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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

<p>JACK WEISBERG CHARITABLE FOUNDATION INC C/O SJM, CPA, PC 17 NOKOMIS AVE ROCKAWAY, NJ 07866</p>	<p>A Employer identification number 22-3771411</p> <p>B Telephone number (see the instructions)</p> <p>C If exemption application is pending, check here <input type="checkbox"/></p> <p>D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/></p>						
<p>G Check all that apply</p> <table style="width:100%;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input checked="" type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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 checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change
<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 checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change						
<p>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</p>							
<p>I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 4,208,076.</p> <p>J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)</p>							

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
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	40,620.	40,620.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	379,183.			
b Gross sales price for all assets on line 6a	1,398,980.			
7 Capital gain net income (from Part IV, line 2)		379,183.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	419,803.	419,803.	0.	
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 1	6,935.	6,245.		
c Other prof fees (attach sch) See St 2	4,201.	4,201.		
17 Interest				
18 Taxes (attach schedule)(see instrs)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 3	1,640.			
24 Total operating and administrative expenses. Add lines 13 through 23	12,776.	10,446.		
25 Contributions, gifts, grants paid Part XV	184,000.			184,000.
26 Total expenses and disbursements. Add lines 24 and 25	196,776.	10,446.	0.	184,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	223,027.			
b Net investment income (if negative, enter -0-)		409,357.		
c Adjusted net income (if negative, enter -0-)			0.	

REVENUE 845
 ADMINISTRATIVE EXPENSES
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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		1,477.	106,003.	106,003.	
	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) Statement 4			1,459,505.	1,568,985.	4,102,073.
	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)						
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)			1,460,982.	1,674,988.	4,208,076.	
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)					
	23	Total liabilities (add lines 17 through 22)			0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>						
	24	Unrestricted		1,460,982.	1,674,988.		
	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)			1,460,982.	1,674,988.		
31	Total liabilities and net assets/fund balances (see instructions)			1,460,982.	1,674,988.		

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	1,460,982.
2	Enter amount from Part I, line 27a	2	223,027.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,684,009.
5	Decreases not included in line 2 (itemize) <u>See Statement 5</u>	5	9,021.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,674,988.

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 FROM SBC	P		
b FROM AMERIPRISE	P		
c FROM L & W	P		
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 809,192.		781,343.	27,849.
b 588,784.		238,454.	350,330.
c 1,004.			1,004.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			27,849.
b			350,330.
c			1,004.
d			
e			

2 Capital gain net income or (net capital loss) [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	379,183.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	348,000.	3,318,852.	0.104856
2010	302,000.	2,332,315.	0.129485
2009	120,300.	1,663,783.	0.072305
2008	264,673.	1,033,246.	0.256157
2007	330,620.	1,242,475.	0.266098

2 Total of line 1, column (d)	2	0.828901
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	0.165780
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,729,042.
5 Multiply line 4 by line 3	5	618,201.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,094.
7 Add lines 5 and 6	7	622,295.
8 Enter qualifying distributions from Part XII, line 4	8	184,000.

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	8,187.
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	8,187.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	8,187.
6 Credits/Payments		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	
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	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	183.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed. See Statement 6	9	8,820.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
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
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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>		X
1 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
4 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		
8 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

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Form 990-PF (2012)

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X		
14	The books are in care of <u>STANLEY J. MORIN</u> Telephone no <u>201-207-8282</u> Located at <u>17 NOKOMIS AVENUE ROCKAWAY NJ</u> ZIP + 4 <u>07866</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	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 <u>N/A</u>		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
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? <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 type="checkbox"/> Yes <input checked="" 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		
1 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"/>		N/A
1 c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)		N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" 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)		N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		X

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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 propoganda, 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)? Yes No

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 **N/A**

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? Yes No

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? Yes No **N/A**

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
JACK WEISBERG 173 FRANKLIN STREET NEW YORK, NY 10013	President 3.00	0.	0.	0.
STANLEY J. MORIN 17 NOKOMIS AVENUE ROCKAWAY, NJ 07866	Secretary 3.00	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 CHARITABLE PURPOSES-FUND OPERATING EXPENSES	
-----	184,000.
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.

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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	3,732,089.
b	Average of monthly cash balances	1 b	53,740.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	3,785,829.
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	3,785,829.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	56,787.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,729,042.
6	Minimum investment return. Enter 5% of line 5	6	186,452.

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	186,452.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	8,187.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	8,187.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	178,265.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	178,265.
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	178,265.

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	184,000.
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	184,000.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	184,000.

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				178,265.
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	271,256.			
b From 2008	213,665.			
c From 2009	37,442.			
d From 2010	185,907.			
e From 2011	191,172.			
f Total of lines 3a through e	899,442.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 184,000.				
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)	184,000.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	178,265.			178,265.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	905,177.			
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)	92,991.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	812,186.			
10 Analysis of line 9				
a Excess from 2008	213,665.			
b Excess from 2009	37,442.			
c Excess from 2010	185,907.			
d Excess from 2011	191,172.			
e Excess from 2012	184,000.			

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 7

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 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
<i>a Paid during the year</i> ENGINE 27, INC 173 FRANKLIN STREET NEW YORK, NY 10013	N/A	501c3	CHARITABLE PURPOSES-FUND OPERATING EXPENSES	184,000.
Total				▶ 3a 184,000.
<i>b Approved for future payment</i>				
Total				▶ 3b

JACK WEISBERG CHARITABLE FOUNDATION INC

22-3771411

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING	\$ 6,935.	\$ 6,245.		
Total	<u>\$ 6,935.</u>	<u>\$ 6,245.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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
MANAGEMENT FEES	\$ 4,201.	\$ 4,201.		
Total	<u>\$ 4,201.</u>	<u>\$ 4,201.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
DEL FILING FEE	\$ 25.			
NEW YORK FILING FEE	250.			
OTHER EXPENSES	1,215.			
REGISTERED AGENT	150.			
Total	<u>\$ 1,640.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
MARKETABLE SECURITIES	Cost	\$ 1,568,985.	\$ 4,102,073.
	Total	<u>\$ 1,568,985.</u>	<u>\$ 4,102,073.</u>

JACK WEISBERG CHARITABLE FOUNDATION INC

22-3771411

Statement 5
Form 990-PF, Part III, Line 5
Other Decreases

INCOME TAXES

	\$	9,021.
Total	\$	<u>9,021.</u>

Statement 6
Form 990-PF, Part VI, Line 9
Tax Due

Tax Due
 Late Interest

	\$	8,370.
		450.
Total	\$	<u>8,820.</u>

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: JACK WEISBERG CHARITABLE FOUNDATION
 Name: JACK WEISBERG
 Care Of:
 Street Address: 173 FRANKLIN STREET
 City, State, Zip Code: NEW YORK, NY 10013
 Telephone: 201-207-8282
 E-Mail Address: SJMORIN-CPA@OPTIMUM.NET
 Form and Content: LETTER EXPLAINING THE REQUEST
 Submission Deadlines: NA
 Restrictions on Awards: NONE

JACK WEISBERG CHARITABLE FOUNDATION

Summary of Capital gains and losses

Form 990-PF

	Shares/ Par	Date Purchase	Date Sold	Sales Price	Cost	Gain Loss
From SBC						
Various	Various	Various	Various	809,192.23	781,343.42	27,848.81
Amerprise	Various	Various	Various	588,784.64	238,453.97	350,330.67
Totals				1,397,976.87	1,019,797.39	378,179.48

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JACK WEISBERG CHARITABLE FOUNDATION

Amprprise -- Capital gain/loss schedule

Name	Shares/ Par	Date Purchase	Date Sold	Sales Price	Cost	Gain Loss
John Hancock	696.379	02/29/2012	05/15/2012	7,500.00	7,564.81	(64.81)
Prudential Total Return	524.109	02/29/2012	05/15/2012	7,500.00	7,509.71	(9.71)
John Hancock	703.565	02/29/2012	06/19/2012	7,500.00	7,647.40	(147.40)
Prudential Total Return	523.743	02/29/2012	06/19/2012	7,500.00	7,504.95	(4.95)
Prudential Total Return	348.918	02/29/2012	06/20/2012	5,000.00	4,999.81	0.19
John Hancock	422.406	02/29/2012	07/20/2012	4,600.00	4,591.51	8.49
Prudential Total Return	316.151	02/29/2012	07/20/2012	4,600.00	4,530.30	69.70
Prudential Total Return	343.407	02/29/2012	07/20/2012	5,000.00	4,920.87	79.13
John Hancock	1087.942	02/29/2012	09/13/2012	12,000.00	11,825.79	174.21
HSBC USA Autocllb yield	73000	03/07/2012	09/13/2012	73,000.00	73,000.00	-
Vanguard High Dividend	156000	02/28/2012	10/17/2012	7,995.21	7,418.82	576.39
ARMS Holdings plc	13100	01/01/2009	11/12/2012	446,589.43	96,940.00	349,649.43
				588,784.64	238,453.97	350,330.67

Capital Gains Report

JACK WEISBERG FOUNDATION (Account: 888-21931)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
06/28/2011	01/05/2012	10	LIMITED BRANDS INC	39.28	38.05	392.80	380.53	12.27
06/29/2011	01/05/2012	10	LIMITED BRANDS INC	39.28	38.39	392.80	383.89	8.91
06/28/2011	01/06/2012	6	BORGWARNER INC	65.43	78.47	392.59	470.85	-78.26
06/29/2011	01/06/2012	4	BORGWARNER INC	65.43	80.37	261.73	321.47	-59.74
06/29/2011	01/09/2012	9	CELGENE CORP	67.65	60.18	608.89	541.63	67.26
05/17/2011	01/09/2012	20	**LYONDELLBASELL INDU-CL A	34.46	38.95	688.11	779.00	-89.89
06/28/2011	01/09/2012	15	**LYONDELLBASELL INDU-CL A	34.46	37.05	516.83	555.76	-38.93
06/29/2011	01/09/2012	5	**LYONDELLBASELL INDU-CL A	34.46	38.93	172.28	194.67	-22.39
06/29/2011	01/09/2012	50	LIMITED BRANDS INC	39.00	38.39	1,950.00	1,919.43	30.57
08/28/2011	01/09/2012	9	PEPSICO INC	65.39	63.19	588.53	568.72	19.81
10/28/2011	01/09/2012	13	PEPSICO INC	65.39	63.06	850.09	819.82	30.27
02/28/2011	01/10/2012	14	CITIGROUP INC	29.95	48.85	419.31	683.89	-264.58
03/18/2011	01/10/2012	11	CITIGROUP INC	29.95	45.24	329.45	497.63	-168.18
03/10/2011	01/10/2012	1	GOOGLE INC-CL A	620.86	582.81	620.86	582.81	38.05
03/29/2011	01/10/2012	1	GOOGLE INC-CL A	620.86	579.81	620.86	579.81	41.05
06/29/2011	01/10/2012	4	GOODRICH CORP	123.98	94.13	495.92	376.52	119.40
03/25/2011	01/10/2012	25	KROGER CO	24.48	23.58	612.10	589.55	22.55
06/28/2011	01/10/2012	25	KROGER CO	24.48	24.44	612.09	611.02	1.07
06/29/2011	01/10/2012	5	LOWE'S COS INC	26.29	23.39	131.46	116.95	14.51
06/30/2011	01/10/2012	45	LOWE'S COS INC	26.29	23.36	1,183.12	1,051.14	131.98
06/28/2011	01/10/2012	10	HONSANTO CO	79.47	67.10	794.66	671.01	123.65
05/16/2011	01/10/2012	15	MCGRAW-HILL COMPANIES INC	47.69	42.30	715.40	634.43	80.97
06/29/2011	01/10/2012	5	MCGRAW-HILL COMPANIES INC	47.69	41.34	238.47	206.69	31.78
06/29/2011	01/10/2012	1	NVR INC	706.05	731.30	706.05	731.30	-25.25
12/02/2011	01/10/2012	5	SALESFORCE.COM INC	103.71	119.34	518.53	596.71	-78.18
06/28/2011	01/10/2012	15	TRAVELERS COS INC/THE	60.14	57.49	902.10	862.35	39.75
06/29/2011	01/10/2012	10	UNITEDHEALTH GROUP INC	52.79	51.52	527.93	515.20	12.73
06/29/2011	01/11/2012	15	METLIFE INC	35.50	43.35	532.56	650.25	-117.69
01/20/2011	01/11/2012	4	ROCKWELL AUTOMATION INC	77.95	74.75	311.79	299.00	12.79
02/01/2011	01/11/2012	4	ROCKWELL AUTOMATION INC	77.95	81.67	311.79	326.67	-14.88
08/09/2011	01/11/2012	2	ROCKWELL AUTOMATION INC	77.95	58.49	155.89	116.99	38.90
08/04/2011	01/11/2012	9	VISA INC - CLASS A SHRS	99.05	85.68	891.49	771.10	120.39
08/03/2011	01/12/2012	15	CONOCOPHILLIPS	70.79	69.73	1,061.90	1,045.91	15.99
08/12/2011	01/12/2012	10	CONOCOPHILLIPS	70.79	66.48	707.93	664.83	43.10
09/29/2011	01/18/2012	15	**ACCENTURE PLC-CL A	54.76	54.61	821.39	819.19	2.20
06/29/2011	01/19/2012	15	**LYONDELLBASELL INDU-CL A	39.90	38.93	598.53	584.01	14.52
06/28/2011	01/20/2012	15	FMC TECHNOLOGIES INC	52.54	42.21	788.15	633.09	155.06
06/29/2011	01/20/2012	5	FMC TECHNOLOGIES INC	52.54	44.46	262.71	222.32	40.39
06/29/2011	01/20/2012	5	JOHNSON CONTROLS INC	31.56	40.91	157.80	204.53	-46.73
06/29/2011	01/20/2012	15	JOHNSON CONTROLS INC	31.56	40.91	473.39	613.59	-140.20
02/22/2011	01/24/2012	10	BROADCOM CORP-CL A	35.05	41.19	350.51	411.91	-61.40
05/11/2011	01/24/2012	10	BROADCOM CORP-CL A	35.05	34.62	350.50	346.23	4.27
06/29/2011	01/27/2012	13	CELGENE CORP	73.05	60.18	949.59	782.36	167.23
05/05/2011	01/27/2012	35	TYSON FOODS INC-CL A	18.68	19.37	653.73	678.08	-24.35
06/30/2011	01/31/2012	35	LOWE'S COS INC	26.85	23.36	939.75	817.56	122.19
06/29/2011	01/31/2012	7	MARATHON PETROLEUM CORP	38.08	41.26	266.53	288.84	-22.31

Capital Gains Report

JACK WEISBERG FOUNDATION (Account: 888-21931)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
06/29/2011	01/31/2012	30	MARATHON PETROLEUM CORP	38.08	41.26	1,142.28	1,237.91	-95.63
06/29/2011	01/31/2012	15	PROCTER & GAMBLE CO	62.88	62.56	943.26	938.44	4.82
06/29/2011	02/01/2012	25	STARBUCKS CORP	48.21	39.61	1,205.18	990.20	214.98
04/05/2011	02/02/2012	10	**INGERSOLL-RAND PLC	36.27	47.93	362.71	479.26	-116.55
06/29/2011	02/02/2012	30	**INGERSOLL-RAND PLC	36.27	43.38	1,088.11	1,301.50	-213.39
06/29/2011	02/02/2012	55	TYSON FOODS INC-CL A	18.60	19.35	1,023.08	1,064.50	-41.42
06/29/2011	02/03/2012	15	**LYONDELLBASELL INDU-CL A	44.17	38.93	662.57	584.01	78.56
08/01/2011	02/03/2012	10	VF CORP	133.38	115.79	1,333.80	1,157.88	175.92
06/29/2011	02/07/2012	5	GOODRICH CORP	125.36	94.13	626.78	470.66	156.12
02/22/2011	02/07/2012	13	INTUIT INC	57.42	52.83	746.43	686.80	59.63
06/28/2011	02/07/2012	10	INTUIT INC	57.42	51.50	574.17	515.02	59.15
08/18/2011	02/08/2012	80	CMS ENERGY CORP	21.74	18.85	1,739.20	1,508.02	231.18
10/24/2011	02/08/2012	35	CMS ENERGY CORP	21.74	21.01	760.90	735.40	25.50
03/31/2011	02/08/2012	3	FLOWERVE CORP	114.03	128.82	342.09	386.45	-44.36
04/13/2011	02/08/2012	3	FLOWERVE CORP	114.03	127.33	342.08	382.00	-39.92
06/09/2011	02/08/2012	20	GENERAL MOTORS CO	25.81	29.46	516.21	589.27	-73.06
06/28/2011	02/08/2012	10	GENERAL MOTORS CO	25.81	30.36	258.10	303.56	-45.46
06/28/2011	02/08/2012	20	JOHNSON CONTROLS INC	32.75	40.91	654.91	818.12	-163.21
09/30/2011	02/10/2012	15	**ACCENTURE PLC-CL A	56.75	53.30	851.30	799.46	51.84
12/12/2011	02/10/2012	10	**ACCENTURE PLC-CL A	56.83	57.98	568.28	579.83	-11.54
08/06/2011	02/10/2012	15	GILEAD SCIENCES INC	53.62	36.86	804.29	552.84	251.45
06/29/2011	02/10/2012	5	GOODRICH CORP	125.34	94.13	626.70	470.65	156.05
06/29/2011	02/10/2012	40	JOHNSON CONTROLS INC	32.94	40.91	1,317.50	1,636.25	-318.75
07/28/2011	02/10/2012	33	MARATHON PETROLEUM CORP	44.03	42.78	1,452.92	1,412.19	40.73
10/21/2011	02/10/2012	30	NEWELL RUBBERMAID INC	18.94	13.40	568.31	401.93	166.38
02/18/2011	02/10/2012	9	QUALCOMM INC	61.58	59.08	554.02	531.76	22.26
05/17/2011	02/14/2012	15	GENERAL MILLS INC	38.76	39.78	596.43	596.75	-0.32
07/13/2011	02/14/2012	5	GENERAL MILLS INC	39.76	36.95	198.81	184.74	14.07
08/01/2011	02/15/2012	4	VF CORP	143.45	115.79	573.80	463.15	110.65
10/06/2011	02/16/2012	14	ESTEE LAUDER COMPANIES-CL A	55.60	44.62	778.35	624.74	153.61
09/06/2011	02/17/2012	70	DELL INC	18.13	14.14	1,268.84	989.72	279.12
03/21/2011	02/21/2012	3	AMAZON.COM INC	181.33	163.99	543.99	491.98	52.01
06/28/2011	02/21/2012	5	AMAZON.COM INC	181.33	202.29	906.65	1,011.47	-104.82
06/28/2011	02/21/2012	14	AMAZON.COM INC	181.33	204.04	2,538.62	2,856.52	-317.90
06/28/2011	02/21/2012	15	**ASTRAZENECA PLC-SPONS ADR	44.84	48.82	672.60	732.33	-59.73
06/29/2011	02/21/2012	85	**ASTRAZENECA PLC-SPONS ADR	44.84	48.61	3,811.40	4,217.20	-405.80
06/29/2011	02/21/2012	95	AT&T INC	30.34	31.34	2,882.30	2,977.53	-95.23
03/23/2011	02/21/2012	5	ALLERGAN INC	86.98	68.24	434.90	341.20	93.70
06/28/2011	02/21/2012	10	ALLERGAN INC	86.98	82.80	869.80	828.01	41.79
06/29/2011	02/21/2012	30	ALLERGAN INC	86.98	83.73	2,609.40	2,511.93	97.47
06/29/2011	02/21/2012	12	ANADARKO PETROLEUM CORP	85.88	74.18	1,030.56	890.12	140.44
06/29/2011	02/21/2012	10	ANADARKO PETROLEUM CORP	85.88	75.61	858.80	756.12	102.68
06/30/2011	02/21/2012	23	ANADARKO PETROLEUM CORP	85.88	76.58	1,975.24	1,761.31	213.93
06/30/2011	02/21/2012	8	APPLE INC	511.06	334.36	4,088.48	2,674.88	1,413.60
06/30/2011	02/21/2012	30	APPLE INC	511.06	335.11	15,331.80	10,053.20	5,278.60
07/27/2011	02/21/2012	80	APPLIED MATERIALS INC	12.68	12.75	1,014.68	1,019.96	-5.28
08/09/2011	02/21/2012	55	APPLIED MATERIALS INC	12.68	11.20	697.59	616.22	81.37
10/10/2011	02/21/2012	50	APPLIED MATERIALS INC	12.68	11.04	634.18	552.04	82.14
10/14/2011	02/21/2012	65	APPLIED MATERIALS INC	12.68	11.49	824.43	746.77	77.66

Capital Gains Report

JACK WEISBERG FOUNDATION (Account: 888-21931)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/01/2011	02/21/2012	50	APPLIED MATERIALS INC	12.68	11.97	634.17	598.61	35.56
12/22/2011	02/21/2012	50	APPLIED MATERIALS INC	12.68	10.45	634.18	522.74	111.44
02/01/2012	02/21/2012	75	APPLIED MATERIALS INC	12.68	12.56	951.26	941.99	9.27
12/20/2011	02/21/2012	45	APOLLO GROUP INC-CL A	51.90	51.48	2,335.50	2,316.56	18.94
06/28/2011	02/21/2012	30	BROADCOM CORP-CL A	37.90	30.69	1,136.99	920.71	216.28
06/29/2011	02/21/2012	80	BROADCOM CORP-CL A	37.90	32.62	3,031.96	2,609.35	422.61
08/12/2011	02/21/2012	65	**BP PLC-SPONS ADR	47.05	39.72	3,058.25	2,581.88	476.37
08/16/2011	02/21/2012	55	**BP PLC-SPONS ADR	47.05	39.55	2,587.75	2,175.17	412.58
10/06/2011	02/21/2012	30	**BP PLC-SPONS ADR	47.05	36.21	1,411.50	1,086.18	325.32
10/14/2011	02/21/2012	15	**BP PLC-SPONS ADR	47.05	39.37	705.75	580.58	115.17
10/31/2011	02/21/2012	35	**BP PLC-SPONS ADR	47.05	44.89	1,646.75	1,571.28	75.47
06/29/2011	02/21/2012	26	BORGWARNER INC	80.18	80.37	2,084.68	2,089.56	-4.88
10/03/2011	02/21/2012	8	BORGWARNER INC	80.18	58.36	721.62	525.21	196.41
11/02/2011	02/21/2012	10	BOEING CO/THE	75.65	64.42	756.50	644.20	112.30
11/10/2011	02/21/2012	15	BOEING CO/THE	75.65	65.13	1,134.75	976.94	157.81
11/11/2011	02/21/2012	10	BOEING CO/THE	75.65	66.97	756.50	669.73	86.77
11/25/2011	02/21/2012	10	BOEING CO/THE	75.65	62.98	756.50	629.84	126.66
01/26/2012	02/21/2012	10	BOEING CO/THE	75.65	75.49	756.50	754.87	1.63
06/28/2011	02/21/2012	10	CITRIX SYSTEMS INC	73.48	79.46	734.80	794.62	-59.82
06/29/2011	02/21/2012	35	CITRIX SYSTEMS INC	73.48	79.11	2,571.80	2,768.83	-197.03
06/29/2011	02/21/2012	95	CONSTELLATION BRANDS INC-A	21.92	21.01	2,082.40	1,995.86	86.54
04/25/2011	02/21/2012	10	CENTURYLINK INC	39.43	39.20	394.25	392.04	2.21
08/10/2011	02/21/2012	110	CENTURYLINK INC	39.43	33.61	4,336.80	3,697.33	639.47
09/12/2011	02/21/2012	25	CENTURYLINK INC	39.43	33.16	985.64	828.92	156.72
10/05/2011	02/21/2012	25	CENTURYLINK INC	39.43	32.12	985.63	803.09	182.54
10/18/2011	02/21/2012	65	CENTERPOINT ENERGY INC	18.96	20.67	1,232.40	1,343.42	-111.02
02/22/2011	02/21/2012	25	COMCAST CORP-CLASS A	29.00	25.27	724.87	631.75	93.12
03/21/2011	02/21/2012	13	COMCAST CORP-CLASS A	29.00	24.09	376.94	313.22	63.72
03/28/2011	02/21/2012	15	COMCAST CORP-CLASS A	29.00	24.56	434.92	368.45	66.47
06/28/2011	02/21/2012	30	COMCAST CORP-CLASS A	29.00	24.65	869.85	739.42	130.43
06/28/2011	02/21/2012	118	COMCAST CORP-CLASS A	29.00	25.05	3,421.41	2,955.51	465.90
12/20/2011	02/21/2012	65	CIT GROUP INC	40.79	34.80	2,651.35	2,261.73	389.62
01/24/2012	02/21/2012	15	CIT GROUP INC	40.79	37.52	611.85	562.81	49.04
02/06/2012	02/21/2012	20	CIT GROUP INC	40.79	40.69	815.80	813.82	1.98
02/08/2012	02/21/2012	15	CIT GROUP INC	40.79	41.27	611.85	619.10	-7.25
02/09/2012	02/21/2012	20	CIT GROUP INC	40.79	41.89	815.80	837.81	-22.01
08/01/2011	02/21/2012	65	CBRE GROUP INC	18.71	21.88	1,216.25	1,422.12	-205.87
09/20/2011	02/21/2012	80	CBRE GROUP INC	18.71	14.39	1,496.93	1,150.86	346.07
05/18/2011	02/21/2012	12	**COVIDIEN PLC	52.17	57.00	626.04	683.97	-57.93
06/29/2011	02/21/2012	13	**COVIDIEN PLC	52.17	53.76	678.21	698.88	-20.67
07/15/2011	02/21/2012	15	**COVIDIEN PLC	52.17	51.86	782.55	777.95	4.60
08/17/2011	02/21/2012	25	**COVIDIEN PLC	52.17	50.92	1,304.25	1,272.93	31.32
10/28/2011	02/21/2012	15	**COVIDIEN PLC	52.17	48.26	782.55	723.96	58.59
02/09/2012	02/21/2012	15	**COVIDIEN PLC	52.17	52.21	782.55	783.20	-0.65
03/18/2011	02/21/2012	17	CITIGROUP INC	33.33	45.24	566.67	769.06	-202.39
03/30/2011	02/21/2012	15	CITIGROUP INC	33.33	44.97	500.00	674.57	-174.57
04/05/2011	02/21/2012	8	CITIGROUP INC	33.33	41.65	266.67	333.19	-66.52
04/25/2011	02/21/2012	7	CITIGROUP INC	33.33	48.84	233.33	341.87	-108.54
05/02/2011	02/21/2012	15	CITIGROUP INC	33.33	45.46	500.00	681.84	-181.84

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05/16/2011	02/21/2012	8	CITIGROUP INC	33.33	41.27	266.67	330.17	-63.50
05/19/2011	02/21/2012	15	CITIGROUP INC	33.33	41.37	500.00	620.58	-120.58
06/02/2011	02/21/2012	10	CITIGROUP INC	33.33	39.97	333.33	399.69	-66.36
06/28/2011	02/21/2012	15	CITIGROUP INC	33.33	39.93	500.00	598.94	-98.94
06/29/2011	02/21/2012	115	CITIGROUP INC	33.33	41.27	3,833.33	4,745.57	-912.24
07/25/2011	02/21/2012	75	CITIGROUP INC	33.33	39.83	2,499.99	2,986.91	-486.92
12/23/2011	02/21/2012	84	CISCO SYSTEMS INC	20.23	18.32	1,699.71	1,538.61	161.10
12/23/2011	02/21/2012	11	CISCO SYSTEMS INC	20.23	18.32	222.53	201.49	21.04
02/08/2012	02/21/2012	84	CISCO SYSTEMS INC	20.23	20.17	1,698.32	1,694.42	4.90
06/28/2011	02/21/2012	45	CORNING INC	13.77	17.58	619.43	790.04	-170.61
06/29/2011	02/21/2012	95	CORNING INC	13.77	17.65	1,307.67	1,677.00	-369.33
10/05/2011	02/21/2012	50	CORNING INC	13.77	12.25	688.25	612.32	75.93
06/29/2011	02/21/2012	25	DTE ENERGY COMPANY	54.22	49.94	1,355.50	1,248.45	107.05
08/25/2011	02/21/2012	25	DTE ENERGY COMPANY	54.22	49.33	1,355.50	1,233.13	122.37
12/06/2011	02/21/2012	25	DEVON ENERGY CORPORATION	75.06	66.85	1,876.50	1,671.33	205.17
08/09/2011	02/21/2012	40	DOLLAR GENERAL CORP	42.05	34.65	1,682.00	1,385.87	296.13
06/28/2011	02/21/2012	10	DIRECTV-CLASS A	45.10	49.82	451.00	498.19	-47.19
06/29/2011	02/21/2012	30	DIRECTV-CLASS A	45.10	50.37	1,353.00	1,511.21	-158.21
03/07/2011	02/21/2012	10	DANAHER CORP	53.08	50.12	530.84	501.24	29.60
06/28/2011	02/21/2012	30	DANAHER CORP	53.08	51.90	1,592.53	1,557.15	35.38
06/29/2011	02/21/2012	75	DANAHER CORP	53.08	52.45	3,981.32	3,933.80	47.52
06/28/2011	02/21/2012	20	THE WALT DISNEY CO.	41.57	38.21	831.43	764.27	67.16
06/28/2011	02/21/2012	65	THE WALT DISNEY CO.	41.57	38.39	2,702.16	2,495.18	206.97
08/09/2011	02/21/2012	30	THE WALT DISNEY CO.	41.57	33.36	1,247.15	1,000.84	246.31
11/15/2011	02/21/2012	25	THE WALT DISNEY CO.	41.57	36.30	1,039.30	907.40	131.90
06/29/2011	02/21/2012	25	DOW CHEMICAL	34.68	35.91	867.05	897.84	-30.79
06/29/2011	02/21/2012	35	DOW CHEMICAL	34.56	35.91	1,209.43	1,256.98	-47.55
10/03/2011	02/21/2012	30	DOW CHEMICAL	34.56	22.09	1,036.65	662.72	373.93
06/28/2011	02/21/2012	5	EOG RESOURCES INC	115.35	101.82	576.75	509.11	67.64
06/29/2011	02/21/2012	21	EOG RESOURCES INC	115.35	103.36	2,422.35	2,170.49	251.86
06/28/2011	02/21/2012	40	EMC CORP/MASS	27.22	26.87	1,088.80	1,074.77	14.03
06/29/2011	02/21/2012	115	EMC CORP/MASS	27.22	27.09	3,130.30	3,115.86	14.44
01/30/2012	02/21/2012	22	EMERSON ELECTRIC CO	51.87	51.41	1,141.14	1,131.04	10.10
02/01/2012	02/21/2012	13	EMERSON ELECTRIC CO	51.87	52.27	674.31	679.57	-5.26
06/29/2011	02/21/2012	60	EXPRESS SCRIPTS INC	52.25	54.46	3,135.00	3,267.66	-132.66
02/17/2012	02/21/2012	15	EXPRESS SCRIPTS INC	52.25	52.28	783.75	784.23	-0.48
05/11/2011	02/21/2012	3	FLOWERVE CORPORATION	117.61	123.70	352.83	371.10	-18.27
06/28/2011	02/21/2012	4	FLOWERVE CORPORATION	117.61	106.87	470.44	427.48	42.96
06/29/2011	02/21/2012	22	FLOWERVE CORPORATION	117.61	107.25	2,587.42	2,359.41	228.01
06/29/2011	02/21/2012	65	FORD MOTOR CO	12.51	13.48	812.82	876.28	-63.46
06/29/2011	02/21/2012	15	FMC TECHNOLOGIES INC	51.04	44.46	765.60	666.94	98.66
08/02/2011	02/21/2012	35	FMC TECHNOLOGIES INC	51.04	44.33	1,786.40	1,551.70	234.70
01/17/2012	02/21/2012	30	FREEMPORT-MCMORAN COPPER	43.95	42.80	1,318.50	1,284.09	34.41
01/19/2012	02/21/2012	20	FREEMPORT-MCMORAN COPPER	43.95	43.93	879.00	878.54	0.46
02/03/2012	02/21/2012	15	FREEMPORT-MCMORAN COPPER	43.95	46.11	659.25	691.61	-32.36
10/31/2011	02/21/2012	3	GOLDMAN SACHS GROUP INC	116.49	112.44	349.47	337.31	12.16
10/31/2011	02/21/2012	18	GOLDMAN SACHS GROUP INC	116.49	112.44	2,096.82	2,023.87	72.95
12/12/2011	02/21/2012	6	GOLDMAN SACHS GROUP INC	116.49	98.39	698.94	590.36	108.58
02/03/2012	02/21/2012	10	GOLDMAN SACHS GROUP INC	116.49	116.58	1,164.90	1,165.82	-0.92

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06/28/2011	02/21/2012	4	GOOGLE INC-CL A	611.33	494.70	2,445.32	1,978.79	466.53
06/29/2011	02/21/2012	11	GOOGLE INC-CL A	611.33	496.52	6,724.63	5,461.72	1,262.91
04/25/2011	02/21/2012	25	GAMESTOP CORP	23.24	26.43	581.00	660.71	-79.71
06/29/2011	02/21/2012	35	GAMESTOP CORP	23.24	26.11	813.40	913.69	-100.29
06/28/2011	02/21/2012	20	GENERAL MOTORS CO	27.02	30.36	540.40	607.13	-66.73
06/29/2011	02/21/2012	65	GENERAL MOTORS CO	27.02	30.43	1,756.30	1,977.89	-221.59
08/26/2011	02/21/2012	30	GENERAL MOTORS CO	27.02	22.72	810.60	681.74	128.86
11/04/2011	02/21/2012	30	GENERAL MOTORS CO	27.02	23.76	810.60	712.69	97.91
11/15/2011	02/21/2012	30	GENERAL MOTORS CO	27.02	23.06	810.60	691.66	118.94
11/23/2011	02/21/2012	25	GENERAL MOTORS CO	27.02	20.32	675.50	508.02	167.48
06/29/2011	02/21/2012	75	GANNETT CO	14.93	14.16	1,119.75	1,062.36	57.39
10/10/2011	02/21/2012	75	GANNETT CO	14.93	10.71	1,119.75	802.88	316.87
06/28/2011	02/21/2012	25	GENERAL ELECTRIC CO	19.37	18.26	484.33	456.57	27.76
06/29/2011	02/21/2012	105	GENERAL ELECTRIC CO	19.37	18.58	2,034.16	1,950.92	83.24
07/13/2011	02/21/2012	35	GENERAL MILLS INC	38.22	36.95	1,337.70	1,293.16	44.54
08/22/2011	02/21/2012	15	GENERAL MILLS INC	38.22	36.19	573.30	542.82	30.48
09/12/2011	02/21/2012	15	GENERAL MILLS INC	38.22	36.87	573.30	553.02	20.28
11/15/2011	02/21/2012	15	GENERAL MILLS INC	38.22	39.48	573.30	592.27	-18.97
12/12/2011	02/21/2012	15	GENERAL MILLS INC	38.22	39.96	573.30	599.39	-26.09
06/30/2011	02/21/2012	25	GILEAD SCIENCES INC	44.64	41.57	1,115.88	1,039.15	76.73
08/08/2011	02/21/2012	55	GILEAD SCIENCES INC	44.63	36.86	2,454.88	2,027.09	427.79
08/15/2011	02/21/2012	25	GILEAD SCIENCES INC	44.63	37.13	1,115.85	928.18	187.67
02/15/2012	02/21/2012	15	INFORMATICA CORPORATION	48.15	47.98	722.25	719.63	2.62
06/29/2011	02/21/2012	25	HEALTH NET INC	38.70	32.47	967.38	811.66	155.72
10/26/2011	02/21/2012	20	ILLUMINA INC	51.66	30.76	1,033.10	615.20	417.90
12/07/2011	02/21/2012	20	ILLUMINA INC	51.66	29.29	1,033.10	585.85	447.25
10/26/2011	02/21/2012	25	HARLEY DAVIDSON INC	45.61	37.93	1,140.25	948.29	191.96
11/02/2011	02/21/2012	20	HARLEY DAVIDSON INC	45.61	38.69	912.20	773.85	138.35
12/29/2011	02/21/2012	8	HERSHEY CO/THE	60.62	62.10	484.96	496.84	-11.88
02/08/2012	02/21/2012	10	HERSHEY CO/THE	60.62	59.99	606.20	599.87	6.33
02/28/2011	02/21/2012	9	HEWLETT-PACKARD CO	29.28	43.55	263.52	391.96	-128.44
06/01/2011	02/21/2012	10	HEWLETT-PACKARD CO	29.28	36.68	282.80	366.82	-74.02
06/28/2011	02/21/2012	26	HEWLETT-PACKARD CO	29.28	35.15	761.28	913.94	-152.66
08/29/2011	02/21/2012	75	HEWLETT-PACKARD CO	29.28	35.51	2,196.00	2,663.35	-467.35
08/05/2011	02/21/2012	70	HEWLETT-PACKARD CO	29.28	32.48	2,049.60	2,273.54	-223.94
08/25/2011	02/21/2012	50	HEWLETT-PACKARD CO	29.28	25.10	1,464.00	1,255.01	208.99
09/07/2011	02/21/2012	25	HEWLETT-PACKARD CO	29.28	23.90	732.00	597.43	134.57
12/06/2011	02/21/2012	35	HEWLETT-PACKARD CO	29.28	28.17	1,024.80	985.96	38.84
06/29/2011	02/21/2012	35	INTUIT INC	57.32	51.85	2,006.20	1,814.91	191.29
08/03/2011	02/21/2012	20	INTUIT INC	57.32	45.68	1,146.40	913.70	232.70
06/28/2011	02/21/2012	29	JPMORGAN CHASE & CO	38.53	39.54	1,117.45	1,146.76	-29.31
06/28/2011	02/21/2012	25	JPMORGAN CHASE & CO	38.53	39.54	963.38	988.59	-25.21
06/29/2011	02/21/2012	90	JPMORGAN CHASE & CO	38.53	40.39	3,467.95	3,635.00	-167.05
06/29/2011	02/21/2012	90	JPMORGAN CHASE & CO	38.53	40.39	3,468.15	3,635.00	-166.85
09/13/2011	02/21/2012	31	JPMORGAN CHASE & CO	38.53	32.81	1,194.52	1,017.01	177.51
06/28/2011	02/21/2012	30	JOHNSON & JOHNSON	64.93	65.95	1,947.90	1,978.45	-30.55
06/29/2011	02/21/2012	90	JOHNSON & JOHNSON	64.93	66.43	5,843.70	5,978.68	-134.98
06/28/2011	02/21/2012	30	KROGER CO	23.78	24.44	713.25	733.23	-19.98
06/29/2011	02/21/2012	105	KROGER CO	23.78	24.54	2,496.38	2,576.20	-79.82

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12/06/2011	02/21/2012	40	KROGER CO	23.78	23.78	951.00	951.20	-0.20
02/08/2012	02/21/2012	100	KROGER CO	23.78	23.66	2,377.50	2,365.58	11.92
01/25/2012	02/21/2012	25	LAS VEGAS SANDS CORP	53.08	48.96	1,327.00	1,224.08	102.92
06/29/2011	02/21/2012	30	LEAR CORP	45.18	54.34	1,355.40	1,630.20	-274.80
10/06/2011	02/21/2012	15	LEAR CORP	45.18	44.29	677.70	664.32	13.38
08/30/2011	02/21/2012	25	**LYONDELLBASELL INDU-CL A	42.76	2.72	1,069.00	67.99	1,001.01
10/03/2011	02/21/2012	25	**LYONDELLBASELL INDU-CL A	42.76	24.50	1,069.00	612.58	456.42
05/09/2011	02/21/2012	15	LAM RESEARCH CORP	40.49	48.39	607.35	725.89	-118.54
06/29/2011	02/21/2012	20	LAM RESEARCH CORP	40.49	43.65	808.80	873.04	-63.24
10/10/2011	02/21/2012	15	LAM RESEARCH CORP	40.49	42.28	607.35	634.27	-26.92
11/11/2011	02/21/2012	15	LAM RESEARCH CORP	40.49	44.48	607.35	667.27	-59.92
01/30/2012	02/21/2012	85	MGM RESORTS INTERNATIONAL	14.04	13.06	1,192.98	1,109.73	83.25
02/02/2012	02/21/2012	90	MGM RESORTS INTERNATIONAL	14.04	13.87	1,263.15	1,248.19	14.96
12/05/2011	02/21/2012	150	MORGAN STANLEY	19.25	16.45	2,887.88	2,467.88	420.00
12/07/2011	02/21/2012	50	MORGAN STANLEY	19.25	16.71	962.62	835.50	127.12
06/27/2011	02/21/2012	10	MOODY'S CORP	38.61	37.16	386.10	371.59	14.51
06/28/2011	02/21/2012	15	MOODY'S CORP	38.61	37.77	579.15	566.60	12.55
06/29/2011	02/21/2012	35	MOODY'S CORP	38.61	37.84	1,351.35	1,324.38	26.97
07/06/2011	02/21/2012	60	MONSANTO CO	79.12	75.02	4,747.20	4,501.21	245.99
06/28/2011	02/21/2012	20	MARATHON OIL CORP	34.47	30.84	689.42	616.74	72.68
06/29/2011	02/21/2012	85	MARATHON OIL CORP	34.47	31.50	2,930.02	2,677.46	252.56
06/29/2011	02/21/2012	30	METLIFE INC	38.70	43.35	1,161.00	1,300.49	-139.49
08/11/2011	02/21/2012	20	METLIFE INC	38.70	32.55	774.00	651.10	122.90
06/30/2011	02/21/2012	95	**MARVELL TECHNOLOGY GROUP LT	16.06	14.75	1,525.70	1,401.13	124.57
10/20/2011	02/21/2012	65	**MARVELL TECHNOLOGY GROUP LT	16.06	13.32	1,043.90	865.49	178.41
11/03/2011	02/21/2012	50	**MARVELL TECHNOLOGY GROUP LT	16.06	13.64	803.00	681.96	121.04
07/28/2011	02/21/2012	20	MARATHON PETROLEUM CORP	43.72	42.79	874.30	855.87	18.43
08/09/2011	02/21/2012	25	MARATHON PETROLEUM CORP	43.72	34.96	1,092.88	873.98	218.90
10/03/2011	02/21/2012	30	MARATHON PETROLEUM CORP	43.72	27.07	1,311.45	812.03	499.42
06/29/2011	02/21/2012	25	MCGRAW-HILL COMPANIES INC	45.51	41.34	1,137.75	1,033.42	104.33
10/14/2011	02/21/2012	250	MICRON TECHNOLOGY INC	8.19	5.58	2,046.25	1,394.48	651.77
11/01/2011	02/21/2012	200	MICRON TECHNOLOGY INC	8.19	5.37	1,637.00	1,073.92	563.08
02/15/2012	02/21/2012	10	NATIONAL - OILWELL INC	84.52	83.26	845.20	832.58	12.62
02/16/2012	02/21/2012	8	NATIONAL - OILWELL INC	84.52	83.85	676.16	670.83	5.33
10/21/2011	02/21/2012	75	NEWELL RUBBERMAID INC	18.95	13.40	1,420.88	1,004.84	416.04
06/28/2011	02/21/2012	15	NOBLE ENERGY INC	102.91	88.37	1,543.65	1,325.53	218.12
06/29/2011	02/21/2012	40	NOBLE ENERGY INC	102.91	90.14	4,116.40	3,605.56	510.84
01/18/2012	02/21/2012	70	**NEXEN INC	20.57	18.12	1,439.55	1,268.63	170.92
08/19/2011	02/21/2012	105	NV ENERGY INC	15.83	14.48	1,661.63	1,520.26	141.37
10/07/2011	02/21/2012	65	NV ENERGY INC	15.83	14.75	1,028.62	958.43	70.19
06/30/2011	02/21/2012	1	NVR INC	707.26	722.17	707.26	722.17	-14.91
06/29/2011	02/21/2012	45	NORTHROP GRUMMAN CORP	59.81	68.73	2,691.45	3,092.73	-401.28
10/20/2011	02/21/2012	11	PVH CORP	81.97	66.10	901.67	727.13	174.54
10/25/2011	02/21/2012	11	PVH CORP	81.97	72.49	901.67	797.44	104.23
05/20/2011	02/21/2012	15	ORACLE CORP	28.63	34.58	429.38	518.72	-89.34
06/28/2011	02/21/2012	35	ORACLE CORP	28.63	31.93	1,001.87	1,117.65	-115.78
06/29/2011	02/21/2012	140	ORACLE CORP	28.63	32.41	4,007.50	4,538.07	-530.57
11/15/2011	02/21/2012	8	PERRIGO INC	94.31	93.71	848.79	843.35	5.44
11/23/2011	02/21/2012	8	PERRIGO INC	94.31	89.98	754.48	719.81	34.67

Capital Gains Report

JACK WEISBERG FOUNDATION (Account: 888-21931)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/28/2011	02/21/2012	75	PFIZER INC	21.20	20.39	1,589.62	1,529.08	60.54
06/29/2011	02/21/2012	300	PFIZER INC	21.20	20.60	6,358.50	6,179.04	179.46
07/29/2011	02/21/2012	50	PFIZER INC	21.20	19.29	1,059.75	964.29	95.46
05/09/2011	02/21/2012	7	***POTASH CORP OF SASKATCHEWAN	46.95	54.39	328.65	380.70	-52.05
06/28/2011	02/21/2012	10	***POTASH CORP OF SASKATCHEWAN	46.95	54.88	469.50	548.85	-79.35
06/29/2011	02/21/2012	30	***POTASH CORP OF SASKATCHEWAN	46.95	58.85	1,408.50	1,705.42	-296.92
12/12/2011	02/21/2012	13	***POTASH CORP OF SASKATCHEWAN	46.95	39.95	610.35	519.41	90.94
01/17/2012	02/21/2012	20	***POTASH CORP OF SASKATCHEWAN	46.95	45.28	939.00	805.58	33.42
06/23/2011	02/21/2012	2	PRECISION CASTPARTS CORP	167.53	154.63	335.06	309.26	25.80
06/28/2011	02/21/2012	3	PRECISION CASTPARTS CORP	167.53	157.84	502.59	473.51	29.08
08/04/2011	02/21/2012	13	PRECISION CASTPARTS CORP	167.53	151.85	2,177.89	1,974.03	203.86
11/23/2011	02/21/2012	7	PRECISION CASTPARTS CORP	167.53	153.15	1,172.71	1,072.07	100.64
02/06/2012	02/21/2012	5	PRECISION CASTPARTS CORP	167.53	171.25	837.65	856.24	-18.59
03/21/2011	02/21/2012	10	QUALCOMM INC	62.53	53.74	625.27	537.37	87.90
03/23/2011	02/21/2012	5	QUALCOMM INC	62.53	52.06	312.64	260.32	52.32
04/28/2011	02/21/2012	10	QUALCOMM INC	62.53	57.43	625.27	574.33	50.94
06/28/2011	02/21/2012	20	QUALCOMM INC	62.53	55.40	1,250.55	1,107.94	142.61
06/29/2011	02/21/2012	60	QUALCOMM INC	62.53	55.75	3,751.65	3,344.83	406.82
07/18/2011	02/21/2012	15	QUALCOMM INC	62.53	54.75	937.91	821.27	116.64
08/31/2011	02/21/2012	15	QUALCOMM INC	62.53	51.58	937.91	773.74	164.17
08/09/2011	02/21/2012	15	ROCKWELL AUTOMATION INC	83.24	58.49	1,248.60	877.40	371.20
08/17/2011	02/21/2012	10	ROCKWELL AUTOMATION INC	83.24	62.68	832.40	626.78	205.61
06/28/2011	02/21/2012	15	SCHLUMBERGER LTD	78.44	83.77	1,176.61	1,256.56	-79.95
06/29/2011	02/21/2012	60	SCHLUMBERGER LTD	78.44	85.89	4,706.45	5,153.35	-446.90
01/23/2012	02/21/2012	10	SCHLUMBERGER LTD	78.44	73.88	784.41	738.80	45.61
02/09/2012	02/21/2012	10	SCHLUMBERGER LTD	78.44	78.53	784.41	785.28	-0.87
01/09/2012	02/21/2012	25	STRYKER CORP	53.29	51.72	1,332.25	1,293.00	39.25
01/23/2012	02/21/2012	20	STRYKER CORP	53.29	52.80	1,065.80	1,056.09	9.71
06/29/2011	02/21/2012	50	STARBUCKS CORP	48.21	39.61	2,410.50	1,980.39	430.11
11/25/2011	02/21/2012	15	STARBUCKS CORP	48.21	40.98	723.15	614.69	108.46
06/01/2011	02/21/2012	12	TRW AUTOMOTIVE HOLDINGS CORP	46.05	55.56	552.60	666.76	-114.16
06/29/2011	02/21/2012	13	TRW AUTOMOTIVE HOLDINGS CORP	46.05	58.88	598.65	765.39	-166.74
08/29/2011	02/21/2012	15	TRW AUTOMOTIVE HOLDINGS CORP	46.05	40.73	690.75	610.88	79.87
10/20/2011	02/21/2012	20	TRW AUTOMOTIVE HOLDINGS CORP	46.05	39.14	921.00	782.83	138.17
06/29/2011	02/21/2012	50	TRAVELERS COS INC/THE	59.25	58.42	2,962.50	2,921.00	41.50
12/06/2011	02/21/2012	15	TRAVELERS COS INC/THE	59.25	55.46	888.75	831.95	56.80
05/16/2011	02/21/2012	9	***TRANSOCEAN LTD	49.24	69.12	443.16	622.11	-178.95
06/29/2011	02/21/2012	15	***TRANSOCEAN LTD	49.24	63.96	738.60	959.45	-220.85
07/19/2011	02/21/2012	16	***TRANSOCEAN LTD	49.24	62.85	787.84	1,005.64	-217.80
08/02/2011	02/21/2012	25	***TRANSOCEAN LTD	49.24	60.31	1,231.00	1,507.70	-276.70
11/04/2011	02/21/2012	30	***TRANSOCEAN LTD	49.24	49.66	1,477.20	1,489.80	-12.60
06/28/2011	02/21/2012	10	TIME WARNER CABLE	76.51	77.11	765.10	771.15	-6.05
06/29/2011	02/21/2012	30	TIME WARNER CABLE	76.51	77.87	2,295.30	2,336.00	-40.70
06/29/2011	02/21/2012	70	TYSON FOODS INC-CL A	18.79	19.35	1,315.30	1,354.82	-39.52
06/28/2011	02/21/2012	15	UNITED PARCEL SERVICE-CL B	76.35	72.08	1,145.25	1,081.13	64.12
06/29/2011	02/21/2012	55	UNITED PARCEL SERVICE-CL B	76.35	71.92	4,199.25	3,955.37	243.88
06/29/2011	02/21/2012	40	UNITEDHEALTH GROUP INC	55.35	51.52	2,214.00	2,060.82	153.18
08/08/2011	02/21/2012	30	UNITEDHEALTH GROUP INC	55.35	42.64	1,660.50	1,279.23	381.27
08/11/2011	02/21/2012	25	UNITEDHEALTH GROUP INC	55.35	42.81	1,383.75	1,070.31	313.44

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/01/2011	02/21/2012	10	VIACOM INC-CLASS B	48.26	50.82	482.60	508.20	-25.60
06/28/2011	02/21/2012	20	VIACOM INC-CLASS B	48.26	49.74	965.20	994.74	-29.54
06/29/2011	02/21/2012	50	VIACOM INC-CLASS B	48.26	50.40	2,413.00	2,520.08	-107.08
08/04/2011	02/21/2012	15	VISA INC - CLASS A SHRS	114.15	85.68	1,712.25	1,285.16	427.09
02/09/2012	02/21/2012	35	VERTEX PHARMACEUTICALS INC	37.66	36.49	1,318.10	1,277.03	41.07
06/29/2011	02/21/2012	35	WELLS FARGO & COMPANY	30.92	27.94	1,082.02	978.06	103.96
02/10/2012	02/21/2012	35	WELLS FARGO & COMPANY	30.92	30.23	1,082.03	1,057.95	24.08
05/02/2011	02/21/2012	10	WELLPOINT INC	66.33	77.47	663.30	774.69	-111.39
06/01/2011	02/21/2012	5	WELLPOINT INC	66.33	77.95	331.65	389.76	-58.11
06/28/2011	02/21/2012	5	WELLPOINT INC	66.33	79.08	331.65	395.42	-63.77
06/29/2011	02/21/2012	40	WELLPOINT INC	66.33	79.40	2,653.20	3,176.16	-522.96
06/30/2011	02/21/2012	10	WELLPOINT INC	66.33	79.24	663.30	792.39	-129.09
08/12/2011	02/21/2012	20	WELLPOINT INC	66.33	60.87	1,326.60	1,217.32	109.28
02/09/2012	02/21/2012	10	WELLPOINT INC	66.33	64.96	663.30	649.60	13.70
06/28/2011	02/21/2012	2,075	BERNSTEIN INTERMEDIATE	13.87	13.91	28,791.97	28,875.00	-83.03
		.845	DURATION PORTFOLIO					
06/29/2011	02/21/2012	6,648	BERNSTEIN INTERMEDIATE	13.87	13.89	92,217.03	92,350.00	-132.97
		.668	DURATION PORTFOLIO					
09/06/2011	02/21/2012	147	BERNSTEIN INTERMEDIATE	13.87	14.26	2,042.57	2,100.00	-57.43
		.265	DURATION PORTFOLIO					
09/20/2011	02/21/2012	101	BERNSTEIN INTERMEDIATE	13.87	14.23	1,413.31	1,450.00	-36.69
		.897	DURATION PORTFOLIO					
10/18/2011	02/21/2012	110	BERNSTEIN INTERMEDIATE	13.87	14.04	1,531.23	1,550.00	-18.77
		.399	DURATION PORTFOLIO					
10/31/2011	02/21/2012	332	BERNSTEIN INTERMEDIATE	13.87	14.12	4,616.78	4,700.00	-83.22
		.861	DURATION PORTFOLIO					
12/14/2011	02/21/2012	226	BERNSTEIN INTERMEDIATE	13.87	13.86	3,145.98	3,143.71	2.27
06/28/2011	02/21/2012	819	BERNSTEIN EMERGING MARKETS	28.78	32.72	5,460.30	6,270.00	-809.70
06/29/2011	02/21/2012	553	BERNSTEIN EMERGING MARKETS	28.78	33.08	15,761.63	18,300.00	-2,538.37
		.191	PORTFOLIO					
12/14/2011	02/21/2012	54	BERNSTEIN EMERGING MARKETS	28.78	23.91	1,563.40	1,311.95	251.45
		.871	PORTFOLIO					
06/28/2011	02/21/2012	1,823	BERNSTEIN INTERNATIONAL	13.92	15.27	25,387.82	27,850.00	-2,462.18
		.838	PORTFOLIO					
06/29/2011	02/21/2012	5,867	BERNSTEIN INTERNATIONAL	13.92	15.55	81,675.94	91,240.00	-9,564.06
		.524	PORTFOLIO					
09/13/2011	02/21/2012	334	BERNSTEIN INTERNATIONAL	13.92	12.84	4,661.68	4,300.00	361.68
		.891	PORTFOLIO					
11/01/2011	02/21/2012	140	BERNSTEIN INTERNATIONAL	13.92	13.14	1,959.81	1,850.00	109.81
		.791	PORTFOLIO					
12/22/2011	02/21/2012	202	BERNSTEIN INTERNATIONAL	13.92	12.37	2,813.26	2,500.00	313.26
		.102	PORTFOLIO					
06/29/2011	02/22/2012	10	CITRIX SYSTEMS INC	73.73	79.11	737.30	791.09	-53.79
02/21/2012	02/22/2012	30	CENTERPOINT ENERGY INC	18.95	19.03	568.50	570.81	-2.31
06/29/2011	02/22/2012	180	DELTA AIR LINES INC	10.00	9.20	1,800.00	1,656.31	143.69



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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SUBTOTAL FOR SHORT-TERM NON-COVERED								
LONG-TERM NON-COVERED						712,035.62	702,796.45	9,239.17
05/18/2010	01/09/2012	20	MARATHON OIL CORP	30.55	19.60	611.06	391.98	219.08
06/02/2010	01/09/2012	15	MARATHON OIL CORP	30.55	18.74	458.30	281.05	177.25
06/21/2010	01/09/2012	15	MARATHON OIL CORP	30.55	20.78	458.30	311.73	146.57
07/01/2010	01/09/2012	15	MARATHON OIL CORP	30.55	18.72	458.29	280.82	177.47
11/10/2008	01/10/2012	3	APPLE INC	423.53	97.57	1,270.60	292.72	977.88
10/06/2010	01/10/2012	15	CENTURYLINK INC	37.21	40.20	558.20	603.00	-44.80
04/29/2009	01/10/2012	60	PFIZER INC	21.88	13.32	1,313.05	799.45	513.60
11/26/2010	01/10/2012	20	VIACOM INC-CLASS B	47.03	37.89	940.62	757.74	182.88
05/13/2010	01/24/2012	10	BROADCOM CORP-CL A	35.05	33.51	350.51	335.08	15.43
02/08/2010	01/25/2012	15	EMC CORP/MASS	25.73	17.00	385.91	255.00	130.91
03/16/2010	01/25/2012	15	EMC CORP/MASS	25.73	18.77	385.91	281.56	104.35
10/22/2010	02/01/2012	10	UNITED PARCEL SERVICE-CL B	76.65	69.74	766.54	697.41	69.13
02/08/2010	02/08/2012	5	DANAHER CORP	52.21	35.30	261.03	176.49	84.54
11/04/2010	02/08/2012	10	DANAHER CORP	52.21	44.66	522.05	446.62	75.43
11/24/2010	02/08/2012	20	GENERAL MOTORS CO	25.81	33.55	516.20	870.94	-154.74
10/29/2010	02/08/2012	10	ORACLE CORP	28.67	29.44	286.68	294.36	-7.68
12/10/2010	02/08/2012	15	ORACLE CORP	28.67	29.76	430.02	446.35	-16.33
02/04/2011	02/10/2012	1	QUALCOMM INC	61.56	54.86	61.56	54.86	6.70
12/09/2008	02/10/2012	16	BERNSTEIN EMERGING MARKETS	28.18	14.72	449.05	236.93	212.12
04/29/2009	02/10/2012	.096	PORTFOLIO			3,400.95	2,254.64	1,146.31
121			BERNSTEIN EMERGING MARKETS	28.18	18.49			
04/29/2009	02/10/2012	.906	PORTFOLIO			9,320.00	7,726.78	1,593.22
683			BERNSTEIN INTERNATIONAL	13.63	11.30			
.786			PORTFOLIO					
05/14/2010	02/21/2012	30	**ASTRAZENECA PLC-SPONS ADR	44.84	42.23	1,345.20	1,267.04	78.16
05/27/2010	02/21/2012	40	**ASTRAZENECA PLC-SPONS ADR	44.84	41.25	1,793.60	1,650.05	143.55
11/29/2010	02/21/2012	10	**ASTRAZENECA PLC-SPONS ADR	44.84	47.31	448.40	473.09	-24.69
02/16/2011	02/21/2012	5	ALLERGAN INC	86.98	74.38	434.90	371.89	63.01
11/10/2008	02/21/2012	2	APPLE INC	511.06	97.57	1,022.12	185.15	826.97
12/03/2009	02/21/2012	55	CONSTELLATION BRANDS INC-A	21.92	16.59	1,205.60	912.41	293.19
10/06/2010	02/21/2012	15	CENTURYLINK INC	39.43	40.20	591.38	603.00	-11.62
03/12/2010	02/21/2012	9	COMCAST CORP-CLASS A	29.00	17.40	260.96	156.64	104.32
03/26/2010	02/21/2012	30	DELTA AIR LINES INC	9.93	14.44	297.90	433.15	-135.25
01/26/2011	02/21/2012	85	DELTA AIR LINES INC	9.93	11.88	844.05	1,009.66	-165.61
05/11/2010	02/21/2012	10	THE WALT DISNEY CO.	41.57	35.71	415.72	357.12	58.60
08/24/2010	02/21/2012	4	EOG RESOURCES INC	115.35	89.66	461.40	358.66	102.74
08/25/2010	02/21/2012	8	EOG RESOURCES INC	115.35	86.02	922.80	688.20	234.60
01/19/2011	02/21/2012	3	EOG RESOURCES INC	115.35	102.19	346.05	306.58	39.47
01/20/2011	02/21/2012	4	EOG RESOURCES INC	115.35	99.82	461.40	399.28	62.12
03/16/2010	02/21/2012	10	EMC CORP/MASS	27.22	18.77	272.20	187.70	84.50
04/20/2010	02/21/2012	35	FORD MOTOR CO	12.51	13.85	437.68	484.84	-47.16
05/04/2010	02/21/2012	10	FORD MOTOR CO	12.51	12.85	125.05	128.51	-3.46
10/15/2010	02/21/2012	40	GANNETT CO	14.93	13.01	597.20	520.21	76.99

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/18/2011	02/21/2012	35	GENERAL ELECTRIC CO	19.37	18.72	678.06	655.28	22.78
04/14/2010	02/21/2012	10	GILEAD SCIENCES INC	44.64	45.91	446.35	459.08	-12.73
11/04/2010	02/21/2012	30	HEALTH NET INC	38.70	28.71	1,160.85	861.22	299.63
10/04/2010	02/21/2012	15	JOHNSON & JOHNSON	64.93	61.56	973.95	923.34	50.61
11/09/2010	02/21/2012	10	JOHNSON & JOHNSON	64.93	64.28	649.30	642.79	6.51
12/13/2010	02/21/2012	5	JOHNSON & JOHNSON	64.93	61.83	324.65	309.14	15.51
07/01/2010	02/21/2012	15	MARATHON OIL CORP	34.47	18.72	517.06	280.81	236.25
11/01/2010	02/21/2012	45	**MARVELL TECHNOLOGY GROUP LT	16.06	19.42	722.70	874.07	-151.37
11/23/2010	02/21/2012	20	**MARVELL TECHNOLOGY GROUP LT	16.06	19.81	321.20	386.24	-75.04
12/10/2010	02/21/2012	10	ORACLE CORP	28.63	29.76	286.25	297.56	-11.31
04/29/2009	02/21/2012	25	PFIZER INC	21.20	13.32	529.88	333.11	196.77
06/17/2009	02/21/2012	50	PFIZER INC	21.20	14.34	1,059.75	716.93	342.82
08/17/2009	02/21/2012	50	PFIZER INC	21.20	15.76	1,059.75	788.13	271.62
05/08/2009	02/21/2012	5	SCHLUMBERGER LTD	78.44	56.38	392.20	281.91	110.29
03/02/2010	02/21/2012	10	SCHLUMBERGER LTD	78.44	62.05	784.41	620.50	163.91
04/19/2010	02/21/2012	10	SCHLUMBERGER LTD	78.44	64.93	784.41	649.34	135.07
04/29/2009	02/21/2012	16	TIME WARNER CABLE	76.51	30.44	1,224.16	487.01	737.15
04/30/2009	02/21/2012	9	TIME WARNER CABLE	76.51	32.00	688.59	287.99	400.60
11/09/2010	02/21/2012	10	UNITED PARCEL SERVICE-CL B	76.35	69.44	763.50	694.37	69.13
12/30/2010	02/21/2012	10	VIACOM INC-CLASS B	48.26	39.43	482.60	394.30	88.30
04/29/2010	02/21/2012	9	WELLS FARGO & COMPANY	30.92	33.18	278.24	298.63	-20.39
11/26/2010	02/21/2012	6	WELLS FARGO & COMPANY	30.92	26.86	185.49	161.17	24.32
12/31/2009	02/21/2012	163	BERNSTEIN INTERMEDIATE	13.87	13.24	2,269.13	2,166.07	103.06
		.600	DURATION PORTFOLIO					
01/20/2010	02/21/2012	122	BERNSTEIN INTERMEDIATE	13.87	13.43	1,704.05	1,650.00	54.05
		.859	DURATION PORTFOLIO					
10/18/2010	02/21/2012	147	BERNSTEIN INTERMEDIATE	13.87	14.21	2,049.75	2,100.00	-50.25
		.783	DURATION PORTFOLIO					
10/22/2010	02/21/2012	77	BERNSTEIN INTERMEDIATE	13.87	14.19	1,075.19	1,100.00	-24.81
		.518	DURATION PORTFOLIO					
12/07/2010	02/21/2012	83	BERNSTEIN INTERMEDIATE	13.87	13.73	1,152.97	1,141.33	11.64
		.127	DURATION PORTFOLIO					
04/29/2009	02/21/2012	213	BERNSTEIN EMERGING MARKETS	28.78	18.49	6,077.98	3,945.36	2,132.62
		.321	PORTFOLIO					
12/08/2009	02/21/2012	8	BERNSTEIN EMERGING MARKETS	28.78	28.18	237.00	234.39	2.61
		.318	PORTFOLIO					
12/07/2010	02/21/2012	6	BERNSTEIN EMERGING MARKETS	28.78	32.81	182.86	210.56	-27.70
		.418	PORTFOLIO					
04/29/2009	02/21/2012	2,338	BERNSTEIN INTERNATIONAL	13.92	11.30	32,555.89	26,428.26	6,127.63
		.785	PORTFOLIO					
01/26/2011	02/22/2012	5	DELTA AIR LINES INC	10.00	11.88	50.00	59.39	-9.39
			SUBTOTAL FOR LONG-TERM NON-COVERED			97,156.61	78,546.97	18,609.64
			TOTAL			809,192.23	781,343.42	27,848.81