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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012, or tax year beginning , 2012, and ending ,

IRVING & MARILYN L. NAIDITCH FAMILY
FOUNDATION
171 SHERIDAN RD.
HIGHLAND PARK, IL 60035A Employer identification number
36-4479217B Telephone number (see the instructions)
847-432-9019C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 804,941.J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(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 (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5 a Gross rents

b Net rental income or (loss)

6 a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 533,355.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10 a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16 a Legal fees (attach schedule)

b Accounting fees (attach sch)

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule) (see instrs)

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid Stmt 3

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

52,515.

52,515.

33,522.

0.

775.

775.

4,847.

4,847.

5,622.

5,622.

43,425.

43,425.

49,047.

5,622.

0.

43,425.

3,468.

46,893.

33,522.

SCANNED MAY 20 2013

U.S. DEPARTMENT OF THE TREASURY

INTERNAL REVENUE SERVICE

E-2-018

RECEIVED

JUN 11 2013

OCCUPANCY

JUN 11 2013

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JUN 11 2013

IRS-OSC

See St 1

See Statement 2

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
ASSETS	1	Cash — non-interest-bearing	168.		
	2	Savings and temporary cash investments	62,685.	22,541.	22,541.
	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) Stm 4		560.	560.
	7	Other notes and loans receivable (attach sch)			
		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 (attach schedule)			
	b	Investments — corporate stock (attach schedule) Statement 5	676,459.	492,392.	541,281.
	c	Investments — corporate bonds (attach schedule) Statement 6		227,287.	229,359.
	11	Investments — land, buildings, and equipment: basis			
LIABILITIES		Less: accumulated depreciation (attach schedule)			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) Statement 7	25,594.	25,594.	11,200.
	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)	764,906.	768,374.	804,941.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
FUND ASSETS		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. X			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	764,906.	768,374.	
	30	Total net assets or fund balances (see instructions)	764,906.	768,374.	
	31	Total liabilities and net assets/fund balances (see instructions)	764,906.	768,374.	

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	764,906.
2	Enter amount from Part I, line 27a	2	3,468.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	768,374.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	768,374.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a PUBLICLY TRADED SECURITIES		P	Various	Various
b PUBLICLY TRADED SECURITIES		P	Various	Various
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 211,364.		192,371.	18,993.
b 321,991.		317,677.	4,314.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			18,993.
b			4,314.
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	23,307.
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	4,314.

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.)

N/A

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 (column (b) divided by column (c))
2011			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	938.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	938.
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	938.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,023.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,023.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	85.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 85. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IL</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>IRVING & MARILYN NAIDITCH</u> Telephone no. <u>847-432-9019</u> Located at <u>171 SHERIDAN RD. HIGHLAND PARK IL</u> ZIP + 4 <u>60035</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>N/A</u>	15		N/A
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 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	16		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
1 a 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)? ☐ <u>1 b</u> <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? <u>1 c</u> <u>X</u>		
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 <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <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.) <u>2 b</u> <u>N/A</u>		
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>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u>		
3 a 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.) <u>3 b</u> <u>N/A</u>		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <u>4 a</u> <u>X</u>		
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? <u>4 b</u> <u>X</u>		

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)? (see instructions) ☐ 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)?

5 b N/A

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)

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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

7 b

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

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
None -----				

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). 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 NONE ENGAGED IN. FOUNDATION ONLY MAKES CASH CONTRIBUTIONS TO CHARITABLE ORGANIZATIONS.	
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 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	810,911.
b Average of monthly cash balances	1b	
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	810,911.
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	810,911.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	12,164.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	798,747.
6 Minimum investment return. Enter 5% of line 5	6	39,937.

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	39,937.
2a Tax on investment income for 2012 from Part VI, line 5	2a	938.	
b Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	938.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	38,999.
4 Recoveries of amounts treated as qualifying distributions.		4	
5 Add lines 3 and 4		5	38,999.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	38,999.

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	43,425.
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	
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	43,425.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	43,425.

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				38,999.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	12,275.			
b From 2008				
c From 2009	542.			
d From 2010	7,765.			
e From 2011	1,762.			
f Total of lines 3a through e	22,344.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 43,425.				
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				38,999.
e Remaining amount distributed out of corpus	4,426.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	26,770.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	12,275.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	14,495.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	542.			
c Excess from 2010	7,765.			
d Excess from 2011	1,762.			
e Excess from 2012	4,426.			

N/A

- 4942(j)(5)

- (4) Gross investment income**

[illegible]

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				
Total			3 a	
b Approved for future payment				
Total			3 b	

Federal Statements
IRVING & MARILYN L. NAIDITCH FAMILY
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Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING ...	\$ 775.	\$ 775.		
Total	\$ 775.	\$ 775.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEES	\$ 25.	\$ 25.		
MANAGEMENT FEES	4,822.	4,822.		
Total	\$ 4,847.	\$ 4,847.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity:

Donee's Name:

Donee's Address:

TEMPLE BETH ISRAEL
 567 BAY ISLES ROAD
 LONGBOAT KEY, FL 34228

Relationship of Donee:

Organizational Status of Donee:

Amount Given: \$ 1,320.

Class of Activity:

Donee's Name:

Donee's Address:

JEWISH FAMILY & CHILDREN'S SERVICES
 2688 FRUITVILLE ROAD
 SARASOTA, FL 34237

Relationship of Donee:

Organizational Status of Donee:

Amount Given: 7,100.

Class of Activity:

Donee's Name:

Donee's Address:

JEWISH UNITED FUND
 30 S. WELLS ST.
 CHICAGO, IL 60606

Relationship of Donee:

Organizational Status of Donee:

Amount Given: 1,000.

Class of Activity:

Donee's Name:

Donee's Address:

SHRINERS HOSPITALS
 600 N. BENEVA ROAD
 SARASOTA, FL 34232

Relationship of Donee:

Statement 3 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Organizational Status of Donee:
Amount Given: \$ 500.

Class of Activity:
Donee's Name: GWIZ SCIENCE MUSEUM
Donee's Address: 1001 BLVD. OF THE ARTS
SARASOTA, FL 34236

Relationship of Donee:
Organizational Status of Donee:
Amount Given: 2,000.

Class of Activity:
Donee's Name: PLANNED PARENTHOOD
Donee's Address: 736 CENTRAL AVE.
SARASOTA, FL 34236

Relationship of Donee:
Organizational Status of Donee:
Amount Given: 1,830.

Class of Activity:
Donee's Name: SARASOTA ORCHESTRA
Donee's Address: 709 N. TAMiami TRAIL
SARASOTA, FL 34237

Relationship of Donee:
Organizational Status of Donee:
Amount Given: 1,500.

Class of Activity:
Donee's Name: UNITED NEGRO COLLEGE FUND
Donee's Address: 1080 WOODCOCK RD, SUITE 280
ORLANDO, FL 32803

Relationship of Donee:
Organizational Status of Donee:
Amount Given: 100.

Class of Activity:
Donee's Name: BOYS & GIRLS CLUBS/SARASOTA
Donee's Address: P O BOX 4068
SARASOTA, FL 34230

Relationship of Donee:
Organizational Status of Donee:
Amount Given: 6,000.

Class of Activity:
Donee's Name: AMERICAN JEWISH COMMITTEE
Donee's Address: 1650 MAIN ST SUITE 612
SARASOTA, FL 34236

Relationship of Donee:
Organizational Status of Donee:
Amount Given: 3,140.

Class of Activity:
Donee's Name: ST. JUDE CATHOLIC CHURCH
Donee's Address: 4639 GLEVE FARM ROAD
SARASOTA, FL 34235

Relationship of Donee:
Organizational Status of Donee:

Statement 3 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given:	\$	100.
Class of Activity:		
Donee's Name:	EMBRACING OUR DIFFERENCES	
Donee's Address:	PO BOX 2559 SARASOTA, FL 34230	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		1,500.
Class of Activity:		
Donee's Name:	EMERGENCY FUND	
Donee's Address:	651 W. WASHINGTON #504 CHICAGO, IL 60661	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		1,000.
Class of Activity:		
Donee's Name:	GIRL SCOUTS/GULF COAST FL	
Donee's Address:	4780 CATTLEMEN RD. SARASOTA, FL 34233	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		100.
Class of Activity:		
Donee's Name:	BRANDEIS NAT'L COMMITTEE	
Donee's Address:	8116 LONE TREE GLEN LAKEWOOD RANCH, FL 34202	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		100.
Class of Activity:		
Donee's Name:	JEWISH HOUSING COUNCIL	
Donee's Address:	1951 N. HONORE SARASOTA, FL 34235	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		1,000.
Class of Activity:		
Donee's Name:	JEWISH NAT'L FUND	
Donee's Address:	1951 N W 19TH ST. STE #A100 BOCA RATON, FL 33431	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		820.
Class of Activity:		
Donee's Name:	WOMEN'S RESOURCE CENTER	
Donee's Address:	340 S. TUTTLE AVE. SARASOTA, FL 34237	
Relationship of Donee:		
Organizational Status of Donee:		

Statement 3 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given: \$ 350.

Class of Activity:

Donee's Name:

Donee's Address:

JEWISH FAMILY SERVICE
3333 N. FRONT ST.
HARRISBURG, PA 17110

Relationship of Donee:

Organizational Status of Donee:

Amount Given: 300.

Class of Activity:

Donee's Name:

Donee's Address:

WBTT
P O BOX 1086
SARASOTA, FL 34230

Relationship of Donee:

Organizational Status of Donee:

Amount Given: 2,500.

Class of Activity:

Donee's Name:

Donee's Address:

FLORIDA STUDIO THEATER
1241 N. PALM AVE.
SARASOTA, FL 34236

Relationship of Donee:

Organizational Status of Donee:

Amount Given: 250.

Class of Activity:

Donee's Name:

Donee's Address:

SALAVTION ARMY
P O BOX 2792
SARASOTA, FL 34230

Relationship of Donee:

Organizational Status of Donee:

Amount Given: 500.

Class of Activity:

Donee's Name:

Donee's Address:

ORT AMERICA
75 MAIDEN LANE - 10TH FLOOR
NEW YORK, NY 10038

Relationship of Donee:

Organizational Status of Donee:

Amount Given: 100.

Class of Activity:

Donee's Name:

Donee's Address:

ISRAEL TENNIS CENTERS
3275 W. HILLSBORO AVE. STE 102
DEERFIELD BEACH, FL 33442

Relationship of Donee:

Organizational Status of Donee:

Amount Given: 2,500.

Class of Activity:

Donee's Name:

Donee's Address:

AMER. FRIENDS OF MAGEN DAVID A
2100 E. HALLANDALE BLVD. STE 205
HALLENDALE, FL 33009

Relationship of Donee:

Organizational Status of Donee:

Federal Statements
IRVING & MARILYN L. NAIDITCH FAMILY
FOUNDATION

Statement 3 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given:	\$ 1,000.
Class of Activity:	
Donee's Name:	SR. FRIENDSHIP CTRS
Donee's Address:	1888 BROTHER GREENEN WAY SARASOTA, F 34236
Relationship of Donee:	
Organizational Status of Donee:	
Amount Given:	100.
Class of Activity:	
Donee's Name:	JEWISH FED/SARASOTA-MANATEE
Donee's Address:	580 MCINTOSH RD. SARASOTA, FL 34232
Relationship of Donee:	
Organizational Status of Donee:	
Amount Given:	5,000.
Class of Activity:	
Donee's Name:	CTR. CATHOLIC/JEWISH STUDIES
Donee's Address:	P O BOX 6665 SAINT LEO, FL 33574
Relationship of Donee:	
Organizational Status of Donee:	
Amount Given:	500.
Class of Activity:	
Donee's Name:	SARASOTA OPERA ASSN.
Donee's Address:	61 N. PINEAPPLE SARASOTA, FL 34236
Relationship of Donee:	
Organizational Status of Donee:	
Amount Given:	750.
Class of Activity:	
Donee's Name:	CATHOLIC CHARITIES
Donee's Address:	5055 N. TAMiami TRAIL SARASOTA, FL 34234
Relationship of Donee:	
Organizational Status of Donee:	
Amount Given:	465.
Total \$ <u>43,425.</u>	

Statement 4
Form 990-PF, Part II, Line 6
Receivables Due from Officers, Directors, Trustees, and Key Employees

Other Receivables	Book Value	Fair Market Value
IRVING & MARILYN NAIDITCH	\$ 560.	\$ 0.
Total	\$ <u>560.</u>	\$ <u>0.</u>

Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
200 ABBOTT LABS	Cost	\$ 10,080.	\$ 13,100.
450 RPM INTERNATIONAL INC	Cost	7,920.	13,212.
250 VERIZON COMMUNICATIONS	Cost	7,478.	10,818.
290 AMEX SPDR ENERGY SELECT INDEX	Cost	14,930.	20,712.
565 VANGUARD TOTAL BOND MARKET FUND	Cost	46,820.	47,477.
300 VANGUARD INFO TECH INDEX	Cost	14,920.	20,733.
370 VANGUARD INTERMEDIATE TERM CORP BOND	Cost	29,978.	32,434.
500 VANGUARD EXTENDED MARKET ETF S&P	Cost	21,528.	30,250.
400 VANGUARD FUNDS INTL EQUITY INDEX	Cost	16,521.	18,300.
100 LOCKHEED MARTIN	Cost	8,020.	9,229.
200 AMEX SPDR ENERGY SELECT INDEX	Cost	14,654.	14,284.
300 VANGUARD INFO TECH INDEX	Cost	19,927.	20,733.
200 ISHARES US PFD STOCK INDEX FUND	Cost	6,634.	7,924.
400 POWERSHARES FUNDAM HIGH YIELD CORP	Cost	7,166.	7,700.
200 ISHARES US PFD STOCK INDEX FUND	Cost	7,086.	7,924.
400 POWERSHARES FUNDAM HIGH YIELD CORP	Cost	7,229.	7,700.
400 ISHARES US PFD STOCK INDEX FUND	Cost	14,264.	15,848.
400 POWERSHARES FUNDAM HIGH YIELD CORP	Cost	7,306.	7,700.
800 POWERSHARES FUNDHAM HIGH YIELD CORP	Cost	14,993.	15,401.
300 VANGUARD EXTENDE MARKET	Cost	17,477.	18,150.
500 VANGUARD HIGH DIVIDEND YIELD	Cost	24,224.	24,690.
360 SPDR HIGH YIELD	Cost	14,159.	14,656.
1,060 ADVENT CLAYMORE CV	Cost	16,607.	17,087.
425 SPDR BARCLAYS CAP CONV	Cost	16,571.	17,128.
100 TEMPLETON GLOBAL INCOME FD	Cost	18,780.	18,597.
160 SIHARES IBOXX HI YIELD CAP	Cost	14,469.	14,936.
335 POWERSHARES EMERGING MARKETS	Cost	9,453.	10,534.
1,450 ALPS ETF TR ALERIAN	Cost	23,383.	23,128.
52 SPDR GOLD TR GOLD SHS	Cost	8,159.	8,425.
200 ISHARES S&P SMALL CAP 600	Cost	15,020.	15,620.
500 AMEX SPDR CONSUMER STAPLES	Cost	17,889.	17,450.
300 ISHARES DJ US REAL ESTATE	Cost	18,747.	19,401.
Total		\$ 492,392.	\$ 541,281.

Statement 6
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
20 ALCOA INC SR UNSECURED	Cost	\$ 22,333.	\$ 21,651.
20 TEXTRON INC SR UNSECURED	Cost	23,585.	24,421.
20 ALLIED WORLD ASSURN CO	Cost	23,506.	23,630.
20 WILLIS NORTH AMERICAN INC SR UNSECURE	Cost	22,731.	22,770.
20 CNA FINANCIAL CORP	Cost	23,431.	24,063.
20 AXIX CAPITAL HOLDINGS	Cost	21,544.	21,449.
20 FIFTH THIRD BANCORP SUBORDINATED	Cost	22,150.	22,408.
20 XEROX CORP SR UNSECURED	Cost	22,727.	22,345.
20 COMPUTER SCIENCES CORP	Cost	22,907.	23,329.
20 HARTFORD FINANCIAL SERVICES	Cost	22,373.	23,293.
Total		\$ 227,287.	\$ 229,359.

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
<u>Other Securities</u>			
10,000 C.I.R. S.P.A. COMPAGNIE INDUSTRIA	Cost	\$ 25,594.	\$ 11,200.
	Total	<u>\$ 25,594.</u>	<u>\$ 11,200.</u>