EXTENSION TO 10/15/13

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation: GEM STAR FOUNDATION

A Employer identification number: 22 6071177

Number and street (or P O box number if mail is not delivered to street address): 7 HOLDEN LANE

Room/suite:

B Telephone number (see instructions): 973-377 5675

City or town, state, and ZIP code: MADISON NJ 07940

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	80823	80823	80823	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		227788		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less. Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	80823	308611	80823	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	47000	47000	47000	49000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ANNUAL + LE INVESTMENTS	34318	34318	34318	34318
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) FED EXCISE	11093	11093	11093	11093
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) MISC.	1740	1740	1740	1740
	24	**Total operating and administrative expenses.** Add lines 13 through 23	94151	94151	94151	94151
	25	Contributions, gifts, grants paid	136250			136250
	26	**Total expenses and disbursements.** Add lines 24 and 25	230401.	94151	94151	230401
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(149578)			
	b	**Net investment income** (if negative, enter -0-)		218480		
	c	**Adjusted net income** (if negative, enter -0-)			—	

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914

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	111 330	97 767	104 548
	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 schedule) ▶ 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)	2415 568	2511879	2840786
	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)	2526898	2 609 606	2945334
Liabilities	17	Accounts payable and accrued expenses	19000	23500	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	19000	23500	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2507898	2586 106	
	30	**Total net assets or fund balances** (see instructions)			
	31	**Total liabilities and net assets/fund balances** (see instructions)	2526898	2609666	

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	2507 898
2	Enter amount from Part I, line 27a	2	(1[illegible]578)
3	Other increases not included in line 2 (itemize) ▶ GAIN ON SALE OF INVESTMENTS	3	227 788
4	Add lines 1, 2, and 3	4	
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	2 586 108

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	227788
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	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011			
2010			
2009			
2008			
2007			

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

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	4369	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3	4369	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	4369	
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c 5000			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments. Add lines 6a through 6d	7	5000	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9		
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	631	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 631 **Refunded** ▶	11		

Part VII-A Statements Regarding Activities

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

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ ____________________

14 The books are in care of ▶ TAXPAYER Telephone no. ▶ 9733775675

Located at ▶ 7 HOLDEN LANE MADISON NJ ZIP+4 ▶ 07940-2610

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

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		
	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.			
1a	During the year did the foundation (either directly or indirectly): **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? . ☐ Yes ☒ No **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . ☐ Yes ☒ No **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . ☐ Yes ☒ No **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . ☐ Yes ☒ No **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . ☐ Yes ☒ No **(6)** Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶☒			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . ☐ Yes ☒ No If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		✓

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**

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

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

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? **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
FRED H. ROHN 7 HOLDEN LANE MADISON NJ 07940	AS REQUIRED PRESIDENT	SEE SCHED		—
RICHARD W. DAVIS 2008 LEXINGTON PARKWAY, NISKAYUNA, NY 12303	AS REQUIRED VICE PRES	-		—
JUNE ROHN 7 HOLDEN LANE MADISON NJ 07940	AS REQUIRED VICE PRES	-		—
KATHLEEN LE DAVIS 3896 MCKINLEY ST. WASHINGTON DC 20015	AS REQUIRED TRUSTEE	-		—

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE FOUNDATION MAKES CASH CONTRIBUTIONS TO RECOGNIZED TAX-EXEMPT CHARITABLE ORGANIZATIONS BASED ON ANALYSIS AND REVIEW OF EACH ORGANIZATION'S ACTIVITIES. THE FOUNDATION RECEIVES A LARGE VOLUME	
2 OF REQUESTS FROM TAX EXEMPT ORGANIZATIONS AND REVIEWS THEIR REQUESTS INDIVIDUALLY. THE FOUNDATION DOES NOT CONDUCT ANY PROGRAMS OR ANY INCOME PRODUCING ACTIVITIES; THE FOUNDATION'S MANAGERS ARE NOT	
3 REIMBURSED FOR ANY INDIVIDUALLY INCURRED EXPENSES. A LIST OF 2012 CONTRIBUTIONS IS INCLUDED HEREWITH	
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	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	

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

1		Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
	a	Average monthly fair market value of securities	1a	2840786
	b	Average of monthly cash balances	1b	104548
	c	Fair market value of all other assets (see instructions)	1c	
	d	**Total** (add lines 1a, b, and c)	1d	2945334
	e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2		Acquisition indebtedness applicable to line 1 assets	2	
3		Subtract line 2 from line 1d	3	2945334
4		Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	44180
5		**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2901154
6		**Minimum investment return.** Enter 5% of line 5	6	145058

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	145058
2a		Tax on investment income for 2012 from Part VI, line 5	2a	4369		
	b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
	c	Add lines 2a and 2b			2c	4369
3		Distributable amount before adjustments. Subtract line 2c from line 1			3	140689
4		Recoveries of amounts treated as qualifying distributions			4	
5		Add lines 3 and 4			5	140689
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	

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	136250
	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	
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	136250

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

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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:

973-3775675

FRED H. ROHN 7 HOLDEN LANE MADISON NJ 07940

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

NO PARTICULAR FORMAT - FULL DETAILS REQUIRED

c Any submission deadlines:

NONE

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

NONE

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*				
SCHEDULE ATTACHED				
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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g *Fees and contracts from government agencies*					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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					
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)					

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

(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	1a(1)		
	(2) Other assets	1a(2)		
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		
	(3) Rental of facilities, equipment, or other assets	1b(3)		
	(4) Reimbursement arrangements	1b(4)		
	(5) Loans or loan guarantees	1b(5)		
	(6) Performance of services or membership or fundraising solicitations	1b(6)		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

Date: 10/6/13

Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

GEM STAR FOUNDATION

SALES OF SECURITIES

Y/E 12/31/12

2012		ACQUIRED	COST	NET PROCEEDS	GAIN
JAN	1000 SOUTHERN CO	12/09	19 512 54	44 389 34	24 876 80
FEB	2000 EXXON MOBIL	12/09	132 831 77	172 951 92	40 120 15
"	2000 INTEL	4/10	45 256 33	52 528 10	7 274 77
MAR	IBM 1000	12/09	109 660 61	205 394 32	95 733 71
MAY	PFIZER 3000	4/09	48 082 97	65 666 75	18 583 78
"	BANCO SANTANDER	6/12	27 79	287 42	259 63
AUG	10000 GE	8/09	172 577 34	208 498 39	35 921 05
OCT	1000 SEASPAN	8/11	11 918 36	15 492 49	3 574 13
NOV	1000 AT&T	12/08	30 425 76	33 307 37	2 881 61
			570 293 47	1 618	229 222 65
			570 293 47	799 516 10	229 222 63

SEE SEASPAN SHEET FOR MONTH OF DEC 2012

	STOCK PURCHASED	COST
9/12	1000 FRONTIER COMMUNICATIONS	4 693 70
	3000 STANDARD REGISTER	6 095 31
		10 789 01

GOT STAR FOUNDATION
12/31/12

	Initials	Date
Prepared By		
Approved By		

	1	2	3
CONTRIBUTIONS			
MANNHEIMER FOUNDATION HOMESTEAD FLORIDA		25000	
LEHIGH UNIVERSITY, BETHLEHEM, PA		45000	
NJ HISTORICAL SOCIETY, NEWARK, NJ		1000	
COLGATE UNIVERSITY, HAMILTON, NY		5000	
LONGBOAT ISLAND CHAPEL, LONGBOAT KEY, FL		22000	
MORRIS MUSEUM, MORRISTOWN, NJ		29400	
FIRST REFORMED CHURCH, SCHENECTADY, NY		5000	
BLOOMFIELD COLLEGE, BLOOMFIELD, NJ		3500	
CHAPIN SENIOR CENTER NEW HAMPSHIRE		100	
MADISON AREA YMCA, MADISON NJ		250	136250
TRUSTEES COMPENSATION			
FRED H. ROHN	33500		
RICHARD W. DAVIS	5000		
JANE B. ROHN	5000		
KATHLEEN LE DAIN	3500	49000	
INVESTMENTS		Cost	12/31/12 FMV
CORPORATE BONDS		49979	45000
COMMON STOCKS, SCHEDULE		1069074	1380000
COMMON STOCK, HUDSON CITY BANK		4000	25000
COMMON STOCK, ANDERSON HAND TOOLS INC		250000	250000
SECURED EQUIPMENT NOTES		1138683	1138683
COMMON STOCK, RE CARSON		2103	2103
		2511839	2840786

	Initials	Date
Prepared By		
Approved By		

GEM STAR FOUNDATION

CALCULATION OF EXCESS DISTRIBUTION CARRY OVER

12/31/12

YEAR	1 REQUIRED CONTRIBUTIONS PER 990 PF	2 ACTUAL CONTRIBUTIONS	3 CARRY OVER
2007	26359	56236	29877
2008	31203	50500	19297
2009	96342	114300	17958
2010	117443	137200	19757
2011	114058	84400	(29658)
CARRY OVER TO 2012	388405	442636	57231
SUMMARY			
CARRYOVER AS ABOVE			57231
2012			(4439)
CARRYOVER TO 2013			52792
2012			
MINIMUM REQUIRED	140689		
ACTUAL	136250		
	4439		

Holdings

Active Assets Account
615-105832-347

GEM STAR FOUNDATION INC
7 HOLDEN LANE

STOCKS

COMMON STOCKS

Morgan Stanley & Co LLC (Morgan Stanley), Citi Investment Research & Analysis (CIRA), and Standard & Poor's equity research ratings may be shown for certain securities All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance Because the applicable research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating Where a particular company is covered by both Morgan Stanley and CIRA, you can and should view both research reports CIRA's equity research ratings are (1) Buy, (2) Neutral and (3) Sell For ease of comparison, Morgan Stanley and Standard & Poor's equity research ratings have been normalized to a 1 (Buy), 2 (Hold), and 3 (Sell) Please refer to the quarter month-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a summary guide describing Morgan Stanley, CIRA and Standard & Poor's ratings Morgan Stanley Smith Barney LLC does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared for Standard & Poor's

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ALTRIA GROUP INC (MO)	1/26/09	500.000	$17.389	$8,694.43	$16,905 00	$8,210.57 LT A		
	8/3/09	1,500 000	17.992	26,988.60	50,715 00	23,726.40 LT		
	Total	2,000 000		35,683.03	**67,620.00**	31,936.97 LT	3,520.00	5 20
Share Price. $33 810; Rating Morgan Stanley: 2, Citigroup. 1, S&P. 1, Next Dividend Payable 01/2013								
ANNALY CAPITAL MNGMT INC (NLY)	11/2/09	1,000.000	17.375	17,374.84	14,720.00	(2,654.84) LT		
	12/16/10	2,000.000	18.249	36,497.20	29,440 00	(7,057.20) LT		
	Total	3,000 000		53,872.04	**44,160.00**	(9,712 04) LT	6,000.00	13.58
Share Price. $14.720, Rating Morgan Stanley. 3, Citigroup. 2, S&P: 2, Next Dividend Payable 01/2013								
AT&T INC (T)	7/20/09	1,000.000	24.612	24,612.33	34,130 00	9,517 67 LT		
	9/8/09	1,000 000	26.217	26,217.37	34,130.00	7,912 63 LT		
	4/9/10	1,000.000	26.716	26,716 05	34,130 00	7,413.95 LT		
	Total	3,000.000		77,545.75	**102,390.00**	24,844.25 LT	5,400.00	5 27
Share Price. $34 130, Rating Morgan Stanley: 1, Citigroup. 1, S&P. 2, Next Dividend Payable 02/2013								
BANCO SANTANDER S.A. (SAN)	12/16/10	1,078.000	9.982	10,760.30	**8,257.48**	(2,502.82) LT	689.92	8.35
Share Price. $7.660								
BROCADE COMMUN SYSTEMS INC (BRCD)	11/23/09	2,000.000	7.953	15,906.36	11,360 00	(4,546.36) LT		
	12/15/09	2,000 000	7.638	15,276.42	11,360 00	(3,916.42) LT		
	3/10/10	1,000.000	5.874	5,874.32	5,680.00	(194.32) LT		
	4/1/10	1,000.000	5.876	5,875.78	5,680.00	(195 78) LT		
	4/16/10	1,000.000	6.532	6,532.31	5,680.00	(852 31) LT		
	4/27/10	2,000.000	6.501	13,002.67	11,360.00	(1,642.67) LT		
	5/7/10	1,000 000	6.094	6,093.87	5,680.00	(413.87) LT		
	5/24/10	1,000.000	5.455	5,455.45	5,680.00	224.55 LT		
	11/23/10	2,000.000	5.291	10,582 70	11,360.00	777.30 LT		
	11/29/10	2,000 000	5.082	10,162.99	11,360.00	1,197.01 LT		
	8/9/11	5,000.000	3 320	16,601.00	28,400.00	11,799.00 LT		

CONTINUED

Holdings

Active Assets Account
615-105832-347

GEM STAR FOUNDATION INC
7 HOLDEN LANE

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	20,000.000		111,363.87	**113,600.00**	2,236.13 LT	—	—
Share Price: $5.680; Rating: Morgan Stanley: 2, S&P: 2								
CPI CORPORATION (CPIC)	8/9/11	1,000.000	10.283	10,282.84	**125.00**	(10,157.84) LT	—	—
Share Price: $0.125								
DONNELLEY R R & SONS CO (RRD)	12/16/10	2,000.000	17.693	35,386.61	**18,800.00**	(16,586.61) LT	2,080.00	11.06
Share Price. $9.400; Rating: S&P· 1; Next Dividend Payable 12/03/12								
ENERGY TRANSFER PARTNERS L P (ETP)	8/20/09	500.000	42.524	21,262.02	21,945.00	682.98 LT		
	12/16/10	500 000	50.315	25,157.29	21,945.00	(3,212.29) LT		
	Total	1,000 000		46,419.31	**43,890.00**	(2,529 31) LT	3,575.00	8.14
Share Price: $43.890; Rating: Morgan Stanley: 2, S&P: 1; Next Dividend Payable 02/2013								
ENTERPRISE PROD PRTNRS L.P. (EPD)	8/20/09	1,010.000	17.893	18,071.81	**52,348.30**	34,276.49 LT	2,626.00	5.01
Share Price: $51.830; Rating: Morgan Stanley: 2, Citigroup: 1, S&P: 1; Next Dividend Payable 02/2013								
FRONTIER COMMUNICATIONS CORP (FTR)	5/16/94	409.947	1.665	682.57	1,971.85	1,289.28 LT R		
	7/23/09	312.021	7.387	2,304.95	1,500.82	(804.13) LT R		
	8/24/09	72 005	7.376	531.12	346.34	(184.78) LT R		
	12/21/09	408.027	8.017	3,271.02	1,962.61	(1,308.41) LT R		
	12/16/10	1,800 000	8.993	16,188.25	8,658.00	(7,530.25) LT R		
	8/9/11	1,000.000	6.451	6,450.94	4,810.00	(1,640.94) LT R		
	2/27/12	1,000.000	4.694	4,693.70	4,810.00	116.30 ST		
	Total	5,002.000		34,122.55	**24,059.62**	(10,179.23) LT 116.30 ST	2,000.80	8.31
Share Price. $4.810; Rating. Morgan Stanley 2, Citigroup: 2H, S&P: 1; Next Dividend Payable 12/2012								
GENERAL ELECTRIC CO (GE)	8/9/11	1,000.000	15.823	15,822.65	**21,130.00**	5,307.35 LT	680.00	3.21
Share Price: $21.130; Rating. Morgan Stanley: 2, Citigroup: 1, S&P: 2; Next Dividend Payable 01/2013								
GLOBAL PARTNERS LP (GLP)	1/6/09	1,000.000	11.942	11,942.30	**24,900.00**	12,957.70 LT A	2,130.00	8.55
Share Price: $24.900, Next Dividend Payable 02/2013								
JPMORGAN CHASE & CO (JPM)	5/16/94	424.000	7.889	3,345.00	17,417.92	14,072.92 LT 2		
	8/24/09	600.000	44.747	26,848.28	24,648.00	(2,200.28) LT		
	12/21/09	976.000	42.648	41,624.09	40,094.08	(1,530.01) LT		

CONTINUED

Security Mark at Right

Holdings

Active Assets Account
615-105832-347

GEM STAR FOUNDATION INC
7 HOLDEN LANE

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	4/1/10	1,000 000	45 679	45,678.99	41,080.00	(4,598.99) LT		
	4/9/10	1,000.000	46.428	46,427.93	41,080.00	(5,347.93) LT		
	8/9/11	1,000.000	35 754	35,754.49	41,080.00	5,325 51 LT		
	Total	5,000.000		199,678.78	**205,400.00**	5,721.22 LT	6,000.00	2.92
Share Price: $41.080; Rating Morgan Stanley. 1, Citigroup: 1, S&P. 1; Next Dividend Payable 01/2013								
MERCK & CO INC NEW COM (MRK)	12/8/08	1,000.000	27 300	27,300 43	44,300 00	16,999 57 LT A		
	4/20/09	500.000	25.828	12,913.96	22,150 00	9,236.04 LT		
	12/16/10	500 000	37 292	18,645.98	22,150.00	3,504.02 LT		
	Total	2,000 000		58,860.37	**88,600.00**	29,739.63 LT	3,440.00	3 88
Share Price $44.300; Rating. Morgan Stanley. 2, Citigroup. 2, S&P 1; Next Dividend Payable 01/2013								
MICROSOFT CORP (MSFT)	12/16/10	2,000 000	28.101	56,201.49	**53,230.00**	(2,971.49) LT	1,840.00	3.45
Share Price. $26 615, Rating. Morgan Stanley. 1, Citigroup 1, S&P 1; Next Dividend Payable 12/13/12								
ONEOK PARTNERS LP (OKS)	8/20/09	1,000.000	25.148	25,148.24	**58,250.00**	33,101.76 LT	2,740.00	4.70
Share Price. $58 250; Rating Morgan Stanley. 2, Citigroup: 1, S&P. 1, Next Dividend Payable 02/2013								
PFIZER INC (PFE)	12/16/10	2,000.000	17.269	34,537.02	50,040.00	15,502.98 LT		
	8/9/11	1,000.000	17.497	17,497 02	25,020.00	7,522.98 LT		
	Total	3,000.000		52,034.04	**75,060.00**	23,025.96 LT	2,640.00	3.51
Share Price. $25.020, Rating. Morgan Stanley 1, Citigroup. 1, S&P 1; Next Dividend Payable 12/04/12								
PITNEY BOWES INC (PBI)	9/1/09	1,000.000	22.654	22,653.52	11,190.00	(11,463.52) LT		
	10/26/09	1,000 000	25.492	25,492.33	11,190 00	(14,302.33) LT		
	4/1/10	1,000 000	24 765	24,765.25	11,190.00	(13,575 25) LT		
	Total	3,000.000		72,911.10	**33,570.00**	(39,341.10) LT	4,500.00	13.40
Share Price. $11.190, Rating. S&P. 2, Next Dividend Payable 12/12/12								
PPL CORPORATION (PPL)	5/16/94	996.000	12.565	12,515.00	29,232 60	16,717.60 LT 2		
	4/29/10	1,000.000	25.063	25,063.23	29,350.00	4,286.77 LT		
	Total	1,996.000		37,578.23	**58,582.60**	21,004.37 LT	2,874.24	4.90
Share Price $29.350; Rating Citigroup- 2, S&P: 1, Next Dividend Payable 01/2013								
STD REGISTER CO (SR)	12/16/10	5,000.000	3.271	16,352 50	2,500 00	(13,852.50) LT		
	8/9/11	2,000.000	2 652	5,304.00	1,000 00	(4,304.00) LT		
	2/27/12	3,000.000	2 032	6,095.31	1,500 00	(4,595.31) ST		

CONTINUED

Active Assets Account
615-105832-347

GEM STAR FOUNDATION INC
7 HOLDEN LANE

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	10,000.000		27,751.81	**5,000.00**	(18,156.50) LT (4,595.31) ST	—	—
Share Price: $0.500								
TECO ENERGY (TE)	1/26/09	500.000	12.524	6,262.02	8,405.00	2,142.98 LT A		
	4/20/09	1,000.000	10.613	10,612.84	16,810.00	6,197.16 LT		
	8/24/09	500.000	13.909	6,954.27	8,405.00	1,450.73 LT		
	Total	2,000.000		23,829.13	**33,620.00**	9,790.87 LT	1,760.00	5.23
Share Price. $16.810, Rating: S&P: 2, Next Dividend Payable 02/2013								
THE MOSAIC CO (HLDG CO) NEW (MOS)	12/8/08	100.000	29.963	2,996.30	5,406.00	2,409.70 LT A		
	12/8/08	400.000	29.919	11,967.78	21,624.00	9,656.22 LT A		
	12/8/08	500.000	29.929	14,964.72	27,030.00	12,065.28 LT A		
	Total	1,000.000		29,928.80	**54,060.00**	24,131.20 LT	1,000.00	1.84
Share Price: $54.060, Rating: Morgan Stanley: 1, Citigroup 1, S&P. 2; Next Dividend Payable 02/2013								
VALERO ENERGY CP DELA NEW (VLO)	10/26/09	1,000 000	21.499	21,498.94	**32,260.00**	10,761.06 LT	700.00	2.16
Share Price: $32.260, Rating. Morgan Stanley. 1, Citigroup. 2H, S&P. 1; Next Dividend Payable 12/12/12								
VERIZON COMMUNICATIONS (VZ)	12/21/09	1,008.000	31.566	31,818.41	**44,472.96**	12,654.55 LT	2,076.48	4.66
Share Price. $44.120; Rating: Morgan Stanley. 2, Citigroup: 2, S&P: 2; Next Dividend Payable 02/2013								
WINDSTREAM CORP (WIN)	9/8/09	1,000.000	8.746	8,746.48	8,380.00	(366.48) LT		
	10/26/09	1,000.000	10.178	10,177.50	8,380.00	(1,797.50) LT		
	4/9/10	1,000.000	11.078	11,078.43	8,380.00	(2,698.43) LT		
	5/7/10	1,000.000	10.392	10,391.56	8,380.00	(2,011.56) LT		
8.77 26 0	**Total**	4,000.000		40,393.97	**33,520.00**	(6,873.97) LT	4,000.00	11.93
Share Price: $8.380; Rating: Morgan Stanley: 2, Citigroup: 2H, S&P: 1; Next Dividend Payable 01/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	93.6%	$1,138,906.37	$1,296,905.96	$162,478.60 LT $(4,479.01) ST	$62,272.44 $0.00	4.80%

December Sales - Con

63495.

10784.37

Z

Active Assets Account
615-105832-347

GEM STAR FOUNDATION INC
7 HOLDEN LANE

Holdings

UNIT INVESTMENT TRUSTS

EQUITY TRUSTS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
UNIT FIRST TRUST SENIOR LOAN & LTD DURATION PLUS CE 41	6/8/11	5,052.000	$9.887	$49,951 14	$46,605.71	$(3,345.43) LT	$3,182 76 —	6 82

Unit Price: $9.225; Reinvest None

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
UNIT INVESTMENT TRUSTS	3.4%	$49,951.14	$46,605.71	$(3,345.43) LT	$3,182.76 $0.00	6.83%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
TOTAL MARKET VALUE	100.0%	$1,188,857.51	$1,385,319.14	$159,133.17 LT $(4,479.01) ST	$65,456.05 $0.00	4.72%

TOTAL VALUE (includes accrued interest)	$1,385,319.14

2 - You, or a third party, have provided the transaction details for this position.

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney LLC Account. Another financial institution has provided us with the transaction detail for this position.

R - The cost basis for this tax lot was adjusted due to a reclassification of income.

Unrealized Gain/(Loss) Totals only reflect positions that have cost basis information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

COPY

Form **8868** (Rev. April 2008) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

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

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

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

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Type or print

File by the due date for filing your return. See instructions.

Name of Exempt Organization: GEM STAR FOUNDATION

Employer identification number: 22 6071177

Number, street, and room or suite no. If a P.O. box, see instructions.: 7 HOLDEN LANE

City, town or post office, state, and ZIP code. For a foreign address, see instructions: MADISON NJ 07940

Check type of return to be filed (file a separate application for each return).

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ TAX PAYER

Telephone No. ▶ (973) 377 5675 FAX No. ▶ ( )

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until ______, 20__ , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☐ calendar year 20 12 or
▶ ☐ tax year beginning ______, 20____, and ending ______, 20____

2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 5000.–
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	**3b**	$ —
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 5000.–

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Cat. No. 27916D Form **8868** (Rev 4-2008)

5/14/13
President

7d

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy.

Type or print

File by the extended due date for filing the return. See instructions.

Name of Exempt Organization: GEM STAR FOUNDATION INC.

Employer identification number: 22-6071177

Number, street, and room or suite no. If a P.O. box, see instructions: 7 HOLDEN LANE

For IRS use only

City, town or post office, state, and ZIP code. For a foreign address, see instructions: MADISON NJ 07940

Check type of return to be filed (File a separate application for each return)

☒ Form 990 ☐ Form 990-PF ☐ Form 1041-A ☐ Form 6069
☐ Form 990-BL ☐ Form 990-T (sec 401(a) or 408(a) trust) ☐ Form 4720 ☐ Form 8870
☐ Form 990-EZ ☐ Form 990-T (trust other than above) ☐ Form 5227

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ TAX PAYER

Telephone No ▶ (973) 822-5625 FAX No ▶ ( )

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

4 I request an additional 3-month extension of time until 11/15, 20 13

5 For calendar year 2012, or other tax year beginning ______, 20___, and ending ______, 20___

6 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension AWAITING FINAL DATA NECESSARY FOR COMPLETION

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720 or 6069, enter the tentative tax, less any nonrefundable credits. See instructions **8a** $ 5000.—

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. **8b** $ 5000.—

c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. **8c** $ NONE

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Fred H. Rohn Title ▶ PRESIDENT Date ▶ 8/12/13