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** , **and ending**

Name of foundation
KASSEL-BACKER FOUNDATION

**A Employer identification number**
22-6966562

Number and street (or P O box number if mail is not delivered to street address)
241 CENTRAL PARK WEST

Room/suite
19E

**B** Telephone number
732-549-5600

City or town, state, and ZIP code
NEW YORK, NY 10024-4826

**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, col. (c), line 16)* ▶$ 1,546,564.

**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)) | (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 | 500,326. | | N/A | |
| | 2 | Check ▶ ☐ if the foundation is not required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | 421. | 421. | | Statement 1 |
| | 4 | Dividends and interest from securities | 14,065. | 14,065. | | Statement 2 |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 13,459. | | | |
| | b | Gross sales price for all assets on line 6a 170,111. | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 13,459. | | |
| | 8 | Net short-term capital gain | | | | |
| | 9 | Income modifications | | | | |
| | 10a | Gross sales less returns and allowances | | | | |
| | b | Less Cost of goods sold | | | | |
| | c | Gross profit or (loss) | | | | |
| | 11 | Other income | | | | |
| | 12 | **Total.** Add lines 1 through 11 | 528,271. | 27,945. | | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 0. | 0. | | 0. |
| | 14 | Other employee salaries and wages | | | | |
| | 15 | Pension plans, employee benefits | | | | |
| | 16a | Legal fees | | | | |
| | b | Accounting fees | | | | |
| | c | Other professional fees | | | | |
| | 17 | Interest | | | | |
| | 18 | Taxes Stmt 3 | 343. | 17. | | 326. |
| | 19 | Depreciation and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | | | | |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses Stmt 4 | 11,259. | 10,160. | | 1,099. |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 11,602. | 10,177. | | 1,425. |
| | 25 | Contributions, gifts, grants paid | 53,240. | | | 53,240. |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 64,842. | 10,177. | | 54,665. |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | Excess of revenue over expenses and disbursements | 463,429. | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 17,768. | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | N/A | |

6/8

5

## Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

| | | | Beginning of year | End of year | |
|---|---|---|---|---|---|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | 429,174. | 897,976. | 897,976. |
| | 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 | | | |
| | 7 | Other notes and loans receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments - U S and state government obligations | | | |
| | b | Investments - corporate stock Stmt 5 | 561,651. | 648,588. | 648,588. |
| | c | Investments - corporate bonds | | | |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other | | | |
| | 14 | Land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 15 | Other assets (describe ▶ ) | | | |
| | 16 | **Total assets** (to be completed by all filers) | 990,825. | 1,546,564. | 1,546,564. |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable | | | |
| | 22 | Other liabilities (describe ▶ ) | | | |
| | 23 | **Total liabilities** (add lines 17 through 22) | 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 | 0. | 0. | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 990,825. | 1,546,564. | |
| | 30 | **Total net assets or fund balances** | 990,825. | 1,546,564. | |
| | 31 | **Total liabilities and net assets/fund balances** | 990,825. | 1,546,564. | |

## 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 | 990,825. |
| 2 | Enter amount from Part I, line 27a | 2 | 463,429. |
| 3 | Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN | 3 | 92,310. |
| 4 | Add lines 1, 2, and 3 | 4 | 1,546,564. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 1,546,564. |

## 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 | CAPITAL GAIN DISTRIBUTIONS | P | | |
| b | SEE SCHEDULE ATTACHED | P | | |
| 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 | 120. | | | 120. |
| b | 169,991. | | 156,652. | 13,339. |
| c | | | | |
| d | | | | |
| e | | | | |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| | (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 | (l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|---|
| a | | | | 120. |
| b | | | | 13,339. |
| 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 13,459.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 3 N/A

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

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

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

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

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|---|---|---|
| 2011 | 52,509. | 936,317. | .056080 |
| 2010 | 64,769. | 968,066. | .066906 |
| 2009 | 61,054. | 454,620. | .134297 |
| 2008 | 51,067. | 711,168. | .071807 |
| 2007 | 52,588. | 741,885. | .070884 |

| | | | |
|---|---|---|---|
| 2 | Total of line 1, column (d) | 2 | .399974 |
| 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 | .079995 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 1,047,295. |
| 5 | Multiply line 4 by line 3 | 5 | 83,778. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 178. |
| 7 | Add lines 5 and 6 | 7 | 83,956. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 54,665. |

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<br>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 | 355. |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | | 2 | 0. |
| 3 | Add lines 1 and 2 | | | 3 | 355. |
| 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 | 355. |
| 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 | | | |
| d | Backup withholding erroneously withheld | 6d | | | |
| 7 | Total credits and payments Add lines 6a through 6d | | | 7 | 0. |
| 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 | 355. |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | | 10 | |
| 11 | Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ | | Refunded ▶ | 11 | |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 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 definition)?<br>*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.* | 1b | | X |
| 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<br>(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?<br>*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? N/A | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>*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<br>● By language in the governing instrument, or<br>● 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?<br>*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) ▶ None | | | |
| 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 | 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 A BACKER Telephone no ▶732-549-5600

Located at ▶241 CENTRAL PARK WEST 19E, NEW YORK, NY ZIP+4 ▶10024

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

| | | | 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 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ | | | |

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

**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

| | | | | Yes | No |
|---|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly) | | | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? | ☐ 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)? | N/A | 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 | | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | | |
| a | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? | ☐ Yes ☒ No | | | |
| | If "Yes," list the years ▶ ____ , ____ , ____ , ____ | | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions ) | N/A | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____ | | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | ☐ 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.)* | N/A | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | | 4b | | X |

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **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? 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** No: 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.**

| (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 A BACKER<br>241 CENTRAL PARK WEST<br>NY, NY | TRUSTEE<br>0.50 | 0. | 0. | 0. |
| TERRY KASSEL<br>44 W 77TH ST<br>NY , NY | TRUSTEE<br>0.50 | 0. | 0. | 0. |
| STEPHEN BACKER<br>42 CASTRO ST<br>SAN FRANCISCO, CA | TRUSTEE<br>0.50 | 0. | 0. | 0. |
| | | | | |

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

| (a) Name and address of each employee paid more than $50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| N/A | 0.00 | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

223551
12-05-12

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

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

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| 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 SEE STATEMENT ATTACHED | 0. |
| 2 | |
| 3 | |
| 4 | |

## Part IX-B Summary of Program-Related Investments

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|---|---|
| 1 N/A | |
| 2 | |
| All other program-related investments See instructions<br>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 | 602,464. |
| b | Average of monthly cash balances | 1b | 460,780. |
| c | Fair market value of all other assets | 1c | |
| d | **Total** (add lines 1a, b, and c) | 1d | 1,063,244. |
| 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 | 1,063,244. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 15,949. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 1,047,295. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 52,365. |

## 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 | 52,365. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 2a 355. | | |
| b | Income tax for 2012 (This does not include the tax from Part VI ) 2b | | |
| c | Add lines 2a and 2b | 2c | 355. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 52,010. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 52,010. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | 52,010. |

## 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 | 54,665. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 54,665. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b | 5 | 0. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 54,665. |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|---|---|---|---|---|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 52,010. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 0. | |
| b Total for prior years ______ , ______ , ______ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 16,443. | | | | |
| b From 2008 15,836. | | | | |
| c From 2009 38,485. | | | | |
| d From 2010 16,674. | | | | |
| e From 2011 6,019. | | | | |
| f Total of lines 3a through e | 93,457. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 54,665. | | | | |
| 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 | | | | 52,010. |
| e Remaining amount distributed out of corpus | 2,655. | | | |
| 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 | 96,112. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr | | | 0. | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 | 16,443. | | | |
| 9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a | 79,669. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 15,836. | | | | |
| b Excess from 2009 38,485. | | | | |
| c Excess from 2010 16,674. | | | | |
| d Excess from 2011 6,019. | | | | |
| e Excess from 2012 2,655. | | | | |

**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<br>a "Assets" alternative test - enter<br>(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<br>(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).)

See Statement 6

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

None

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

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

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

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

c Any submission deadlines

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

**Part XV** **Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>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* | | | | |
| SEE SCHEDULE ATTACHED IN RESPONSE TO PART I | | | | 53,240. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | ▶ 3a | 53,240. |
| b *Approved for future payment* | | | | |
| None | | | | |
| | | | | |
| | | | | |
| Total | | | ▶ 3b | 0. |

## 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 |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a N/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 | | | | | 421. |
| 4 Dividends and interest from securities | | | | | 14,065. |
| 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 | | | | | 13,459. |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 0. | 27,945. |

13 Total. Add line 12, columns (b), (d), and (e) 13 27,945.

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

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

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

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

b If "Yes," complete the following schedule

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

**Sign Here**

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

Signature of officer or trustee

Date 4/6/13

Title Trustee

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

**Paid Preparer Use Only**

Print/Type preparer's name: STEVEN J TRUPPO CPA

Preparer's signature

Date: 3/29/13

Check ☐ if self-employed

PTIN: P00027864

Firm's name ▶ ROSENBERG RICH BAKER BERMAN & CO

Firm's EIN ▶ 22-3271252

Firm's address ▶ 111 DUNNELL ROAD
MAPLEWOOD, NJ 07040

Phone no 973-763-6363

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

# Schedule of Contributors

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

OMB No 1545-0047

**2012**

**Name of the organization**

KASSEL-BACKER FOUNDATION

**Employer identification number**

22-6966562

**Organization type** (check one):

| **Filers of:** | **Section:** |
|---|---|
| Form 990 or 990-EZ | ☐ 501(c)( ) (enter number) organization |
| | ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation |
| | ☐ 527 political organization |
| Form 990-PF | ☒ 501(c)(3) exempt private foundation |
| | ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | ☐ 501(c)(3) taxable private foundation |

Check if your organization is covered by the **General Rule** or a **Special Rule.**
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

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

**Special Rules**

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . ▶ $ ______________

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

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

| Name of organization | Employer identification number |
|---|---|
| KASSEL-BACKER FOUNDATION | 22-6966562 |

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | MICHAEL BACKER AND TERRY KASSEL<br>241 CENTRAL PARK WEST APT 19E<br>NEW YORK, NY 10024-4826 | $ 500,326. | Person ☒<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II if there is a noncash contribution.) |

| Name of organization | Employer identification number |
|---|---|
| KASSEL-BACKER FOUNDATION | 22-6966562 |

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

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

**Name of organization**

KASSEL-BACKER FOUNDATION

**Employer identification number**

22-6966562

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

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

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

## Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

| Source | Amount |
|---|---|
| S BERNSTEIN | 421. |
| Total to Form 990-PF, Part I, line 3, Column A | 421. |

## Form 990-PF Dividends and Interest from Securities Statement 2

| Source | Gross Amount | Capital Gains Dividends | Column (A) Amount |
|---|---|---|---|
| S BERNSTEIN | 14,065. | 0. | 14,065. |
| Total to Fm 990-PF, Part I, ln 4 | 14,065. | 0. | 14,065. |

## Form 990-PF Taxes Statement 3

| Description | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| FOREIGN TAXES | 17. | 17. | | 0. |
| FEDERAL EXCISE TAX | 326. | 0. | | 326. |
| To Form 990-PF, Pg 1, ln 18 | 343. | 17. | | 326. |

## Form 990-PF Other Expenses Statement 4

| Description | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| INVESTMENT MNGT FEES | 10,160. | 10,160. | | 0. |
| ACCOUNTING | 1,075. | 0. | | 1,075. |
| BANK CHARGES | 24. | 0. | | 24. |
| To Form 990-PF, Pg 1, ln 23 | 11,259. | 10,160. | | 1,099. |

Form 990-PF Corporate Stock Statement 5

| Description | Book Value | Fair Market Value |
|---|---|---|
| SEE SCHEDULE ATTACHED | 648,588. | 648,588. |
| Total to Form 990-PF, Part II, line 10b | 648,588. | 648,588. |

Form 990-PF Part XV - Line 1a Statement 6
List of Foundation Managers

Name of Manager

MICHAEL A BACKER
TERRY KASSEL

# 2012 KASSEL-BACKER FOUNDATION CONTRIBUTIONS

| | | |
|---|---|---|
| January | Biomimicry Institute | $ 5,000.00 |
| February | Brooklyn Academy of Music | 1,000.00 |
| April | St. Jude | 1,500.00 |
| | Wounded Warriors | 2,500.00 |
| May | Cystic Fibrosis Foundation | 1,000.00 |
| | WBGO | 1,200.00 |
| June | Mountain School | 5,000.00 |
| | March of Dimes | 500.00 |
| | Friends of Team Schools | 1,000.00 |
| | Carlebach Shul | 540.00 |
| September | Montclair Art Museum | 7,500.00 |
| | Englewood Hospital | 1,000.00 |
| November | StoryCorps | 500.00 |
| | Primary Care Progress | 25,000.00 |
| CONTRIBUTIONS PAID-PG 1, LINE 25 | Total Charitable | $53,240 00 |

# Capital Gains Report

**FORM 990-PF, PAGE 3, PART IV, LINE 1A**

THE KASSEL-BACKER FAMILY FOUNDATION (Account 888-49268)

January 1, 2012 through December 31, 2012

22-6966562

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| | | 105 | DURATION PORTFOLIO | | | | | |
| 09/09/2009 | 11/09/2012 | 2 | APPLE INC | 540 69 | 174 19 | 1,081 38 | 348 39 | 732 99 |
| 02/16/2010 | 11/12/2012 | 5 | GILEAD SCIENCES INC | 72 49 | 46 93 | 362 48 | 234 67 | 127 81 |
| 03/18/2010 | 11/12/2012 | 1 | GILEAD SCIENCES INC | 72 49 | 47 29 | 72 49 | 47 29 | 25 20 |
| 08/12/2011 | 11/13/2012 | 10 | ***BP PLC-SPONS ADR | 40 80 | 39 72 | 408 03 | 397 21 | 10 82 |
| 11/10/2010 | 11/13/2012 | 10 | ORACLE CORP | 30 20 | 28 65 | 301 95 | 286 55 | 15 40 |
| 12/10/2010 | 11/13/2012 | 15 | ORACLE CORP | 30 20 | 29 76 | 452 93 | 446 34 | 6 59 |
| 12/22/2010 | 11/15/2012 | 15 | ORACLE CORP | 29 73 | 31 71 | 445 99 | 475 64 | -29 65 |
| 03/21/2011 | 11/15/2012 | 10 | ORACLE CORP | 29 73 | 31 58 | 297 33 | 315 79 | -18 46 |
| 06/09/2011 | 11/15/2012 | 10 | ORACLE CORP | 29 73 | 31 69 | 297 33 | 316 93 | -19 60 |
| 10/01/2010 | 11/16/2012 | 5 | JOHNSON & JOHNSON | 68 82 | 61 79 | 344 09 | 308 96 | 35 13 |
| 10/05/2010 | 11/16/2012 | 1 | JOHNSON & JOHNSON | 68 82 | 62 56 | 68 82 | 62 56 | 6 26 |
| 11/07/2011 | 11/19/2012 | 5 | HARLEY DAVIDSON INC | 47 69 | 38 67 | 238 46 | 193 33 | 45 13 |
| 08/04/2011 | 11/19/2012 | 1 | PRECISION CASTPARTS CORP | 176 10 | 151 85 | 176 10 | 151 85 | 24.25 |
| 03/18/2011 | 11/19/2012 | 5 | QUALCOMM INC | 62 27 | 51 08 | 311 36 | 255 38 | 55 98 |
| 10/12/2010 | 11/20/2012 | 15 | BROADCOM CORP-CL A | 31 01 | 36 51 | 465 20 | 547 69 | -82 49 |
| 12/22/2009 | 11/20/2012 | 10 | EMC CORP/MASS | 24 09 | 17 46 | 240 92 | 174 63 | 66 29 |
| 02/15/2011 | 11/20/2012 | 7 | INTUIT INC | 58 16 | 49 96 | 407 09 | 349 70 | 57 39 |
| 02/22/2011 | 11/20/2012 | 5 | INTUIT INC | 58 16 | 52 83 | 290 78 | 264 15 | 26 63 |
| 09/02/2010 | 11/26/2012 | 10 | MARATHON OIL CORP | 31 28 | 19 20 | 312 77 | 192 01 | 120 76 |
| 02/17/2011 | 11/26/2012 | 5 | MARATHON OIL CORP | 31 28 | 30 19 | 156 39 | 150 94 | 5 45 |
| 02/28/2011 | 11/26/2012 | 5 | MARATHON OIL CORP | 31 28 | 29 93 | 156 38 | 149 63 | 6 75 |
| 09/14/2011 | 11/26/2012 | 10 | MARATHON OIL CORP | 31 28 | 24 58 | 312 77 | 245 76 | 67 01 |
| 04/07/2011 | 11/27/2012 | 5 | MONSANTO CO | 90 96 | 68 44 | 454 79 | 342 22 | 112 57 |
| 10/05/2010 | 12/03/2012 | 4 | JOHNSON & JOHNSON | 69 63 | 62 56 | 278 51 | 250 23 | 28 28 |
| 10/06/2010 | 12/03/2012 | 2 | JOHNSON & JOHNSON | 69 63 | 62 81 | 139 26 | 125 63 | 13 63 |
| 10/06/2010 | 12/05/2012 | 3 | JOHNSON & JOHNSON | 69 74 | 62 82 | 209 21 | 188 45 | 20 76 |
| 12/13/2010 | 12/05/2012 | 5 | JOHNSON & JOHNSON | 69 74 | 61 83 | 348 69 | 309 14 | 39 55 |
| 08/02/2011 | 12/06/2012 | 3 | ***TRANSOCEAN LTD | 46 38 | 60 31 | 139 13 | 180 92 | -41 79 |
| 08/04/2011 | 12/06/2012 | 5 | ***TRANSOCEAN LTD | 46 38 | 55 01 | 231 89 | 275 06 | -43 17 |
| 11/04/2011 | 12/06/2012 | 12 | ***TRANSOCEAN LTD | 46 38 | 49 66 | 556 52 | 595 92 | -39 40 |
| 08/15/2011 | 12/07/2012 | 1 | ROCKWELL AUTOMATION INC | 80 33 | 65 08 | 80 33 | 65 08 | 15 25 |
| 11/18/2011 | 12/07/2012 | 5 | ROCKWELL AUTOMATION INC | 80 33 | 71 69 | 401 65 | 358 43 | 43 22 |
| 11/23/2011 | 12/14/2012 | 5 | GENERAL MOTORS CO | 24 72 | 20 32 | 123 58 | 101 60 | 21 98 |
| 03/30/2011 | 12/19/2012 | 10 | CITIGROUP INC | 39 60 | 46 84 | 396 00 | 468 45 | -72 45 |
| 09/09/2009 | 12/19/2012 | 10 | SCHLUMBERGER LTD | 71 14 | 57 93 | 711 39 | 579 30 | 132 09 |
| 09/09/2009 | 12/20/2012 | 5 | SCHLUMBERGER LTD | 71 05 | 57 93 | 355 25 | 289 65 | 65 60 |
| 04/29/2010 | 12/27/2012 | 10 | FORD MOTOR CO | 12 57 | 13 58 | 125 69 | 135 77 | -10 08 |
| 05/25/2010 | 12/27/2012 | 20 | FORD MOTOR CO | 12 57 | 10 56 | 251 39 | 211 17 | 40 22 |
| | | | SUBTOTAL FOR LONG-TERM NON-COVERED | | | 104,400 37 | 91,245 03 | 13,155 34 ✓ |
| TOTAL SHORT + LONG TERM | | | | | | 169,990 59 ✓ | 156,651 63 ✓ | 13,338.96 ✓ |

9 9

# Capital Gains Report

**FORM 990-PF, PAGE 3, PART IV, LINE 1A**

THE KASSEL-BACKER FAMILY FOUNDATION (Account 888-49268)

January 1, 2012 through December 31, 2012

22-6966562

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| 09/09/2009 | 08/30/2012 | 1 | GOOGLE INC-CL A | 682 58 | 462 97 | 682 58 | 462 97 | 219 61 |
| 06/29/2010 | 09/05/2012 | 25 | JOHNSON & JOHNSON | 67 27 | 59 10 | 1,681 83 | 1,477 56 | 204 27 |
| 07/14/2010 | 09/05/2012 | 5 | JOHNSON & JOHNSON | 67 27 | 60 34 | 336 37 | 301 70 | 34 67 |
| 07/22/2010 | 09/05/2012 | 5 | JOHNSON & JOHNSON | 67 27 | 57 45 | 336 36 | 287 24 | 49 12 |
| 01/07/2011 | 09/06/2012 | 5 | DIRECTV | 53 06 | 42 00 | 265 31 | 210 01 | 55.30 |
| 08/21/2009 | 09/10/2012 | 1 | NVR INC | 852 38 | 665 29 | 852 38 | 665 29 | 187 09 |
| 05/16/2011 | 09/12/2012 | 7 | ***TRANSOCEAN LTD | 46 22 | 69 12 | 323 55 | 483 86 | -160 31 |
| 04/14/2009 | 09/12/2012 | 6 | TIME WARNER CABLE | 91 83 | 27 90 | 550 98 | 167 39 | 383 59 |
| 02/25/2011 | 09/13/2012 | 10 | CITIGROUP INC | 33 53 | 44 51 | 335 26 | 445 09 | -109 83 |
| 09/09/2009 | 09/13/2012 | 1 | GOOGLE INC-CL A | 694 90 | 462 97 | 694 90 | 462 97 | 231 93 |
| 05/06/2011 | 09/13/2012 | 10 | LAM RESEARCH CORP | 33 70 | 48 71 | 337 00 | 487 13 | -150 13 |
| 03/25/2011 | 09/13/2012 | 5 | MOODY'S CORP | 43 63 | 32 82 | 218 15 | 164 12 | 54 03 |
| 06/20/2011 | 09/13/2012 | 15 | MOODY'S CORP | 43 63 | 37 14 | 654 44 | 557 09 | 97 35 |
| 08/04/2011 | 09/13/2012 | 4 | VISA INC - CLASS A SHRS | 134 37 | 85 68 | 537 47 | 342 71 | 194 76 |
| 08/04/2011 | 09/17/2012 | 14 | FMC TECHNOLOGIES INC | 48 93 | 41 25 | 685 04 | 577 54 | 107 50 |
| 08/17/2011 | 09/17/2012 | 5 | LORILLARD INC | 116 92 | 108 34 | 584 60 | 541 72 | 42 88 |
| 04/06/2010 | 09/17/2012 | 4 | NOBLE ENERGY INC | 95 26 | 76 19 | 381 03 | 304 77 | 76 26 |
| 04/29/2010 | 09/17/2012 | 5 | NOBLE ENERGY INC | 95 26 | 78 95 | 476 29 | 394 77 | 81 52 |
| 10/25/2010 | 09/20/2012 | 15 | ORACLE CORP | 32 52 | 29 09 | 487 85 | 436 30 | 51 55 |
| 11/05/2010 | 09/20/2012 | 10 | ORACLE CORP | 32 52 | 29 26 | 325.23 | 292 62 | 32 61 |
| 08/11/2011 | 09/21/2012 | 15 | CENTURYLINK INC | 41 95 | 34 10 | 629 30 | 511 47 | 117 83 |
| 09/12/2011 | 09/21/2012 | 10 | CENTURYLINK INC | 41 95 | 33 16 | 419 54 | 331 57 | 87 97 |
| 03/14/2011 | 09/21/2012 | 4 | ROCKWELL AUTOMATION INC | 71 80 | 86 58 | 287 20 | 346 34 | -59 14 |
| 11/17/2009 | 09/24/2012 | 6 | WELLS FARGO & COMPANY | 34 98 | 28 23 | 209 89 | 169 36 | 40 53 |
| 04/22/2010 | 09/24/2012 | 6 | WELLS FARGO & COMPANY | 34 98 | 33 50 | 209 88 | 200 99 | 8 89 |
| 06/09/2010 | 09/24/2012 | 9 | WELLS FARGO & COMPANY | 34 98 | 27 69 | 314 83 | 249 24 | 65 59 |
| 11/30/2009 | 09/26/2012 | 25 | EMC CORP/MASS | 26 72 | 16 62 | 667 99 | 415 52 | 252 47 |
| 12/22/2009 | 09/26/2012 | 5 | EMC CORP/MASS | 26 72 | 17 46 | 133 60 | 87 31 | 46.29 |
| 02/28/2011 | 09/27/2012 | 7 | CITIGROUP INC | 33 15 | 50 53 | 232 06 | 353 74 | -121 68 |
| 03/10/2011 | 09/27/2012 | 3 | CITIGROUP INC | 33 15 | 43 77 | 99 45 | 131 31 | -31 86 |
| 08/08/2011 | 09/27/2012 | 8 | GILEAD SCIENCES INC | 66 68 | 36 86 | 533.44 | 294 85 | 238 59 |
| 08/16/2011 | 09/27/2012 | 2 | GILEAD SCIENCES INC | 66 68 | 38 57 | 133 36 | 77 15 | 56 21 |
| 09/20/2011 | 09/28/2012 | 10 | GENERAL MOTORS CO | 22 81 | 22 69 | 228 14 | 226 88 | 1 26 |
| 08/16/2011 | 10/04/2012 | 8 | GILEAD SCIENCES INC | 69 65 | 38 58 | 557 16 | 308 61 | 248 55 |
| 08/11/2011 | 10/09/2012 | 5 | UNITEDHEALTH GROUP INC | 57 54 | 42 81 | 287 70 | 214 06 | 73 64 |
| 03/10/2011 | 10/11/2012 | 8 | CITIGROUP INC | 35 49 | 43 77 | 283 94 | 350 17 | -66 23 |
| 03/30/2011 | 10/11/2012 | 2 | CITIGROUP INC | 35 49 | 46 84 | 70.98 | 93 69 | -22 71 |
| 07/22/2011 | 10/12/2012 | 7 | ***TRANSOCEAN LTD | 45 51 | 64 22 | 318 59 | 449 57 | -130 98 |
| 08/02/2011 | 10/12/2012 | 1 | ***TRANSOCEAN LTD | 45 51 | 60 31 | 45 51 | 60 31 | -14 80 |
| 03/07/2011 | 10/12/2012 | 13 | WELLPOINT INC | 61 98 | 67 84 | 805 79 | 881 92 | -76 13 |
| 04/07/2011 | 10/12/2012 | 7 | WELLPOINT INC | 61 98 | 69 12 | 433 89 | 483 84 | -49.95 |
| 05/10/2010 | 10/23/2012 | 10 | THE WALT DISNEY CO | 50 86 | 35 26 | 508 56 | 352 60 | 155 96 |
| 04/25/2011 | 10/24/2012 | 5 | AT&T INC | 34 86 | 30 48 | 174 32 | 152 40 | 21 92 |
| 04/26/2011 | 10/24/2012 | 5 | AT&T INC | 34 86 | 30 90 | 174 32 | 154 52 | 19 80 |
| 02/01/2011 | 10/25/2012 | 10 | KROGER CO | 25 21 | 21 64 | 252 09 | 216 44 | 35 65 |
| 11/03/2011 | 11/08/2012 | 10 | FMC TECHNOLOGIES INC | 40 00 | 47 18 | 400 03 | 471 83 | -71 80 |
| 08/04/2011 | 11/08/2012 | 2 | PRECISION CASTPARTS CORP | 171 04 | 151 85 | 342 09 | 303 70 | 38 39 |
| 08/15/2011 | 11/08/2012 | 4 | ROCKWELL AUTOMATION INC | 76 54 | 65 08 | 306 17 | 260 32 | 45 85 |
| 05/01/2007 | 11/08/2012 | 145 | BERNSTEIN INTERMEDIATE | 14 30 | 13 22 | 2,075 00 | 1,918 29 | 156 71 |

# Capital Gains Report

**FORM 990-PF, PAGE 3, PART IV, LINE 1A**

THE KASSEL-BACKER FAMILY FOUNDATION (Account 888-49268)

January 1, 2012 through December 31, 2012

22-6966562

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| 12/27/2010 | 06/21/2012 | 15 | DELTA AIR LINES INC | 11 20 | 12 50 | 167 93 | 187 55 | -19 62 |
| 01/25/2011 | 06/21/2012 | 5 | DELTA AIR LINES INC | 11 20 | 11 70 | 55 97 | 58 51 | -2 54 |
| 08/27/2010 | 06/22/2012 | 20 | JPMORGAN CHASE & CO | 36 12 | 36 19 | 722 49 | 723.73 | -1 24 |
| 09/29/2010 | 06/29/2012 | 10 | ALTRIA GROUP INC | 34 28 | 24 26 | 342 76 | 242 63 | 100 13 |
| 11/19/2010 | 06/29/2012 | 5 | CENTURYLINK INC | 39 42 | 42 59 | 197 08 | 212 97 | -15 89 |
| 11/24/2010 | 06/29/2012 | 5 | CENTURYLINK INC | 39 42 | 42 40 | 197 08 | 212 01 | -14 93 |
| 09/09/2009 | 06/29/2012 | 5 | GILEAD SCIENCES INC | 50 87 | 47 26 | 254 36 | 236 30 | 18 06 |
| 05/14/2007 | 06/29/2012 | 25 | PFIZER INC | 22 89 | 27 21 | 572 24 | 680 16 | -107 92 |
| 01/31/2011 | 07/05/2012 | 3 | AMAZON COM INC | 227 98 | 169 43 | 683 93 | 508 29 | 175 64 |
| 03/18/2011 | 07/05/2012 | 2 | AMAZON COM INC | 227 98 | 161 93 | 455 96 | 323 87 | 132 09 |
| 03/12/2010 | 07/10/2012 | 7 | COMCAST CORP-CLASS A | 31 37 | 17 40 | 219 58 | 121 83 | 97 75 |
| 03/30/2010 | 07/10/2012 | 25 | COMCAST CORP-CLASS A | 31 37 | 18 75 | 784 22 | 468 80 | 315 42 |
| 05/17/2011 | 07/10/2012 | 11 | ***COVIDIEN PLC | 53 71 | 55 95 | 590 85 | 615 40 | -24 55 |
| 10/29/2010 | 07/10/2012 | 9 | UNITED PARCEL SERVICE-CL B | 78 69 | 67 29 | 708 23 | 605 64 | 102 59 |
| 11/09/2010 | 07/11/2012 | 5 | UNITED PARCEL SERVICE-CL B | 78 74 | 69 44 | 393 69 | 347 19 | 46 50 |
| 11/23/2010 | 07/12/2012 | 5 | UNITED PARCEL SERVICE-CL B | 78 48 | 67 85 | 392 42 | 339 24 | 53 18 |
| 03/11/2011 | 07/12/2012 | 5 | UNITED PARCEL SERVICE-CL B | 78 48 | 73 95 | 392 42 | 369 77 | 22 65 |
| 06/07/2011 | 07/13/2012 | 6 | ANADARKO PETROLEUM CORP | 68 69 | 75 46 | 412 15 | 452 78 | -40 63 |
| 06/13/2011 | 07/13/2012 | 2 | ANADARKO PETROLEUM CORP | 68 69 | 71 92 | 137 38 | 143 84 | -6 46 |
| 07/01/2011 | 07/13/2012 | 4 | ANADARKO PETROLEUM CORP | 68 69 | 77 53 | 274 77 | 310 13 | -35 36 |
| 02/28/2011 | 07/13/2012 | 2 | MARATHON PETROLEUM CORP | 44 72 | 48 43 | 89 44 | 96 86 | -7 42 |
| 07/14/2011 | 07/17/2012 | 3 | ANADARKO PETROLEUM CORP | 71 16 | 76 73 | 213 48 | 230 18 | -16 70 |
| 04/14/2009 | 07/20/2012 | 9 | TIME WARNER CABLE | 84 80 | 27 90 | 763 18 | 251 09 | 512 09 |
| 09/09/2009 | 07/25/2012 | 10 | DANAHER CORP | 50 66 | 32 99 | 506 62 | 329 93 | 176 69 |
| 06/15/2011 | 07/25/2012 | 3 | PRECISION CASTPARTS CORP | 159 90 | 151 78 | 479 70 | 455 33 | 24 37 |
| 03/04/2011 | 07/30/2012 | 3 | BORGWARNER INC | 67 33 | 77 04 | 201 98 | 231 12 | -29 14 |
| 03/31/2011 | 07/30/2012 | 4 | BORGWARNER INC | 67 33 | 79 29 | 269 30 | 317 18 | -47.88 |
| 05/01/2007 | 07/30/2012 | 37.887 | BERNSTEIN INTERMEDIATE DURATION PORTFOLIO | 14 20 | 13 22 | 538.00 | 500 87 | 37 13 |
| 05/04/2010 | 08/03/2012 | 5 | EOG RESOURCES INC | 105 51 | 109 42 | 527 58 | 547 10 | -19 52 |
| 07/13/2010 | 08/03/2012 | 1 | EOG RESOURCES INC | 105 51 | 107 63 | 105 51 | 107 63 | -2 12 |
| 09/09/2009 | 08/07/2012 | 15 | DANAHER CORP | 53 63 | 32 99 | 804 40 | 494 90 | 309 50 |
| 01/11/2011 | 08/07/2012 | 5 | INTUIT INC | 59 97 | 47 59 | 299 85 | 237 96 | 61 89 |
| 09/21/2010 | 08/07/2012 | 15 | ORACLE CORP | 31 61 | 27 03 | 474 17 | 405 50 | 68 67 |
| 09/27/2010 | 08/07/2012 | 10 | ORACLE CORP | 31 61 | 26 85 | 316 12 | 268 52 | 47 60 |
| 10/05/2010 | 08/07/2012 | 10 | ORACLE CORP | 31 61 | 27 20 | 316 11 | 272 00 | 44 11 |
| 02/15/2011 | 08/07/2012 | 5 | QUALCOMM INC | 61 11 | 58 71 | 305 58 | 293 57 | 12 01 |
| 03/18/2011 | 08/07/2012 | 5 | QUALCOMM INC | 61 11 | 51 08 | 305 57 | 255 38 | 50 19 |
| 05/10/2010 | 08/08/2012 | 10 | THE WALT DISNEY CO | 50 35 | 35 26 | 503 51 | 352 61 | 150 90 |
| 07/13/2010 | 08/09/2012 | 3 | EOG RESOURCES INC | 110 31 | 107 62 | 330 93 | 322 87 | 8 06 |
| 09/23/2010 | 08/09/2012 | 2 | EOG RESOURCES INC | 110 31 | 90 35 | 220 62 | 180 71 | 39 91 |
| 08/24/2010 | 08/09/2012 | 15 | GANNETT CO | 15 10 | 11 97 | 226 57 | 179 61 | 46 96 |
| 07/25/2011 | 08/10/2012 | 7 | ***COVIDIEN PLC | 56 94 | 50 53 | 398 55 | 353 72 | 44 83 |
| 07/26/2011 | 08/10/2012 | 7 | ***COVIDIEN PLC | 56 94 | 52 41 | 398 55 | 366 89 | 31 66 |
| 06/29/2010 | 08/15/2012 | 5 | JOHNSON & JOHNSON | 68 51 | 59 10 | 342 53 | 295 51 | 47 02 |
| 07/06/2011 | 08/20/2012 | 10 | CENTURYLINK INC | 41 61 | 41 11 | 416 05 | 411 07 | 4 98 |
| 08/11/2011 | 08/20/2012 | 5 | CENTURYLINK INC | 41 61 | 34 10 | 208 03 | 170 49 | 37 54 |
| 09/23/2010 | 08/21/2012 | 4 | EOG RESOURCES INC | 109 25 | 90 36 | 436 98 | 361 43 | 75 55 |
| 07/25/2011 | 08/23/2012 | 6 | JPMORGAN CHASE & CO | 37 36 | 41 77 | 224 13 | 250 64 | -26 51 |

7 9

# Capital Gains Report

**FORM 990-PF, PAGE 3, PART IV, LINE 1A**

THE KASSEL-BACKER FAMILY FOUNDATION (Account 888-49268)

January 1, 2012 through December 31, 2012

22-6966562

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| 03/08/2011 | 04/26/2012 | 10 | EXPRESS SCRIPTS HOLDING CO | 56 31 | 54 68 | 563 14 | 546 81 | 16 33 |
| 03/30/2011 | 04/26/2012 | 5 | EXPRESS SCRIPTS HOLDING CO | 56 31 | 55 45 | 281 57 | 277 27 | 4 30 |
| 10/27/2010 | 04/26/2012 | 30 | ***MARVELL TECHNOLOGY GROUP LT | 15 09 | 18 33 | 452 82 | 549 87 | -97 05 |
| 08/30/2010 | 04/26/2012 | 6 | NORTHROP GRUMMAN CORP | 63 46 | 50 03 | 380 73 | 300 20 | 80 53 |
| 12/03/2010 | 04/26/2012 | 10 | NORTHROP GRUMMAN CORP | 63 46 | 57 36 | 634 55 | 573 56 | 60.99 |
| 10/19/2009 | 05/02/2012 | 10 | CONSTELLATION BRANDS INC-A | 21 51 | 16 68 | 215 12 | 166 79 | 48 33 |
| 11/25/2009 | 05/02/2012 | 15 | CONSTELLATION BRANDS INC-A | 21 51 | 17 38 | 322 68 | 260 73 | 61 95 |
| 01/11/2010 | 05/02/2012 | 15 | CONSTELLATION BRANDS INC-A | 21 51 | 15 68 | 322 68 | 235 26 | 87.42 |
| 01/28/2011 | 05/02/2012 | 5 | QUALCOMM INC | 64 03 | 54 32 | 320 15 | 271 60 | 48.55 |
| 09/09/2009 | 05/08/2012 | 6 | GILEAD SCIENCES INC | 49 06 | 47 26 | 294 33 | 283 56 | 10 77 |
| 09/09/2009 | 05/10/2012 | 1 | APPLE INC | 572 50 | 174 20 | 572 50 | 174 20 | 398 30 |
| 09/09/2009 | 05/10/2012 | 15 | EMC CORP/MASS | 26 33 | 16 38 | 394 91 | 245 64 | 149 27 |
| 01/28/2011 | 05/10/2012 | 8 | QUALCOMM INC | 62 60 | 54 32 | 500 78 | 434 56 | 66 22 |
| 09/08/2010 | 05/10/2012 | 5 | STARBUCKS CORP | 54 99 | 24 97 | 274 97 | 124 83 | 150 14 |
| 09/24/2010 | 05/10/2012 | 5 | STARBUCKS CORP | 54 99 | 26 10 | 274 96 | 130 52 | 144 44 |
| 05/01/2007 | 05/10/2012 | 1,011<br>803 | BERNSTEIN INTERMEDIATE<br>DURATION PORTFOLIO | 13 98 | 13 22 | 14,145 00 | 13,376 05 | 768 95 |
| 09/10/2009 | 05/15/2012 | 3 | AMAZON COM INC | 229 28 | 82 52 | 687 85 | 247 55 | 440 30 |
| 09/09/2009 | 05/16/2012 | 20 | EMC CORP/MASS | 25 73 | 16 38 | 514 53 | 327 53 | 187 00 |
| 02/11/2011 | 05/16/2012 | 6 | QUALCOMM INC | 59 87 | 57 28 | 359 20 | 343 68 | 15 52 |
| 02/15/2011 | 05/16/2012 | 1 | QUALCOMM INC | 59 87 | 58 71 | 59 87 | 58 71 | 1 16 |
| 10/27/2010 | 05/18/2012 | 3 | UNITED PARCEL SERVICE-CL B | 74 38 | 67 67 | 223 13 | 203 02 | 20 11 |
| 10/29/2010 | 05/18/2012 | 3 | UNITED PARCEL SERVICE-CL B | 74 38 | 67 29 | 223 12 | 201 88 | 21 24 |
| 11/25/2009 | 05/31/2012 | 25 | GENERAL ELECTRIC CO | 19 01 | 16 20 | 475 17 | 405.08 | 70 09 |
| 01/27/2010 | 05/31/2012 | 30 | GENERAL ELECTRIC CO | 19 01 | 16 26 | 570 20 | 487 78 | 82 42 |
| 07/22/2010 | 06/01/2012 | 20 | MARATHON OIL CORP | 24 01 | 20 06 | 480 11 | 401 30 | 78 81 |
| 09/21/2009 | 06/04/2012 | 3 | JPMORGAN CHASE & CO | 31 03 | 44 43 | 93 08 | 133 30 | -40 22 |
| 12/22/2009 | 06/04/2012 | 8 | JPMORGAN CHASE & CO | 31.03 | 41 94 | 248 21 | 335 52 | -87 31 |
| 06/22/2010 | 06/04/2012 | 7 | JPMORGAN CHASE & CO | 31 03 | 39 12 | 217 18 | 273 82 | -56 64 |
| 08/19/2010 | 06/04/2012 | 8 | JPMORGAN CHASE & CO | 31 03 | 37 20 | 248 21 | 297 63 | -49 42 |
| 08/27/2010 | 06/04/2012 | 2 | JPMORGAN CHASE & CO | 31 03 | 36 18 | 62 05 | 72 37 | -10 32 |
| 09/16/2010 | 06/04/2012 | 5 | JPMORGAN CHASE & CO | 31 03 | 40 75 | 155 13 | 203 73 | -48 60 |
| 11/09/2010 | 06/04/2012 | 10 | JPMORGAN CHASE & CO | 31 03 | 40 48 | 310 27 | 404 77 | -94 50 |
| 03/29/2011 | 06/04/2012 | 10 | JPMORGAN CHASE & CO | 31 03 | 45 93 | 310 26 | 459 29 | -149 03 |
| 12/08/2010 | 06/04/2012 | 15 | ***MARVELL TECHNOLOGY GROUP LT | 11 98 | 20 12 | 179 76 | 301 73 | -121 97 |
| 12/13/2010 | 06/04/2012 | 15 | ***MARVELL TECHNOLOGY GROUP LT | 11 98 | 19 76 | 179 76 | 296 36 | -116 60 |
| 11/26/2010 | 06/06/2012 | 25 | CORNING INC | 12 80 | 18 00 | 320 00 | 450 03 | -130.03 |
| 05/24/2011 | 06/06/2012 | 15 | CORNING INC | 12 80 | 19 61 | 192 00 | 294 22 | -102 22 |
| 02/24/2011 | 06/07/2012 | 5 | DEVON ENERGY CORPORATION | 60 50 | 88 47 | 302 51 | 442 36 | -139 85 |
| 06/01/2011 | 06/07/2012 | 10 | ***LYONDELLBASELL INDU-CL A | 38 32 | 28 82 | 383 25 | 288 17 | 95.08 |
| 09/21/2009 | 06/08/2012 | 2 | JPMORGAN CHASE & CO | 33 58 | 44 43 | 67 15 | 88 86 | -21 71 |
| 08/27/2010 | 06/08/2012 | 13 | JPMORGAN CHASE & CO | 33 58 | 36 19 | 436 50 | 470 43 | -33 93 |
| 02/17/2011 | 06/08/2012 | 5 | MONSANTO CO | 79 01 | 73 85 | 395 08 | 369 24 | 25 84 |
| 03/17/2011 | 06/08/2012 | 5 | MONSANTO CO | 79 01 | 67 12 | 395 07 | 335 59 | 59 48 |
| 12/13/2010 | 06/13/2012 | 3 | FLOWSERVE CORPORATION | 105 40 | 116 94 | 316 20 | 350 82 | -34 62 |
| 04/07/2011 | 06/13/2012 | 1 | FLOWSERVE CORPORATION | 105 40 | 132 99 | 105 40 | 132 99 | -27 59 |
| 05/13/2011 | 06/19/2012 | 5 | DEVON ENERGY CORPORATION | 57 46 | 81 91 | 287 32 | 409 57 | -122 25 |
| 07/13/2010 | 06/20/2012 | 4 | AMAZON COM INC | 221 67 | 122 82 | 886 67 | 491 27 | 395 40 |
| 09/09/2009 | 06/20/2012 | 1 | APPLE INC | 582 03 | 174 20 | 582 03 | 174 20 | 407 83 |

6 9

# Capital Gains Report

**FORM 990-PF, PAGE 3, PART IV, LINE 1A**

THE KASSEL-BACKER FAMILY FOUNDATION (Account 888-49268)

January 1, 2012 through December 31, 2012

22-6966562

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| 05/19/2010 | 01/31/2012 | 12 | MARATHON PETROLEUM CORP | 38 08 | 26 49 | 456 91 | 317 92 | 138 99 |
| 07/22/2010 | 01/31/2012 | 3 | MARATHON PETROLEUM CORP | 38 08 | 25 98 | 114 23 | 77 93 | 36 30 |
| 09/08/2010 | 01/31/2012 | 15 | STARBUCKS CORP | 48 02 | 24 97 | 720 24 | 374 51 | 345 73 |
| 11/22/2010 | 02/01/2012 | 6 | ALLERGAN INC | 88 52 | 68 02 | 531 10 | 408 14 | 122 96 |
| 08/13/2010 | 02/01/2012 | 5 | UNITED PARCEL SERVICE-CL B | 76 65 | 64 59 | 383 27 | 322 93 | 60 34 |
| 03/24/2010 | 02/02/2012 | 15 | ***INGERSOLL-RAND PLC | 36 27 | 34 49 | 544 06 | 517 38 | 26 68 |
| 12/16/2010 | 02/06/2012 | 10 | INTUIT INC | 58 08 | 48 75 | 580 78 | 487 50 | 93 28 |
| 11/18/2010 | 02/08/2012 | 15 | GENERAL MOTORS CO | 25 81 | 34 00 | 387 15 | 509 99 | -122 84 |
| 09/09/2009 | 02/08/2012 | 15 | JOHNSON CONTROLS INC | 32 75 | 25 53 | 491 18 | 382 97 | 108 21 |
| 09/09/2009 | 02/13/2012 | 10 | JOHNSON CONTROLS INC | 33 30 | 25 53 | 333 03 | 255 32 | 77 71 |
| 12/29/2009 | 02/13/2012 | 15 | JOHNSON CONTROLS INC | 33 30 | 28 03 | 499 55 | 420 45 | 79 10 |
| 07/22/2010 | 02/13/2012 | 7 | MARATHON PETROLEUM CORP | 43 54 | 25 97 | 304 78 | 181 82 | 122 96 |
| 09/02/2010 | 02/13/2012 | 5 | MARATHON PETROLEUM CORP | 43 54 | 24 86 | 217 69 | 124 28 | 93 41 |
| 09/09/2009 | 02/16/2012 | 1 | APPLE INC | 492 61 | 174 20 | 492 61 | 174 20 | 318 41 |
| 11/24/2010 | 02/17/2012 | 5 | DELL INC | 18 13 | 13 91 | 90 63 | 69 55 | 21.08 |
| 12/03/2010 | 02/17/2012 | 20 | DELL INC | 18 13 | 13 66 | 362 53 | 273 14 | 89 39 |
| 10/26/2010 | 02/21/2012 | 5 | CITRIX SYSTEMS INC | 73 64 | 62 74 | 368 22 | 313 69 | 54 53 |
| 02/02/2011 | 02/23/2012 | 4 | MONSANTO CO | 77 69 | 75 38 | 310 74 | 301 53 | 9 21 |
| 02/17/2011 | 02/23/2012 | 1 | MONSANTO CO | 77.69 | 73 85 | 77 69 | 73 85 | 3 84 |
| 07/14/2010 | 02/27/2012 | 20 | DOW CHEMICAL | 34 13 | 27 17 | 682 66 | 543 49 | 139 17 |
| 09/09/2009 | 02/28/2012 | 1 | APPLE INC | 533 76 | 174 20 | 533 76 | 174 20 | 359.56 |
| 11/19/2010 | 03/05/2012 | 10 | CENTURYLINK INC | 38 59 | 42 59 | 385 89 | 425 94 | -40 05 |
| 09/09/2009 | 03/06/2012 | 1 | APPLE INC | 529 77 | 174 20 | 529 77 | 174 20 | 355 57 |
| 09/16/2009 | 03/06/2012 | 15 | JPMORGAN CHASE & CO | 39 31 | 43 70 | 589 71 | 655 49 | -65 78 |
| 10/22/2010 | 03/09/2012 | 4 | GOLDMAN SACHS GROUP INC | 117 59 | 158 18 | 470 38 | 632.73 | -162 35 |
| 10/22/2010 | 03/20/2012 | 3 | GOLDMAN SACHS GROUP INC | 126 74 | 158 18 | 380 23 | 474 54 | -94 31 |
| 06/11/2007 | 03/22/2012 | 5 | TRAVELERS COS INC/THE | 58 19 | 54 47 | 290 94 | 272 36 | 18 58 |
| 10/04/2010 | 03/22/2012 | 10 | TRAVELERS COS INC/THE | 58 19 | 52 00 | 581 87 | 520.04 | 61 83 |
| 03/03/2011 | 03/22/2012 | 5 | TRAVELERS COS INC/THE | 58 19 | 59 39 | 290 94 | 296 93 | -5 99 |
| 08/19/2010 | 03/27/2012 | 15 | DOW CHEMICAL | 35 52 | 25 19 | 532 81 | 377 84 | 154 97 |
| 11/03/2010 | 03/27/2012 | 10 | DOW CHEMICAL | 35 52 | 31 28 | 355 21 | 312 83 | 42 38 |
| 03/14/2011 | 03/29/2012 | 10 | DTE ENERGY COMPANY | 54 83 | 48 40 | 548 25 | 484 00 | 64 25 |
| 03/10/2011 | 04/09/2012 | 4 | GOLDMAN SACHS GROUP INC | 116 94 | 160 35 | 467 75 | 641 42 | -173 67 |
| 08/13/2010 | 04/11/2012 | 7 | UNITED PARCEL SERVICE-CL B | 78 97 | 64 59 | 552 82 | 452 10 | 100 72 |
| 09/08/2010 | 04/11/2012 | 3 | UNITED PARCEL SERVICE-CL B | 78 97 | 67 94 | 236 92 | 203 81 | 33 11 |
| 09/09/2009 | 04/13/2012 | 1 | APPLE INC | 607 97 | 174 20 | 607 97 | 174 20 | 433 77 |
| 01/05/2011 | 04/13/2012 | 3 | ***POTASH CORP OF SASKATCHEWAN | 43 00 | 53 76 | 129 00 | 161 28 | -32 28 |
| 01/19/2011 | 04/13/2012 | 6 | ***POTASH CORP OF SASKATCHEWAN | 43 00 | 56 68 | 257 99 | 340 10 | -82 11 |
| 04/07/2011 | 04/13/2012 | 1 | ***POTASH CORP OF SASKATCHEWAN | 43 00 | 59 23 | 43 00 | 59 23 | -16 23 |
| 09/08/2010 | 04/13/2012 | 4 | UNITED PARCEL SERVICE-CL B | 79 39 | 67 93 | 317 55 | 271 74 | 45 81 |
| 10/27/2010 | 04/13/2012 | 1 | UNITED PARCEL SERVICE-CL B | 79 39 | 67 67 | 79 39 | 67 67 | 11 72 |
| 10/22/2010 | 04/19/2012 | 5 | FLOWSERVE CORPORATION | 111 66 | 113 75 | 558 28 | 568 75 | -10 47 |
| 12/08/2010 | 04/19/2012 | 3 | FLOWSERVE CORPORATION | 111 66 | 113 84 | 334 97 | 341 52 | -6 55 |
| 03/01/2011 | 04/23/2012 | 6 | BORGWARNER INC | 79 95 | 76 31 | 479 71 | 457.86 | 21 85 |
| 03/04/2011 | 04/23/2012 | 1 | BORGWARNER INC | 79 95 | 77 04 | 79 95 | 77 04 | 2.91 |
| 11/11/2009 | 04/25/2012 | 10 | BROADCOM CORP-CL A | 36 20 | 25 81 | 362 02 | 258 14 | 103 88 |
| 05/11/2010 | 04/25/2012 | 15 | BROADCOM CORP-CL A | 36 20 | 33 77 | 543 03 | 506 61 | 36 42 |
| 04/07/2011 | 04/25/2012 | 6 | ***POTASH CORP OF SASKATCHEWAN | 44 10 | 59 23 | 264 60 | 355 37 | -90 77 |
| 06/11/2010 | 04/26/2012 | 5 | EXPRESS SCRIPTS HOLDING CO | 56 31 | 52 81 | 281 57 | 264 07 | 17 50 |

# Capital Gains Report

**FORM 990-PF, PAGE 3, PART IV, LINE 1A**

THE KASSEL-BACKER FAMILY FOUNDATION (Account 888-49268)

January 1, 2012 through December 31, 2012

22-6966562

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| 06/07/2012 | 10/03/2012 | 10 | INTEL CORP | 22 57 | 26 11 | 225 73 | 261 15 | -35 42 |
| 06/12/2012 | 10/03/2012 | 10 | INTEL CORP | 22 57 | 26 46 | 225 73 | 264 63 | -38 90 |
| 06/18/2012 | 10/03/2012 | 10 | INTEL CORP | 22 57 | 27 44 | 225 72 | 274 39 | -48 67 |
| 01/03/2012 | 10/18/2012 | 18 | APOLLO GROUP INC-CL A | 21 17 | 53 17 | 381 07 | 957 02 | -575 95 |
| 04/02/2012 | 10/18/2012 | 7 | APOLLO GROUP INC-CL A | 21 17 | 39 26 | 148 19 | 274 79 | -126 60 |
| 10/08/2012 | 10/18/2012 | 10 | APOLLO GROUP INC-CL A | 21 17 | 29 04 | 211 70 | 290 44 | -78 74 |
| 04/26/2012 | 10/18/2012 | 20 | LEUCADIA NATIONAL CO | 23 03 | 25 06 | 460 62 | 501 19 | -40 57 |
| 02/14/2012 | 10/24/2012 | 6 | NATIONAL - OILWELL INC | 77 33 | 83 52 | 463 99 | 501 13 | -37 14 |
| 11/22/2011 | 10/26/2012 | 20 | GENERAL MOTORS CO | 23 33 | 20 98 | 466 57 | 419 64 | 46 93 |
| 11/23/2011 | 10/26/2012 | 5 | GENERAL MOTORS CO | 23 33 | 20 32 | 116 64 | 101 61 | 15 03 |
| 03/23/2012 | 10/31/2012 | 15 | JPMORGAN CHASE & CO | 41 40 | 44 80 | 621 06 | 672 06 | -51 00 |
| 10/08/2012 | 11/07/2012 | 6 | MEAD JOHNSON NUTRITION CO | 66 33 | 72 27 | 398 00 | 433 61 | -35 61 |
| 10/10/2012 | 11/07/2012 | 4 | MEAD JOHNSON NUTRITION CO | 66 33 | 71 71 | 265 34 | 286 85 | -21 51 |
| 06/20/2012 | 11/09/2012 | 20 | INTEL CORP | 20 87 | 27 56 | 417 32 | 551 11 | -133 79 |
| 04/24/2012 | 11/13/2012 | 10 | EMERSON ELECTRIC CO | 50 23 | 50 92 | 502 30 | 509 18 | -6 88 |
| 04/26/2012 | 11/13/2012 | 10 | EMERSON ELECTRIC CO | 50 23 | 51 76 | 502 29 | 517 64 | -15 35 |
| 06/20/2012 | 11/13/2012 | 10 | INTEL CORP | 20 55 | 27 56 | 205 50 | 275 56 | -70 06 |
| 07/11/2012 | 11/13/2012 | 10 | INTEL CORP | 20 55 | 25 49 | 205 49 | 254 89 | -49 40 |
| 02/07/2012 | 11/20/2012 | 7 | LAS VEGAS SANDS CORP | 43 50 | 51 49 | 304 48 | 360 43 | -55 95 |
| 05/22/2012 | 11/20/2012 | 3 | LAS VEGAS SANDS CORP | 43 50 | 48 62 | 130 49 | 145 85 | -15 36 |
| 07/10/2012 | 11/27/2012 | 5 | RACKSPACE HOSTING INC | 65 98 | 43 44 | 329 89 | 217 22 | 112 67 |
| 12/27/2011 | 11/28/2012 | 13 | CISCO SYSTEMS INC | 18 83 | 18 55 | 244 80 | 241 14 | 3 66 |
| 04/30/2012 | 12/05/2012 | 5 | JOHNSON & JOHNSON | 69 74 | 65 18 | 348 68 | 325 89 | 22 79 |
| 05/22/2012 | 12/06/2012 | 5 | LAS VEGAS SANDS CORP | 43 38 | 48 61 | 216 88 | 243 07 | -26 19 |
| 06/05/2012 | 12/06/2012 | 10 | LAS VEGAS SANDS CORP | 43 38 | 44 07 | 433 76 | 440 71 | -6 95 |
| 04/12/2012 | 12/10/2012 | 5 | COACH INC | 56 72 | 74 63 | 283 58 | 373 13 | -89 55 |
| 07/02/2012 | 12/12/2012 | 65 | MORGAN STANLEY | 17 75 | 14 68 | 1,153 89 | 954 21 | 199 68 |
| 04/09/2012 | 12/14/2012 | 10 | GENERAL MOTORS CO | 24 72 | 24 25 | 247 16 | 242 46 | 4 70 |
| 06/27/2012 | 12/14/2012 | 15 | GENERAL MOTORS CO | 24 72 | 19 91 | 370 74 | 298 61 | 72.13 |
| 04/12/2012 | 12/19/2012 | 2 | COACH INC | 59 82 | 74 63 | 119 63 | 149 25 | -29 62 |
| 04/18/2012 | 12/19/2012 | 5 | COACH INC | 59 82 | 74 78 | 299 08 | 373 88 | -74 80 |
| 04/27/2012 | 12/19/2012 | 3 | COACH INC | 59 82 | 74 06 | 179 45 | 222 17 | -42 72 |
| 05/16/2012 | 12/20/2012 | 5 | OCEANEERING INTL INC | 53 69 | 48 55 | 268 44 | 242 77 | 25 67 |
| 05/22/2012 | 12/20/2012 | 4 | OCEANEERING INTL INC | 53 69 | 47 82 | 214 75 | 191 27 | 23 48 |
| 07/10/2012 | 12/21/2012 | 1 | CHIPOTLE MEXICAN GRILL-CL A | 287 09 | 382 23 | 287 09 | 382 23 | -95 14 |
| 09/18/2012 | 12/27/2012 | 20 | FORD MOTOR CO | 12 57 | 10 37 | 251 39 | 207 48 | 43 91 |
| | | | SUBTOTAL FOR SHORT-TERM NON-COVERED | | | 65,590 22 | 65,406 60 | 183 62 ✓ |
| LONG-TERM NON-COVERED | | | | | | | | |
| 09/09/2009 | 01/09/2012 | 1 | GOOGLE INC-CL A | 638 44 | 462 97 | 638 44 | 462 97 | 175 47 |
| 05/19/2010 | 01/10/2012 | 25 | MARATHON OIL CORP | 31 21 | 19 65 | 780 28 | 491 17 | 289 11 |
| 12/27/2010 | 01/19/2012 | 4 | ***ACCENTURE PLC-CL A | 54 71 | 48 16 | 218 86 | 192 64 | 26 22 |
| 09/09/2009 | 01/19/2012 | 10 | JOHNSON CONTROLS INC | 32 50 | 25 53 | 325 04 | 255 31 | 69 73 |
| 09/09/2009 | 01/24/2012 | 1 | APPLE INC | 424 00 | 174 20 | 424 00 | 174 20 | 249 80 |
| 11/11/2009 | 01/31/2012 | 10 | BROADCOM CORP-CL A | 34 79 | 28 06 | 347 90 | 280 64 | 67 26 |
| 12/09/2010 | 01/31/2012 | 13 | LOWE'S COS INC | 26 85 | 25 13 | 349 05 | 326 67 | 22 38 |

4 9

# Capital Gains Report

**FORM 990-PF, PAGE 3, PART IV, LINE 1A**

THE KASSEL-BACKER FAMILY FOUNDATION (Account 888-49268)

January 1, 2012 through December 31, 2012

22-6966562

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| 07/25/2011 | 06/22/2012 | 10 | JPMORGAN CHASE & CO | 36 12 | 41 77 | 361 25 | 417 74 | -56 49 |
| 07/06/2011 | 06/29/2012 | 5 | CENTURYLINK INC | 39 42 | 41 11 | 197 08 | 205 54 | -8 46 |
| 10/27/2011 | 07/05/2012 | 25 | CENTERPOINT ENERGY INC | 20 48 | 21 27 | 512 10 | 531 85 | -19 75 |
| 01/06/2012 | 07/10/2012 | 10 | STRYKER CORP | 53 17 | 51 76 | 531 69 | 517 59 | 14 10 |
| 01/11/2012 | 07/10/2012 | 4 | STRYKER CORP | 53 17 | 52 65 | 212 67 | 210 61 | 2 06 |
| 08/01/2011 | 07/13/2012 | 18 | MARATHON PETROLEUM CORP | 44 72 | 44 76 | 804 98 | 805 63 | -0 65 |
| 08/10/2011 | 07/13/2012 | 10 | MARATHON PETROLEUM CORP | 44 72 | 35 54 | 447.21 | 355 36 | 91 85 |
| 08/03/2011 | 07/17/2012 | 5 | ANADARKO PETROLEUM CORP | 71 16 | 79 13 | 355 81 | 395 64 | -39 83 |
| 08/31/2011 | 07/17/2012 | 4 | ANADARKO PETROLEUM CORP | 71 16 | 73 97 | 284 64 | 295 87 | -11 23 |
| 01/30/2012 | 07/20/2012 | 11 | EMERSON ELECTRIC CO | 46 30 | 51 40 | 509 30 | 565 45 | -56.15 |
| 02/01/2012 | 07/20/2012 | 10 | EMERSON ELECTRIC CO | 46 30 | 52 27 | 463 00 | 522 75 | -59 75 |
| 02/28/2012 | 07/20/2012 | 4 | EMERSON ELECTRIC CO | 46 30 | 50 46 | 185 20 | 201 86 | -16 66 |
| 02/28/2012 | 07/24/2012 | 5 | EMERSON ELECTRIC CO | 45 28 | 50 47 | 226 40 | 252 33 | -25 93 |
| 03/28/2012 | 07/24/2012 | 15 | EMERSON ELECTRIC CO | 45 28 | 51 34 | 679 21 | 770 17 | -90 96 |
| 02/17/2012 | 07/25/2012 | 10 | INFORMATICA CORPORATION | 27 83 | 48 20 | 278 35 | 481 99 | -203 64 |
| 12/16/2011 | 07/25/2012 | 8 | HERSHEY CO/THE | 70 51 | 59 35 | 564 08 | 474 77 | 89.31 |
| 08/04/2011 | 07/25/2012 | 1 | PRECISION CASTPARTS CORP | 159 90 | 151 85 | 159 90 | 151 85 | 8 05 |
| 01/11/2012 | 07/25/2012 | 11 | STRYKER CORP | 51 40 | 52 65 | 565 39 | 579 19 | -13 80 |
| 02/07/2012 | 07/25/2012 | 10 | STRYKER CORP | 51 40 | 55 28 | 513 99 | 552 78 | -38 79 |
| 02/17/2012 | 07/30/2012 | 6 | BORGWARNER INC | 67 33 | 81 20 | 403 96 | 487 23 | -83 27 |
| 08/08/2011 | 07/31/2012 | 5 | GILEAD SCIENCES INC | 54 88 | 36 86 | 274 38 | 184 28 | 90 10 |
| 08/31/2011 | 08/03/2012 | 8 | DTE ENERGY COMPANY | 61 67 | 50 59 | 493 34 | 404 69 | 88 65 |
| 08/08/2011 | 08/03/2012 | 7 | GILEAD SCIENCES INC | 58 06 | 36 86 | 406 41 | 257 99 | 148 42 |
| 10/25/2011 | 08/06/2012 | 7 | PVH CORP | 78 13 | 72 49 | 546 88 | 507 46 | 39 42 |
| 12/19/2011 | 08/06/2012 | 4 | PVH CORP | 78 13 | 68 52 | 312 50 | 274 07 | 38 43 |
| 01/04/2012 | 08/06/2012 | 4 | PVH CORP | 78 13 | 73 21 | 312 50 | 292 84 | 19 66 |
| 10/31/2011 | 08/10/2012 | 15 | ***COVIDIEN PLC | 56 94 | 47 07 | 854 03 | 706 01 | 148 02 |
| 11/18/2011 | 08/10/2012 | 10 | ***COVIDIEN PLC | 56 94 | 46 21 | 569 35 | 462 13 | 107 22 |
| 02/02/2012 | 08/10/2012 | 6 | GOLDMAN SACHS GROUP INC | 102 81 | 113 31 | 616 89 | 679 88 | -62 99 |
| 02/07/2012 | 08/10/2012 | 3 | GOLDMAN SACHS GROUP INC | 102 81 | 116 45 | 308 44 | 349 36 | -40 92 |
| 02/28/2012 | 08/14/2012 | 15 | CENTERPOINT ENERGY INC | 20 55 | 18 63 | 308 25 | 279 44 | 28 81 |
| 01/20/2012 | 08/22/2012 | 15 | FREEPORT-MCMORAN COPPER | 36 26 | 43 75 | 543 97 | 656 29 | -112 32 |
| 01/24/2012 | 08/22/2012 | 10 | FREEPORT-MCMORAN COPPER | 36 26 | 43 80 | 362 65 | 438.00 | -75 35 |
| 09/29/2011 | 08/22/2012 | 9 | LAS VEGAS SANDS CORP | 43 32 | 41 57 | 389 92 | 374 10 | 15 82 |
| 02/07/2012 | 08/22/2012 | 1 | LAS VEGAS SANDS CORP | 43 32 | 51 49 | 43 32 | 51 49 | -8 17 |
| 10/28/2011 | 08/23/2012 | 7 | JPMORGAN CHASE & CO | 37 36 | 36 69 | 261 49 | 256 81 | 4 68 |
| 03/23/2012 | 08/23/2012 | 2 | JPMORGAN CHASE & CO | 37 36 | 44 80 | 74 71 | 89 61 | -14 90 |
| 01/25/2012 | 09/06/2012 | 10 | FREEPORT-MCMORAN COPPER | 36 21 | 43 80 | 362 10 | 437 99 | -75 89 |
| 01/09/2012 | 09/12/2012 | 4 | VERTEX PHARMACEUTICALS INC | 55 63 | 35 29 | 222 51 | 141 16 | 81 35 |
| 11/01/2011 | 09/13/2012 | 5 | LAM RESEARCH CORP | 33 70 | 42 14 | 168 50 | 210 68 | -42 18 |
| 11/04/2011 | 09/17/2012 | 35 | NEWELL RUBBERMAID INC | 19 32 | 15 79 | 676 30 | 552 67 | 123 63 |
| 05/04/2012 | 09/17/2012 | 15 | NEWELL RUBBERMAID INC | 19 32 | 18 41 | 289 84 | 276 22 | 13 62 |
| 10/07/2011 | 09/21/2012 | 15 | CENTURYLINK INC | 41 95 | 32 87 | 629 30 | 493 00 | 136 30 |
| 05/16/2012 | 09/21/2012 | 5 | OCEANEERING INTL INC | 57 09 | 48 56 | 285 46 | 242 78 | 42 68 |
| 03/08/2012 | 09/24/2012 | 14 | WELLS FARGO & COMPANY | 34 98 | 31 25 | 489 73 | 437 45 | 52 28 |
| 10/11/2011 | 09/28/2012 | 20 | GENERAL MOTORS CO | 22 81 | 22 56 | 456 28 | 451 12 | 5 16 |
| 11/22/2011 | 09/28/2012 | 5 | GENERAL MOTORS CO | 22 81 | 20 98 | 114 07 | 104 91 | 9 16 |
| 02/17/2012 | 10/02/2012 | 3 | PERRIGO INC | 117 35 | 95 05 | 352 05 | 285 14 | 66 91 |
| 02/21/2012 | 10/02/2012 | 4 | PERRIGO INC | 117 35 | 94 39 | 469 41 | 377 56 | 91 85 |

# Capital Gains Report

**FORM 990-PF, PAGE 3, PART IV, LINE 1A**

THE KASSEL-BACKER FAMILY FOUNDATION (Account 888-49268)

January 1, 2012 through December 31, 2012

22-6966562

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| 08/05/2011 | 03/09/2012 | 15 | CBRE GROUP INC | 19 15 | 18 40 | 287 24 | 275 93 | 11 31 |
| 08/18/2011 | 03/21/2012 | 5 | LAS VEGAS SANDS CORP | 57 72 | 41 73 | 288 63 | 208 66 | 79 97 |
| 09/29/2011 | 03/21/2012 | 1 | LAS VEGAS SANDS CORP | 57 72 | 41 57 | 57 72 | 41 57 | 16 15 |
| 06/23/2011 | 03/22/2012 | 5 | TRAVELERS COS INC/THE | 58 19 | 56 85 | 290 93 | 284 25 | 6 68 |
| 08/10/2011 | 03/26/2012 | 20 | METLIFE INC | 38 33 | 32 63 | 766 57 | 652 60 | 113 97 |
| 09/29/2011 | 03/26/2012 | 10 | METLIFE INC | 38 33 | 29 42 | 383 29 | 294 19 | 89 10 |
| 01/25/2012 | 03/27/2012 | 10 | DOW CHEMICAL | 35 52 | 33 30 | 355 20 | 333 00 | 22 20 |
| 12/16/2011 | 04/03/2012 | 12 | ILLUMINA INC | 51 62 | 27 18 | 619 48 | 326 14 | 293 34 |
| 02/23/2012 | 04/05/2012 | 3 | SALESFORCE COM INC | 155 25 | 130 11 | 465 74 | 390 34 | 75 40 |
| 05/17/2011 | 04/13/2012 | 15 | GENERAL MILLS INC | 38 84 | 39 78 | 582 59 | 596 75 | -14 16 |
| 07/14/2011 | 04/13/2012 | 10 | GENERAL MILLS INC | 38 84 | 37 31 | 388 39 | 373 15 | 15 24 |
| 01/11/2012 | 04/13/2012 | 25 | ***NEXEN INC | 18 48 | 17 75 | 461 94 | 443 68 | 18 26 |
| 08/19/2011 | 04/16/2012 | 10 | GENERAL MILLS INC | 38 67 | 36 23 | 386 69 | 362 29 | 24.40 |
| 10/31/2011 | 04/16/2012 | 15 | GENERAL MILLS INC | 38 67 | 39 03 | 580 03 | 585 52 | -5 49 |
| 11/18/2011 | 04/16/2012 | 10 | GENERAL MILLS INC | 38 67 | 38 81 | 386 68 | 388 08 | -1 40 |
| 11/08/2011 | 04/20/2012 | 5 | PERRIGO INC | 105 99 | 91 07 | 529 96 | 455 36 | 74 60 |
| 12/01/2011 | 04/20/2012 | 2 | PERRIGO INC | 105 99 | 98 13 | 211 98 | 196 26 | 15 72 |
| 04/28/2011 | 04/25/2012 | 6 | ***POTASH CORP OF SASKATCHEWAN | 44 10 | 56 38 | 264 60 | 338 27 | -73 67 |
| 05/06/2011 | 04/25/2012 | 8 | ***POTASH CORP OF SASKATCHEWAN | 44 10 | 53 47 | 352 80 | 427 76 | -74 96 |
| 05/19/2011 | 04/26/2012 | 10 | EXPRESS SCRIPTS HOLDING CO | 56 31 | 60 55 | 563 14 | 605 49 | -42 35 |
| 05/26/2011 | 04/26/2012 | 5 | EXPRESS SCRIPTS HOLDING CO | 56 31 | 59 66 | 281 57 | 298 32 | -16 75 |
| 01/04/2012 | 04/26/2012 | 10 | EXPRESS SCRIPTS HOLDING CO | 56 31 | 46 74 | 563 14 | 467 45 | 95 69 |
| 12/05/2011 | 05/03/2012 | 60 | MORGAN STANLEY | 16 34 | 16 45 | 980 57 | 987 15 | -6 58 |
| 12/07/2011 | 05/03/2012 | 25 | MORGAN STANLEY | 16 34 | 16 71 | 408 57 | 417 75 | -9 18 |
| 01/09/2012 | 05/08/2012 | 6 | VERTEX PHARMACEUTICALS INC | 61 11 | 35 29 | 366 66 | 211 75 | 154 91 |
| 11/02/2011 | 05/10/2012 | 5 | BOEING CO/THE | 74 20 | 64 42 | 370 99 | 322 10 | 48 89 |
| 05/26/2011 | 05/15/2012 | 9 | TRW AUTOMOTIVE HOLDINGS CORP | 41 66 | 54 81 | 374 95 | 493.28 | -118 33 |
| 10/28/2011 | 05/15/2012 | 1 | TRW AUTOMOTIVE HOLDINGS CORP | 41 66 | 43 75 | 41 66 | 43 75 | -2.09 |
| 02/21/2012 | 06/01/2012 | 15 | GENERAL ELECTRIC CO | 18 59 | 19 42 | 278 85 | 291 31 | -12 46 |
| 04/30/2012 | 06/01/2012 | 25 | GENERAL ELECTRIC CO | 18 59 | 19 53 | 464 74 | 488 32 | -23 58 |
| 03/07/2012 | 06/04/2012 | 35 | LIBERTY INTERACTIVE CORP-A | 16 07 | 18 74 | 562 43 | 655 90 | -93 47 |
| 09/16/2011 | 06/04/2012 | 25 | ***MARVELL TECHNOLOGY GROUP LT | 11 98 | 15 18 | 299 61 | 379 43 | -79 82 |
| 10/20/2011 | 06/04/2012 | 25 | ***MARVELL TECHNOLOGY GROUP LT | 11 98 | 13 32 | 299 61 | 332 88 | -33 27 |
| 11/01/2011 | 06/04/2012 | 25 | ***MARVELL TECHNOLOGY GROUP LT | 11 98 | 13 58 | 299 61 | 339 40 | -39 79 |
| 11/11/2011 | 06/04/2012 | 20 | ***MARVELL TECHNOLOGY GROUP LT | 11 98 | 14 88 | 239 68 | 297 51 | -57 83 |
| 01/09/2012 | 06/04/2012 | 10 | ***POTASH CORP OF SASKATCHEWAN | 36 94 | 41 39 | 369 39 | 413 91 | -44 52 |
| 02/01/2012 | 06/04/2012 | 10 | ***POTASH CORP OF SASKATCHEWAN | 36 94 | 47 39 | 369 39 | 473 86 | -104 47 |
| 08/31/2011 | 06/06/2012 | 15 | CORNING INC | 12 80 | 15 03 | 192 00 | 225 45 | -33 45 |
| 10/05/2011 | 06/06/2012 | 20 | CORNING INC | 12 80 | 12 25 | 256 00 | 244 93 | 11 07 |
| 09/09/2011 | 06/07/2012 | 20 | CBRE GROUP INC | 16 25 | 14 14 | 325 10 | 282 88 | 42 22 |
| 12/22/2011 | 06/07/2012 | 20 | CBRE GROUP INC | 16 25 | 15 44 | 325 10 | 308 90 | 16 20 |
| 02/14/2012 | 06/07/2012 | 20 | CBRE GROUP INC | 16 25 | 18 01 | 325 09 | 360 28 | -35 19 |
| 02/09/2012 | 06/07/2012 | 2 | CISCO SYSTEMS INC | 16 62 | 19 96 | 33 24 | 39 92 | -6 68 |
| 02/24/2012 | 06/07/2012 | 20 | CISCO SYSTEMS INC | 16 62 | 20 26 | 332 36 | 405 22 | -72 86 |
| 09/21/2011 | 06/11/2012 | 8 | DOLLAR GENERAL CORP | 50 45 | 37 40 | 403 56 | 299 18 | 104 38 |
| 12/01/2011 | 06/14/2012 | 2 | PERRIGO INC | 110 80 | 98 13 | 221 60 | 196 26 | 25 34 |
| 02/17/2012 | 06/14/2012 | 1 | PERRIGO INC | 110 80 | 95 05 | 110 80 | 95 05 | 15 75 |
| 04/19/2012 | 06/15/2012 | 10 | ***ROYAL CARIBBEAN CRUISES LTD | 24 71 | 28 31 | 247 06 | 283 07 | -36 01 |
| 05/03/2012 | 06/19/2012 | 8 | DEVON ENERGY CORPORATION | 57 46 | 66 85 | 459 70 | 534 78 | -75 08 |

2 9

# Capital Gains Report

**FORM 990-PF, PAGE 3, PART IV, LINE 1A**

THE KASSEL-BACKER FAMILY FOUNDATION (Account 888-49268)

January 1, 2012 through December 31, 2012

22-6966562

SHORT-TERM NON-COVERED

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| 03/04/2011 | 01/03/2012 | 10 | METLIFE INC | 32 24 | 44 94 | 322 43 | 449 40 | -126 97 |
| 04/19/2011 | 01/03/2012 | 10 | METLIFE INC | 32 24 | 43 08 | 322 43 | 430 77 | -108 34 |
| 04/27/2011 | 01/03/2012 | 15 | METLIFE INC | 32 24 | 44 52 | 483 64 | 667 78 | -184 14 |
| 01/20/2011 | 01/05/2012 | 10 | LIMITED BRANDS INC | 39 28 | 28 92 | 392 80 | 289 24 | 103 56 |
| 01/20/2011 | 01/06/2012 | 10 | LIMITED BRANDS INC | 39 00 | 28 92 | 390 00 | 289 23 | 100 77 |
| 06/20/2011 | 01/06/2012 | 10 | LIMITED BRANDS INC | 39 00 | 36 06 | 390 00 | 360 59 | 29 41 |
| 09/15/2011 | 01/06/2012 | 10 | LIMITED BRANDS INC | 39 00 | 39 40 | 390 00 | 394 01 | -4 01 |
| 02/02/2011 | 01/06/2012 | 4 | MONSANTO CO | 77 37 | 75 38 | 309 49 | 301 53 | 7 96 |
| 09/22/2011 | 01/06/2012 | 3 | PEPSICO INC | 65 47 | 60 25 | 196 42 | 180 74 | 15 68 |
| 10/12/2011 | 01/06/2012 | 5 | PEPSICO INC | 65 47 | 62 87 | 327 37 | 314 34 | 13 03 |
| 11/21/2011 | 01/06/2012 | 6 | PEPSICO INC | 65 47 | 63 27 | 392 85 | 379 63 | 13 22 |
| 02/15/2011 | 01/09/2012 | 8 | BORGWARNER INC | 64 77 | 79 52 | 518 16 | 636 18 | -118 02 |
| 05/09/2011 | 01/09/2012 | 6 | CELGENE CORP | 67 65 | 59 94 | 405 93 | 359 65 | 46 28 |
| 01/20/2011 | 01/11/2012 | 3 | ROCKWELL AUTOMATION INC | 77 95 | 74 75 | 233 84 | 224 25 | 9 59 |
| 02/01/2011 | 01/11/2012 | 4 | ROCKWELL AUTOMATION INC | 77 95 | 81 67 | 311 79 | 326 67 | -14 88 |
| 08/12/2011 | 01/12/2012 | 2 | CONOCOPHILLIPS | 70.79 | 66 48 | 141 59 | 132 96 | 8 63 |
| 08/31/2011 | 01/12/2012 | 5 | CONOCOPHILLIPS | 70 79 | 68 24 | 353 97 | 341 18 | 12 79 |
| 09/07/2011 | 01/12/2012 | 5 | CONOCOPHILLIPS | 70 79 | 67 00 | 353 96 | 335 01 | 18 95 |
| 02/17/2011 | 01/19/2012 | 2 | ***ACCENTURE PLC-CL A | 54 71 | 54 13 | 109 43 | 108 26 | 1 17 |
| 06/01/2011 | 01/23/2012 | 10 | FMC TECHNOLOGIES INC | 52 31 | 43 85 | 523 12 | 438 51 | 84 61 |
| 01/09/2012 | 01/24/2012 | 11 | WATSON PHARMACEUTICALS INC | 56 00 | 63 31 | 616.01 | 696 38 | -80 37 |
| 05/09/2011 | 01/27/2012 | 7 | CELGENE CORP | 73 05 | 59 94 | 511 32 | 419 59 | 91 73 |
| 01/31/2011 | 01/31/2012 | 7 | LOWE'S COS INC | 26 85 | 24 88 | 187 95 | 174 13 | 13 82 |
| 04/19/2011 | 01/31/2012 | 4 | PROCTER & GAMBLE CO | 62 88 | 63 72 | 251 54 | 254 89 | -3 35 |
| 05/09/2011 | 01/31/2012 | 5 | PROCTER & GAMBLE CO | 62 88 | 65 31 | 314 42 | 326 56 | -12.14 |
| 06/01/2011 | 02/02/2012 | 10 | ***LYONDELLBASELL INDU-CL A | 43 31 | 42 76 | 433 08 | 427 63 | 5 45 |
| 04/20/2011 | 02/03/2012 | 3 | GOODRICH CORP | 125 50 | 87 70 | 376 50 | 263 11 | 113 39 |
| 08/02/2011 | 02/03/2012 | 5 | VF CORP | 133 38 | 114 50 | 666 90 | 572 50 | 94 40 |
| 06/08/2011 | 02/08/2012 | 5 | GENERAL MOTORS CO | 25 81 | 28 91 | 129 05 | 144 54 | -15 49 |
| 02/17/2011 | 02/09/2012 | 8 | ***ACCENTURE PLC-CL A | 57 43 | 54 13 | 459 44 | 433 03 | 26 41 |
| 02/17/2011 | 02/13/2012 | 3 | MARATHON PETROLEUM CORP | 43 54 | 32 57 | 130 62 | 97 70 | 32 92 |
| 05/17/2011 | 02/14/2012 | 5 | GOODRICH CORP | 125 51 | 90 05 | 627 56 | 450 25 | 177 31 |
| 02/24/2011 | 02/15/2012 | 5 | ***ACCENTURE PLC-CL A | 58 08 | 51 59 | 290 42 | 257 93 | 32 49 |
| 10/05/2011 | 02/15/2012 | 8 | ESTEE LAUDER COMPANIES-CL A | 55 46 | 43 67 | 443 67 | 349 36 | 94 31 |
| 08/24/2011 | 02/16/2012 | 25 | CMS ENERGY CORP | 21 60 | 19 40 | 540 00 | 484 95 | 55 05 |
| 10/28/2011 | 02/16/2012 | 15 | CMS ENERGY CORP | 21 60 | 21 07 | 324 00 | 316 12 | 7 88 |
| 09/29/2011 | 02/16/2012 | 3 | VF CORP | 146 38 | 124 21 | 439 13 | 372 64 | 66 49 |
| 06/01/2011 | 02/23/2012 | 5 | FMC TECHNOLOGIES INC | 52 08 | 43 85 | 260 43 | 219 25 | 41 18 |
| 08/04/2011 | 02/23/2012 | 1 | FMC TECHNOLOGIES INC | 52 08 | 41 25 | 52 08 | 41 25 | 10 83 |
| 10/25/2011 | 02/23/2012 | 10 | HARLEY DAVIDSON INC | 46 92 | 38 25 | 469 20 | 382 55 | 86 65 |
| 06/08/2011 | 02/28/2012 | 10 | GENERAL MOTORS CO | 26 24 | 28 91 | 262 39 | 289 09 | -26 70 |
| 06/16/2011 | 02/28/2012 | 10 | GENERAL MOTORS CO | 26 24 | 28 79 | 262 39 | 287 88 | -25 49 |
| 03/10/2011 | 03/09/2012 | 1 | GOLDMAN SACHS GROUP INC | 117 59 | 160 35 | 117 59 | 160 35 | -42 76 |
| 03/25/2011 | 03/20/2012 | 10 | MOODY'S CORP | 41 68 | 32 82 | 416 79 | 328 23 | 88 56 |
| 06/21/2011 | 03/20/2012 | 10 | UNITEDHEALTH GROUP INC | 55 07 | 51 97 | 550 67 | 519 69 | 30 98 |
| 08/04/2011 | 03/09/2012 | 20 | CBRE GROUP INC | 19 15 | 19 89 | 382 99 | 397 80 | -14 81 |

19

SANFORD C. BERNSTEIN & CO., LLC
A subsidiary of AllianceBernstein L P

www.bernstein com

| Account No.* | Period Ending | Last Statement |
|---|---|---|
| 888-49268 | 12/31/2012 | 11/30/2012 |

* Comprised of the following sub-accounts:
038-52484 039-03715

22-6966562

THE KASSEL-BACKER FAMILY
FOUNDATION
MICHAEL BACKER, TERRY KASSEL,
AND STEPHEN BACKER, TRUSTEES
241 CENTRAL PARK WEST, APT.19E
NEW YORK NY 10024-4826

| | | |
|---|---|---|
| Bernstein Advisor: | Yigal Marcus | (212) 823-3617 |
| Advisor Associate(s): | Frank Cassanitu | (212) 756-4126 |
| | Claire Blackburn | (212) 823-2952 |
| | Nanette Cedeno | (212) 823-3914 |
| | Alina Duong | (212) 756-4350 |
| Fax Number: | | (212) 407-5850 |

MEMBER, NEW YORK STOCK EXCHANGE, INC. SIPC

## ACCOUNT SUMMARY:

| | Opening Balance | % | Closing Balance | % |
|---|---|---|---|---|
| Cash | 386,610 | 38 3 | 868,068 | 57 2 |
| Intermediate Duration | 284,452 | 28 2 | 285,923 | 18 9 |
| Strategic Value | 87,452 | 8 7 | 88,538 | 5 8 |
| Strategic Growth | 115,477 | 11 4 | 114,072 | 7 5 |
| Unmanaged Equity | 134,897 | 13 4 | 160,054 | 10 6 |
| Total Account Value | 1,008,887 | 100.0 | 1,516,656 | 100.0 |

CASH INCLUDED IN BALANCE SHEET - LINE 1
INVESTMENTS - CORP STOCK - BALANCE SHEET - LINE 10B

(868068)
648588

## INCOME SUMMARY

| | Current Month | Year To Date |
|---|---|---|
| Credit Interest | 71 | 421 |
| Taxable Bond Fund Dividends | 3,302 | 10,183 |
| Equity Dividends | 731 | 3,680 |
| Total Income | 4,104 | 14,285 |

## PORTFOLIO SUMMARY

| Quantity | Description | Price | Market Value | Estimated Annual Income Rate | Estimated Annual Income Amount |
|---|---|---|---|---|---|
| **Cash** | | | | | |
| | Closing Cash Balance | | 868,068 | 0 09% | 781 |
| **Fixed Income Taxable Intermediate Duration** | | | | | |
| 20,276 332 | BERNSTEIN INTERMEDIATE DURATION PORTFOLIO | 14 090 | 285,694<br>229AI | $0 37 | 7,563 |
| **U.S. Equity Strategic Value** | | | | | |
| 45 | ALTRIA GROUP INC | 31 440 | 1,415 | $1 76 | 79 |
| 190 | APPLIED MATERIALS INC | 11 440 | 2,174 | $0 36 | 68 |
| 80 | ASTRAZENECA PLC | 47.270 | 3,782 | $2 85 | 228 |
| 25 | AT&T INC | 33 710 | 843 | $1 80 | 45 |
| 170 | BANK OF AMERICA CORP | 11 610 | 1,974 | $0 04 | 7 |

INVESTMENTS DETAIL
12/31/12

SANFORD C. BERNSTEIN & Co., LLC
A subsidiary of AllianceBernstein LP

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22-6966562
**THE KASSEL-BACKER FAMILY**

| Account No.* | Period Ending | Last Statement |
|---|---|---|
| 888-49268 | 12/31/2012 | 11/30/2012 |

* Comprised of the following sub-accounts:
038-52484 039-03715

## PORTFOLIO SUMMARY

| Quantity | Description | Price | Market Value | Estimated Annual Income | |
|---|---|---|---|---|---|
| | | | | Rate | Amount |
| 40 | BB&T CORP | 29 110 | 1,164 | $0 80 | 32 |
| 80 | BP P L C SPONSORED ADR | 41 640 | 3,331 | $2 16 | 173 |
| 7 | BUNGE LTD | 72 690 | 509 | $1 08 | 8 |
| 95 | CISCO SYSTEMS INC | 19 650 | 1,867 | $0 56 | 53 |
| 65 | CIT GROUP INC | 38 640 | 2,512 | $0 00 | 0 |
| 90 | CITIGROUP INC | 39 560 | 3,560 | $0 04 | 4 |
| 40 | COMCAST CORP | 37.380 | 1,495 | $0 65 | 26 |
| 9 | CUMMINS INC | 108 350 | 975 | $2 00 | 18 |
| 115 | DELTA AIR LINES INC DEL | 11 870 | 1,365 | $0 00 | 0 |
| 14 | DIAMOND OFFSHORE DRILLING INC | 67 960 | 951 | $0 50 | 7 |
| 20 | DIRECTV | 50 160 | 1,003 | $0 00 | 0 |
| 55 | DISCOVER FINANCIAL SERVICES | 38 550 | 2,120 | $0 56 | 31 |
| 10 | EDISON INTERNATIONAL | 45 190 | 452 | $1 35 | 14 |
| 45 | EXXON MOBIL CORP | 86 550 | 3,895 | $2 28 | 103 |
| 25 | FIDELITY NATIONAL FINANCIAL | 23 550 | 589 | $0 64 | 16 |
| 4 | FLOWSERVE CORP | 146 800 | 587 | $1 44 | 6 |
| 160 | FORD MOTOR CO | 12 950 | 2,072 | $0 20 | 32 |
| 20 | GAMESTOP CORP | 25 090 | 502 | $1 00 | 20 |
| 45 | GANNETT CO INC | 18 010 | 810 | $0 80 | 36 |
| 15 | HARRIS CORP-DEL | 48 960 | 734 | $1 48 | 22 |
| 25 | HEALTH NET INC | 24 300 | 608 | $0 00 | 0 |
| 20 | HELMERICH & PAYNE INC | 56 010 | 1,120 | $0 60 | 12 |
| 160 | HEWLETT PACKARD CO | 14 250 | 2,280 | $0 53 | 84 |
| 20 | JPMORGAN CHASE & CO | 43 969 | 879 | $1 20 | 24 |
| 125 | KROGER CO | 26 020 | 3,253 | $0 60 | 75 |
| 25 | LEAR CORPORATION | 46 840 | 1,171 | $0 56 | 14 |
| 15 | LORILLARD INC | 116 670 | 1,750 | $6 20 | 93 |
| 30 | LYONDELLBASELL INDUSTRIES | 57 090 | 1,713 | $1 60 | 48 |
| 45 | MACYS INC | 39 020 | 1,756 | $0 80 | 36 |
| 25 | MCGRAW HILL COMPANIES INC | 54 670 | 1,367 | $1 02 | 26 |
| 20 | MEDTRONIC INC | 41 020 | 820 | $1 04 | 21 |
| 180 | MGM RESORTS INTERNATIONAL | 11 640 | 2,095 | $0 00 | 0 |
| 225 | MICRON TECHNOLOGY INC | 6 350 | 1,429 | $0 00 | 0 |
| 55 | NV ENERGY INC | 18 140 | 998 | $0 68 | 37 |
| 11 | PARTNERRE LTD | 80 490 | 885 | $2 48 | 27 |
| 225 | PFIZER INC | 25 079 | 5,643 | $0 96 | 216 |
| 65 | PULTEGROUP INC | 18 160 | 1,180 | $0 00 | 0 |
| 12 | ROYAL DUTCH SHELL PLC | 68 950 | 827 | $2 92 | 35 |
| 20 | STATE STREET CORP | 47 010 | 940 | $0 96 | 19 |
| 15 | TIME WARNER CABLE INC | 97 190 | 1,458 | $2 24 | 34 |
| 10 | TIMKEN CO | 47 830 | 478 | $0 92 | 9 |
| 40 | TJX COMPANIES INC NEW | 42 450 | 1,698 | $0 46 | 18 |
| 10 | TRW AUTOMOTIVE HOLDINGS INC | 53 610 | 536 | $0 00 | 0 |
| 80 | TYSON FOODS INC-CL A | 19 400 | 1,552 | $0 20 | 16 |
| 45 | US BANCORP DEL | 31 940 | 1,437 | $0 78 | 35 |
| 15 | VALIDUS HOLDINGS LTD | 34 580 | 519 | $1 00 | 15 |
| 15 | VERTEX PHARMACEUTICALS INC | 41.940 | 629 | $0 00 | 0 |
| 40 | VIACOM INC | 52 740 | 2,110 | $1 10 | 44 |
| 50 | WELLPOINT INC | 60 920 | 3,046 | $1 15 | 58 |

INVESTMENTS DETAIL
12/31/12

22-6966562
THE KASSEL-BACKER FAMILY

| Account No.* | Period Ending | Last Statement |
|---|---|---|
| 888-49268 | 12/31/2012 | 11/30/2012 |

* Comprised of the following sub-accounts:
038-52484 039-03715

## PORTFOLIO SUMMARY

| Quantity | | Description | Price | Market Value | Estimated Annual Income<br>Rate | Amount |
|---|---|---|---|---|---|---|
| | 105 | WELLS FARGO & CO | 34 180 | 3,589<br>92 AI | $0 88 | 92 |
| | | **Total Strategic Value** | | 88,538 | 2.39% | 2,116 |
| Strategic Growth | | | | | | |
| | 14 | AFFILIATED MANAGERS GROUP INC | 130 150 | 1,822 | $0 00 | 0 |
| | 24 | ALLERGAN INC | 91 730 | 2,202 | $0 20 | 5 |
| | 8 | AMAZON COM INC | 251 140 | 2,009 | $0 00 | 0 |
| | 25 | ANSYS INC | 67 340 | 1,684 | $0 00 | 0 |
| | 15 | APPLE INC | 533 030 | 7,995 | $10 60 | 159 |
| | 13 | BIOGEN IDEC INC | 146 670 | 1,907 | $0 00 | 0 |
| | 30 | BOEING CO | 75 360 | 2,261 | $1 94 | 58 |
| | 20 | BROADCOM CORP | 33 210 | 664 | $0 40 | 8 |
| | 25 | CELGENE CORP | 78 720 | 1,968 | $0 00 | 0 |
| | 5 | CHIPOTLE MEXICAN GRILL INC | 297 460 | 1,487 | $0 00 | 0 |
| | 50 | CITRIX SYSTEMS INC | 65 750 | 3,288 | $0 00 | 0 |
| | 20 | COACH INC | 55 510 | 1,110 | $1 20 | 24 |
| | 55 | COGNIZANT TECHNOLOGY SOLUTIONS | 74 050 | 4,073 | $0 00 | 0 |
| | 63 | COMCAST CORP | 37 380 | 2,355 | $0 65 | 41 |
| | 50 | DANAHER CORP | 55 900 | 2,795 | $0 10 | 5 |
| | 40 | DOLLAR GENERAL CORPORATION | 44 090 | 1,764 | $0 00 | 0 |
| | 45 | EBAY INC | 51 020 | 2,296 | $0 00 | 0 |
| | 30 | EMC CORP-MASS | 25 300 | 759 | $0 00 | 0 |
| | 9 | EOG RES INC | 120 790 | 1,087 | $0 68 | 6 |
| | 30 | ESTEE LAUDER COMPANIES INC | 59 860 | 1,796 | $0 72 | 22 |
| | 50 | FACEBOOK INC | 26 630 | 1,332 | $0 00 | 0 |
| | 6 | FLOWSERVE CORP | 146 800 | 881 | $1 44 | 9 |
| | 17 | F5 NETWORKS INC | 97 150 | 1,652 | $0 00 | 0 |
| | 14 | GILEAD SCIENCES INC | 73 450 | 1,028 | $0 00 | 0 |
| | 7 | GOOGLE INC | 709 370 | 4,966 | $0 00 | 0 |
| | 15 | HARLEY DAVIDSON INC | 48 830 | 732 | $0 62 | 9 |
| | 25 | HERSHEY COMPANY (THE) | 72 220 | 1,806 | $1 68 | 42 |
| | 25 | IDEXX LABORATORIES CORP | 92 800 | 2,320 | $0 00 | 0 |
| | 13 | ILLUMINA INC | 55 590 | 723 | $0 00 | 0 |
| | 30 | INTERCONTINENTALEXCHANGE INC | 123 810 | 3,714 | $0 00 | 0 |
| | 18 | INTUIT INC | 59 500 | 1,071 | $0 68 | 12 |
| | 5 | INTUITIVE SURGICAL INC NEW | 490 370 | 2,452 | $0 00 | 0 |
| | 16 | LINKEDIN CORPORATION | 114 820 | 1,837 | $0 00 | 0 |
| | 20 | MCKESSON CORP | 96 960 | 1,939 | $0 80 | 16 |
| | 15 | MONSANTO CO | 94 650 | 1,420 | $1 50 | 23 |
| | 24 | NATIONAL-OILWELL VARCO INC | 68 350 | 1,640 | $0 52 | 12 |
| | 20 | NOBLE ENERGY INC | 101 740 | 2,035 | $1 00 | 20 |
| | 10 | O REILLY AUTOMOTIVE INC | 89 420 | 894 | $0 00 | 0 |
| | 21 | OCEANEERING INTERNATIONAL INC | 53 790 | 1,130 | $0 72 | 15 |
| | 55 | PHILIP MORRIS INTERNATIONAL | 83 640 | 4,600 | $3 40 | 187 |
| | 14 | PRECISION CASTPARTS CORP | 189 420 | 2,652 | $0 12 | 2 |
| | 2 | PRICELINE COM INC COM NEW | 621 200 | 1,242 | $0 00 | 0 |
| | 40 | QUALCOMM INC | 62 020 | 2,481 | $1 00 | 40 |
| | 10 | RACKSPACE HOSTING INC | 74 270 | 743 | $0 00 | 0 |
| | 30 | RED HAT INC | 52 960 | 1,589 | $0 00 | 0 |
| | 9 | ROPER INDUSTRIES INC NEW | 111 480 | 1,003 | $0 66 | 6 |
| | 50 | SCHLUMBERGER LTD | 69 299 | 3,465 | $1 10 | 55 |

INVESTMENTS DETAIL
12/31/12

3 4

AB
SANFORD C. BERNSTEIN & CO., LLC
A subsidiary of AllianceBernstein LP

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22-6966562
THE KASSEL-BACKER FAMILY

| Account No.* | Period Ending | Last Statement |
|---|---|---|
| 888-49268 | 12/31/2012 | 11/30/2012 |

* Comprised of the following sub-accounts
038-52484 039-03715

## PORTFOLIO SUMMARY

| Quantity | Description | Price | Market Value | Estimated Annual Income | |
|---|---|---|---|---|---|
| | | | | Rate | Amount |
| 50 | STARBUCKS CORP | 53 620 | 2,681 | $0 84 | 42 |
| 60 | TIBCO SOFTWARE INC | 22 010 | 1,321 | $0 00 | 0 |
| 16 | TRIMBLE NAVIGATION LTD | 59 780 | 956 | $0 00 | 0 |
| 13 | ULTA SALON COSMETICS & | 98 260 | 1,277 | $0 00 | 0 |
| 75 | UNITEDHEALTH GROUP INC | 54 240 | 4,068 | $0 85 | 64 |
| 11 | V F CORP | 150 970 | 1,661 | $3 48 | 38 |
| 14 | VISA INC | 151 580 | 2,122 | $1 32 | 18 |
| 65 | WALT DISNEY CO | 49 790 | 3,236 | $0 75 | 49 |
| | | | 81 AI | | |
| | **Total Strategic Growth** | | 114,072 | 0 87% | 987 |
| | **Total U.S. Equity** | | 202,610 | 1.53% | 3,103 |
| **Unmanaged Assets** | | | | | |
| **Unmanaged Equity** | | | | | |
| 2,000 | AUTODESK INC | 35 350 | 70,700 | $0 00 | 0 |
| 1,667 | BANK OF AMERICA CORP | 11 610 | 19,354 | $0 04 | 66 |
| 10,000 | HOVNANIAN ENTERPRISES INC-CL A | 7 000 | 70,000 | $0 00 | 0 |
| | **Total Unmanaged Equity** | | 160,054 | 0.04% | 66 |
| | **Total Portfolio Value** | | 1,516,656 | 0.76% | 11,513 |

INVESTMENTS DETAIL
12/31/12

PAGE 4/4

## 2012 FORM 990-PF

## KASSEL-BACKER FOUNDATION
EIN: 22-6966562

**Statement for Part IX-A**

Under Article SECOND of the February 7, 2005 Trust Agreement by which this Foundation was established, the Trustees are directed to distribute so much of the net income and principal of the Trust fund "to or for the use of one or more 'charitable organizations' within the meaning of that term [as therein defined]." During 2012, the Trustees distributed amounts totaling $53,240, as described more particularly in this Return, for allowed charitable purposes.