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

2012Department 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

The Jacob and Hilda Blaustein
Foundation, Inc
10 E Baltimore St #1101
Baltimore, MD 21202-1620

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **\$ 113,603,431.**
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number
52-6038382
B Telephone number (see the instructions)
410-347-7201
C If exemption application is pending, check here ☐
D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (att sch)	1,595,466.		
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B			
3 Interest on savings and temporary cash investments		N/A	
4 Dividends and interest from securities	2,044,857.	2,044,857.	
5a Gross rents			
b Net rental income or (loss)			
6a Net gain/(loss) from sale of assets not on line 10	2,824,174.		
b Gross sales price for all assets on line 6a	15,114,835.		
7 Capital gain net income (from Part IV, line 2)	2,914,574.		
8 Net short-term capital gain			
9 Income modifications			
10a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit/(loss) (att sch)			
11 Other income (attach schedule)			
See Statement 1	1,280,500.	-509,750.	
12 Total. Add lines 1 through 11	7,744,997.	4,449,681.	
13 Compensation of officers, directors, trustees, etc	89,308.		89,308.
14 Other employee salaries and wages	251,650.		251,650.
15 Pension plans, employee benefits	95,859.		95,859.
16a Legal fees (attach schedule)			
b Accounting fees (attach sch)	See St. 2	138,400.	69,200.
c Other prof. fees (attach sch)	See St. 3	155,420.	155,420.
17 Interest	-2,399.	-2,399.	
18 Taxes (attach schedule) (see instrs)	See Stm 4	77,446.	51,079.
19 Depreciation (attach sch) and depletion			
20 Occupancy	66,006.		66,006.
21 Travel, conferences, and meetings	30,605.		30,605.
22 Printing and publications			
23 Other expenses (attach schedule)			
See Statement 5	20,920.	874.	20,046.
24 Total operating and administrative expenses. Add lines 13 through 23	923,215.	274,174.	622,674.
25 Contributions, gifts, grants paid Part XV	7,200,085.		7,200,085.
26 Total expenses and disbursements. Add lines 24 and 25	8,123,300.	274,174.	7,822,759.
27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements	-378,303.		
b Net investment income (if negative, enter -0-)		4,175,507.	
c Adjusted net income (if negative, enter -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		47,135.	47,135.	47,135.
	2	Savings and temporary cash investments		3,367,895.	2,032,498.	2,032,498.
	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 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)	2,837.	2,837.	149.	
	c	Investments — corporate bonds (attach schedule)				
	LIABILITIES	11	Investments — land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments — mortgage loans				
13		Investments — other (attach schedule) Statement 6	101,418,231.	102,614,465.	110,797,280.	
14		Land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule)				
15		Other assets (describe See Statement 7)	965,867.	726,727.	726,369.	
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I.)	105,801,965.	105,423,662.	113,603,431.	
17		Accounts payable and accrued expenses				
18		Grants payable				
FUND ASSETS	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.		
	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	25	Unrestricted				
	26	Temporarily restricted				
	27	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X				
	28	Capital stock, trust principal, or current funds	105,801,965.	105,423,662.		
29	Paid-in or capital surplus, or land, building, and equipment fund					
30	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	105,801,965.	105,423,662.			
31	Total liabilities and net assets/fund balances (see instructions)	105,801,965.	105,423,662.			

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	105,801,965.
2	Enter amount from Part I, line 27a	2	-378,303.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	105,423,662.
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	105,423,662.

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 See Statement 8

b

c

d

e

(e) Gross sales price

(f) Depreciation allowed
(or allowable)(g) Cost or other basis
plus expense of sale(h) Gain or (loss)
(e) plus (f) minus (g)

a

b

c

d

e

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

(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(l) Gains (Column (h)
gain minus column (k), but not less
than -0-) or Losses (from column (h))

a

b

c

d

e

2 Capital gain net income or (net capital loss).

If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7

2

2,914,574.

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

-569,868.

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 (column (b) divided by column (c))
2011	7,839,906.	112,066,016.	0.069958
2010	7,702,101.	106,090,070.	0.072600
2009	6,801,630.	93,545,009.	0.072710
2008	8,306,831.	120,829,192.	0.068749
2007	8,883,532.	135,993,087.	0.065323

2 Total of line 1, column (d)

2

0.349340

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

0.069868

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4

110,527,535.

5 Multiply line 4 by line 3

5

7,722,338.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

41,755.

7 Add lines 5 and 6

7

7,764,093.

8 Enter qualifying distributions from Part XII, line 4

8

7,822,759.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	41,755.
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	41,755.
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	41,755.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	37,437.	
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	40,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	77,437.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	35,682.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 35,682. 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)? 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		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? If 'Yes,' attach a detailed description of the activities		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		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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		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? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) MD		
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	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		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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>www.blaufund.org</u>	13	X	
14	The books are in care of <u>Sandra L Glock, CPA</u> Telephone no <u>410-347-7114</u> Located at <u>10 E. Baltimore St., Ste 1101 Baltimore MD</u> ZIP + 4 <u>21202-1620</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>Cayman Islands</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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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?	1 c	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? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	2 b	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. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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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
Michael J. Hirschhorn c/o AFS, 10 E. Baltimore St. Baltimore, MD 21202-1620	President 30.00	58,000.	31,308.	0.
See schedule attached c/o AFS, 10 E. Baltimore St. Baltimore, MD 21202-1620	Director 0	0.	0.	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
Betsy Ringel 10 E. Baltimore Str, #1111 Baltimore, MD 21202-1620	Exec. Director 15	75,749.	21,519.	0.
Brenda Zlatin 10 E. Baltimore Str, #1111 Baltimore, MD 21202-1620	Program Offic 30	87,943.	37,997.	0.

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
Atapco Financial Services, Inc. 10 E. Baltimore St., #1101 Baltimore, MD 21202-1620	Accounting and Tax	138,400.
Rockefeller & Company (via K-1) 30 Rockefeller Plaza, Suite 5425 New York, NY 10112	Investment Managemt	118,102.
Pavilion Advisory Group f/k/a Stratford Adv 500 West Madison St., #2740 Chicago, IL 60661	Inv Counsel/Mgmt Fee	72,453.
Oaktree Real Estate Opp Fund (via K-1) 333 South Grand Avenue, 28th Floor Los Angeles, CA 90071	Investment Managemt	34,781.
Times Square Managment Four Times Square, 25th Floor New York, NY 10036-9998	Investment Managemt	22,861.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (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.

BAA

Form 990-PF (2012)

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	1 a	108,703,460.
b Average of monthly cash balances	1 b	3,507,235.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	112,210,695.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	112,210,695.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,683,160.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	110,527,535.
6 Minimum investment return. Enter 5% of line 5	6	5,526,377.

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	5,526,377.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	41,755.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b		2 c	41,755.
3 Distributable amount before adjustments. Subtract line 2c from line 1.		3	5,484,622.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	5,484,622.
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	5,484,622.

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	1 a	7,822,759.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	7,822,759.
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	41,755.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,781,004.

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				5,484,622.
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	2,405,128.			
b From 2008	2,302,929.			
c From 2009	2,152,602.			
d From 2010	2,478,837.			
e From 2011	2,334,043.			
f Total of lines 3a through e	11,673,539.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 7,822,759.				
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				5,484,622.
e Remaining amount distributed out of corpus	2,338,137.			
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	14,011,676.			
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)	2,405,128.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	11,606,548.			
10 Analysis of line 9.				
a Excess from 2008	2,302,929.			
b Excess from 2009	2,152,602.			
c Excess from 2010	2,478,837.			
d Excess from 2011	2,334,043.			
e Excess from 2012	2,338,137.			

N/A

- (4) Gross investment income.**

[illegible]

See Statement for Line 2a

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 See Schedule Attached See Schedule Attached See Attached, MD 21202	N/A	501c3	Based on grantees needs	7,200,085.
Total			3a	7,200,085.
b Approved for future payment See Schedule Attached See Schedule Attached See Attached, MD 21202	N/A	501c3	Based on grantees needs	4,615,000.
Total			3b	4,615,000.

(e)
Related or exempt
function income
(See instructions)

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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 **The Jacob and Hilda Blaustein
Foundation, Inc**

Employer identification number
52-6038382

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

The Jacob and Hilda Blaustein

52-6038382

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	American Trading & Production 10 E. Baltimore St., #1600 Baltimore, MD 21202-1620	\$ 1,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	Elizabeth B. Roswell c/o AFS, 10 E. Baltimore St. Baltimore, MD 21202-1620	\$ 70,466.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	David and Barbara Hirschhorn Fdn c/o AFS, 10 E. Baltimore St. Baltimore, MD 21202-1620	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

The Jacob and Hilda Blaustein

52-6038382

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
2	920 Shrs Procter & Gamble value \$63,922	\$ 70,466.	12/15/12
	387 Shrs Morgan Stanley value \$6,544		
(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

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
BancBoston PEP III	\$ -40,903.	\$ -5,560.	
Boulder Ventures IV	-535.	-6,356.	
CommonFund Intl VI	-39,278.	-12,580.	
CommonFund PE V	-167,926.	-37,478.	
CommonFund PE VII	14,278.	-16,387.	
CommonFund Venture VI	-39,273.	-20,216.	
CS Strategic IV	17,614.	-19,041.	
CSFB II	-29,245.	-1,706.	
CSFB III	-52,598.	-26,818.	
Discovery Equity Partners	-112,106.	-21,746.	
FLAG Intl	11,306.	-18,259.	
FLAG Intl II	35,559.	-29,853.	
FLAG PE III	-18,462.	-16,530.	
FLAG PE IV	-42,606.	-56,608.	
FLAG Venture VI	3,834.	-23,257.	
Lipper Convertibles	-839.	-920.	
Neuberger Berman Inc Fd	476,692.	41,498.	
Oaktree RE Ops Fd V	139,100.	-76,955.	
Oaktree Senior Loan	35,587.	-9,891.	
OCM European II	12,764.	-14,266.	
OCM Mezzanine II	7,577.	-5,665.	
RCP Diversified Private	-134,693.	-9,280.	
Rockefeller Global Equity	1,007,021.	-154,577.	
Russell 1000 Growth	-937.	-937.	
Russell 1000 Value	-715.	-715.	
Siguler Guff Distrd Fd IV	55,502.	3,684.	
Siguler Guff Distrd III	174,546.	69,843.	
SPUR Ventures III	-10,282.	-27,513.	
The Baltimore Fund	16,558.	-2,963.	
The Boston Co (TBCAM)	-37,040.	-8,698.	
Total	\$ 1,280,500.	\$ -509,750.	0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Atapco Financial Services	\$ 138,400.	\$ 69,200.		\$ 69,200.
Total	\$ 138,400.	\$ 69,200.		\$ 69,200.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CSB Partners Fund IV	\$ 13,963.	\$ 13,963.		
CSFB Strategic Partners	7,696.	7,696.		
Others	12,610.	12,610.		
Pavilion Advisory Group	17,907.	17,907.		
Russell Funds	3,030.	3,030.		
Stratford Advisory Group	54,546.	54,546.		
The Boston Co. Emerging Market	22,807.	22,807.		
Time Square Management	22,861.	22,861.		
Total	<u>\$ 155,420.</u>	<u>\$ 155,420.</u>		<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal/MD Prior Year	\$ 25,000.			
Federal/State Taxes Withheld.	1,367.			
Foreign Tax	51,079.	\$ 51,079.		
Total	<u>\$ 77,446.</u>	<u>\$ 51,079.</u>		<u>\$ 0.</u>

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank charges	\$ 170.			\$ 170.
Dues & subscriptions	115.			115.
Equipment Expense	3,076.			3,076.
Equipment Maintenance	12,007.			12,007.
Meeting Expenses	3,167.	\$ 874.		2,293.
Miscellaneous	130.			130.
Reimbursement Expense	-1,650.			-1,650.
Repairs	622.			622.
Supplies	1,302.			1,302.
Telephone	1,747.			1,747.
Web Site Support	234.			234.
Total	<u>\$ 20,920.</u>	<u>\$ 874.</u>		<u>\$ 20,046.</u>

Statement 6
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
Investments	Cost	\$ 102614465.	\$ 110,797,280.
	Total	<u>\$ 102614465.</u>	<u>\$ 110,797,280.</u>

Statement 7
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Koret Israel Eco Dev-Program-Related	\$ 250,000.	\$ 250,000.
The Baltimore Fd-Program Related Invest..	26,727.	26,369.
The Shefa Fd-Program-Related Investment	450,000.	450,000.
Total	<u>\$ 726,727.</u>	<u>\$ 726,369.</u>

Statement 8
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	see schedule attached	Purchased	Various	Various
2	Boulder Ventures STCL	Purchased	Various	Various
3	Boulder Ventures LTCG	Purchased	Various	Various
4	Commonfund International Prtners VI STCL	Purchased	Various	Various
5	Commonfund International Prtners VI LTCG	Purchased	Various	Various
6	Commonfund PE Partners V STCG	Purchased	Various	Various
7	Commonfund PE Partners V LTCG	Purchased	Various	Various
8	Commonfund PE Partners VII STCG	Purchased	Various	Various
9	Commonfund PE Partners VII LTCG	Purchased	Various	Various
10	Commonfund Venture Partners VI STCG	Purchased	Various	Various
11	Commonfund Venture Partners VI LTCG	Purchased	Various	Various
12	CSFB Strategic Partners II STCL	Purchased	Various	Various
13	CSFB Strategic Partners II LTCG	Purchased	Various	Various
14	CSFB Strategic Partners III STCG	Purchased	Various	Various
15	CSFB Strategic Partners III LTCG	Purchased	Various	Various
16	CS Strategic Prtns PB Feeder Fd IV STCG	Purchased	Various	Various
17	CS Strategic Prtns PB Feeder Fd IV LTCG	Purchased	Various	Various
18	Discovery Equity Partners STCL	Purchased	Various	Various
19	Discovery Equity Partners LTCG	Purchased	Various	Various
20	Flag International Partners STCL	Purchased	Various	Various
21	Flag International Partners LTCG	Purchased	Various	Various
22	Flag International Partners II STCG	Purchased	Various	Various
23	Flag International Partners II LTCG	Purchased	Various	Various
24	Flag Private Equity III STCL	Purchased	Various	Various
25	Flag Private Equity III LTCG	Purchased	Various	Various
26	Flag Private Equity IV STCL	Purchased	Various	Various
27	Flag Private Equity IV LTCG	Purchased	Various	Various

The Jacob and Hilda Blaustein
Foundation, Inc

52-6038382

Statement 8 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
28	Flag Venture Partners VI STCG	Purchased	Various	Various
29	Flag Venture Partners VI LTCG	Purchased	Various	Various
30	Neuberger Berman Income Plus Fd STCG	Purchased	Various	Various
31	Neuberger Berman Income Plus Fd LTCG	Purchased	Various	Various
32	Oaktree Senior Loan Fd STCG	Purchased	Various	Various
33	Oaktree Senior Loan Fd LTCG	Purchased	Various	Various
34	OCM European Principal Opp Fd II STCL	Purchased	Various	Various
35	OCM European Principal Opp Fd II LTCG	Purchased	Various	Various
36	OCM Mezzanine Fund II STCG	Purchased	Various	Various
37	OCM Mezzanine Fund II LTCG	Purchased	Various	Various
38	BB PEP III STCG	Purchased	Various	Various
39	BB PEP III LTCG	Purchased	Various	Various
40	RCP Diversified PE Fund STCL	Purchased	Various	Various
41	RCP Diversified PE Fund LTCG	Purchased	Various	Various
42	Rockefeller Global Equity Fund I STCL	Purchased	Various	Various
43	Rockefeller Global Equity Fund I LTCG	Purchased	Various	Various
44	Russell 1000 Growth Fund B STCL	Purchased	Various	Various
45	Russell 1000 Growth Fund B LTCG	Purchased	Various	Various
46	Russell 1000 Value Fund B STCG	Purchased	Various	Various
47	Russell 1000 Value Fund B LTCG	Purchased	Various	Various
48	Siguler Guff Distressed Opp Fd III STCG	Purchased	Various	Various
49	Siguler Guff Distressed Opp Fd III LTCG	Purchased	Various	Various
50	Siguler Guff Distressed Opp Fd IV STCG	Purchased	Various	Various
51	Siguler Guff Distressed Opp Fd IV LTCG	Purchased	Various	Various
52	Spur Ventures III STCG	Purchased	Various	Various
53	Spur Ventures III LTCG	Purchased	Various	Various
54	The Boston Co Emerging Equity STCL	Purchased	Various	Various
55	The Boston Co Emerging Equity LTCL	Purchased	Various	Various
56	Oaktree RE Opp Fund STCG	Purchased	Various	Various
57	Oaktree RE Opp Fund LTCG	Purchased	Various	Various
58	Cohen & Steers Inst Realty LTCG Distrib	Purchased	Various	Various
59	DFA Emerging Small Cap LTCG Distrib	Purchased	Various	Various
60	DFA Emerging Value LTCG Distrib	Purchased	Various	Various
61	First Eagle Global LTCG Distrib	Purchased	Various	Various
62	ICM LTCG Distrib	Purchased	Various	Various
63	Long Leaf LTCG Distrib	Purchased	Various	Various
64	Pimco PAC LTCG Distrib	Purchased	Various	Various
65	Pimco Total Return LTCG Distrib	Purchased	Various	Various
66	TimeSquare LTCG	Purchased	Various	Various
67	TimeSquare STCG	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	10751173.		11126682.	-375,509.				\$ -375,509.
2	0.		1,604.	-1,604.				-1,604.
3	338.		0.	338.				338.
4	0.		1,952.	-1,952.				-1,952.
5	16,387.		0.	16,387.				16,387.
6	2.		0.	2.				2.
7	256,705.		0.	256,705.				256,705.
8	105.		0.	105.				105.
9	16,046.		0.	16,046.				16,046.
10	1,131.		0.	1,131.				1,131.
11	62,084.		0.	62,084.				62,084.

Statement 8 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
12	0.		93.	-93.				\$ -93.
13	33,633.		0.	33,633.				33,633.
14	4,669.		0.	4,669.				4,669.
15	67,605.		0.	67,605.				67,605.
16	1,180.		0.	1,180.				1,180.
17	47,388.		0.	47,388.				47,388.
18	0.		8,504.	-8,504.				-8,504.
19	29,801.		0.	29,801.				29,801.
20	0.		1,979.	-1,979.				-1,979.
21	55,043.		0.	55,043.				55,043.
22	640.		0.	640.				640.
23	13,571.		0.	13,571.				13,571.
24	0.		243.	-243.				-243.
25	62,440.		0.	62,440.				62,440.
26	0.		83.	-83.				-83.
27	37,488.		0.	37,488.				37,488.
28	2,090.		0.	2,090.				2,090.
29	31,574.		0.	31,574.				31,574.
30	7,566.		0.	7,566.				7,566.
31	115,380.		0.	115,380.				115,380.
32	8,315.		0.	8,315.				8,315.
33	10,898.		0.	10,898.				10,898.
34	0.		1.	-1.				-1.
35	12,565.		0.	12,565.				12,565.
36	10.		0.	10.				10.
37	43,149.		0.	43,149.				43,149.
38	239.		0.	239.				239.
39	40,394.		0.	40,394.				40,394.
40	0.		192.	-192.				-192.
41	189,557.		0.	189,557.				189,557.
42	0.		18,677.	-18,677.				-18,677.
43	1314290.		0.	1314290.				1314290.
44	0.		31,033.	-31,033.				-31,033.
45	188,465.		0.	188,465.				188,465.
46	31,202.		0.	31,202.				31,202.
47	121,184.		0.	121,184.				121,184.
48	2,329.		0.	2,329.				2,329.
49	41,597.		0.	41,597.				41,597.
50	52.		0.	52.				52.
51	262.		0.	262.				262.
52	5,833.		0.	5,833.				5,833.
53	3,994.		0.	3,994.				3,994.
54	0.		705,052.	-705,052.				-705,052.
55	0.		304,166.	-304,166.				-304,166.
56	47,733.		0.	47,733.				47,733.
57	5,957.		0.	5,957.				5,957.
58	86,138.		0.	86,138.				86,138.
59	58,494.		0.	58,494.				58,494.
60	45,378.		0.	45,378.				45,378.
61	173,660.		0.	173,660.				173,660.
62	79,077.		0.	79,077.				79,077.
63	336,501.		0.	336,501.				336,501.
64	64,685.		0.	64,685.				64,685.

Statement 8 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
65	23,578.		0.	23,578.				\$ 23,578.
66	546,416.		0.	546,416.				546,416.
67	18,844.		0.	18,844.				18,844.
Total								\$ 291,4574.

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: Open to grantees needs
Name: Michael J. Hirschhorn
Care Of: Betsy Ringel
Street Address: BPG, 10 E. Baltimore St., #1111
City, State, Zip Code: Baltimore, MD 21202-1620
Telephone: 410-347-7201
E-Mail Address:
Form and Content: Letter
Submission Deadlines: None
Restrictions on Awards: This organization does not make gifts or contributions to individuals.

Statement 10
Form 990-PF, Part XVI-A, Line 11
Other Revenue

Other Revenue	(A) Busi- ness Code	(B) Unrelated Business Amount	(C) Exclu- sion Code	(D) Excluded Amount	(E) Related or Exempt Function
BancBoston PEP III	900000	\$ -1,164.	18	\$ -39,739.	
Boulder Ventures IV	900000		18	-535.	
CommonFund Intl VI	900000	-99.	18	-39,179.	
CommonFund PE V	900000	13,328.	18	-181,254.	
CommonFund PE VII	900000	-8,729.	18	23,007.	
CommonFund Venture VI	900000	-749.	18	-38,524.	
CS Strategic IV	900000	8,349.	18	9,265.	
CSFB II	900000	-15.	18	-29,230.	
CSFB III	900000	16,341.	18	-68,939.	
Discovery Equity Partners	900000	879.	18	-112,985.	
FLAG Intl	900000	-10.	18	11,316.	
FLAG Intl II	900000		18	35,559.	
FLAG PE III	900000	3,458.	18	-21,920.	
FLAG PE IV	900000	31,545.	18	-74,151.	
FLAG Venture VI	900000	187.	18	3,647.	
Lipper Convertibles	900000		18	-839.	
Neuberger Berman Inc Fd	900000	8,784.	18	467,908.	
Oaktree RE Ops Fd V	900000	50,826.	18	88,274.	

Statement 10 (continued)
Form 990-PF, Part XVI-A, Line 11
Other Revenue

Other Revenue	(A) Busi- ness Code	(B) Unrelated Business Amount	(C) Exclu- sion Code	(D) Excluded Amount	(E) Related or Exempt Function
Oaktree Senior Loan	900000		18	\$ 35,587.	
OCM European II	900000		18	12,764.	
OCM Mezzanine II	900000		18	7,577.	
RCP Diversified Private	900000	\$ 5,973.	18	-140,666.	
Rockefeller Global Equity	900000		18	1,007,021.	
Russell 1000 Growth	900000		18	-937.	
Russell 1000 Value	900000		18	-715.	
Siguler Guff Distrd Fd IV	900000	28.	18	55,474.	
Siguler Guff Distrd III	900000	87.	18	174,459.	
SPUR Ventures III	900000		18	-10,282.	
The Baltimore Fund	900000		18	16,558.	
The Boston Co (TBCAM)	900000		18	-37,040.	
Total		<u>\$ 129,019.</u>		<u>\$ 1,151,481.</u>	<u>\$ 0.</u>

Other Income Producing Activities
Dividends/interest from securities.

Aberdeen Fds Emerging Market Div	\$	47,125.
Cohen & Steers Inst Realty Income Div		26,520.
Cohen & Steers Inst Realty STCG Distrib		69,933.
DFA Intl Value Div		20,073.
DFA Emerging Small Cap Div		24,282.
DFA Emerging Small Cap STCG Distrib		2,177.
DFA Emerging Value Div		32,011.
First Eagle-Global Div		115,215.
HarborCapital Div		45,221.
ICM-Small Cap Div		6,557.
ICM-Small Cap STCG Distrib		5,173.
Ironwood Int'l		0.
JPMorgan Int		324.
JPMorgan MMF Div		1,364.
Longleaf Partners Div		26,858.
Longleaf Partners STCG Distrib		26,049.
MetWest TALF Fund Income		8,880.
Miscellaneous Int		642.
PIMCO Total Return Div		97,797.
PIMCO Total Return STCG Distrib		32,122.
PIMCO PAC Invt Mgmt Real Return		142,052.
PIMCO PAC STCG Distrib		52,321.
State of Israel Bond Int		12,889.
The Shefa Fund		4,500.
Koret Israel Economic Dev Interest		5,000.
JPM - TimeSquare Divs		17,552.
JPM - TimeSquare Int		13.
JPM - TimeSquare Lazard Partnership Div		400.
JPM - TimeSquare OCH-ZIFF		396.
JPM - TimeSquare Appollo Global		1,312.
JPM - TimeSquare GT Solar		1,128.
Vanguard Inflation-Protect Divs		0.
Western Asset Core Plus Divs		73,681.
Boulder Ventures IV Int and Div		2,044.
Commonfund Intl Partners VI Int and Div		8,927.
Commonfund PE Partners V Int and Div		47,731.
Commonfund PE Partners VII Int and Div		7,514.
Commonfund Venture Partners VI Int and Div		1,737.
CSFB Strategic Partners II Int and Div		4,890.
CSFB Strategic Partners III Int and Div		18,614.
CS Strategic Partners PB Feeder Fd Int and Div		13,858.
Discovery Equity Partners Int and Div		2,764.
Flag Intl Partners Int and Div		17,870.
Flag Intl Partners II Int and Div		7,987.
Flag PE III Int and Div		17,701.
Flag PE IV Int and Div		11,722.
Flag Venture Partners VI Int and Div		2,039.
Lipper & Co Div		0.
Neuberger Berman Inc Plus Fd Int and Div		32,465.
Oaktree Senior Loan Fund Int and Div		117,870.
OCM European Principal Opp Fd II Int and Div		11,746.
OCM Mezzanine Fd II Int and Div		26,298.
BancBoston Private Equity Portfolio III Int and Div		8,435.
RCP Diversified PE Fd Int and Div		20,691.
Rockefeller Global Equity Fd I Int and Div		356,217.
Russell 1000 Growth Fd B Int and Div		91,628.
Russell 1000 Value Fd B Int and Div		84,508.
Siguler Guff Distressed Opp Fd III Int and Div		34,555.
Siguler Guff Distressed Opp Fd IV Int and Div		5,699.
Spur Ventures III Int		775.

Other Income Producing Activities (continued)
Dividends/interest from securities.

The Baltimore Fund Int and Div	\$	17,773.
The Boston Co Emerging Equity Int and Div		121,318.
Oaktree Real Estate Opp Fund		49,914.
Total	\$	<u>2,044,857.</u>

Other Revenue
Net investment income
CommonFund PE V

addback nondeductible	\$	-37,786.
		308.
Total	\$	<u>-37,478.</u>

Other Revenue
Net investment income
SPUR Ventures III

addback nondeductible	\$	-27,524.
		11.
Total	\$	<u>-27,513.</u>

Balance Sheet - Investments
End of year amount
Investments

Benchmark Plus Equity	\$	5,019,670.
Russell 1000 Growth		3,676,097.
Russell 1000 Value		3,220,644.
Rockefeller Global (45%)		7,581,430.
Rockefeller Global (55%)		9,266,192.
Time Square Mgmt (78%)		1,140,843.
Time Square Mgmt (22%)		321,776.
Long Leaf Partners		2,280,756.
Discovery Equity Partners LP		888,971.
ICM Small Company		1,304,164.
DFA Intl Value		887,845.
DFA Emerging Mrkts Small Cap		2,170,371.
DFA Emerging Mrkts Value		2,546,783.
Harbor Capital		1,363,743.
Pointer Offshore		3,550,000.
Ironwood Intl		2,900,000.
Karsch Capital LTD		1,500,000.
SCP Ocean Fund		0.
Lipper Convertibles		0.
Mesirow Absolute Ret		0.
Neuberger Berman Income Plus		5,410,981.
Banc Boston PEP 3		262,480.
Boulder Venture IV		568,008.
Coller Intl		331,182.
CommonFund PE V		1,667,219.
CommonFund Venture VI		802,037.
CommonFund PE VII		560,384.

Balance Sheet - Investments (continued)**End of year amount****Investments**

CommonFund Intl VI	\$	700,699.
FLAG Intl		600,134.
FLAG Intl II		776,533.
FLAG PE III		547,391.
FLAG PE IV		434,927.
FLAG Ven VI		633,804.
CS Strategies IV		792,266.
CSFB II		156,588.
CSFB III		687,822.
OCM Mezz II		314,062.
RCP		366,259.
RCP VII Feeder LTD		560,000.
Sigular Guff III	1,	965,580.
Siguler Guff IV		568,948.
SPUR Venture III		446,130.
OCM European		989,587.
Oaktree Senior Loan	2,	322,861.
Lexington Cap VII		410,423.
First Eagle Global	5,	111,770.
Cohen and Steers Realty	1,	218,629.
Cohen and Steers Global		928,383.
Lazard Emerging Income	2,	700,000.
Lazard Ser II		0.
MetWest TALF		114,019.
PIMCO Total Return	2,	274,464.
Vanguard Inflation Protected		0.
Western Asset	2,	053,694.
SOI, 10th Libor Flt		300,000.
SOI 6h JUB 3 Year - New		100,000.
Highline Capital	1,	981,133.
M. Kingdon Offshore	2,	000,000.
Pimco Fds PAC	5,	162,795.
AXA Secondary Fund V		367,776.
Oaktree RE Ops Fd V	2,	171,263.
Thru TS MGT Alt. Assets		23,051.
Morgan Stanley		6,544.
Procter & Gamble		63,922.
Aberdeen Funds Emrgn Mkt		3,541,432.
Total	\$	<u>102,614,465.</u>

Balance Sheet - Investments**Fair market value at end of year (Form 990-PF)****Investments**

Benchmark Plus Equity	\$	5,141,737.
Russell 1000 Growth		4,231,524.
Russell 1000 Value		3,526,511.
Rockefeller Global (45%)		7,581,430.
Rockefeller Global (55%)		9,266,192.
Time Square Mgmt (78%)		1,677,191.
Time Square Mgmt (22%)		473,054.
Long Leaf Partners		2,652,337.
ICM Small Company		1,360,597.
Discovery Equity Partners		888,971.
DFA Intl Value		658,601.
DFA Emerging Markets Value		2,374,812.

Balance Sheet - Investments (continued)
Fair market value at end of year (Form 990-PF)
Investments

DFA Emerging Markets Small Cap	\$ 2,172,603.
Harbor Capital	1,753,275.
TBCAM	0.
Pointer Offshore	4,386,625.
Ironwood Intl	4,097,907.
Lipper Convertibles	0.
Karsch Capital	1,529,706.
Neuberger Berman Income Plus	5,410,981.
Banc Boston PEP 3	270,689.
Boulder Venture IV	568,008.
Collier Intl	458,337.
CommonFund PE V	1,599,219.
CommonFund Venture VI	764,689.
CommonFund PE VII	570,964.
CommonFund Intl VI	736,190.
FLAG Intl	568,701.
FLAG Intl II	758,018.
FLAG PE III	519,016.
FLAG PE IV	414,149.
FLAG Ven VI	633,454.
CS Strategies IV	753,361.
CSFB II	153,082.
CSFB III	664,309.
OCM Mezz II	314,062.
RCP	373,404.
RCP VII Feeder, LTD	440,416.
Siguler Guff III	1,897,534.
Siguler Guff IV	543,715.
SPUR Venture III	504,716.
OCM European	989,587.
Oaktree Senior Loan	2,322,861.
Lexington Cap VII	551,194.
First Eagle Global	6,569,644.
Cohen and Steers Realty	1,445,725.
Cohen and Steers Inst Rlty 2	905,133.
Lazard Income	3,418,411.
MetWest TALF	94,307.
PIMCO Total Return	2,416,507.
Western Asset	2,397,052.
SOI, 6th JUB, 3 Year, 1.14%	99,528.
SOI, 10th Libor, Flt Rte	300,000.
Thru TS Mgmt - Alt Invests...	22,800.
Highline Capital Intl LTD	2,139,011.
Harbor Capital 14%	285,417.
M Kingdon Offshore	2,208,483.
PIMCO Fds PAC	5,407,984.
AXA Secondary	455,902.
Oaktree RE Ops Fd V.	2,171,263.
Morgan Stanley	7,399.
Procter & Gamble	62,459.
Aberdeen Funds Emrgn Mkt	3,836,526.
Total	\$ 110,797,280.

The Jacob and Hilda Blaustein Foundation, Inc
Form 990-PF
December 31, 2012
FEIN 52-6038382

Page 1, Part I, Line 11 - Other Income

Description	(a) Revenue per books (note 1)	UBIT	Other Income reduce by UBIT	Interest & Dividends	S/T cap Gain	L/T cap Gain	(b) Revenue per tax (note 2)	Foreign Taxes	Nondeductibles Inc'd in Tax
PARTNERSHIP INCOME & LOSS									
Boulder Ventures IV Annex	243	-	(6,356)	2,044	(1,604)	338	(5,578)	-	-
Commonfund International Partners VI	(15,916)	(99)	(12,617)	8,927	(1,952)	16,387	10,594	(52)	(37)
Commonfund Private Equity Partners V	136,512	13,328	(37,786)	47,731	2	256,705	277,652	(2,328)	(308)
Commonfund Private Equity Partners VII	37,943	(8,729)	(16,507)	7,514	105	16,046	(1,576)	(5)	(120)
Commonfund Venture Partners VI	25,679	(749)	(20,235)	1,737	1,131	62,084	43,968	(3)	(19)
CSFB Strategic Partners II, LP	9,185	(15)	(1,719)	4,890	(93)	33,633	36,687	(9)	(13)
CSFB Strategic Partners III, LP	38,290	16,341	(26,865)	18,614	4,669	67,605	79,414	(950)	(47)
CS Strategic Partners PB Feeder Fund IV	80,040	8,349	(19,081)	13,858	1,180	47,388	51,424	(270)	(40)
Discovery Equity Partners, L P	(88,045)	879	(21,874)	2,764	(8,504)	29,801	3,066	-	(128)
FLAG International Partners LP	82,240	(10)	(18,259)	17,870	(1,979)	55,043	52,562	(103)	-
FLAG International Partners II LP	57,757	-	(29,853)	7,987	640	13,571	(7,896)	(241)	-
FLAG Private Equity III LP	61,436	3,458	(16,423)	17,701	(243)	62,440	66,917	(16)	107
FLAG Private Equity IV LP	6,521	31,545	(56,840)	11,722	(83)	37,488	23,825	(7)	(232)
FLAG Venture Partners VI LP	39,537	187	(23,270)	2,039	2,090	31,574	12,564	(56)	(13)
Lazard Ltd	400	-	-	400	-	-	400	-	-
Lipper & Co	(839)	-	(920)	-	-	-	(920)	-	-
Neuberger Berman Income Plus Fund	632,103	(226,301)	37,700	32,465	7,566	115,380	(34,228)	(1,038)	(3,798)
Oaktree Senior Loan Fund	172,670	-	(9,891)	117,870	8,315	10,898	127,192	-	-
OCM European Principal Opportunities Fd II	37,074	-	(14,268)	11,746	(1)	12,565	9,949	(93)	(2)
OCM Mezzanine Fund II	77,034	-	(5,665)	26,298	10	43,149	63,792	-	-
Private Equity Portfolio III	8,165	(1,164)	(5,570)	8,435	239	40,394	42,201	(133)	(10)
RCP Diversified Private Equity Fund	75,363	5,973	(9,359)	20,691	(192)	189,557	206,645	(25)	(79)
Rocketfeller Global Equity Fund I	2,658,851	-	(154,577)	356,217	(18,677)	1,314,290	1,475,049	(22,204)	-
Russell 1000 Growth Fund B	248,123	-	(937)	91,628	(31,033)	188,465	247,859	264	-
Russell 1000 Value Fund B	236,179	-	(715)	84,508	31,202	121,184	235,966	213	-
Siguler Gulf Distressed Opportunities Fd III	253,027	87	69,822	34,555	2,329	41,597	148,347	(43)	(21)
Siguler Gulf Distressed Opportunities Fd IV	61,515	28	3,681	5,699	52	262	9,722	-	(3)
Spur Ventures III	320	-	(27,524)	775	5,833	3,994	(16,922)	-	(11)
The Baltimore Fund (TRF Urban Growth Partners, LP)	34,331	-	(2,963)	17,773	-	-	14,810	-	-
The Boston Co Emerging Equity Pooled Fd (TBCAM)	(924,940)	-	(8,698)	121,318	(705,052)	(304,166)	(908,662)	(12,064)	-
Oaktree Real Estate Opportunities Fund	242,704	50,826	(77,053)	49,914	47,733	5,957	76,929	(448)	(98)
Grand Total - Other Income	4,283,502	(106,066)	(514,622)	1,145,690	(656,317)	2,513,629	2,341,752	(39,611)	(4,872)

Included in Interest and dividends

Included in STCGains

Included in LTCGains

Other Income for Tax Return - Cost Basis

Tax (514,622)
4,872
(509,750)

note 1 - Revenue per books does not include foreign taxes
note 2 - Revenue per tax equals K-1 (includes foreign tax expense and nondeductibles)

52-6038382

Jacob & Hilda Blaustein Foundation, Inc.
Schedule D - Capital Gains and Losses
As of: December 31, 2012

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
<u>Short-Term Capital Gains and Losses</u>						
Total Short-term				0.00	0.00	0.00
<u>Long-Term Capital Gains and Losses</u>						
1,480.33	Benchmark Plus Eqty	Jul 2 07	Oct 3 12	1,500,000.00	1,480,330.00	19,670.00
74,462.364	Cohen & Steers Gbl	Aug 1 05	Jun 19 12	1,516,798.35	1,602,297.09	-85,498.74
59,916.117	DFA Intl Value	Jan 8 08	Mar 2 12	1,000,000.00	1,356,942.57	-356,942.57
2,555.1684	Harbor Capital 14%	Dec 31 04	Mar 5 12	154,000.00	126,832.13	27,167.87
15,696.0346	Harbor Capital 86%	Dec 31 04	Mar 5 12	946,000.00	779,111.63	166,888.37
48.63	Russell 1000 Growth Fd	Dec 1 09	Mar 5 12	731.87	591.12	140.75
60.37	Russell 1000 Growth Fd	Dec 1 09	Jun 29 12	876.17	728.01	148.16
64.71	Russell 1000 Growth Fd	Dec 1 09	Aug 29 12	1,006.34	819.46	186.88
64,822.79	Russell 1000 Growth Fd	Dec 1 09	Nov 30 12	1,000,000.00	820,889.89	179,110.11
21.98	Russell 1000 Value Fd	Dec 1 09	Mar 5 12	392.61	311.51	81.10
29	Russell 1000 Value Fd	Dec 1 09	Jun 29 12	502.66	447.03	55.63
34.62	Russell 1000 Value Fd	Dec 1 09	Aug 29 12	644.79	570.07	74.72
250	SOI, 6JUB, 2.16%, 11	Nov 23 09	Nov 1 12	250,000.00	250,000.00	0.00
300	SOI, 6thJUB, 3-yr, 2.27%, 01	Feb 13 09	Feb 1 12	300,000.00	300,000.00	0.00
100	SOI, 9th Libor 2YR, 6	May 27 10	Jun 1 12	100,000.00	100,000.00	0.00
95,806.996	TBCAM_DBT Emrg	Dec 31 04	Jul 9 12	3,957,412.81	4,278,474.83	-321,062.02
304.558	TBCAM_DBT Emrg	Dec 31 04	Jun 1 12	12,118.38	16,489.23	-4,370.85
218.831	TBCAM_DBT Emrg	Dec 31 04	Jun 30 12	10,689.06	11,847.84	-1,158.78
Total Long-term				10,751,173.04	11,126,682.41	-375,509.37
TOTAL CAPITAL GAINS				10,751,173.04	11,126,682.41	-375,509.37

warning Client View

Realized Gain/Loss

TIP

We display transactions on the Realized Gain Loss report if we have complete cost basis information. Learn more.

Selected View **JB FD - TS MGT (Q37782002)**Show ☒ Detailsfrom Prior Calendar Year ☐☐ View Tax Lots**JB FD - TS MGT (Q37782002)**

Description	Security ID	Quantity	Proceeds	Cost Basis ¹	Short-Term Realized Gain/Loss ²	Long-Term Realized Gain/Loss ²	FX Realized Gain/Loss
ACME PACKET INC	APKT	-600.00	11,366.19	18,470.02	-7,103.83	0.00	0.00
ADTRAN INC	ADTN	-400.00	8,471.05	14,031.66	-490.28	-5,070.33	0.00
AERCAP HOLDINGS NV	AER	-800.00	9,856.81	8,306.49	-139.04	1,689.36	0.00
ALERE INC	ALR	-800.00	15,817.17	17,710.02	-466.81	-1,426.04	0.00
ALIGN TECHNOLOGY INC	ALGN	-200.00	5,366.87	5,237.30	129.57	0.00	0.00
ALLEGiant TRAVEL CO	ALGT	-400.00	26,597.02	21,338.23	3,387.19	1,871.60	0.00
ALLIANCE DATA SYSTEMS CORP	ADS	-400.00	51,017.74	27,343.15	1,234.73	22,439.86	0.00
AMDOCS LTD	DOX	-700.00	22,593.03	15,584.03	124.02	6,884.98	0.00
ANNIE'S INC	BNNY	-200.00	6,991.84	8,031.81	-1,039.97	0.00	0.00
APOLLO GLOBAL MANAGEMENT LLC	APO	-800.00	12,290.72	10,967.54	1,323.18	0.00	0.00
ARIAD PHARMACEUTICALS INC	ARIA	-200.00	4,203.90	4,653.63	-449.73	0.00	0.00
BALLY TECHNOLOGIES INC	BYI	-400.00	17,779.86	16,844.02	99.48	836.36	0.00
BIO-RAD LABORATORIES INC CL A	BIO	-100.00	11,555.78	3,784.43	0.00	7,771.35	0.00
BROOKDALE SENIOR LIVING INC	BKD	-900.00	21,140.78	16,345.52	1,704.61	3,090.65	0.00
BROWN & BROWN INC	BRO	-600.00	14,244.10	15,377.22	-1,133.12	0.00	0.00
BRUKER BIOSCIENCES CORP	BRKR	-1,900.00	22,526.30	23,466.45	-2,487.72	1,547.57	0.00
CARLISLE COS INC	CSL	-300.00	15,204.10	6,396.57	0.00	8,807.53	0.00
Total in USD			\$2,746,726.02	\$2,181,641.73	\$18,668.58	\$546,415.71	\$0.00

Description	Security ID	Quantity	Proceeds	Cost Basis ¹	Short-Term Realized Gain/Loss ²	Long-Term Realized Gain/Loss ²	FX Realized Gain/Loss
CATALYST HEALTH SOLUTIONS INC	CHSI	-700.00	47,113.63	20,174.30	1,134.00	25,805.33	0.00
CATAMARAN CORPORATION	CTRX	-664.00	42,329.07	33,435.76	2,750.07	6,143.24	0.00
CEPHEID	CPHD	-200.00	7,763.08	6,652.94	1,110.14	0.00	0.00
CLARCOR INC	CLC	-200.00	8,985.79	9,766.36	-780.57	0.00	0.00
CLEAN HARBORS INC	CLH	-300.00	17,313.60	19,191.52	-1,877.92	0.00	0.00
COMMVAULT SYSTEMS INC	CVLT	-200.00	12,916.65	11,339.53	1,577.12	0.00	0.00
COMVERSE TECHNOLOGY INC	CMVT	0.00	295.75	0.00	0.00	295.75	0.00
CORE LABORATORIES N V	CLB	-200.00	26,504.81	9,103.36	0.00	17,401.45	0.00
CORPORATE EXECUTIVE BOARD CO	CEB	-500.00	22,009.24	20,031.51	58.87	1,918.86	0.00
COSTAR GROUP INC	CSGP	-400.00	31,408.73	19,411.25	2,979.62	9,017.86	0.00
CYMER INC	CYMI	-600.00	45,191.59	29,883.93	15,307.66	0.00	0.00
DAVITA HEALTHCARE PARTNERS, INC	DVA	-1,100.00	117,221.84	22,274.64	1,653.61	93,293.59	0.00
DENBURY RES INC	DNR	-600.00	9,745.36	8,551.65	25.94	1,167.77	0.00
DRIL-QUIP INC	DRQ	-200.00	14,115.96	11,857.82	0.00	2,258.14	0.00
DUNKIN BRANDS GROUP INC	DNKN	-700.00	22,296.59	19,659.77	2,636.82	0.00	0.00
DUPONT FABROS TECHNOLOGY	DFT	-500.00	11,403.90	11,400.58	0.00	3.32	0.00
FLEETCOR TECHNOLOGIES INC	FLT	-600.00	28,672.93	20,665.56	8,007.37	0.00	0.00
FORUM ENERGY TECHNOLOGIES IN	FET	-500.00	12,350.66	11,286.06	1,064.60	0.00	0.00
GARDNER DENVER INC	GDI	-400.00	25,618.06	23,011.77	-1,719.36	4,325.65	0.00
GEN-PROBE INC	GPRO	-300.00	24,353.80	13,164.00	0.00	11,189.80	0.00
GENESEE & WYOMING INC CL A	GWR	-700.00	47,546.92	39,410.44	8,136.48	0.00	0.00
GENTEX CORP	GNTX	-1,000.00	22,993.15	17,017.62	-365.20	6,340.73	0.00
GEORESOURCES INC	GEOI	-700.00	25,867.90	17,679.58	0.00	8,188.32	0.00
GLOBAL PAYMENTS INC	GPN	-900.00	38,775.75	23,140.58	-830.24	16,465.41	0.00
GNC HOLDINGS INC	GNC	-300.00	10,363.77	11,431.54	-1,067.77	0.00	0.00
GRACO INC	GGG	-300.00	14,693.32	12,854.13	1,839.19	0.00	0.00
Total in USD			\$2,746,726.02	\$2,181,641.73	\$18,668.58	\$546,415.71	\$0.00

Description	Security ID	Quantity	Proceeds	Cost Basis ¹	Short-Term Realized Gain/Loss ²	Long-Term Realized Gain/Loss ²	FX Realized Gain/Loss
GRAND CANYON EDUCATION INC	LOPE	-700.00	14,689.31	10,643.19	978.38	3,067.74	0.00
GREEN DOT CORP CLASS A	GDOT	-1,200.00	18,773.24	43,309.59	-11,326.33	-13,210.02	0.00
HAEMONETICS CORP MASS	HAE	-200.00	15,201.88	10,175.51	1,069.07	3,957.30	0.00
HANESBRANDS INC	HBI	-500.00	16,442.51	13,000.23	233.05	3,209.23	0.00
HENRY JACK & ASSOCIATES INC	JKHY	-800.00	29,051.75	23,826.73	1,596.71	3,628.31	0.00
HERBALIFE LTD	HLF	-400.00	22,685.63	13,272.52	-535.16	9,948.27	0.00
HMS HOLDINGS CORP	HMSY	-400.00	9,423.33	10,965.35	-1,542.02	0.00	0.00
HOLOGIC INC	HOLX	-1,400.00	27,468.47	22,650.42	0.00	4,818.05	0.00
HOMEAWAY INC	AWAY	-500.00	10,267.76	13,049.79	-2,782.03	0.00	0.00
HURON CONSULTING GROUP INC	HURN	-200.00	6,278.85	7,105.77	-826.92	0.00	0.00
IHS INC	IHS	-300.00	28,743.95	15,553.10	63.50	13,127.35	0.00
INFORMATICA CORP	INFA	-400.00	10,785.75	16,809.66	-4,922.20	-1,101.71	0.00
JARDEN CORP SPECIFIED PRICE - TENDERED SHARES - EXPIRES 2/23/2012	471SPC998	-120.00	4,320.00	2,393.54	24.76	1,901.70	0.00
JARDEN CORP	JAH	-800.00	36,658.34	23,197.27	666.29	12,794.78	0.00
JOHN WILEY & SONS INC CL A	JW A	-300.00	12,722.05	12,898.32	-952.13	775.86	0.00
JONES LANG LASALLE INC	JLL	-500.00	39,122.24	34,251.06	3,138.33	1,732.85	0.00
JOS A BANK CLOTHIERS INC	JOSB	-300.00	14,355.01	14,975.89	-442.71	-178.17	0.00
KANSAS CITY SOUTHERN INDUSTRIES INC	KSU	-600.00	42,931.20	11,376.26	0.00	31,554.94	0.00
LAMAR ADVERTISING CO CL A	LAMR	-1,000.00	35,663.22	30,520.51	2,306.38	2,836.33	0.00
LAREDO PETROLEUM HOLDINGS IN	LPI	-500.00	10,255.33	9,243.52	1,011.81	0.00	0.00
LAZARD LIMITED LP CL A	LAZ	-1,000.00	28,505.34	31,594.56	0.00	-3,089.22	0.00
LINEAR TECHNOLOGY CORP	LLTC	-700.00	23,437.47	15,139.11	0.00	8,298.36	0.00
MAGELLAN HEALTH SERVICES INC	MGLN	-300.00	15,116.66	12,676.94	259.84	2,179.88	0.00
MANITOWOC INC	MTW	-1,600.00	22,705.88	21,108.55	-132.74	1,730.07	0.00
Total in USD			\$2,746,726.02	\$2,181,641.73	\$18,668.58	\$546,415.71	\$0.00

Description	Security ID	Quantity	Proceeds	Cost Basis ¹	Short-Term Realized Gain/Loss ²	Long-Term Realized Gain/Loss ²	FX Realized Gain/Loss
MEDNAX INC	MD	-200.00	15,180.65	13,331.89	0.00	1,848.76	0.00
MICHAEL KORS HOLDINGS LTD	KORS	-900.00	45,160.40	27,823.12	14,214.15	3,123.13	0.00
MICROS SYSTEMS INC	MCRS	-300.00	13,195.71	15,322.49	-2,126.78	0.00	0.00
MICROSEMI CORP	MSCC	-500.00	8,932.79	10,865.60	-1,932.81	0.00	0.00
MOHAWK INDUSTRIES INC	MHK	-200.00	13,024.87	8,284.08	0.00	4,740.79	0.00
MONEYGRAM INTERNATIONAL INC NEW	MGI	-900.00	14,140.20	14,811.35	-671.15	0.00	0.00
MRC GLOBAL INC	MRC	-1,000.00	25,250.39	22,073.80	3,176.59	0.00	0.00
MYRIAD GENETICS INC	MYGN	-1,000.00	23,202.37	17,953.16	290.72	4,958.49	0.00
NASDAQ OMX GROUP INC	NDAQ	-800.00	18,849.42	19,156.80	138.44	-445.82	0.00
NATIONAL INSTRUMENTS CORP	NATI	-700.00	18,565.03	13,415.35	0.00	5,149.68	0.00
NEUSTAR INC- CLASS A	NSR	-600.00	23,184.11	15,228.70	1,629.81	6,325.60	0.00
NICE SYSTEMS LTD SPONS ADR	NICE	-900.00	31,395.35	29,560.06	720.67	1,114.62	0.00
NORTHERN OIL & GAS INC MN	NOG	-800.00	18,491.98	16,149.93	661.41	1,680.64	0.00
OCEANEERING INTERNATIONAL INC	OII	-100.00	5,403.87	2,036.35	0.00	3,367.52	0.00
OCH-ZIFF CAPITAL MANAGEMENT	OZM	-1,100.00	9,857.75	10,815.62	-957.87	0.00	0.00
OIL STATES INTERNATIONAL	OIS	-400.00	29,897.35	18,219.44	0.00	11,677.91	0.00
ONYX PHARMACEUTICALS INC	ONXX	-600.00	37,019.66	16,303.63	0.00	20,716.03	0.00
ORBITAL SCIENCES CORP	ORB	-400.00	5,074.88	6,312.85	0.00	-1,237.97	0.00
POLYPORE INTERNATIONAL INC	PPO	-600.00	22,978.04	29,008.79	-6,030.75	0.00	0.00
PROASSURANCE CORP	PRA	-200.00	17,405.60	17,936.24	-530.64	0.00	0.00
QLIK TECHNOLOGIES INC	QLIK	-600.00	11,137.25	14,847.11	-3,709.86	0.00	0.00
RED HAT INC	RHT	-400.00	23,241.56	10,966.68	810.76	11,464.12	0.00
REGAL BELOIT CORP	RBC	-500.00	32,773.98	31,731.44	-193.33	1,235.87	0.00
Total in USD			\$2,746,726.02	\$2,181,641.73	\$18,668.58	\$546,415.71	\$0.00

Description	Security ID	Quantity	Proceeds	Cost Basis ¹	Short-Term Realized Gain/Loss ²	Long-Term Realized Gain/Loss ²	FX Realized Gain/Loss
RENAISSANCERE HOLDING LTD	RNR	-400.00	31,704.74	23,547.33	1,150.96	7,006.45	0.00
RESOURCES CONNECTION INC	RECN	-1,400.00	17,865.97	23,077.54	-31.37	-5,180.20	0.00
REXNORD CORP	RXN	-500.00	10,007.77	9,103.61	904.16	0.00	0.00
ROBERT HALF INTERNATIONAL INC	RHI	-400.00	10,796.75	12,039.27	-1,242.52	0.00	0.00
ROWAN COMPANIES PLC	RDC	-400.00	13,225.38	13,747.10	-196.50	-325.22	0.00
RPM INTERNATIONAL INC	RPM	-800.00	21,696.06	20,111.88	770.98	813.20	0.00
SALIX PHARMACEUTICALS INC	SLXP	-200.00	8,230.81	10,223.46	-1,992.65	0.00	0.00
SALLY BEAUTY COMPANY INC	SBH	-500.00	12,100.72	11,749.38	351.34	0.00	0.00
SBA COMMUNICATIONS CORP	SBAC	-1,100.00	69,206.13	34,157.16	2,413.50	32,635.47	0.00
SEMTECH CORP	SMTC	-400.00	9,659.82	11,020.76	-1,360.94	0.00	0.00
SIRONA DENTAL SYSTEMS INC	SIRO	-500.00	28,721.56	17,295.90	1,521.49	9,904.17	0.00
SOLARWINDS INC	SWI	-500.00	25,586.28	17,693.77	7,892.51	0.00	0.00
SOLERA HOLDINGS INC	SLH	-600.00	29,608.73	27,376.44	2,232.29	0.00	0.00
SOTHEBYS HOLDINGS INC A	BID	-800.00	31,165.05	36,449.88	-5,284.83	0.00	0.00
SPX CORP	SPW	-400.00	26,816.55	23,966.14	1,568.15	1,282.26	0.00
TCF FINANCIAL CORP	TCB	-1,400.00	16,057.70	17,143.55	-1,085.85	0.00	0.00
TEAM HEALTH HOLDINGS INC	TMH	-400.00	10,843.75	10,978.11	-134.36	0.00	0.00
TEMPUR-PEDIC INTERNATIONAL	TPX	-500.00	11,119.74	31,142.03	-20,022.29	0.00	0.00
TERADYNE INC	TER	-600.00	9,481.61	8,084.96	0.00	1,396.65	0.00
THE ADVISORY BOARD CO	ABCO	-400.00	26,855.25	15,719.64	2,783.75	8,351.86	0.00
THOR INDUSTRIES INC	THO	-800.00	24,107.96	22,944.25	-55.18	1,218.89	0.00
TIBCO SOFTWARE INC	TIBX	-800.00	24,405.94	22,888.65	1,517.29	0.00	0.00
TIFFANY & CO	TIF	-100.00	6,388.68	1,787.23	0.00	4,601.45	0.00
TRANSDIGM GROUP INC	TDG	-200.00	25,836.91	6,709.64	0.00	19,127.27	0.00
TRIMBLE NAVIGATION LTD	TRMB	-400.00	19,047.00	17,286.15	254.24	1,506.61	0.00
Total in USD			\$2,746,726.02	\$2,181,641.73	\$18,668.58	\$546,415.71	\$0.00

Description	Security ID	Quantity	Proceeds	Cost Basis ¹	Short-Term Realized Gain/Loss ²	Long-Term Realized Gain/Loss ²	FX Realized Gain/Loss
ULTIMATE SOFTWARE GROUP INC	ULTI	-200.00	16,638.66	16,823.73	-185.07	0.00	0.00
UNITED NATURAL FOODS INC	UNFI	-700.00	35,102.15	23,865.34	3,807.16	7,429.65	0.00
UTI WORLDWIDE INC	UTIW	-700.00	9,499.00	11,871.71	0.00	-2,372.71	0.00
VANGUARD HEALTH SYSTEMS INC	VHS	-500.00	5,462.55	9,000.00	0.00	-3,537.45	0.00
VANTIV INC - CL A	VNTV	-400.00	8,244.81	8,957.93	-713.12	0.00	0.00
VIVUS INC	VVUS	-900.00	10,464.22	19,284.60	-8,820.38	0.00	0.00
VOLCANO CORP	VOLC	-600.00	16,697.30	15,915.60	632.48	149.22	0.00
W R BERKLEY CORP	WRB	-400.00	15,413.05	13,698.13	602.00	1,112.92	0.00
WABCO HOLDINGS INC	WBC	-500.00	29,530.14	18,313.65	2,627.17	8,589.32	0.00
WABTEC CORP	WAB	-200.00	16,345.31	6,655.59	0.00	9,689.72	0.00
WATSCO INC CL A	WSO	-100.00	7,174.83	6,815.20	359.63	0.00	0.00
WESCO INTERNATIONAL INC	WCC	-700.00	43,761.75	32,213.81	1,271.96	10,275.98	0.00
WEX INCORPORATION	WEX	-300.00	20,777.02	10,510.42	-73.33	10,339.93	0.00
WHITEWAVE FOODS CO - A	WWAV	-500.00	7,222.83	9,443.60	-2,220.77	0.00	0.00
WHITING PETROLEUM CORP	WLL	-300.00	13,579.27	11,994.55	39.52	1,545.20	0.00
WNS HOLDINGS LTD ADR	WNS	-700.00	7,263.80	7,882.05	-618.25	0.00	0.00
WOODWARD INC	WWD	-200.00	7,031.84	6,799.76	232.08	0.00	0.00
WRIGHT EXPRESS CORP	98233Q105	-300.00	17,916.58	11,891.13	1,129.76	4,895.69	0.00
ZIONS BANCORP	ZION	-700.00	14,220.56	15,284.94	-1,064.38	0.00	0.00
Total in USD			\$2,746,726.02	\$2,181,641.73	\$18,668.58	\$546,415.71	\$0.00

Showing Details from the Prior Calendar Year

¹ Note Cost basis for certain fixed income instruments may not reflect adjustments for amortization or accretion

² We will not display short and long term realized gain/loss values when the acquisition date is not available. These values may also reflect special calculations for gifted securities

These figures are not official for income tax reporting purposes and should not be relied upon for such purposes, including the determination of income, cost basis, or gain/loss. Such information, which may be inaccurate, incomplete or subject to updating, should be confirmed with your records and your tax advisor.

INVESTMENT PRODUCTS: NOT FDIC INSURED | NO BANK GUARANTEE | MAY LOSE VALUE

The Jacob and Hilda Blaustein Foundation, Inc.

Form 990-PF

December 31, 2012

FEIN: 52-6038382

Page 6 - Part VIII, Line 1 - Information about Officers, Directors, Trustees, Managers,

<u>Name & Address</u>	<u>Title and Average Hours per Week</u>	<u>Compensation</u>	<u>Other Contrib.</u>	<u>Expense Acct.</u>
Michael J Hirschhorn 10 E. Baltimore St. Ste 1101 Baltimore, MD 21202-1620	President Average 30 hours weekly	58,000	31,308	None
Barbara B. Hirschhorn 10 E. Baltimore St. Ste 1101 Baltimore, MD 21202-1620	Trustee & Vice President Varies	None	None	None
Elizabeth B Roswell 10 E. Baltimore St. Ste. 1101 Baltimore, MD 21202-1620	Trustee & Vice President Varies	None	None	None
Arthur E Roswell 10 E. Baltimore St. Ste 1101 Baltimore, MD 21202-1620	Trustee & Vice President Varies	None	None	None
Jill R. Robinson 10 E Baltimore St. Ste 1101 Baltimore, MD 21202-1620	Secretary Varies	None	None	None
Anne Patterson 10 E. Baltimore St. Ste. 1101 Baltimore, MD 21202-1620	Treasurer Varies	None	None	None
Anne Patterson 10 E. Baltimore St. Ste 1101 Baltimore, MD 21202-1620	Assistant Secretary Varies	None	None	None
Sandra L Glock 10 E. Baltimore St. Ste. 1101 Baltimore, MD 21202-1620	Assistant Treasurer Varies	None	None	None

THE JACOB AND HILDA BLAUSTEIN FOUNDATION, INC.
10 EAST BALTIMORE STREET, SUITE 1111, BALTIMORE, MD 21202
FORM 990-PF FOR CALENDAR YEAR 2012
52-6038382

Page 11, Part XV, Line 3a – Contributions, gifts, grants, etc., paid during the year

Organization Name	City, State	Amount
Abrams Hebrew Academy	Yardley, PA	\$360
ActionAid USA	Washington, DC	30,000
Active Minds, Inc.	Washington, DC	30,000
Advocates for Children and Youth, Inc.	Baltimore, MD	35,000
Alliance for Middle East Peace	Washington, DC	25,000
American Associates, Ben-Gurion University of the Negev, Inc.	New York, NY	250,000
American Civil Liberties Union Foundation of Maryland	Baltimore, MD	70,000
American Friends of Bar-Ilan University	New York, NY	15,000
American Friends of ELI	Rydal, PA	25,000
American Friends of Tel Aviv University	New York, NY	30,000
American Friends of the Assn for Advancement of Com Centers	Staten Island, NY	50,000
American Friends of the Heschel Center, Inc.	Jersey City, NJ	25,000
The American Jewish Committee	New York, NY	100,000
The American Jewish Joint Distribution Committee	New York, NY	25,000
American Jewish World Service	New York, NY	100,000
American Society of the University of Haifa	New York, NY	6,000
American Supporters of Yedid	Teaneck, NJ	60,000
American Visionary Art Museum, Inc.	Baltimore, MD	15,000
Arts Every Day, Inc.	Baltimore, MD	30,000
The Associated Jewish Community Federation of Baltimore, Inc.	Baltimore, MD	35,000
The Associated Jewish Community Federation of Baltimore, Inc.	Baltimore, MD	825,000
The Associated Jewish Community Federation of Baltimore, Inc.	Baltimore, MD	1,200,000
The Associated Jewish Community Federation of Baltimore, Inc.	Baltimore, MD	40,000
The Associated Jewish Community Federation of Baltimore, Inc.	Baltimore, MD	400
The Association of Baltimore Area Grantmakers	Baltimore, MD	6,500
The Association of Baltimore Area Grantmakers	Baltimore, MD	5,000
The Association of Baltimore Area Grantmakers	Baltimore, MD	25,000
The Association of Baltimore Area Grantmakers	Baltimore, MD	15,000
The Association of Baltimore Area Grantmakers	Baltimore, MD	31,500
The Association of Baltimore Area Grantmakers	Baltimore, MD	150
AVODAH: The Jewish Service Corps	New York, NY	75,000
Balanced Mind Foundation	Chicago, IL	100
Baltimore City Health Department	Baltimore, MD	35,000
Baltimore Clayworks, Inc.	Baltimore, MD	25,000
Baltimore Community Foundation, Inc.	Baltimore, MD	400
Baltimore Community Foundation, Inc.	Baltimore, MD	25,000
Baltimore Educational Scholarship Trust	Baltimore, MD	25,000
The Baltimore Symphony Orchestra	Baltimore, MD	25,000
Behavioral Health Leadership Institute	Baltimore, MD	25,000
Bend the Arc: A Jewish Partnership for Justice	New York, NY	100,000
Beth Am Synagogue	Baltimore, MD	1,600
Beth Am Synagogue	Baltimore, MD	1,000
Beyond Pesticides	Washington, DC	45,000
The Breast Cancer Fund	San Francisco, CA	50,000

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Page 11, Part XV, Line 3a – Contributions, gifts, grants, etc., paid during the year

Organization Name	City, State	Amount
breastcancer.org	Ardmore, PA	\$15,000
Catholic Relief Services	Baltimore, MD	200
Center for Economic and Social Rights	Brooklyn, NY	25,000
Center for Health and Gender Equity	Washington, DC	40,000
Center for Reproductive Rights	New York, NY	40,000
Center Stage Associates, Inc.	Baltimore, MD	15,000
Central Scholarship Bureau, Inc.	Baltimore, MD	30,000
City Neighbors Charter School, Inc.	Baltimore, MD	15,000
Community Conferencing Center	Baltimore, MD	37,500
Community Conferencing Center	Baltimore, MD	200
Creative Alliance	Baltimore, MD	15,000
Disability Rights International	Washington, DC	50,000
Ecopeace/Friends of the Earth Middle East	Washington, DC	15,000
Encounter Programs, Inc.	New York, NY	40,000
Enoch Pratt Free Library of Baltimore City	Baltimore, MD	75,000
Environmental Integrity Project	Washington, DC	30,000
Environmental Working Group	Washington, DC	50,000
The Everyman Theatre, Inc.	Baltimore, MD	30,000
The Everyman Theatre, Inc.	Baltimore, MD	137,500
The Family Tree	Baltimore, MD	35,000
Federation of Jewish Men's Clubs	New York, NY	25,000
Firelight Foundation	Santa Cruz, CA	10,000
FJC	New York, NY	25,000
Food Research and Action Center	Washington, DC	100
Friends of Baltimore City Public Schools Great Kids Farm Foundation	Catonsville, MD	15,000
Friends of Israel's Environment	Studio City, CA	35,000
Fuel Fund of Central Maryland, Inc.	Baltimore, MD	200
Fund for Educational Excellence	Baltimore, MD	40,000
Fund for Educational Excellence	Baltimore, MD	53,500
Fund for Educational Excellence	Baltimore, MD	400
Fund for Educational Excellence	Baltimore, MD	25,000
Fund for Global Human Rights	Washington, DC	100,000
Funders Network on Population, Reproductive Health & Rights	Rockville, MD	845
Grantmakers Concerned with Immigrants and Refugees	Sebastopol, CA	1,000
Grantmakers for Education	Portland, OR	1,500
Grantmakers in Health	Washington, DC	2,750
Grantmakers in Health	Washington, DC	2,500
Greater Baltimore Cultural Alliance	Baltimore, MD	10,000
Hazon, Inc.	New York, NY	50,000
Hazon, Inc.	New York, NY	40,000
Health Care for the Homeless, Inc.	Baltimore, MD	200
Health Care Without Harm	Jamaica Plain, MA	50,000
Helping Up Mission	Baltimore, MD	200
Hillel - The Foundation for Jewish Campus Life	Washington, DC	75,000

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Page 11, Part XV, Line 3a – Contributions, gifts, grants, etc., paid during the year

Organization Name	City, State	Amount
Historic East Baltimore Community Action Coalition, Inc.	Baltimore, MD	\$35,000
InterfaithFamily.com	Newton, MA	15,000
Jerusalem Foundation, Inc.	New York, NY	100
Jewish Community Federation of Mercer County	Lawrenceville, NJ	1,180
Jewish Council for Public Affairs	New York, NY	10,000
Jewish Family & Children's Service of Greater Mercer County	Princeton, NJ	360
Jewish Family & Children's Service of Greater Mercer County	Princeton, NJ	360
Jewish Federation of Lewiston-Auburn	Auburn, ME	200
Jewish Federation of Lewiston-Auburn	Auburn, ME	600
Jewish Funders Network	New York, NY	8,000
Jewish Funders Network	New York, NY	1,000
The Johns Hopkins University	Baltimore, MD	25,000
Johns Hopkins University-Peabody Institute	Baltimore, MD	30,000
Just Vision	Washington, DC	40,000
Kennedy Krieger Institute, Inc.	Baltimore, MD	40,000
Lake Champlain Land Trust	Burlington, VT	300
Lake Champlain Land Trust	Burlington, VT	200
Lawrence University	Appleton, WI	200
Learning Inc.	Baltimore, MD	100
Let's Breakthrough, Inc	New York, NY	25,000
LifeBridge Health	Baltimore, MD	100,000
Maryland Association of Nonprofit Organizations	Baltimore, MD	25,000
Maryland Citizens' Health Initiative Education Fund, Inc.	Baltimore, MD	37,500
Maryland Food Bank, Inc.	Baltimore, MD	300
Maryland Institute College of Art	Baltimore, MD	30,000
Maryland Public Interest Research Foundation	Baltimore, MD	30,000
Mental Health Association of Maryland, Inc.	Baltimore, MD	50,000
Moving Train	Redwood City, CA	10,000
National Center for Family Philanthropy	Washington, DC	1,500
National Council of Jewish Women	New York, NY	25,000
National Council on Teacher Quality	Washington, DC	5,000
National Health Law Program	Los Angeles, CA	50,000
National Women's Health Network	Washington, DC	25,000
New Israel Fund	Washington, DC	25,000
New Israel Fund	Washington, DC	25,000
New Israel Fund	Washington, DC	75,000
New Israel Fund	Washington, DC	25,000
New Israel Fund	Washington, DC	75,000
New Israel Fund	Washington, DC	10,000
New Israel Fund	Washington, DC	75,000
New Israel Fund	Washington, DC	35,000
New Israel Fund	Washington, DC	25,000
New Israel Fund	Washington, DC	10,000
New Israel Fund	Washington, DC	20,000

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Page 11, Part XV, Line 3a – Contributions, gifts, grants, etc., paid during the year

Organization Name	City, State	Amount
New Israel Fund	Washington, DC	\$25,000
New Israel Fund	Washington, DC	25,000
New Israel Fund	Washington, DC	50,000
New Israel Fund	Washington, DC	25,000
New Israel Fund	Washington, DC	50,000
New Israel Fund	Washington, DC	25,000
New Israel Fund	Washington, DC	50,000
New Israel Fund	Washington, DC	30,000
New Israel Fund	Washington, DC	100,000
New Israel Fund	Washington, DC	20,000
New Israel Fund	Washington, DC	25,000
P.E.F. Israel Endowment Funds, Inc.	New York, NY	25,000
P.E.F. Israel Endowment Funds, Inc.	New York, NY	5,000
P.E.F. Israel Endowment Funds, Inc.	New York, NY	2,500
The Park School	Brooklandville, MD	500
Park School Habitat	Baltimore, MD	100
The Pro Bono Counseling Project, Inc.	Baltimore, MD	25,000
Proteus Fund	Amherst, MA	2,500
Proteus Fund	Amherst, MA	15,000
Proteus Fund	Amherst, MA	25,000
Public Justice Center	Baltimore, MD	60,000
Religious Action Center of Reform Judaism	Washington, DC	70,000
Repair the World	New York, NY	75,000
Rimon – The Mordechai T. McZrich Center for Jewish Learning	East Windsor, NJ	360
Robert Wood Johnson University Hospital Foundation	New Brunswick, NJ	100
Roberta's House, Inc.	Baltimore, MD	25,000
Saint Ignatius Loyola Academy	Baltimore, MD	200
Sinai Hospital of Baltimore	Baltimore, MD	40,000
Single Carrot Theatre	Baltimore, MD	7,500
Social Venture Network	San Francisco, CA	1,200
Swim Across America	Jessup, MD	100
Tahirih Justice Center	Falls Church, VA	50,000
Teach For America, Inc.	Baltimore, MD	45,000
Temple Oheb Shalom	Baltimore, MD	30,000
The Tides Center	New York, NY	25,000
Trustees of Princeton University	Princeton, NJ	720
Union for Reform Judaism	New York, NY	25,000
Union of Concerned Scientists	Cambridge, MA	200
United Jewish Federation of Princeton Mercer Bucks	Lawrenceville, NJ	410
United Way of Central Maryland	Baltimore, MD	5,440
University of Baltimore Foundation	Baltimore, MD	100
University of California	San Francisco, CA	25,000
University of Maryland Baltimore Foundation, Inc.	Baltimore, MD	37,500
University of Maryland Baltimore Foundation, Inc.	Baltimore, MD	75,000

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Page 11, Part XV, Line 3a – Contributions, gifts, grants, etc., paid during the year

Organization Name	City, State	Amount
University of Richmond	Richmond, VA	\$200
Urban Teacher Center	Baltimore, MD	40,000
Vassar College	Poughkeepsie, NY	200
Virginia Organizing	Charlottesville, VA	1,500
Volunteer Central, Inc.	Baltimore, MD	20,000
West Windsor Plainsboro High School South PTSA	West Windsor, NJ	150
Wide Angle Youth Media, Inc.	Baltimore, MD	100
WITNESS	Brooklyn, NY	35,000
World Union for Progressive Judaism, Ltd.	New York, NY	110,000
Young Audiences of Maryland, Inc.	Baltimore, MD	50,000
TOTAL		\$7,200,085

All grants and contributions are made to qualified code section 501(c)(3) organizations.

Purpose of grants or contributions listed above – Unrestricted gift for charitable purpose.

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Page 11, Part XV, Line 3b – Grants and Contributions Approved for Future Payments

Organization Name	City, State	Balance
American Associates, Ben-Gurion University of the Negev, Inc.	New York, NY	\$750,000
American Friends of ELI	Rydal, PA	25,000
American Friends of the Assn for Advancement of Com Centers	Staten Island, NY	50,000
American Jewish Joint Distribution Committee	New York, NY	25,000
American Supporters of Yedid	Teaneck, NJ	60,000
American Visionary Art Museum, Inc.	Baltimore, MD	15,000
The Associated Jewish Community Federation of Baltimore, Inc.	Baltimore, MD	75,000
The Associated Jewish Community Federation of Baltimore, Inc.	Baltimore, MD	35,000
The Associated Jewish Community Federation of Baltimore, Inc.	Baltimore, MD	1,200,000
Baltimore Clayworks, Inc.	Baltimore, MD	25,000
Baltimore Symphony Orchestra	Baltimore, MD	25,000
Beyond Pesticides	Washington, DC	45,000
Breast Cancer Fund	San Francisco, CA	50,000
Center for Reproductive Rights	New York, NY	40,000
City Neighbors Chart School, Inc.	Baltimore, MD	15,000
Community Conferencing Center	Baltimore, MD	37,500
Creative Alliance	Baltimore, MD	15,000
Disability Rights International	Washington, DC	50,000
Encounter Programs, Inc.	New York, NY	40,000
Environmental Working Group	Washington, DC	50,000
The Everyman Theatre, Inc.	Baltimore, MD	30,000
Firelight Foundation	Santa Cruz, CA	10,000
FJC	New York, NY	25,000
Friends of Baltimore City Public Schools Great Kids Farm Foundation	Baltimore, MD	15,000
Fund for Educational Excellence	Baltimore, MD	40,000
Fund for Educational Excellence	Baltimore, MD	50,000
Fund for Global Human Rights	Washington, DC	100,000
The Johns Hopkins University	Baltimore, MD	25,000
Johns Hopkins University-Peabody Institute	Baltimore, MD	30,000
Just Vision	Washington, DC	40,000
Let's Breakthrough, Inc.	New York, NY	25,000
LifeBridge Health	Baltimore, MD	100,000
Maryland Institute College of Art.	Baltimore, MD	30,000
Mental Health Association of Maryland	Baltimore, MD	50,000
National Caucus of Environmental Legislators	Washington, DC	25,000
National Health Law Program	Los Angeles, CA	50,000
New Israel Fund	Washington, DC	75,000
New Israel Fund	Washington, DC	25,000
New Israel Fund	Washington, DC	75,000
New Israel Fund	Washington, DC	75,000
New Israel Fund	Washington, DC	35,000
New Israel Fund	Washington, DC	10,000
New Israel Fund	Washington, DC	25,000
New Israel Fund	Washington, DC	50,000

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Page 11, Part XV, Line 3b – Grants and Contributions Approved for Future Payments

Organization Name	City, State	Balance
New Israel Fund	Washington, DC	\$25,000
New Israel Fund	Washington, DC	50,000
New Israel Fund	Washington, DC	50,000
New Israel Fund	Washington, DC	50,000
New Israel Fund	Washington, DC	25,000
New Israel Fund	Washington, DC	100,000
New Israel Fund	Washington, DC	20,000
P.E.F. Israel Endowment Funds, Inc.	New York, NY	25,000
The Pro Bono Counseling Project, Inc.	Baltimore, MD	25,000
Proteus Fund	Amherst, MA	80,000
Religious Action Center of Reform Judaism	Washington, DC	70,000
Teach for America, Inc.	Baltimore, MD	45,000
Temple Oheb Shalom	Baltimore, MD	150,000
Union for Reform Judaism	New York, NY	25,000
University of Maryland Baltimore Foundation, Inc.	Baltimore, MD	37,500
WITNESS	Brooklyn, NY	35,000
World Union for Progressive Judaism, Ltd.	New York, NY	110,000
Young Audiences of Maryland, Inc.	Baltimore, MD	50,000
TOTAL		\$4,615,000

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