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

2012

Department of the Treasury
Internal Revenue Service

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

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

ARIE & EVA HALPERN FAMILY FOUNDATION
C/O HENRY STEIN
580 ASHWOOD ROAD
SPRINGFIELD, NJ 07081

A Employer identification number
22-2764210

B Telephone number (see the instructions)

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ **12,249,914.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (att sch)				
2	Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	364,845.	364,845.		
5	Gross rents				
6	Net rental income or (loss)				
7	Net gain/(loss) from sale of assets not on line 10	22,908.			
8	Gross sales price for all assets on line 6a	1,413,291.			
9	Capital gain net income (from Part IV, line 2)		22,908.		
10	Net short-term capital gain				
11	Income modifications				
12	Total. Add lines 1 through 11. See Statement 1	-63,767.	387,753.	0.	
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16	Legal fees (attach schedule)				
17	Accounting fees (attach sch)				
18	Other prof fees (attach sch) See St. 2	13,378.	13,378.		
19	Interest				
20	Taxes (attach schedule)(see instrs)				
21	Depreciation (attach sch) and depletion				
22	Occupancy				
23	Travel, conferences, and meetings				
24	Printing and publications				
25	Other expenses (attach schedule)				
26	Total operating and administrative expenses. Add lines 13 through 23.	13,378.	13,378.		
27	Contributions, gifts, grants paid Part. XV	514,200.			514,200.
28	Total expenses and disbursements. Add lines 24 and 25.	527,578.	13,378.	0.	514,200.
29	Subtract line 26 from line 12:				
30	a Excess of revenue over expenses and disbursements.	-203,592.			
31	b Net investment income (if negative, enter -0-)		374,375.		
32	c Adjusted net income (if negative, enter -0-)			0.	

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ADMINISTRATIVE AND OPERATING EXPENSES

SCANNED SEP 04 2013

14

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments				
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		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 (attach schedule)				
		b Investments – corporate stock (attach schedule)				
		c Investments – corporate bonds (attach schedule)				
11	Investments – land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)	9,294,957.	11,867,157.	12,249,914.		
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	9,294,957.	11,867,157.	12,249,914.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)	5,000.			
	23	Total liabilities (add lines 17 through 22)	5,000.	0.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted	9,289,957.	11,867,157.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	9,289,957.	11,867,157.			
31	Total liabilities and net assets/fund balances (see instructions)	9,294,957.	11,867,157.			

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	9,289,957.
2	Enter amount from Part I, line 27a	2	-203,592.
3	Other increases not included in line 2 (itemize) See Statement 3	3	2,780,792.
4	Add lines 1, 2, and 3	4	11,867,157.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	11,867,157.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a CITI PRIVATE BANK- SEE SCHEDULE	P	Various	Various
b MERRILL LYNCH- SEE SCHED	P	Various	Various
c MERRILL LYNCH- SEE SCHED	P	Various	Various
d MERRILL LYNCH- SEE SCHED	P	Various	Various
e Capital gain dividends			

(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 727,792.		727,918.	-126.
b 302,076.		296,775.	5,301.
c 317,704.		319,350.	-1,646.
d 46,536.		46,340.	196.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-126.
b			5,301.
c			-1,646.
d			196.
e			19,183.

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	22,908.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

(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 (column (b) divided by column (c))
2011	398,833.	8,249,333.	0.048347
2010	337,000.	8,070,966.	0.041755
2009	327,000.	7,236,097.	0.045190
2008	334,000.	7,382,561.	0.045242
2007	334,000.	7,838,137.	0.042612

2 Total of line 1, column (d)	2	0.223146
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	3	0.044629
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,120,746.
5 Multiply line 4 by line 3	5	451,679.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,744.
7 Add lines 5 and 6	7	455,423.
8 Enter qualifying distributions from Part XII, line 4.	8	514,200.

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

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

1 a 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 instrs)			
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	3,744.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,744.
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	3,744.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012.	6 a	6,466.	
b Exempt foreign organizations – tax withheld at source.	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld.	6 d		
7 Total credits and payments. Add lines 6a through 6d.		7	6,466.
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	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	2,722.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 2,722. Refunded		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)?		X
<i>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.</i>		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation . . . ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions). N/A		
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? <i>If 'No,' attach explanation.</i>	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)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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?. 13 X
14 The books are in care of FOUNDATION Telephone no. 973-736-8100
Located at 580 ASHWOOD ROAD SPRINGFIELD NJ ZIP + 4 07081
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A 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? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.
1 a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No X
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)? 1 b N/A
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1 c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No X
If 'Yes,' list the years 20 __, 20 __, 20 __, 20 __
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.) 2 b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20 __, 20 __, 20 __, 20 __
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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.) 3 b N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4 a 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? 4 b X

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

5 a 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)? (see instructions) 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).

6 a 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? Yes No

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

7 a 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? Yes No

5 b	N/A	
6 b		X
7 b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 4		0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A ----- -----	
2 ----- -----	
3 ----- -----	
4 ----- -----	

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

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

	Amount
1 N/A ----- -----	
2 ----- -----	
All other program-related investments. See instructions. 3 ----- -----	

Total. Add lines 1 through 3. 0.

BAA

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	1 a	10,274,869.
b	Average of monthly cash balances	1 b	
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	10,274,869.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,274,869.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	154,123.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,120,746.
6	Minimum investment return. Enter 5% of line 5	6	506,037.

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	506,037.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	3,744.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	3,744.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	502,293.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	502,293.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	502,293.

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	1 a	514,200.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	514,200.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,744.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	510,456.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7.				502,293.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 514,200.				
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				502,293.
e Remaining amount distributed out of corpus	11,907.			
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	11,907.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	11,907.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	11,907.			

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

See Statement 5

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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 SEE SCHEDULE ,		PUBLIC	GENERAL	514,200.
Total ...			▶ 3 a	514,200.
b Approved for future payment				
Total ...			▶ 3 b	

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income..	\$ -63,767.		
Total	\$ -63,767.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ADVISORY FEES.	\$ 13,378.	\$ 13,378.		
Total	\$ 13,378.	\$ 13,378.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part III, Line 3
Other Increases

Increase in basis	\$ 2,780,792.
Total	\$ 2,780,792.

Statement 4
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
HENRY STEIN 580 ASHWOOD ROAD SPRINGFIELD, NJ 07081	Trustee 0	\$ 0.	\$ 0.	\$ 0.
SHELLEY PARADIS	Trustee 0	0.	0.	0.
BELLA SAVRAN	Trustee 0	0.	0.	0.

Statement 4 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
NANETTE BRENNER	Trustee 0	\$ 0.	\$ 0.	\$ 0.
'				
BEN STEIN	Trustee 0	0.	0.	0.
'				
		Total \$	<u>0.</u>	<u>0.</u>
			<u>0.</u>	<u>0.</u>

Statement 5
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: N/A
Name:
Care Of:
Street Address:
City, State, Zip Code:
Telephone:
E-Mail Address:
Form and Content: N/A
Submission Deadlines: N/A
Restrictions on Awards: N/A

Other Income Producing Activities
Dividends/interest from securities.

CITI PRIVATE BANK- INTEREST	\$	131,405.
STATE OF ISRAEL- INTEREST		61,810.
CITI PRIVATE BANK- DIVIDENDS		89,548.
VANGUARD PRIME MM- DIVIDENDS		30.
VANGUARD ENERGY FUND- DIVIDENDS		16,098.
MERRILL LYNCH- INTEREST		3,344.
MERRILL LYNCH- DIVIDENDS		61,619.
SUN LIFE ASSUR- INTEREST		105.
CITI- INTERET		886.
Total	\$	<u>364,845.</u>

Other Income Producing Activities
Other investment income [O]

CITIBANK- INERGY, LP	\$	-410.
CITIBANK- SUBURBAN PROPANE PRT, LP		-535.
CITIBANK- PLAINS ALL AM PIPELINE, LP		-3,979.
CITIBANK- ONEOK PARTNERS, LP		-8,072.
CITIBANK- ENTERPRISE PRODUCTS LP		-9,689.
CITIBANK- EL PASO PIPELINE LP		-1,690.
CITIBANK- NUSTAR GP HOLDINGS LLC		-6,029.
CITIBANK- WESTERN GAS LP		-1,481.
CITIBANK- WILLIAMS PARTNERS LP		-8,151.
CITIBANK- MARKWEST ENERGY LP		-1,530.
CITIBANK- GENESIS ENERGY LP		-4,496.
CITIBANK- TARGA RESOURCES LP		-17,705.
Total	\$	<u>-63,767.</u>

Dispositions
Related or exempt function (2a)

CITI PRIVATE BANK- CAP GAIN DISTR	\$	7,338.
VANGUARD- CAP GAIN DISTR		11,845.
Total	\$	<u>19,183.</u>

Balance Sheet
Other (Form 990-PF)[O]

See Schedule of Investments- Beg. of Year	\$	9,294,957.
Total	\$	<u>9,294,957.</u>

Balance Sheet
Other (Form 990-PF)[O]

See Schedule of Investments- End of Year	\$	11,867,157.
Total	\$	<u>11,867,157.</u>

FMV of Assets (990-PF)
Other [O]

See Schedule of Investments- FMV.	\$ 12,249,914.
Total	<u>\$ 12,249,914.</u>

ARIE & EVA HALPERN FAMILY FOUNDATION
CITI PRIVATE BANK
CAPITAL GAINS (LOSSES)
YEAR 2012

<u>Quantity</u>		<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain (Loss)</u>
8,000	CITIGROUP CAP	11/19/07	12/17/12	200,000	200,000	0
660,000	FHLMC MULTI CLASS	6/18/93	5/7/12	130	221	(91)
1,020,000	FHLMC MULTI CLASS	2/25/94	7/9/12	2,075	2,110	(35)
100,000	GENERAL MTR	11/21/02	11/15/12	100,000	100,000	0
2,900	PNC CAP	8/30/10	7/30/12	72,500	72,500	0
10,000	PUBLIC STORAGE	1/4/07	4/11/12	250,000	250,000	0
	SUBURBAN PROPANE	6/30/09	9/20/12	2	2	0
105	VNB CAP	10/31/01	1/17/12	2,625	2,625	0
100,000	ISRAEL BONDS	1/2/02	1/1/12	100,000	100,000	0
	PUBLIC STORAAGE	1/4/07	4/11/12	460	460	0
	TOTAL			727,792	727,918	(126)



THE ARIE AND EVA HALPERN

WCMIA Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
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REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
14.0000	ISHARES RUSSELL 1000	04/27/12	09/18/12	951.07	929.10	21.97 S
53.0000	ISHARES RUSSELL 1000	04/27/12	09/18/12	3,883.25	3,694.51	188.74 S
9.0000	GUGGENHEIM RUSSELL	04/27/12	09/18/12	977.29	923.84	53.45 S
5.0000	ISHARES TR MSCI EAFE	04/27/12	09/18/12	233.88	228.83	5.05 S
5.0000	ISHARES IBOX \$	04/27/12	09/18/12	601.75	582.73	19.02 S
15.0000	VANGUARD SMALL CAP VALUE	04/27/12	09/18/12	1,100.98	1,054.89	46.09 S
5.0000	VANGUARD SMALL CAP	04/27/12	09/18/12	450.41	435.40	15.01 S
32.0000	POWERSHARES S&P 500 HIGH	04/27/12	09/18/12	506.97	493.44	13.53 S
28.0000	WISDOMTREE L/C DIVID FD	04/27/12	09/18/12	1,548.50	1,487.45	61.05 S
7.0000	VANGUARD MID-CAP VAL IDX	04/27/12	09/18/12	411.88	401.33	10.55 S
12.0000	VANGUARD FTSE ALL WORLD	04/27/12	09/18/12	536.57	523.51	13.06 S
3.0000	ISHARES IBOX \$ HIGH YIELD	04/27/12	09/18/12	281.63	272.85	8.78 S
6.0000	ISHARES JP MORGAN EM BON	04/27/12	09/18/12	724.06	683.12	40.94 S
24.0000	SECTOR SPDR CONSMRFS STPL	04/27/12	09/18/12	865.98	822.90	43.08 S
29.0000	AMEX TECHNOLGY SELCT SPDR	04/27/12	09/18/12	915.57	871.39	44.18 S
0.1360	THIRD AVENUE FOC CR INST	04/27/12	09/18/12	1.39	1.36	0.03 S
43.0000	THIRD AVENUE FOC CR INST	04/27/12	09/18/12	439.89	430.86	9.03 S
0.5960	THIRD AVENUE FOCUSED	04/27/12	09/18/12	6.09	5.97	0.12 S



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 Statement Period Year Ending 12/31/12
 Account No. 857-02920



THE ARIE AND EVA HALPERN

WICMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
0.0590	VIRTUS ALPHASECTOR ROTN I	04/27/12	09/18/12	0.72	0.69	0.03
120.0000	VIRTUS ALPHASECTOR ROTN I	04/27/12	09/18/12	1,473.60	1,412.40	61.20
0.1680	VIRTUS ALPHASECTOR	04/27/12	09/18/12	2.06	1.97	0.09
0.0700	GS DYNAMIC ALLOCATION I	04/27/12	09/18/12	0.78	0.76	0.02
55.0000	GS DYNAMIC ALLOCATION I	04/27/12	09/18/12	618.20	594.00	24.20
0.6050	GOLDMAN SACHS DYNAMIC	04/27/12	09/18/12	6.80	6.53	0.27
0.8650	ETN VNCE GL MAC AR ADV I	04/27/12	09/18/12	8.81	8.68	0.13
3,569.0000	ETN VNCE GL MAC AR ADV I	04/27/12	09/18/12	36,368.11	35,797.07	571.04
0.6750	JPMRGN HGBR ST MK NT SEL	04/27/12	09/18/12	10.04	10.04	0.00
174.0000	JPMRGN HGBR ST MK NT SEL	04/27/12	09/18/12	2,589.12	2,587.38	1.74
0.2290	JP MORGAN HIGHBRIDGE	04/27/12	09/18/12	3.40	3.40	0.00
0.2260	BLKRRK EM MKT LNG SH EQ I	04/27/12	09/18/12	2.40	2.37	0.03
5.0000	BLKRRK EM MKT LNG SH EQ I	04/27/12	09/18/12	53.20	52.40	0.80
0.1020	BLKRRK GLB LNG SHRT CRD I	04/27/12	09/18/12	1.07	1.04	0.03
10.0000	BLKRRK GLB LNG SHRT CRD I	04/27/12	09/18/12	104.50	102.20	2.30
0.5200	ARTIO US MICROCAP FUND I	04/27/12	09/18/12	5.82	5.87	(0.05)
1,789.0000	ARTIO US MICROCAP FUND I	04/27/12	09/18/12	20,018.91	20,179.92	(161.01)
0.2400	GABELLI ABC FUND ADV CL	04/27/12	09/18/12	2.41	2.40	0.01
265.0000	GABELLI ABC FUND ADV CL	04/27/12	09/18/12	2,657.95	2,647.35	10.60
0.7830	GOLDMAN SACHS ABSOLUTE	04/27/12	09/18/12	7.20	7.12	0.08
692.0000	GOLDMAN SACHS ABSOLUTE	04/27/12	09/18/12	6,359.48	6,290.28	69.20
0.2780	PIMCO GLOBAL MULTI	04/27/12	09/18/12	3.24	3.16	0.08
19.0000	PIMCO GLOBAL MULTI	04/27/12	09/18/12	221.54	215.65	5.89
0.1200	PIMCO GLOBAL MULTI	04/27/12	09/18/12	1.39	1.36	0.03
0.1090	BLACKROCK GLOBAL ALLOC I	04/27/12	09/18/12	2.15	2.13	0.02
167.0000	BLACKROCK GLOBAL ALLOC I	04/27/12	09/18/12	3,309.94	3,261.51	48.43
0.6500	BLACKROCK GLOBAL	04/27/12	09/18/12	12.88	12.69	0.19
33.0000	GUGGENHEIM RUSSELL	04/27/12	12/18/12	3,453.90	3,387.40	66.50
18.0000	ISHARES TR MSCI EAFE	04/27/12	12/18/12	1,067.99	1,048.98	19.01
2.0000	ISHARES IBOX \$	04/27/12	12/18/12	241.59	233.09	8.50
52.0000	VANGUARD SMALL CAP VALUE	04/27/12	12/18/12	3,828.60	3,656.96	171.64
7.0000	VANGUARD REIT ETF	04/27/12	12/18/12	455.76	459.97	(4.21)
10.0000	VANGUARD MSCI EMERGING	04/27/12	12/18/12	437.09	427.78	9.31
209.0000	POWERSHARES S&P 500 HIGH	04/27/12	12/18/12	3,320.94	3,222.78	98.16
193.0000	WISDOMTREE L/C DIVID FD	04/27/12	12/18/12	10,462.30	10,252.78	209.52
26.0000	VANGUARD INDEX FDS	04/27/12	12/18/12	1,790.61	1,791.75	(1.14)
60.0000	VANGUARD MID-CAP VAL IDX	04/27/12	12/18/12	3,582.08	3,499.98	82.10
203.0000	VANGUARD FTSE ALL WORLD	04/27/12	12/18/12	9,230.22	8,855.98	374.24
6.0000	VANGUARD INTERMEDIATE	04/27/12	12/18/12	538.03	527.49	10.54
65.0000	ISHARES FTSE EPRA/NAREIT	04/27/12	12/18/12	2,096.92	1,912.30	184.62





THE ARIE AND EVA HALPERN

WICMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
2.0000	ISHARES JP MORGAN EM BON	04/27/12	12/18/12	244.93	227.71	16.62 S
1.0000	ALPS ALERIAN MLP ETF	04/27/12	12/18/12	15.82	16.70	(0.88) S
17.0000	EMERGING GLOBAL SHARES	04/27/12	12/18/12	446.73	422.21	24.52 S
816.0000	SECTOR SPDR CONSMRS STPL	04/27/12	12/18/12	29,359.26	27,978.77	1,380.49 S
74.0000	AMEX TECHNLY SELCT SPDR	04/27/12	12/18/12	2,155.58	2,223.54	(67.96) S
74.0000	AQR DIV ARBITRAGE CL I	04/27/12	12/18/12	814.74	821.40	(6.66) S
0.5520	AQR DIVERSIFIED	04/27/12	12/18/12	6.07	6.12	(0.05) S
0.0630	AQR DIV ARBITRAGE CL I	09/18/12	12/18/12	0.69	0.70	(0.01) S
2,546.0000	THIRD AVENUE FOC CR INST	04/27/12	12/18/12	26,325.64	25,510.92	814.72 S
0.4040	THIRD AVENUE FOC CR INST	04/27/12	12/18/12	4.18	4.04	0.14 S
971.0000	AQR MGD FUTURES STRAT I	04/27/12	12/18/12	9,379.86	9,156.53	223.33 S
0.5780	AQR MGD FUTURES STRAT I	09/18/12	12/18/12	5.58	5.45	0.13 S
2,347.0000	GS DYNAMIC ALLOCATION I	04/27/12	12/18/12	25,418.01	25,347.60	70.41 S
0.3950	GS DYNAMIC ALLOCATION I	04/27/12	12/18/12	4.28	4.26	0.02 S
204.0000	JPMRGN HGBR ST MK NT SEL	04/27/12	12/18/12	3,080.40	3,033.48	46.92 S
0.6550	JPMRGN HGBR ST MK NT SEL	04/27/12	12/18/12	9.89	9.74	0.15 S
0.3460	BLKRRK GLB LNG SHRT CRD I	04/27/12	12/18/12	3.68	3.54	0.14 S
323.0000	BLKRRK GLB LNG SHRT CRD I	04/27/12	12/18/12	3,439.95	3,301.06	138.89 S
0.4050	BLACKROCK GLOBAL LONG	04/27/12	12/18/12	4.31	4.13	0.18 S
0.1100	GABELLI ABC FUND ADV CL	04/27/12	12/18/12	1.09	1.10	(0.01) S
4,281.0000	GABELLI ABC FUND ADV CL	04/27/12	12/18/12	42,253.47	42,767.19	(513.72) S
45.0000	PIMCO EMERGING LOCAL	04/27/12	12/18/12	499.50	485.55	13.95 S
0.0460	PIMCO EMERGING LOCAL	04/27/12	12/18/12	0.51	0.49	0.02 S
0.6010	PIMCO EMERGING LOCAL	09/18/12	12/18/12	6.66	6.54	0.12 S
1,493.0000	BLACKROCK GLOBAL ALLOC I	04/27/12	12/18/12	29,800.28	29,158.29	641.99 S
0.3500	BLACKROCK GLOBAL ALLOC I	04/27/12	12/18/12	6.99	6.83	0.16 S
				302,076.41	296,774.98	5,301.43





THE ARIE AND EVA HALPERN

WCHA Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
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REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1.0000	AIR PRODUCTS&CHEM	04/27/12	05/01/12	86.64	85.62	1.02 ST
1.0000	BAXTER INTERNTL INC	04/27/12	05/01/12	55.81	55.28	0.53 ST
1.0000	CHEVRON CORP	04/27/12	05/01/12	108.61	106.29	2.32 ST
1.0000	EXXON MOBIL CORP COM	04/27/12	05/01/12	87.46	86.00	1.46 ST
1.0000	HOME DEPOT INC	04/27/12	05/01/12	52.43	52.01	0.42 ST
144.0000	KIMBERLY CLARK	04/27/12	05/01/12	11,292.62	11,329.20	(36.58) ST
7.0000	MEDTRONIC INC COM	04/27/12	05/01/12	270.19	263.10	7.09 ST
1.0000	OCCIDENTAL PETE CORP CAL	04/27/12	05/01/12	93.34	91.56	1.78 ST
1.0000	RAYTHEON CO DELAWARE NEW	04/27/12	05/01/12	54.43	53.95	0.48 ST
188.0000	C.H. ROBINSON WORLDWIDE,	05/01/12	06/01/12	10,769.32	11,452.77	(683.45) ST
439.0000	CONAGRA FOODS INC	04/27/12	06/01/12	10,851.09	11,381.29	(530.20) ST
1.0000	CONAGRA FOODS INC	05/01/12	06/01/12	24.72	25.96	(1.24) ST
100.0000	UNION PACIFIC CORP	04/27/12	06/01/12	10,921.71	11,400.44	(478.73) ST
17.0000	WAL-MART STORES INC	04/27/12	06/01/12	1,114.21	1,003.10	111.11 ST
216.0000	EMERSON ELEC CO	04/27/12	07/02/12	9,798.70	11,397.28	(1,598.58) ST
14.0000	EMERSON ELEC CO	05/01/12	07/02/12	635.10	692.40	(57.30) ST
19.0000	EMERSON ELEC CO	06/01/12	07/02/12	861.93	872.60	(10.67) ST
185.0000	HONEYWELL INTL INC DEL	04/27/12	07/02/12	10,159.39	11,349.25	(1,189.86) ST
1.0000	HONEYWELL INTL INC DEL	05/01/12	07/02/12	54.91	61.24	(6.33) ST
26.0000	HONEYWELL INTL INC DEL	06/01/12	07/02/12	1,427.82	1,407.43	20.39 ST

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 Statement Period Year Ending 12/31/12
 Account No. 857-02921





THE ARIE AND EVA HALPERN

WOMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
218.0000	HOME DEPOT INC	04/27/12	07/02/12	11,518.46	11,339.14	179.32 ST
19.0000	HOME DEPOT INC	06/01/12	07/02/12	1,003.91	915.96	87.95 ST
195.0000	ILLINOIS TOOL WORKS INC	04/27/12	07/02/12	10,112.24	11,349.98	(1,237.74) ST
2.0000	ILLINOIS TOOL WORKS INC	05/01/12	07/02/12	103.71	115.40	(11.69) ST
12.0000	ILLINOIS TOOL WORKS INC	06/01/12	07/02/12	622.30	656.58	(34.28) ST
292.0000	GENERAL MILLS	04/27/12	08/01/12	11,213.66	11,374.86	(161.20) ST
9.0000	GENERAL MILLS	06/01/12	08/01/12	345.62	342.45	3.17 ST
52.0000	GENERAL MILLS	07/02/12	08/01/12	1,996.96	2,024.33	(27.37) ST
175.0000	JOHNSON AND JOHNSON COM	04/27/12	08/01/12	12,186.75	11,384.63	802.12 ST
10.0000	JOHNSON AND JOHNSON COM	06/01/12	08/01/12	696.38	618.97	77.41 ST
17.0000	JOHNSON AND JOHNSON COM	07/02/12	08/01/12	1,183.87	1,153.45	30.42 ST
176.0000	WAL-MART STORES INC	04/27/12	08/01/12	13,041.39	10,385.06	2,656.33 ST
22.0000	WAL-MART STORES INC	07/02/12	08/01/12	1,630.18	1,523.72	106.46 ST
177.0000	KIMBERLY CLARK	08/01/12	09/04/12	14,776.82	15,463.25	(686.43) ST
123.0000	OCCIDENTAL PETE CORP CAL	04/27/12	09/04/12	10,186.96	11,262.38	(1,075.42) ST
23.0000	OCCIDENTAL PETE CORP CAL	06/01/12	09/04/12	1,904.88	1,804.35	100.53 ST
15.0000	OCCIDENTAL PETE CORP CAL	07/02/12	09/04/12	1,242.31	1,277.64	(35.33) ST
16.0000	OCCIDENTAL PETE CORP CAL	08/01/12	09/04/12	1,325.14	1,404.48	(79.34) ST
212.0000	TIFFANY & CO NEW	06/01/12	09/04/12	12,561.99	11,422.18	1,139.81 ST
48.0000	TIFFANY & CO NEW	07/02/12	09/04/12	2,844.22	2,541.72	302.50 ST
18.0000	TIFFANY & CO NEW	08/01/12	09/04/12	1,066.59	1,002.33	64.26 ST
44.0000	ABBOTT LABS	04/27/12	10/01/12	3,053.05	2,733.98	319.07 ST
24.0000	AIR PRODUCTS&CHEM	04/27/12	10/01/12	2,003.31	2,054.76	(51.45)
6.0000	AIR PRODUCTS&CHEM	04/27/12	10/01/12	500.83	513.69	(12.86) ST
41.0000	AUTOMATIC DATA PROC	04/27/12	10/01/12	2,407.13	2,292.93	114.20 ST
44.0000	BAXTER INTERNTL INC	04/27/12	10/01/12	2,655.92	2,432.12	223.80 ST
26.0000	CHEVRON CORP	04/27/12	10/01/12	3,068.30	2,768.43	304.87 ST
16.0000	C.H. ROBINSON WORLDWIDE,	07/02/12	10/01/12	947.51	974.58	(27.07)
34.0000	C.H. ROBINSON WORLDWIDE,	07/02/12	10/01/12	2,013.46	2,070.98	(57.52) ST
66.0000	COCA COLA COM	04/27/12	10/01/12	2,542.92	2,533.62	9.30 ST
45.0000	EATON CORP	04/27/12	10/01/12	2,142.92	2,210.67	(67.75)
31.0000	EATON CORP	04/27/12	10/01/12	1,476.24	1,522.91	(46.67) ST
34.0000	EXXON MOBIL CORP COM	04/27/12	10/01/12	3,137.81	2,924.00	213.81 ST
27.0000	GENL DYNAMICS CORP COM	04/27/12	10/01/12	1,822.45	1,827.52	(5.07)
15.0000	GENL DYNAMICS CORP COM	04/27/12	10/01/12	1,012.48	1,015.29	(2.81) ST
23.0000	MCDONALDS CORP COM	04/27/12	10/01/12	2,125.83	2,238.13	(112.30)
6.0000	MCDONALDS CORP COM	04/27/12	10/01/12	554.57	583.86	(29.29) ST
74.0000	MEDTRONIC INC COM	04/27/12	10/01/12	3,218.52	2,781.31	437.21 ST
51.0000	MICROSOFT CORP	04/27/12	10/01/12	1,511.60	1,632.77	(121.17)
6.0000	MICROSOFT CORP	04/27/12	10/01/12	177.84	192.09	(14.25) ST



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 Account No. 857-02921



THE ARIE AND EVA HALPERN

WOMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
61.0000	PAYCHEX INC	04/27/12	10/01/12	2,013.29	1,904.42	108.87 ST
210.0000	RAYTHEON CO DELAWARE NEW	04/27/12	10/01/12	11,677.81	11,328.49	349.32 ST
20.0000	RAYTHEON CO DELAWARE NEW	06/01/12	10/01/12	1,112.17	993.75	118.42 ST
16.0000	RAYTHEON CO DELAWARE NEW	07/02/12	10/01/12	889.74	892.32	(2.58) ST
35.0000	RAYTHEON CO DELAWARE NEW	08/01/12	10/01/12	1,946.30	1,929.13	17.17 ST
30.0000	RAYTHEON CO DELAWARE NEW	09/04/12	10/01/12	1,688.27	1,688.25	(19.98) ST
18.0000	UNITED TECHS CORP COM	04/27/12	10/01/12	1,421.32	1,476.46	(55.14)
10.0000	UNITED TECHS CORP COM	04/27/12	10/01/12	789.62	820.25	(30.63) ST
30.0000	WAL-MART STORES INC	09/04/12	10/01/12	2,228.65	2,204.64	24.01 ST
102.0000	AIR PRODUCTS&CHEM	04/27/12	11/06/12	8,138.75	8,732.75	(594.00) ST
24.0000	AIR PRODUCTS&CHEM	04/27/12	11/06/12	1,915.00	2,001.95	(86.95) ST
15.0000	AIR PRODUCTS&CHEM	06/01/12	11/06/12	1,196.87	1,163.82	33.05 ST
26.0000	AIR PRODUCTS&CHEM	07/02/12	11/06/12	2,074.59	2,065.73	8.86 ST
18.0000	AIR PRODUCTS&CHEM	08/01/12	11/06/12	1,436.26	1,463.60	(27.34) ST
236.0000	NORFOLK SOUTHERN CORP	10/01/12	11/06/12	14,488.12	15,266.65	(778.53) ST
110.0000	UNITED TECHS CORP COM	04/27/12	11/06/12	8,809.16	9,022.81	(213.65) ST
18.0000	UNITED TECHS CORP COM	04/27/12	11/06/12	1,441.50	1,458.17	(16.67) ST
1.0000	UNITED TECHS CORP COM	05/01/12	11/06/12	80.08	81.82	(1.74) ST
18.0000	UNITED TECHS CORP COM	06/01/12	11/06/12	1,441.50	1,308.09	133.41 ST
26.0000	UNITED TECHS CORP COM	07/02/12	11/06/12	2,082.17	1,951.82	130.35 ST
23.0000	UNITED TECHS CORP COM	08/01/12	11/06/12	1,841.92	1,732.45	109.47 ST
208.0000	WAL-MART STORES INC	09/04/12	11/06/12	15,394.45	15,285.50	108.95 ST
20.0000	ABBOTT LABS	04/27/12	12/03/12	1,291.79	1,242.72	49.07 ST
21.0000	AUTOMATIC DATA PROC	04/27/12	12/03/12	1,188.65	1,174.43	14.22 ST
21.0000	BAXTER INTERNTL INC	04/27/12	12/03/12	1,384.78	1,160.78	224.00 ST
5.0000	CHEVRON CORP	04/27/12	12/03/12	525.54	531.43	(5.89)
13.0000	C.H. ROBINSON WORLDWIDE,	07/02/12	12/03/12	792.80	791.85	0.95 ST
44.0000	COCA COLA COM	04/27/12	12/03/12	1,654.80	1,689.08	(34.28)
7.0000	EXXON MOBIL CORP COM	04/27/12	12/03/12	615.43	602.00	13.43 ST
40.0000	EATON CORP PLC	12/03/12	12/04/12	2,067.55	2,076.22	(8.67)
7.0000	GENL DYNAMICS CORP COM	04/27/12	12/03/12	462.06	473.80	(11.74)
9.0000	HONEYWELL INTL INC DEL	10/01/12	12/03/12	548.27	550.58	(2.31)
47.0000	LINEAR TECHNOLOGY CORP	10/01/12	12/03/12	1,564.33	1,545.81	18.52 ST
15.0000	MCDONALDS CORP COM	04/27/12	12/03/12	1,303.12	1,459.65	(156.53)
26.0000	MEDTRONIC INC COM	04/27/12	12/03/12	1,094.74	977.21	117.53 ST
34.0000	PAYCHEX INC	04/27/12	12/03/12	1,105.84	1,061.48	44.36 ST
15.0000	3M COMPANY	10/01/12	12/03/12	1,359.41	1,411.84	(52.43)
				317,704.10	319,350.02	(1,645.91)

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THE ARIE AND EVA HALPERN

WICMA Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
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REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
3,000.0000	CITIGROUP INC 4.45% 2017	05/16/12	05/25/12	3,084.72	3,114.36	(29.64) S
2,000.0000	EMBARQ CORP 7.99% JUN01 36	05/16/12	05/25/12	2,000.58	2,056.88	(56.30) S
1,000.0000	US TSY 0.500% NOV 15 2013	05/16/12	05/22/12	1,003.12	1,003.40	(0.28) S
2,000.0000	US TSY 1.125% DEC 15 2012	05/16/12	05/22/12	2,010.62	2,011.24	(0.62) S
2,000.0000	US TSY 0.375% OCT 31 2012	05/16/12	05/22/12	2,001.86	2,002.18	(0.32) S
28.0000	LS SECURITIZED ASSET FD	05/15/12	05/22/12	311.36	311.36	0.00
2,000.0000	SPRINT CAP CORP 6.87% 2028	05/16/12	07/24/12	1,661.00	1,490.00	171.00 S
1,000.0000	USG CORP 6.30% NOV15 16	05/16/12	07/24/12	961.25	977.50	(16.25) S
3,000.0000	ALLY FINCL INC 6.87% 2012	05/16/12	08/28/12	3,000.00	3,000.00	0.00
3,000.0000	VALERO ENERGY COR 6.62% 37	05/16/12	09/26/12	3,599.04	3,321.70	277.34 S
15,000.0000	US TSY 0.375% OCT 31 2012	05/16/12	10/31/12	14,999.99	15,016.35	(16.36) S
2,000.0000	US TSY 0.375% OCT 31 2012	08/01/12	10/31/12	2,000.01	2,001.33	(1.32) S
2,000.0000	HEWLETT-PACKARD 2.60% 2017	05/16/12	11/29/12	1,902.74	1,992.98	(90.24) S
6,000.0000	US TSY 1.125% DEC 15 2012	05/16/12	12/17/12	6,000.00	6,033.72	(33.72) S
2,000.0000	US TSY 1.125% DEC 15 2012	08/01/12	12/17/12	2,000.00	2,007.34	(7.34) S
				46,536.29	46,340.34	195.95

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ARIE & EVA FAMILY FOUNDATION
 FORM 990-PF
 PART II- BALANCE SHEET
 YEAR 2012

LINE 13- INVESTMENTS

	Book Value	Fair Market Value
<u>Citi Private Bank</u>		
Money market Fund	455,975	455,975
Asset backed securities	2,319	1,996
Corporate bonds	2,666,713	2,717,228
Common stocks	2,819,745	2,941,935
Preferred stocks	1,404,838	1,419,951
Real estate investment trusts	520,470	508,168
Mutual funds	354,246	285,900
Unit investment trusts	14,830	36,914
	8,239,136	8,368,067
<u>The Vanguard Group</u>		
Vanguard Prime Money Market Fund	81,672	81,672
Vanguard Energy Fund Admiral Shares	487,152	705,803
	568,824	787,475
<u>Merrill Lynch</u>		
Cash/ Money Accounts	69,044	69,044
Government Securities	73,789	73,891
Corporate Bonds	95,751	99,110
Equities	301,574	303,541
Mutual Funds	2,519,039	2,548,786
	3,059,197	3,094,372
TOTAL	11,867,157	12,249,914

ARIE & EVA HALPERN FAMILY FOUNDATION

FOEM 990-PF

PART XV- GRANTS & CONTRIBUTIONS PAID DURING YEAR
YEAR 2012

PART XV

Line 3a

Name	Status	Purpose	Amount
American & International Societies for Yad Vashem	Public	General	10,000
American Associates, Ben Gurion University of the Negev	Public	General	5,000
American Association, Bikur Cholim Hospital	Public	General	5,000
American Committee for the Weizmann Institute of Science	Public	General	5,000
American Committee for Shaare Zedek Medical Center	Public	General	5,000
American Friends of Bar Ilan University	Public	General	5,000
American Friends of Hebrew University	Public	General	5,000
American Friends of Laniado Hospital	Public	General	5,000
American Friends of the Israel Sport Center for the Disabled	Public	General	5,000
American Friends of Yeshiva Dmir, Inc.	Public	General	2,000
American Society of the University of Haifa	Public	General	5,000
Beth Medrash Govoha	Public	General	5,000
Camp Galil	Public	General	1,800
Congregation Israel of Springfield Inc.	Public	General	2,000
Congregation Israel of Springfield Inc.	Public	General	100,000
Friends of the IDF	Public	General	5,000
Golda Och Academy	Public	General	10,000
Golda Och Academy	Public	General	10,000
Good People Fund	Public	General	10,000
Good People Fund	Public	General	1,800
Gratz College	Public	General	1,800
Holocaust Resource Foundation	Public	General	10,000
Institutions of Ohev Yisroel Kopishnitz in Jerusalem	Public	General	5,000
Israel Free Loan Association	Public	General	10,000
Israel Healthcare Foundation.	Public	General	10,000
Jack Barrack Hebrew Academy	Public	General	1,800
Jewish Educational Center	Public	General	10,000
Jewish Family Service	Public	General	10,000
Jewish National Fund - Keren Kayemet	Public	General	5,000
Joseph Kushner Hebrew Academy, Inc.	Public	General	10,000
JTS	Public	General	3,600
Kohelet Yeshiva HS	Public	General	1,800
Lasova, via PEF	Public	General	5,000
Masorati Foundation	Public	General	5,000
Mazon	Public	General	5,000
Mesivta Tiferet Israel of Rizhin	Public	General	6,000
Ner Yisrael Rabbinical College	Public	General	1,000
Ohr Torah Stone	Public	General	3,000
PEF Israel Endowment Fund	Public	General	1,800
Perelman Jewish Day School	Public	General	1,800
Philabundance	Public	General	1,800
Philly Hillel	Public	General	7,200
Religious Zionists of America (for Hesder Yeshivot)	Public	General	36,000
Religious Zionists of America (for Religious Zionists of Amer)	Public	General	5,000
Religious Zionists of America (for World Mizrachi)	Public	General	10,000
Rutgers Hillel	Public	General	5,000
Schechter Institute of Jewish Studies	Public	General	5,000
Schechter Institutes	Public	General	20,000
School for Children with Hidden Intelligence	Public	General	5,000
Shalom Torah Centers	Public	General	1,000
Shuvu	Public	General	5,000
Tel Aviv University, Legal Aid for Survivors	Public	General	5,000
Temple Beth Hillel	Public	General	20,000
The Blue Card	Public	General	5,000
Touro College	Public	General	10,000
UJA of Greater Metrowest NJ (formely the Central NJ)	Public	General	20,000
United State Holocaust Memorial Museum	Public	General	18,000
Yeshiva University	Public	General	15,000
YM-YWHA of Union County	Public	General	10,000
TOTAL			514,200

