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
THE ROSE FLAUM FOUNDATION
C/O FLAUM NAVIGATORS

A Employer identification number
27-0285998

Number and street (or P O box number if mail is not delivered to street address): ~~100 PARK AVENUE - 16TH FLOOR~~ 1180 6th Ave
Room/suite: 802

B Telephone number
212-973-2707

City or town, state, and ZIP code
NEW YORK, NY ~~10016~~ 10036

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: [X] 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)* ▶$ 375,489.

J Accounting method: [X] 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 ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	2.	2.		STATEMENT 1
	4	Dividends and interest from securities	13,938.	13,938.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	21,674.			
	b	Gross sales price for all assets on line 6a 122,508.				
	7	Capital gain net income (from Part IV, line 2)		21,674.		
	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	35,614.	35,614.		
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	7,675.	0.		7,675.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	409.	58.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications	640.	0.		640.
	23	Other expenses STMT 5	6,683.	6,378.		305.
	24	**Total operating and administrative expenses** Add lines 13 through 23	15,407.	6,436.		8,620.
	25	Contributions, gifts, grants paid	68,715.			68,715.
	26	**Total expenses and disbursements.** Add lines 24 and 25	84,122.	6,436.		77,335.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<48,508.>			
	b	**Net investment income** (if negative, enter -0-)		29,178.		
	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.**

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	16,929.	41,474.	41,474.
	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 7	414,069.	334,015.	334,015.
	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 ▶ STATEMENT 8)	163.	0.	0.
	16	**Total assets** (to be completed by all filers)	431,161.	375,489.	375,489.
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 ▶ [X] 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	431,161.	375,489.	
	30	**Total net assets or fund balances**	431,161.	375,489.	
	31	**Total liabilities and net assets/fund balances**	431,161.	375,489.	

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	431,161.
2	Enter amount from Part I, line 27a	2	<48,508.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	382,653.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	7,164.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	375,489.

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	MORGAN STANLEY SMITH BARNEY(SEE ATTACHED)	P		
b	MORGAN STANLEY SMITH BARNEY(SEE ATTACHED)	D		
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	25,592.		27,044.	<1,452.>
b	96,904.		73,790.	23,114.
c	12.			12.
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				<1,452.>
b				23,114.
c				12.
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	21,674.
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	89,903.	463,543.	.193947
2010	63,738.	480,145.	.132747
2009	35,577.	284,045.	.125251
2008			
2007			

2 Total of line 1, column (d)	2	.451945
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	.150648
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	428,016.
5 Multiply line 4 by line 3	5	64,480.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	292.
7 Add lines 5 and 6	7	64,772.
8 Enter qualifying distributions from Part XII, line 4	8	77,335.

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 ▶ [X] and enter 1% of Part I, line 27b		1	292.
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	292.
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	292.
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	292.
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)? *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: **(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) ▶ NY			
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 ▶ THE FOUNDATION Telephone no. ▶ 212-973-2707
Located at ▶ 100 PARK AVENUE - 16TH FLOOR, NEW YORK, NY ZIP+4 ▶ 10017

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

			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 ▶ ____, ____, ____, ____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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

			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
SANDER A FLAUM 100 PARK AVENUE - 16TH FLOOR NEW YORK, NY 10017	TRUSTEE 5.00	0.	0.	0.
MECHELE FLAUM 100 PARK AVENUE - 16TH FLOOR NEW YORK, NY 10017	TRUSTEE 2.00	0.	0.	0.
TERRY WACHALTER 100 PARK AVENUE - 16TH FLOOR NEW YORK, NY 10017	TRUSTEE 10.00	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	424,127.
b	Average of monthly cash balances	1b	10,407.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	434,534.
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	434,534.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,518.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	428,016.
6	**Minimum investment return** Enter 5% of line 5	6	21,401.

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	21,401.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 292.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	292.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,109.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	21,109.
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	21,109.

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	77,335.
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	77,335.
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	292.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	77,043.

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					21,109.
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					
b From 2008					
c From 2009	27,927.				
d From 2010	40,399.				
e From 2011	67,390.				
f **Total** of lines 3a through e		135,716.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 77,335.					
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					21,109.
e Remaining amount distributed out of corpus		56,226.			
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		191,942.			
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		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		191,942.			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009	27,927.				
c Excess from 2010	40,399.				
d Excess from 2011	67,390.				
e Excess from 2012	56,226.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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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 ▶ [X] 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 (EASTERN DIVISION) 2 LYON PLACE WHITE PLAINS, NY 10601	NONE	PUBLIC CHARITY	SEE STATEMENT A	500.
AMERICAN INSTITUTE FOR STUTTERING 27 WEST 20TH ST. SUITE 1203 NEW YORK, NY 10011	NONE	PUBLIC CHARITY	SEE STATEMENT A	17,100.
AMERICAN JEWISH CONGRESS 233 PARK AVE S NEW YORK, NY 10003	NONE	PUBLIC CHARITY	SEE STATEMENT A	1,000.
ANTI DEFAMATION LEAGUE 605 THIRD AVE NEW YORK, NY 10158	NONE	PUBLIC CHARITY	SEE STATEMENT A	1,000.
CHILDREN'S HEALTH FUND 215 WEST 125TH STREET SUITE 301 NEW YORK, NY 10027	NONE	PUBLIC CHARITY	SEE STATEMENT A	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	68,715.
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	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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.	
4 Dividends and interest from securities			14	13,938.	
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	21,674.	
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.		35,614.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 35,614.

(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

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

Signature of officer or trustee: Jerry W Schatter Date: 5/15/13 Title: TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
TIMOTHY MULCAHY	Timothy W Mulcahy	5/1/13		P00027747

Firm's name ▶ HOLTZ RUBENSTEIN REMINICK LLP — Firm's EIN ▶ 11-2355064

Firm's address ▶ 125 BAYLIS ROAD MELVILLE, NY 11747-3823 — Phone no. 631-752-7400

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
THE JED FOUNDATION 1140 BROADWAY - SUITE 803 NEW YORK, NY 10001	NONE	PUBLIC CHARITY	SEE STATEMENT A	1,600.
HCRI 7851 ENON DRIVE ROANOKE, VA 24019	NONE	PUBLIC CHARITY	SEE STATEMENT A	10,000.
JEWISH HERITAGE FOR THE BLIND 1655 E 24TH ST BROOKLYN, NY 11229	NONE	PUBLIC CHARITY	SEE STATEMENT A	200.
MAKE A WISH FOUNDATION 152 WEST 57TH STREET NEW YORK, NY 10019	NONE	PUBLIC CHARITY	SEE STATEMENT A	300.
NATIONAL STUTTERING ASSOCIATION 119 W. 40TH STREET, 14TH FL NEW YORK, NY 10017	NONE	PUBLIC CHARITY	SEE STATEMENT A	5,000.
P.E.F. ISRAEL ENDOWMENT FUND 317 MADISON AVE NEW YORK, NY 10017	NONE	PUBLIC CHARITY	SEE STATEMENT A	1,000.
SIMON WIESENTHAL CENTER 1399 S ROXBURY 2ND FL LOS ANGELES, CA 90035	NONE	PUBLIC CHARITY	SEE STATEMENT A	1,000.
SPECIAL OLYMPICS 1133 19TH STREET NW - 12TH FLOOR WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	SEE STATEMENT A	500.
THE FRESH AIR FUND 633 THIRD AVE - 14TH FLOOR NEW YORK, NY 10017	NONE	PUBLIC CHARITY	SEE STATEMENT A	1,515.
THE OHIO STATE UNIVERSITY ENARSON HALL 154 W 12 AVENUE COLUMBUS, OH 43210	NONE	PUBLIC CHARITY	SEE STATEMENT A	23,500.
Total from continuation sheets				48,615.

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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
THE STUTTERING FOUNDATION P.O. BOX 11749 MEMPHIS, TN 38111-0749	NONE	PUBLIC CHARITY	SEE STATEMENT A	1,000.
UJA FEDERATION OF NEW YORK 130 EAST 59TH STREET NEW YORK, NY 10022	NONE	PUBLIC CHARITY	SEE STATEMENT A	2,000.
US HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE, SW WASHINGTON, DC 20024	NONE	PUBLIC CHARITY	SEE STATEMENT A	1,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
MORGAN STANLEY SMITHBARNEY	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY SMITHBARNEY	13,950.	12.	13,938.
TOTAL TO FM 990-PF, PART I, LN 4	13,950.	12.	13,938.

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	7,675.	0.		7,675.
TO FORM 990-PF, PG 1, LN 16B	7,675.	0.		7,675.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UNITED STATES TREASURY	351.	0.		0.
FOREIGN TAXES	58.	58.		0.
TO FORM 990-PF, PG 1, LN 18	409.	58.		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
BANK CHARGES	205.	0.		205.
INVESTMENT FEES	6,378.	6,378.		0.
NYS FILING FEE	100.	0.		100.
TO FORM 990-PF, PG 1, LN 23	6,683.	6,378.		305.

FOOTNOTES STATEMENT 6

STATEMENT A

FORM 990-PF, PART XV,LINE 3,PURPOSE OF GRANT OR CONTRIBUTION

ALL CONTRIBUTIONS WERE MADE TO THE RESPECTIVE CHARITIES FOR CHARITABLE PROGRAMS. ALL CONTRIBUTIONS WERE MADE FOR PURPOSES ALLOWABLE UNDER SECTION 501(C)(3) AND WERE CONSISTENT WITH THE PURPOSES FOR WHICH EACH OF THE CHARITIES WAS GRANTED TAX-EXEMPT STATUS.

Holdings

Portfolio Management Active Assets Account [redacted]-057791-222
THE ROSE FLAUM FOUNDATION
630 [redacted]K AVENUE APT [redacted]

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ABBOTT LABORATORIES (ABT)	6/21/10	208 000	$48 240	$10,033.90	$13,624.00	$3,590.10 LT		
	1/3/11	40.000	47.960	1,918.40	2,620.00	701.60 LT		
	Total	248.000		11,952.30	**16,244.00**	4,291.70 LT	138.88	0.85

Share Price. $65 500; Next Dividend Payable 02/2013

CONTINUED

Holdings — Portfolio Management Active Assets Account 723-057791-222 THE ROSE FLAUM FOUNDATION 630 PARK AVENUE APT 9

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ALTRIA GROUP INC (MO)	10/10/08	725 000	16.523	11,979 49	22,794.00	10,814.51 LT		
	11/20/08	750 000	16.236	12,177.19	23,580.00	11,402.81 LT		
	Total	1.475 000		24,156 68	**46,374.00**	22,217.32 LT	2,596 00	5.59
Share Price. $31.440, Next Dividend Payable 01/10/13								
AMERICAN ELECTRIC POWER CO (AEP)	9/20/11	344.000	38.475	13,235.47	**14,681.92**	1,446.45 LT	646.72	4.40
Share Price: $42.680; Next Dividend Payable 03/2013								
BP PLC ADS (BP)	10/10/08	566 000	38.493	21,787 05	23,568.24	1,781.19 LT		
	Purchases	566 000		21,787.05	**23,568.24**	1,781.19 LT		
Long Term Reinvestments		21.000		984.66	874.44	(110.22) LT		
Short Term Reinvestments		25.000		1,054.48	1,041.00	(13.48) ST		
	Total	612.000		23,826.19	**25,483.68**	1,670.97 LT (13.48) ST	1,321.92	5.18
Share Price: $41.640								
BRISTOL MYERS SQUIBB CO (BMY)	8/2/12	7 000	33.196	232 37	**228.13**	(4.24) ST	9.80	4.29
Share Price: $32.590; Next Dividend Payable 02/2013								
CHEVRON CORP (CVX)	6/21/10	123.000	75 537	9,291.05	**13,301.22**	4,010.17 LT	442 80	3.32
Share Price: $108.140; Next Dividend Payable 03/2013								
CHUBB CORP (CB)	6/21/10	130.000	52.667	6,846.73	**9,791.60**	2,944.87 LT	213.20	2.17
Share Price: $75 320; Next Dividend Payable 01/08/13								
CISCO SYS INC (CSCO)	8/16/12	22.000	18.700	411.40	**432.28**	20.88 ST	12.32	2.85
Share Price: $19.649. Next Dividend Payable 03/2013								
CLOROX CO DE (CLX)	6/21/10	132.000	64.719	8,542.91	**9,665.04**	1,122.13 LT	337.92	3.49
Share Price: $73 220; Next Dividend Payable 02/2013								
COCA COLA CO (KO)	6/21/10	326.000	26.209	8,543.99	**11,817.50**	3,273.51 LT	332.52	2.81
Share Price: $36.250; Next Dividend Payable 03/2013								
COLGATE PALMOLIVE CO (CL)	6/21/10	105.000	81.152	8,520.96	**10,976.70**	2,455.74 LT	260.40	2.37
Share Price: $104.540; Next Dividend Payable 02/2013								
GENERAL MILLS INC (GIS)	6/21/10	225.000	37.868	8,520.30	**9,094.50**	574.20 LT	297.00	3.26
Share Price. $40 420; Next Dividend Payable 02/2013								

CONTINUED

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
GENL DYNAMICS CORP (GD)	6/21/10	135 000	66.704	9,005.07	**9,351.45**	346.38 LT	275 40	2 94
Share Price: $69.270; Next Dividend Payable 03/2013								
ILL TOOL WORKS INC (ITW)	6/21/10	196 000	45 989	9,013.75	**11,918.76**	2,905.01 LT	297.92	2.49
Share Price: $60 810; Next Dividend Payable 03/2013								
INTEL CORP (INTC)	1/12/09	238 000	14.071	3,349.01	4,907.56	1,558.55 LT		
	4/15/09	500.000	15.130	7,565.00	10,310.00	2,745.00 LT		
	Total	738 000		10,914.01	**15,217.56**	4,303.55 LT	664 20	4 36
Share Price: $20 620; Next Dividend Payable 03/2013								
INTL BUSINESS MACHINES CORP (IBM)	6/21/10	77.000	130 660	10,060.82	**14,749.35**	4,688.53 LT	261.80	1.77
Share Price: $191.550, Next Dividend Payable 03/2013								
JOHNSON & JOHNSON (JNJ)	6/21/10	170.000	59.027	10,034.61	11,917.00	1,882.39 LT		
	1/11/11	39.000	62.210	2,426.19	2,733.90	307.71 LT		
	Total	209.000		12,460.80	**14,650.90**	2,190 10 LT	509.96	3.48
Share Price: $70.100, Next Dividend Payable 03/2013								
KIMBERLY CLARK CORP (KMB)	6/21/10	136.000	62.598	8,513.33	**11,482.48**	2,969.15 LT	402.56	3.50
Share Price: $84.430, Next Dividend Payable 01/03/13								
LOCKHEED MARTIN CORP (LMT)	6/21/10	126.000	79.858	10,062.17	**11,628.54**	1,566.37 LT	579.60	4.98
Share Price: $92 290; Next Dividend Payable 03/2013								
MC DONALDS CORP (MCD)	6/21/10	119.000	69.928	8,321.49	**10,496.99**	2,175.50 LT	366.52	3.49
Share Price: $88.210, Next Dividend Payable 03/2013								
MERCK & CO INC NEW COM (MRK)	1/3/11	157.000	36.497	5,730.03	**6,427.58**	697 55 LT	270.04	4.20
Share Price: $40 940, Next Dividend Payable 01/08/13								
PEPSICO INC NC (PEP)	6/21/10	133.000	63.876	8,495.51	**9,101.19**	605.68 LT	285.95	3 14
Share Price. $68 430; Next Dividend Payable 01/02/13								
PROCTER & GAMBLE (PG)	6/21/10	111.000	60.966	6,767.25	**7,535.79**	768.54 LT	249.53	3.31
Share Price: $67.890; Next Dividend Payable 02/2013								
ROYAL DUTCH SHELL PLC (RDS'A)	6/21/10	149.000	54 043	8,052.38	10,273.55	2,221.17 LT		
	Purchases	149.000		8,052.38	**10,273.55**	2,221.17 LT		
Long Term Reinvestments		3.000		81 69	206.85	125 16 LT		
	Total	152 000		8,134 07	10,480.40	2,346.33 LT	444 45	4.24
Share Price. $68.950								

Holdings

Portfolio Management Active Assets Account 723-057701[redacted]2 THE ROSE FLAUM FOUNDATION 630 PARK AVENUE A[redacted]9B

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	88.3%	$231,558.65	$301,131.56	$69,569.75 LT $3.16 ST	$11,217.41 $0.00	3.72%

MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account. It may not reflect all distributions received in cash; due to but not limited to the following: investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account.

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, plus the cash distributions shown, and the current value of the fund's shares. This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
JOHN HANCOCK ALT AST ALLOC I (JAAIX)	8/2/12	456.537	$14.150	$6,460.00	$6,606.09	$146.09 ST		
	9/12/12	271.596	14.450	3,924.56	3,929.99	5.43 ST		
	Purchases	728.133		10,384.56	**10,536.08**	151.52 ST		
Short Term Reinvestments		13.932		201 19	201.60	0.41 ST		
	Total	742.065		10,585.75	**10,737.68**	151.93 ST	175 00	1.62
Total Purchases vs Market Value				10,384.56	10,737.68			
Net Value Increase/(Decrease)					353.12			
Share Price: $14.470; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
LOOMIS SAYLES STRAT ALPHA Y (LASYX)	3/24/11	968.747	10.130	9,813 41	9,861.84	48.43 LT		
	Purchases	968.747		9,813.41	**9,861.84**	48.43 LT		
Long Term Reinvestments		62.885		601.70	640.16	38.46 LT		
Short Term Reinvestments		50.572		502 81	514 82	12.01 ST		
	Total	1,082.204		10,917.92	**11,016.84**	86.89 LT 12.01 ST	339 00	3.07

CONTINUED

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MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total Purchases vs Market Value				9,813.41	11,016.84			
Net Value Increase/(Decrease)					1,203.43			
Share Price: $10 180, Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
NATIXIS ASG GLOBAL ALTERNAT Y (GAFYX)	3/25/10	396.537	10.438	4,139.13	4,250.88	111.75 LT		
	5/26/10	563.097	10.035	5,650.78	6,036.40	385.62 LT		
	Purchases	959.634		9,789.91	10,287.28	497 37 LT		
Long Term Reinvestments		78.487		845.47	841.38	(4.09) LT		
	Total	1,038.121		10,635.38	11,128.66	493.28 LT	—	—
Total Purchases vs Market Value				9,789.91	11,128.66			
Net Value Increase/(Decrease)					1,338.75			
Share Price: $10.720; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MUTUAL FUNDS	9.6%	$32,139.05	$32,883.18	$580.17 LT $163.94 ST	$514.00 $0.00	1.56%

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page.
For more information about the pricing of Money Market Funds, please see the Expanded Disclosures.

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$263,697.70	$340,993.12	$70,149.92 LT $167.10 ST	$11,734.41 $0.00	3.44%

TOTAL VALUE (includes accrued interest) **$340,993.12**

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

-6,978.38 cash

334,014.74 securities

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS	334,015.	334,015.
TOTAL TO FORM 990-PF, PART II, LINE 10B	334,015.	334,015.

FORM 990-PF OTHER ASSETS STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM FLAUM PARTNERS, INC.	163.	0.	0.
TO FORM 990-PF, PART II, LINE 15	163.	0.	0.