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 JILL AND MARK FISHMAN FOUNDATION	A Employer identification number 27-2372930
Number and street (or P O box number if mail is not delivered to street address) 848 ROSCOMMON ROAD — Room/suite	B Telephone number 610-828-8400
City or town, state, and ZIP code BRYN MAWR, PA 19010	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) ▶$ 10,225,910. — 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	50,000.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	150,334.	125,983.		STATEMENT 1
	4 Dividends and interest from securities	61,272.	60,763.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	45,312.			
	b Gross sales price for all assets on line 6a 3,664,723.				
	7 Capital gain net income (from Part IV, line 2)		45,312.		
	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	5,379.	5,379.	0.	STATEMENT 3
	12 **Total.** Add lines 1 through 11	312,297.	237,437.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	1,586.	1,539.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	91,129.	91,129.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	92,715.	92,668.	0.	0.
	25 Contributions, gifts, grants paid	390,200.			390,200.
	26 **Total expenses and disbursements.** Add lines 24 and 25	482,915.	92,668.	0.	390,200.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<170,618.>			
	b **Net investment income** (if negative, enter -0-)		144,769.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	8,105,560.	3,389,567.	3,389,567.
	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	1,865,935.	685,264.	693,535.
	b Investments - corporate stock STMT 7	0.	2,531,929.	2,689,817.
	c Investments - corporate bonds STMT 8	113,339.	2,016,855.	2,081,349.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	49,527.	1,328,395.	1,347,043.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ ACCRUED INTEREST)	12,866.	24,599.	24,599.
	16 **Total assets** (to be completed by all filers)	10,147,227.	9,976,609.	10,225,910.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	10,147,227.	9,976,609.	
	30 **Total net assets or fund balances**	10,147,227.	9,976,609.	
	31 **Total liabilities and net assets/fund balances**	10,147,227.	9,976,609.	

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	10,147,227.
2	Enter amount from Part I, line 27a	2	<170,618.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,976,609.
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	9,976,609.

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	MILL CREEK #0507 (SEE ATTACHED)	P	VARIOUS	12/31/12
b	MILL CREEK #3514 (SEE ATTACHED)	P	VARIOUS	12/31/12
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	3,172,105.		3,167,404.	4,701.
b	491,172.		452,007.	39,165.
c	1,446.			1,446.
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				4,701.
b				39,165.
c				1,446.
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** 45,312.

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	387,250.	563,257.	.687519
2010	466,700.	140,648.	3.318213
2009			
2008			
2007			

2 **Total** of line 1, column (d)	2	4.005732
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	2.002866
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,139,418.
5 Multiply line 4 by line 3	5	20,307,896.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,448.
7 Add lines 5 and 6	7	20,309,344.
8 Enter qualifying distributions from Part XII, line 4	8	390,200.

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	2,895.
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	2,895.
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	2,895.
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	2,895.
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)?	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) ▶ PA			
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

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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. ▶ 610-828-8400

Located at ▶ 848 ROSCOMMON ROAD, BRYN MAWR, PA ZIP+4 ▶ 19010

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

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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
MARK FISHMAN 848 ROSCOMMON ROAD BRYN MAWR, PA 19010	TRUSTEE 1.00	0.	0.	0.
JILL FISHMAN 848 ROSCOMMON ROAD BRYN MAWR, PA 19010	TRUSTEE 1.00	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

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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.

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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	5,037,628.
b	Average of monthly cash balances		1b	5,256,197.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	10,293,825.
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	10,293,825.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	154,407.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	10,139,418.
6	**Minimum investment return.** Enter 5% of line 5		6	506,971.

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	506,971.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 2,895.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,895.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	504,076.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	504,076.
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	504,076.

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	390,200.
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	390,200.
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	390,200.

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				504,076.
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				
d From 2010 461,387.				
e From 2011 359,104.				
f **Total** of lines 3a through e	820,491.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 390,200.				
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				390,200.
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).)	113,876.			113,876.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	706,615.			
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	706,615.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010 347,511.				
d Excess from 2011 359,104.				
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	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [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				
ABRAMSON CENTER FOR JEWISH HISTORY 1425 HORSHAM ROAD NORTH WALES, PA 19454	NONE	PUBLIC CHARITY	GENERAL OPERATING	8,500.
CADENCE CYCLING FOUNDATION 24 N. MERION AVE BRYN MAWR, PA 19010	NONE	PUBLIC CHARITY	GENERAL OPERATING	1,000.
CHILDRENS HOSPITAL OF PHILADELPHIA FOUNDATION P.O. BOX 827790 PHILADELPHIA, PA 19182	NONE	PUBLIC CHARITY	GENERAL OPERATING	2,500.
CLAL 440 PARK AVENUE SOUTH, 4TH FLOOR NEW YORK, NY 10016	NONE	PUBLIC CHARITY	GENERAL OPERATING	30,000.
FOREIGN POLICY RESEARCH INSTITUTE 1528 WALNUT ST, STE 610 PHILADELPHIA, PA 19102	NONE	PUBLIC CHARITY	GENERAL OPERATING	2,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	390,200.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

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12-05-12

13161113 133301 272372930 2012.05000 THE JILL AND MARK FISHMAN F 27237291

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	150,334.	
4 Dividends and interest from securities			14	61,272.	
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			14	5,379.	
8 Gain or (loss) from sales of assets other than inventory			18	45,312.	
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.		262,297.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	262,297.

(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

Signature of officer or trustee | Date 11/15/13 | Title TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHRISTOPHER M. PEKULA		11.13.2013		P00734965

Firm's name ▶ MCGLADREY LLP — Firm's EIN ▶ 42-0714325

Firm's address ▶ 751 ARBOR WAY, SUITE 200 BLUE BELL, PA 19422 — Phone no. 215.641.8600

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
THE JILL AND MARK FISHMAN FOUNDATION	27-2372930

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
THE JILL AND MARK FISHMAN FOUNDATION	27-2372930

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANNABELLE FISHMAN 1500 S. OCEAN BLVD. THE ADDISON #1603 BOCA RATON, FL 33432	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE JILL AND MARK FISHMAN FOUNDATION	27-2372930

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

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

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

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

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

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

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

Name of organization	Employer identification number
THE JILL AND MARK FISHMAN FOUNDATION	27-2372930

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

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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
GOLDEN SLIPPER CLUB AND CHARITIES 3901 CONSHOHOCKEN AVENUE PHILADELPHIA, PA 19131	NONE	PUBLIC CHARITY	GENERAL OPERATING	1,000.
JEWISH FEDERATION OF GREATER PHILADELPHIA 2100 ARCH STREET PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	GENERAL OPERATING	17,500.
KATE SVITEK MEMORIAL FOUNDATION PO BOX 104 AMBLER, PA 19002	NONE	PUBLIC CHARITY	GENERAL OPERATING	200.
MINDING YOUR MIND FOUNDATION 42 WEST LANCASTER AVENUE, SECOND FLOOR ARDMORE, PA 19003	NONE	PUBLIC CHARITY	GENERAL OPERATING	2,500.
THE CHEVRA 2002 LUDLOW STREET PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	GENERAL OPERATING	25,000.
THE TERRI LYNNE LOKOFF CHILD CARE FOUNDATION 100 ROSS ROAD, SUITE 160 KING OF PRUSSIA, PA 19406	NONE	PUBLIC CHARITY	GENERAL OPERATING	1,000.
THE WISTAR INSTITUTE 3601 SPRUCE STREET PHILADELPHIA, PA 19104	NONE	PUBLIC CHARITY	GENERAL OPERATING	5,000.
UNITED CEREBRAL PALSY 102 EAST MERMAID LANE PHILADELPHIA, PA 19118	NONE	PUBLIC CHARITY	GENERAL OPERATING	1,000.
THE TRANSPLANT FOUNDATION 701 SW 27TH AVE, STE 705 MIAMI, FL 33135	NONE	PUBLIC CHARITY	GENERAL OPERATING	2,500.
FASHION DELIVERS CHARITABLE FOUNDATION 31 WEST 34TH ST. 9TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL OPERATING	5,000.
Total from continuation sheets				345,700.

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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
PARK AVENUE SYNAGOGUE 50 E 87TH ST NEW YORK, NY 10128	NONE	PUBLIC CHARITY	GENERAL OPERATING	1,000.
POLICE ATHLETIC LEAGUE 1845 N 23RD ST PHILADELPHIA, PA 19121	NONE	PUBLIC CHARITY	GENERAL OPERATING	2,500.
JEWISH NATIONAL FUND 3RD FL, 2100 ARCH ST PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	GENERAL OPERATING	5,000.
AMERICAN CANCER SOCIETY 1626 LOCUST ST PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	GENERAL OPERATING	1,000.
AMERICAN FRIENDS OF LIBI 420 HARVARD STREET BROOKLINE , MA 02446	NONE	PUBLIC CHARITY	GENERAL OPERATING	250,000.
THE BIRTHRIGHT ISRAEL FOUNDATION 33 EAST 33RD STREET 7TH FLOOR NEW YORK, NY 10016	NONE	PUBLIC CHARITY	GENERAL OPERATING	10,000.
AJC 165 EAST 56TH STREET NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL OPERATING	1,000.
JCHAI 274 S. BRYN MAWR AVENUE BRYN MAWR, PA 19010	NONE	PUBLIC CHARITY	GENERAL OPERATING	500.
MIRACLE IN MOTION 4705 ILLINOIS RD #112 FORT WAYNE, IN 46804	NONE	PUBLIC CHARITY	GENERAL OPERATING	4,000.
HAR ZION 1500 HAGYS FORD ROAD PENN VALLEY, PA 19072	NONE	PUBLIC CHARITY	GENERAL OPERATING	10,000.
Total from continuation sheets				

223631
05-01-12

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

SOURCE	AMOUNT
CITIZENS BANK	223.
MILL CREEK #0507	150,111.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	150,334.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MILL CREEK #0507	25.	1.	24.
MILL CREEK #2704	500.	14.	486.
MILL CREEK #3514	48,293.	0.	48,293.
MILL CREEK #3661	13,900.	1,431.	12,469.
TOTAL TO FM 990-PF, PART I, LN 4	62,718.	1,446.	61,272.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	5,379.	5,379.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	5,379.	5,379.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,539.	1,539.	0.	0.
FEDERAL TAXES	17.	0.	0.	0.
PA FILING FEE	30.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,586.	1,539.	0.	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 FEES	43,126.	43,126.	0.	0.
MISCELLANEOUS EXPENSE	48,003.	48,003.	0.	0.
TO FORM 990-PF, PG 1, LN 23	91,129.	91,129.	0.	0.

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
US TREASURY	X		685,264.	693,535.
TOTAL U.S. GOVERNMENT OBLIGATIONS			685,264.	693,535.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			685,264.	693,535.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	2,531,929.	2,689,817.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,531,929.	2,689,817.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	2,016,855.	2,081,349.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,016,855.	2,081,349.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ASSET BACKED SECURITIES	COST	1,328,395.	1,347,043.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,328,395.	1,347,043.

2012 Informational Tax Reporting Statement

JILL AND MARK FISHMAN FOUNDATION Account No **BPY-000507** Customer Service 800-333-4573
Recipient ID No *****-**-2930** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
ABBOTT LABS GCB 00 00000% 04/01/2019, 002UPB9U6										
Tender	11/30/12	11/30/12	0 000	150 00	0 00	150 00				
Tender	11/30/12	11/30/12	0 000	30 00	0 00	30 00				
Subtotals				**180.00**	**0.00(c)**					
ABBOTT LABS SR NT 05 12500% 04/01/2019TE, 00299AGK7										
Tender	11/09/12	01/18/12	4,000 000	4,822 20	4,673 61	148 59				
Tender	11/09/12	01/18/12	1,000 000	1,205 50	1,168 40	37 10				
Tender	11/09/12	11/09/12	0 000	120 00	0 00	120 00				
Tender	11/09/12	11/09/12	0 000	30 00	0 00	30 00				
Subtotals				**6,177.70**	**5,842.01(c)**					
ALLSTATE CORP NOTES 07 45000% 05/16/2019, 020002AX9										
Sale	08/02/12	12/30/11	5,000 000	6,543 25	6,059 58	483 67				
AMERIPRISE FINANCIALINC NOTE 05 30000% 0, 03076CAE6										
Sale	08/02/12	12/27/11	5,000 000	5,787 35	5,384 53	402 82				
BEAR STEARNS COM MTGSER 2005-PWR9 CL A2, 07387BAE3										
Principal	03/11/12	01/17/12	0 000	238 71	241 40	-2 69				
Principal	04/11/12	01/17/12	0 000	307 42	310 88	-3 46				
Principal	05/11/12	01/17/12	0 000	39 14	39 58	-0 44				
Principal	06/11/12	01/17/12	0 000	61 98	62 68	-0 70				
Principal	07/11/12	01/17/12	0 000	83 58	84 52	-0 94				
Principal	08/11/12	01/17/12	0 000	13,270 46	13,419 75	-149 29				

***Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.**

2012 Informational Tax Reporting Statement

JILL AND MARK FISHMAN FOUNDATION Account No BPY-000507 Customer Service 800-333-4573
Recipient ID No ***-**-2930 Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
BEAR STEARNS COM MTGSER 2005-PWR9 CL A2, 07387BAE3										
Principal	09/11/12	01/17/12	0 000	61 97	62 67	-0 70				
Principal	10/11/12	01/17/12	0 000	82 17	83 09	-0 92				
Principal	11/11/12	01/17/12	0 000	2,401 41	2,428 43	-27 02				
Principal	12/11/12	01/17/12	0 000	494 54	500 10	-5 56				
Subtotals				**17,041.38**	**17,233.10(c)**					
BP CAP MKTS P L C GTD NT 3 20000% 03/11/, 05565QBQ0										
Sale	08/02/12	01/04/12	5,000 000	5,369 05	5,282 55	86 50				
CANADIAN NAT RES LTDNT 5 700% 05/15/2017, 136385AK7										
Sale	08/02/12	01/18/12	5,000 000	5,912 15	5,972 15	-60 00				
CAPITAL ONE FINL CORP 3 15000% 07/15/201, 14040HAX3										
Sale	09/19/12	01/06/12	10,000 000	10,637 10	10,091 65	545 45				
Sale	09/19/12	02/23/12	10,000 000	10,637 10	10,192 52	444 58				
Sale	09/19/12	04/12/12	5,000 000	5,318 55	5,133 34	185 21				
Subtotals				**26,592.75**	**25,417.51(c)**					
COMCAST CORP BOND 5 900% 03/15/2016 ISIN, 20030NAL5										
Sale	08/02/12	01/06/12	5,000 000	5,805 75	5,658 17	147 58				
CONOCOPHILLIPS NOTES 05 75000% 02/01/201, 20825CAR5										
Sale	08/23/12	12/27/11	15,000 000	18,508 80	17,770 75	738 05				
Sale	08/23/12	04/03/12	5,000 000	6,169 60	6,043 81	125 79				
Subtotals				**24,678.40**	**23,814.56(c)**					

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2012 Informational Tax Reporting Statement

JILL AND MARK FISHMAN FOUNDATION Account No **BPY-000507** Customer Service: 800-333-4573
Recipient ID No *****-**-2930** Payer's Fed ID Number. 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
CVS CAREMARK CORPORATION 06 60000% 03/15, 12699AWQ7										
Tender	12/11/12	01/06/12	15,000 000	19,128 00	17,925 90	1,202 10				
Tender	12/11/12	12/11/12	0 000	450 00	0 00	450 00				
Subtotals				**19,578.00**	**17,925.90(c)**					
DOMINION RESOURCES INC(VIRGINIA) NOTE 06, 25746UBE8										
Sale	03/02/12	02/02/12	15,000 000	18,641 70	18,513 01	128 69				
ENTERPRISE PRODUCTS OPER NOTE 05 25000%, 29379VAF0										
Sale	08/02/12	01/10/12	5,000 000	5,822 65	5,479 89	342 76				
FEDERAL NATL MTG ASSN 1 12500% 04/27/201, 3135G0JA2										
Sale	12/05/12	02/28/12	60,000 000	61,255 80	59,979 00	1,276 80				
Sale	12/05/12	03/01/12	10,000 000	10,209 30	9,982 31	226 99				
Subtotals				**71,465.10**	**69,961.31(c)**					
FEDL HOME LN MTG CRPPOOL #A91538 4 50000, 312939V73										
Principal	02/15/12	12/27/11	0 000	1,320 40	1,394 67	-74 27				
Principal	02/15/12	01/05/12	0 000	3,351 80	3,554 48	-202 68				
Principal	03/15/12	12/27/11	0 000	1,862 85	1,967 64	-104 79				
Principal	03/15/12	01/05/12	0 000	4,728 78	5,014 72	-285 94				
Principal	04/15/12	12/27/11	0 000	1,672 96	1,767 06	-94 10				
Principal	04/15/12	01/05/12	0 000	4,246 73	4,503 52	-256 79				
Principal	05/15/12	12/27/11	0 000	1,258 91	1,329 72	-70 81				
Principal	05/15/12	01/05/12	0 000	3,195 70	3,388 94	-193 24				
Principal	06/15/12	12/27/11	0 000	959.56	1,013 54	-53 98				

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National Financial Services LLC

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Recipient ID No *****-**-2930** Payer's Fed ID Number 04-3523567

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FEDL HOME LN MTG CRPPOOL #A91538 4 50000, 312939V73										
Principal	06/15/12	01/05/12	0 000	2,435 79	2,583 08	-147 29				
Principal	07/15/12	12/27/11	0 000	1,276 73	1,348 55	-71 82				
Principal	07/15/12	01/05/12	0 000	3,240 93	3,436 91	-195 98				
Principal	08/15/12	12/27/11	0 000	1,301 06	1,374 24	-73 18				
Principal	08/15/12	01/05/12	0 000	3,302 70	3,502 41	-199 71				
Principal	09/15/12	12/27/11	0 000	1,221 01	1,289 69	-68 68				
Principal	09/15/12	01/05/12	0 000	3,099 48	3,286 90	-187 42				
Principal	10/15/12	12/27/11	0 000	1,475 68	1,558 69	-83 01				
Principal	10/15/12	01/05/12	0 000	3,745 97	3,972 48	-226 51				
Principal	11/15/12	12/27/11	0 000	1,290 19	1,362 76	-72 57				
Principal	11/15/12	01/05/12	0 000	3,275 11	3,473 15	-198 04				
Principal	12/15/12	12/27/11	0 000	1,181 52	1,247.98	-66 46				
Principal	12/15/12	01/05/12	0 000	2,999 24	3,180 60	-181 36				
Subtotals				**52,443.10**	**55,551.73(c)**					
FEDL HOME LN MTG CRPPOOL #C09004 3 50000, 31292SAD2										
Principal	09/15/12	08/08/12	0 000	452 94	478 49	-25 55				
Principal	09/15/12	09/10/12	0 000	310 59	328 93	-18 34				
Principal	10/15/12	08/08/12	0 000	972 11	1,026 94	-54 83				
Principal	10/15/12	09/10/12	0 000	666 59	705 96	-39 37				
Principal	11/15/12	08/08/12	0 000	2,685 69	2,837 18	-151.49				
Principal	11/15/12	09/10/12	0 000	1,841 62	1,950 39	-108.77				

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Recipient ID No *****-**-2930** Payer's Fed ID Number 04-3523567

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Short-term transactions (h)

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8 Description, **1d** Stock or Other Symbol, CUSIP										
FEDL HOME LN MTG CRPPOOL #C09004 3 50000, 31292SAD2										
Principal	12/15/12	08/08/12	0 000	4,181 09	4,416 93	-235 84				
Principal	12/15/12	09/10/12	0 000	2,867 04	3,036 37	-169 33				
Subtotals				**13,977.67**	**14,781.19(c)**					
FEDL HOME LN MTG CRPPOOL #G08477 3 50000, 3128MJQ78										
Principal	04/15/12	03/07/12	0 000	377 67	390 42	-12 75				
Principal	05/15/12	03/07/12	0 000	413 10	427 04	-13 94				
Principal	06/15/12	03/07/12	0 000	663 18	685 56	-22 38				
Principal	07/15/12	03/07/12	0 000	1,770 01	1,829 75	-59 74				
Principal	08/15/12	03/07/12	0 000	3,127 77	3,233 33	-105 56				
Sale	09/10/12	03/07/12	125,000 000	120,115 52	117,296 57	2,818 95				
Principal	09/15/12	03/07/12	0 000	4,910 28	5,076 00	-165 72				
Subtotals				**131,377.53**	**128,938.67(c)**					
FEDL HOME LN MTG CRPPOOL #G11720 4 50000, 31283K4D7										
Principal	02/15/12	12/28/11	0 000	2,644 53	2,806 51	-161 98				
Principal	03/15/12	12/28/11	0 000	2,868 40	3,044 09	-175 69				
Principal	04/15/12	12/28/11	0 000	2,643 52	2,805 44	-161 92				
Principal	05/15/12	12/28/11	0 000	2,676 94	2,840 90	-163 96				
Principal	06/15/12	12/28/11	0 000	2,486 05	2,638 32	-152 27				
Principal	07/15/12	12/28/11	0 000	2,297 43	2,438 15	-140 72				
Principal	08/15/12	12/28/11	0 000	2,367 54	2,512 55	-145 01				
Principal	09/15/12	12/28/11	0 000	2,382 58	2,528 51	-145 93				

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Recipient ID No *****-**-2930** Payer's Fed ID Number 04-3523567

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Short-term transactions (h)

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8 Description, **1d** Stock or Other Symbol, CUSIP										
FEDL HOME LN MTG CRPPOOL #G11720 4 50000, 31283K4D7										
Principal	10/15/12	12/28/11	0 000	2,420 12	2,568 35	-148 23				
Principal	11/15/12	12/28/11	0 000	2,416 38	2,564 38	-148 00				
Principal	12/15/12	12/28/11	0 000	2,069 07	2,195 80	-126 73				
Subtotals				**27,272.56**	**28,943.00(c)**					
FEDL HOME LN MTG CRPPOOL #J11722 4 50000, 3128PQ4F5										
Principal	02/15/12	12/28/11	0 000	1,416 76	1,501 77	-85 01				
Principal	03/15/12	12/28/11	0 000	1,728 95	1,832 69	-103 74				
Principal	04/15/12	12/28/11	0 000	1,697 07	1,798 89	-101 82				
Principal	05/15/12	12/28/11	0 000	1,552 60	1,645 76	-93 16				
Principal	06/15/12	12/28/11	0 000	1,350 82	1,431 87	-81 05				
Principal	07/15/12	12/28/11	0 000	1,012 03	1,072 75	-60 72				
Principal	08/15/12	12/28/11	0 000	1,387 15	1,470 38	-83 23				
Principal	09/15/12	12/28/11	0 000	1,039 77	1,102 16	-62 39				
Principal	10/15/12	12/28/11	0 000	1,244 28	1,318 94	-74 66				
Principal	11/15/12	12/28/11	0 000	1,396 00	1,479 76	-83 76				
Principal	12/15/12	12/28/11	0 000	1,422 11	1,507.44	-85 33				
Subtotals				**15,247.54**	**16,162.41(c)**					
FEDL NATL MTG ASSN POOL #AE0981 3 50000%, 31419BCT0										
Principal	02/25/12	12/27/11	0 000	1,402 48	1,432 72	-30 24				
Principal	03/25/12	12/27/11	0 000	1,644 46	1,679 92	-35 46				
Principal	04/25/12	12/27/11	0 000	1,783 92	1,822 39	-38 47				

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Recipient ID No *****-**-2930** Payer's Fed ID Number 04-3523567

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2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
FEDL NATL MTG ASSN POOL #AE0981 3 50000%, 31419BCT0										
Principal	05/25/12	12/27/11	0 000	726 85	742 52	-15 67				
Principal	05/25/12	05/08/12	0 000	582 84	607 79	-24 95				
Principal	06/25/12	12/27/11	0 000	1,328 89	1,357 54	-28 65				
Principal	06/25/12	05/08/12	0 000	1,065 61	1,111 23	-45 62				
Principal	07/25/12	12/27/11	0 000	2,079 52	2,124 36	-44 84				
Principal	07/25/12	05/08/12	0 000	1,667 52	1,738 91	-71 39				
Sale	08/08/12	12/27/11	130,943 000	116,476 94	113,205 08	3,271 86				
Sale	08/08/12	05/08/12	105,000 000	93,631 84	91,569 50	2,062 34				
Principal	08/25/12	12/27/11	0 000	2,902 23	2,964 81	-62 58				
Principal	08/25/12	05/08/12	0 000	2,327 23	2,426 86	-99.63				
Subtotals				**227,620.33**	**222,783.63(c)**					
FEDL NATL MTG ASSN POOL #AH2366 3 50000%, 3138A3TY3										
Principal	02/25/12	12/27/11	0 000	1,654 68	1,725 52	-70 84				
Principal	03/25/12	12/27/11	0 000	2,072 13	2,160 84	-88 71				
Principal	04/25/12	12/27/11	0 000	2,469 91	2,575 65	-105 74				
Principal	05/25/12	12/27/11	0 000	1,430 54	1,491 78	-61.24				
Principal	06/25/12	12/27/11	0 000	1,532 16	1,597 76	-65 60				
Principal	07/25/12	12/27/11	0 000	1,744 76	1,819 46	-74 70				
Principal	08/25/12	12/27/11	0 000	2,715 04	2,831 28	-116 24				
Principal	09/25/12	12/27/11	0 000	2,937 87	3,063 65	-125 78				
Principal	10/25/12	12/27/11	0 000	2,584 08	2,694 71	-110 63				

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Recipient ID No *****-**-2930** Payer's Fed ID Number 04-3523567

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Short-term transactions (h)

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FEDL NATL MTG ASSN POOL #AH2366 3 50000%, 3138A3TY3										
Principal	11/25/12	12/27/11	0 000	2,794 69	2,914 34	-119 65				
Principal	12/25/12	12/27/11	0 000	1,695 44	1,768 03	-72 59				
Subtotals				**23,631.30**	**24,643.02(c)**					
FEDL NATL MTG ASSN POOL #AH2659 3 50000%, 3138A35V5										
Principal	02/25/12	12/27/11	0 000	1,093 80	1,140 61	-46 81				
Principal	03/25/12	12/27/11	0 000	883 70	921 52	-37 82				
Principal	04/25/12	12/27/11	0 000	1,166 53	1,216 46	-49 93				
Principal	05/25/12	12/27/11	0 000	850 86	887.28	-36 42				
Principal	06/25/12	12/27/11	0 000	745 33	777 23	-31 90				
Principal	07/25/12	12/27/11	0 000	813 51	848 33	-34 82				
Principal	08/25/12	12/27/11	0 000	1,243 00	1,296 20	-53 20				
Principal	09/25/12	12/27/11	0 000	1,389 25	1,448 71	-59 46				
Principal	10/25/12	12/27/11	0 000	1,333 26	1,390 32	-57 06				
Principal	11/25/12	12/27/11	0 000	1,334 40	1,391 51	-57 11				
Principal	12/25/12	12/27/11	0 000	1,407 80	1,468 05	-60 25				
Subtotals				**12,261.44**	**12,786.22(c)**					
FEDL NATL MTG ASSN POOL #555424 5 50000%, 31385XAZ0										
Principal	04/25/12	03/07/12	0 000	1,913 14	2,084 72	-171 58				
Principal	05/25/12	03/07/12	0 000	1,702 19	1,854 86	-152 67				
Principal	06/25/12	03/07/12	0 000	1,863 11	2,030 21	-167 10				
Principal	07/25/12	03/07/12	0 000	1,643 63	1,791 04	-147 41				

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FEDL NATL MTG ASSN POOL #555424 5 50000%, 31385XAZ0										
Principal	08/25/12	03/07/12	0 000	1,668 29	1,817 91	-149 62				
Principal	09/25/12	03/07/12	0 000	1,708 02	1,861 21	-153 19				
Principal	10/25/12	03/07/12	0 000	1,699 96	1,852 43	-152.47				
Principal	11/25/12	03/07/12	0 000	1,721 33	1,875 71	-154 38				
Principal	12/25/12	03/07/12	0 000	1,560 84	1,700 83	-139 99				
Subtotals				**15,480.51**	**16,868.92(c)**					
FEDL NATL MTG ASSN POOL #725027 5 00000%, 31402CPL0										
Principal	02/25/12	12/27/11	0 000	4,672 94	5,036 55	-363 61				
Principal	03/25/12	12/27/11	0 000	5,416 72	5,838 21	-421 49				
Principal	04/25/12	12/27/11	0 000	4,916 09	5,298 62	-382 53				
Principal	05/25/12	12/27/11	0 000	4,499 23	4,849 33	-350 10				
Principal	06/25/12	12/27/11	0 000	4,653 66	5,015 77	-362 11				
Principal	07/25/12	12/27/11	0 000	4,543 64	4,897 19	-353 55				
Principal	08/25/12	12/27/11	0 000	4,365 95	4,705 68	-339 73				
Principal	09/25/12	12/27/11	0 000	5,218 26	5,624 31	-406 05				
Principal	10/25/12	12/27/11	0 000	4,717 48	5,084 56	-367 08				
Principal	11/25/12	12/27/11	0 000	5,282 00	5,693 01	-411 01				
Principal	12/25/12	12/27/11	0 000	4,468 34	4,816 03	-347 69				
Subtotals				**52,754.31**	**56,859.26(c)**					

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FEDL NATL MTG ASSN POOL #725424 5 50000%, 31402C4H2										
Principal	02/25/12	12/28/11	0 000	1,745 00	1,898 78	-153 78				
Principal	02/25/12	01/06/12	0 000	850 22	926 47	-76 25				
Principal	03/25/12	12/28/11	0 000	1,638 21	1,782 58	-144 37				
Principal	03/25/12	01/06/12	0 000	798 19	869 78	-71 59				
Principal	03/25/12	03/14/12	0 000	408 57	444 58	-36 01				
Principal	04/25/12	12/28/11	0 000	1,996 44	2,172 38	-175 94				
Principal	04/25/12	01/06/12	0 000	972 73	1,059 97	-87 24				
Principal	04/25/12	03/14/12	0 000	497 92	541 80	-43 88				
Principal	05/25/12	12/28/11	0 000	1,926 03	2,095 76	-169 73				
Principal	05/25/12	01/06/12	0 000	938 42	1,022 58	-84 16				
Principal	05/25/12	03/14/12	0 000	480 37	522 70	-42 33				
Principal	06/25/12	12/28/11	0 000	1,910 08	2,078 41	-168 33				
Principal	06/25/12	01/06/12	0 000	930 65	1,014 12	-83 47				
Principal	06/25/12	03/14/12	0 000	476 39	518 37	-41 98				
Principal	07/25/12	12/28/11	0 000	1,876 69	2,042 07	-165 38				
Principal	07/25/12	01/06/12	0 000	914 38	996 39	-82 01				
Principal	07/25/12	03/14/12	0 000	468 07	509 32	-41 25				
Principal	08/25/12	12/28/11	0 000	1,767 12	1,922 85	-155 73				
Principal	08/25/12	01/06/12	0 000	861 00	938 22	-77 22				
Principal	08/25/12	03/14/12	0 000	440 73	479 57	-38 84				
Principal	09/25/12	12/28/11	0 000	2,027 96	2,206 67	-178 71				
Principal	09/25/12	01/06/12	0 000	988 09	1,076 71	-88 62				

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National Financial Services LLC

2012 Informational Tax Reporting Statement

JILL AND MARK FISHMAN FOUNDATION Account No **BPY-000507** Customer Service 800-333-4573
Recipient ID No. *****-**-2930** Payer's Fed ID Number 04-3523567

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2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
FEDL NATL MTG ASSN POOL #725424 5 50000%, 31402C4H2										
Principal	09/25/12	03/14/12	0 000	505 78	550 35	-44 57				
Principal	10/25/12	12/28/11	0 000	1,802 38	1,961 21	-158 83				
Principal	10/25/12	01/06/12	0 000	878 18	956 94	-78 76				
Principal	10/25/12	03/14/12	0 000	449 53	489 14	-39 61				
Principal	11/25/12	12/28/11	0 000	2,024 80	2,203 24	-178 44				
Principal	11/25/12	01/06/12	0 000	986 55	1,075 03	-88 48				
Principal	11/25/12	03/14/12	0 000	504 99	549 49	-44 50				
Principal	12/25/12	12/28/11	0 000	1,800 23	1,958 88	-158 65				
Principal	12/25/12	01/06/12	0 000	877 13	955 80	-78 67				
Principal	12/25/12	03/14/12	0 000	448 99	488 56	-39 57				
Subtotals				**35,191.82**	**38,308.72(c)**					
FEDL NATL MTG ASSN POOL #735224 5 50000%, 31402QYV7										
Principal	04/25/12	03/07/12	0 000	1,095 02	1,193 23	-98 21				
Principal	05/25/12	03/07/12	0 000	1,080 01	1,176 87	-96 86				
Principal	06/25/12	03/07/12	0 000	1,180 24	1,286 09	-105 85				
Principal	07/25/12	03/07/12	0 000	1,127 09	1,228 18	-101 09				
Principal	08/25/12	03/07/12	0 000	1,090 04	1,187 80	-97 76				
Principal	09/25/12	03/07/12	0 000	1,247 96	1,359 89	-111 93				
Principal	10/25/12	03/07/12	0 000	977 54	1,065 21	-87 67				
Principal	11/25/12	03/07/12	0 000	1,220 79	1,330 28	-109 49				
Principal	12/25/12	03/07/12	0 000	984 38	1,072 67	-88 29				

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Recipient ID No ***-**-2930 Payer's Fed ID Number 04-3523567

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Short-term transactions (h)

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Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
FEDL NATL MTG ASSN POOL #735224 5 50000%, 31402QYV7										
Subtotals				**10,003.07**	**10,900.22(c)**					
FEDL NATL MTG ASSN POOL #888352 5 50000%, 31410F5M3										
Principal	04/25/12	03/14/12	0 000	2,125 49	2,312 80	-187 31				
Principal	05/25/12	03/14/12	0 000	2,219 09	2,414 65	-195 56				
Principal	06/25/12	03/14/12	0 000	2,334 24	2,539 94	-205 70				
Principal	07/25/12	03/14/12	0 000	2,328 32	2,533 50	-205 18				
Principal	08/25/12	03/14/12	0 000	2,148 60	2,337 95	-189 35				
Principal	09/25/12	03/14/12	0 000	2,676 51	2,912 38	-235 87				
Principal	10/25/12	03/14/12	0 000	1,980 21	2,154 72	-174 51				
Principal	11/25/12	03/14/12	0 000	3,324 35	3,617 31	-292 96				
Principal	12/25/12	03/14/12	0 000	2,239 87	2,437 26	-197 39				
Subtotals				**21,376.68**	**23,260.51(c)**					
FEDL NATL MTG ASSN POOL #995024 5 50000%, 31416BLD8										
Principal	02/25/12	12/27/11	0 000	1,591 77	1,728.56	-136 79				
Principal	03/25/12	12/27/11	0 000	1,873 28	2,034 27	-160 99				
Principal	04/25/12	12/27/11	0 000	1,934 58	2,100 83	-166 25				
Principal	05/25/12	12/27/11	0 000	1,900 29	2,063 60	-163 31				
Principal	06/25/12	12/27/11	0 000	2,187 87	2,375 89	-188 02				
Principal	07/25/12	12/27/11	0 000	2,196 04	2,384 76	-188 72				
Principal	08/25/12	12/27/11	0 000	2,218 04	2,408 65	-190 61				
Principal	09/25/12	12/27/11	0 000	2,236 34	2,428.53	-192 19				

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Recipient ID No *****-**-2930** Payer's Fed ID Number 04-3523567

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2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
FEDL NATL MTG ASSN POOL #995024 5 50000%, 31416BLD8										
Principal	10/25/12	12/27/11	0 000	1,934 41	2,100 65	-166 24				
Principal	11/25/12	12/27/11	0 000	2,258 36	2,452 44	-194 08				
Principal	12/25/12	12/27/11	0 000	2,016 80	2,190 12	-173 32				
Subtotals				**22,347.78**	**24,268.30(c)**					
GENERAL ELEC CAP CORP MTN BE 5 40000% 02, 36962G2G8										
Sale	08/02/12	12/27/11	5,000 000	5,767 55	5,501 71	265 84				
GOODRICH CORP NT 04 87500% 03/01/2020(TE, 38299ADF1										
Tender	12/21/12	01/17/12	10,000 000	11,805 10	11,219 84	585 26				
Tender	12/21/12	12/21/12	0 000	300 00	0 00	300 00				
Subtotals				**12,105.10**	**11,219.84(c)**					
INGERSOLL-RAND CO (BERMUDA) NOTE 09 5000, 45687AAE2										
Sale	08/02/12	01/18/12	25,000 000	27,593 13	29,170 75	-1,577 62				
Sale	08/02/12	03/16/12	10,000 000	12,071 67	11,573 40	498 27				
Subtotals				**39,664.80**	**40,744.15(c)**					
JP MORGAN CHASE COMLSER 2005-LDP1 CL A2, 46625YGL1										
Principal	02/15/12	01/19/12	0.000	503 23	505 43	-2 20				
Principal	03/15/12	01/19/12	0.000	64 09	64 37	-0 28				
Principal	04/15/12	01/19/12	0.000	272 55	273 74	-1 19				
Principal	05/15/12	01/19/12	0 000	84 13	84 50	-0 37				
Principal	06/15/12	01/19/12	0.000	59 59	59 85	-0 26				
Principal	07/15/12	01/19/12	0 000	2,920 74	2,933 52	-12 78				

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Recipient ID No *****-**-2930** Payer's Fed ID Number 04-3523567

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2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

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Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
JP MORGAN CHASE COMLSER 2005-LDP1 CL A2, 46625YGL1										
Principal	08/15/12	01/19/12	0 000	159 46	160 16	-0 70				
Principal	09/15/12	01/19/12	0 000	490 84	492 99	-2 15				
Principal	10/15/12	01/19/12	0 000	50 99	51 21	-0 22				
Principal	11/15/12	01/19/12	0 000	1,007 92	1,012 33	-4 41				
Principal	12/15/12	01/19/12	0 000	46 85	47 05	-0 20				
Subtotals				**5,660.39**	**5,685.15(c)**					
JP MORGAN CHASE MTG SER 2007-LDPX CL A2, 46630JAB5										
Principal	02/15/12	01/11/12	0.000	86 86	93 90	-7 04				
Principal	03/15/12	01/11/12	0 000	114 28	123 55	-9 27				
Principal	04/15/12	01/11/12	0 000	95 93	103.71	-7 78				
Principal	05/15/12	01/11/12	0 000	109 38	118 25	-8 87				
Principal	06/15/12	01/11/12	0 000	389 42	421 00	-31 58				
Principal	07/15/12	01/11/12	0 000	109 68	118 57	-8.89				
Principal	08/15/12	01/11/12	0 000	98 58	106 57	-7 99				
Principal	09/15/12	01/11/12	0 000	178 43	192 90	-14 47				
Principal	10/15/12	01/11/12	0 000	110 53	119 49	-8 96				
Principal	11/15/12	01/11/12	0 000	617 60	667 68	-50 08				
Principal	12/15/12	01/11/12	0 000	117 60	127 14	-9 54				
Subtotals				**2,028.29**	**2,192.76(c)**					
LINCOLN NATL CORP NOTE 04.30000% 06/15/2, 534187AZ2										
Sale	08/02/12	02/16/12	10,000 000	10,596 40	10,567 73	28 67				

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2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

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Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
METLIFE INC SR NT 6 75000% 06/01/2016, 59156RAU2										
Sale	08/14/12	12/27/11	15,000 000	17,801 70	16,909 40	892 30				
Sale	08/24/12	12/27/11	15,000 000	17,840 55	16,893 55	947 00				
Subtotals				**35,642.25**	**33,802.95(c)**					
MOGAN STANLEY DEAN SER 2002-IQ3 CL A4 5 , 61746WXN5										
Principal	04/15/12	02/29/12	0 000	1,202 37	1,219 56	-17.19				
Principal	05/15/12	02/29/12	0 000	2,216 21	2,247 89	-31.68				
Principal	06/15/12	02/29/12	0 000	1,760 02	1,785 18	-25.16				
Principal	07/15/12	02/29/12	0 000	1,814 20	1,840 14	-25 94				
Principal	08/15/12	02/29/12	0 000	1,906 71	1,933 97	-27 26				
Principal	09/15/12	02/29/12	0 000	1,680 23	1,704 25	-24 02				
Principal	10/15/12	02/29/12	0 000	3,480 94	3,530 71	-49 77				
Principal	11/15/12	02/29/12	0 000	1,605 64	1,628 60	-22 96				
Principal	12/15/12	02/29/12	0 000	58 48	59 32	-0 84				
Subtotals				**15,724.80**	**15,949.62(c)**					
PHILIP MORRIS INTL INC 2 50000% 05/16/20, 718172AJ8										
Sale	02/28/12	01/17/12	15,000 000	15,771 45	15,590 27	181 18				
UNITED STATES TREAS BDS 4 50000% 08/15/2, 912810QC5										
Sale	08/23/12	12/28/11	10,000 000	13,538 63	13,052 50	486 13				
UNITED STATES TREAS NTS 2 62500% 08/15/2, 912828NT3										
Sale	02/01/12	12/28/11	20,000 000	21,673 36	21,469 53	203 83				
Sale	02/02/12	12/28/11	15,000 000	16,269 67	16,100 84	168.83				

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Short-term transactions (h)

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UNITED STATES TREAS NTS 2 62500% 08/15/2, 912828NT3										
Sale	02/10/12	12/28/11	10,000 000	10,753 48	10,732 15	21 33				
Sale	03/07/12	12/28/11	20,000 000	21,477 26	21,452 81	24 45				
Sale	03/14/12	12/28/11	25,000 000	26,223 53	26,812 14	-588 61				
Sale	03/14/12	01/03/12	10,000 000	10,489 41	10,712 61	-223 20				
Sale	03/14/12	03/06/12	10,000 000	10,489 42	10,758 43	-269 01				
Sale	03/20/12	03/06/12	20,000 000	20,834 30	21,515 00	-680 70				
Sale	03/26/12	03/06/12	20,000 000	21,018 67	21,512 22	-493 55				
Sale	04/04/12	03/06/12	20,000 000	21,060 08	21,506 66	-446 58				
Sale	05/08/12	03/06/12	20,000 000	21,713 20	21,492 28	220 92				
Sale	05/15/12	03/06/12	20,000 000	21,837 42	21,489 04	348 38				
Sale	08/07/12	03/06/12	190,000 000	209,177 37	203,784 65	5,392 72				
Sale	09/06/12	03/06/12	15,000 000	16,501 70	16,076 47	425 23				
Subtotals				**449,518.87**	**445,414.83(c)**					
UNITED STATES TREAS NTS 3 12500% 10/31/2, 912828LU2										
Sale	01/17/12	12/28/11	30,000 000	33,345 60	33,145 66	199 94				
Sale	01/18/12	12/28/11	105,000 000	116,553 75	115,991 16	562 59				
Sale	01/19/12	12/28/11	40,000 000	44,301 43	44,184 74	116 69				
Sale	01/20/12	12/28/11	65,000 000	71,885 72	71,796 37	89 35				
Sale	02/23/12	12/28/11	55,000 000	60,817 78	60,640 18	177 60				
Sale	02/28/12	12/28/11	50,000 000	55,423 66	55,121 52	302 14				
Sale	03/07/12	12/28/11	100,000 000	110,652 01	110,177 99	474 02				

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Short-term transactions (h)

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UNITED STATES TREAS NTS 3 12500% 10/31/2, 912828LU2										
Sale	04/12/12	12/28/11	60,000 000	66,182 61	65,982 60	200 01				
Sale	04/18/12	12/28/11	60,000 000	66,274 02	65,957 76	316 26				
Sale	04/24/12	12/28/11	55,000 000	60,772 67	60,448 27	324 40				
Sale	05/08/12	12/28/11	30,000 000	33,233 10	32,947 10	286 00				
Subtotals				**719,442.35**	**716,393.35(c)**					
UNITED STATES TREAS 2 62500% 08/15/2020, 912828NT3										
Sale	01/04/12	12/28/11	110,000 000	117,733 93	118,142 42	-408 49				
UNITED STATES TREAS 3 12500% 10/31/2016, 912828LU2										
Sale	01/05/12	12/28/11	185,000 000	204,821 85	204,507 62	314 23				
Sale	01/06/12	12/28/11	190,000 000	210,602 50	210,023 61	578 89				
Sale	01/10/12	12/28/11	125,000 000	138,510 33	138,158 64	351 69				
Sale	01/11/12	12/28/11	200,000 000	221,952 46	221,006 52	945 94				
Subtotals				**775,887.14**	**773,696.39(c)**					
UNITED STATES TREAS 4 50000% 08/15/2039, 912810QC5										
Sale	01/12/12	12/28/11	10,000 000	13,032 77	13,097 95	-65 18				
Sale	01/13/12	12/28/11	10,000 000	13,183 55	13,097 75	85 80				
Subtotals				**26,216.32**	**26,195.70(c)**					
VERIZON COMMUNICATIONS BOND 05.50000% 02, 92343VAL8										
Sale	08/02/12	01/17/12	5,000 000	6,058 20	5,853 18	205 02				

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8 Description, **1d** Stock or Other Symbol, CUSIP										
VODAFONE GROUP PLC NEW 5 000% 09/15/2015, 92857WAG5										
Sale	02/09/12	01/05/12	20,000 000	22,637 80	22,543 00	94 80				
WACHOVIA BK COMM MTGSER 2007-C32 CL A2 0, 92978YAB6										
Principal	11/19/12	10/16/12	0 000	1,674 84	1,740 79	-65 95				
Principal	12/17/12	10/16/12	0 000	58 67	60 98	-2 31				
Subtotals				**1,733.51**	**1,801.77(c)**					
WELLPOINT INC NT 3 70000% 08/15/2021, 94973VAW7										
Sale	04/09/12	01/10/12	15,000 000	15,796 50	15,456 62	339.88				
TOTALS				**3,172,105.15**	**3,167,404.01(c)**			**0.00**		
		Short-Term Realized Gain				**32,411.42**				
		Short-Term Realized Loss				**-27,710.28**				
		Wash Sale Loss Disallowed					**0.00**			

(a) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

(b) Gross proceeds less commissions

(c) Totals of Cost or Other Basis include all tax lots with known basis Totals do not include tax lots with unknown basis

(h) All gain/loss information may not be reflected due to incomplete cost basis information

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

See the supplemental gain/loss sections of this statement for options, foreign currency transactions, and closed short positions opened prior to 2011 Also refer to the gain/loss sections to see details on adjustments made to cost basis for fixed income securities and for the local currency values for internationally denominated equities and fixed income securities

***Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.**

2012 Informational Tax Reporting Statement

JILL AND MARK FISHMAN FOUNDATION Account No **BPD-003514** Customer Service 800-333-4573
Recipient ID No *****-**-2930** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
ISHARES TR MSCI EAFEGROWTH INDEX FD, EFG, 464288885										
Sale	12/19/12	04/11/12	596 000	35,538 79	33,587 24	1,951 55				
Sale	12/19/12	05/11/12	443 000	26,415 57	24,494 76	1,920 81				
Subtotals				**61,954.36**	**58,082.00(c)**					
ISHARES TR MSCI EAFEVALUE INDEX FD, EFV, 464288877										
Sale	12/19/12	04/11/12	737 000	35,689 31	32,944 31	2,745 00				
Sale	12/19/12	05/11/12	665 000	32,202 71	28,939 25	3,263 46				
Subtotals				**67,892.02**	**61,883.56(c)**					
VANGUARD INDEX FDS VANGUARD GROWTH VIPER, VUG, 922908736										
Sale	06/28/12	04/11/12	305 000	20,034 86	21,238 80	-1,203 94				
VANGUARD INDEX FDS VANGUARD SMALL CAP GR, VBK, 922908595										
Sale	06/28/12	04/11/12	35 000	2,810 21	2,921 67	-111 46				
VANGUARD INDEX FDS VANGUARD SMALL CAP VA, VBR, 922908611										
Sale	06/28/12	04/11/12	39 000	2,555 61	2,633 46	-77 85				
VANGUARD INDEX FDS VANGUARD VALUE VIPERS, VTV, 922908744										
Sale	06/28/12	04/11/12	420 000	22,688 93	23,432 23	-743 30				
VANGUARD INTL EQUITYINDEX FDS MSCI EMERG, VWO, 922042858										
Sale	12/19/12	04/11/12	1,272 000	56,194 46	53,754 09	2,440 37				
Sale	12/19/12	05/11/12	1,275 000	56,327 00	51,790 50	4,536 50				
Sale	12/19/12	05/18/12	1,332 000	58,845 15	50,719 50	8,125 65				

***Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.**

National Financial Services LLC

2012 Informational Tax Reporting Statement

JILL AND MARK FISHMAN FOUNDATION Account No. **BPD-003514** Customer Service 800-333-4573
Recipient ID No *****-**-2930** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
VANGUARD INTL EQUITYINDEX FDS MSCI EMERG, VWO, 922042858										
Sale	12/19/12	06/05/12	1,362 000	60,170 49	50,718 26	9,452 23				
Sale	12/19/12	06/28/12	439 000	19,394 16	16,684 11	2,710 05				
Sale	12/19/12	09/28/12	71 313	3,150 47	2,982 00	168 47				
Sale	12/19/12	11/08/12	1,338 687	59,140 56	55,153 90	3,986 66				
Cash In Lieu	12/24/12	11/08/12	0 313	13 83	12 90	0 93				
Subtotals				**313,236.12**	**281,815.26(c)**					
TOTALS				**491,172.11**	**452,006.98(c)**			**0.00**		
	Short-Term Realized Gain					**41,301.68**				
	Short-Term Realized Loss					**-2,136.55**				
	Wash Sale Loss Disallowed						**0.00**			

(a) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

(b) Gross proceeds less commissions

(c) Totals of Cost or Other Basis include all tax lots with known basis Totals do not include tax lots with unknown basis

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See the supplemental gain/loss sections of this statement for options, foreign currency transactions, and closed short positions opened prior to 2011 Also refer to the gain/loss sections to see details on adjustments made to cost basis for fixed income securities and for the local currency values for internationally denominated equities and fixed income securities

***Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.**

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		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE JILL AND MARK FISHMAN FOUNDATION	Employer identification number (EIN) or 27-2372930
	Number, street, and room or suite no. If a P.O box, see instructions. 848 ROSCOMMON ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BRYN MAWR, PA 19010	

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 ▶ THE FOUNDATION 848 ROSCOMMON ROAD - BRYN MAWR, PA 19010

  Telephone No. ▶ 610-828-8400 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	$ 0.
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	$ 0.
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	$ 0.

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

13301113 133301 272372930 2012.05000 THE JILL AND MARK FISHMAN F 27237291

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	THE JILL AND MARK FISHMAN FOUNDATION	27-2372930
	Number, street, and room or suite no. If a P O. box, see instructions. 848 ROSCOMMON ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. BRYN MAWR, PA 19010	

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-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

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

- The books are in the care of ▶ THE FOUNDATION 848 ROSCOMMON ROAD - BRYN MAWR, PA 19010

Telephone No ▶ 610-828-8400 FAX No. ▶

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

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

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 0.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶ 8/6/2013

Form **8868** (Rev 1-2013)

223842
01-21-13

13301113 133301 272372930 2012.05000 THE JILL AND MARK FISHMAN F 27237291