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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

31-643769680045 ORECHIO FOUNDATION

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

A Employer identification number

30-0105843

Room/suite

800 BLOOMFIELD AVE.

City or town, state, and ZIP code

NUTLEY, NJ 07110

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,161,543.

J Accounting method: Cash Accrual Other (specify) _____

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	250,000.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	21,387.	21,492.		STMT 1
5a Gross rents				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10	5,513.			
b Gross sales price for all assets on line 6a 291,980.				
7 Capital gain net income (from Part IV, line 2) .		5,508.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold .				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	276,900.	27,000.		
13 Compensation of officers, directors, trustees, etc . .				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	14,698.	14,698.		STMT 2
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 3 .	528.	375.		
19 Depreciation (attach schedule) and depletion .				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 4 .	217.	67.		150.
24 Total operating and administrative expenses.				
Add lines 13 through 23	15,443.	15,140.	NONE	150.
25 Contributions, gifts, grants paid	11,322.			11,322.
26 Total expenses and disbursements. Add lines 24 and 25	26,765.	15,140.	NONE	11,472.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements . .	250,135.			
b Net investment income (if negative, enter -0-) . .		11,860.		
c Adjusted net income (if negative, enter -0-) . .				

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Operating and Administrative Expenses

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		65,796.	266,670.	266,670.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less: allowance for doubtful accounts ►	NONE			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule)				
	c Investments - corporate bonds (attach schedule)				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)	STMT 5.	706,968.	755,887.	894,873.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		772,764.	1,022,557.	1,161,543.
	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 (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)				NONE
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds		772,764.	1,022,557.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		772,764.	1,022,557.	
	31 Total liabilities and net assets/fund balances (see instructions)		772,764.	1,022,557.	

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	772,764.
2 Enter amount from Part I, line 27a	2	250,135.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 6	3	970.
4 Add lines 1, 2, and 3	4	1,023,869.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 7	5	1,312.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,022,557.

Form 990-PF (2012)

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 291,980.		286,472.	5,508.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV 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			5,508.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	5,508.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	48,957.	823,064.	0.059481
2010	64,180.	737,066.	0.087075
2009	68,660.	699,652.	0.098135
2008	44,541.	807,466.	0.055161
2007	41,371.	920,499.	0.044944
2 Total of line 1, column (d)			2 0.344796
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 0.068959
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 886,143.
5 Multiply line 4 by line 3			5 61,108.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 119.
7 Add lines 5 and 6			7 61,227.
8 Enter qualifying distributions from Part XII, line 4			8 11,472.
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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	(attach copy of letter if necessary - see instructions)	1	237.
Date of ruling or determination letter: _____			2	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		3	237.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		4	NONE
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	5	237.	
3	Add lines 1 and 2	7		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	8		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	9	61.	
6	Credits/Payments:	10		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	11		
b	Exempt foreign organizations - tax withheld at source	Refunded		
c	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld			
7	Total credits and payments Add lines 6a through 6d		176.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed PD. BY. EFTPS			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►			

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6		X
7		X
8a		
b		
9		X
10		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

If "Yes," attach a detailed description of the activities.

If "Yes," attach a conformed copy of the changes

If "Yes," attach the statement required by General Instruction T.

If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ► <u>N/A</u>				
14	The books are in care of ► <u>CARMEN ORECHIO</u> Telephone no ► <u></u> Located at ► <u>800 BLOOMFIELD AVE. NUTLEY, NJ</u>	ZIP+4	► <u>07110</u>	
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 ► <u>15</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►	Yes	No	X

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?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <u></u>	1b	<u>N/A</u>
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?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
If "Yes," list the years ► <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	<u>N/A</u>
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a	During the year did the foundation pay or incur any amount to:				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here				► <input type="checkbox"/>
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	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CARMEN ORECHIO 800 BLOOMFIELD AVE, NUTLEY, NJ 07110	PRESIDENT, AS REQ	NONE	- 0 -	- 0 -
KATHLEEN MIRUCKI 118 HIGHFIELD LANE, NUTLEY, NJ 07110	SECRETARY, AS REQ	NONE		

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

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

Total number of other employees paid over \$50,000 ►

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----

Total number of others receiving over \$50,000 for professional services ► **NONE**

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 **NONE**

2

3

4

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 **NONE**

2

All other program-related investments. See instructions

3 **NONE**

Total. Add lines 1 through 3 ►

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	825,140.
b Average of monthly cash balances	1b	74,498.
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	899,638.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	899,638.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,495.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	886,143.
6 Minimum investment return. Enter 5% of line 5	6	44,307.

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	44,307.
2a Tax on investment income for 2012 from Part VI, line 5	2a	237.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	237.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	44,070.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	44,070.
6 Deduction from distributable amount (see instructions)	6	NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	44,070.

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	11,472.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,472.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,472.

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				44,070.
2 Undistributed income, if any, as of the end of 2012			11,322.	
a Enter amount for 2011 only				
b Total for prior years: 20 10, 20 10, 20 10		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 11,472.				
a Applied to 2011, but not more than line 2a			11,322.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				150.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		NONE		NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				43,920.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				►																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																					
b	Check box to indicate whether the foundation is a private operating foundation described in section					4942(j)(3) or		4942(j)(5)																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																		
2a	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center; padding: 2px;">Tax year</th> <th colspan="3" style="text-align: center; padding: 2px;">Prior 3 years</th> <th rowspan="2" style="text-align: center; vertical-align: middle; padding: 2px;">(e) Total</th> </tr> <tr> <th style="text-align: center; padding: 2px;">(a) 2012</th> <th style="text-align: center; padding: 2px;">(b) 2011</th> <th style="text-align: center; padding: 2px;">(c) 2010</th> <th style="text-align: center; padding: 2px;">(d) 2009</th> </tr> </thead> <tbody> <tr> <td style="text-align: center; padding: 2px;"> </td> </tr> <tr> <td style="text-align: center; padding: 2px;"> </td> </tr> <tr> <td style="text-align: center; padding: 2px;"> </td> </tr> <tr> <td style="text-align: center; padding: 2px;"> </td> </tr> <tr> <td style="text-align: center; padding: 2px;"> </td> </tr> <tr> <td style="text-align: center; padding: 2px;"> </td> </tr> <tr> <td style="text-align: center; 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Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
ROBERT LUONGO ALS BENEFIT	NONE	N/A	UNRESTRICTED GIFT	1,322.
FRANCISCAN SISTERS OF ST ELIZABETH	NONE	N/A	UNRESTRICTED GIFT	10,000.
Total			► 3a	11,322.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	21,387.	
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			18	5,513.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				26,900.	

12 Subtotal Add columns (b), (d), and (e)
13 Total Add line 12, columns (b), (d), and (e)
(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

NOT APPLICABLE

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.		

NIA

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
NTA		

**Sign
Here**

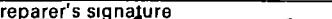
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee

Date _____

Title

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

Paid Preparer Use Only	Print/Type preparer's name JEFFREY E. KUHLIN	Preparer's signature 	Date 04/29/2013	Check <input type="checkbox"/> if self-employed	PTIN P00353001
	Firm's name ► KPMG LLP	Firm's EIN ► 13-5565207			
	Firm's address ► 100 WESTMINSTER ST, 6TH FL, SUITE A PROVIDENCE, RI 02903-2321	Phone no 800-770-8444			

Form 990-PF (2012)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Name of the organization

Schedule of Contributors

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

OMB No 1545-0047

2012

31-643769680045 ORECHIO FOUNDATION

Employer identification number

30-0105843

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

31-643769680045 ORECHIO FOUNDATION

Employer identification number

30-0105843

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	TRUST U/W/O MERWIN ROSENBERG F/B/O	\$ 250,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	21,387.	21,492.
TOTAL	21,387.	21,492.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	14,698.	14,698.
TOTALS	14,698.	14,698.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES CURRENT YEAR ESTIMATES	375. 153.	375.
TOTALS	528.	375.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADR FOREIGN FEES NJ AG FILING FEE	67. 150.	67.	150.
TOTALS	217.	67.	150.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	BOOK VALUE	ENDING FMV ---
SEE ATTACHED STATEMENTS	C	706,968.	755,887.	894,873.
TOTALS		706,968.	755,887.	894,873.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ACCRUED MARKET DISCOUNT ASML HOLDINGS-TC ADJ	9. 961.
TOTAL	970.

STATEMENT 6

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PURCHASE ACCRUED INTEREST	24.
CHIMERA INVT CORP	18.
ASML HOLDINGS-TC ADJ	676.
EATON CORP-TC ADJ	568.
MISCELLANEOUS ADJ	26.
TOTAL	1,312.

STATEMENT 7

SCHEDULE D
(Form 1041)Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No. 1545-0092

2012

Name of estate or trust

31-643769680045 ORECHIO FOUNDATION

Employer identification number

30-0105843

Note: Form 5227 filers need to complete **only** Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b	731.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet					4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►					5	731.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					54.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b	4,723.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8	
9 Capital gain distributions					9	
10 Gain from Form 4797, Part I					10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►					12	4,777.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		731.
14	Net long-term gain or (loss):			
a	Total for year	14a		4,777.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		5,508.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV **Capital Loss Limitation**

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a	The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
	<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box			
	<input type="checkbox"/> No. Enter the amount from line 23			
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same?			
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31			
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)		30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		31	
32	Add lines 30 and 31		32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)		34	

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

31-643769680045 ORECHIO FOUNDATION

Employer identification number
30-0105843**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 41. ABERCROMBIE & FITCH CO	05/16/2012	05/31/2012	1,353.00	1,620.00	-267.00
85. ANNALY CAPITOL MGMT IN	08/18/2011	01/26/2012	1,435.00	1,530.00	-95.00
37. ANNALY CAPITOL MGMT IN	10/13/2011	05/31/2012	613.00	583.00	30.00
2. APPLE COMPUTER INC	08/23/2011	05/15/2012	1,124.00	732.00	392.00
93. ARCELORMITTAL-NY REGIS	10/27/2011	03/28/2012	1,744.00	2,081.00	-337.00
43. AVNET INC	10/13/2011	04/05/2012	1,519.00	1,260.00	259.00
14. AVNET INC	10/13/2011	04/25/2012	491.00	410.00	81.00
950. BANK OF AMERICA CORP	01/17/2012	05/31/2012	6,849.00	6,230.00	619.00
138. BANK OF NEW YORK MELL	05/04/2012	05/31/2012	2,803.00	3,026.00	-223.00
55. BEST BUY INC COM	04/11/2011	01/26/2012	1,387.00	1,782.00	-395.00
23. BOEING CO	11/17/2011	05/31/2012	1,599.00	1,546.00	53.00
308. CHIMERA INVT CORP	06/09/2011	04/02/2012	866.00	1,140.00	-274.00
29. CLIFFS NATURAL RESOURC	12/06/2011	05/31/2012	1,386.00	2,074.00	-688.00
105. COMCAST CORP NEW CL A	08/10/2011	05/31/2012	3,045.00	2,114.00	931.00
3. COMVERSE TECHNOLOGY INC	04/20/2012	04/23/2012	19.00	19.00	
16. CONOCOPHILLIPS	03/06/2012	04/18/2012	1,174.00	1,221.00	-47.00
12. CUMMINS INC	09/09/2011	01/13/2012	1,168.00	1,054.00	114.00
18. CUMMINS INC	02/09/2012	05/31/2012	1,736.00	2,176.00	-440.00
380. DELTA AIR LINES INC D	05/15/2012	05/31/2012	4,625.00	3,983.00	642.00
112. DUKE ENERGY CORP NEW	08/19/2011	01/19/2012	2,371.00	2,054.00	317.00
4. ENGILITY HLDGS INC	06/01/2012	07/19/2012	70.00	66.00	4.00
.1667 ENGILITY HLDGS INC	06/01/2012	07/26/2012	3.00	3.00	
1000. ENTERPRISE PRODS OPE 9/01/20	04/13/2011	02/01/2012	1,122.00	1,037.00	85.00
171. FIFTH THIRD BANCORP	10/27/2011	05/31/2012	2,266.00	2,146.00	120.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

JSA
2F1221 2 000**Schedule D-1 (Form 1041) 2012**

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

31-643769680045 ORECHIO FOUNDATION

Employer identification number
30-0105843**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo ,day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 14. GOLDMAN SACHS GROUP IN	10/13/2011	05/31/2012	1,337.00	1,335.00	2.00
83. HANESBRANDS INC	11/18/2011	05/31/2012	2,286.00	2,033.00	253.00
87. HARTFORD FINL SVCS GRO	01/20/2012	05/31/2012	1,458.00	1,621.00	-163.00
82. HEWLETT PACKARD CO	10/13/2011	02/07/2012	2,354.00	2,641.00	-287.00
65. HEWLETT PACKARD CO	06/01/2012	11/15/2012	844.00	1,410.00	-566.00
10. HOME DEPOT INC	06/01/2012	08/17/2012	569.00	491.00	78.00
16. HOME DEPOT INC	06/01/2012	12/04/2012	1,030.00	786.00	244.00
8. J. P . MORGAN CHASE & C	10/13/2011	05/31/2012	265.00	248.00	17.00
71. JOHNSON CONTROLS INC	05/04/2012	07/24/2012	1,681.00	2,239.00	-558.00
234. KROGER CO	04/25/2012	05/31/2012	5,171.00	5,629.00	-458.00
84. LINCOLN NATL CORP IND	03/27/2012	05/31/2012	1,726.00	2,273.00	-547.00
77. MARATHON OIL CORPORATI USX-MARATHON GR	08/16/2011	03/06/2012	2,480.00	2,055.00	425.00
62. MICROSOFT CORP	12/16/2011	05/31/2012	1,813.00	1,618.00	195.00
210. MORGAN STANLEY, DEAN	01/17/2012	05/31/2012	2,782.00	3,412.00	-630.00
11. NEWMONT MNG CORP	09/19/2011	05/31/2012	516.00	734.00	-218.00
385. NOKIA CORP SPONSORED	01/05/2012	02/24/2012	2,248.00	2,084.00	164.00
37. ORACLE CORP	11/08/2011	05/09/2012	1,021.00	1,241.00	-220.00
121. PFIZER INC.	11/17/2011	05/31/2012	2,666.00	2,362.00	304.00
1000. ROYAL BK OF SCOTLAND 9/21/15	12/07/2011	09/07/2012	1,063.00	963.00	100.00
12. ROYAL DUTCH SHELL PLC	09/15/2011	05/31/2012	748.00	801.00	-53.00
69. SCHWAB CHARLES CORP NE	03/20/2012	05/31/2012	857.00	1,066.00	-209.00
140. STAPLES INC	06/22/2011	05/16/2012	1,939.00	2,152.00	-213.00
55. SUNTRUST BKS INC	05/04/2012	05/31/2012	1,251.00	1,306.00	-55.00
65. TEXAS INSTRS INC	04/05/2012	05/31/2012	1,849.00	2,109.00	-260.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

JSA
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Schedule D-1 (Form 1041) 2012

2012

- Attach to Schedule D to list additional transactions for lines 1a and 6a.
- Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

Name of estate or trust

22 64286050

31-643769680045 ORECHIO FOUNDATION 30-0105843

Employer identification number
30-0105843

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 731.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA
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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

31-643769680045 ORECHIO FOUNDATION

30-0105843

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 45. AT&T INC	08/25/2010	05/31/2012	1,543.00	1,214.00	329.00
25. AT&T INC	08/06/2010	09/07/2012	925.00	658.00	267.00
4. AMAZON COM INC	07/21/2006	09/14/2012	1,052.00	133.00	919.00
35. AMGEN INC	04/15/2008	05/22/2012	2,418.00	1,511.00	907.00
9. ANHEUSER BUSCH INBEV SA	12/03/2010	05/09/2012	645.00	522.00	123.00
110. ANNALY CAPITOL MGMT I	08/09/2010	01/26/2012	1,857.00	1,920.00	-63.00
47. ANNALY CAPITOL MGMT IN	04/11/2011	05/31/2012	778.00	816.00	-38.00
45. ANNALY CAPITOL MGMT IN	08/17/2010	05/31/2012	745.00	781.00	-36.00
4. APPLE COMPUTER INC	05/04/2011	05/15/2012	2,248.00	1,403.00	845.00
8. APPLE COMPUTER INC	04/21/2011	05/31/2012	4,622.00	2,771.00	1,851.00
50. AVNET INC	10/05/2010	04/25/2012	1,752.00	1,336.00	416.00
110. BP AMOCO PLC-SPONS AD	12/10/2010	05/31/2012	4,019.00	6,363.00	-2,344.00
85. BP AMOCO PLC-SPONS ADR	04/15/2011	05/31/2012	3,105.00	3,932.00	-827.00
46. BANK OF NEW YORK MELLO	12/28/2010	05/31/2012	934.00	1,397.00	-463.00
9. BANK OF NEW YORK MELLON	04/11/2011	05/31/2012	183.00	270.00	-87.00
35. BED BATH & BEYOND INC	06/06/2006	06/15/2012	2,544.00	1,243.00	1,301.00
23. BOEING CO	08/10/2009	05/31/2012	1,599.00	1,049.00	550.00
40. CVS CORPORATION (DEL)	11/20/2009	01/04/2012	1,664.00	1,249.00	415.00
173. CHIMERA INVT CORP	11/24/2010	03/16/2012	507.00	699.00	-192.00
278. CHIMERA INVT CORP	11/24/2010	04/02/2012	781.00	1,115.00	-334.00
192. CISCO SYS INC	06/17/2010	05/31/2012	3,139.00	4,237.00	-1,098.00
183. CISCO SYS INC	06/06/2006	07/10/2012	3,002.00	3,689.00	-687.00
10. CISCO SYS INC	04/11/2011	11/06/2012	175.00	174.00	1.00
55. CISCO SYS INC	06/06/2006	11/06/2012	964.00	1,109.00	-145.00
61. COMCAST CORP NEW CL A	07/14/2011	10/26/2012	2,205.00	1,454.00	751.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

31-643769680045 ORECHIO FOUNDATION

30-0105843

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr.)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 63. CONOCOPHILLIPS	06/17/2009	04/18/2012	4,621.00	3,012.00	1,609.00
60. DOW CHEM CO	06/17/2009	04/05/2012	2,005.00	964.00	1,041.00
105. EATON CORP	08/23/2011	12/01/2012	5,450.00	4,882.00	568.00
53. EBAY INC	03/15/2007	01/04/2012	1,598.00	1,684.00	-86.00
32. EBAY INC	03/15/2007	09/14/2012	1,606.00	1,017.00	589.00
80. ELSTER GROUP SEADR	08/08/2011	08/29/2012	1,640.00	1,246.00	394.00
4000. ENTERPRISE PRODS OPE 9/01/20	10/20/2010	02/01/2012	4,489.00	4,405.00	84.00
80. FIFTH THIRD BANCORP	04/11/2011	05/31/2012	1,060.00	1,130.00	-70.00
76. GAP INC. DEL	10/08/2010	03/23/2012	1,982.00	1,386.00	596.00
44. GAP INC. DEL	08/11/2010	04/05/2012	1,171.00	787.00	384.00
85. GAP INC. DEL	08/11/2010	04/25/2012	2,367.00	1,519.00	848.00
148. GENERAL ELEC CO.	07/08/2008	05/31/2012	2,824.00	4,670.00	-1,846.00
28. GENERAL ELEC CO.	07/08/2008	12/21/2012	582.00	776.00	-194.00
71. GENERAL MTRS CO	05/10/2011	05/31/2012	1,568.00	2,244.00	-676.00
33. GENERAL MTRS CO JR PFD	04/11/2011	05/31/2012	1,215.00	1,597.00	-382.00
37. GENERAL MTRS CO JR PFD	11/19/2010	05/31/2012	1,362.00	1,838.00	-476.00
19. GOLDMAN SACHS GROUP IN	03/13/2009	05/31/2012	1,815.00	1,923.00	-108.00
88. HARTFORD FINL SVCS GRO	12/28/2010	05/31/2012	1,475.00	2,349.00	-874.00
62. HEWLETT PACKARD CO	08/10/2009	02/07/2012	1,780.00	2,704.00	-924.00
19. HOME DEPOT INC	06/06/2006	01/04/2012	811.00	704.00	107.00
.9 HONG KONG & CHINA GAS-S	06/06/2006	07/05/2012	2.00	1.00	1.00
125. J. P . MORGAN CHASE &	09/29/2008	05/31/2012	4,133.00	5,254.00	-1,121.00
69. MERCK & CO INC NEW	08/18/2010	05/31/2012	2,596.00	2,416.00	180.00
26. METLIFE INC	03/15/2011	05/31/2012	760.00	1,134.00	-374.00
20. METLIFE INC	06/21/2010	05/31/2012	584.00	838.00	-254.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

31-643769680045 ORECHIO FOUNDATION

30-0105843

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 43. MICROSOFT CORP	04/11/2011	05/31/2012	1,257.00	1,112.00	145.00
5. MICROSOFT CORP	04/11/2011	06/14/2012	147.00	129.00	18.00
60. NEWMONT MNG CORP	02/03/2010	05/31/2012	2,814.00	2,657.00	157.00
15. NEWS CORP	06/06/2006	08/07/2012	360.00	301.00	59.00
40. ORACLE CORP	10/13/2010	06/14/2012	1,080.00	1,142.00	-62.00
36. PEPSICO INC	03/10/2011	05/31/2012	2,445.00	2,328.00	117.00
27. PEPSICO INC	12/28/2010	05/31/2012	1,833.00	1,758.00	75.00
100. PFIZER INC.	08/25/2010	05/31/2012	2,203.00	1,910.00	293.00
33. PROCTOR & GAMBLE CO	06/06/2006	05/09/2012	2,103.00	1,760.00	343.00
6000. ROYAL BK OF SCOTLAND 9/21/15	10/27/2010	09/07/2012	6,376.00	6,040.00	336.00
186. SCHWAB CHARLES CORP N	11/10/2010	05/31/2012	2,310.00	2,612.00	-302.00
6000. SHELL INTERNATIONAL 6/28/15	10/27/2010	02/14/2012	6,442.00	6,359.00	83.00
34. SUNTRUST BKS INC	12/15/2010	05/31/2012	774.00	898.00	-124.00
6. SUNTRUST BKS INC	04/11/2011	05/31/2012	137.00	177.00	-40.00
125. TESCO PLC	06/17/2009	04/17/2012	1,950.00	2,716.00	-766.00
21. TEXAS INSTRS INC	06/06/2006	05/31/2012	597.00	656.00	-59.00
56. TEXAS INSTRS INC	06/06/2006	06/05/2012	1,525.00	1,750.00	-225.00
43. 3M COMPANY 00	12/20/2010	05/31/2012	3,635.00	3,673.00	-38.00
4000. U S TREASURY NOTES 8/15/13	03/11/2010	01/19/2012	4,253.00	4,330.00	-77.00
8000. U S TREAS NTS 11/15/12	12/10/2010	06/26/2012	8,038.00	8,116.00	-78.00
6000. U S TREAS NTS 11/15/12	12/10/2010	07/26/2012	6,022.00	6,087.00	-65.00
5000. U S TREAS NTS 11/15/12	12/10/2010	08/16/2012	5,015.00	5,072.00	-57.00
7000. U S TREAS NTS 11/15/12	04/08/2011	11/08/2012	7,001.00	7,088.00	-87.00
16. VISA INC-CLASS A SHARE	05/13/2010	01/04/2012	1,613.00	1,367.00	246.00
207. VODAFONE GROUP SPD AD SH	08/10/2010	05/31/2012	5,537.00	4,794.00	743.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

30-0105843

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 4,723.00

4,723.00

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ANNALY CAPITOL MGMT INC	6.00
COMVERSE TECHNOLOGY INC (NEW)	19.00
CLASS ACTION PROCEEDS	28.00
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	54.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	54.00

6.00

19.00

28.00

54.00

54.00

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STATEMENT 1

Asset Detail Section (continued)**Statement of Value and Activity**

December 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Wal-Mart DE Mexico S.A.B DE C V CUSIP: 93114W107	100.00	\$3,278.00	\$1,308.75	\$1,969.25	\$32.20	0.28%
Total Common Equity Securities						
Cash Equivalents						
<i>Invested Cash</i>						
Citibank M.D.A. (L) CUSIP: 9900CST72	1,969.19	\$1,969.19	\$1,969.19	\$0.00	\$0.98	0.17%()
Citibank M.D.A. (L) CUSIP: 9900CST72	264,700.71	\$264,700.71	\$264,700.71	\$0.00	\$132.35	22.79%
Total Cash Equivalents						
Total All Assets	\$1,161,542.98	\$1,022,555.21	\$138,987.77	\$22,651.18	100.00%	

