Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 4/5/2012 **, and ending** 12/31/2012

Name of foundation: IRVING AND SULAMITH BLACKBERG CHARITABLE FOUNDATION

A Employer identification number: 45-5224111

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1501, NJ2-130-03-31 | Room/suite:

B Telephone number (see instructions): 609-274-6834

City or town, state, and ZIP code: PENNINGTON NJ 08534-1501

C If exemption application is pending, check here ▶ [X]

G Check all that apply: [X] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,096,972

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) ______ *(Part I, column (d) must be on cash basis.)*

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

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

	Line	Description	(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 (attach schedule)	2,020,464			
	2	Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	41,719	38,605		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	56,664			
	b	Gross sales price for all assets on line 6a 486,410				
	7	Capital gain net income (from Part IV, line 2)		56,664		
	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 or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	2,118,847	95,269	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	20,281	8,112		12,169
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	6,365	3,819		2,546
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,705	416		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	850			850
	24	**Total operating and administrative expenses.** Add lines 13 through 23	29,201	12,347	0	15,565
	25	Contributions, gifts, grants paid				
	26	**Total expenses and disbursements.** Add lines 24 and 25	29,201	12,347	0	15,565
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,089,646			
	b	**Net investment income** (if negative, enter -0-)		82,922		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		1,756	1,756
	2	Savings and temporary cash investments		213,187	213,187
	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 ▶			
	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)		1,646,549	1,882,029
	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)	0	1,861,492	2,096,972
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds		1,861,492	
	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)	0	1,861,492	
	31	**Total liabilities and net assets/fund balances** (see instructions)	0	1,861,492	

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	0
2	Enter amount from Part I, line 27a	2	2,089,646
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	1,428
4	Add lines 1, 2, and 3	4	2,091,074
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	229,582
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,861,492

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(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				0
b				0
c				0
d				0
e				0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				0
c				0
d				0
e				0

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	56,664
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	0

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			0.000000
2010			0.000000
2009			0.000000
2008			0 000000
2007			0 000000

2 **Total** of line 1, column (d)	2	0.000000
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	0.000000
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	0
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4	8	0

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 instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,658
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	1,658
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,658
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,289		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,289
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	369
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶		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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A Telephone no ▶ 609-274-6834
Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly)·

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

			Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No

If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____

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

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ 20_____ , 20_____ , 20_____ , 20_____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? **5b** 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)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
MERRILL LYNCH TRUST CO P.O. Box 1501, NJ2-130-03-31 Pennington, NJ	TRUSTEE .23	20,281		
JOAN WAXLER 10 COOLIDGE DRIVE SOUTHHAMPTON, MA	TRUSTEE .19	0		
STANLEY WAXLER 10 COOLIDGE DRIVE SOUTHHAMPTON, MA	TRUSTEE .19	0		

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 ▶		

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 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,880,177
b	Average of monthly cash balances	1b	176,864
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,057,041
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	
3	Subtract line 2 from line 1d	3	2,057,041
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	30,856
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,026,185
6	**Minimum investment return.** Enter 5% of line 5 MIR Prorated - Short Year	6	75,219

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	75,219
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,658		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,658
3	Distributable amount before adjustments Subtract line 2c from line 1			3	73,561
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	73,561
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	73,561

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	15,565
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	15,565
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	15,565

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				73,561
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____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 15,565				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				15,565
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
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				57,996
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* NONE				
Total . . . . ► 3a				0
b *Approved for future payment* NONE				
Total . . . . ► 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	41,719	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	56,664	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		98,383	0

13 Total. Add line 12, columns (b), (d), and (e) 13 98,383

(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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

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

Edward R. K. | 5/6/2013 | Trustee

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	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN		5/6/2013		P00364310
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219			Phone no 412-355-6000	

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
IRVING AND SULAMITH BLACKBERG CHARITABLE FOUNDATION	45-5224111

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
IRVING AND SULAMITH BLACKBERG CHARITABLE FOUNDATION	45-5224111

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	STANLEY AND JOAN WAXLER 10 COOLIDGE DRIVE SOUTHAMPTON MA 01073 Foreign State or Province: Foreign Country	$ 2,020,464	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country:	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province: Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
IRVING AND SULAMITH BLACKBERG CHARITABLE FOUNDATION	45-5224111

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SEE ATTACHED	$ 1,860,841	4/5/2012

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

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

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

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

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

Name of organization	Employer identification number
IRVING AND SULAMITH BLACKBERG CHARITABLE FOUNDATION	45-5224111

Part III ***Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry.
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions) ▶ $ 0
Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	9		Capital Gains/Losses	486,410	429,746	56,664
Short Term CG Distributions	0		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Adjustments	Net Gain or Loss
1	X	ISHARES BARCLYS 1-3 YEAR	464287457			8/23/2010		5/17/2012	3,296	3,289				0	7
2	X	ISHARES BARCLYS 1-3 YEAR	464287457			5/14/2009		5/17/2012	4,474	4,449				0	25
3	X	ISHARES BARCLYS 1-3 YEAR	464287457			3/22/2010		5/17/2012	6,162	6,085				0	77
4	X	ISHARES BARCLYS 1-3 YEAR	464287457			1/27/2010		5/17/2012	758	750				0	8
5	X	ISHARES BARCLYS 1-3 YEAR	464287457			9/9/2009		5/17/2012	12,746	12,657				0	89
6	X	ISHARES BARCLYS 1-3 YEAR	464287457			10/19/2010		8/10/2012	18,068	18,076				0	8
7	X	ISHARES BARCLYS 1-3 YEAR	464287457			10/19/2010		11/15/2012	1,520	1,520				0	0
8	X	ISHARES JP MORGAN EM BO	464288281			1/7/2011		8/10/2012	1,772	1,608				0	164
9	X	ISHARES JP MORGAN EM BO	464288281			1/7/2011		10/2/2012	121	107				0	14
10	X	ISHARES JP MORGAN EM BO	464288281			1/7/2011		11/15/2012	3,272	2,894				0	378
11	X	S&P US PFD STK INDEX FD	464288687			1/27/2010		5/17/2012	2,201	2,170				0	31
12	X	ALPS EQUAL SECTOR WEIGH	00162Q205			3/14/2011		5/17/2012	26,874	26,349				0	525
13	X	ALPS EQUAL SECTOR WEIGH	00162Q205			3/14/2011		8/10/2012	1,411	1,305				0	106
14	X	ALPS ALERIAN MLP ETF	00162Q866			1/7/2011		5/17/2012	17,871	17,662				0	209
15	X	ALPS ALERIAN MLP ETF	00162Q866			1/7/2011		10/2/2012	267	249				0	18
16	X	ALPS ALERIAN MLP ETF	00162Q866			11/15/2012		11/29/2012	1,581	1,513				0	68
17	X	ISHARES MSCI CDA INDX FD	464286509			5/25/2010		8/10/2012	704	643				0	61
18	X	ISHARES MSCI CDA INDX FD	464286509			5/25/2010		10/2/2012	1,377	1,188				0	189
19	X	ISHARES MSCI SINGAPORE	464286673			3/23/2012		8/10/2012	2,434	2,349				0	85
20	X	ISHARES MSCI SWITZERLANI	464286749			10/10/2011		10/2/2012	1,430	1,296				0	134
21	X	ISHARES MSCI SWITZERLANI	464286749			10/10/2011		11/15/2012	1,308	1,251				0	117
22	X	ISHARES BARCLAYS TIPS BO	464287176			2/3/2009		5/17/2012	38,993	30,646				0	8,347
23	X	ISHARES BARCLAYS TIPS BO	464287176			2/20/2009		5/17/2012	1,197	1,004				0	193
24	X	ISHARES BARCLAYS TIPS BO	464287176			2/20/2009		11/15/2012	5,888	4,820				0	1,068
25	X	ISHARES BARCLAYS TIPS BO	464287176			3/23/2009		11/15/2012	2,330	1,942				0	388
26	X	ISHARES IBOXX $	464287242			2/20/2009		5/17/2012	13,827	11,565				0	2,262
27	X	ISHARES IBOXX $	464287242			2/20/2009		11/15/2012	4,380	3,499				0	881
28	X	ISHARES S&P GLOBAL INFO	464287291			10/10/2011		8/10/2012	336	291				0	45
29	X	ISHARES S&P GLOBAL INFO	464287291			10/10/2011		10/2/2012	277	232				0	45
30	X	ISHARES BARCLAY 7 10 YR	464287440			3/22/2010		5/17/2012	6,215	5,249				0	966
31	X	ISHARES BARCLAY 7 10 YR	464287440			9/9/2009		5/17/2012	12,965	10,988				0	1,977
32	X	ISHARES BARCLAY 7-10 YR	464287440			11/11/2009		5/17/2012	6,001	5,117				0	884
33	X	ISHARES BARCLAY 7-10 YR	464287440			10/19/2010		5/17/2012	19,287	17,927				0	1,360
34	X	ISHARES BARCLAY 7-10 YR	464287440			10/19/2010		11/15/2012	2,504	2,291				0	213
35	X	ISHARES BARCLYS 1-3 YEAR	464287457			11/11/2009		5/17/2012	5,740	5,715				0	25
36	X	ISHARES BARCLYS 1 3 YEAR	464287457			7/7/2009		5/17/2012	1,266	1,257				0	9
37	X	ISHARES BARCLYS 1-3 YEAR	464287457			10/19/2010		5/17/2012	27,772	27,790				0	-18
38	X	S&P US PFD STK INDEX FD	464288687			11/11/2009		5/17/2012	36,547	33,606				0	2,941
39	X	S&P US PFD STK INDEX FD	464288687			1/27/2010		11/15/2012	2,629	2,507				0	122
40	X	ISHARES TR S&P GLOBAL	464288737			10/19/2010		5/17/2012	689	607				0	82
41	X	ISHARES TR S&P GLOBAL	464288737			10/19/2010		8/10/2012	582	486				0	96
42	X	POWERSHARES QQQ TR UNI	73935A104			3/23/2009		8/10/2012	1,867	846				0	1,021
43	X	POWERSHARES QQQ TR UNI	73935A104			3/23/2009		10/2/2012	411	181				0	230
44	X	POWERSHARES WATER	73935X575			8/10/2012		8/28/2012	2,228	2,238				0	-10
45	X	POWERSHARES WATER	73935X575			3/23/2012		8/28/2012	1,189	1,179				0	10
46	X	POWERSHARES WATER	73935X575			12/9/2011		8/28/2012	736	650				0	86
47	X	POWERSHARES WATER	73935X575			10/10/2011		8/28/2012	2,001	1,699				0	302
48	X	POWERSHARES WATER	73935X575			8/4/2011		8/28/2012	3,077	2,825				0	252
49	X	POWERSHARES WATER	73935X575			7/12/2011		8/28/2012	585	603				0	18
50	X	POWERSHARES WATER	73935X575			3/14/2011		8/28/2012	283	287				0	-4
51	X	POWERSHARES WATER	73935X575			10/19/2010		8/28/2012	8,080	7,291				0	789
52	X	POWERSHARES WATER	73935X575			8/23/2010		8/28/2012	4,172	3,330				0	842
53	X	POWERSHARES WATER	73935X575			5/25/2010		8/28/2012	2,152	1,769				0	383
54	X	POWERSHARES WATER	73935X575			1/27/2010		8/28/2012	113	98				0	15
55	X	POWERSHARES WATER	73935X575			11/11/2009		8/28/2012	944	825				0	119
56	X	POWERSHARES WATER	73935X575			7/7/2009		8/28/2012	17,539	12,902				0	4,637
57	X	POWERSHARES WATER	73935X575			10/2/2012		11/6/2012	45,475	44,226				0	1,249
58	X	POWERSHARES WATER	73935X575			11/15/2012		11/29/2012	45,440	42,501				0	2,939
59	X	SPDR S P BIOTECH	78464A870			1/27/2010		8/10/2012	941	606				0	335
60	X	SPDR S P BIOTECH	78464A870			1/27/2010		10/2/2012	8,318	4,851				0	3,467
61	X	SECTOR SPDR CONSMRS ST	81369Y308			10/6/2008		8/10/2012	142	108				0	34
62	X	SECTOR SPDR ENERGY	81369Y506			3/22/2010		8/10/2012	3,888	3,097				0	791
63	X	AMEX TECHNLGY SELCT SPD	81369Y803			5/14/2009		8/10/2012	2,132	1,201				0	931
64	X	AMEX TECHNLGY SELCT SPD	81369Y803			5/14/2009		10/2/2012	21,139	11,624				0	9,515
65	X	SECTOR SPDR UTILITIES	81369Y886			10/19/2010		8/10/2012	187	160				0	27
66	X	VANGUARD DIVIDEND	921908844			5/12/2011		8/10/2012	58	57				0	1
67	X	VANGUARD HEALTH CARE ET	92204A504			7/7/2009		5/17/2012	1,445	1,008				0	437
68	X	VANGUARD HEALTH CARE ET	92204A504			7/7/2009		8/10/2012	836	550				0	286

5/6/2013 3.56.44 PM - JSD - PGC - IRVING AND SULAMITH BLACKBERG CHARIT

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	9
Short Term CG Distributions	0

Totals	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	486,410	429,746	56,664
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	VANGUARD HEALTH CARE E	92204A504			7/7/2009		10/2/2012	2,387	1,466				0	901
70	X	VANGUARD INDEX FDS	922908538			10/6/2008		10/2/2012	339	202				0	137
71	X	VANGUARD SMALL CAP	922908595			11/7/2008		5/17/2012	7,443	4,001				0	3,442
72	X	VANGUARD SMALL CAP	922908595			10/6/2008		5/17/2012	2,001	1,294				0	707
73	X	VANGUARD SMALL CAP	922908595			11/7/2008		8/10/2012	337	172				0	165
74	X	VANGUARD SMALL CAP	922908595			11/7/2008		10/2/2012	795	387				0	408
75	X	WISDOM TREE INTL DIV EX	97717W786			12/17/2008		10/2/2012	568	525				0	43
76	X	WISDOM TREE INTL DIV EX	97717W786			11/7/2008		10/2/2012	41	38				0	3

Part I, Line 16c (990-PF) - Other Professional Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		6,365	3,819	0	2,546
	Description				
1	FOUNDATION ADVISORY SERVICE FEES	6,365	3,819		2,546

Part I, Line 18 (990-PF) - Taxes

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,705	416	0	0
	Description				
1	FOREIGN TAX WITHHELD	416	416		
2	ESTIMATED EXCISE PAYMENTS	1,289			

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		850	0	0	850
1	UNITED STATES TREASURY SEEGEL LIPSHUTZ	850	0		850

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	1,428
2	Total	2	1,428

Line 5 - Decreases not included in Part III, Line 2

1	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	1	224,711
2	CY LATE POSTING MUTUAL FUNDS	2	4,871
3	Total	3	229,582

5/6/2013 3.56 44 PM - JSD - PGC - IRVING AND SULAMITH BLACKBERG CHARIT

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	9
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						488,401	0	0	429 746	56 655	0	0	0	56 655
1	ISHARES BARCLYS 1 3 YEAR	464287457		8/23/2010	5/17/2012	3 296		0	3 239	7	0	0	0	7
2	ISHARES BARCLYS 1-3 YEAR	464287457		5/14/2009	5/17/2012	4 474		0	4 449	25	0	0	0	25
3	ISHARES BARCLYS 1 3 YEAR	464287457		3/22/2010	5/17/2012	6 162		0	6 085	77	0	0	0	77
4	ISHARES BARCLYS 1 3 YEAR	464287457		1/27/2010	5/17/2012	758		0	750	8	0	0	0	8
5	ISHARES BARCLYS 1 3 YEAR	464287457		9/9/2009	5/17/2012	12 746		0	12 657	89	0	0	0	89
6	ISHARES BARCLYS 1-3 YEAR	464287457		10/19/2010	8/10/2012	18 068		0	18 076	8	0	0	0	-8
7	ISHARES BARCLYS 1 3 YEAR	464287457		10/19/2010	11/15/2012	1 520		0	1,520	0	0	0	0	0
8	ISHARES JP MORGAN EM BON	464288281		1/7/2011	8/10/2012	1,772		0	1,608	164	0	0	0	164
9	ISHARES JP MORGAN EM BON	464288281		1/7/2011	10/2/2012	121		0	107	14	0	0	0	14
10	ISHARES JP MORGAN EM BON	464288281		1/7/2011	11/15/2012	3 272		0	2,894	378	0	0	0	378
11	S&P US PFD STK INDEX FD	464288687		1/27/2010	5/17/2012	2 201		0	2,170	31	0	0	0	31
12	ALPS EQUAL SECTOR WEIGHT	00162Q205		3/14/2011	5/17/2012	26,874		0	26 349	525	0	0	0	525
13	ALPS EQUAL SECTOR WEIGHT	00162Q205		3/14/2011	8/10/2012	1,411		0	1 305	106	0	0	0	106
14	ALPS ALERIAN MLP ETF	00162Q866		1/7/2011	5/17/2012	17 871		0	17 662	209	0	0	0	209
15	ALPS ALERIAN MLP ETF	00162Q866		1/7/2011	10/2/2012	267		0	249	18	0	0	0	18
16	ALPS ALERIAN MLP ETF	00162Q866		11/15/2012	11/29/2012	1,581		0	1,513	68	0	0	0	68
17	ISHARES MSCI CDA INDX FD	464286509		5/25/2010	8/10/2012	704		0	643	61	0	0	0	61
18	ISHARES MSCI CDA INDX FD	464286509		5/25/2010	10/2/2012	1 377		0	1 188	189	0	0	0	189
19	ISHARES MSCI SINGAPORE	464286673		3/23/2012	8/10/2012	2 434		0	2,349	85	0	0	0	85
20	ISHARES MSCI SWITZERLAND	464286749		10/10/2011	10/2/2012	1 430		0	1 296	134	0	0	0	134
21	ISHARES MSCI SWITZERLAND	464286749		10/10/2011	11/15/2012	1 368		0	1,251	117	0	0	0	117
22	ISHARES BARCLAYS TIPS BO	464287176		2/3/2009	5/17/2012	36 993		0	30 646	6 347	0	0	0	6 347
23	ISHARES BARCLAYS TIPS BO	464287176		2/20/2009	5/17/2012	1 197		0	1,004	193	0	0	0	193
24	ISHARES BARCLAYS TIPS BO	464287176		2/20/2009	11/15/2012	5 888		0	4 820	1,068	0	0	0	1 068
25	ISHARES BARCLAYS TIPS BO	464287176		3/23/2009	11/15/2012	2 330		0	1 942	388	0	0	0	388
26	ISHARES IBOXX $	464287242		2/20/2009	5/17/2012	13,827		0	11,565	2,262	0	0	0	2 262
27	ISHARES IBOXX $	464287242		2/20/2009	11/15/2012	4,380		0	3,499	881	0	0	0	881
28	ISHARES S&P GLOBAL INFO	464287291		10/10/2011	8/10/2012	336		0	291	45	0	0	0	45
29	ISHARES S&P GLOBAL INFO	464287291		10/10/2011	10/2/2012	277		0	232	45	0	0	0	45
30	ISHARES BARCLAY 7 10 YR	464287440		3/22/2010	5/17/2012	6 215		0	5 249	966	0	0	0	966
31	ISHARES BARCLAY 7 10 YR	464287440		9/9/2009	5/17/2012	12 965		0	10,988	1,977	0	0	0	1 977
32	ISHARES BARCLAY 7 10 YR	464287440		11/11/2009	5/17/2012	6 001		0	5 117	884	0	0	0	884
33	ISHARES BARCLAY 7 10 YR	464287440		10/19/2010	5/17/2012	19,287		0	17 927	1,360	0	0	0	1 360
34	ISHARES BARCLAY 7 10 YR	464287440		10/19/2010	11/15/2012	2 504		0	2,291	213	0	0	0	213
35	ISHARES BARCLYS 1 3 YEAR	464287457		11/11/2009	5/17/2012	5,740		0	5,715	25	0	0	0	25
36	ISHARES BARCLYS 1 3 YEAR	464287457		7/7/2009	5/17/2012	1 266		0	1 257	9	0	0	0	9
37	ISHARES BARCLYS 1 3 YEAR	464287457		10/19/2010	5/17/2012	27 772		0	27 790	18	0	0	0	-18
38	S&P US PFD STK INDEX FD	464288687		11/11/2009	5/17/2012	36,547		0	33,606	2,941	0	0	0	2 941
39	S&P US PFD STK INDEX FD	464288687		1/27/2010	11/15/2012	2 629		0	2,507	122	0	0	0	122
40	ISHARES TR S&P GLOBAL	464288737		10/19/2010	5/17/2012	689		0	607	82	0	0	0	82
41	ISHARES TR S&P GLOBAL	464288737		10/19/2010	8/10/2012	582		0	486	96	0	0	0	96
42	POWERSHARES QQQ TR UNITS	73935A104		3/23/2009	8/10/2012	1 867		0	846	1 021	0	0	0	1 021
43	POWERSHARES QQQ TR UNITS	73935A104		3/23/2009	10/2/2012	411		0	181	230	0	0	0	230
44	POWERSHARES WATER	73935X575		8/10/2012	8/28/2012	2 228		0	2 238	-10	0	0	0	10
45	POWERSHARES WATER	73935X575		3/23/2012	8/28/2012	1 189		0	1 179	10	0	0	0	10
46	POWERSHARES WATER	73935X575		12/9/2011	8/28/2012	736		0	650	86	0	0	0	86
47	POWERSHARES WATER	73935X575		10/10/2011	8/28/2012	2 001		0	1,699	302	0	0	0	302
48	POWERSHARES WATER	73935X575		8/4/2011	8/28/2012	3 077		0	2 825	252	0	0	0	252
49	POWERSHARES WATER	73935X575		7/12/2011	8/28/2012	585		0	603	-18	0	0	0	18
50	POWERSHARES WATER	73935X575		3/14/2011	8/28/2012	283		0	287	4	0	0	0	4
51	POWERSHARES WATER	73935X575		10/19/2010	8/28/2012	8 080		0	7,291	789	0	0	0	789
52	POWERSHARES WATER	73935X575		8/23/2010	8/28/2012	4,172		0	3 330	842	0	0	0	842
53	POWERSHARES WATER	73935X575		5/25/2010	8/28/2012	2 152		0	1 769	383	0	0	0	383
54	POWERSHARES WATER	73935X575		1/27/2010	8/28/2012	113		0	98	15	0	0	0	15
55	POWERSHARES WATER	73935X575		11/11/2009	8/28/2012	944		0	825	119	0	0	0	119
56	POWERSHARES WATER	73935X575		7/7/2009	8/28/2012	17,539		0	12 902	4,637	0	0	0	4 637
57	POWERSHARES WATER	73935X575		10/2/2012	11/6/2012	45 475		0	44,226	1 249	0	0	0	1,249
58	POWERSHARES WATER	73935X575		11/15/2012	11/29/2012	45 440		0	42 501	2 939	0	0	0	2 939
59	SPDR S P BIOTECH	78464A870		1/27/2010	8/10/2012	941		0	606	335	0	0	0	335
60	SPDR S P BIOTECH	78464A870		1/27/2010	10/2/2012	8,318		0	4 851	3 467	0	0	0	3 467
61	SECTOR SPDR CONSMRS STPL	81369Y308		10/6/2008	8/10/2012	142		0	108	34	0	0	0	34
62	SECTOR SPDR ENERGY	81369Y506		3/22/2010	8/10/2012	3,888		0	3,097	791	0	0	0	791
63	AMEX TECHNLGY SELCT SPDR	81369Y803		5/14/2009	8/10/2012	2,132		0	1,201	931	0	0	0	931
64	AMEX TECHNLGY SELCT SPDR	81369Y803		5/14 2009	10/2/2012	21,139		0	11 624	9 515	0	0	0	9 515
65	SECTOR SPDR UTILITIES	81369Y886		10/19/2010	8/10/2012	187		0	160	27	0	0	0	27
66	VANGUARD DIVIDEND	921908844		5/12/2011	8/10/2012	58		0	57	1	0	0	0	1
67	VANGUARD HEALTH CARE ETF	92204A504		7/7/2009	5/17/2012	1,445		0	1,008	437	0	0	0	437
68	VANGUARD HEALTH CARE ETF	92204A504		7/7/2009	8/10/2012	836		0	550	286	0	0	0	286
69	VANGUARD HEALTH CARE ETF	92204A504		7/7/2009	10/2/2012	2 367		0	1 466	901	0	0	0	901
70	VANGUARD INDEX FDS	922908538		10/6/2008	10/2/2012	339		0	202	137	0	0	0	137
71	VANGUARD SMALL CAP	922908595		11/7/2008	5/17/2012	7,443		0	4 001	3,442	0	0	0	3 442
72	VANGUARD SMALL CAP	922908595		10/6/2008	5/17/2012	2 001		0	1 294	707	0	0	0	707
73	VANGUARD SMALL CAP	922908595		11/7/2008	8/10/2012	337		0	172	165	0	0	0	165
74	VANGUARD SMALL CAP	922908595		11/7/2009	10/2/2012	795		0	387	408	0	0	0	408
75	WISDOM TREE INTL DIV EX	97717W786		12/17/2008	10/2/2012	568		0	525	43	0	0	0	43
76	WISDOM TREE INTL DIV EX	97717W786		11/7/2008	10/2/2012	41		0	38	3	0	0	0	3

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

										20 281	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1												
2	MERRILL LYNCH TRUST CO		P O Box 1501 NJ2-130-03-31	Pennington	NJ	08534-1501		TRUSTEE	0 23	20 281		
3	JOAN WAXLER		10 COOLIDGE DRIVE	SOUTHHAMPTON	MA	01073-9575		TRUSTEE	0 19	0		
4	STANLEY WAXLER		10 COOLIDGE DRIVE	SOUTHHAMPTON	MA	01073-9575		TRUSTEE	0 19	0		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	1,289
7	Total		7	1,289

Estate Valuation

As-of Date. 04/05 2012
Valuation Date 04/05/2012
Processing Date 04/11/2012

Estate of Blackberg Charitable Foundation
Account. 860-10418
Report Type Distribution Date
Number of Securities. 28
File ID 860-10418 Irving & Sulamith Blackberg Charitable Fdr 04-05-2012

	Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value
1)	[illegible]	ISHARES INC (464286749) MSCI SWITZERLD NYSE Arca Equities Exchange 04/05/2012	24 45000	24 25200 H/L	24 351000	19,821 71
2)	2772	ISHARES INC (464286673) MSCI SINGAPORE NYSE Arca Equities Exchange 04/05/2012	12 72000	12 63000 H/L	12.675000	35,135 10
3)	550	ISHARES TR (464287291) S&P GBL INF NYSE Arca Equities Exchange 04/05/2012	70 62000	70 03000 H/L	70 325000	38,678 75
4)	785	ISHARES TR (464287440) BARCLYS 7-10 YR NYSE Arca Equities Exchange 04/05/2012	103 60000	103 29010 H/L	103 445050	81,204 36
5)	1056	ISHARES TR (464287242) IBOXX INV CPBD NYSE Arca Equities Exchange 04/05/2012	115 13000	114 60000 H/L	114 865000	121,297 44
6)	1440	ISHARES TR (464287457) BARCLYS 1-3 YR NYSE Arca Equities Exchange 04/05/2012	84 30000	84 28000 H/L	84 290000	121,377 60
7)	188[illegible]	ISHARES TR (464287176) [illegible] TIPS BD NYSE Arca Equities Exchange [illegible]/05/2012	117 54000	117 25000 H/L	117 395000	221,641 76
8)	611	VANGUARD INDEX FDS (922908595) SML CP GRW ETF NYSE Arca Equities Exchange 04/05/2012	86 21720	85.60000 H/L	85 908600	52,490.15
9)	923	VANGUARD WORLD FDS (92204A504) HEALTH CAR ETF NYSE Arca Equities Exchange 04/05/2012	67 46000	66 92000 H/L	67 190000	62,016 37
10)	2165	POWERSHARES ETF TRUST (73935X575) WATER RESOURCE NYSE Arca Equities Exchange 04/05/2012	18 99000	18 84000 H/L	18 915000	40,950.98
11)	[illegible]	VANGUARD SPECIALIZED PORTFOLIO (921908844) DIV APP ETF NYSE Arca Equities Exchange 04/05/2012	58 37000	58 02010 H/L	58 195050	70,939 77
12)	1083	WISDOMTREE TRUST (97717W786) INTL DIV EX FINL NYSE Arca Equities Exchange 04/05/2012	40 47000	40 16000 H/L	40 315000	43,661 15

As-of Date 04/05/2012
Valuation Date 04/05/2012
Processing Date 04/11/2012

Estate of Blackberg Charitable Foundation
Account 860-10418
Report Type. Distribution Date
Number of Securities. 28
File ID 860-10418 Irving & Sulamith Blackberg Charitable Fdn 04-05-2012

	Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value
13)	769	VANGUARD INDEX FDS (922908538) MCAP GR IDXVIP NYSE Arca Equities Exchange 04/05/2012	68 83900	68 28000 H/L	68 559500	52,722 26
14)	8[illegible]	ISHARES TR (464288737) S&P GL C STAPL NYSE Arca Equities Exchange 04/05/2012	70 38000	70 03000 H/L	70 205000	61,008 15
15)	3626	ISHARES TR (464288687) US PFD STK IDX NYSE Arca Equities Exchange 04/05/2012	38 82000	38 72000 H/L	38 770000	140,580 02
16)	1210	POWERSHARES QQQ TRUST (73935A104) UNIT SER 1 The NASDAQ Stock Market LLC 04/05/2012	67 78000	67 13000 H/L	67.455000	81,620 55
17)	868	SPDR SERIES TRUST (78464A870) S&P BIOTECH NYSE Arca Equities Exchange 04/05/2012	80 97000	79 55000 H/L	80 260000	69,665 68
18)	539	ISHARES TR (464288281) JPMORGAN USD NYSE Arca Equities Exchange 04/05/2012	112 32000	112 10000 H/L	112 210000	60,481 19
19)	3281	ALPS ETF TR (00162Q205) EQUAL SEC ETF NYSE Arca Equities Exchange 04/05/2012	39 01000	38 78000 H/L	38 895000	127,614 50
20)	776	SPDR DOW JONES INDL AVRG ETF (78467X109) UT SER 1 NYSE Arca Equities Exchange 04/05/2012	130 71000	129 93000 H/L	130 320000	101,128 32
21)	4818	ALPS ETF TR (00162Q866) ALERIAN MLP NYSE Arca Equities Exchange 04/05/2012	16 61000	16 53000 H/L	16 570000	79,834 26
22)	1500	SELECT SECTOR SPDR TR (81369Y308) SBI CONS STPLS NYSE Arca Equities Exchange 04/05/2012	34 07000	33 88000 H/L	33 975000	50,962 50
23)	349	SELECT SECTOR SPDR TR (81369Y506) SBI INT-ENERGY NYSE Arca Equities Exchange 04/05/2012	71 49000	70 41000 H/L	70 950000	24,761 55
24)	2195	SELECT SECTOR SPDR TR (81369Y803) TECHNOLOGY NYSE Arca Equities Exchange 04/05/2012	30 20000	29 97000 H/L	30 085000	66,036 58

As-of Date 04/05/2012
Valuation Date 04/05/2012
Processing Date 04/11/2012

Estate of Blackberg Charitable Foundation
Account 860-10418
Report Type Distribution Date
Number of Securities: 28
File ID 860-10418 Irving & Sulamith Blackberg Charitable Fdn 04-05-2012

	Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value
25)	583	SELECT SECTOR SPDR TR (81369Y886) SBI INT-UTILS NYSE Arca Equities Exchange 04/05/2012	35.06000	34 77500 H/L	34 917500	20,356 90
26)	535	ISHARES INC (464286509) MSCI CDA INDEX NYSE Arca Equities Exchange 04/05/2012	27 93850	27 59000 H/L	27.764250	14,853 87
27)	146899 89	Cash (CASH)				146,899 89
28)	12722 53	Cash (CASH)				12,722 53
Total Value						$2,020,463 89

BLACKBERG CHARITABLE FDN

ACCOUNT INVESTMENT OBJECTIVE

December 01, 2012 - December 31, 2012

TOTAL RETURN: Objective is to strike a balance between fixed-income instruments for current income and equities for growth. Despite the relatively balanced nature of the portfolio, the investor should be willing to assume the risk of price volatility and principal loss

If you have changes to your investment objective, please contact your Financial Advisor(s).

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0 20	0 20		.20		
BIF MONEY FUND	57,832 00	57,832 00	1.0000	57,832 00	23	.04
TOTAL		57,832 20		57,832.20	23	.04

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
ALPS ALERIAN MLP ETF SYMBOL. AMLP Initial Purchase 01/07/11 Equity 100%	3,800	61,074 40	15.9500	60,610.00	(464 40)	61,074	(464)	3,781	6.23
ALPS EQUAL SECTOR WEIGHT ETF SYMBOL. EQL Initial Purchase: 03/14/11 Equity 100%	3,091	114,052.05✦	39 8920	123,306.18	9,254 13	114,052	9,254	2,572	2.08
AMEX TECHNLGY SELCT SPDR SYMBOL XLK Initial Purchase. 05/14/09 Equity 100%	2,195	52,699 46	28.8500	63,325.75	10,626.29	52,699	10,626	1,102	1.74
ISHARES MSCI CDA INDX FD SYMBOL: EWC Initial Purchase 05/25/10	1,502	38,957.89	28 4000	42,656.80	3,698.91	38,957	3,698	890	2.08

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Merrill Lynch
Wealth Management
Bank of America Corporation

BLACKBERG CHARITABLE FDN

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
Equity 100%									
ISHARES MSCI SWITZERLAND *INDEX FUND* *SYMBOL: EWL* *Initial Purchase 10/10/11* *Equity 100%*	1,633	37,169.52◆	26 8000	43,764.40	6,594.88	37,169	6,594	1,034	2 36
ISHARES MSCI SINGAPORE *INDEX FUND* *SYMBOL: EWS* *Initial Purchase: 03/23/12* *Equity 100%*	3,183	40,209.72	13 6900	43,575.27	3,365 55	40,209	3,365	1,726	3.95
ISHARES S&P GLOBAL INFO *TECHNOLOGY SECTOR INDEX* *SYMBOL IXN* *Initial Purchase 10/10/11* *Equity 100%*	800	47,965 60	67 3100	53,848.00	5,882 40	47,965	5,882	580	1 07
ISHARES BARCLAY 7-10 YR *TREAS INDEX FUND* *SYMBOL IEF* *Initial Purchase 10/19/10* *Fixed Income 100%*	561	58,005 89	107.4900	60,301.89	2,296.00	58,005	2,296	1,079	1 78
ISHARES IBOXX $ *INVT GRADE CORP BD FUND* *SYMBOL. LQD* *Initial Purchase: 02/20/09* *Fixed Income 100%*	919	100,053 42	120.9900	111,189.81	11,136 39	100,053	11,136	4,254	3.82
ISHARES BARCLYS 1-3 YEAR *TREAS INDEX FUND*	482	40,642.30	84.4200	40,690.44	48.14	40,642	48	151	.36

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BLACKBERG CHARITABLE FDN

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
SYMBOL: SHY Initial Purchase: 10/19/10 Fixed Income 100%									
ISHARES BARCLAYS TIPS BO PROTECTED SECS FD SYMBOL: TIP Initial Purchase 03/23/09 Fixed Income 100%	1,574	170,744.68	121.4100	**191,099.34**	20,354 66	170,744	**20,354**	**4,239**	2 21
ISHARES TR S&P GLOBAL CONSUMER STAPLES SYMBOL. KXI Initial Purchase 10/19/10 Equity 100%	853	54,065.54	73 6300	**62,806.39**	8,740.85	54,065	**8,740**	**1,716**	2 73
ISHARES JP MORGAN EM BON SYMBOL EMB Initial Purchase 01/07/11 Fixed Income 100%	671	74,534 33✦	122 7900	**82,392.09**	7,857.76	74,534	**7,857**	**3,438**	4.17
POWERSHARES QQQ TR UNITS SER 1 SYMBOL. QQQ Initial Purchase 03/23/09 Equity 100%	1,304	54,902.14	65 1301	**84,929.64**	30,027.50	54,902	**30,027**	**1,072**	1 26
S&P US PFD STK INDEX FD ISHARES SYMBOL PFF Initial Purchase 01/27/10 Fixed Income 100%	2,591	98,881.67	39.6200	**102,655.42**	3,773.75	98,881	**3,773**	**6,172**	6.01
SECTOR SPDR CONSMRS STPL SYMBOL. XLP Initial Purchase: 10/06/08	1,788	52,067 81	34.9000	**62,401.20**	10,333 39	52,067	**10,333**	**1,906**	3.05

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
Equity 100%									
SECTOR SPDR ENERGY SYMBOL. XLE Initial Purchase: 03/22/10 Equity 100%	880	55,568 54	71.4200	**62,849.60**	7,281 06	55,568	**7,281**	**1,144**	1.82
SECTOR SPDR UTILITIES SYMBOL. XLU Initial Purchase 10/19/10 Equity 100%	1,184	40,799 69◆	34 9205	**41,345.86**	546 17	40,799	**546**	**1,711**	4.13
SPDR DOW JONES INDUST AV ETF TRUST SYMBOL. DIA Initial Purchase 02/03/09 Equity 100%	969	112,146.47	130 5800	**126,532.02**	14,385 55	112,146	**14,385**	**3,208**	2.53
SPDR S P BIOTECH SYMBOL. XBI Initial Purchase 01/27/10 Equity 100%	1,233	85,632 76	87.9100	**108,393.03**	22,760 27	85,632	**22,760**	**242**	.22
VANGUARD SMALL CAP GROWTH ETF SYMBOL VBK Initial Purchase: 11/07/08 Equity 100%	492	28,276 61	89 0300	**43,802.76**	15,526.15	28,276	**15,526**	**452**	1 03
VANGUARD HEALTH CARE ETF SYMBOL. VHT Initial Purchase 07/07/09 Equity 100%	873	48,515 45	71.6700	**62,567.91**	14,052.46	48,515	**14,052**	**1,046**	1.67
VANGUARD DIVIDEND	1,420	79,866.38◆	59.5700	**84,589.40**	4,723.02	79,866	**4,723**	**2,003**	2.36

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
APPRECIATION ETF *SYMBOL: VIG* *Initial Purchase: 05/12/11* *Equity 100%*									
VANGUARD INDEX FDS *MID-CAP GROWTH INDEX* *SYMBOL: VOT* *Initial Purchase: 10/06/08* *Equity 100%*	820	37,404.22	68.5800	**56,235.60**	18,831.38	37,404	**18,831**	**382**	67
WISDOM TREE INTL DIV EX *FINANCIALS FUND* *SYMBOL DOO* *Initial Purchase 12/17/08* *Equity 100%*	1,579	62,312 46	41 9000	**66,160.10**	3,847.64	62,312	**3,847**	**3,013**	4 55
Subtotal (Fixed Income)				*588,328.99*					
Subtotal (Equities)				*1,293,699.91*					
TOTAL		1,646,549 00		**1,882,028.90**	235,479.90		**235,470**	**48,913**	2 60
TOTAL PRINCIPAL INVESTMENTS		1,704,381.20		**1,939,861.10**	235,479.90			**48,936**	2.52

Total Client Investment: Cost of shares directly purchased and still held Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment) Provided for Tax Planning purposes only and is not applicable to retirement accounts
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

♦Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to include the holding period of the lot closed by that previous "Wash Sale".

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	1,755.71	1,755 71		1,755.71		
BIF MONEY FUND	155,355 00	155,355.00	1.0000	155,355.00	62	.04
TOTAL		157,110 71		157,110.71	62	04
TOTAL INCOME INVESTMENTS		157,110 71		157,110.71	62	04

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	1,861,491 91	2,096,971.81	235,479 90		48,998	2.34

YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS

Date	Transaction Type	Quantity	Description	Income Cash	Principal Cash	Income Year To Date
12/07	Dividend		ISHARES BARCLAY 7-10 YR TREAS INDEX FUND DIVIDEND HOLDING 561 0000 PAY DATE 12/07/2012	76 74		
12/07	Dividend		ISHARES IBOXX $ INVT GRADE CORP BD FUND DIVIDEND HOLDING 919.0000	336.44		

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