Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

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

THE IRENE HERBERT ROSS AND HARPER GRANT
ROSS FOUNDATION C/O MICHAEL K RUTTER ESQ
3 PARAGON WAY #300
FREEHOLD, NJ 07728-9575

A Employer identification number
22-6058004

B Telephone number (see the instructions)
732-462-1990

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)* ► $ 1,568,783.

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 ► ☒ if the foundn is **not** req to att Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	42,355.	42,355.	42,355.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	35,563.			
b	Gross sales price for all assets on line 6a 311,192.				
7	Capital gain net income (from Part IV, line 2)		35,563.		
8	Net short-term capital gain			0.	
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	77,918.	77,918.	42,355.	
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	4,290.	429.		3,861.
c	Other prof fees (attach sch) SEE ST 2	14,438.	7,219.		7,219.
17	Interest				
18	Taxes (attach schedule)(see instrs) SEE STM 3	2,813.	58.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 4	10,085.	1,009.		9,076.
24	**Total operating and administrative expenses.** Add lines 13 through 23	31,626.	8,715.		20,156.
25	Contributions, gifts, grants paid STMT 5	82,000.			82,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	113,626.	8,715.	0.	102,156.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-35,708.			
b	**Net investment income** (if negative, enter -0-)		69,203.		
c	**Adjusted net income** (if negative, enter -0-)			42,355.	

REVENUE

OPERATING AND ADMINISTRATIVE EXPENSES

25

	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	4,179.	6,049.	6,049.
	2 Savings and temporary cash investments	128,381.	11,447.	11,447.
	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)	1,281,288.	1,368,781.	1,551,287.
	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)	1,413,848.	1,386,277.	1,568,783.
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.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	1,413,848.	1,386,277.	
	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)	1,413,848.	1,386,277.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,413,848.	1,386,277.	

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	1,413,848.
2	Enter amount from Part I, line 27a	2	-35,708.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 6	3	8,137.
4	Add lines 1, 2, and 3	4	1,386,277.
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	1,386,277.

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)
1a	SEE STATEMENT 7			
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (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				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	35,563.
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	-44.

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	101,742.	1,504,975.	0.067604
2010	94,912.	1,615,124.	0.058765
2009	94,501.	1,492,900.	0.063300
2008	113,382.	1,350,079.	0.083982
2007	132,153.	1,879,732.	0.070304

2	**Total** of line 1, column (d)	2	0.343955
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	0.068791
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,571,033.
5	Multiply line 4 by line 3	5	108,073.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	692.
7	Add lines 5 and 6	7	108,765.
8	Enter qualifying distributions from Part XII, line 4	8	102,156.

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 ► ☐ 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 ► ☐ and enter 1% of Part I, line 27b			1	1,384.
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	1,384.
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	1,384.
6 Credits/Payments:				
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,920.		
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	1,920.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed ►			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►			10	536.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ►	536.	**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?	1 a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1 c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NJ			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8 b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)		11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
	Website address ► N/A				
14	The books are in care of ► MICHAEL K RUTTER ESQ Telephone no. ► 732-462-1990 Located at ► 3 PARAGON WAY FREEHOLD NJ ZIP + 4 ► 07728-9575				
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		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

				Yes	No
	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			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)		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			
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)*

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☒ **No**

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☒ **No**

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☒ **No**

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A. ☐ **Yes** ☐ **No**

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☒ **No**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☒ **No**

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
MICHAEL K. RUTTER ESQ. 3 PARAGON WAY STE 300 FREEHOLD, NJ 07728	DIRECTOR 2.00	0.	0.	0.
MARK S. STEVENS ESQ. 3 PARAGON WAY STE 300 FREEHOLD, NJ 07728	DIRECTOR 0.25	0.	0.	0.
JOHN WEBSTER 3 PARAGON WAY STE 300 FREEHOLD, NJ 07728	DIRECTOR 0.25	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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	1,571,790.
b	Average of monthly cash balances	1b	23,167.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,594,957.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,594,957.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	23,924.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,571,033.
6	**Minimum investment return.** Enter 5% of line 5	6	78,552.

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	78,552.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,384.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,384.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	77,168.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	77,168.
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	77,168.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	102,156.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	102,156.
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	102,156.

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					77,168.
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	41,366.				
b From 2008	46,794.				
c From 2009	20,708.				
d From 2010	15,224.				
e From 2011	28,408.				
f Total of lines 3a through e		152,500.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 102,156.					
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					77,168.
e Remaining amount distributed out of corpus		24,988.			
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		177,488.			
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)		41,366.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		136,122.			
10 Analysis of line 9:					
a Excess from 2008	46,794.				
b Excess from 2009	20,708.				
c Excess from 2010	15,224.				
d Excess from 2011	28,408.				
e Excess from 2012	24,988.				

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	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
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 8

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
a *Paid during the year*				
Total ► **3a**				
b *Approved for future payment*				
Total ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
1 Program service revenue:	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	42,355.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					35,563.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				42,355.	35,563.

13 **Total.** Add line 12, columns (b), (d), and (e) **13** 77,918.

(See worksheet in line 13 instructions to verify calculations)

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of.			
(1) Cash	**1 a (1)**		X
(2) Other assets	**1 a (2)**		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
(2) Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
(3) Rental of facilities, equipment, or other assets	**1 b (3)**		X
(4) Reimbursement arrangements	**1 b (4)**		X
(5) Loans or loan guarantees	**1 b (5)**		X
(6) Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

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

b If 'Yes,' complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Michael K Rutter
Signature of officer or trustee

5/10/13
Date

DIRECTOR + PRESIDENT
Title

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

Paid Preparer Use Only

Print/Type preparer's name MICHAEL S. KASHER	Preparer's signature Michael S. Kasher CPA	Date 5/7/13	Check ☐ if self-employed	PTIN P00018377
Firm's name ► TILLIT ASSOCIATES LLP			Firm's EIN ► 45-3668831	
Firm's address ► 4390 US ROUTE 1 PO BOX 2310 PRINCETON, NJ 08543			Phone no (609) 452-8735	

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 & TAX PREPARATION FEES.	$ 4,290.	$ 429.		$ 3,861.
TOTAL	$ 4,290.	$ 429.	$ 0.	$ 3,861.

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
INVESTMENT ADVISORY FEES	$ 14,438.	$ 7,219.		$ 7,219.
TOTAL	$ 14,438.	$ 7,219.	$ 0.	$ 7,219.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX ON INVESTMENT INCOME	$ 2,755.			
FOREIGN TAX PAID ON DIVIDEND INCOME	58.	$ 58.		
TOTAL	$ 2,813.	$ 58.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS FEES	$ 85.	$ 9.		$ 76.
OFFICE & BOOKKEEPING SERVICES-SEE STATEM	10,000.	1,000.		9,000.
TOTAL	$ 10,085.	$ 1,009.	$ 0.	$ 9,076.

STATEMENT 5
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:
DONEE'S NAME: SEE SCHEDULE ATTACHED
DONEE'S ADDRESS:

RELATIONSHIP OF DONEE:
ORGANIZATIONAL STATUS OF DONEE:
AMOUNT GIVEN: $ 82,000.

TOTAL $ 82,000.

STATEMENT 6
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

TO CORRECT INVESTMENTS-COST BASIS (FROM PRIOR YEARS) $ 8,137.
TOTAL $ 8,137.

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	12/31/2012
2	186.367 PIMCO GNMA CLASS A	PURCHASED	VARIOUS	11/30/2012
3	25.62 SPDR GOLD SHARES	PURCHASED	2/18/2011	VARIOUS
4	335.248 PIMCO GNMA CLASS A	PURCHASED	VARIOUS	11/30/2012
5	15.121 WESTCORE SELECT	PURCHASED	12/28/2011	9/14/2012
6	SPDR GOLD SHARES	PURCHASED	2/18/2011	VARIOUS
7	664.011 ALLIANZ NFJ SMALL CAP VALUE CLASS A	PURCHASED	VARIOUS	11/30/2012
8	403.877 FIRST EAGLE GLOBAL FUND	PURCHASED	1/24/2005	11/30/2012
9	4,721.435 PIMCO EMERGING LOCAL BOND FUND	PURCHASED	6/02/2009	7/16/2012
10	10,392.88 PIMCO GNMA CLASS A	PURCHASED	VARIOUS	VARIOUS
11	2,265.519 WESTCORE SELECT	PURCHASED	2/22/2011	9/14/2012
12	1,990.446 HARBOR BOND FUND	PURCHASED	VARIOUS	4/18/2012

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	26,200.		0.	26,200.				$ 26,200.
2	2,200.		2,208.	-8.				-8.
3	26.		21.	5.				5.
4	3,958.		3,832.	126.				126.
5	270.		333.	-63.				-63.
6	134.		112.	22.				22.
7	19,981.		17,777.	2,204.				2,204.
8	19,981.		15,521.	4,460.				4,460.
9	50,000.		43,654.	6,346.				6,346.
10	122,976.		118,797.	4,179.				4,179.

THE IRENE HERBERT ROSS AND HARPER GRANT ROSS FOUNDATION

List of Donations Made in 2012

5/7/2013

Charity	Address	2012 Donation Amount	Check Number	Purpose of Donation
ALS Association, The	Jane H. Gilbert, President and CEO The ALS Association 1275 K. Street NW Suite 1050 Washington, DC 20005	$2,000.00	2022	Medical research, patient and community services, public education and advocacy programs.
American Cancer Society	Donald Distasio, Chief Executive Officer American Cancer Society 132 West 32nd Street New York, NY 10001	$2,000.00	2023	Medical research, free services for cancer patients and education programs.
Arthritis Foundation New Jersey Chapter	Dayle Lehr, Vice President, Corporate and Donor Relations Arthritis Foundation Northeast Region, New Jersey Chapter 555 Route 1 South, Suite 320 Iselin, New Jersey 08830	$2,000.00	2024	Medical research and patient services
Associate Alumnae of Douglass College, The	Valerie Anderson Cabbell Executive Director The Associate Alumnae of Douglass College 181 Ryders Lane New Brunswick, NJ 08901-8557 cc: Carol H. Hamlin, Director of Major Gifts	$3,000.00	2025	Education in Science (Summer program for High School students).
Boys & Girls Village, Inc. [Connecticut]	John R. Cocciolone, President and Chief Executive Officer Boys & Girls Village, Inc. 528 Wheelers Farms Road Milford, CT 06461-1874	$2,000.00	2026	Education/Community
Cancer Institute of NJ Foundation	Michelle Walker, Director of Foundation and Annual Giving Cancer Institue of NJ Foundation 120 Albany Street, Tower 2, 5th Fl. New Brunswick, NJ 08901	$5,000.00	2027	Medical research and patient services
Colebrook Congregational Church	Susan T. Coggins, Assistant Treasurer Colebrook Congregational Church 471 Smith Hill Road P.O. Box 14 Colebrook, CT 06021	$4,000.00	2029	Religious contribution
DAV Charitable Service Trust (Disabled American Veterans Charitable Service Trust)	Richard E. Marbes, Chairman DAV Charitable Service Trust 3725 Alexandria Pike Cold Spring, KY 41076	$3,000.00	2030	Medical services and patient care
Elijah's Promise	Rev. Lisanne G. Finston, Executive Director Elijah's Promise 211 Livingston Avenue New Brunswick, NJ 08901	$4,000.00	2031	Community

THE IRENE HERBERT ROSS AND HARPER GRANT ROSS FOUNDATION

List of Donations Made in 2012

Charity	Address	2012 Donation Amount	Check Number	Purpose of Donation
Embrace Kids Foundation	Glenn Jenkins, Executive Director The Edith and Martin Stein Building of Hope 121 Somerset Street New Brunswick, NJ 08901	$2,000.00	2032	Community
Healthy Eyes Alliance (formerly Prevent Blindness Tri-State [New Jersey])	Kathryn Garre Ayars, President & CEO Healthy Eyes Alliance 101 Whitney Avenue, Suite 301 New Haven, CT 06510	$2,000.00	2051	Community
Holmes Marshall Volunteer Fire Company	Darryl M. Henry, Chief Holmes Marshall Volunteer Fire Co. 5300 Deborah Drive Piscataway, NJ 08854	$2,000.00	2033	Community
Jewish Family & Vocational Service of Middlesex County	Murray Katz, President Sara Levine, Executive Director Jewish Family & Vocational Service of Middlesex County 32 Ford Avenue, Second Floor Milltown, NJ 08850	$2,000.00	2034	Community
Legal Services of New Jersey	Melville D. Miller, Jr., President Legal Services of New Jersey P.O. Box 10390 New Brunswick, NJ 08906-9985	$4,000.00	2035	Community
Lupus Research Institute	Margaret G. Dowd, President Lupus Research Institute 330 7th Avenue, Suite 1701 New York, NY 10001	$2,000.00	2036	Medical Research
Melvyn H. Motolinsky Research Foundation	Jack Borrus, Esq., Treasurer Melvyn H. Motolinsky Research Foundation P.O. Box 7463 North Brunswick, NJ 08902	$2,000.00	2037	Medical Research
Middlesex County Bar Foundation	John F. Gillick, Esq. Middlesex County Bar Foundation 87 Bayard Street New Brunswick, NJ 08901	$4,000.00	2038	Education
Middlesex County College Foundation, Inc.	Rose Cofone, Executive Director Middlesex County College Foundation, Inc. P.O. Box 3050 Edison, NJ 08818-3050	$2,000.00	2039	Education
Miller Memorial Presbyterian Church	Wilma M. Applegate, Office Administrator Miller Memorial Presbyterian Church 617 Ridge Road Monmouth Junction, NJ 08852	$5,000.00	2040	Religious
National Multiple Sclerosis Society	Jim Roberts, Chapter President National Multiple Sclerosis Society New Jersey Metro Chapter 246 Monmouth Road Oakhurst, NJ 07755	$2,000.00	2041	Medical research, patient services and education

THE IRENE HERBERT ROSS AND HARPER GRANT ROSS FOUNDATION

List of Donations Made in 2012

5/7/2013

Charity	Address	2012 Donation Amount	Check Number	Purpose of Donation
New Jersey Institute for Disabilities (formerly Cerebral Palsy Association of Middlesex County)	Venus D. Majeski, Director of Development and Community Relations New Jersey Institute for Disabilities Roosevelt Park-10 Oak Drive Edison, NJ 08837 (Check payable to Cerebral Palsy Association of Middlesex County)	$2,000.00	2028	Community and patient services
Northwestern Connecticut YMCA	Greg Brisco, Chief Executive Officer Northwestern Connecticut YMCA 259 Prospect Street Torrington, CT 06790	$2,000.00	2042	Community
Parkinson's Disease Foundation, Inc.	Robin Anthony Elliot, Executive Director Parkinson's Disease Foundation 1359 Broadway, Suite 1509 New York, NY 10018	$2,000.00	2043	Medical research
RWJ University Hospital Foundation	Jerry Murphy, Interim Vice President for Development & Executive Director RWJ University Hospital Foundation 10 Plum Street, Suite 910 New Brunswick, NJ 08901	$3,000.00	2044	Medical
Rutgers Preparatory School	James E. Ackerman, Director of Development Rutgers Prepratory School 1345 Easton Avenue Somerset, NJ 08873	$2,000.00	2045	Education
Rutgers University Foundation	Carol P. Herring, President Rutgers University Foundation 7 College Avenue- Winants Hall New Brunswick, NJ 08901-1261	$2,000.00	2046	Education
Somerset Medical Center Foundation	Laura Fino, Assistant Vice President Somerset Medical Center Foundation 110 Rehill Avenue Somerville, NJ 08876-2598	$2,000.00	2047	Medical
St. Peter's Foundation [hospital]	Emily Lyssikatos, Executive Director Saint Peter's Foundation 254 Easton Avenue New Brunswick, NJ 08901-1766	$2,000.00	2048	Medical
Waksman Institute	Robert W. Rossi, Executive Officer Waksman Institute, Rutgers University 190 Frelinghuysen Road Piscataway, NJ 08854-8020	$3,000.00	2049	Education/Research
Yale University (Ross Endowment)	Inge T. Reichenbach, Vice President for Development Yale University, Office of Development P.O. Box 2038 New Haven, Connecticut 06521-2038	$6,000.00	2050	Education
Total Gifts To Be Made for 2012		**$82,000.00**		

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
11	40,485.		49,948.	-9,463.				$ -9,463.
12	24,981.		23,426.	1,555.				1,555.
							TOTAL	$ 35,563.

STATEMENT 8
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	
CARE OF:	MICHAEL K. RUTTER ESQ.
STREET ADDRESS:	3 PARAGON WAY STE 300
CITY, STATE, ZIP CODE:	FREEHOLD, NJ 07728-9575
TELEPHONE:	732-462-1990
E-MAIL ADDRESS:	
FORM AND CONTENT:	REQUEST MAY BE VERBAL OR WRITTEN AND DESCRIBE THE USE OF THE GRANT
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	PREFERENCE GIVEN TO NEW JERSEY AND CONNECTICUT ORGANIZATIONS BUT OTHERS MAY QUALIFY

THE IRENE HERBERT ROSS AND
HARPER GRANT ROSS FOUNDATION
Mutual Funds Investment December 31, 2012
F.I.D. #22-6058004

Mutual Funds Investment		Book Value		Fair Market Value
Harbor Bond Fund		156,222		165,067
Lord Abbett Bond Debenture A		95,130		100,057
Pimco Emerging Local Bond A		56,241		66,204
Pimco Emerging Market Bond A		51,283		53,337
Pimco Floating Income Fund A		75,852		76,446
Pimco Real Return Fund A		91,218		110,111
Allianz Dividend Value Fund A		86,791		87,699
FPA Crescent Inst		65,168		82,917
Artisan Mid Cap Value		42,111		40,062
Gabelli Asset Fund		78,895		111,895
Yacktman Fund		86,813		91,319
Allianz Small Cap Value Fund A		70,295		74,401
Royce Total Return Fund		62,171		73,855
First Eagle Global Fund A		132,099		165,294
Oppenheimer Developing Markets Fund		50,974		50,107
Pimco Commodity Real Return Fund		64,079		47,745
SPDR Gold Trust		33,849		40,505
Caterpillar Inc.		21,188		44,804
Coca Cola Co.		25,212		43,500
Verizon Communications		23,190		25,962
Total		1,368,781		1,551,287

STATEMENT REGARDING OTHER EXPENSES AND PAYMENT TO DISQUALIFIED PERSON
SEE STATEMENT #4 AND PART VII-B 1A(4)

DURING 2012, THE FOUNDATION PAID $10,000 TO THE LAW FIRM OF WATSON, STEVENS, RUTTER & ROY, LLP FOR OFFICE AND BOOKKEEPING SERVICES FOR WHICH TWO OF THE DIRECTORS, MICHAEL K. RUTTER AND MARK S. STEVENS ARE ALSO MEMBERS OF THE FIRM. THESE BENEFITS RECEIVED BY THE LAW FIRM AND INDIRECTLY BY THE DISQUALIFIED PERSONS DO NOT EXCEED THE VALUE OF THE BENEFITS THE PRIVATE FOUNDATION RECEIVED IN THE EXCHANGE.