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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 01-01-2012 , and ending 12-31-2012

Name of foundation Leo M Bernstein Family Foundation Attn Ami Becker Aronson % THE FOUNDATION		A Employer identification number 52-6041822	
Number and street (or P O box number if mail is not delivered to street address) c/o The Bernstein Companies 3299 K Street NW Suite 700		Room/suite	
City or town, state, and ZIP code Washington, DC 20007		B Telephone number (see instructions) (202) 333-9000	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,900,162		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 ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	71,702	71,702		
	4 Dividends and interest from securities.	160,681	160,681		
	5a Gross rents	302,929	302,929		
	b Net rental income or (loss) 302,929				
	6a Net gain or (loss) from sale of assets not on line 10	509,567			
	b Gross sales price for all assets on line 6a 3,273,742				
	7 Capital gain net income (from Part IV , line 2)		509,567		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	15,878	70		
	12 Total. Add lines 1 through 11	1,060,757	1,044,949		
	13 Compensation of officers, directors, trustees, etc	84,030	27,730		56,300
	14 Other employee salaries and wages	116,465	110,152		
	15 Pension plans, employee benefits	3,600	3,240		360
	16a Legal fees (attach schedule)	16,551	16,551	0	0
	b Accounting fees (attach schedule)	17,011	15,310	0	1,701
	c Other professional fees (attach schedule)	13,059	13,008		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	33,831	32,606		
	19 Depreciation (attach schedule) and depletion	73,740	73,740		
	20 Occupancy				
	21 Travel, conferences, and meetings	5,192	4,673		519
	22 Printing and publications	10,007	9,460		9
	23 Other expenses (attach schedule)	232,194	197,024		29,383
	24 Total operating and administrative expenses. Add lines 13 through 23	605,680	503,494	0	88,272
	25 Contributions, gifts, grants paid	440,700			440,700
	26 Total expenses and disbursements. Add lines 24 and 25	1,046,380	503,494	0	528,972
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	14,377			
	b Net investment income (if negative, enter -0-)		541,455		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

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

Assets	1	Cash—non-interest-bearing	47,464	63,433	63,433
	2	Savings and temporary cash investments	549,136	488,566	488,566
	3	Accounts receivable ▶ <u>5,100</u>			
		Less allowance for doubtful accounts ▶ _____	314	5,100	5,100
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ <u>528,981</u>			
		Less allowance for doubtful accounts ▶ _____	716,215	528,981	513,600
	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)	6,194,560	6,468,577	7,388,214
	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)	1,367,848	1,370,142	1,051,249
14		Land, buildings, and equipment basis ▶ <u>3,581,442</u>			
		Less accumulated depreciation (attach schedule) ▶ <u>864,934</u>	1,205,335	2,716,508	1,390,000
15		Other assets (describe ▶ _____)			
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,080,872	11,641,307	10,900,162
17		Accounts payable and accrued expenses	5,780	422	
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 ▶ _____)	0		
23		Total liabilities (add lines 17 through 22)	5,780	422	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	428,519	2,013,433	
	29	Retained earnings, accumulated income, endowment, or other funds	9,646,573	9,627,452	
	30	Total net assets or fund balances (see page 17 of the instructions)	10,075,092	11,640,885	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,080,872	11,641,307	

Part III

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	10,075,092
2	Enter amount from Part I, line 27a	2	14,377
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,589,226
4	Add lines 1, 2, and 3	4	11,678,695
5	Decreases not included in line 2 (itemize) ▶ _____	5	37,810
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,640,885

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a See Additional Data Table			
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	509,567
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	394,909	8,418,661	0 046909
2010	319,788	5,540,181	0 057722
2009	171,791	4,999,165	0 034364
2008	151,294	3,445,989	0 043904
2007	153,577	2,692,733	0 057034

2	Total of line 1, column (d).	2	0 239933
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 047987
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	10,442,464
5	Multiply line 4 by line 3.	5	501,103
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,415
7	Add lines 5 and 6.	7	506,518
8	Enter qualifying distributions from Part XII, line 4. 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	8	528,972

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	5,415
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	
3		Add lines 1 and 2.		3	5,415
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	5,415
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,089	
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	11,089
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	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	5,674
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 5,674	Refunded ☐	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DC			
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		No
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of THE FOUNDATION Telephone no (202) 333-9000 Located at 3299 K STREET NW WASHINGTON DC ZIP+4 20007			
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		
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		No
See 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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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		No
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 20 , 20 , 20 , 20			
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		
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?			
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

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?

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

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

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
See Additional Data Table				

2

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

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

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

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

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	
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 NOT APPLICABLE	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	7,067,238
b	Average of monthly cash balances.	1b	574,299
c	Fair market value of all other assets (see instructions).	1c	2,959,949
d	Total (add lines 1a, b, and c).	1d	10,601,486
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	0
3	Subtract line 2 from line 1d.	3	10,601,486
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	159,022
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,442,464
6	Minimum investment return. Enter 5% of line 5.	6	522,123

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	522,123
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	5,415
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,415
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	516,708
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	516,708
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	516,708

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	528,972
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	528,972
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	5,415
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	523,557
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				516,708
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 2009 , 2008		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	61,967			
b From 2008.	78,037			
c From 2009.	45,430			
d From 2010.	54,905			
e From 2011.	221,878			
f Total of lines 3a through e.	462,217			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 528,972				
a Applied to 2011, but not more than line 2a			0	
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.				516,708
e Remaining amount distributed out of corpus	12,264			
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	474,481			
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.		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).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	61,967			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	412,514			
10 Analysis of line 9				
a Excess from 2008.	78,037			
b Excess from 2009.	45,430			
c Excess from 2010.	54,905			
d Excess from 2011.	221,878			
e Excess from 2012.	12,264			

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization 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))

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

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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	440,700
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	71,702	
4	Dividends and interest from securities. . . .			14	160,681	
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			18	302,929	
7	Other investment income.	453000	15,808	18	70	
8	Gain or (loss) from sales of assets other than inventory			18	509,567	
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). .		15,808		1,044,949	
13	Total. Add line 12, columns (b), (d), and (e).			13		1,060,757

[illegible]

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. (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. 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		Yes	No
1a(1)			No
1a(2)			No
1b(1)			No
1b(2)			No
1b(3)			No
1b(4)			No
1b(5)			No
1b(6)			No
1c			No

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	Mark N Roth	Mark N Roth			
	Firm's name	Buchanan & Company PLLC			Firm's EIN
		1616 N Fort Myer Dr 1400			
	Firm's address	Arlington, VA 22209			Phone no (703) 351-6600

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
55 SHR DOMINION RESOURCES INC		2011-07-01	2012-01-05
72 SHR KINDER MORGAN INC		2011-02-14	2012-01-05
65 SHR PUBLIC STORAGE 6 35% PFD		2011-07-19	2012-01-05
100 SHR PUBLIC STORAGE 6 35% PFD		2011-07-19	2012-01-06
53 SHR PUBLIC STORAGE 6 35% PFD		2011-07-19	2012-01-09
11 SHR PUBLIC STORAGE 6 35% PFD		2011-07-19	2012-01-10
75 SHR PUBLIC STORAGE 6 35% PFD		2011-07-19	2012-01-11
1 SHR COACH INC		2011-08-19	2012-01-19
21 SHR SHERWIN WILLIAMS CO		2011-08-04	2012-01-26
20 SHR SCHLUMBERGER LTD		2011-10-31	2012-02-07
32 SHR EXPRESS SCRIPTS INC		2011-04-05	2012-02-13
15 SHR EXPRESS SCRIPTS INC		2011-04-05	2012-02-13
26 SHR FOSSIL INC		2011-04-05	2012-02-13
19 SHR FOSSIL INC		2011-04-05	2012-02-14
80 SHR KOHLS CORP		2011-04-05	2012-02-23
56 SHR KOHLS CORP		2011-04-05	2012-02-24
97 SHR KOHLS CORP		2011-03-30	2012-02-29
36 SHR OCCIDENTAL PETROLEUM CORPORATION		2011-04-05	2012-02-29
3 SHR FOSSIL INC		2011-08-25	2012-03-12
69 SHR LOWES CO INC		2011-04-05	2012-03-12
2 SHR MEAD JOHNSON NUTRITION CO		2012-01-31	2012-03-12
1 SHR SALESFORCE COM INC		2011-09-22	2012-03-12
5 SHR FOSSIL INC		2011-08-25	2012-03-13
8 SHR FOSSIL INC		2011-09-22	2012-03-13
9 SHR MEAD JOHNSON NUTRITION CO		2012-01-31	2012-03-13
5 SHR SALESFORCE COM INC		2011-09-22	2012-03-13
12 SHR FOSSIL INC		2011-08-25	2012-03-14
8 SHR MEAD JOHNSON NUTRITION CO		2012-01-31	2012-03-14
5 SHR SALESFORCE COM INC		2011-09-22	2012-03-14
1 SHR FOSSIL INC		2011-08-25	2012-03-15

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7 SHR FOSSIL INC		2011-08-25	2012-03-15
7 SHR MEAD JOHNSON NUTRITION CO		2011-04-05	2012-03-15
4 SHR SALESFORCE COM INC		2011-09-22	2012-03-15
28 SHR FOSSIL INC		2011-04-05	2012-03-16
2 SHR MEAD JOHNSON NUTRITION CO		2012-01-19	2012-03-16
16 SHR MEAD JOHNSON NUTRITION CO		2011-04-05	2012-03-16
11 SHR SALESFORCE COM INC		2011-04-05	2012-03-16
61 SHR KINDER MORGAN INC		2012-01-26	2012-04-03
30 SHR 3M CO		2011-08-08	2012-04-13
34 SHR SUNOCO INC		2012-03-25	2012-04-30
35 SHR SUNOCO INC		2012-03-26	2012-04-30
36 SHR SUNOCO INC		2012-03-26	2012-05-02
8 SHR SALESFORCE COM INC		2012-01-31	2012-05-03
9 SHR SALESFORCE COM INC		2012-01-03	2012-05-04
3 SHR AIVIPHENOL CORP CL A		2011-10-28	2012-05-07
19 SHR AMPHENOL CORP CL A		2011-10-28	2012-05-07
19 SHR AMPHENOL CORP CL A		2011-10-28	2012-05-08
89 SHR WISCONSIN ENERGY CORPORATION		2011-07-01	2012-05-08
3 SHR AMPHENOL CORP CL A		2011-10-28	2012-05-10
12 SHR DAVITA HEALTHCARE PARTNERS INC		2011-10-21	2012-05-10
2 SHR DAVITA HEALTHCARE PARTNERS INC		2011-10-21	2012-05-10
5 SHR SALESFORCE COM INC		2012-01-30	2012-05-10
69 SHR SUNOCO INC		2012-03-26	2012-05-10
8 SHR DAVITA HEALTHCARE PARTNERS INC		2011-10-21	2012-05-11
1 SHR SALESFORCE COM INC		2012-01-30	2012-05-11
28 SHR PHILIP MORRIS INTL		2012-01-18	2012-05-16
15 SHR PHILIP MORRIS INTL		2012-01-18	2012-05-18
3 SHR PHILIP MORRIS INTL		2012-01-18	2012-05-22
33 SHR WAL MART STORES INC		2012-02-23	2012-06-04
9 SHR DAVITA HEALTHCARE PARTNERS INC		2012-01-03	2012-06-07

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11 SHR MEAD JOHNSON NUTRITION CO		2012-01-03	2012-06-07
9 SHR DAVITA HEALTHCARE PARTNERS INC		2012-01-03	2012-06-08
10 SHR MEAD JOHNSON NUTRITION CO		2012-01-03	2012-06-08
0 05 SHR VALLEY NATL BANCORP		2011-07-08	2012-06-08
37 SHR WISCONSIN ENERGY CORPORATION		2011-08-09	2012-07-10
2 SHR STERICYCLE INC		2012-02-14	2012-07-16
1 SHR STERICYCLE INC		2012-02-14	2012-07-16
9 SHR STERICYCLE INC		2012-02-14	2012-07-17
4 SHR STERICYCLE INC		2012-01-03	2012-07-17
19 SHR STERICYCLE INC		2012-01-03	2012-07-18
1 SHR STERICYCLE INC		2012-01-31	2012-07-18
3 SHR DAVITA HEALTHCARE PARTNERS INC		2011-10-06	2012-07-20
2 SHR DAVITA HEALTHCARE PARTNERS INC		2011-10-06	2012-07-20
6 SHR DAVITA HEALTHCARE PARTNERS INC		2011-10-06	2012-07-23
1 SHR DAVITA HEALTHCARE PARTNERS INC		2011-10-06	2012-07-23
5 SHR DAVITA HEALTHCARE PARTNERS INC		2011-10-06	2012-07-24
8 SHR ANSYS INC		2012-05-04	2012-08-06
5 SHR ANSYS INC		2012-05-04	2012-08-06
4 SHR GOOGLE INC CL A		2012-07-26	2012-08-06
25 SHR ANSYS INC		2012-01-03	2012-08-07
7 SHR ANSYS INC		2012-05-03	2012-08-07
3 SHR ANSYS INC		2012-05-03	2012-08-08
24 SHR ANSYS INC		2012-01-03	2012-08-08
14 SHR ANSYS INC		2012-07-26	2012-08-09
29 SHR PHILIP MORRIS INTL		2012-07-26	2012-08-13
20 SHR DANAHER CORP		2012-03-30	2012-08-14
6 SHR FOSSIL INC		2012-01-03	2012-08-14
27 SHR DANAHER CORP		2012-01-03	2012-08-15
21 SHR DANAHER CORP		2012-01-03	2012-08-15
27 SHR FOSSIL INC		2011-08-24	2012-08-15

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(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)
204 SHR LOWES CO INC		2012-07-26	2012-08-22
9656 43 SHR BROWN ADVISORY INTERMED 115233744		2012-02-03	2012-08-23
3 SHR APPLE INC		2012-07-26	2012-09-21
6 SHR GOOGLE INC CL A		2012-01-03	2012-09-21
10 SHR ANSYS INC		2012-07-26	2012-09-24
1 SHR ANSYS INC		2012-07-26	2012-09-24
8 SHR ANSYS INC		2012-07-26	2012-09-25
28 SHR CANADIAN NATURAL RESOURCES LTD		2012-02-07	2012-10-03
29 SHR CANADIAN NATURAL RESOURCES LTD		2012-02-07	2012-10-04
9 SHR CANADIAN NATURAL RESOURCES LTD		2012-02-07	2012-10-05
63 SHR COCA COLA COMPANY		2012-07-26	2012-10-05
12 SHR DAVITA HEALTHCARE PARTNERS INC		2012-07-26	2012-10-12
18 SHR DAVITA HEALTHCARE PARTNERS INC		2012-07-26	2012-10-15
33 SHR ABBOTT LABORATORIES		2012-07-26	2012-10-18
0 6667 SHR KRAFT FOODS GROUP INC		2012-10-02	2012-10-19
16 SHR COACH INC		2012-06-08	2012-10-24
18 SHR COSTCO WHSL CORP		2012-07-26	2012-10-24
3 SHR IDEXX LASS INC		2012-07-26	2012-10-24
9 SHR LAUDER ESTEE COS INC CL A		2012-01-03	2012-10-24
10 SHR ACCENTURE PLC CL A		2012-07-26	2012-10-24
33 SHR COACH INC		2012-01-03	2012-10-25
60 SHR CONSOLIDATED EDISON INC		2012-07-26	2012-10-25
12 SHR COSTCO WHSL CORP		2012-07-26	2012-10-25
3 SHR IDEXX LABS INC		2012-07-26	2012-10-25
9 SHR LAUDER ESTEE COS INC CL A		2012-01-03	2012-10-25
277 SHR VALLEY NATL BANCORP		2012-07-26	2012-10-25
42 SHR ACCENTURE PLC CL A		2012-07-26	2012-10-25
30 SHR COACH INC		2012-01-03	2012-10-26
5 SHR IDEXX LABS INC		2012-07-26	2012-10-26
36 SHR LAUDER ESTEE COS INC CL A		2012-03-15	2012-10-26

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9 SHR LAUDER ESTEE COS INC CL A		2012-03-15	2012-10-26
11 SHR COACH INC		2012-07-26	2012-10-31
1 SHR IDEXX LABS INC		2012-07-26	2012-10-31
9 SHR IDEXX LABS INC		2012-07-26	2012-11-01
2 SHR IDEXX LABS INC		2012-07-26	2012-11-02
3 SHR IDEXX LABS INC		2012-07-26	2012-11-05
16 SHR AMPHENOL CORP CL A		2012-07-26	2012-11-06
8 SHR IDEXX LABS INC		2012-07-26	2012-11-06
2 SHR IDEXX LABS INC		2012-07-26	2012-11-06
4 SHR STERICYCLE INC		2012-07-26	2012-11-06
13 SHR AMPHENOL CORP CL A		2012-07-26	2012-11-07
3 SHR IDEXX LABS INC		2012-07-26	2012-11-07
9 SHR STERICYCLE INC		2012-07-26	2012-11-07
11 SHR AMPHENOL CORP CL A		2012-07-26	2012-11-08
16 SHR STERICYCLE INC		2012-07-26	2012-11-08
34 SHR CANADIAN NATURAL RESOURCES LTD		2012-05-03	2012-11-27
36 SHR PEPSICO INC		2012-07-26	2012-11-27
23 SHR SALESFORCE COM INC		2012-01-03	2012-11-27
82 SHR CANADIAN NATURAL RESOURCES LTD		2012-01-03	2012-11-28
24 SHR CANADIAN NATURAL RESOURCES LTD		2012-05-04	2012-11-29
29 SHR CANADIAN NATURAL RESOURCES LTD		2012-07-26	2012-12-04
63 SHR CANADIAN NATURAL RESOURCES LTD		2012-07-26	2012-12-05
2250 SHR VANGUARD INTERMEDIATE TERM C		2012-05-24	2012-12-10
18 SHR SALESFORCE COM INC		2012-01-03	2012-12-17
23 SHR ROPER INDS INC		2012-07-26	2012-12-19
28 SHR STERICYCLE INC		2012-01-03	2012-12-19
38 SHR KINDER MORGAN INC		2011-02-14	2012-04-03
42 SHR EXPRESS SCRIPTS HLDGS C		2011-04-05	2012-05-10
8 SHR WISCONSIN ENERGY CORPORATION		2011-04-14	2012-06-04
72 SHR WISCONSIN ENERGY CORPORATION		2011-04-14	2012-06-13

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18 SHR PEPSICO INC		2011-04-14	2012-07-10
28 SHR EXPRESS SCRIPTS HLDGS C		2011-04-14	2012-07-20
4 SHR LOWES CO INC		2011-06-13	2012-08-22
78 SHR LOWES CO INC		2011-06-13	2012-08-22
4 SHR NATIONAL INSTRS CORP		2011-04-29	2012-09-21
12 SHR NATIONAL INSTRS CORP		2011-04-29	2012-09-24
1 SHR NATIONAL INSTRS CORP		2011-04-29	2012-09-24
11 SHR ANSYS INC		2012-03-16	2012-09-25
11 SHR NATIONAL INSTRS CORP		2011-04-29	2012-09-25
8 SHR ANSYS INC		2011-03-16	2012-09-26
10 SHR NATIONAL INSTRS CORP		2011-04-29	2012-09-26
9 SHR ANSYS INC		2011-04-29	2012-09-27
23 SHR NATIONAL INSTRS CORP		2011-04-29	2012-09-27
2 SHR NATIONAL INSTRS CORP		2011-04-29	2012-09-27
20 SHR NATIONAL INSTRS CORP		2011-04-29	2012-09-28
13 SHR NATIONAL INSTRS CORP		2011-04-29	2012-10-01
3 SHR NATIONAL INSTRS CORP		2011-04-29	2012-10-02
5 SHR CANADIAN NATURAL RESOURCES LTD		2011-06-23	2012-10-03
5 SHR NATIONAL INSTRS CORP		2011-04-29	2012-10-03
6 SHR NATIONAL INSTRS CORP		2011-04-29	2012-10-04
15 SHR NATIONAL INSTRS CORP		2011-04-29	2012-10-05
4 SHR NATIONAL INSTRS CORP		2011-05-06	2012-10-08
7 SHR NATIONAL INSTRS CORP		2011-05-06	2012-10-09
8 SHR NATIONAL INSTRS CORP		2011-05-06	2012-10-10
116 SHR VALLEY NATL BANCORP		2011-07-08	2012-10-18
240 SHR VALLEY NATL BANCORP		2011-04-29	2012-10-19
113 SHR VALLEY NATL13AIG CORP		2011-04-29	2012-10-22
12 SHR DAVITA HEALTHCARE PARTNERS INC		2011-04-29	2012-10-24
3 SHR FOSSIL INC		2011-08-24	2012-10-24
10 SHR DAVITA HEALTHCARE PARTNERS INC		2011-10-06	2012-10-25

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12 SHR FOSSIL INC		2011-08-24	2012-10-25
267 SHR VALLEY NAIL BANCORP		2011-04-29	2012-10-25
11 SHR FOSSIL INC		2011-08-24	2012-10-25
17 SHR FOSSIL INC		2011-04-29	2012-10-31
11 SHR FOSSIL INC		2011-08-24	2012-11-01
60 SHR LOWES CO INC		2011-06-13	2012-11-02
1 SHR NATIONAL INSTRS CORP		2011-05-06	2012-11-02
3 SHR NATIONAL INSTRS CORP		2011-05-06	2012-11-06
163 SHR LOWES CO INC		2011-04-29	2012-11-19
2 SHR NATIONAL INSTRS CORP		2011-05-06	2012-11-23
145 SHR LOWES CO INC		2011-04-29	2012-11-26
5 SHR NATIONAL INSTRS CORP		2011-05-06	2012-11-26
9 SHR NATIONAL INSTRS CORP		2011-05-06	2012-11-27
8 SHR NATIONAL INSTRS CORP		2011-05-06	2012-11-28
2 SHR NATIONAL INSTRS CORP		2011-05-06	2012-11-29
22 SHR SALESFORCE COM INC		2011-04-29	2012-12-17
2 SHR STERICYCLE INC		2011-08-03	2012-12-19
1100 SHR UBS AG JERSEY E TRACS BLOOMBERG CMCI		2011-08-30	2012-02-03
9868 421 SHR WELLS FARGO ADJ RATE		2011-12-13	2012-02-03
900 SHR ISHARES 1130XX INVESTMENT GRADE CORP		2011-12-13	2012-05-24
3600 SHR UBS AG JERSEY E TRACS BLOOMBERG CMCI		2011-12-13	2012-07-23
4 812 SHR OAKMARK INTL SMALL CAP CLI		2011-12-15	2012-07-26
1108 527 SHR WELLS FARGO ADJ RATE		2011-12-13	2012-07-26
7926 037 SHR BROWN ADVISORY INTERMED 115233744		2011-08-31	2012-08-23
0 SHR SPDR GOLD TRUST		2012-07-23	2012-12-31
0 SHR SPDR GOLD TRUST		2012-07-26	2012-12-31
164 SHR CONSOLIDATED EDISON INC		2010-12-09	2012-01-05
116 SHR DOMINION RESOURCES INC		2010-12-09	2012-01-05
24 SHR ERIE INDEMNITY CO		2010-12-09	2012-01-05
33 SHR EXXON MOBIL CORP		2010-09-21	2012-01-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
18 SHR SHERWIN WILLIAMS CO		2010-09-21	2012-01-05
1 SHR INTUITIVE SURGICAL INC		2010-11-30	2012-01-06
3 SHR INTUITIVE SURGICAL INC		2010-11-30	2012-01-09
2 SHR GOGGLE INC CL A		2010-12-09	2012-01-10
3 SHR INTUITIVE SURGICAL INC		2010-12-09	2012-01-10
3 SHR GOGGLE INC CL A		2008-06-23	2012-01-11
11 SHR COVANCE INC		2009-10-12	2012-01-12
1 SHR COVANCE INC		2009-10-12	2012-01-13
7 SHR COVANCE INC		2009-10-12	2012-01-13
13 SHR COVANCE INC		2010-12-09	2012-01-13
2 SHR COVANCE INC		2009-10-09	2012-01-17
13 SHR COVANCE INC		2009-10-09	2012-01-17
14 SHR COACH INC		2009-10-12	2012-01-19
17 SHR COACH INC		2009-10-12	2012-01-20
18 SHR COACH INC		2009-10-12	2012-01-23
75 SHR KRAFT FOODS INC CL A		2010-12-09	2012-01-26
49 SHR SHERWIN WILLIAMS CO		2010-12-09	2012-01-26
39 SHR 3M CO		2010-12-09	2012-01-26
299 SHR ABB LTD A D R		2010-12-09	2012-01-30
300 SHR ABB LTD A D R		2010-12-09	2012-01-31
5703 423 SHR OAKIVIARK INTL SMALL CAP CL I		2010-12-09	2012-02-03
3 SHR COACH INC		2009-10-12	2012-03-12
1 SHR APPLE INC		2009-10-12	2012-03-13
10 SHR COACH INC		2009-10-12	2012-03-13
2 SHR MASTERCARD INC		2009-10-12	2012-03-13
1 SHR APPLE INC		2009-10-12	2012-03-14
10 SHR COACH INC		2009-10-12	2012-03-14
2 SHR MASTERCARD INC		2009-10-12	2012-03-14
1 SHR APPLE INC		2009-10-12	2012-03-15
8 SHR COACH INC		2009-10-12	2012-03-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1 SHR MASTERCARD INC		2009-10-12	2012-03-15
2 SHR APPLE INC		2008-06-23	2012-03-16
21 SHR COACH INC		2010-12-09	2012-03-16
3 SHR MASTERCARD INC		2010-12-09	2012-03-16
75 SHR EXXON IVIOBIL CORP		2010-09-21	2012-03-29
13 SHR ROPER INDS INC		2009-10-26	2012-03-29
14 SHR ROPER INDS INC		2009-10-26	2012-03-30
11308 572 SHR CALAMOS CONVERTIBLE FD CL A		2010-12-09	2012-04-04
77 SHR HEALTHCARE SVCS GROUP INC		2010-10-20	2012-04-09
31 SHR HEALTHCARE SVCS GROUP INC		2010-10-20	2012-04-10
3 SHR APPLE INC		2008-06-23	2012-04-11
6 SHR QUALCOMM INC		2009-09-04	2012-04-11
44 SHR 3M CO		2010-12-09	2012-04-13
1 SHR INTUITIVE SURGICAL INC		2009-05-29	2012-04-23
2 SHR INTUITIVE SURGICAL INC		2009-05-29	2012-04-24
3 SHR INTUITIVE SURGICAL INC		2009-05-29	2012-05-03
3 SHR INTUITIVE SURGICAL INC		2009-05-29	2012-05-04
6 SHR MASTERCARD INC		2010-05-24	2012-05-07
30 SHR WISCONSIN ENERGY CORPORATION		2010-12-03	2012-05-08
2 SHR AMPHENOL CORP CL A		2010-04-21	2012-05-10
2 SHR AMPHENOL CORP CL A		2010-04-21	2012-05-10
23 SHR AMPHENOL CORP CL A		2010-04-21	2012-05-10
19 SHR AMPHENOL CORP CL A		2010-04-21	2012-05-11
53 SHR WISCONSIN ENERGY CORPORATION		2010-12-09	2012-05-14
75 SHR PFIZER INC		2010-10-20	2012-05-15
70 SHR PFIZER INC		2010-10-20	2012-05-21
13 SHR PHILIP MORRIS INTL		2010-12-09	2012-05-22
45 SHR ABBOTT LABORATORIES		2010-09-21	2012-05-23
2390 SHR ISHARES IBOX INVESTMENT GRADE CORP		2010-12-09	2012-05-24
125 SHR PFIZER INC		2010-12-09	2012-06-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
19 SHR WAL MART STORES INC		2010-12-09	2012-06-04
65 SHR WISCONSIN ENERGY CORPORATION		2010-10-20	2012-06-04
87 SHR PFIZER INC		2010-09-21	2012-06-06
11 SHR WISCONSIN ENERGY CORPORATION		2010-12-09	2012-06-13
42 SHR WAL MART STORES INC		2010-12-09	2012-06-25
16 SHR COSTCO WHSL CORP		2009-10-12	2012-06-29
4 SHR COSTCO WHSL CORP		2009-10-12	2012-07-02
11 SHR COSTCO WHSL CORP		2009-10-12	2012-07-02
84 SHR WISCONSIN ENERGY CORPORATION		2010-12-09	2012-07-02
42 SHR WISCONSIN ENERGY CORPORATION		2010-12-09	2012-07-03
43 SHR WISCONSIN ENERGY CORPORATION		2010-09-21	2012-07-06
8 SHR PEPSICO INC		2010-09-21	2012-07-10
48 SHR WISCONSIN ENERGY CORPORATION		2010-09-21	2012-07-10
2 SHR APPLE INC		2008-06-23	2012-07-19
5845 SHR UBS AG JERSEY E TRACS BLOOMBERG CMCI		2010-11-19	2012-07-23
29 SHR HEALTHCARE SVCS GROUP INC		2010-10-20	2012-07-25
15435 337 SHR OAKMARK INTL SMALL CAP CL I		2010-12-09	2012-07-26
25 SHR HEALTHCARE SVCS GROUP INC		2010-10-20	2012-07-26
16246 9540 SHR BROWN ADVISORY VALUE 115233801		2010-12-09	2012-07-26
40739 8130 SHR WELLS FARGO ADJ RATE		2010-12-09	2012-07-26
43 SHR HEALTHCARE SVCS GROUP INC		2010-12-09	2012-07-27
2 SHR HEALTHCARE SVCS GROUP INC		2010-12-09	2012-07-30
33 SHR CANADIAN NATURAL RESOURCES LTD		2010-10-29	2012-10-05
27 SHR CANADIAN NATURAL RESOURCES LTD		2010-10-29	2012-10-08
6 SHR COSTCO WHSL CORP		2009-10-12	2012-10-25
7 SHR DAVITA HEALTHCARE PARTNERS INC		2009-10-12	2012-10-26
22 SHR DAVITA HEALTHCARE PARTNERS INC		2009-10-12	2012-10-31
8 SHR DAVITA HEALTHCARE PARTNERS INC		2009-10-12	2012-11-01
1 SHR IDEXX LABS INC		2009-10-12	2012-11-07
8 SHR IDEXX LABS INC		2009-10-12	2012-11-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
36 SHR TOTALS A ADR		2010-10-20	2012-11-08
6 SHR IDEXX LABS INC		2009-10-12	2012-11-09
78 SHR CANADIAN NATURAL RESOURCES LTD		2010-12-09	2012-11-26
85 SHR CANADIAN NATURAL RESOURCES LTD		2010-12-09	2012-11-27
11 SHR CANADIAN NATURAL RESOURCES LTD		2009-11-19	2012-11-28
53 SHR CANADIAN NATURAL RESOURCES LTD		2009-05-29	2012-11-29
64 SHR CANADIAN NATURAL RESOURCES LTD		2009-05-29	2012-11-30
149 SHR CANADIAN NATURAL RESOURCES LTD		2009-05-29	2012-12-03
104 SHR CANADIAN NATURAL RESOURCES LTD		2009-05-29	2012-12-04
38343 302 SHR BROWN ADVISORY VALUE EQUITY INV		2010-12-09	2012-12-10
CAPITAL GAIN DISTRIBUTIONS		2011-04-23	2012-08-15
GCMP		2011-04-15	2012-12-31
LONG TERM INVESTMENT COSTS		2007-03-18	2012-04-16
ESTATE OF LEO BERNSTEIN		2006-01-04	2012-06-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,848		2,680	168
2,339		2,235	104
1,707		1,625	82
2,625		2,500	125
1,393		1,325	68
290		275	15
1,974		1,875	99
65		48	17
2,027		1,563	464
1,578		1,482	96
1,597		1,900	-303
747		856	-109
2,663		2,558	105
2,246		1,836	410
3,988		4,297	-309
2,772		2,977	-205
4,843		5,155	-312
3,754		3,005	749
383		279	104
2,058		1,606	452
160		148	12
147		117	30
648		464	184
1,022		744	278
721		668	53
750		585	165
1,535		1,113	422
641		594	47
754		585	169
127		93	34

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
888		649	239
557		518	39
611		468	143
3,512		2,577	935
160		147	13
1,277		1,182	95
1,665		1,286	379
2,442		2,023	419
2,584		2,391	193
1,672		1,326	346
1,714		1,365	349
1,788		1,403	385
1,267		932	335
1,382		1,044	338
165		147	18
1,043		932	111
1,028		932	96
3,235		2,827	408
164		147	17
1,012		830	182
170		138	32
720		578	142
3,377		2,690	687
663		553	110
140		116	24
2,390		2,055	335
1,273		1,101	172
255		220	35
2,164		1,940	224
764		618	146

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
894		809	85
765		594	171
807		735	72
1		1	
1,481		1,021	460
186		175	11
93		87	6
837		786	51
372		347	25
1,770		1,611	159
93		83	10
292		192	100
195		128	67
571		385	186
96		64	32
473		321	152
541		497	44
339		310	29
2,588		2,457	131
1,695		1,549	146
476		432	44
201		185	16
1,597		1,446	151
937		824	113
2,673		2,571	102
1,070		1,070	
508		508	
1,444		1,447	-3
1,123		1,123	
2,336		2,336	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,516		5,349	167
110,470		109,118	1,352
2,105		1,724	381
4,395		3,684	711
734		588	146
74		59	15
584		471	113
856		1,083	-227
899		1,122	-223
278		348	-70
2,420		2,477	-57
1,323		1,156	167
1,966		1,735	231
2,197		2,139	58
31		30	1
919		1,012	-93
1,723		1,718	5
289		263	26
559		574	-15
668		594	74
1,878		2,075	-197
3,586		3,858	-272
1,152		1,145	7
290		263	27
551		572	-21
2,712		2,734	-22
2,807		2,493	314
1,683		1,859	-176
480		439	41
2,193		2,280	-87

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
549		570	-21
614		653	-39
97		88	9
862		790	72
191		176	15
282		263	19
995		954	41
752		703	49
188		176	12
380		355	25
797		775	22
278		263	15
844		799	45
663		656	7
1,483		1,421	62
956		1,136	-180
2,517		2,562	-45
3,623		3,046	577
2,291		2,677	-386
691		765	-74
805		799	6
1,756		1,736	20
198,949		189,585	9,364
3,033		2,279	754
2,535		2,179	356
2,598		2,373	225
1,521		1,179	342
2,263		2,397	-134
301		238	63
2,802		2,142	660

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,256		1,203	53
1,608		1,589	19
108		89	19
2,128		1,736	392
106		121	-15
313		362	-49
26		30	-4
803		570	233
285		331	-46
574		414	160
255		301	-46
650		464	186
587		693	-106
51		60	-9
505		603	-98
325		392	-67
75		90	-15
153		198	-45
123		151	-28
148		181	-33
370		452	-82
98		120	-22
169		211	-42
189		241	-52
1,116		1,547	-431
2,304		3,019	-715
1,083		1,411	-328
1,332		766	566
265		265	
1,113		634	479

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,055		1,055	
2,614		3,134	-520
961		961	
1,481		1,481	
1,010		996	14
1,995		1,335	660
25		30	-5
74		90	-16
5,542		3,595	1,947
49		60	-11
5,083		2,926	2,157
123		151	-28
220		271	-51
196		241	-45
49		60	-11
3,708		2,407	1,301
186		163	23
24,821		27,033	-2,212
90,000		89,884	116
103,903		100,706	3,197
78,109		79,723	-1,614
58		57	1
10,176		10,092	84
89,530		90,000	-470
182		167	15
86		81	5
9,784		8,035	1,749
6,006		5,195	811
1,797		1,526	271
2,805		2,036	769

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,640		1,351	289
465		256	209
1,357		767	590
1,247		1,101	146
1,350		552	798
1,879		1,644	235
496		615	-119
45		56	-11
308		391	-83
567		726	-159
89		112	-23
580		725	-145
911		485	426
1,100		588	512
1,153		623	530
2,904		2,377	527
4,729		3,601	1,128
3,409		3,368	41
6,150		5,933	217
6,239		5,581	658
75,000		74,691	309
231		104	127
561		191	370
778		346	432
841		432	409
584		191	393
787		346	441
843		432	411
588		191	397
622		277	345

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
420		216	204
1,170		349	821
1,641		715	926
1,260		646	614
6,403		4,628	1,775
1,283		675	608
1,389		727	662
203,780		180,469	23,311
1,563		1,249	314
620		503	117
1,879		523	1,356
398		272	126
3,790		3,706	84
567		148	419
1,123		296	827
1,735		445	1,290
1,701		445	1,256
2,633		1,289	1,344
1,090		896	194
109		95	14
109		95	14
1,251		1,087	164
1,032		898	134
1,975		1,582	393
1,691		1,320	371
1,573		1,232	341
1,105		752	353
2,779		2,348	431
275,920		250,035	25,885
2,680		2,196	484

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,246		1,035	211
2,447		1,937	510
1,888		1,503	385
428		323	105
2,855		2,287	568
1,516		929	587
379		232	147
1,039		639	400
3,359		2,469	890
1,678		1,218	460
1,721		1,244	477
558		532	26
1,921		1,389	532
1,226		349	877
126,819		121,985	4,834
639		471	168
187,539		180,034	7,505
550		406	144
200,000		163,345	36,655
373,991		362,600	11,391
947		696	251
44		32	12
1,020		1,195	-175
827		977	-150
576		348	228
778		396	382
2,469		1,245	1,224
898		453	445
93		50	43
726		401	325

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,728		1,963	-235
539		301	238
2,220		2,810	-590
2,391		2,905	-514
307		367	-60
1,525		1,578	-53
1,832		1,906	-74
4,230		4,436	-206
2,889		3,097	-208
495,395		355,607	139,788
51,400			51,400
		818	-818
		38,928	-38,928
181,349			181,349

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			168
			104
			82
			125
			68
			15
			99
			17
			464
			96
			-303
			-109
			105
			410
			-309
			-205
			-312
			749
			104
			452
			12
			30
			184
			278
			53
			165
			422
			47
			169
			34

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			239
			39
			143
			935
			13
			95
			379
			419
			193
			346
			349
			385
			335
			338
			18
			111
			96
			408
			17
			182
			32
			142
			687
			110
			24
			335
			172
			35
			224
			146

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			85
			171
			72
			460
			11
			6
			51
			25
			159
			10
			100
			67
			186
			32
			152
			44
			29
			131
			146
			44
			16
			151
			113
			102
			-3

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			167
			1,352
			381
			711
			146
			15
			113
			-227
			-223
			-70
			-57
			167
			231
			58
			1
			-93
			5
			26
			-15
			74
			-197
			-272
			7
			27
			-21
			-22
			314
			-176
			41
			-87

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-21
			-39
			9
			72
			15
			19
			41
			49
			12
			25
			22
			15
			45
			7
			62
			-180
			-45
			577
			-386
			-74
			6
			20
			9,364
			754
			356
			225
			342
			-134
			63
			660

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			53
			19
			19
			392
			-15
			-49
			-4
			233
			-46
			160
			-46
			186
			-106
			-9
			-98
			-67
			-15
			-45
			-28
			-33
			-82
			-22
			-42
			-52
			-431
			-715
			-328
			566
			479

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-520
			14
			660
			-5
			-16
			1,947
			-11
			2,157
			-28
			-51
			-45
			-11
			1,301
			23
			-2,212
			116
			3,197
			-1,614
			1
			84
			-470
			15
			5
			1,749
			811
			271
			769

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			289
			209
			590
			146
			798
			235
			-119
			-11
			-83
			-159
			-23
			-145
			426
			512
			530
			527
			1,128
			41
			217
			658
			309
			127
			370
			432
			409
			393
			441
			411
			397
			345

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			204
			821
			926
			614
			1,775
			608
			662
			23,311
			314
			117
			1,356
			126
			84
			419
			827
			1,290
			1,256
			1,344
			194
			14
			14
			164
			134
			393
			371
			341
			353
			431
			25,885
			484

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			211
			510
			385
			105
			568
			587
			147
			400
			890
			460
			477
			26
			532
			877
			4,834
			168
			7,505
			144
			36,655
			11,391
			251
			12
			-175
			-150
			228
			382
			1,224
			445
			43
			325

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-235
			238
			-590
			-514
			-60
			-53
			-74
			-206
			-208
			139,788
			51,400
			-818
			-38,928
			181,349

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD BERNSTEIN	VICE PRES 0	0		
1054 31ST STREET NW WASHINGTON,DC 20007				
MAUREE JANE PERRY	SECRETARY 0	0		
2606 JACKSON STREET SAN FRANCISCO,CA 94115				
ADAM K BERNSTEIN	TREASURER 0	0		
4409 KLINGLE STREET WASHINGTON,DC 20016				
AMI BECKER ARONSON	MANAGING EXECUTIVE DIRECTOR 0	84,030	2,500	1,100
6917 ANCHORAGE DRIVE BETHESDA,MD 20817				
STUART BERNSTEIN	PRESIDENT 0	0		
Il Lugano - 300 Seminole Avenue Palm Beach,FL 33480				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GLEN ECHO PARK PARTNERSHIP 7300 MacArthur Blvd Glen Echo,MD 20812	Not Applicable	Charitable	Community service	10,000
SIXTH & I HISTORIC SYNAGOGUE 600 I Street NW Washington,DC 20001	Not Applicable	Charitable	Community service	10,000
RESEARCH DOWN SYNDROME 180 W Adams Chicago,IL 60603	Not Applicable	Charitable	Community service	500
TRUST FOR THE NATIONAL MALL PO Box 96475 Washington,DC 20090	Not Applicable	Charitable	Community service	25,000
AUTISM SPEAKS 1 E 33rd St 4th Floor New York,NY 10016	Not applicable	Charitable	Community service	1,000
NATIONAL MUSEUM OF WOMEN IN THE ARTS 1250 New York Ave NW Washington,DC 20005	Not Applicable	Charitable	Community service	10,000
C&O CANAL TRUST 1850 Dual Highway Suite 100 Hagerstown,MD 21740	Not Applicable	Charitable	Community service	5,000
JEWISH VOCATIONAL SERVICE 216 West Jackson Blvd Suite 700 Chicago,IL 60606	Not Applicable	Charitable	Community service	3,000
KOLLEL VILNA 3299 K St NW Suite 700 Washington,DC 20007	Not Applicable	Charitable	Community service	10,000
MERITUS COLLEGE FUND PO Box 29024 San Francisco,CA 94129	Not Applicable	Charitable	Community service	10,000
JOY OF MOTION DANCE CENTER 1333 H St NE Washington,DC 20002	Not Applicable	Charitable	Community service	10,000
NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY 101 S Independence Mall East Philadelphia,PA 19106	Not Applicable	Charitable	Community service	5,000
THE SEED FOUNDATION 1776 Massachusetts Ave NW Washington,DC 20036	Not Applicable	Charitable	Community service	2,000
SASHA BRUCE YOUTHWORX INC 741 8th St SE Washington,DC 20003	Not Applicable	Charitable	Community service	2,000
WOUNDED WARRIOR PROJECT 4899 Belfort Rd Suite 300 Jacksonville,FL 32256	Not Applicable	Charitable	Community service	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALLIANCE FOR YOUNG ARTISTS 197 East Broadway New York, NY 10002	Not Applicable	charitable	Community service	25,000
AMERICAN UNIVERSITY 801 Massachusetts Avenue Northwest Washington, DC 20016	Not Applicable	charitable	Jewish causes,Kogod sch of business, LMB Fellowship	35,000
CATHERINE CABEEN & CO 3518 Fremont Ave N 118 Seattle, WA 98103	Not Applicable	charitable	Community service	2,000
CEDAR CREEK BATTLEFIELD 6437 Valley Pike Middletown, VA 22645	Not Applicable	charitable	Community Service	3,000
NEW DANCE ALLIANCE 182 Duane St New York, NY 10013	Not Applicable	charitable	Community Service	6,000
JUST TRYAN IT PO Box 34589 Bethesda, MD 20827	Not Applicable	charitable	Community Service	1,000
ELSIE'S PUBLISHING PO Box 811 East Lansing, MI 48826	Not Applicable	charitable	Community Service	2,000
ENVIRONMENTAL WORKSHOP GROUP 1436 U st NW 100 Washington, DC 20009	Not Applicable	charitable	Community Service	5,000
NATIONAL PUBLIC RADIO 635 Massachusetts Ave NW Washington, DC 20001	Not Applicable	charitable	Community Service	5,000
SMITH CENTER FOR HEALING AND THE ARTS 1632 U St NW Washington, DC 20009	Not Applicable	charitable	Community Service	10,000
MELVIN J BERMAN HEBREW ACADEMY 13300 Arctic Ave Rockville, MD 20853	Not Applicable	charitable	Community Service	5,000
HEBREW HOME OF GREATER WASHINGTON 6121 Montrose Road Rockville, MD 20852	Not Applicable	charitable	Community Service	3,500
KENNEDY CENTER FOR THE PERFORMING ARTS 2700 F Street Northwest Washington, DC 20566	Not Applicable	charitable	Community Service	10,000
VOSS FOUNDATION 236 W 30th St 12th Floor New York, NY 10001	Not Applicable	charitable	Community Service	10,000
ANTI-DEFAMATION LEAGUE 605 3rd Ave New York, NY 10158	Not Applicable	charitable	Community Service	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RONALD C WORNICK JEWISH DAY SCHOOL 800 Foster City Blvd Foster City, CA 94404	Not Applicable	charitable	Community Service	6,500
STONE SOUP FILMS 1070 Thomas Jefferson St NW Suite 202 Washington, DC 20007	Not Applicable	charitable	Community Service	1,000
URBAN ZEN FOUNDATION 705 Greenwich St 3rd Floor New York, NY 10014	Not Applicable	charitable	Community Service	1,000
SEATTLE THEATER GROUP 911 Pine Street Seattle, WA 98101	Not applicable	charitable	Community Service	2,000
GESHER JEWISH DAY SCHOOL 4800 Mattie Moore Ct Fairfax, VA 22030	Not Applicable	charitable	Community Service	1,000
WETA BETTER ANGELS SOCIETY PO Box 60067 Florence, MA 01062	Not Applicable	charitable	Community Service	50,000
YESHIVA OF GREATER WASHINGTON 2010 Linden Lane Silver Spring, MD 20910	Not Applicable	charitable	Community Service	10,000
HOPECAM 1890 Preston White Dr Suite 103 Reston, VA 20191	Not Applicable	charitable	Community Service	2,500
VITAL VOICES 1625 Massachusetts Ave NW Washington, DC 20036	Not Applicable	charitable	Community Service	11,200
GEORGE WASHINGTON UNIVERSITY 2121 Eye St NW Washington, DC 20052	Not applicable	charitable	Community service	1,500
LEO BERNSTEIN JEWISH ACADEMY 1401 Arcola Ave Silver Spring, MD 20902	Not applicable	charitable	Community service	25,000
SONOMA COMMUNITY CENTER 276 E Napa St Sonoma, CA 95476	Not applicable	charitable	Community service	10,000
BAY AREA JEWISH HEALING CENTER 3330 Geary Blvd San Francisco, CA 94118	Not applicable	charitable	Community service	3,000
BOB GRAHAM CENTER FOR PUBLIC SERVICE 220 Pugh Hall Gainesville, FL 32611	Not applicable	charitable	Community service	10,000
WAMU 885 AMERICAN UNIVERSITY 4400 Massachusetts Ave NW Washington, DC 20016	Not applicable	charitable	Community service	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BBYO 2020 K St NW Washington, DC 20006	Not applicable	charitable	Community service	10,000
JERUSALEMONLINEUCOM 105 E 34th St Suite 117 New York, NY 10016	Not applicable	charitable	Community service	10,000
AMERICAN RED CROSS 8550 Arlington Blvd Fairfax, VA 22031	Not applicable		Community service	5,000
OSHEV SHALOM TALMUD TORAH CONGREGATION OF OLNEY 18318 Georgia Ave Olney, MD 20832	Not applicable	charitable	Community Service	10,000
TRANSFORMER 1404 P Street NW Washington, DC 20005	Not applicable	charitable	Community service	10,000
FRIENDS OF LUBAVITCH 11621 Seven Locks Rd Potomac, MD 20854	Not applicable	charitable	Community service	10,000
Total  3a				440,700

TY 2012 Accounting Fees Schedule**Name:** Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	17,011	15,310		1,701

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: Leo M Bernstein Family Foundation
Attn Ami Becker Aronson
EIN: 52-6041822

TY 2012 Explanation of Non-Filing with Attorney General Statement

Name: Leo M Bernstein Family Foundation
Attn Ami Becker Aronson

EIN: 52-6041822

Statement: DC does not require Form 990-PF to be furnished to DC.

**TY 2012 Investments Corporate
Stock Schedule**

Name: Leo M Bernstein Family Foundation
Attn Ami Becker Aronson

EIN: 52-6041822

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MANAGED PORTFOLIOS	6,468,577	7,388,214

TY 2012 Investments - Other Schedule

Name: Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ISRAEL STATE BONDS		1,000	1,000
CERTIFICATES OF DEPOSIT		277,197	277,197
BROWN ADVISORY INVESTORS, LLP		121,467	123,052
INVEST STRASBURG(CASH)			
BTTWN - CRRT		320,478	
BATTLETOWN INN		650,000	650,000

TY 2012 Land, Etc. Schedule**Name:** Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

TY 2012 Legal Fees Schedule

Name: Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	16,551	16,551		

TY 2012 Other Decreases Schedule**Name:** Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Description	Amount
UNREALIZED LOSSES	14,787
FEDERAL TAX EXPENSE	2,810
NONDEDUCTIBLE EXPENSES	20,213

TY 2012 Other Expenses Schedule

Name: Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	91	91		
MESSENGER/DELIVERY	106	95		11
DUES/SUBSCRIPTIONS	10,644			10,644
METRO	226	203		23
M & E	2,790	2,511		279
OFFICE SUPPLIES	7,164	6,756		43
PAYROLL FEES	274	247		27
INSURANCE	17,890	16,551		807
UTILITIES	37,511	35,475		8
INVESTMENT FEES	49,227	49,227		
GCMP	1,861	1,861		
REPAIRS AND MAINTENANCE	20,323	19,219		4
MANAGEMENT FEES	68,264	62,916		3,600
CONSULTING	13,761			13,761
MISCELLANEOUS	2,062	1,872		176

TY 2012 Other Income Schedule

Name: Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Late Fees	70	70	
Miscellaneous	15,808		

TY 2012 Other Increases Schedule**Name:** Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Description	Amount
TRANSFER OF INVESTMENT	4,312
BASIS ADJUSTMENT PER IRC SEC 469(J)(6)	1,584,914

TY 2012 Other Liabilities Schedule

Name: Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Description	Beginning of Year - Book Value	End of Year - Book Value
ASSETS SUBJECT TO CONTRACT CLA	0	

**TY 2012 Other Notes/Loans
Receivable Short Schedule**

Name: Leo M Bernstein Family Foundation
Attn Ami Becker Aronson

EIN: 52-6041822

Name of 501(c)(3) Organization	Balance Due
DARREL BATES	100,000
J DRISCOLL	66,630
F&CRABILL INC	92,351
D PITCOCK	
BBRILL	270,000

TY 2012 Other Professional Fees Schedule**Name:** Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER FEES	13,059	13,008		

TY 2012 Taxes Schedule**Name:** Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	2,425	2,425		
PROPERTY TAXES	39	37		
PAYROLL TAXES	8,310	7,859		
OTHER TAXES	1,320	1,320		
REAL ESTATE TAXES	21,737	20,965		