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: PHILIP & MYN ROOTBERG FOUNDATION

A Employer identification number: 23-7169351

Number and street (or P O box number if mail is not delivered to street address): 225 W. WACKER DRIVE | Room/suite: 2500

B Telephone number: (312) 602-6800

City or town, state, and ZIP code: CHICAGO, IL 60606

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 1,201,113.

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

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

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

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,036.	2,036.		STATEMENT 1
	4 Dividends and interest from securities	34,584.	34,584.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	58,565.			
	b Gross sales price for all assets on line 6a 255,872.				
	7 Capital gain net income (from Part IV, line 2)		58,565.		
	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	95,185.	95,185.		
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 STMT 3	4,327.	2,163.		2,164.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	3,019.	382.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	8,747.	8,722.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	16,093.	11,267.		2,189.
	25 Contributions, gifts, grants paid	30,939.			30,939.
	26 **Total expenses and disbursements.** Add lines 24 and 25	47,032.	11,267.		33,128.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	48,153.			
	b **Net investment income** (if negative, enter -0-)		83,918.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

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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	2,200.	2,102.	2,102.
	2 Savings and temporary cash investments	31,865.	34,664.	34,664.
	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 STMT 6	9,718.	9,718.	11,621.
	b Investments - corporate stock STMT 7	222,272.	201,991.	255,460.
	c Investments - corporate bonds STMT 8	30,246.	30,246.	33,023.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	720,783.	786,516.	864,243.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,017,084.	1,065,237.	1,201,113.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,017,084.	1,065,237.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	1,017,084.	1,065,237.	
	31 **Total liabilities and net assets/fund balances**	1,017,084.	1,065,237.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,017,084.
2 Enter amount from Part I, line 27a	2	48,153.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,065,237.
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	1,065,237.

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	SEE ATTACHMENT	P		
b	SEE ATTACHMENT	P		
c	CAPITAL GAINS DIVIDENDS			
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	28,237.		28,353.	<116.>
b	222,965.		168,954.	54,011.
c	4,670.			4,670.
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				<116.>
b				54,011.
c				4,670.
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	58,565.
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	24,640.	1,142,788.	.021561
2010	37,859.	1,190,663.	.031797
2009	60,005.	1,336,630.	.044893
2008	16,526.	800,186.	.020653
2007	24,455.	339,975.	.071932

2 Total of line 1, column (d)	2	.190836
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	.038167
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,152,132.
5 Multiply line 4 by line 3	5	43,973.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	839.
7 Add lines 5 and 6	7	44,812.
8 Enter qualifying distributions from Part XII, line 4	8	33,128.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,678.
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	1,678.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,678.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,680.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	500.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	2,180.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	502.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	502.	Refunded ▶	11	0.

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)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
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? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
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 ▶ RUTH ROOTBERG Telephone no. ▶ (312) 602-6800

Located at ▶ 478 OLD FARM ROAD, AMHERST, MA ZIP+4 ▶ 01002

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)*

			Yes	No
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		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
RUTH E. ROOTBERG 225 W. WACKER DRIVE CHICAGO, IL 60606	PRESIDENT/DIRECTOR/TREASUR 0.50	0.	0.	0.
SUSAN R. SHAPIRO 225 W. WACKER DRIVE CHICAGO, IL 60606	SECRETARY/DIRECTOR 0.50	0.	0.	0.
LESLIE R. WILDER 225 W. WACKER DRIVE CHICAGO, IL 60606	VICE PRESIDENT/DIRECTOR 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
NONE				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,132,492.
b	Average of monthly cash balances	1b	37,185.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,169,677.
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	1,169,677.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,545.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,152,132.
6	**Minimum investment return.** Enter 5% of line 5	6	57,607.

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	57,607.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 1,678.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	1,678.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	55,929.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	55,929.
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	55,929.

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	33,128.
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	33,128.
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	33,128.

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

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				55,929.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			30,838.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 33,128.				
a Applied to 2011, but not more than line 2a			30,838.	
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				2,290.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				53,639.
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	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) 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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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 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				
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY, OK 73123	N/A	PUBLIC	GENERAL FUNDING	1,000.
BOSTON LYRIC OPERA 11 AVENUE DE LAFAYETTE BOSTON, MA 02111	N/A	PUBLIC	GENERAL FUNDING	2,013.
CHICAGO SYMPHONY ORCHESTRA 220 S. MICHIGAN AVENUE CHICAGO, IL 60604	N/A	PUBLIC	GENERAL FUNDING	513.
FELDENKRAIS EDUCATIONAL FOUNDATION OF NORTH AMERICA 5436 N. ALBINA AVENUE PORTLAND, OR 97217	N/A	PUBLIC	GENERAL FUNDING	200.
GOODMAN THEATRE 170 N. DEARBORN CHICAGO, IL 60601	N/A	PUBLIC	GENERAL FUNDING	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	30,939.
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,036.	
4 Dividends and interest from securities			14	34,584.	
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			18	58,565.	
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.		95,185.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 95,185.

(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).

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

▶ Ruth Ellen Rootberg — July 26, 2013 — ▶ President

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STANTON N. DERDIGER	Stanton N. Derdiger	7/22/13		P00006907
Firm's name ▶ CBIZ MHM, LLC			Firm's EIN ▶ 34-1853929	
Firm's address ▶ 225 WEST WACKER DR., STE. 2500 CHICAGO, IL 60606			Phone no. 312-602-6800	

Form 990-PF (2012)

223622
12-05-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HARTSBROOK SCHOOL 193 BAY-ROAD HADLEY, MA 01035	N/A	PUBLIC	GENERAL FUNDING	4,000.
HARVARD LAW SCHOOL 124 MOUNT AURBURN STREET CAMBRIDGE, MA 20138	N/A	PUBLIC	GENERAL FUNDING	1,000.
JEWISH UNITED FUND 30 S. WELLS STREET CHICAGO, IL 60606	N/A	PUBLIC	GENERAL FUNDING	12,300.
LYRIC OPERA OF CHICAGO 20 N. WACKER DRIVE CHICAGO, IL 60606	N/A	PUBLIC	GENERAL FUNDING	300.
NEW YORK PUBLIC RADIO PO BOX 1550 NEW YORK, NY 10116	N/A	PUBLIC	GENERAL FUNDING	500.
SMILE TRAIN 41 MADISON AVENUE NEW YORK, NY 10010	N/A	PUBLIC	GENERAL FUNDING	1,313.
ST JUDES CHILDRENS RESEARCH HOSPITAL 6795 E. TENNESSEE AVENUE DENVER, CO 80224	N/A	PUBLIC	GENERAL FUNDING	500.
TEMPLE AKIBA 5249 S. SEPULVEDA BLVD CULVER CITY, CA 90230	N/A	PUBLIC	GENERAL FUNDING	2,500.
TEMPLE SHALOM 3480 N. LAKE SHORE DRIVE CHICAGO, IL 60657	N/A	PUBLIC	GENERAL FUNDING	2,000.
NEW YORK PUBLIC MEDIA 825 EIGHTH AVENUE NEW YORK, NY 10019	N/A	PUBLIC	GENERAL FUNDING	500.
Total from continuation sheets				26,713.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UJA - FEDERATION OF NEW YORK 130 E. 50TH STREET NEW YORK, NY 10022	N/A	PUBLIC	GENERAL FUNDING	1,500.
ST. ANNE'S WAREHOUSE 55 WASHINGTON STREET, SUITE 458 BROOKLYN, NY 11201	N/A	PUBLIC	GENERAL FUNDING	300.
Total from continuation sheets				

223631
05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ROPES & GRAY	1,965.
STATE OF ISREAL	66.
THE PRIVATEBANK	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,036.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ROPES & GRAY	39,254.	4,670.	34,584.
TOTAL TO FM 990-PF, PART I, LN 4	39,254.	4,670.	34,584.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,327.	2,163.		2,164.
TO FORM 990-PF, PG 1, LN 16B	4,327.	2,163.		2,164.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	382.	382.		0.
FEDERAL TAXES	2,637.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,019.	382.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL REPORT	15.	0.		15.
ASSET MANAGEMENT FEES	8,722.	8,722.		0.
SECRETARY OF STATE	10.	0.		10.
TO FORM 990-PF, PG 1, LN 23	8,747.	8,722.		25.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	X		9,718.	11,621.
TOTAL U.S. GOVERNMENT OBLIGATIONS			9,718.	11,621.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			9,718.	11,621.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	201,991.	255,460.
TOTAL TO FORM 990-PF, PART II, LINE 10B	201,991.	255,460.

FORM 990-PF	CORPORATE BONDS	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	30,246.	33,023.
TOTAL TO FORM 990-PF, PART II, LINE 10C	30,246.	33,023.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	COST	786,516.	864,243.
TOTAL TO FORM 990-PF, PART II, LINE 13		786,516.	864,243.

Form 8868 (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

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

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

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

Type or print	Name of exempt organization or other filer, see instructions. PHILIP & MYN ROOTBERG FOUNDATION	Employer identification number (EIN) or 23-7169351
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O. box, see instructions 225 W. WACKER DRIVE, NO. 2500	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60606	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ RUTH ROOTBERG 478 OLD FARM ROAD - AMHERST, MA 01002

Telephone No. ▶ (312) 602-6800 FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning __________, and ending __________.

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 2,180.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$. 1,680.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 500.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

223841 01-21-13

PHILIP AND MYN ROOTBERG FOUNDATION
BALANCE SHEET ATTACHMENT
12/31/12
FEIN: 23-7169351

	1/1/2012		12/31/2012		
	SHARES	BASIS	SHARES	BASIS	FMV
Line 10A - US & State Government Obligations					
US Treasury Note - 3 875% 5/15/2018	10,000	9,718	10,000	9,718	11,621
Total Line 10A		**9,718**		**9,718**	**11,621**
Line 10B - Corporate Stock					
3M Co	-	-	29	2,618	2,693
Abb Ltd	132	2,020	-	-	-
Abbott Labs	91	4,095	-	-	-
Ace Limited	44	1,973	55	2,819	4,389
Air Products & Chemicals	45	2,778	43	2,655	3,613
Amgen Inc	-	-	36	2,511	3,103
Apple Inc	-	-	3	1,940	1,597
AT&T	226	5,715	193	4,861	6,506
Automatic Data Processing	167	6,310	84	3,057	4,782
BHP Billiton	60	4,168	52	3,612	4,078
Blackrock Inc Class A	-	-	14	2,505	2,894
Boeing Co	61	4,387	61	4,387	4,597
Bristol Myers Squibb Co	-	-	165	5,435	5,377
Canadian National Railway Co	74	3,165	-	-	-
Caterpillar	41	2,176	-	-	-
Chevron	123	9,363	100	7,185	10,814
Chubb Corp	68	3,461	57	2,900	4,293
Cisco Systems	375	6,704	291	4,966	5,718
Companhia Engergetica	292	4,140	-	-	-
Disney Walt Co	89	3,401	76	2,890	3,784
EMC Corp Mass	118	1,425	100	1,208	2,530
Emerson Elec Co	102	3,700	102	3,700	5,402
EOG Res Inc	14	1,454	12	1,246	1,449
Exxon Mobil	128	9,603	109	8,084	9,434
General Electric Co	282	5,681	305	6,034	6,402
General Mls	143	4,632	123	3,977	4,972
Goldman Sachs Group	16	2,628	-	-	-
International Business Machines Corp	53	5,448	31	3,145	5,938
Ishares DJ	57	2,355	48	1,983	3,245
Johnson & Johnson	68	4,156	58	3,545	4,066
JP Morgan Chase	195	7,893	168	6,676	7,387
Kraft Foods Group Inc	-	-	57	2,552	2,592
Lilly Eli	172	6,110	184	5,402	7,497
Lowes	251	5,614	193	4,062	6,855
McDonalds Corp	41	2,718	40	2,652	3,528
Merck & Co	148	4,841	150	4,973	6,141
Microsoft Corp	299	8,142	256	6,948	6,838
National Grid PLC	-	-	90	4,608	5,170
Nestle	68	2,517	-	-	-
Nextera Energy	86	1,924	82	1,702	5,674
Novartis AG	92	3,709	-	-	-
Oracle Corp	229	4,268	197	3,672	6,564
Pepsico	118	6,772	101	5,641	6,911
Petroleo Brasileiro	196	7,013	169	6,047	3,290
Pfizer	304	5,080	283	4,823	7,097
PNC Financial Services Group	79	4,877	91	5,676	5,306
Procter & Gamble	124	6,969	104	5,691	7,061
Qualcomm Inc	-	-	36	2,245	2,227

PHILIP AND MYN ROOTBERG FOUNDATION
BALANCE SHEET ATTACHMENT
12/31/12
FEIN: 23-7169351

	1/1/2012		12/31/2012		
	SHARES	BASIS	SHARES	BASIS	FMV
Schlumberger	53	2,862	37	1,998	2,564
SPDR S&P Biotech	64	2,953	34	1,569	2,989
Suncor Energy	110	3,699	108	3,500	3,562
Texas Instruments	160	2,828	134	2,369	4,139
Unilever	131	3,755	110	3,146	4,213
United Parcel Service-Class B	-	-	58	4,337	4,276
United Technologies Corp	84	4,592	72	3,850	5,905
US Bancorp	173	4,541	147	3,841	4,695
Verizon .	156	4,641	134	3,683	5,798
Walgreen Co	-	-	131	4,389	4,848
Walmart Stores	53	2,618	56	3,021	3,821
Wells Fargo & Co	233	6,730	200	5,659	6,836
Total Line 10B		**222,272**		**201,991**	**255,460**
Line 10C - Corporate Bonds					
General Electric Cap Corp	10,000	10,167	10,000	10,167	10,356
Wells Fargo Bank NA	10,000	10,064	10,000	10,064	10,740
Wells Fargo Company Bond	10,000	10,014	10,000	10,014	11,927
Total Line 10C		**30,246**		**30,246**	**33,023**
Line 13 - Other Investments					
Aberdeen Intl Equity Fd	4,575	43,415	-	-	-
Artisan Intl Value Fund	2,338	42,496	1,922	35,011	58,385
Artisan Small Cap Value Fund	1,759	20,178	1,983	23,522	30,446
Diamond Hill	1,914	31,205	1,914	31,205	35,130
Dodge & Cox Intl Stock FD	1,983	70,270	1,688	59,547	58,488
Dreyfus EMG MKT DEBT	1,157	15,734	1,157	15,734	17,751
Driehaus Emerging Mkts	1,394	42,830	2,006	60,315	61,398
Harbor Bond Fund	11,448	143,977	11,972	150,061	149,406
Harding Loevner Intl Equity Port	-	-	3,669	54,306	58,489
Keeley Small Cap Val Fd-A	1,130	18,375	-	-	-
Neuberger Berman Core Bond Fund	13,546	131,243	13,933	135,678	149,918
Neuberger Berman Hi	5,337	41,698	5,337	60,856	69,886
Neuberger & Berman Equity	3,826	32,145	3,826	32,428	45,017
Pimco Commodity RR Strat D	5,635	30,151	6,760	33,804	32,103
Pioneer Oak S/C Growth-Y	942	27,497	971	28,342	29,212
Vanguard S/T Invest	2,739	28,220	3,439	35,758	37,244
Vanguard Small Cap Index Fund	-	-	849	28,535	29,656
State of Israel Bonds					
7th Dev Reg Sav 04/01/14	1,000	1,349	-	1,414	1,714
Total Line 13		**720,783**		**786,516**	**864,243**
Grand Total		**983,019**		**1,028,471**	**1,164,347**

PHILIP AND MYN ROOTBERG FOUNDATION
CAPITAL GAINS AND LOSSES
12/31/12
FEIN: 23-7169351

	DATE ACQUIRED	DATE SOLD	SHARES	PROCEEDS	COST	GAIN (LOSS)
Short Term						
Abb Ltd	Var ST	4/9/2012	30 00	592 79	628 60	(35 81)
Abb Ltd	1/13/2012	4/10/2012	2 00	38 52	39 82	(1 30)
Abbott Labs	5/9/2012	5/15/2012	6 00	371 15	368 46	2 69
Ace Limited	4/23/2012	4/24/2012	5 00	375 84	372 30	3 54
Ace Limited	3/20/2012	5/2/2012	9 00	691 27	664 56	26 71
Air Products & Chemicals	1/24/2012	5/2/2012	5 00	430 99	437 50	(6 51)
Artisan Intl Value Fund	12/15/2011	6/28/2012	6 547	168 06	158 76	9 30
Disney Walt Co	7/15/2011	5/2/2012	13 00	565 61	510 60	55 01
EOG Res Inc	7/20/2011	5/2/2012	2 00	218 34	207 74	10 60
Harding Loevner Intl Equity Port	5/1/2012	6/28/2012	435 00	5,776 36	6,438 00	(661 64)
Harding Loevner Intl Equity Port	5/1/2012	9/13/2012	220 00	3,381 40	3,256 00	125 40
Kraft Foods Group Inc	10/9/2012	10/12/2012	0 6667	31 37	31 33	0 04
Lilly Eli	6/10/2011	3/7/2012	5 00	194 65	185 35	9 30
Lilly Eli	6/10/2011	5/2/2012	16 00	662 70	593 11	69 59
McDonalds Corp	4/10/2012	5/2/2012	6 00	584 02	587 10	(3 08)
Merck & Co	2/3/2012	5/2/2012	11 00	431 63	421 52	10 11
Microsoft Corp	4/23/2012	4/24/2012	10 00	319 09	321 20	(2 11)
Microsoft Corp	4/23/2012	5/2/2012	3 00	95 31	96 36	(1 05)
Mondelez Internation Inc (Kraft Foods Spin Off)	6/29/2012	10/15/2012	59 00	1,606 80	1,476 65	130 15
National Grid PLC	3/7/2012	5/2/2012	11 00	594 32	560 93	33 39
Nextera Energy	Var ST	5/2/2012	13 00	829 12	757 97	71 15
Qualcomm Inc	3/16/2012	5/2/2012	2 00	128 37	130 98	(2 61)
SPDR S&P Biotech	4/23/2012	4/24/2012	4 00	316.03	316 47	(0 44)
United Parcel Service-Class B	1/12/2012	5/2/2012	9 00	705 49	672 91	32 58
Vanguard S/T Invest	9/13/2012	11/21/2012	840 48	9,127.59	9,119 19	8 40
Total Short Term				**28,236.82**	**28,353.41**	**(116.59)**
Long Term						
Abb Ltd	Var LT	4/10/2012	28.00	539 27	464 20	75 07
Abb Ltd	5/14/2009	5/2/2012	104 00	1,897 14	1,555 78	341 36
Abbott Labs	Var LT	3/7/2012	3 00	169 01	138 75	30 26
Abbott Labs	5/14/2009	5/2/2012	11 00	687 92	494 59	193 33
Abbott Labs	5/14/2009	5/15/2012	77.00	4,763 14	3,462 11	1,301 03
Aberdeen Intl Equity Fd	5/14/2009	5/1/2012	4,574 84	64,001 94	43,415 18	20,586 76
Ace Limited	5/28/2010	3/7/2012	2 00	143 07	98 52	44 55
Air Products & Chemicals	5/14/2009	5/2/2012	2 00	172 40	123 48	48 92
Artisan Intl Value Fund	5/14/2009	6/28/2012	273 45	7,019 54	4,965 91	2,053 63
Artisan Intl Value Fund	5/14/2009	9/13/2012	145 00	4,251 40	2,633 20	1,618 20
AT&T	Var LT	5/2/2012	33 00	1,089 30	854 38	234 92
Automatic Data Processing	10/8/2009	1/6/2012	17 00	934 14	677 62	256 52
Automatic Data Processing	10/8/2009	1/24/2012	10 00	566 59	398 60	167 99
Automatic Data Processing	10/8/2009	1/26/2012	10 00	557 39	398 60	158 79
Automatic Data Processing	10/8/2009	2/8/2012	11 00	601 11	438 46	162 65
Automatic Data Processing	10/8/2009	5/2/2012	16 00	875 02	637 76	237 26
Automatic Data Processing	Var LT	9/17/2012	19 00	1,107 89	701 89	406 00
BHP Billiton	10/8/2009	5/2/2012	8 00	599 74	555 68	44 06
Canadian National Railway Co	10/8/2009	1/6/2012	7 00	536 22	358 05	178 17
Canadian National Railway Co	10/8/2009	1/10/2012	9 00	702 14	460 35	241 79
Canadian National Railway Co	Var LT	1/12/2012	58 00	4,522 78	2,346 70	2,176 08
Caterpillar	10/8/2009	5/2/2012	6 00	614 74	318 48	296 26
Caterpillar	10/8/2009	12/4/2012	35 00	2,949 20	1,857 80	1,091 40

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	DATE ACQUIRED	DATE SOLD	SHARES	PROCEEDS	COST	GAIN (LOSS)
Chevron	1/27/2011	3/7/2012	2 00	219 61	189 40	30 21
Chevron	1/27/2011	5/2/2012	16 00	1,710 84	1,515 20	195 64
Chevron	1/27/2011	6/22/2012	5 00	505 09	473 50	31 59
Chubb Corp	10/8/2009	3/7/2012	3 00	201 71	153 03	48 68
Chubb Corp	10/8/2009	5/2/2012	8 00	588 22	408 08	180 14
Cisco Systems	1/27/2011	3/7/2012	8 00	155 67	171 52	(15 85)
Cisco Systems	1/27/2011	5/2/2012	47 00	932 92	1,007 68	(74 76)
Cisco Systems	1/27/2011	5/16/2012	9 00	150 39	192 96	(42 57)
Cisco Systems	5/14/2009	5/16/2012	20 00	334 20	365 43	(31 23)
Companhia Engergetica	10/8/2009	2/3/2012	29 00	595 19	411 17	184 02
Companhia Engergetica	10/8/2009	2/13/2012	28 00	616 00	396 99	219 01
Companhia Engergetica	10/8/2009	2/23/2012	26 00	596 43	368 64	227 79
Companhia Engergetica	10/8/2009	3/6/2012	25 00	561 96	354 46	207 50
Companhia Engergetica	10/8/2009	3/7/2012	184 00	4,095 00	2,608 82	1,486 18
Dodge & Cox Intl Stock FD	1/24/2011	6/28/2012	185 00	5,405 70	6,724 75	(1,319 05)
Dodge & Cox Intl Stock FD	1/24/2011	9/13/2012	110 00	3,685.00	3,998 50	(313 50)
EMC Corp Mass	5/14/2009	3/7/2012	5 00	140 44	60 39	80 05
EMC Corp Mass	5/14/2009	5/2/2012	13 00	370 88	157 01	213 87
Exxon Mobil	1/27/2011	3/7/2012	2 00	172 20	159 88	12 32
Exxon Mobil	1/27/2011	5/2/2012	17 00	1,464 52	1,358 98	105 54
General Electric Co	1/27/2011	5/2/2012	48 00	947 97	974 82	(26 85)
General Mls	10/8/2009	5/2/2012	17 00	657 03	549 61	107 42
General Mls	1/27/2011	5/2/2012	3 00	115 95	106 26	9 69
Goldman Sachs Group	1/27/2011	5/2/2012	3 00	341 18	492 69	(151 51)
Goldman Sachs Group	1/27/2011	9/27/2012	13 00	1,498 71	2,134 99	(636 28)
Harbor Bond Fund	9/24/2010	11/21/2012	660 99	8,606 09	8,639 14	(33 05)
Harbor Bond Fund	9/24/2010	11/21/2012	468 59	6,101 08	6,124 51	(23 43)
Harbor Bond Fund	9/24/2010	Wash Sale disallowed			(23 43)	23 43
International Business Machines Corp	5/28/2010	3/7/2012	1.00	198 13	125 12	73 01
International Business Machines Corp	Var LT	5/2/2012	7 00	1,456 11	757 54	698 57
International Business Machines Corp	5/14/2009	8/7/2012	7 00	1,400 46	710 22	690 24
International Business Machines Corp	5/14/2009	10/18/2012	2 00	389 57	202 92	186 65
International Business Machines Corp	5/14/2009	10/19/2012	5 00	970 03	507 30	462 73
Ishares DJ	5/14/2009	5/2/2012	9 00	609 64	371 88	237 76
Johnson & Johnson	10/8/2009	3/7/2012	2 00	128 55	122 28	6 27
Johnson & Johnson	10/8/2009	5/2/2012	8 00	521 98	489 12	32 86
JP Morgan Chase	1/27/2011	5/2/2012	27 00	1,166 64	1,217 70	(51 06)
Keeley Small Cap Val Fd-I	10/8/2009	9/13/2012	80 00	2,216 00	1,558 14	657 86
Keeley Small Cap Val Fd-I	Var LT	11/21/2012	1,049 59	28,538 30	16,816 51	11,721 79
Lilly Eli	1/27/2011	5/2/2012	5 00	207 10	177 85	29 25
Lowes	1/27/2011	5/2/2012	36 00	1,156 65	976 85	179 80
Lowes	4/14/2011	11/28/2012	22.00	784 72	575 85	208 87
McDonalds Corp	3/19/2010	5/2/2012	1 00	97 34	66 30	31 04
Merck & Co	1/27/2011	5/2/2012	3 00	117 72	98 03	19 69
Merck & Co	10/8/2009	5/2/2012	8 00	313 91	266 40	47 51
Microsoft Corp	1/27/2011	3/7/2012	5 00	159 34	146 40	12 94
Microsoft Corp	1/27/2011	5/2/2012	34 00	1,080 16	930 64	149 52
Microsoft Corp	1/1/1950	5/2/2012	4 00	127 08	117 12	9 96
Nestle	5/14/2009	3/7/2012	3 00	182 45	111 06	71 39
Nestle	5/14/2009	3/16/2012	23 00	1,431 03	851 48	579 55
Nestle	5/14/2009	5/2/2012	6 00	365 27	222 12	143 15
Nestle	5/14/2009	6/29/2012	36 00	2,150 13	1,332 75	817 38
Neuberger Berman Core Bond Fund	Var LT	11/21/2012	1,149 01	12,650 61	12,148 48	502 13

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	DATE ACQUIRED	DATE SOLD	SHARES	PROCEEDS	COST	GAIN (LOSS)
Novartis AG	Var LT	5/2/2012	13 00	708 61	532 84	175 77
Novartis AG	5/14/2009	5/9/2012	79 00	4,202 68	3,176 64	1,026 04
Oracle Corp	5/14/2009	5/2/2012	32 00	951 01	596 41	354 60
Pepsico	3/19/2010	5/2/2012	17 00	1,135 57	1,131 18	4 39
Petroleo Brasileiro	1/27/2011	5/2/2012	27 00	644 21	966 05	(321 84)
Pfizer	10/15/2009	5/2/2012	43 00	974 78	753 15	221 63
Pimco Commodity RR Strat - Ins	3/19/2010	5/2/2012	43 00	3,348 80	3,609 07	(260 27)
PNC Financial Services Group	1/27/2011	3/7/2012	3 00	174 11	185 19	(11 08)
PNC Financial Services Group	1/27/2011	Wash Sale dissalowed			(11 08)	11 08
PNC Financial Services Group	Var LT	5/2/2012	12 00	800 86	750 40	50 46
Procter & Gamble	1/27/2011	5/2/2012	4 00	266 19	255 64	10 55
Procter & Gamble	3/19/2010	5/2/2012	6 00	383 99	382 98	1 01
Procter & Gamble	1/27/2011	5/2/2012	10 00	639 98	639 10	0 88
Schlumberger	5/14/2009	5/2/2012	7 00	518 33	378 00	140 33
Schlumberger	5/14/2009	5/16/2012	9 00	583 73	486 00	97 73
SPDR S&P Biotech	5/14/2009	4/24/2012	1 00	79 01	46 13	32 88
SPDR S&P Biotech	5/14/2009	5/2/2012	9 00	738 52	415 20	323 32
SPDR S&P Biotech	5/14/2009	7/24/2012	8 00	709 36	369 06	340 30
SPDR S&P Biotech	5/14/2009	9/17/2012	12 00	1,126 65	553 59	573 06
Suncor Energy	2/1/2011	3/7/2012	5.00	169 64	210 30	(40 66)
Suncor Energy	2/1/2011	5/2/2012	13 00	424 57	546 77	(122 20)
Texas Instruments	5/14/2009	3/7/2012	7 00	228 97	123 74	105 23
Texas Instruments	5/14/2009	5/2/2012	19 00	610 08	335 86	274 22
Unilever	10/8/2009	3/7/2012	6 00	198 17	174 23	23 94
Unilever	10/8/2009	5/2/2012	15 00	518 53	435 57	82 96
United Technologies Corp	10/8/2009	5/2/2012	12 00	977 73	742 80	234 93
US Bancorp	1/27/2011	5/2/2012	26 00	833 02	700 44	132 58
Verizon	5/14/2009	5/2/2012	22 00	892 95	621 68	271 27
Walmart Stores	5/14/2009	3/7/2012	3 00	179 18	148 21	30 97
Walmart Stores	5/14/2009	5/2/2012	6 00	354 17	296 42	57 75
Wells Fargo & Co	1/27/2011	4/23/2012	8 00	261 03	259 60	1 43
Wells Fargo & Co	1/27/2011	5/2/2012	25 00	840 24	811 25	28 99
Total Long Term				**222,964.66**	**168,953.55**	**54,011.11**
Total Short Term & Long Term				**251,201.48**	**197,306.96**	**53,894.52**