRAM DIRECTOR 40.00	180,530.	8,124.	0.
KAARIN VARON - C/O RUSS BERRIE FD, 300 FRANK W BURR, TENANECK, NJ 07666	PROGRAM OFFICER 40.00	79,350.	3,343.	0.
SUSAN COKE - C/O RUSS BERRIE FD, 300 FRANK W BURR, TENANECK, NJ 07666	GRANTS ADMINISTRATOR 40.00	63,000.	3,780.	0.
MARIANNE VIAUD - C/O RUSS BERRIE FD, 300 FRANK W BURR, TENANECK, NJ 07666	ACCOUNTING ASSOCIATE 40.00	62,200.	0.	0.
SUSANA AREVALO - C/O RUSS BERRIE FD, 300 FRANK W BURR, TENANECK, NJ 07666	EXECUTIVE ASSISTANT TO CEO & GRANT 40.00	56,350.	564.	0.

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

1

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

22-2620908

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ANAP, LTD	PHILANTHROPIC	
HOSHAYA, MP HAMOVIL, ISRAEL	CONSULTING	304,633.
BARCLAYS - 200 PARK AVENUE, 4TH FLOOR, NEW YORK, NY 10166	INVESTMENT	
PRIME BUCHHOLZ	MANAGEMENT SERVICES	231,182.
PO BOX 16011, LEWISTON, ME 04243	INVESTMENT	
YACKTMAN ASSET MANAGEMENT - 6300 BRIDGEPOINT	CONSULTING	120,966.
PARKWAY BUILDING ONE, SUITE 320, AUSTIN, TX	INVESTMENT	
MARKS PANETH & SHRON	MANAGEMENT SERVICES	104,355.
685 THIRD AVENUE, NEW YORK, NY 10017	ACCOUNTING SERVICES	84,195.
Total number of others receiving over \$50,000 for professional services		1

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

22-2620908

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	73,451,571.
b Average of monthly cash balances	1b	4,129,142.
c Fair market value of all other assets	1c	127,812,328.
d Total (add lines 1a, b, and c)	1d	205,393,041.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	205,393,041.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,080,896.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	202,312,145.
6 Minimum investment return. Enter 5% of line 5	6	10,115,607.

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	10,115,607.
2a Tax on investment income for 2012 from Part VI, line 5	2a	141,246.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	141,246.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	9,974,361.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	9,974,361.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	9,974,361.

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	20,617,146.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	20,617,146.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	141,246.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,475,900.

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.

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

Form 990-PF (2012)

22-2620908

Page 9

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				9,974,361.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	2,579,680.			
b From 2008	13,632,078.			
c From 2009	11,996,972.			
d From 2010	3,709,972.			
e From 2011	5,584,105.			
f Total of lines 3a through e	37,502,807.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 20,617,146.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				9,974,361.
e Remaining amount distributed out of corpus	10,642,785.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	48,145,592.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	2,579,680.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	45,565,912.			
10 Analysis of line 9:				
a Excess from 2008	13,632,078.			
b Excess from 2009	11,996,972.			
c Excess from 2010	3,709,972.			
d Excess from 2011	5,584,105.			
e Excess from 2012	10,642,785.			

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

3 Subtract line 2d from line 2c.
Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(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.)
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1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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:

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

Form 990-PF (2012)

22-2620908 Page 11

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
AMERICAN FRIENDS OF CHASDEI LEV 1078 EAST 26TH STREET BROOKLYN, NY 11210	NONE	501(C)(3)	CHARITABLE	5,000.
AMERICAN FRIENDS OF ITIM 5508 HUNTINGTON PARKWAY BETHESDA, MD 20814	NONE	501(C)(3)	CHARITABLE	5,000.
AMERICAN FRIENDS OF KESHET EILON 25 TRINITY PASS ROAD POUND RIDGE, NY 10576	NONE	501(C)(3)	CHARITABLE	5,000.
SHEBA MEDICAL CENTER SHEBA MEDICAL CENTER RAMAT GAN, ISRAEL 52621	NONE	FOREIGN GRANTEE	CHARITABLE	450,000.
AMERICAN SOCIETY FOR YAD VASHEM 500 5TH AVENUE, FLOOR 42 NEW YORK, NY 10110-0002	NONE	501(C)(3)	CHARITABLE	50,000.
Total	SEE CONTINUATION SHEET(S)			18,532,935.
b Approved for future payment				
AMERICAN FRIENDS OF THE ASSOCIATION FOR THE ADVANCEMENT OF COMMUNITY CENTER 40 WEST 57TH STREET NEW YORK, NY 10019	NONE	501(C)(3)	CHARITABLE	9,500.
AMERICAN JEWISH JOINT DISTRIBUTION 711 THIRD AVENUE NEW YORK, NY 10017	NONE	501(C)(3)	CHARITABLE	195,000.
SHEBA MEDICAL CENTER SHEBA MEDICAL CENTER RAMAT GAN, ISRAEL 52621	NONE	FOREIGN GRANTEE	CHARITABLE	400,000.
Total	SEE CONTINUATION SHEET(S)			17,564,433.

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

22-2620908

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	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
Name and address (home or business)				
AMERICA'S GROW-A-ROW 150 PITTSTOWN ROAD PITTSTOWN, NJ 08867	NONE	501(C)(3)	CHARITABLE	4,000.
ASPEN INSTITUTE PO BOX 222 QUEENSTOWN, MD 21658	NONE	501(C)(3)	CHARITABLE	78,703.
CHAVURAH BETH SHALOM PO BOX 417 TENAFLY, NJ 07670	NONE	501(C)(3)	CHARITABLE	2,500.
CHILDREN'S MUSEUM OF THE ARTS 103 CHARLTON STREET NEW YORK, NY 10014	NONE	501(C)(3)	CHARITABLE	25,000.
COMMUNITY FOUNDATION OF NEW JERSEY PO BOX 338 MORRISTOWN, NJ 07963	NONE	501(C)(3)	CHARITABLE	5,000.
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD BETHESDA, MD 20814	NONE	501(C)(3)	CHARITABLE	2,000.
FRIENDS OF THE ISRAEL DEFENSE FORCES 1430 BROADWAY, SUITE 1301 NEW YORK, NY 10018	NONE	501(C)(3)	CHARITABLE	15,000.
JESUIT MISSIONS, INC. 1016 16TH STREET NW SUITE 400 WASHINGTON, DC 20036	NONE	501(C)(3)	CHARITABLE	10,000.
JEWISH AGENCY FOR ISRAEL 633 3RD AVENUE NEW YORK, NY 10017	NONE	501(C)(3)	CHARITABLE	10,000.
JEWISH THEOLOGICAL SEMINARY OF AMERICA 3080 BROADWAY NEW YORK, NY 10027	NONE	501(C)(3)	CHARITABLE	10,027.
Total from continuation sheets				18,017,935.

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

22-2620908

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LILITH PUBLICATIONS 250 W 57TH STREET SUITE 2432 NEW YORK, NY 10107	NONE	501(C)(3)	CHARITABLE	5,000.
PRESENTENSE GROUP, INC. 131 WEST 86TH, 7TH FLOOR NEW YORK, NY 10024	NONE	501(C)(3)	CHARITABLE	8,000.
RUSSIAN AMERICAN FOUNDATION 70 WEST 36TH STREET NEW YORK, NY 10018	NONE	501(C)(3)	CHARITABLE	5,000.
AMERICAN FRIENDS OF SHEBA MEDICAL CENTER 250 W 57TH STREET SUITE 711 NEW YORK, NY 10107	NONE	501(C)(3)	CHARITABLE	50,000.
WORLD JEWISH CONGRESS 2125 BISCAYNE BOULEVARD, SUITE 310 MIAMI, FL 33137	NONE	501(C)(3)	CHARITABLE	15,000.
AMERICAN FRIENDS OF THE NANCY CAROLINE HOSPICE OF THE UPPER GALILEE PO BOX 603048 PROVIDENCE, RI 02906	NONE	501(C)(3)	CHARITABLE	2,000.
ADLER APHASIA CENTER 60 WEST HUNTER AVENUE MAYWOOD, NJ 07607	NONE	501(C)(3)	CHARITABLE	1,000.
COLUMBIA UNIVERSITY 116TH STREET AND BROADWAY NEW YORK, NY 10027	NONE	501(C)(3)	CHARITABLE	90,000.
CHILDREN'S MUSEUM OF THE ARTS 103 CHARLTON STREET NEW YORK, NY 10014	NONE	501(C)(3)	CHARITABLE	25,000.
PARDES INSTITUTE OF JEWISH STUDIES NORTH AMERICA 5 WEST 37TH STREET, SUITE 802 NEW YORK, NY 10018	NONE	501(C)(3)	CHARITABLE	10,000.
Total from continuation sheets				

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

22-2620908

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN FRIENDS OF SHALVA ISRAEL 315 FIFTH AVENUE, 6TH FLOOR NEW YORK, NY 10016	NONE	501(C)(3)	CHARITABLE	10,000.
JEWISH FAMILY SERVICE 1485 TEANECK ROAD TEANECK, NJ 07666	NONE	501(C)(3)	CHARITABLE	10,000.
CLAL - THE NATIONAL JEWISH CENTER FOR LEARNING AND LEADERSHIP 440 PARK AVENUE SOUTH NEW YORK, NY 10016	NONE	501(C)(3)	CHARITABLE	20,000.
IPTF 5505 CONNECTICUT AVENUE NW NO. 341 WASHINGTON, DC 20015	NONE	501(C)(3)	CHARITABLE	5,000.
OLD STONE HOUSE OF BROOKLYN PO BOX 150613 BROOKLYN, NY 11215	NONE	501(C)(3)	CHARITABLE	2,500.
LAGUARDIA HIGH SCHOOL PARENTS ASSOCIATION 100 AMSTERDAM AVENUE NEW YORK, NY 10023	NONE	501(C)(3)	CHARITABLE	10,000.
AMERICAN SOCIETY FOR TECHNION 5 EAST 59TH STREET NEW YORK, NY 10022-1112	NONE	501(C)(3)	CHARITABLE	50,000.
COMMUNITY FOOD BANK OF NEW JERSEY 31 EVANS TERMINAL ROAD HILLSIDE, NJ 07205	NONE	501(C)(3)	CHARITABLE	12,000.
NECHAMA - JEWISH DISASTER RESPONSE 4230 CEDAR LAKE ROAD S ST LOUIS PARK, MN 55416	NONE	501(C)(3)	CHARITABLE	12,000.
COALITION FOR THE HOMELESS 1234 MASSACHUSETTS AVENUE WASHINGTON, DC 20005	NONE	501(C)(3)	CHARITABLE	15,000.
Total from continuation sheets				

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

22-2620908

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	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
Name and address (home or business)				
AMERICARES FOUNDATION 88 HAMILTON AVENUE STAMFORD, CT 06902	NONE	501(C)(3)	CHARITABLE	10,700.
ADLER APHASIA CENTER 60 WEST HUNTER AVENUE MAYWOOD, NJ 07607-1006	NONE	501(C)(3)	CHARITABLE	10,000.
MOLINA, BLANCA 117 75TH STREET NORTH BERGEN, NJ 07047	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	50,000.
AMERICA-ISRAEL CULTURAL FOUNDATION, INC. 1140 BROADWAY, SUITE 304 NEW YORK, NY 10001	NONE	501(C)(3)	CHARITABLE	50,000.
LEHIGH UNIVERSITY 27 MEMORIAL DRIVE WEST BETHLEHEM, PA 18015-3086	NONE	501(C)(3)	CHARITABLE	50,000.
AMERICAN FRIENDS OF ASSAF HAROFEH MEDICAL CENTER ROCKY MOUNTAIN CHAPTER 2696 SOUTH COLORADO BLVD., SUITE 450 DENVER, CO 80222	NONE	501(C)(3)	CHARITABLE	10,000.
RIVERVIEW SCHOOL 551 ROUTE 6A EAST SANDWICH, MA 02537	NONE	501(C)(3)	CHARITABLE	35,000.
UNITED JEWISH COMMUNITIES OF METROWEST 760 NORTHFIELD AVENUE WEST ORANGE, NJ 07052	NONE	501(C)(3)	CHARITABLE	20,000.
SOCIETY OF THE THIRD STREET 235 EAST 11TH STREET NEW YORK, NY 10003	NONE	501(C)(3)	CHARITABLE	8,000.
AMERICAN FRIENDS OF RE'UT INSTITUTE 9100 WILSHIRE BLVD. SUITE 400W BEVERLY HILLS, CA 90212	NONE	501(C)(3)	CHARITABLE	242,917.
Total from continuation sheets				

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

22-2620908

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN FRIENDS OF ISRAEL DEMOCRACY 1266 WEST PACES FERRY ROAD SUITE 615 ATLANTA, GA 30327	NONE	501(C)(3)	CHARITABLE	1,000.
AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 5TH AVENUE, SUITE 2540 NEW YORK, NY 10110-0002	NONE	501(C)(3)	CHARITABLE	100,000.
AMERICAN FRIENDS OF YAHAD IN UNUM 25 WEST 45TH STREET, SUITE 1405 NEW YORK, NY 10036-4702	NONE	501(C)(3)	CHARITABLE	100,000.
AMERICAN JEWISH COMMITTEE P.O. BOX 705 NEW YORK, NY 10150	NONE	501(C)(3)	CHARITABLE	10,000.
AMERICAN JEWISH JOINT DISTRIBUTION 711 THIRD AVENUE NEW YORK, NY 10017	NONE	501(C)(3)	CHARITABLE	192,000.
AMERICAN SOCIETY FOR TECHNION 5 EAST 59TH STREET NEW YORK, NY 10022-1112	NONE	501(C)(3)	CHARITABLE	888,425.
ARNOLD GOLD FOUNDATION 619 PALISADE AVE. ENGLEWOOD CLIFFS, NJ 07632	NONE	501(C)(3)	CHARITABLE	400,000.
ARTIS CONTEMPORARY ISRAELI ART FUND, INC. 368 BROADWAY, #301 NEW YORK, NY 10013	NONE	501(C)(3)	CHARITABLE	10,000.
RIVERVIEW SCHOOL 551 ROUTE 6A EAST SANDWICH, MA 02537	NONE	501(C)(3)	CHARITABLE	2,500.
ARTWORKS, THE NAOMI COHAIN FOUNDATION 96 ENGLE STREET, SUITE 120 ENGLEWOOD, NJ 07631	NONE	501(C)(3)	CHARITABLE	10,000.
Total from continuation sheets				

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

22-2620908

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	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
Name and address (home or business)				
BERGEN PERFORMING ARTS CENTER, INC. 30 N VAN BRUNT ST ENGLEWOOD, NJ 07631	NONE	501(C)(3)	CHARITABLE	10,000.
BERGEN VOLUNTEER MEDICAL INITIATIVE 241 MOORE STREET SUITE 101 HACKENSACK, NJ 07601	NONE	501(C)(3)	CHARITABLE	10,000.
CERTNER, ZACHARY 10 STONEYBROOK WAY MORRISTOWN, NJ 07960	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	35,000.
SNIPES, RONALD 346 WATSON AVENUE PERTH AMBOY, NJ 08861	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	25,000.
CAUCUS EDUCATIONAL CORPORATION INC. 75 MIDLAND AVE MONTCLAIR, NJ 07042-2915	NONE	501(C)(3)	CHARITABLE	112,500.
CENTER FOR FOOD ACTION IN NEW JERSEY 192A WEST DEMAREST AVENUE ENGLEWOOD, NJ 07631	NONE	501(C)(3)	CHARITABLE	85,000.
TATENBAUM CENTER FOR INTERRELIGIOUS UNDERSTANDING 254 W 31ST STREET 7TH FLOOR NEW YORK, NY 10001	NONE	501(C)(3)	CHARITABLE	25,000.
CENTER FOR INTERRELIGIOUS UNDERSTANDING, INC. 492-C CEDAR LANE PMB 127 TEANECK, NJ 07666	NONE	501(C)(3)	CHARITABLE	10,000.
CENTER FOR INTERRELIGIOUS UNDERSTANDING, INC. 492-C CEDAR LANE PMB 127 TEANECK, NJ 07666	NONE	501(C)(3)	CHARITABLE	200,000.
COLUMBIA UNIVERSITY 116TH STREET AND BROADWAY NEW YORK, NY 10027	NONE	501(C)(3)	CHARITABLE	5,160,000.
Total from continuation sheets				

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

22-2620908

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	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
Name and address (home or business)				
FARRAND, JANET LYNN 248 WEST MILL ROAD LONG VALLEY, NJ 07853	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	5,000.
EDIBLE SCHOOLYARD NEW YORK 350 AVENUE X BROOKLYN, NY 11223	NONE	501(C)(3)	CHARITABLE	10,000.
ELISABETH MORROW SCHOOL 435 LYDECKER STREET ENGLEWOOD, NJ 07631	NONE	501(C)(3)	CHARITABLE	10,000.
ENGLEWOOD HOSPITAL AND MEDICAL CENTER FOUNDATION 350 ENGLE STREET ENGLEWOOD, NJ 07631	NONE	501(C)(3)	CHARITABLE	510,000.
FUCHS-STENGEL, ERIC J. 1024 ASH DRIVE MAHWAH, NJ 07430	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	5,000.
FOOD BANK FOR NEW YORK CITY 39 BROADWAY, 10TH FLOOR NEW YORK, NY 10006	NONE	501(C)(3)	CHARITABLE	12,000.
FOUNDATION FOR JEWISH CULTURE P.O. BOX 489 NEW YORK, NY 10011	NONE	501(C)(3)	CHARITABLE	260,000.
FRIENDS OF BEZALEL ACADEMY ARTS AND DESIGN, INC. 370 LEXINGTON AVENUE SUITE 1612 NEW YORK, NY 10017	NONE	501(C)(3)	CHARITABLE	25,000.
FRIENDS OF BEZALEL ACADEMY OF ARTS AND DESIGN, INC. 370 LEXINGTON AVENUE, SUITE 1612 NEW YORK, NY 10006	NONE	501(C)(3)	CHARITABLE	50,000.
FRIENDS OF OFANIM 308 E LANCASTER AVE SUITE 110 WYNNEWOOD, PA 19096	NONE	501(C)(3)	CHARITABLE	36,200.
Total from continuation sheets				

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

22-2620908

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	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
Name and address (home or business)				
FRIENDS OF YEMIN ORDE 4501 CONNECTICUT AVENUE NW SUITE 813 WASHINGTON, DC 20008	NONE	501(C)(3)	CHARITABLE	20,000.
GOTTHOLD, JESSICA 54 SKYTOP DRIVE MAHWAH, NJ 07430	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	5,000.
GILDA'S CLUB OF NORTHERN NEW JERSEY 575 MAIN STREET HACKENSACK, NJ 07601	NONE	501(C)(3)	CHARITABLE	750.
GILDA'S CLUB OF NORTHERN NEW JERSEY 575 MAIN STREET HACKENSACK, NJ 07601	NONE	501(C)(3)	CHARITABLE	10,000.
GOLDA OCH ACADEMY, INC. 1418 PLEASANT VALLEY WAY WEST ORANGE, NJ 07052-1313	NONE	501(C)(3)	CHARITABLE	62,500.
JEWISH FAMILY SERVICE 1485 TEANECK ROAD TEANECK, NJ 07666	NONE	501(C)(3)	CHARITABLE	31,250.
HOLY NAME HEALTH CARE FOUNDATION 718 TEANECK ROAD TEANECK, NJ 07666	NONE	501(C)(3)	CHARITABLE	10,000.
HOPE FOR HEROISM SOUTH HANFORD STREET, SUITE 207 SEATTLE, WA 98134	NONE	501(C)(3)	CHARITABLE	5,000.
INSTITUTE FOR INTERNATIONAL EDUCATION 809 UNITED NATIONS PLAZA NEW YORK, NY 10017	NONE	501(C)(3)	CHARITABLE	1,238,386.
IPTF 5505 CONNECTICUT AVENUE NW NO. 341 WASHINGTON, DC 20015	NONE	501(C)(3)	CHARITABLE	100,000.
Total from continuation sheets				

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

22-2620908

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRIENDS OF OFANIM 308 E LANCASTER AVE SUITE 110 WYNNEWOOD, PA 19096	NONE	501(C)(3)	CHARITABLE	40,000.
FRIENDS OF OFANIM 308 E LANCASTER AVE SUITE 110 WYNNEWOOD, PA 19096	NONE	501(C)(3)	CHARITABLE	40,000.
JERUSALEM FOUNDATION INC. 420 LEXINGTON AVE. #1645 NEW YORK, NY 10170	NONE	501(C)(3)	CHARITABLE	13,800.
JESPY HOUSE 102 PROSPECT STREET SOUTH ORANGE, NJ 07079	NONE	501(C)(3)	CHARITABLE	15,000.
JEWISH COMMUNITY CENTER OF METROWEST INC. 760 NORTHFIELD AVENUE WEST ORANGE, NJ 07052	NONE	501(C)(3)	CHARITABLE	77,500.
JEWISH COMMUNITY CENTERS ASSOCIATION OF NORTH AMERICA 520 EIGHTH AVE., 4TH FL. NEW YORK, NY 10018	NONE	501(C)(3)	CHARITABLE	25,000.
JEWISH COMMUNITY PROJECT OF LOWER MANHATTAN 146 DUANE STREET NEW YORK, NY 10013	NONE	501(C)(3)	CHARITABLE	18,000.
JEWISH EDUCATION SERVICE OF NORTH AMERICA, INC. 318 WEST 39TH STREET, 5TH FLOOR NEW YORK, NY 10018	NONE	501(C)(3)	CHARITABLE	5,000.
JEWISH FAMILY SERVICE 1485 TEANECK ROAD TEANECK, NJ 07666	NONE	501(C)(3)	CHARITABLE	110,000.
JEWISH FEDERATION OF NORTHERN NEW JERSEY 50 EISENHOWER DRIVE PARAMUS, NJ 07652	NONE	501(C)(3)	CHARITABLE	1,360,889.
Total from continuation sheets				

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

22-2620908

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	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
Name and address (home or business)				
JEWISH FEDERATION OF NORTHERN NEW JERSEY 50 EISENHOWER DRIVE PARAMUS, NJ 07652	NONE	501(C)(3)	CHARITABLE	65,000.
JEWISH FUNDERS NETWORK 150 WEST 30TH STREET SUITE 900 NEW YORK, NY 10001	NONE	501(C)(3)	CHARITABLE	25,000.
JEWISH HOME FOUNDATION OF NORTH JERSEY 41 ROOSEVELT BLVD N. CALDWELL, NJ 07006-4125	NONE	501(C)(3)	CHARITABLE	100,000.
JEWISH HOME FOUNDATION OF NORTH JERSEY, INC. 10 LINK DRIVE ROCKLEIGH, NJ 07647	NONE	501(C)(3)	CHARITABLE	50,000.
JEWISH SERVICE FOR THE DEVELOPMENTALLY DISABLED OF METROWEST, INC. 395 PLEASANT VALLEY WAY WEST ORANGE, NJ 07052	NONE	501(C)(3)	CHARITABLE	15,000.
HACKETT, JACK BARRY 226 OHIO AVENUE ABSECON, NJ 08201	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	5,000.
LEHIGH UNIVERSITY DEVELOPMENT OFFICE 27 MEMORIAL DRIVE WEST BETHLEHEM, PA 18015-3086	NONE	501(C)(3)	CHARITABLE	30,000.
WNYC RADIO 160 VARICK ST NEW YORK, NY 10013	NONE	501(C)(3)	CHARITABLE	20,000.
LOUIS AUGUST JONAS FOUNDATION 152 MADISON AVENUE, SUITE 2400 NEW YORK, NY 10016	NONE	501(C)(3)	CHARITABLE	5,000.
HOAGLAND, KEVIN 17 JEFFERSON AVENUE NEW BRUNSWICK, NJ 08901-1281	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	5,000.
Total from continuation sheets				

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

22-2620908

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	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
Name and address (home or business)				
WILLIAM PATERSON UNIVERSITY FOUNDATION 300 POMPTON ROAD WAYNE, NJ 07470	NONE	501(C)(3)	CHARITABLE	10,000.
MCCULLOUGH, JOANN 53 MADISON AVENUE MONTCLAIR, NJ 07042	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	5,000.
PARADISE, CLARK J. 814 RALEIGH DRIVE TOMS RIVER, NJ 08753	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	5,000.
METROPOLITAN OPERA 64TH STREET AND BROADWAY NEW YORK, NY 10023	NONE	501(C)(3)	CHARITABLE	50,000.
MIDDLE EAST MEDIA AND RESEARCH INSTITUTE 1500 WALNUT ST SUITE 1050 PHILADELPHIA, PA 19102	NONE	501(C)(3)	CHARITABLE	100,000.
VOLUNTEER CENTER OF BERGEN COUNTY 64 PASSAIC ST. HACKENSACK, NJ 07601	NONE	501(C)(3)	CHARITABLE	3,500.
VILLAGE COMMUNITY SCHOOL 272 WEST 10TH STREET NEW YORK, NY 10014	NONE	501(C)(3)	CHARITABLE	25,000.
NEFESH B'NEFESH JEWISH SOULS UNITED INC. 42 E 69TH ST NEW YORK, NY 10021	NONE	501(C)(3)	CHARITABLE	1,100,000.
VILLAGE ACADEMIES, INC. 15 PENN PLAZA, #15 NEW YORK, NY 10001	NONE	501(C)(3)	CHARITABLE	5,000.
NEW ISRAEL FUND 1625 K STREET N W SUITE 500 WASHINGTON, DC 20006	NONE	501(C)(3)	CHARITABLE	50,000.
Total from continuation sheets				

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

22-2620908

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	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
Name and address (home or business)				
NEW ISRAEL FUND 2100 M STREET, NW SUITE 619 WASHINGTON, DC 20037	NONE	501(C)(3)	CHARITABLE	25,000.
NEW YORK PRESBYTERIAN HOSPITAL 525 EAST 68TH STREET NEW YORK, NY 10065	NONE	501(C)(3)	CHARITABLE	1,000,000.
SUTHERLAND-FOGGIO, MALCOLM 44 ELM STREET FLORHAM PARK, NJ 07932	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	5,000.
PROJECT EZRAH NEEDS 95 CEDAR LANE SUITE 12 ENGLEWOOD, NJ 07631	NONE	501(C)(3)	CHARITABLE	70,000.
RAMAPO COLLEGE FOUNDATION 505 RAMAPO ROAD RAMAPO, NJ 07430	NONE	501(C)(3)	MAKING A DIFFERENCE AWARD (CHARITABLE)	23,888.
RUTGERS HILLEL 83 SOMERSET ST NEW BRUNSWICK, NJ 08901-1281	NONE	501(C)(3)	CHARITABLE	50,000.
SERVICES FOR CHILDREN WITH HIDDEN INTELLIGENCE 812 E. COUNTRY LINE ROAD LAKEWOOD, NJ 08701	NONE	501(C)(3)	CHARITABLE	25,000.
SHALOM HARTMAN INSTITUTE 11 GEDALYAHU ALON JERUSALEM, ISRAEL	NONE	FOREIGN GRANTEE	CHARITABLE	2,512,500.
SHALOM HARTMAN INSTITUTE OF NORTH AMERICA 110 PENN PLAZA, STE 1606 NEW YORK, NY 10119-1606	NONE	501(C)(3)	CHARITABLE	10,000.
SISTERS, SERVANTS OF THE IMMACULATE HEART 1140 KING ROAD IMMACULATA, PA 19345-0200	NONE	501(C)(3)	CHARITABLE	5,000.
Total from continuation sheets				

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

22-2620908

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE PHILANTHROPIC INITIATIVE 160 FEDERAL STREET FLOOR 10 BOSTON, MA 02110	NONE	501(C)(3)	CHARITABLE	50,000.
THE BROTHERHOOD SYNAGOOGUE 28 GRAMERCY PARK SOUTH NEW YORK, NY 10003	NONE	501(C)(3)	CHARITABLE	20,000.
SUMMER STAGE AT LEONIA 311 OAKDENE AVENUE LEONIA, NJ 07605	NONE	501(C)(3)	CHARITABLE	1,000.
THE ARNOLD GOLD FOUNDATION 619 E. PALISADE AVENUE, 1ST FLOOR ENGLEWOOD, NJ 07632	NONE	501(C)(3)	CHARITABLE	31,000.
CITY HARVEST 6 EAST 32ND STREET, 5TH FLOOR NEW YORK, NY 10016	NONE	501(C)(3)	CHARITABLE	12,000.
Total from continuation sheets				

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

22-2620908

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)				
Recipient	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
Name and address (home or business)				
ASPEN INSTITUTE PO BOX 222 QUEENSTOWN, MD 21658	NONE	501(C)(3)	CHARITABLE	167,458.
CHILDREN'S MUSEUM OF THE ARTS 103 CHARLTON STREET NEW YORK, NY 10014	NONE	501(C)(3)	CHARITABLE	25,000.
THE NAZARETH PROJECT 237 NORTH PRINCE STREET, SUITE 203 LANCASTER, PA 17603	NONE	501(C)(3)	CHARITABLE	9,500.
AMERICAN FRIENDS OF RE'UT INSTITUTE 9100 WILSHIRE BLVD. SUITE 400W BEVERLY HILLS, CA 90212	NONE	501(C)(3)	CHARITABLE	28,583.
SHALOM HARTMAN INSTITUTE 11 GEDALYAHU ALON JERUSALEM	NONE	FOREIGN GRANTEE	CHARITABLE	1,937,500.
SHI OF NORTH AMERICA 110 PENN PLAZA, STE 1606 NEW YORK, NY 10119	NONE	501(C)(3)	CHARITABLE	100,000.
RUTGERS HILLEL 83 SOMERSET ST NEW BRUNSWICK, NJ 08901-1281	NONE	501(C)(3)	CHARITABLE	75,000.
CENTER FOR ASSESSMENT AND POLICY DEVELOPMENT 1622 RIVERSIDE DRIVE TRENTON, NJ 08618	NONE	501(C)(3)	CHARITABLE	47,347.
PROJECT EZRAH NEEDS 95 CEDAR LANE SUITE 12 ENGLEWOOD, NJ 07631	NONE	501(C)(3)	CHARITABLE	32,500.
NEFESH B'NEFESH JEWISH SOULS UNITED INC. 42 E 69TH ST NEW YORK, NY 10021	NONE	501(C)(3)	CHARITABLE	397,500.
Total from continuation sheets				16,959,933.

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

22-2620908

Part XV Supplementary Information				
3 Grants and Contributions Approved for Future Payment (Continuation)				
Recipient	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
Name and address (home or business)				
JEWISH FEDERATION OF NORTHERN NEW JERSEY 50 EISENHOWER DRIVE PARAMUS, NJ 07652	NONE	501(C)(3)	CHARITABLE	742,485.
JEWISH FAMILY SERVICE 1485 TEANECK ROAD TEANECK, NJ 07666	NONE	501(C)(3)	CHARITABLE	27,000.
FRIENDS OF OFANIM 308 LANCASTER AVENUE, SUITE 110 WYNNEWOOD, PA 19096	NONE	501(C)(3)	CHARITABLE	72,400.
INSTITUTE FOR INTERNATIONAL EDUCATION 809 UNITED NATIONS PLAZA NEW YORK, NY 10017	NONE	501(C)(3)	CHARITABLE	376,424.
FRIENDS OF YEMIN ORDE 4501 CONNECTICUT AVENUE NW SUITE 813 WASHINGTON, DC 20008	NONE	501(C)(3)	CHARITABLE	40,000.
ENGLEWOOD HOSPITAL AND MEDICAL CENTER FOUNDATION 350 ENGLE STREET ENGLEWOOD, NJ 07631	NONE	501(C)(3)	CHARITABLE	750,000.
COLUMBIA UNIVERSITY 116TH STREET AND BROADWAY NEW YORK, NY 10027	NONE	501(C)(3)	CHARITABLE	6,730,000.
BAR ILAN UNIVERSITY RAMAT-GAN ISRAEL 52900	NONE	FOREIGN GRANTEE	CHARITABLE	2,500,000.
AMERICAN SOCIETY FOR TECHNION 5 EAST 59TH STREET NEW YORK, NY 10022-1112	NONE	501(C)(3)	CHARITABLE	2,626,236.
AMERICAN FRIENDS OF YAHAD IN UNUM 25 WEST 45TH STREET, SUITE 1405 NEW YORK, NY 10036	NONE	501(C)(3)	CHARITABLE	100,000.
Total from continuation sheets				

22-2620908

3 Grants and Contributions Approved for Future Payment (Continuation)

223635
05-01-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
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			14	553,666.		
4 Dividends and interest from securities			14	1,960,366.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property			14	188,173.		
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			14	-517,700.		
8 Gain or (loss) from sales of assets other than inventory			18	12,716,015.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		14,900,520.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	14,900,520.

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

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

[illegible]

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. | | |

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below (see instr 1)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee <i>Angelica Berni</i>	Date	Title PRESIDENT		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<i>Robert R. Lyons</i>	<i>Robert R. Lyons</i>	<i>10/11/13</i>		P00227472
	Firm's name ▶ MARKS PANETH & SHRON LLP				Firm's EIN ▶ 11-3518842
	Firm's address ▶ 685 THIRD AVENUE NEW YORK, NY 10017				Phone no. 212 503-8800

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012**Name of the organization**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**Employer identification number**

22-2620908

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

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

Name of organization THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION	Employer identification number 22-2620908
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>REMAINING TRUST PROPERTY</u> <u>300 FRANK W. BURR BLVD., BLDG EAST</u> <u>TEANECK, NJ 07666</u>	\$ <u>77,180.</u>	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

Employer identification number

22-2620908

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

Employer identification number

22-2620908

Part III

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

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

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BARCLAY'S	6,904.
INTEREST-BEARING CASH	978.
LOGAN CIRCLE	544,953.
PECAUT & COMPANY	192.
YACKTMAN	639.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	553,666.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BARCLAY'S	682,602.	0.	682,602.
EATON VANCE	129,613.	0.	129,613.
HARBOR FUNDS	213,632.	0.	213,632.
PECAUT & COMPANY	112,114.	0.	112,114.
ROYCE FUNDS	509,462.	0.	509,462.
VANGUARD	110,254.	0.	110,254.
YACKTMAN	202,689.	0.	202,689.
TOTAL TO FM 990-PF, PART I, LN 4	1,960,366.	0.	1,960,366.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME/LOSS FROM PARTNERSHIPS	1	188,173.
TOTAL TO FORM 990-PF, PART I, LINE 5A		188,173.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME (LOSS) (SCHEDULE B)	-517,700.	-517,700.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-517,700.	-517,700.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	45,238.	0.		45,238.
TO FM 990-PF, PG 1, LN 16A	45,238.	0.		45,238.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	84,195.	20,207.		63,988.
TO FORM 990-PF, PG 1, LN 16B	84,195.	20,207.		63,988.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	419,895.	419,895.		0.
PHILANTHROPIC CONSULTING & PROGRAM EVALUATION	407,969.	0.		407,969.
INVESTMENT ADVISORY AND CUSTODY FEES	177,668.	177,668.		0.
TO FORM 990-PF, PG 1, LN 16C	1,005,532.	597,563.		407,969.

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	135,350.	0.		0.	
PAYROLL TAXES	64,641.	15,514.		49,127.	
TO FORM 990-PF, PG 1, LN 18	199,991.	15,514.		49,127.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	33,340.	0.		33,340.	
OFFICE EXPENSE	33,656.	8,077.		25,579.	
TELEPHONE	14,898.	3,576.		11,322.	
MISCELLANEOUS	13,774.	3,306.		10,468.	
TO FORM 990-PF, PG 1, LN 23	95,668.	14,959.		80,709.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	10
DESCRIPTION	AMOUNT				
UNREALIZED GAIN ON INVESTMENTS	6,209,048.				
CHANGE IN VALUE OF CHARITABLE LEAD UNITRUST	1,378,473.				
TOTAL TO FORM 990-PF, PART III, LINE 3	7,587,521.				

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	11
DESCRIPTION	AMOUNT				
RECONCILIATION FROM FINANCIALS TO FORM K-1'S FOR PARTNERSHIPS	21,685.				
TOTAL TO FORM 990-PF, PART III, LINE 5	21,685.				

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND EQUIPMENT	243,803.	219,322.	24,481.	24,481.
TO 990-PF, PART II, LN 14	243,803.	219,322.	24,481.	24,481.

FORM 990-PF CORPORATE STOCK STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
YACKTMAN ASSET MANAGEMENT (SCHEDULE C)	4,294,505.	4,294,505.
PECAUT & COMPANY (SCHEDULE D)	6,055,647.	6,055,647.
BARCLAY'S WEALTH RACHLIN (SCHEDULE E)	8,937,088.	8,937,088.
TOTAL TO FORM 990-PF, PART II, LINE 10B	19,287,240.	19,287,240.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ROYCE FUNDS	FMV	7,136,133.	7,136,133.
LOGAN CIRCLE	FMV	22,916,261.	22,916,261.
TPG - AXON PARTNERS	FMV	464,177.	464,177.
AXIOM INTERNATIONAL	FMV	9,175,006.	9,175,006.
VARDE INVESTMENT PARTNERS	FMV	9,072,382.	9,072,382.
BRAHMAN PARTNERS II	FMV	10,000,001.	10,000,001.
ONE EAST PARTNERS	FMV	688,946.	688,946.
OCH-ZIFF OVERSEAS FUND II	FMV	10,818,473.	10,818,473.
RIVA RIDGE OVERSEAS FUND II	FMV	10,012,688.	10,012,688.
CANYON VALUE REALIZATION FUND	FMV	11,292,509.	11,292,509.
GSO CAPITAL SOLUTIONS OVERSEAS	FMV	4,010,374.	4,010,374.
VPARTNERS III	FMV	1,547,842.	1,547,842.
JVP MEDIA V	FMV	1,503,926.	1,503,926.
GOLDMAN SACHS VINTAGE FUND II	FMV	811,647.	811,647.
IRVING PLACE CAPITAL	FMV	168,569.	168,569.
SHELTER VENTURE FUND	FMV	332,763.	332,763.
CERBERUS ASIA PARTNERS	FMV	129,413.	129,413.
MULTI FAMILY INVESTMENT II	FMV	261.	261.
ENTREPRENEURIAL III	FMV	135,949.	135,949.
ENTREPRENEURIAL IV	FMV	140,947.	140,947.
PRIVATE EQUITY PARTNERS XIV	FMV	162,659.	162,659.

MONTAUK SECURITY BUYOUT	FMV	251,662.	251,662.
KRG/GREENBRIAR PARTNERS	FMV	352,991.	352,991.
PRIVATE EQUITY PARTNERS XVIII	FMV	879,879.	879,879.
DISTRESSED OPPORTUNITIES	FMV	7,592.	7,592.
STRUCTURED PRODUCTS III	FMV	114,332.	114,332.
MILLENIUM	FMV	6,526,350.	6,526,350.
MEJOR ANGORA LLC	COST	733,422.	733,422.
MEJOR DONRUSS LLC	COST	120,828.	120,828.
EDMUNDS HOLDING COMPANY	COST	220,171.	220,171.
REDOX PHARMACEUTICAL CORP	COST	68,400.	68,400.
SHANNON RIVER PARTNERS	FMV	3,282,651.	3,282,651.
V3 REALTY PARTNERS	FMV	5,270,567.	5,270,567.
JVP OPPURTUNITIES FUND	FMV	3,018,454.	3,018,454.
GOLDMAN SACHS SPECIAL OPPORTUNITIES	FMV	8,259.	8,259.
VANGUARD	FMV	15,820,694.	15,820,694.
HARBOR FUNDS	FMV	9,631,073.	9,631,073.
EATON VANCE	FMV	8,912,429.	8,912,429.
YORK INVESTMENT LIMITED	FMV	10,000,000.	10,000,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		165,740,680.	165,740,680.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 15
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANGELICA BERRIE C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666	PRESIDENT/TRUSTEE 20.00	0.	0.	0.
SCOTT BERRIE C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666	VICE PRESIDENT 10.00	0.	0.	0.
MYRON ROSNER C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666	SECRETARY 15.00	0.	0.	0.
STEPHEN SEIDEN C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666	TREASURER 10.00	0.	0.	0.

THE RUSSELL BERRIE FOUNDATION, A NEW JER

22-2620908

NORMAN SEIDEN	TRUSTEE			
C/O THE RUSS BERRIE FD., 300 FRANK				
W. BURR BLVD., BLDG EAST	5.00	0.	0.	0.
TEANECK, NJ 07666				
ILAN KAUFTHAL	TRUSTEE			
C/O THE RUSS BERRIE FD., 300 FRANK				
W. BURR BLVD., BLDG EAST	5.00	0.	0.	0.
TEANECK, NJ 07666				
RUTH SALZMAN	CEO			
C/O THE RUSS BERRIE FD., 300 FRANK				
W. BURR BLVD., BLDG EAST	40.00	371,000.	11,250.	0.
TEANECK, NJ 07666				
ADAM HIRSCH	CFO			
C/O THE RUSS BERRIE FD., 300 FRANK				
W. BURR BLVD., BLDG EAST	40.00	212,000.	5,300.	0.
TEANECK, NJ 07666				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		583,000.	16,550.	0.

THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NON PROFIT CORPORATION

EIN: 22-2620908

SCHEDULE A - CAPITAL GAIN ON LIMITED PARTNERSHIPS

PART IV, 1D

1. GS Vintage Fund II	\$	(7,483)
6. Cerberus Asia Partners, L.P.		119,829
7. Nustar GP Holdings, LLC		256
11. Enterprise Products Partners, L.P.		440
15. Western Gas Partners, LP		345
19. Williams Partners L.P.		6
30. CMS Entrepreneurial Real Estate Fund II Q-LP		28,362
31. CMS Multifamily Investment Fund II Q-LP		(12,352)
33. CMS Entrepreneurial Real Estate Fund IV-Q LP		(150)
34. CMS Private Equity Partners XIV, L.P.		12,320
35. CMS/Motauk Secondary Buyout Fund LP		21,420
36. CMS/KRG/Greenbriar Partners, L.P.		5,501
37. CMS Private Equity Partners XVIII, L.P.		106,482
38. CMS Distressed Opportunities Fund, L.P.		8,509
39. Shelter Venture Fund, L.P. (draft only)		545
40. Vpartners III (Cayman) Fund, LP (waiting for K-1)		7,594
41. Irving Place Capital Fund II, LP		348
	<u>\$</u>	<u>291,972</u>

THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NON PROFIT CORPORATION**EIN: 22-2620908****SCHEDULE B - OTHER INCOME****PART I, LINE 11**

1. GS Vintage Fund II	\$	38,512
2. GS Special Opportunities		738
3. Boardwalk Pipeline Partners, LP		(5,630)
4. Axiom International Equity Fund II		(490,613)
5. Inergy Mainstream, L.P.		71
6. Cerberus Asia Partners, L.P.		8,012
7. Nustar GP Holdings, LLC		(83,037)
8. EL Paso Pipeline Partners, L.P.		(2,690)
9. Enterprise Products Partners, L.P.		(64,496)
10. Inergy, L.P.		(63,826)
11. Energy Transfer Equity, L.P.		6,736
12. Cedar Fair LP		(32,666)
13. Western Gas Partners, LP		(27,448)
14. Alliance Holdings GP, L.P.		(16,716)
15. BlueKnight Energy Partners, L.P.		(27,883)
16. Williams Partners L.P.		(6,999)
17. Spectra Energy Partner, LP		(28,471)
18. Penn Virginia Resource Partners LP		(15,216)
19. Regency Energy Partners, LP		(125,779)
20. BlueKnight Energy Partners, L.P. Series A		7,624
21. Suburban Propane Partners, L.P.		(1,081)
22. Mejor Angora, LLC		337
23. Mejor Donruss, LLC		51
24. PAA Natural Gas Storage, L.P.		(4,828)
25. The L&S Broadway Company LP		(95)
26. CMS Entrepreneurial Real Estate Fund II Q-LP		36,055
27. CMS Multifamily Investment Fund II Q-LP		40
28. CMS Entrepreneurial Real Estate Fund IV-Q LP		186,977
29. CMS Private Equity Partners XIV, L.P.		1,294
30. CMS/Motauk Secondary Buyout Fund LP		9,122
31. CMS/KRG/Greenbriar Partners, L.P.		1,270
32. CMS Private Equity Partners XVIII, L.P.		81,260
33. CMS Distressed Opportunities Fund, L.P.		7,824
34. Shelter Venture Fund, L.P. (draft only)		(4,899)
35. Vpartners III (Cayman) Fund, LP (waiting for K-1)		25,659
36. Irving Place Capital Fund II, LP		73,091
	\$	(517,700)



SCHEDULE C



Citi Private Bank

THE RUSSELL BERRIE FOUNDATION/YACKTMAN

Preferred Custody Account | 25D04901.3768 | Statement Period Dec-01-12 to Dec-31-12 | Page 28 of 141

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal

Cash & Short Term Investments (3.84%)

Description	Nominal Quantity	Avg. Unit Cost USD	Total Cost USD	Market Price Nom Ccy/As of Date	Accrued Int. USD	Market Value		Total Value USD	Est. Ann Income USD	Unrealized Asset Gain/(Loss) USD		Unrealized Currency Gain/(Loss)	Total Unrealized Gain/(Loss)
						Nom Ccy	USD			Nom Ccy	USD		
Short Term Investments													
CITIBANK MDA	191,186.66	1.00	191,186.66	1.00	11.02	191,186.66		191,197.68	152.95	0.00		0.00	0.00
CUSIP 9903CST76 Yield 08% Nominal Currency USD							3.84						
Total Cash & Short Term Investments			191,186.66		11.02	191,186.66		191,197.68	152.95	0.00		0.00	0.00

Equities (86.44%)

Description	Nominal Quantity	Avg. Unit Cost USD	Total Cost USD	Market Price Nom Ccy/As of Date	Acc. Dividend USD	Market Value		Total Value USD	Est. Ann Income USD	Unrealized Asset Gain/(Loss) USD		Unrealized Currency Gain/(Loss)	Total Unrealized Gain/(Loss)
						Nom Ccy	USD			Nom Ccy	USD		
Common Stock													
APOLLO GROUP INC CL A	2,000	38.6798	77,359.78	20.92	0.00	41,840.00		41,840.00	0.00	(35,519.78)		0.00	(35,519.78)
Ticker/CUSIP : APOL/037604105 Sector K Nominal Currency USD				Dec-31-12			0.84						
AVON PRODUCTS INC	4,600	18.4186	84,725.77	14.36	0.00	66,056.00		66,056.00	1,104.00	(18,669.77)		0.00	(18,669.77)
Ticker/CUSIP : AVP/054303102 Yield 1.67% Sector B Nominal Currency USD				Dec-31-12			1.33						
BANCORP INC DEL	10,000	5.306	53,060.00	10.9703	0.00	109,703.00		109,703.00	0.00	56,643.00		0.00	56,643.00
Ticker/CUSIP : TBBK/05969A105 Sector D Nominal Currency USD				Dec-31-12			2.20						

Equity Sector Key:

A Consumer Discretionary
B Consumer Staples
C Energy
D Financials
E Foreign Equities
F Health Care
G Industrials
H Information Technology
I Materials
J Miscellaneous - Foreign
K Other
L Telecommunication Services
M Utilities

00043/00136/05045

000044 CIPPMRNO 002525 000000

1/5

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal (continued)

Equities (86.44%)

Description	Nominal Quantity	Avg. Unit Cost		Total Cost		Market Price		Dividend		Market Value		Total Value USD		Est Ann Income		Unrealized Asset		Unrealized Currency Gain/(Loss)	Total Unrealized Gain/(Loss)
		USD Nom Ccy		USD Nom Ccy		As of Date	USD Nom Ccy	USD Nom Ccy	USD Nom Ccy	% Total Assets	USD Nom Ccy	USD Nom Ccy	USD Nom Ccy	USD Nom Ccy					
Common Stock																			
BECTON DICKINSON & CO Ticker/CUSIP - BDJ/075887109 Yield 2.53% Sector F Nominal Currency USD	1,000	76.6927		76,692.71	78.19 Dec-31-12	0.00	78,190.00		1.57	1,980.00		1,497.29	0.00		1,497.29				
C R BARD INC NEW JERSEY Ticker/CUSIP BCR/067383109 Yield 82% Sector F Nominal Currency USD	2,500	90.5304		226,326.02	✓ 97.74 Dec-31-12	0.00	244,350.00		4.91	2,000.00		18,023.98	0.00		18,023.98				
CISCO SYS INC Ticker/CUSIP CSCO/17275R102 Yield 2.85% Sector L Nominal Currency USD	13,500	15.7752		212,965.54	✓ 19.6494 Dec-31-12	0.00	265,266.90		5.33	7,560.00		52,301.36	0.00		52,301.36				
CLOROX COMPANY DE Ticker/CUSIP CLX/189054109 Yield 3.5% Sector B Nominal Currency USD	2,500	67.8816		169,704.10	73.22 Dec-31-12	0.00	183,050.00		3.68	6,400.00		13,345.90	0.00		13,345.90				
COCA-COLA CO Ticker/CUSIP KO/191216100 Yield 2.81% Sector B Nominal Currency USD	4,000	21.3985		85,594.00	36.25 Dec-31-12	0.00	145,000.00		2.91	4,080.00		59,406.00	0.00		59,406.00				
CONOCOPHILLIPS Ticker/CUSIP COP/20825C104 Yield 4.55% Sector C Nominal Currency USD	2,000	43.6327		87,265.48	57.99 Dec-31-12	0.00	115,980.00		2.33	5,280.00		28,714.52	0.00		28,714.52				

Equity Sector Key:

A Consumer Discretionary
H Information Technology
00043/00738/05046

B Consumer Staples
I Materials

C Energy
J Miscellaneous Foreign

D Financials
K Other

E Foreign Equities
I Telecommunication Services

F Health Care
M Utilities

G Industrials

2/5



THE RUSSELL BERRIE FOUNDATION/YACHTMAN

POSITION DETAILS

Reference Currency: USD

Equities (86.44%)

Equity Sector Key:

Equity Sector Key:
A Consumer Discretionary
H Information Technology

000-13/00138/050-17

G Industrials

 $\frac{3}{5}$

000044 CIPMBNO 002526 000000

THE RUSSELL BERRIE FOUNDATION/YACKTMAN

Preferred Custody Account | 251D049013768 | Statement Period Dec-01-12 to Dec-31-12 | Page 31 of 141

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal

Estimated

Equities (86.44%)

Description	Nominal Quantity	Avg. Unit Cost USD Nom Ccy	Total Cost USD Nom Ccy	Market Price Nom Ccy/ As of Date	Acc. Dividend USD Nom Ccy	Market Value USD Nom Ccy	Total Value % Total Assets	Est. Ann. Income USD Nom Ccy	Unrealized Asset Gain/(Loss) USD Nom Ccy	Unrealized Currency Gain/(Loss)	Total Unrealized Gain/(Loss)
Common Stock											
MICROSOFT CORP Ticker/CUSIP : MSFT/594918104 Yield 3.44% Sector H Nominal Currency USD	9,000	23.9341	215,407.40	26.7097 Dec-31-12	0.00	240,387.30	240,387.30 4.83	8,280.00	24,979.90	0.00	24,979.90
NEWS CORP CLASS A NEW Ticker/CUSIP : NWSA/65248E104 Yield 67% Sector A Nominal Currency USD	20,000	10.9022	218,045.50	25.51 Dec-31-12	0.00	510,200.00	510,200.00 10.25	3,400.00	292,154.50	0.00	292,154.50
PEPSICO INC Ticker/CUSIP : PEP/713448108 Yield 3.14% Sector B Nominal Currency USD	7,000	59.183	414,281.21	68.43 Dec-31-12	3,762.50	479,010.00	482,772.50 9.70	15,050.00	64,728.79	0.00	64,728.79
Pfizer Inc Ticker/CUSIP : PFE/717081103 Yield 3.83% Sector F Nominal Currency USD	5,000	15.9858	79,929.20	25.0793 Dec-31-12	0.00	125,396.50	125,396.50 2.52	4,800.00	45,467.30	0.00	45,467.30
Pfizer & Gamble Co Ticker/CUSIP : PG/742718109 Yield 3.31% Sector B Nominal Currency USD	7,500	63.9333	479,500.05	67.89 Dec-31-12	0.00	509,175.00	509,175.00 10.23	16,860.00	29,674.95	0.00	29,674.95
RESEARCH IN MOTION LTD -CAD Ticker/CUSIP : RIMM/760975102 Sector L Nominal Currency USD	3,000	9.0541	27,162.40	11.87 Dec-31-12	0.00	35,610.00	35,610.00 0.72	0.00	8,447.60	0.00	8,447.60

Equity Sector Key:

A. Consumer Discretionary
H. Information Technology
00043/00138/05048

B. Consumer Staples
I. Materials

C. Energy
J. Miscellaneous - Foreign

D. Financials
K. Other

E. Foreign Equities
L. International Securities

F. Health Care
M. Utilities

G. Industrials

4/5



Citi Private Bank



THE RUSSELL BERRIE FOUNDATION/YACKTMAN

Preferred Custody Account | 25D049013768 | Statement Period Dec-01-12 to Dec-31-12 | Page 32 of 141

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal

Equities (86.44%)																		
Description	Nominal Quantity	Avg. Unit Cost		Total Cost		Market Price		Acc Dividend		Market Value		Total Value USD		Est. Ann Income	Unrealized Asset Gain/(Loss) USD	Unrealized Currency Gain/(Loss)	Total Unrealized Gain/(Loss)	
		USD	Nom Ccy	USD	Nom Ccy	Nom Ccy/As of Date	USD	USD	Nom Ccy	USD	Nom Ccy	% Total Assets	USD					Nom Ccy
Common Stock																		
RESOURCE AMERICA INC NEW CL A	8,000	4.3676		34,941.20		6.67		600.00		53,360.00		53,960.00	960.00		18,418.80	0.00	18,418.80	
Ticker/CUSIP : REXU761195205																		
Yield 1.8% Sector D																		
Nominal Currency USD																		
STRYKER CORP	2,800	45.2041		126,571.72		54.82		742.00		153,496.00		154,238.00	2,968.00		26,924.28	0.00	26,924.28	
Ticker/CUSIP : SYK/863667101																		
Yield 1.93% Sector F																		
Nominal Currency USD																		
SYSCO CORP	7,000	29.087		203,609.60		31.66		0.00		221,620.00		221,620.00	7,840.00		18,010.40	0.00	18,010.40	
Ticker/CUSIP : SYU/871829107																		
Yield 3.54% Sector A																		
Nominal Currency USD																		
VIACOM INC NEW CLASS B	3,500	14.5397		50,888.95		52.74		0.00		184,590.00		184,590.00	3,850.00		133,701.05	0.00	133,701.05	
Ticker/CUSIP : VIAB/92553P201																		
Yield 2.09% Sector A																		
Nominal Currency USD																		
WAL-MART STORES INC	800	54.4797		43,583.76		68.23		0.00		54,584.00		54,584.00	1,272.00		11,000.24	0.00	11,000.24	
Ticker/CUSIP : WMT/931142103																		
Yield 2.33% Sector A																		
Nominal Currency USD																		
				3,522,505.14					7,050.50					4,301,555.20	109,688.00	771,999.56	771,999.56	
Total Equities																	0.00	



SCHEDULE D



Citi Private Bank

THE RUSSELL BERRIE FOUNDATION/PECAUT

Preferred Custody Account | 25D049004768 | Statement Period Dec-01-12 to Dec-31-12 | Page 14 of 141

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal

Cash & Short Term Investments (1.46%)

Description	Nominal Quantity	Avg Unit Cost USD Nom Ccy	Total Cost USD Nom Ccy	Market Price Nom Ccy / As of Date	Accrued Int. USD Nom Ccy	Market Value USD Nom Ccy	Total Value USD % Total Assets	Est. Ann Income USD Nom Ccy	Unrealized Asset Gain/(Loss) USD Nom Ccy	Unrealized Currency Gain/(Loss)	Total Unrealized Gain/(Loss)
Short Term Investments											
CITIBANK MDA	91,455.81	1.00	91,455.81	1.00	10.90	91,455.81	91,466.71	73.16	0.00	0.00	0.00
CUSIP 9903CS176 Yield 08% Nominal Currency USD							1.46				
Total Cash & Short Term Investments			91,455.81		10.90	91,455.81	91,466.71	73.16	0.00	0.00	0.00

Equities (96.43%)

Description	Nominal Quantity	Avg Unit Cost USD Nom Ccy	Total Cost USD Nom Ccy	Market Price Nom Ccy / As of Date	Acc. Dividend USD Nom Ccy	Market Value USD Nom Ccy	Total Value USD % Total Assets	Est. Ann Income USD Nom Ccy	Unrealized Asset Gain/(Loss) USD Nom Ccy	Unrealized Currency Gain/(Loss)	Total Unrealized Gain/(Loss)
Common Stock											
AMERICAN EXPRESS CO Ticker/CUSIP - AXP/025816109 Yield 1.39% Sector D Nominal Currency USD	5,000	48.6957	243,478.85	✓ 57.48 Dec-31-12	0.00	287,400.00	287,400.00	4,000.00	43,921.15	0.00	43,921.15
AMERICAN INTL GROUP INC Ticker/CUSIP - AIG/026874784 Sector D Nominal Currency USD	6,000	33.7157	202,294.35	35.30 Dec-31-12	0.00	211,800.00	211,800.00	0.00	9,505.65	0.00	9,505.65
BERKSHIRE HATHAWAY INC CL B Ticker/CUSIP - BRKB/084670702 Sector D Nominal Currency USD	6,750	57.7627	389,898.25	✓ 89.70 Dec-31-12	0.00	605,475.00	605,475.00	0.00	215,576.75	0.00	215,576.75

Equity Sector Key:

A Consumer Discretionary
B Consumer Staples
C Energy
D Financials
E Foreign Equities
F Health Care
G Industrials
H Information Technology
I Materials
J Miscellaneous - Foreign
K Other
L Telecommunication Services
M Utilities

1/7

000044 CIPPMRNO 002518 000000

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal

continued

Equities (95.43%)

Equities (\$6.43 %)																				
Description	Nominal Quantity	Avg. Unit Cost		Total Cost		Market Price		Acc. Dividend		Market Value		Total Value USD		Est. Ann Income		Unrealized Asset		Unrealized		Total Unrealized Gain/(Loss)
		USD	Norm Ccy	USD	Norm Ccy	USD	Norm Ccy	USD	Norm Ccy	USD	Norm Ccy	USD	Norm Ccy	USD	Norm Ccy	USD	Norm Ccy	Currency	Gain/(Loss)	
Common Stock																				
COCA-COLA CO	7,000	21.5425		150,797.80		✓ 36.25 Dec-31-12		0.00		253,750.00		253,750.00		7,140.00		102,952.20		0.00		102,952.20
Ticker/CUSIP : KO/191216100																				
Yield 2.81% Sector B																				
Nominal Currency USD																				
GENERAL MOTORS COMPANY	6,000	26.0349		156,209.75		28.83 Dec-31-12		0.00		172,980.00		172,980.00		0.00		16,770.25		0.00		16,770.25
Ticker/CUSIP GM/37045V100																				
Sector G																				
Nominal Currency USD																				
GENWORTH FINL INC	10,000	5.2131		52,130.95		7.51 Dec-31-12		0.00		75,100.00		75,100.00		0.00		22,969.05		0.00		22,969.05
Ticker/CUSIP · GNW/37247D106																				
Sector D																				
Nominal Currency USD																				
GETTY RLTY CORP NEW	6,000	17.5342		105,205.35		18.06 Dec-31-12		750.00		108,360.00		109,110.00		11,160.00		3,154.65		0.00		3,154.65
Ticker/CUSIP GTY/374297109																				
Yield 10.3% Sector D																				
Nominal Currency USD																				
INTL BUSINESS MACHINES CORP	1,000	189.6699		189,669.95		191.55 Dec-31-12		0.00		191,550.00		191,550.00		3,400.00		1,880.05		0.00		1,880.05
Ticker/CUSIP · IBM/459200101																				
Yield 1.78% Sector H																				
Nominal Currency USD																				
J C PENNEY CO INC	5,000	24.4959		122,479.95		19.71 Dec-31-12		0.00		98,550.00		98,550.00		0.00		(23,929.95)		0.00		(23,929.95)
Ticker/CUSIP · JCP/708160106																				
Sector A																				
Nominal Currency USD																				

Equity Sector Key:

A. Consumer Discretionary
H. Information Technology
00043/00138/05037

B. Consumer Staples
I. Materials

C. Energy
J. Miscellaneous

D. Financials
K. Other

E. Foreign Equities
L. Telecommunication Services

F. Health Care
M. Utilities

G. Industrials

2/7



Citi Private Bank



THE RUSSELL BERRIE FOUNDATION/PECAUT

Preferred Custody Account | 25D049004768 | Statement Period Dec-01-12 to Dec-31-12 | Page 16 of 141

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal

continued

Equities (96.43%)

Equities (30.43%)																				
Description	Nominal Quantity	Avg Unit Cost		Total Cost		Market Price		Acc. Dividend		Market Value		Total Value USD		Est Ann Income		Unrealized Asset		Unrealized		Total Unrealized Gain/(Loss)
		USD	Norm Ccy	USD	Norm Ccy	As of Date	Norm Ccy	USD	Norm Ccy	USD	Norm Ccy	% Total Assets	USD	Norm Ccy	USD	Norm Ccy	Gain/(Loss) USD	Norm Ccy	Gain/(Loss)	
Common Stock																				
JEFFERIES GROUP INC NEW	5,000	16,411.7		82,058.95		18.57		0.00		92,850.00		92,850.00		1,500.00		10,791.05		0.00		10,791.05
Ticker/CUSIP : JEF/472319102																				
Yield 1.62% Sector D																				
Nominal Currency USD																				
JOHNSON & JOHNSON	2,500	57,418.4		143,546.07		70.10		0.00		175,250.00		175,250.00		6,100.00		31,703.93		0.00		31,703.93
Ticker/CUSIP : JNJ/478160104																				
Yield 3.48% Sector F																				
Nominal Currency USD																				
JOHNSON CONTROLS INC	4,000	27,585.5		110,342.15		30.67		0.00		122,680.00		122,680.00		3,040.00		12,337.85		0.00		12,337.85
Ticker/CUSIP : JCI/478366107																				
Yield 2.48% Sector A																				
Nominal Currency USD																				
KINDER MORGAN INC DEL	2,115	24,405		51,616.61		35.33		0.00		74,722.95		74,722.95		3,045.60		23,106.34		0.00		23,106.34
Ticker/CUSIP : KMI/49456B101																				
Yield 4.08% Sector M																				
Nominal Currency USD																				
LEUCADIA NATIONAL CORP	10,000	18,188.9		181,889.16		23.79		0.00		237,900.00		237,900.00		2,500.00		56,010.84		0.00		56,010.84
Ticker/CUSIP : LUK/527288104																				
Yield 1.05% Sector D																				
Nominal Currency USD																				
LOEWS CORP	5,000	38,115.7		190,578.70		40.75		0.00		203,750.00		203,750.00		1,250.00		13,171.30		0.00		13,171.30
Ticker/CUSIP : L/540424108																				
Yield .61% Sector D																				
Nominal Currency USD																				

Equity Sector Key:

A Consumer Discretionary
H Information Technology
00043/00138/05023

8 Consumer Staples
I Materials

C Energy
J Miscellaneous
Foreign

D Financials
K Other

E Foreign Equities
L Telecommunication Services

F Health Care
M Utilities

G Industrials

3/7

000044 CIPPMRNO 002519 000000

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal

(continued)

Equities (96.43%)

Description	Nominal Quantity	Avg. Unit Cost USD Nom Ccy	Total Cost USD Nom Ccy	Market Price Nom Ccy/ As of Date	Acc. Dividend USD Nom Ccy	Market Value USD Nom Ccy	Total Value % Total Assets	Est. Ann Income USD Nom Ccy	Unrealized Asset Gain/(Loss) USD Nom Ccy	Unrealized Currency Gain/(Loss)	Total Unrealized Gain/(Loss)
Common Stock											
MICROSOFT CORP Ticker/CUSIP MSFT/594918104 Yield 3.44% Sector H Nominal Currency USD	7,000	27,8014	194,609 95	26,7097 Dec-31-12	0.00	186,967 90	186,967 90 2 98	6,440.00	(7,642 05)	0.00	(7,642 05)
MONDELEZ INTERNATIONAL Ticker/CUSIP MDLZ/609207105 Yield 2.04% Sector B Nominal Currency USD	7,500	20,0305	150,229 39	25,4532 Dec-31-12	975.00	190,899.00	191,874.00 3 05	3,900.00	40,669.61	0.00	40,669.61
NESTLE S A SPONSORED ADR Ticker/CUSIP NSRGY/641069406 Yield 2.72% Sector B Conv Ratio 1:1 Nominal Currency USD	7,500	29,7447	223,085 33	✓ 65.17 Dec-31-12	0.00	488,775.00	488,775.00 7 78	13,290.00	265,689.67	0.00	265,689.67
NEWMONT MINING CORP Ticker/CUSIP NEM/651639106 Yield 3.01% Sector I Nominal Currency USD	3,500	45,4031	158,911.00	46.44 Dec-31-12	0.00	162,540.00	162,540.00 2.59	4,900.00	3,629.00	0.00	3,629.00
ORIGEN FINANCIAL INC-NEW Ticker/CUSIP ORGN/68619E208 Sector D Nominal Currency USD	20,000	5.5553	111,107.02	1.45 Dec-31-12	0.00	29,000.00	29,000.00 0.46	0.00	(82,107.02)	0.00	(82,107.02)
PANHANDLE OIL & GAS INC Ticker/CUSIP PHX/698477106 Yield 9.9% Sector C Nominal Currency USD	7,000	19,4167	135,917.40	28.23 Dec-31-12	0.00	197,610.00	197,610.00 3 14	1,960.00	61,692.60	0.00	61,692.60

Equity Sector Key:

A Consumer Discretionary
IT Information Technology

B Consumer Staples

C Energy

D Financials

E Foreign Equities

F Health Care

G Industrials

H Information Technology

I Telecommunication Services

J Miscellaneous

K Other

L Utilities

M Utilities

N Other

O Other

P Other

Q Other

R Other

S Other

T Other

U Other

V Other

W Other

X Other

Y Other

Z Other

AA Other

AB Other

AC Other

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BY Other

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CI Other

CJ Other

CK Other

CL Other

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LQ Other

LR Other

LS Other

LT Other

LU Other

LV Other

LW Other

LX Other

LY Other

LZ Other

MA Other

MB Other

MC Other

MD Other

ME Other



Citi Private Bank



THE RUSSELL BERRIE FOUNDATION/PECAUT

Preferred Custody Account | 25D049004768 | Statement Period Dec-01-12 to Dec-31-12 | Page 18 of 141

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal

continued

Equities (96.43%)

Description	Nominal Quantity	Avg. Unit Cost USD Nom Ccy	Total Cost USD Nom Ccy	Market Price Nom Ccy/ As of Date	Acc Dividend USD Nom Ccy	Market Value USD Nom Ccy	Total Value USD % Total Assets	Est Ann Income USD Nom Ccy	Unrealized Asset Gain/(Loss) USD Nom Ccy	Unrealized Currency Gain/(Loss)	Total Unrealized Gain/(Loss)
Common Stock											
PEPSICO INC Ticker/CUSIP: PEP/713448108 Yield 3.14% Sector B Nominal Currency USD	1,000	64.6545	64,654.55	68.43 Dec-31-12	537.50	68,430.00	68,967.50 1.10	2,150.00	3,775.45	0.00	3,775.45
PRICE SMART INC Ticker/CUSIP: PSM/741511109 Yield .78% Sector B Nominal Currency USD	5,000	8.3891	41,945.56	✓ 76.99 Dec-31-12	0.00	384,950.00	384,950.00 6.13	3,000.00	343,004.44	0.00	343,004.44
PROCTER & GAMBLE CO Ticker/CUSIP: PG/742718109 Yield 3.31% Sector B Nominal Currency USD	2,000	59.0849	118,169.95	67.89 Dec-31-12	0.00	135,780.00	135,780.00 2.16	4,496.00	17,610.05	0.00	17,610.05
ROSETTA RESOURCES INC Ticker/CUSIP: ROSE/777779307 Sector C Nominal Currency USD	2,250	18.4245	41,455.19	45.32 Dec-31-12	0.00	101,970.00	101,970.00 1.62	0.00	60,514.81	0.00	60,514.81
SAN JUAN BASIN ROYALTY TR UBI Ticker/CUSIP: SJT/798241105 Yield 2.43% Sector D Nominal Currency USD	7,000	17.4913	122,439.25	13.41 Dec-31-12	189.88	93,870.00	94,059.88 1.50	2,282.00	(28,569.25)	0.00	(28,569.25)
SUBSEA 7 SA-SPON ADR Ticker/CUSIP: SUBCY/864323100 Yield 2.4% Sector C Conv Ratio 1:1 Nominal Currency USD	6,000	22.7992	136,795.40	24.21 Dec-31-12	0.00	145,260.00	145,260.00 2.31	3,480.00	8,464.60	0.00	8,464.60

Equity Sector Key:

- A Consumer Discretionary
- B Consumer Staples
- C Energy
- D Financials
- E Foreign Equities
- F Health Care
- G Industrials
- H Information Technology
- I Materials
- J Miscellaneous - Foreign
- K Other
- L Telecommunication Services
- M Utilities

5/7

000044 CIPPMRNO 002520 000000

THE RUSSELL BERRIE FOUNDATION/PECAUT

Preferred Custody Account | 25D049004768 | Statement Period Dec-01-12 to Dec-31-12 | Page 19 of 141

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal continued

Equities (96.43%)

Equities (30.42%)																				
Description		Nominal Quantity	Avg. Unit Cost		Total Cost		Market Price		Acc. Dividend		Market Value		Total Value		Est. Ann Income		Unrealized Asset		Unrealized	
			USD	Nom Ccy	USD	Nom Ccy	As of Date	Nom Ccy	USD	Nom Ccy	USD	Nom Ccy	% Total Assets	USD	Nom Ccy	USD	Nom Ccy	Gain/(Loss) USD	Currency Gain/(Loss)	Total Unrealized Gain/(Loss)
Common Stock																				
THE MOSAIC COMPANY		2,000	58.2329		116,465.95		56.63		0.00		113,260.00		1.80	113,260.00		2,000.00		(3,205.95)	0.00	(3,205.95)
Ticker/CUSIP MOS/61945C103							Dec-31-12													
Yield 1.77% Sector I																				
Nominal Currency USD																				
US BANCORP DEL NEW		5,000	19.9616		99,808.45		31.94		975.00		159,700.00		2.56	160,675.00		3,900.00		59,891.55	0.00	59,891.55
Ticker/CUSIP USB/902973304							Dec-31-12													
Yield 2.44% Sector D																				
Nominal Currency USD																				
USG CORPORATION NEW		5,500	44.0017		242,009.45		28.07		0.00		154,385.00		2.46	154,385.00		0.00		(87,624.45)	0.00	(87,624.45)
Ticker/CUSIP USG/903293405							Dec-31-12													
Sector I																				
Nominal Currency USD																				
VERISK ANALYTICS INC CL A		5,000	30.517		152,585.11		✓ 50.97		0.00		254,850.00		4.06	254,850.00		0.00		102,264.89	0.00	102,264.89
Ticker/CUSIP VRSK/92345Y106							Dec-31-12													
Sector H																				
Nominal Currency USD																				
WELLS FARGO & CO NEW		7,700	33.6039		258,750.45		✓ 34.18		0.00		263,186.00		4.19	263,186.00		6,776.00		4,435.55	0.00	4,435.55
Ticker/CUSIP WFC/949746101							Dec-31-12													
Yield 2.57% Sector D																				
Nominal Currency USD																				

Equity Sector Key:

A Consumer Discretionary
H Information Technology
00043/00136/05036

B Consumer Staples
I Materials

C Energy
J Miscellaneous Foreign

D Financials
K Other

E Foreign Equities
L Telecommunication Services

F Health Care
M Utilities

G Industrials

6/7



Citi Private Bank



THE RUSSELL BERRIE FOUNDATION/PECAUT

Preferred Custody Account | 25D049004768 | Statement Period Dec-01-12 to Dec-31-12 | Page 20 of 141

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal

continued

Equities (96.43%)

Description	Nominal Quantity	Avg Unit Cost		Total Cost		Market Price		Acc. Dividend		Market Value		Total Value USD		Est. Ann Income		Unrealized Asset		Unrealized		Total
		USD	Nom Ccy	USD	Nom Ccy	Norm Ccy/ As of Date	USD	Norm Ccy	USD	Norm Ccy	USD	% Total Assets	Norm Ccy	USD	Norm Ccy	Gain/(Loss) USD	Norm Ccy	Gain/(Loss)	Norm Ccy	
Rights and Warrants																				
WTS KINDER MORGAN INC	3.200	1 4476		4,632 50		3.78	0 00			12,096 00		12,096.00		0 00		7,463 50		0 00		7,463 50
Tricker/CUSIP KMIWS/49456B119						Dec-31-12						0.19								
Sector M																				
Conv Ratio 1 1																				
Nominal Currency USD																				

Total Equities				4,745,768.74			3,427.38			6,055,646.85		6,059,074.23		101,709.60		1,309,878.11		0.00		1,309,878.11
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Equity Sector Key:
A Consumer Discretionary
H Information Technology
00043/007138/06037

B Consumer Staples
I Materials

C Energy
J Miscellaneous - Foreign

D Financials
K Other

E Foreign Equities
L Telecommunication Services

F Health Care
M Utilities

G Industrials

7/7

000044 CIPPMRNO 002521 000000

SCHEDULE E



592-99001

THE RUSSELL BERNIE

December 1 - December 31, 2012

page 7 of 18

HOLDINGS

In instances where prices of securities are not readily available, securities have no values, securities may not have been actively traded or where other factors prevent the pricing of securities, "*" appears in the market price column, the market value for the security is not computed and the total equity in your account does not reflect the long or short market value (if any) of those securities. Please also note that totals may differ from the sum on individual components due to rounding. Unrealized gain/loss total reflects all positions for which a cost basis is available. Please review the Tax Lot section for details regarding cost basis.

Equities

Your statement contains research ratings for companies covered by Barclays Equity Research. Clients may access Barclays research at www.barclays.com/wealthamericas/clientaccess/disclaimers or by calling 1-800-253-4626. A complete description of Barclays ratings may be found on Page 2 of your statement.

Note: Trade price may include any applicable local taxes and fees

Common stocks (symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income (\$)	Comment / Research rating
ONEOK INC NEW (OKE)	4,800	\$ 33.38	\$ 160,200.00	\$ 42.750	\$ 205,200.00	\$ 45,000.00	3.138	6,336.00	In cash account
WILLIAMS COMPANIES INC (WMB)	12,500	26.33	329,111.89	✓ 32.740	409,250.00	80,138.11	4.089	16,250.00	In cash account
Total USD Common stocks					\$ 614,450.00	\$ 125,138.11		\$ 22,586.00	
Preferred stock (symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income (\$)	Comment / Research rating
BLUEKNIGHT ENERGY PARTNERS L P (BKEPP)	10,824	\$ 6.50	\$ 70,356.00	\$ 8.600	\$ 93,086.40	\$ 22,730.40	7.861	7,360.32	In cash account
L L C SERIES A PREFERRED UNITS									
Master limited partnerships	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income (\$)	Comment / Research rating
***TEEKAY OFFSHORE PARTNERS LP (TOO)	9,000	\$ 28.04	\$ 252,399.60	\$ 26.010	\$ 234,090.00	\$ 18,309.60	8.077	18,450.00	In cash account
ALLIANCE HLDGS GP L P (AHGP)	12,600	47.68	600,734.40	✓ 47.580	599,508.00	- 1,226.40	6.052	36,288.00	In cash account
COM UNITS REPSTG LTD PARTNER INT									Barclays: 1-O/POS
BLUEKNIGHT ENERGY PARTNERS LP (BKEP) L L C	20,000	7.55	151,030.60	6.580	131,600.00	- 19,430.60	7.020	9,000.00	In cash account
BOARDWALK PIPELINE PARTNERS LP (BWP) COM UNIT LTD PARTNER INTS	11,000	27.20	299,242.40	24.900	273,900.00	- 25,342.40	8.624	23,430.00	In cash account
CEDAR FAIR LP-DEP RCPTS REPSTG (FUN) UNITS LTD PARTNERSHIP INT	21,000	19.11	401,362.90	33.450	702,450.00	301,087.10	4.878	33,600.00	In cash account
ENERGY TRANSFER EQUITY L P (ETE) COM UNIT LTD PARTNERSHIP	20,600	41.09	846,421.44	✓ 45.480	936,888.00	90,466.56	5.631	51,500.00	In cash account
ENTERPRISE PRODUCTS PARTNERS (EPD) LP	15,000	40.84	612,652.60	✓ 50.080	751,200.00	138,547.40	5.279	39,000.00	In cash account
INERGY L P (NRGY) UNIT LTD PARTNERSHIP INT	36,000	22.79	820,284.73	18.190	654,840.00	- 165,444.73	6.510	41,760.00	In cash account
INERGY MIDSTREAM LP (NRGM) UNIT LTD PARTNERSHIP INT	12,000	19.26	231,171.00	22.250	267,000.00	35,829.00	7.281	18,480.00	In cash account
NUSTAR GP HOLDINGS LLC (NSH) UNITS RPSTG LTD LBLTY COINT	18,000	36.87	663,681.70	27.690	498,420.00	- 165,261.70	7.839	39,240.00	In cash account



4/2



592-99001

THE RUSSELL BERRIE
December 1 - December 31, 2012

page 8 of 18

Equities

Master limited partnerships	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income (\$)	Comment / Research rating
PAA NATURAL GAS STORAGE LP (PNG)	8,000	18.44	147,513.60	19.050	152,400.00	4,886.40	7.643	11,440.00	In cash account
COM UNIT LTD PARTNERSHIP INT									
PVR PARTNERS LP (PVR)	28,600	25.57	731,223.06	25.980	743,028.00	11,804.94	8.421	61,776.00	In cash account
COM UNIT REPTG LTD PARTNERSHIP									
REGENCY ENERGY PARTNERS (RGP)	36,000	24.12	868,173.70	21.680	780,480.00	- 87,693.70		66,240.00	In cash account
LP									
SPECTRA ENERGY PARTNERS LP (SEP)	15,600	33.01	514,929.04	31.230	487,188.00	- 27,741.04	6.469	30,576.00	In cash account
SUBURBAN PROPANE PARTNERS LP (SPH)	9,000	43.07	387,636.02	38.860	349,740.00	- 37,896.05	8.802	30,690.00	In cash account
UNITS LTD PARTNERSHIP INT									
WESTERN GAS PARTNERS LP (WES)	14,000	35.42	495,944.40	47.630	666,820.00	170,875.60	4.369	28,000.00	In cash account
COM UNIT REPTG LTD PARTNER									
Total USD Master limited partnerships					\$ 8,229,552.00	\$ 205,151.28		\$ 539,470.00	
Total Equities					\$ 8,937,088.40	\$ 353,019.79		\$ 569,416.32	

Cash, cash equivalents & other

Money Market Preferred, SAVRs and other Auction Rate Securities are included in the Cash, Cash Equivalents and Other category. The interest rate on these securities generally is reset on a periodic basis in an auction process. Investors should be aware that these securities may have a final legal maturity date that is of a long-term nature and that under certain circumstances the rate paid or the mechanism for setting the rate paid on these securities could change. Please consult your investment representative with any questions.

Gain/Loss in information also excludes cash, cash equivalents, and other.

Cash investments	Quantity	Market value	Comment
INSURED NETWORK DEPOSIT	91,418.7	Accrued income	
FDIC INSURED UP TO APPLICABLE LIMITS/NOT COVERED BY SIPC		\$ 91,418.70	
Total Cash, cash equivalents & other		Market value (USD) Accrued income (USD) \$ 91,418.70 \$ 0.00 \$ 91,418.70	

2/2

**THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT
CORPORATION**

EIN: 22-2620908

2012 FORM 990-PF

PART VII-B, LINE 5C ATTACHMENT

Shalom Hartman Institute – Be’eri Initiative

Amount and Date of Grants Paid

2/21/2012	\$500,000
5/18/2012	\$500,000
9/28/2012	\$875,000
12/24/2012	\$437,500

The Purpose of the Grant

The Be’eri program, which pioneers a new model for secular Jewish pluralism, works with select schools in Israel to empower educators, students, and parents to serve as change agents active in transforming Jewish studies from a marginal discipline into a cornerstone of secular Israeli education.

Dates reports were received from the Grantee

2/7/2012	Organization: a detailed FY end fundraising report that includes a list of collected pledges, showing donor name & amount, earned and indirect income, in-kind contributions from public and private sources.
2/7/2012	Organization: a detailed FY end financial report that summarizes the quarterly actual and uses operating budget.
4/2/2012	Be’eri Program (9/1/2011 to 2/28/2012) comparison of budgeted vs. actual sources and uses of funds statement in US dollars; included updated monthly cash flow projections for 12 months rolling forward.
4/2/2012	Be’eri Program (9/1/2011 to 2/28/2012) list of pledged contributions, collected pledges showing donor name & amount, earned & indirect income, in-kind contributions from public and private sources.
4/2/2012	Be’eri Program (9/1/2011 to 2/28/2012): analysis on progress of program development and outputs, outcomes, and benchmarks.
4/2/2012	Be’eri Program (9/1/2011 to 2/28/2012): report on program expenditures and revenues comparing actual to budgeted amount and explaining positive and negative variances.

5/29/2012	Be'eri Program (9/1/2011 to 2/28/2012): a semi-annual verbal update on the progress of the current evaluation of the program.
7/13/2012	Be'eri Program: annual program budget for the coming Program year. The budget must show projected expenses and revenues for the program year based on the Targeted Growth Scenario budget.
8/1/2012	Organization: semi-annual (1/1/2012 to 6/30/2012) fundraising report that includes a list of pledged contributions, list of collected pledges showing donor name & amount, earned & indirect income, in-kind contributions from public and private sources.
8/1/2012	Organization: semi-annual (1/1/2012 to 6/30/2012) comparison of budgeted vs. actual sources and uses of funds statement; included updated monthly cash flow projection for 12 months rolling forward.
8/1/2012	Be'eri Program (9/1/2011 to 6/30/2012): a year-end analysis on progress of program development & outputs, outcomes, benchmarks.
9/21/2012	Be'eri Program (9/1/2011 to 8/31/2012): a list of pledged contributions showing donor name & amount, earned & indirect income, in-kind contributions from public and private sources that should directly correspond to the report of program expenditures and revenues.
9/21/2012	Be'eri Program (9/1/2011 to 8/31/2012): comparison of budgeted vs. actual sources and uses of funds statement in US dollars; included updated monthly cash flow projections for 12 months rolling forward.
9/21/2012	Be'eri Program (9/1/2011 to 8/31/2012): report on program expenditures and revenues comparing actual to budgeted amount and explaining positive and negative variances.
12/26/2012	Shalom Hartman Institute: annual audited financial statements for fiscal year 2011.
12/26/2012	Shalom Hartman Institute of North America: audited financial statements and IRS 990 form for fiscal year 2011.

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2012 FORM 990-PF

PART VII-B, LINE 5C ATTACHMENT

**Shalom Hartman Institute
Kogod Research Center for Contemporary Jewish Thought**

Amount and Date of Grants Paid

9/10/2012 \$200,000

The Purpose of the Grant

To support the 2012-2013 academic year of the Beit Midrash Program for Emerging Leaders. The Kogod's Center, Beit Midrash Program for Emerging Leaders seeks to cultivate a new generation of pluralistic researchers and thinkers from a range of ideological backgrounds and enable them to contribute to enriching the Jewish-Israeli discourse as they fill key positions in academia and society.

Dates reports were received from the Grantee

4/30/2012	For program year 2011-2012: a narrative report on what was accomplished by the Grant including progress made toward achieving goals, specific outcomes, unexpected circumstances, problems, areas of concern, success achieved, how success was measured, keys to success and lessons learned.
5/22/2012	For program year 2011-2012: an expenditure report in US dollars including all expenditures and income earned on the Foundation funds received and expended under the Grant.
12/26/2012	Shalom Hartman Institute: annual audited financial statements for fiscal year 2011.

**THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT
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EIN: 22-2620908

2012 FORM 990-PF

PART VII-B, LINE 5C ATTACHMENT

Center for Interreligious Understanding (CIU)

Amount and Date of Grants Paid

2/16/2012	\$ 10,000
12/3/2012	\$200,000

The Purpose of the Grant

General operating support for the mission of the CIU: to explore the theological foundations and common goals of the world's religions, to prevent religious stereotypes and intolerance, and to foster genuine understanding.

Dates reports were received from the Grantee

5/10/2012	A self-evaluation progress report with a revenue and expense report for FY 2011-2012.
5/10/2012	A fundraising report for the period July 1, 2011 to May 15, 2012, includes pledge cards/letters and copies of canceled checks of donations received from other sources.
5/15/2012	Narrative report (7/1/2011 to 6/30/2012): a description of what was accomplished by the Grant including progress made toward achieving the goals of the Grant, what were the outcomes, unexpected circumstances, problems, and areas of concern, and successes achieved.
5/16/2012	A proposed budget for FY 2012-2013.
9/28/2012	A final financial statement for the period 7/1/2011 to 6/30/2012 on all expenditures of Grant funds and any income earned on those funds.
11/19/2012	A current CIU board list including names of individuals who recently resigned, who have been appointed as new members, and names of the old and new Board chairs.