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 , and ending

Name of foundation: SEGAL FAMILY FOUNDATION INC.

A Employer identification number: 56-2446941

Number and street (or P O box number if mail is not delivered to street address): 776 MOUNTAIN BLVD, STE 202 | Room/suite

B Telephone number: 908-279-7881

City or town, state, and ZIP code: WATCHUNG, NJ 07069

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

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

D 1. Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 118,487,479.

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

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

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

		(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	5,378,946.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	360,860.	360,860.		STATEMENT 2
	5a Gross rents	2,750,396.	2,750,396.		STATEMENT 3
	b Net rental income or (loss) 2,077,976.				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	447,513.			STATEMENT 1
	b Gross sales price for all assets on line 6a 20,322,838.				
	7 Capital gain net income (from Part IV, line 2)		447,140.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	142,386.	132,510.		STATEMENT 5
	12 Total Add lines 1 through 11	9,080,101.	3,690,906.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	135,000.	13,500.		121,500.
	14 Other employee salaries and wages	214,849.	0.		214,849.
	15 Pension plans, employee benefits	41,712.	0.		41,712.
	16a Legal fees STMT 6	17,235.	0.		17,235.
	b Accounting fees STMT 7	13,500.	0.		13,500.
	c Other professional fees STMT 8	7,118.	0.		7,118.
	17 Interest	1,314.	1,314.		0.
	18 Taxes STMT 9	312,811.	283,255.		29,556.
	19 Depreciation and depletion	366,402.	366,402.		
	20 Occupancy	42,000.	0.		42,000.
	21 Travel, conferences, and meetings	125,185.	0.		125,185.
	22 Printing and publications				
	23 Other expenses STMT 10	242,964.	87,510.		151,454.
	24 Total operating and administrative expenses Add lines 13 through 23	1,520,090.	751,981.		764,109.
	25 Contributions, gifts, grants paid	5,978,913.			5,978,913.
	26 Total expenses and disbursements. Add lines 24 and 25	7,499,003.	751,981.		6,743,022.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,581,098.			
	b Net investment income (if negative, enter -0-)		2,938,925.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

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11481105 701201 2202660015 2012.04040 SEGAL FAMILY FOUNDATION INC 22026691

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	606,521.	203,121.	203,121.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 13,213. Less allowance for doubtful accounts ▶	13,837.	13,213.	13,213.
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	6,446.	9,218.	9,218.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 13	10,723,885.	10,746,226.	13,176,767.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	29,320,416.	29,377,916.	80,724,911.
	14 Land, buildings, and equipment basis ▶ 19,586,327. Less accumulated depreciation ▶ 2,226,061.	10,940,105.	17,360,266.	24,343,460.
	15 Other assets (describe ▶ OTHER RECEIVABLES)	67,658.	16,789.	16,789.
	16 **Total assets** (to be completed by all filers)	51,678,868.	57,726,749.	118,487,479.
Liabilities	17 Accounts payable and accrued expenses	84,305.	94,239.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ SECURITY DEPOSITS)	153,926.	190,000.	
	23 **Total liabilities** (add lines 17 through 22)	238,231.	284,239.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	51,440,637.	57,442,510.	
	30 **Total net assets or fund balances**	51,440,637.	57,442,510.	
	31 **Total liabilities and net assets/fund balances**	51,678,868.	57,726,749.	

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	51,440,637.
2	Enter amount from Part I, line 27a	2	1,581,098.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	5,522,108.
4	Add lines 1, 2, and 3	4	58,543,843.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	1,101,333.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	57,442,510.

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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				
b	SEE ATTACHED STATEMENTS			
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	20,322,838.		20,169,420.	447,140.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				447,140.

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** 447,140.

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)
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	4,395,103.	50,422,734.	.087165
2010	3,050,577.	27,587,630.	.110578
2009	1,635,550.	8,471,329.	.193069
2008	712,679.	1,688,368.	.422111
2007	187,950.	1,608,010.	.116884

2	**Total** of line 1, column (d)	2	.929807
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	.185961
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	110,588,027.
5	Multiply line 4 by line 3	5	20,565,060.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	29,389.
7	Add lines 5 and 6	7	20,594,449.
8	Enter qualifying distributions from Part XII, line 4	8	6,743,022.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	58,779.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	58,779.
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	58,779.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	34,275.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	465,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	499,275.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	377.
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	440,119.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 440,119. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 15	10	X	

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

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

Website address ▶ SEGALFAMILYFOUNDATION.ORG

14 The books are in care of ▶ MARTIN SEGAL Telephone no ▶908-279-7881

Located at ▶776 MOUNTAIN BLVD - SUITE 202, WATCHUNG, NJ ZIP+4 ▶07069

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 N/A

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

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
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)	N/A	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 ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

		Yes	No
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)?	☐ 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)? N/A		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? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	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.

(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 STATEMENT 16		135,000.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A		0.
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**

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.

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	13,709,560.
b	Average of monthly cash balances		1b	458,527.
c	Fair market value of all other assets		1c	98,104,022.
d	**Total** (add lines 1a, b, and c)		1d	112,272,109.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	112,272,109.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,684,082.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	110,588,027.
6	**Minimum investment return.** Enter 5% of line 5		6	5,529,401.

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	5,529,401.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 58,779.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	58,779.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	5,470,622.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	5,470,622.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	5,470,622.

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	1a	6,743,022.
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,743,022.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,743,022.

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				5,470,622.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 108,967.				
b From 2008 636,503.				
c From 2009 1,229,798.				
d From 2010 1,745,943.				
e From 2011 1,915,939.				
f **Total** of lines 3a through e	5,637,150.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 6,743,022.				
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				5,470,622.
e Remaining amount distributed out of corpus	1,272,400.			
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	6,909,550.			
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 instr			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	108,967.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	6,800,583.			
10 Analysis of line 9				

a Excess from 2008	636,503.
b Excess from 2009	1,229,798.
c Excess from 2010	1,745,943.
d Excess from 2011	1,915,939.
e Excess from 2012	1,272,400.

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 XV | Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

BARRY SEGAL

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

NONE

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

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

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

SEE STATEMENT 17

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED	NONE	501(C)(3)	SOCIAL WELFARE	5,978,913.
Total			▶ 3a	5,978,913.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	360,860.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	2,077,976.	
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	218.	14	142,168.	
8 Gain or (loss) from sales of assets other than inventory	900000	373.	18	447,140.	
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)		591.		3,028,144.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,028,735.

(See worksheet in line 13 instructions to verify calculations)

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Line	Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

Sign Here

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

B Segal | 11/6/13 | DIRECTOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVE KREINIK, CPA		10/5/13		P00839914
Firm's name ▶ COHNREZNICK LLP			Firm's EIN ▶ 22-1478099	
Firm's address ▶ 1212 6TH AVENUE NEW YORK, NY 10036			Phone no 212-297-0400	

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

SEGAL FAMILY FOUNDATION INC.

Employer identification number

56-2446941

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
SEGAL FAMILY FOUNDATION INC.	56-2446941

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BARRY SEGAL C/O B&D HOLDINGS, INC. 776 MOUNTAIN BLVD. SUITE 202 WATCHUNG, NJ 07069	$ 245,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	SEGAL ASSOCIATES OF NEW JERSEY C/O B&D HOLDINGS, INC. 776 MOUNTAIN BLVD. SUITE 202 WATCHUNG, NJ 07069	$ 3,340,000.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3	SEGAL ASSOCIATES OF NEW JERSEY C/O B&D HOLDINGS, INC. 776 MOUNTAIN BLVD. SUITE 202 WATCHUNG, NJ 07069	$ 1,793,946.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
SEGAL FAMILY FOUNDATION INC.	56-2446941

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	LAKEDWOOD, NJ - BUILDING & LAND	$ 3,340,000.	09/19/12
3	AURORA, IL - BUILDING & LAND	$ 1,793,946.	03/05/12
		$	
		$	
		$	
		$	

Name of organization: SEGAL FAMILY FOUNDATION INC.

Employer identification number: 56-2446941

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES - UBS 33411	P	01/01/12	12/31/12
b	PUBLICLY TRADED SECURITIES - UBS 33411	P	01/01/12	12/31/12
c	WASH SALE LOSS DISALLOWED	P	01/01/12	12/31/12
d	PUBLICLY TRADED SECURITIES - UBS 33411	P	01/01/12	12/31/12
e	PUBLICLY TRADED SECURITIES - UBS 33411	P	01/01/12	12/31/12
f	PUBLICLY TRADED SECURITIES - UBS 33411	P	01/01/12	12/31/12
g	PUBLICLY TRADED SECURITIES - UBS 36252	P	01/01/12	12/31/12
h	PUBLICLY TRADED SECURITIES - UBS 45969	P	01/01/12	12/31/12
i	WASH SALE LOSS DISALLOWED	P	01/01/12	12/31/12
j	PUBLICLY TRADED SECURITIES - UBS 45969	P	01/01/12	12/31/12
k	PUBLICLY TRADED SECURITIES - UBS 47813	P	01/01/12	12/31/12
l	PUBLICLY TRADED SECURITIES - TD 5664	P	01/01/12	12/31/12
m	WASH SALE LOSS DISALLOWED	P	01/01/12	12/31/12
n	PUBLICLY TRADED SECURITIES - TD 5664	P	01/01/12	12/31/12
o	PUBLICLY TRADED SECURITIES - TD 5664	P	01/01/12	12/31/12

	(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	724,873.		727,895.	<3,022.>
b	511,686.		518,143.	<6,457.>
c				2,996.
d	282,027.		389,450.	<107,423.>
e	79,465.		286,761.	<207,296.>
f	567.		567.	0.
g	2,120,698.		2,211,239.	<90,541.>
h	1,973,280.		1,954,154.	19,126.
i				782.
j	311,254.		319,935.	<8,681.>
k	1,435.			1,435.
l	1,088,266.		1,107,356.	<19,090.>
m				4,060.
n	92,751.		142,226.	<49,475.>
o	120,483.		156,961.	<36,478.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<3,022.>
b				<6,457.>
c				2,996.
d				<107,423.>
e				<207,296.>
f				0.
g				<90,541.>
h				19,126.
i				782.
j				<8,681.>
k				1,435.
l				<19,090.>
m				4,060.
n				<49,475.>
o				<36,478.>

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	
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) If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES - TD 5664	P	01/01/12	12/31/12
b	WASH SALE LOSS DISALLOWED	P	01/01/12	12/31/12
c	PUBLICLY TRADED SECURITIES - TD 5664	P	01/01/12	12/31/12
d	PUBLICLY TRADED SECURITIES - TD 6881	P	01/01/12	12/31/12
e	WASH SALE LOSS DISALLOWED	P	01/01/12	12/31/12
f	PUBLICLY TRADED SECURITIES - TD 6881	P	01/01/12	12/31/12
g	WASH SALE LOSS DISALLOWED	P	01/01/12	12/31/12
h	PUBLICLY TRADED SECURITIES - TD 6881	P	01/01/12	12/31/12
i	WASH SALE LOSS DISALLOWED	P	01/01/12	12/31/12
j	PUBLICLY TRADED SECURITIES - TD 6881	P	01/01/12	12/31/12
k	WASH SALE LOSS DISALLOWED	P	01/01/12	12/31/12
l	PUBLICLY TRADED SECURITIES - E*TRADE	P	01/01/12	12/31/12
m	TOP SPIN LLC SALE OF SAN ANTONIO, TX		01/01/12	05/09/12
n	LITIGATION PROCEEDS	P	01/01/12	12/31/12
o	NET CAPITAL GAIN - THROUGH UBS DISTRESSED PARTNER		01/01/12	12/31/12

	(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	312,741.		276,535.	36,206.
b				254.
c	1,113.			1,113.
d	9,109,182.		9,350,625.	<241,443.>
e				209,328.
f	88,646.		120,142.	<31,496.>
g				5,515.
h	309,704.		343,436.	<33,732.>
i				26,089.
j	438,534.		497,227.	<58,693.>
k				44,698.
l	123,740.		122,157.	1,583.
m	2,590,065.		1,644,238.	945,827.
n	16.			16.
o	22,482.			22,482.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				36,206.
b				254.
c				1,113.
d				<241,443.>
e				209,328.
f				<31,496.>
g				5,515.
h				<33,732.>
i				26,089.
j				<58,693.>
k				44,698.
l				1,583.
m				945,827.
n				16.
o				22,482.

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	
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) If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

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	UBTI TAXED ON FORM 990-T		01/01/12	12/31/12
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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			373.	<373.>
b	19,830.			19,830.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<373.>
b				19,830.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	447,140.
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - UBS 33411		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
724,873.	727,895.	0.	0.	<3,022.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - UBS 33411		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
511,686.	518,143.	0.	0.	<6,457.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WASH SALE LOSS DISALLOWED		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	2,996.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - UBS 33411		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
282,027.	389,450.	0.	0.	<107,423.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - UBS 33411		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79,465.	286,761.	0.	0.	<207,296.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - UBS 33411		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
567.	567.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - UBS 36252		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,120,698.	2,211,239.	0.	0.	<90,541.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - UBS 45969		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,973,280.	1,954,154.	0.	0.	19,126.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WASH SALE LOSS DISALLOWED		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	782.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - UBS 45969		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
311,254.	319,935.	0.	0.	<8,681.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - UBS 47813		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,435.	0.	0.	0.	1,435.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - TD 5664		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,088,266.	1,107,356.	0.	0.	<19,090.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WASH SALE LOSS DISALLOWED		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	4,060.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - TD 5664		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
92,751.	142,226.	0.	0.	<49,475.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - TD 5664		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
120,483.	156,961.	0.	0.	<36,478.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - TD 5664		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
312,741.	276,535.	0.	0.	36,206.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WASH SALE LOSS DISALLOWED		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	254.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - TD 5664		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,113.	0.	0.	0.	1,113.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - TD 6881		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,109,182.	9,350,625.	0.	0.	<241,443.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WASH SALE LOSS DISALLOWED		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	209,328.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - TD 6881		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
88,646.	120,142.	0.	0.	<31,496.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WASH SALE LOSS DISALLOWED		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	5,515.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - TD 6881		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
309,704.	343,436.	0.	0.	<33,732.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WASH SALE LOSS DISALLOWED		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	26,089.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - TD 6881		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
438,534.	497,227.	0.	0.	<58,693.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WASH SALE LOSS DISALLOWED		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	44,698.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES - E*TRADE		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
123,740.	122,157.	0.	0.	1,583.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TOP SPIN LLC SALE OF SAN ANTONIO, TX		01/01/12	05/09/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,590,065.	1,644,238.	0.	0.	945,827.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LITIGATION PROCEEDS	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16.	0.	0.	0.	16.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NET CAPITAL GAIN - THROUGH UBS DISTRESSED PARTNERS LLC		01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,482.	0.	0.	0.	22,482.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBTI TAXED ON FORM 990-T	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	19,830.
TOTAL TO FORM 990-PF, PART I, LINE 6A	447,513.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ETRADE	2,022.	0.	2,022.
MAGNOLIA	60,000.	0.	60,000.
TD AMERITRADE 115664	81,433.	4,506.	76,927.
TD AMERITRADE 146881	30,656.	3,501.	27,155.
UBS JG 33411	65,650.	0.	65,650.
UBS JG 36252	13,236.	4,714.	8,522.
UBS JG 45969	126,894.	7,109.	119,785.
UBS JG 47813	794.	0.	794.
UBS JG 74629	5.	0.	5.
TOTAL TO FM 990-PF, PART I, LN 4	380,690.	19,830.	360,860.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL PROPERTY	1	2,750,396.
TOTAL TO FORM 990-PF, PART I, LINE 5A		2,750,396.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
GENERAL OFFICE & ADMINISTRATIVE EXPENSE		20,490.	
MAINTENANCE & UTILITIES		3,342.	
PROPERTY TAXES		276,528.	
PROPERTY APPRAISAL & SURVEY COSTS		5,658.	
DEPRECIATION & AMORTIZATION EXPENSE		366,402.	
- SUBTOTAL -	1		672,420.
TOTAL RENTAL EXPENSES			672,420.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			2,077,976.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UBS PASSTHROUGH INCOME	6,102.	6,102.	
TAXED ON 990-T; UBS	316.	0.	
PLAINS ALL AMERICAN PASSTHRU	<22.>	<22.>	
TAXED ON 990-T; PLAINS	<98.>	0.	
OPTION PREMIUMS	124,921.	124,921.	
RETURN OF CAPITAL	9,658.	0.	
US OIL FUND LP PASSTHROUGH	1,509.	1,509.	
TOTAL TO FORM 990-PF, PART I, LINE 11	142,386.	132,510.	

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	17,235.	0.		17,235.
TO FM 990-PF, PG 1, LN 16A	17,235.	0.		17,235.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COHNREZNICK LLP	13,500.	0.		13,500.
TO FORM 990-PF, PG 1, LN 16B	13,500.	0.		13,500.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	7,118.	0.		7,118.
TO FORM 990-PF, PG 1, LN 16C	7,118.	0.		7,118.

FORM 990-PF TAXES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	5,727.	5,727.		0.
PAYROLL TAXES	30,556.	1,000.		29,556.
PROPERTY TAXES	276,528.	276,528.		0.
TO FORM 990-PF, PG 1, LN 18	312,811.	283,255.		29,556.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	3,335.	0.		3,335.
BOARD EXPENSES	15,000.	0.		15,000.
COMPUTER SOFTWARE	10,609.	0.		10,609.
FILING FEES	130.	0.		130.
MEMBERSHIP & SUBSCRIPTION DUES	31,995.	0.		31,995.
TRAINING SEMINARS	10,390.	0.		10,390.
INSURANCE EXPENSE	5,240.	0.		5,240.
POSTAGE AND DELIVERY	403.	0.		403.
PRINTING	5,823.	0.		5,823.
WEB EXPENSE	28,414.	0.		28,414.
INVESTMENT PROGRAM FEES	57,993.	57,993.		0.
PROMOTING AND MARKETING	2,000.	0.		2,000.
MEALS & ENTERTAINMENT	19,369.	0.		19,369.
PAYROLL PROCESSING	1,882.	0.		1,882.
MISCELLANEOUS	2,186.	0.		2,186.
OFFICE EXPENSE	2,615.	0.		2,615.
BOOKS AND PERIODICALS	4,511.	0.		4,511.

CHARITABLE EVENT EXPENSES	11,552.	0.		7,552.
ADR FEES	27.	27.		0.
GENERAL OFFICE & ADMINISTRATIVE EXPENSE	20,490.	20,490.		0.
MAINTENANCE & UTILITIES	3,342.	3,342.		0.
PROPERTY APPRAISAL & SURVEY COSTS	5,658.	5,658.		0.
TO FORM 990-PF, PG 1, LN 23	242,964.	87,510.		151,454.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
ADJUSTMENT TO LAND & BUILDING COST	2,991,160.
TO WRITE DOWN SECURITIES TO COST	2,430,542.
PRIOR PERIOD ADJUSTMENT	100,406.
TOTAL TO FORM 990-PF, PART III, LINE 3	5,522,108.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 12

DESCRIPTION	AMOUNT
TAXABLE INCOME NOT ON BOOKS	70,995.
TO RECORD REAL ESTATE CONTRIBUTION AT VALUE	1,030,338.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,101,333.

FORM 990-PF CORPORATE STOCK STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
TD AMERITRADE ACCT 6881	1,478,540.	1,404,877.
TD AMERITRADE ACCT 5664	2,742,157.	2,994,599.
UBS ACCT# JG334115A	2,718,935.	3,141,843.
UBS ACCT# JG362525A	722,251.	2,534,191.
UBS ACCT# JG 45969	2,649,205.	2,688,004.
UBS ACCT# JG 47813	110,319.	85,106.
ETRADE	110,629.	115,766.
GOLDMAN SACHS	214,190.	212,381.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,746,226.	13,176,767.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ABC ROOFING	COST	28,323,441.	79,670,436.
FANISI VENTURE FUND	COST	479,475.	479,475.
CAREGO INTERNATIONAL	COST	75,000.	75,000.
MAGNOLIA	COST	500,000.	500,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		29,377,916.	80,724,911.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 15
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
BAS PROPERTIES	776 MOUNTAIN BLVD, STE 202 WATCHUNG, NJ 07069

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BARRY SEGAL 776 MOUNTAIN BLVD - SUITE 202 WATCHUNG, NJ 07069	PRESIDENT 10.00	0.	0.	0.
BRADLEY SEGAL 776 MOUNTAIN BLVD - SUITE 202 WATCHUNG, NJ 07069	VICE-PRESIDENT 2.00	0.	0.	0.
JANIS SIMON 776 MOUNTAIN BLVD - SUITE 202 WATCHUNG, NJ 07069	SECRETARY 2.00	0.	0.	0.
DOLLY SEGAL 776 MOUNTAIN BLVD - SUITE 202 WATCHUNG, NJ 07069	DIRECTOR 2.00	0.	0.	0.
MARTIN SEGAL 776 MOUNTAIN BLVD - SUITE 202 WATCHUNG, NJ 07069	DIRECTOR 20.00	120,000.	0.	0.
RICHARD SEGAL 776 MOUNTAIN BLVD - SUITE 202 WATCHUNG, NJ 07069	DIRECTOR 2.00	0.	0.	0.
MAJORA CARTER 776 MOUNTAIN BLVD - SUITE 202 WATCHUNG, NJ 07069	DIRECTOR 2.00	0.	0.	0.
MICHELLE THOMPSON 776 MOUNTAIN BLVD - SUITE 202 WATCHUNG, NJ 07069	DIRECTOR 2.00	0.	0.	0.
PATTI R. BECKER 776 MOUNTAIN BLVD - SUITE 202 WATCHUNG, NJ 07069	DIRECTOR 2.00	0.	0.	0.
JENNA ARNOLD 776 MOUNTAIN BLVD - SUITE 202 WATCHUNG, NJ 07069	DIRECTOR 2.00	0.	0.	0.
MACDELLA COOPER 776 MOUNTAIN BLVD - SUITE 202 WATCHUNG, NJ 07069	DIRECTOR 2.00	15,000.	0.	0.

CLET NIYIKIZA 776 MOUNTAIN BLVD - SUITE 202 WATCHUNG, NJ 07069	DIRECTOR 2.00	0.	0.	0.
FLORIANE ROBINS-BROWN 776 MOUNTAIN BLVD - SUITE 202 WATCHUNG, NJ 07069	DIRECTOR 2.00	0.	0.	0.
ELIZABETH SCHARPF 776 MOUNTAIN BLVD - SUITE 202 WATCHUNG, NJ 07069	DIRECTOR 2.00	0.	0.	0.
ANTOINE CHIQUET 776 MOUNTAIN BLVD - SUITE 202 WATCHUNG, NJ 07069	DIRECTOR 2.00	0.	0.	0.
DAVE HARRISON 776 MOUNTAIN BLVD - SUITE 202 WATCHUNG, NJ 07069	DIRECTOR 2.00	0.	0.	0.
JEREMY GOLDBERG 776 MOUNTAIN BLVD - SUITE 202 WATCHUNG, NJ 07069	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		135,000.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 17
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SEGAL FAMILY FOUNDATION
776 MOUNTAIN BLVD. STE. 202
WATCHUNG, NJ 07069

TELEPHONE NUMBER

908-279-7881

EMAIL ADDRESS

SEGALFAMILYFOUNDATION.ORG

FORM AND CONTENT OF APPLICATIONS

NAME OF ORGANIZATION AND PROJECT
EXPLANATION OF WHAT THE PROJECT DOES
EXPLANATION OF WHY THESE EFFORTS REFLECT THE MISSION OF THE SEGAL FAMILY FOUNDATION
EXPLANATION OF HOW RESOURCES WILL BE SPECIFICALLY USED
DESCRIPTION OF HOW YOU FOUND OUT ABOUT THE SEGAL FAMILY FOUNDATION
WHO TO CONTACT FOR MORE INFORMATION
(IT WOULD BE NICE IF REQUESTS ARE TWO PAGES OR LESS)

ANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A

Segal Family Foundation		
Charitable Contributions		
For the Year Ended 12/31/2012		
A Child For All	21 Arbor Ln Stafford, VA 22554	29,000 00
Africa Heart	P.O. Box 631964, Highlands Ranch, CA 80163	40,000 00
AfricAid Inc.	P O Box 13725, Denver, CO 80201	50,500 00
African Innovation Prize		20,000 00
Afrika Tikkun USA	535 East 72nd Street #2A New York, NY 10021	40,000 00
Agahozo-Shalom Youth Village -ASYV	1375 Broadway, 17th Fl , New York, NY 10018	41,300 00
AGE Africa		51,300 00
Akilah Institute for Women	109 N Brush Street, Suite 300, Tampa, Florida 33602	63,800 00
Akili Dada	1025 Alameda de las Pulgas #310, Belmont, CA, 94002	50,500 00
Amani Global Works	245 Fort Washington Avenue, #4A, New York, NY 10032	43,300 00
AMHF Arusha Lutheran Medical Center		7,500 00
ARC		5,000 00
Architecture for Humanity	848 Folsom St, Ste 201, San Francisco, CA 94107	17,000 00
Ashoka	1700 North Moore Street, Suite 2000 (20th Floor), Arlington, VA 22209	30,500 00
ASYV	Attn· Lea Dias 132 East 43rd. Street PO Box 530New York, NY 10017	95,000 00
Access Wind		8,000 00
BEADS for Education, Inc	5501 Ventnor Ave. Ventnor, NJ 08406	120,500 00
BRAC USA	11 East 44th Street, Suite 1600 New York, NY 10017	244,000 00
Broken Hearts Ministries	P.O. Box 2011 Mattews, NC 28106	5,000 00
Budondo Community - Kayima Patrick	P O Box 175, Burgiri, Uganda	25,000 00
Bugodo Baptist Church	P O Box 175, Burgiri, Uganda	5,000 00
Building Tomorrow, Inc	407 Fulton St, Indianapolis, IN 46202	80,000 00
Bulagala Christian Community Church	P O Box 175, Burgiri, Uganda	2,500 00
Burgerere Education Support Organization	PO Box 11348, Kampala, Uganda	11,250 00
Carolina for Kibera		12,500 00
Change A Life Uganda		34,000 00
Christian Rural Evangelical Foundation	PO Box 348 Buguri, Uganda	5,000 00
Compassionate Actions Foundation		5,000 00
Crossroads Springs Africa Inc.	6924 East Quaaker road Orchard park, New York 14127	40,000 00
CYEC - Kenya	Zawadi Fund Internationals CYEC 111 Devonwood Lane Devon, PA 19333	40,000 00
Development in Gardening (DIG)	PO Box 18138 Denver, CO 80218	25,000 00
Digital Divide Data		12,000 00
Dikembe Mutombo Foundation	PO Box 250225, Atlanta GA, 30325	100,000 00
Echoing Green	494 Eighth Ave. 2nd Floor, New York, NY 10001	82,500 00
Educate!	PO Box 4847 Boulder, CO 80306	80,500 00
Ellen Johnson Sirleaf Market Women's Fund		15,000 00
En Classe Foundation	Westchester, New York	30,000 00
Eric Reynolds		0 00
Face Africa		5,000 00
Face Aids	P.O. Box 46, Palo Alto, CA 94302	20,000 00
Falco's home	care of His Healing Hands, Inc PO Box 140714, Broken Arrow, OK 74014	6,000 00
Fame Medical	4553 Crimsonwood Dr , Redding, CA 96001, USA	65,500 00
Farm Shop		100,000 00
Foundation Rwanda	241 Avenue of the Americas Suite 14-C New York, NY 10014	40,000 00
Free The Children	P O Box 417298, Boston, MA 02241-7298	80,000 00
Gardens for Health International	9 Avon St Cambridge, MA 02138	27,500 00
Generation Rwanda	16 Highland St Cambridge, MA 02138	35,413 00
Genesis Christian School and Orphanage	P.O. Box 175, Burgiri, Uganda	2,500 00
Georges Malaika Foundation	244 Fifth Ave, Suite N225, New York, NY 10001	35,000 00
Global Grass Roots	45 Lyme Road, Suite 206, Hanover, NH 03755	6,250 00
Global Health Corps Inc	5 Penn Plaza - 2nd Floor New York, NY 10001	150,000 00
Global Minimum Inc		20,000 00
GlobeMed		6,500 00
Goods4Good		20,000 00
Habitat for Humanity	Attn Katie Dickerson 121 Habitat Street Americus, GA 31709-3498	127,500 00
Harrison Leaf - Access Wind	Access Wind Bank of America 88 Broadway New Haven, CT 06511	15,000 00
Help Malawi	30799 Pinetree Road, P O Box 327, Pepper Pike, OH 44124	30,000 00
INDEGO AFRICA PROJECT	507 Archwood Trail Houston, TX 77007	60,000 00
Indigenous Education Foundation of	P.O. Box 300067 Jamaica Plain, Ma 02130	40,500 00
Institute for Self Reliant Agriculture	20033 416th Street, Enumclaw, WA 98022	8,000 00
International Education Exchange	200 William Street, Suite 202 Port Chester NY 10573	15,000 00
Invisible Children	1620 5th Ave, Suite 400, San Diego, CA 92101	89,000 00
Inyenyeri a Rawandan Social Benefi		80,000 00

Segal Family Foundation		
Charitable Contributions		
For the Year Ended 12/31/2012		
IPAS	PO Box 5027, Chapel Hill, NC 27514	25,000 00
Jeff Gordon Children's Foundation		30,000 00
Joyce Banda Foundation		25,000 00
Kayago Baptist Church	P.O Box 175, Burgiri, Uganda	2,500 00
Kayago Community Child Center	P.O. Box 175, Burgiri, Uganda	2,500 00
Kenneth Elias Bayona	P O Box 14362, Dar es salaam, Tanzania	2,500 00
Kenya Education Fund	P O Box 7015, McLean, VA 22106-7015	35,500 00
KickStart International, Inc.		150,000 00
Kip Keino Foundation, Inc	PO Box 7532-30100 Eldoret, Kenya	60,000 00
Kissito International		7,500 00
Knowledge of the Truth	PO Box 1324 Maguge, Uganda	5,000 00
Komaza	236 West Portal Avenue, Suite 816, San Francisco, CA 94127	15,000 00
Komera, Inc.		5,000 00
Komo Learning Centres (Mpoma Initiative)	3151 North Hill Farm Drive Tucson, Arizona 85712	121,000 00
Kyetume Community Based Health Care	PO Box 166, Mukono,Uganda	25,500 00
Liberia Reconstruction and Development		30,000 00
Life Project for Africa	The Holyoke-Manhattan Building 80 south Highland Ave Ossining, New York 10562	34,000 00
Lift Up Africa	Post Office Box 3112, Woburn, MA 01888	20,000 00
Livelyhoods		20,000 00
Living Goods	220 Halleck Street, Suite 200, The Presidio, San Francisco, California 94129	85,000 00
Lwala Community Alliance	PO Box 60688 Nashville, TN 37206	138,000 00
Madieu Williams Foundation	9310 E Hidden Hill Ct., Lone Tree, CO 80124	15,000 00
Makit Ruby Cup		20,000 00
Mercy Christian Child Care Ministry	P O. Box 175, Burgiri, Uganda	5,000 00
Mezimbite Forest Center		20,000 00
MIT	attn Brian E. Tavares, Senior Financial Officer, Massachusetts Institute of Technology, Office of	52,500 00
Mitengo Carbon Zambia-Green Knowledge Ins	Care of Green Knowledge Institute, 4th Floor, Godfrey House, Kabelenga Road, PO Box 390035,	40,000 00
Moleen Madziwa	54 Colleen Court, Kendal Park, New Jersey 07724	10,000 00
Moringrow Bounty Investments		20,000 00
Mothers 2 Mothers International	P O Box 841, Cape Town, 8000, South Africa	50,000 00
Mustard Seed Project	1305 Merchant St , Ambridge PA 15003	5,000 00
Naguru Teenage Information		6,000 00
New Sight Eye Center		10,000 00
NIBAKURE CHILDREN'S VILLAGE	P O Box 36 Hudson, WI 54016	60,000 00
Nyaka AIDS Orphans School	PO Box 339 East Lansing, MI 48826	146,000 00
Nyansakia Church of Christ - Orphans	Kisii, Kenya	4,000 00
One Acre Fund	1742 Tatum St., Falcon Heights MN 55113	200,000 00
One School At A Time		6,500 00
Pamoja Project	P.O. Box 24307, Santa Fe, NM 87502	7,500 00
Partners In Health		75,000 00
Peace for Africa & Economic Development		10,000 00
Permaculture Research Institute of Kenya		10,000 00
Philanthropy New York		42,500 00
Planned Parenthood Federation of America	434 W 33rd Street New York, NY 10001	190,000 00
Population Media Center	P.O. Box 547, Shelburne, Vermont 05482-0547	100,000 00
Population Services International		25,000 00
Powering Potential	PO Box 230913 New York, NY 10023	50,000 00
Princeton in Africa	Post Office Box 226, Princeton, NJ 08542	50,000 00
Rafiki Wa Maendeleo Trust		30,000 00
Raising The Village		16,250 00
Rwanda School Project		5,000 00
Sanergy, Inc	20 Chestnut Street, Suite 608, Cambridge, MA, 02139	42,500 00
Scientific Roets (PTY) Ltd	96 Hope Street, PO Box 461, Kokstad, 4700, South Africa	5,000 00
Set Her Free		2,500 00
Shining Hope for Communities	14 Red Glen Rd , Middletown, CT, 06457	31,000 00
Small Loan Association Zambia	Chindwin Home Based Care Savings Loans Association, c/o St Charles Lwanga Parish, PO Box 8(	12,000 00
Small RAIN	1023 North Grand Blvd., Saint Louis, MO 63106	10,000 00
Soft Power Health	2887 Purchase Street Purchase, NY 10577	94,250 00
Sparks Micro GRants		72,000 00
Sparks Micro GRants c/o Community Lab	611 West 137th St Apt 43 New York, NY 10031	55,000 00
Straight Talk Foundation		80,000 00
Sustainable Health-SHE (Donations)	260 5th Ave., 9th Floor New York, NY 10001	80,000 00
Taia Peace Foundation	200 Park Avenue South, 8th Floor New York, NY 10003	10,000 00
TANZANIAN CHILDREN'S FUND	4 Brattle Street Suite 303 Cambridge, MA 02138	70,500 00
Texas Children's Hospital		7,500 00

Segal Family Foundation		
Charitable Contributions		
For the Year Ended 12/31/2012		
The Afri-CAN Cafe Co-operative Charity	400 Lee Street #3 Evanston, IL 60202 atten· Jessica Donnelly	10,000 00
The Boma Project		7,500 00
The Cries of a Child		15,000 00
The Flame Tree Initiative	5630 East Shadow View Court, Tuscon, AZ 85750	4,500 00
The Gondobay Manga Foundation	1101 South Flower Street Suite 4 Burbank, California 91502	45,000 00
The MacDella Cooper Foundation	101 West 55th Street Suite 10F New York, NY 10019	56,000 00
The Niapele Project	3371 Glendale Blvd , Unit 227 Los Angeles, CA 90039	26,000 00
Titagya Schools	1675 York Avenue, #4C New York, NY 10128	16,000 00
Tiyatien Health, Inc.	PO Box 426133, Cambridge, MA 02142	60,000 00
Tostan		50,000 00
Ubuntu Education Fund		10,000 00
UDHA Maina		10,000 00
Umoja Uaso Women's Fund, Inc	2501 M Street, NW, Washington DC, 20037	10,000 00
Village Health Works	110 East 42nd St , Ste 1419 New York, NY 10017	68,800 00
Village Hope Core	P O Box 1330, Healdsburg, CA 95448	20,500 00
We Care Solar	3009 Hillegass Avenue Berkeley, CA 94705	40,000 00
Women for Women International	4455 Connecticut Ave NW Suite 200 Washington DC 20008	80,000 00
Women Make Movies		40,000 00
Worldwide Orphans Foundation	511 Valley St , Ste #200 Maplewood, NJ 07940	20,000 00
Zambian Institute for Sustainable Develop	251 10th St NW #E209 Atlanta, GA 30318	15,000 00
Zamcog	Watling House, 8 King Harry Lane, St Albans, Herts, AL3 4AW, UK	30,000 00
	Total Contributions	**5,978,913.00**

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/Interest period	Days in period
RMA MONEY MKT PORTFOLIO	187,332 64	50,781 03	1 00	0 01%	Nov 26 to Dec 23	28

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
AFLAC INC								
Symbol AFL Exchange NYSE								
EAI $1,120 Current yield 2 64%	Aug 8, 11	800 000	39 047	31,237 92	53 120	42,496 00	11,258 08	LT
AFRICAN MINERALS LTD								
Symbol AMLZF Exchange OTC	Sep 18, 09	1,000 000	6 337	6,337 50	5 165	5,165 00	-1,172 50	LT
	Dec 3, 10	4,000 000	6 527	26,109 60	5 165	20,660 00	-5,449 60	LT
Security total		5,000 000	6 489	32,447 10		25,825 00	-6,622 10	
APPLE INC								
Symbol AAPL Exchange OTC								
EAI $10,600 Current yield 1 99%	Jun 6, 11	500 000	340 999	170,499 95	532 172	266,086 00	95,586 05	LT
	Jun 16, 11	500 000	320 084	162,836 67[2]	532 172	266,086 00	103,249 33	LT
Security total		1,000 000	333 337	333,336 62		532,172 00	198,835 38	
ASTRAZENECA PLC SPON ADR								
Symbol AZN Exchange NYSE								
EAI $2,092 Current yield 6 03%	Aug 8, 11	734 000	42 450	31,158 30	47 270	34,696 18	3,537 88	LT
AT&T INC								
Symbol T Exchange NYSE								
EAI $1,985 Current yield 5 34%	Aug 8, 11	1,103 000	28 330	31,247.99	33 710	37,182 13	5,934 14	LT

continued next page

Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
BOEING COMPANY Symbol BA Exchange NYSE EAI $995 Current yield 2 57%	Aug 8, 11	513 000	60 609	31,092 57	75 360	38,659 68	7,567 11	LT
COCA COLA CO COM Symbol KO Exchange NYSE EAI $955 Current yield 2 81%	Aug 8, 11	936 000	33 283	31,153 35	36 250	33,930 00	2,776 65	LT
COLGATE PALMOLIVE CO Symbol CL Exchange NYSE EAI $928 Current yield 2 37%	Aug 8, 11	374 000	83 570	31,255 18	104 540	39,097 96	7,842 78	LT
EMERSON ELECTRIC CO Symbol EMR Exchange NYSE EAI $1,168 Current yield 3 10%	Aug 8, 11	712 000	43 854	31,224 61	52 960	37,707 52	6,482 91	LT
EXXON MOBIL CORP Symbol XOM Exchange NYSE EAI $983 Current yield 2 64%	Aug 8, 11	431.000	72 286	34,914 19[2]	86 550	37,303 05	2,388 86	LT
GENL MILLS INC Symbol GIS Exchange NYSE EAI $1,134 Current yield 3 27%	Aug 8, 11	859 000	36 277	31,162 28	40 420	34,720 78	3,558 50	LT
GLAXO SMITHKLINE PLC ADR Symbol GSK Exchange NYSE EAI $2,655 Current yield 5 33%	May 3, 11	1,145 000	43 596	49,917 99	43 470	49,773 15	-144 84	LT
GOOGLE INC CL A Symbol GOOG Exchange OTC	May 18, 12	200 000	597 240	119,448 09	707 380	141,476 00	22,027 91	ST
GRAPHIC PACKAGING HOLDING CO Symbol GPK Exchange NYSE	Apr 15, 11	15,000 000	4 890	73,350 00	6 460	96,900 00	23,550 00	LT
	Apr 18, 11	15,000 000	4 749	71,248 06	6 460	96,900 00	25,651 94	LT
	Aug 3, 11	20,000 000	4 730	94,606 00	6 460	129,200 00	34,594 00	LT
Security total		50,000 000	4 784	239,204 06		323,000 00	83,795 94	
HOME DEPOT INC Symbol HD Exchange NYSE EAI $1,227 Current yield 1 88%	Aug 8, 11	1,058 000	29 559	31,273 63	61 850	65,437 30	34,163 67	LT
ILLINOIS TOOL WORKS INC Symbol ITW Exchange NYSE EAI $1,070 Current yield 2 50%	Aug 8, 11	704 000	44 317	31,199 44	60 810	42,810 24	11,610 80	LT

continued next page

Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
INTEL CORP Symbol INTC Exchange OTC EAI $1,348 Current yield 4 36%	Aug 8, 11	1,498 000	20 827	31,200 04	20 620	30,888 76	-311 28	LT
JOHNSON & JOHNSON COM Symbol JNJ Exchange NYSE EAI $1,230 Current yield 3 48%	Aug 8, 11	504 000	61 949	31,222 39	70 100	35,330 40	4,108 01	LT
JPMORGAN CHASE & CO Symbol JPM Exchange NYSE EAI $2,400 Current yield 2 73%	Apr 9, 12	2,000 000	43 638	87,277 60	43 969	87,938 00	660 40	ST
KEYCORP NEW Symbol KEY Exchange NYSE EAI $1,000 Current yield 2 38%	Mar 23, 12	5,000 000	8 338	41,694 00	8 420	42,100 00	406 00	ST
MCDONALDS CORP Symbol MCD Exchange NYSE EAI $1,149 Current yield 3 49%	Aug 8, 11	373 000	83 674	31,210 64	88 210	32,902 33	1,691 69	LT
MEDTRONIC INC Symbol MDT Exchange NYSE EAI $1,015 Current yield 2 54%	Aug 8, 11	976 000	32 039	31,270 64	41 020	40,035 52	8,764 88	LT
METLIFE INC Symbol MET Exchange NYSE EAI $2,294 Current yield 2 25%	May 10, 11	855 000	44 867	38,361 37	32 940	28,163 70	-10,197 67	LT
	Jul 18, 11	2,245 000	40 207	90,265 61	32 940	73,950 30	-16,315 31	LT
Security total		3,100 000	41 493	128,626 98		102,114 00	-26,512 98	
NATIONAL GRID PLC NEW SPON ADR Symbol NGG Exchange NYSE EAI $2,121 Current yield 5 51%	Aug 8, 11	670 000	46 709	31,295 68	57 440	38,484 80	7,189 12	LT
NEXTERA ENERGY INC COM Symbol NEE Exchange NYSE EAI $1,450 Current yield 3 47%	Aug 8, 11	604 000	51 600	31,166 40	69 190	41,790 76	10,624 36	LT
NORTHEAST UTILITIES Symbol NU Exchange NYSE EAI $1,360 Current yield 3 51%	Aug 8, 11	991 000	31 449	31,166 15	39 080	38,728 28	7,562 13	LT

continued next page

Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
NOVARTIS AG SPON ADR Symbol NVS Exchange NYSE EAI $1,181 Current yield 3 33%	Aug 8, 11	561 000	55 536	31,155 86	63 300	35,511 30	4,355 44	LT
OCCIDENTAL PETROLEUM CRP Symbol OXY Exchange NYSE EAI $4,320 Current yield 2 82%	Dec 3, 12	2,000 000	73 825	147,651 40	76 610	153,220 00	5,568 60	ST
ON TRACK INNOVATION LTD ILS Symbol OTIV Exchange OTC ILS Exchange rate 3 73110	Feb 15, 11	50,000 000	3 174	158,704 20	1 440	72,000 00	-86,704 20	LT
ORACLE CORP Symbol ORCL Exchange OTC EAI $637 Current yield 0 72%	Nov 12, 10	2,655 000	28 279	75,080 75	33 320	88,464 60	13,383 85	LT
PEARSON PLC SPON ADR Symbol PSO Exchange NYSE EAI $1,258 Current yield 3 56%	Aug 8, 11	1,810 000	17 277	31,271 90	19 540	35,367 40	4,095 50	LT
PEPSICO INC Symbol PEP Exchange NYSE EAI $1,045 Current yield 3 14%	Aug 8, 11	486 000	64 216	31,209 46	68 430	33,256 98	2,047 52	LT
PROCTER & GAMBLE CO Symbol PG Exchange NYSE EAI $1,149 Current yield 3 31%	Aug 8, 11	511 000	60 906	31,123 47	67 890	34,691 79	3,568 32	LT
QUALCOMM INC Symbol QCOM Exchange OTC EAI $1,000 Current yield 1 62%	Apr 20, 12	1,000 000	63 280	63,280 00	61 859	61,859 00	-1,421 00	ST
RAYTHEON CO NEW Symbol RTN Exchange NYSE EAI $1,550 Current yield 3 47%	Aug 8, 11	775 000	40 318	31,246 70	57 560	44,609 00	13,362 30	LT
SANOFI SPON ADR Symbol SNY Exchange NYSE EAI $3,105 Current yield 3 02%	May 3, 11	1,250 000	40 008	50,010 63	47 380	59,225 00	9,214 37	LT
	Aug 8, 11	920 000	33 887	31,176 40	47 380	43,589 60	12,413 20	LT
Security total		2,170 000	37 413	81,187 03		102,814 60	21,627 57	
UNITED PARCEL SERVICE INC CL B Symbol UPS Exchange NYSE EAI $5,675 Current yield 3 09%	Aug 1, 11	2,000 000	67 377	134,754 56	73 730	147,460 00	12,705 44	LT

continued next page

Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Aug 8, 11	489 000	63 577	31,089 60	73 730	36,053 97	4,964 37	LT
Security total		2,489 000	66 631	165,844 16		183,513 97	17,669 81	
UNTD TECHNOLOGIES CORP Symbol UTX Exchange NYSE EAI $924 Current yield 2 61%	Aug 8, 11	432 000	72 260	31,216 32	82 010	35,428 32	4,212 00	LT
VODAFONE GROUP PLC NEW SPON ADR Symbol VOD Exchange NYSE EAI $1,755 Current yield 5 95%	Aug 8, 11	1,170 000	26 627	31,154 52	25 190	29,472 30	-1,682 22	LT
3M CO Symbol MMM Exchange NYSE EAI $913 Current yield 2 54%	Aug 8, 11	387 000	80 408	31,118 20	92 850	35,932 95	4,814 75	LT
Total				**$2,538,647.81**		**$2,952,742.05**	**$414,094.24**	

Total estimated annual income: $66,791

² Value has been adjusted to include the amount of the disallowed loss as a result of a Wash Sale transaction

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ISHARES INC MSCI SOUTH AFRICA INDEX FUND Symbol EZA Trade date Jun 16, 10	1,000 000	57 052	57,052 00	57,052 00	71 580	71,580 00	14,528 00	14,528 00	LT
EAI $2,155 Current yield 3 01%									

Your assets (continued)

Broad commodities

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
UNITED STATES OIL FUND LP									
Symbol USO									
Trade date Aug 22, 12	2,000 000	36 227	72,454 38	72,454 38	33 370	66,740 00	-5,714 38	-5,714 38	ST

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**50,781.03**	**1.62%**	**50,781.03**		
Equities	Common stock	2,952,742 05		2,538,647 81	66,791 00	414,094 24
	Closed end funds & Exchange traded products	71,580 00		57,052 00	2,155 00	14,528 00
	Total equities	**3,024,322.05**	**96.26%**	**2,595,699.81**	**68,946.00**	**428,622.24**
Broad commodities	**Closed end funds & Exchange traded products**	**66,740.00**	**2.12%**	**72,454.38**		**-5,714.38**
Total		**$3,141,843.08**	**100.00%**	**$2,718,935.22**	**$68,946.00**	**$422,907.86**

Account activity this month

	Date	Activity	Description	Amount ($)
Dividend and interest income				
Taxable dividends	Dec 3	Dividend	INTEL CORP PAID ON 1498 AS OF 12/01/12	337 05
	Dec 3	Dividend	AFLAC INC PAID ON 800	280 00
	Dec 5	Dividend	UNITED PARCEL SERVICE INC CL B PAID ON 2489	1,418 73
	Dec 7	Dividend	BOEING COMPANY PAID ON 513	225 72
	Dec 10	Dividend	EXXON MOBIL CORP PAID ON 431	245 67

continued next page

Account name: SEGAL FAMILY FOUNDATION INC
Friendly account name: SFF HF/Nts/PE
Account number. JG 36252 5A

Your Financial Advisor:
ALLEN I SAUNDERS
212-713-7800/800-225-2971

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/Interest period	Days in period
Cash	-10,000 00	-16 17				
RMA MONEY MKT PORTFOLIO	10,000 09	105,016 26	1 00	0 01%	Nov 26 to Dec 23	28
Total	**$0.09**	**$105,000.09**				

Equities

Structured products

There may be little or no secondary market for structured products Prices are estimated values obtained from third parties or issuers and do not reflect adjustments taken by such third parties or issuers for financial reporting purposes arising from changes in the market value of such transactions The value at which you would be able to purchase, sell, enter into, assign or terminate any instrument will be impacted by other factors, such as hedging and transaction costs, credit considerations, bid-ask spreads and market liquidity

Holding	Trade date	Quantity	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
UBS AG TRIGGER PAOS SPY 01/31/2017 Exchange OTC	Jan 13, 12	50,000 000	10 000	500,000 00	10 112	505,600 00	5,600 00	ST

Your assets (continued)

Alternative strategies

Private equity funds, Hedge funds, and Other investments are held in your UBS Financial Services Inc (UBS FS) brokerage account The positions reported below reflect the records of the issuers, and UBS FS does not guarantee the accuracy of the information The value shown is not necessarily the value you would receive from the issuer if you sold the assets Funds actively sold by UBS FS are subject to ongoing due diligence, although the level performed may vary A closed fund may be subject to no ongoing diligence A fund that you purchased elsewhere may never have been subject to UBS FS diligence, although UBS FS may receive a fee from the fund's manager, which may constitute a majority of the management/incentive fee Please contact your Financial Advisor with questions "Est value per unit" is an estimate of value supplied by an independent valuation firm and reflects adjustments for factors such as the liquidity of the units

Estimates of value supplied by issuers of certain programs (which are generally "net asset value" estimates) are shown as "issuer est value per unit" For Private equity funds, "Est value per unit" is a value updated quarterly, based on the Net Asset Value ("NAV") in the fund as of the date specified, adjusted by adding capital calls and subtracting distributions since the NAV date The NAV is primarily based on estimated portfolio values provided by the underlying fund sponsor These two values may vary because of differences in the way they were estimated and because the "Third party est value per unit" may have been prepared on the basis of financial information other than year-end Reported estimates may not reflect resale, liquidation or repurchase value, if any, and may not reflect distributions of capital until the next valuation is reported, generally on an annual or semi-annual basis See *Important information about your statement* at the end of this statement

Private equity funds

Holding	Units	Est Value per unit ($)	Est value total ($)	Issuer est value per unit ($)	Issuer est value total ($)	Distributions to date ($)	Original unit size ($)
BLACKSTONE STRAGIC ALLNC OFFSHRE FD II LTD FDS IN ESCROW PLUS REC CAP CALL	144,687 000	1 000	144,687 00			N/A	
BLACKSTONE STRATEGIC ALLNCE OFFSHRE FD II LTD FD EST VAL A/O 09/30/12	1,377,598 000	1 000	1,377,598 00			N/A	
BLACKSTONE STRATEGIC ALLNCE OFFSHR FD II LTD COMMITMENT AMT	3,000,000 000	--------- Not Priced ---------		--------- Not Priced ---------		N/A	
UBS REAL EST OPP IV 9/30 NAV ADJ FOR RECENT CALLS/DISTRIBUTIONS	233,022 000	1 000	233,022 00			N/A	
UBS REAL ESTATE OPPOR FUND IV LLC COMMITMENT AMOUNT	500,000 000	--------- Not Priced ---------		--------- Not Priced ---------		N/A	
Total			**$1,755,307.00**				

Hedge funds

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share ($)	Value ($)	Unrealized gain or loss ($)	Holding period
UBS DISTRESSED PARTNERS LLC AS OF NOVEMBER 30, 2012	Varies			117,251 37	1 000	168,284 00	51,032 63	

Your assets (continued)

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**105,000.09**	**4.14%**	**105,000.09**		
Equities	**Structured products**	**505,600.00**	**19.95%**	**500,000.00**		**5,600.00**
Alternative strategies	Private equity funds	1,755,307 00				
	Hedge funds	168,284 00		117,251 37		51,032 63
	Total alternative strategies	**1,923,591.00**	**75.91%**	**117,251.37**		**51,032.63**
Total		**$2,534,191.09**	**100.00%**	**$722,251.46**		**$56,632.63**

Account activity this month

	Date	Activity	Description	Amount ($)
Deposits and other funds credited	Dec 21	Transfer	FM JG 45969 1100	207,000 00
	Total deposits and other funds credited			**$207,000.00**

	Date	Activity	Description	Amount ($)
Dividend and interest income				
Miscellaneous	Dec 7	Interest	BLACKSTONE STRATEGIC ALLNCE OFFSHRE FD II LTD FD EST VAL A/O 6/30/2012 CUSIP 0925199J8	16 17
	Total miscellaneous			**$16.17**
	Total dividend and interest income			**$16.17**

	Date	Activity	Description	Amount ($)
Other funds debited	Dec 31	Transfer	JOURNAL TO JG 74629 SEGAL FAMILY FOUNDATION INC	-16 17
	Total other funds debited			**-$16.17**

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/Interest period	Days in period
RMA MONEY MKT PORTFOLIO	37,245 22	630,245 64	1 00	0 01%	Nov 26 to Dec 23	28

Fixed income

Mutual funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
DOUBLE LINE TOTAL RETURN									
FUND INSTL									
Symbol DBLTX									
Trade date Jul 31, 12	11,081 250	11 320	125,439 75	125,439 75	11 330	125,550 55	110 80		ST
Total reinvested	478 981	11 344		5,433 91	11 330	5,426 85	-7 06		
EAI $7,930 Current yield 6 05%									
Security total	11,560 231	11 321	125,439 75	130,873 66		130,977 41	103 74	5,537 65	
FIDELITY ADVISOR									
STRATEGIC INCOME FD CL A									
Symbol FSTAX									
Trade date May 11, 12	8,288 207	12 450	103,188 18	103,188 18	12 690	105,177 35	1,989 17		ST
Trade date May 15, 12	16,129 032	12 400	200,000 00	200,000 00	12 690	204,677 42	4,677 42		ST
Total reinvested	956 609	12 633		12,085 71	12 690	12,139 37	53 66		

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Your assets › **Fixed income** › **Mutual funds** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
EAI $11,240 Current yield 3 49%									
Security total	25,373 848	12 425	303,188 18	315,273 89		321,994 13	6,720 25	18,805 96	
IVY HIGH INCOME FUND									
CLASS A									
Symbol WHIAX									
Trade date May 11, 12	12,185 261	8 369	101,990 63	101,990 63	8 540	104,062 13	2,071 50		ST
Trade date May 15, 12	23,923 445	8 359	200,000 00	200,000 00	8 540	204,306 22	4,306 22		ST
Trade date Jul 30, 12	26,849 642	8 380	225,000 00	225,000 00	8 540	229,295 94	4,295 94		ST
Total reinvested	3,575 012	8 481		30,320 53	8 540	30,530 60	210 07		
EAI $42,049 Current yield 7 40%									
Security total	66,533 360	8 376	526,990 63	557,311 16		568,194 89	10,883 73	41,204 26	
JP MORGAN HIGH YIELD									
CLASS A									
Symbol OHYAX									
Trade date May 11, 12	12,903 905	7 940	102,457 01	102,457 01	8 100	104,521 63	2,064 62		ST
Trade date May 15, 12	25,316 456	7 899	200,000 00	200,000 00	8 100	205,063 29	5,063 29		ST
Total reinvested	2,237 612	7 987		17,872 12	8 100	18,124 66	252 54		
EAI $20,390 Current yield 6 22%									
Security total	40,457 973	7 918	302,457 01	320,329 13		327,709.58	7,380 45	25,252 57	
LOOMIS SAYLES									
STRATEGIC INCOME FUND									
CLASS A									
Symbol NEFZX									
Trade date May 11, 12	6,895 823	15 040	103,713 18	103,713 18	15 470	106,678 38	2,965 20		ST
Trade date May 15, 12	13,449 899	14 870	200,000 00	200,000 00	15 470	208,069 94	8,069 94		ST
Total reinvested	975 654	15 081		14,714 43	15 470	15,093 37	378.94		
EAI $17,206 Current yield 5 22%									
Security total	21,321 376	14 935	303,713 18	318,427 61		329,841 68	11,414 08	26,128 51	
LORD ABBETT SHORT									
DURATION INCOME FUND									
CLASS A									

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Your assets › **Fixed income** › **Mutual funds** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Symbol LALDX									
Trade date Jul 31, 12	27,301 565	4 610	125,860 22	125,860 22	4 650	126,952 28	1,092 06		ST
Total reinvested	635 703	4 640		2,949 78	4 650	2,956 02	6 24		
EAI $5,252 Current yield 4 04%									
Security total	27,937 268	4 611	125,860 22	128,810 00		129,908 29	1,098 30	4,048 08	
PIMCO TOTAL RETURN FUND CLASS A									
Symbol PTTAX									
Trade date Jul 31, 12	10,816 733	11 449	123,851 59	123,851 59	11 240	121,580 07	-2,271 52		ST
Total reinvested	756 089	11 499		8,694 86[2]	11 240	8,498 44	-196 42		
EAI $3,703 Current yield 2 85%									
Security total	11,572 822	11 453	123,851 59	132,546 45		130,078 51	-2,467 94	6,226 92	
PRUDENTIAL HIGH YIELD FUND CLASS A									
Symbol PBHAX									
Trade date May 15, 12	18,812 777	5 530	104,034 66	104,034 66	5 710	107,420 96	3,386.30		ST
Total reinvested	2,037 255	5 572		11,352 53	5 710	11,632 73	280 20		
EAI $8,069 Current yield 6 78%									
Security total	20,850 032	5 534	104,034 66	115,387 19		119,053 68	3,666 50	15,019 03	
Total			**$1,915,535.22**	**$2,018,959.09**		**$2,057,758.17**	**$38,799.11**	**$142,222.95**	

Total estimated annual income: $115,839

[2] Value has been adjusted to include the amount of the disallowed loss as a result of a Wash Sale transaction

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	630,245.64	23.45%	630,245.64		
Fixed income	**Mutual funds**	2,057,758.17	76.55%	2,018,959.09	115,839.00	38,799.11
Total		**$2,688,003.81**	**100.00%**	**$2,649,204.73**	**$115,839.00**	**$38,799.11**

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/Interest period	Days in period
RMA MONEY MKT PORTFOLIO	6,618 95	8,166 00	1 00	0 01%	Nov 26 to Dec 23	28

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
CAPMARK FINL GROUP INC Symbol CPMK Exchange OTC EAI $1,092 Current yield 49 59%		182 000	---This information was unavailable---		12 100	2,202 20		
MITSUI O S K LINES LTD ORD JPY Symbol MSLOF Exchange OTC JPY Exchange rate 86 46500	Oct 28, 10	2,000 000	6 411	12,822 85	2 937	5,874 00	-6,948 85	LT
ORIENT OVERSEAS INTL LTD Symbol OROVF Exchange OTC	Oct 28, 10	2,000 000	8 794	17,589 45	6 300	12,600 00	-4,989 45	LT
STELLA INTL HLDGS LTD HKD Symbol SLNLF Exchange OTC EAI $506 Current yield 4 67% HKD Exchange rate 7 75085	Oct 28, 10	4,000 000	2 140	8,560 45	2 709	10,836 00	2,275 55	LT
Total				**$38,972.75**		**$31,512.20**	**-$9,662.75**	

Total estimated annual income. $1,598

Your assets › **Equities** (continued)

Mutual funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
DREYFUS GREATER									
CHINA FUND CLASS C									
Symbol DPCCX									
Trade date Oct 12, 10	1,115 822	44 814	50,005 25	50,005 25	32 380	36,130 31	-13,874 94		LT
Trade date May 31, 11	160 477	43 652	7,005 25	7,005 25	32 380	5,196 24	-1,809 01		LT
Total reinvested	121 847	31 901		3,887 13	32 380	3,945 41	58 28		
Security total	1,398 146	43 556	57,010 50	60,897 63		45,271 96	-15,625 67	-11,738 54	

Fixed income

Corporate bonds and notes

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values Actual market values may vary and thus gains/losses may not be accurately reflected Cost basis has been adjusted for accreted original issue discount (OID) If you have made a tax election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
WASHINGTON MUT B/E								
FLAT								
RATE 00 000% MATURES 01/15/15								
CUSIP 93933WAC0	Dec 04, 09	400,000 000	0 570	2,282 25[1]	0 010	40 00	-2,242 25	LT
ESCROW CAPMARK FINL								
GROUP INC								
RATE 06 300% MATURES 05/10/17								
ACCRUED INTEREST $116 02								
CUSIP 140ESC9B2								
EAI $819		13,000 000	---This information was unavailable---		------Price was unavailable------			

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Your assets › **Fixed income** › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
Total		**$413,000.000**		**$2,282.25**		**$40.00**	**-$2,242.25**	

Total accrued interest: $116.02

Total estimated annual income: $819

[1] Indicates cost basis information provided by you or another third party UBS FS has not verified this information and does not guarantee its accuracy

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**8,166.00**	**9.60%**	**8,166.00**		
Equities	* Common stock	31,512 20		38,972 75	1,598 00	-9,662 75
	Mutual funds	45,271 96		60,897 63		-15,625 67
	Total equities	**76,784.16**	**90.22%**	**99,870.38**	**1,598.00**	**-25,288.42**
Fixed income	* Corporate bonds and notes	40 00		2,282 25	819 00	-2,242 25
	Total accrued interest	116 02				
	Total fixed income	**156.02**	**0.18%**	**2,282.25**	**819.00**	**-2,242.25**
Total		**$85,106.18**	**100.00%**	**$110,318.63**	**$2,417.00**	**-$27,530.67**

* Missing cost basis information

Account activity this month

	Date	Activity	Description	Amount ($)
Dividend and interest income				
Taxable dividends	Dec 12	St Cap Gain	RMA MONEY MKT PORTFOLIO AS OF 12/11/12	0 01
	Dec 20	Dividend	CAPMARK FINL GROUP INC PAID ON 182	77 35
	Dec 24	Dividend	RMA MONEY MKT PORTFOLIO AS OF 12/21/12	0 04
	Total taxable dividends			**$77.40**
	Total dividend and interest income			**$77.40**

Online Cash Services Summary

Description	Current	Year To Date
DEBITS		
Electronic Transfer	$ -	$ (1,675,016 51)
Subtotal	0.00	(1,675,016 51)
TOTAL	**0.00**	(1,675,016.51)

Income Summary Detail*

Description	Current	Year to Date
Ordinary Dividends	$ 5,360.88	$ 32,822.63
Short Term Capital Gains	0.00	204.30
Long Term Capital Gains	4,301 51	4,505 81
Return Of Capital	0.00	189 48
Foreign Dividend Tax Withheld	0 00	(1,663.72)
Limited Ptrs Return of Capital	0.00	379.80
Qualified Dividends	7,528.60	45,681 65
IDA Interest	0.49	60.40

*This section displays current and year to date taxation values for this account The current totals may not equate to the total payments listed on this statement as corrections to tax reporting may also be included These corrections can include changes made to previous payments and removal of payments reportable in a previous tax year (spillover dividends) The year to date totals will accurately reflect your cumulative amount for the year

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Estimated Yield
Stocks - Cash										
ABBOTT LABS COM	ABT	1,196	$ 65.50	$ 78,338.00	11/30/10	$ 60,773 20	$ 50.81	$ 17,564 80	$ 669.76	0.9%
ADVANCE AUTO PARTS INC COM	AAP	800	72 35	57,880 00	01/13/12	56,396.92	70.50	1,483 08	192 00	0 3%
ALTRIA GROUP INC COM	MO	3,140	31.44	98,721.60	11/30/10	82,035.61	26 13	16,685 99	5,526 40	5.6%
AMERICAN EXPRESS CO CM	AXP	200	57 48	11,496 00	01/10/12	9,805 13	49 03	1,690 87	160 00	1.4%
AMTRUST FINANCIAL SERVICES INC COM	AFSI	2,310	28.69	66,273 90	01/13/11	41,441 09	17 94	24,832 81	924.00	1 4%
APPLE INC COM	AAPL	272	532.1729	144,751.03	12/09/10	135,329.74	497.54	9,421 29	2,883 20	2.0%

Statement for Account # 862-115664
12/01/12 - 12/31/12

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Estimated Yield
Stocks - Cash										
BAYERISCHE MOTOREN WERKE AG ORD	BAMXF	700	97.29	68,103 00	01/13/12	53,178.00	75.97	14,925.00	-	-
BOEING CO COM	BA	700	75 36	52,752.00	10/04/11	47,101.31	67 29	5,650 69	1,358.00	2 6%
BRISTOL-MYERS SQUIBB CM	BMY	320	32 59	10,428 80	11/30/10	8,205.96	25.64	2,222 84	448 00	4.3%
CHINA XD PLASTICS COMPANY LTD COM	CXDC	3,500	3.82	13,370 00	03/21/11	19,390 65	5.54	(6,020.65)	-	-
CHIPOTLE MEXICAN GRILL COM	CMG	150	297 46	44,619 00	01/14/11	42,988.34	286.59	1,630 66	-	-
CITIGROUP INC COM	C	304	39 56	12,026 24	11/30/10	13,480 90	44.35	(1,454 66)	12.16	0.1%
CLIFFS NATURAL RESOURCES INC COM	CLF	300	38 57	11,571 00	06/06/12	14,701 40	49.00	(3,130.40)	750 00	6 5%
DAIMLER AG ORD	DDAIF	900	54.97	49,473.00	01/10/12	44,133.00	49 04	5,340.00	-	-
DEERE & CO COM	DE	300	86 42	25,926.00	06/06/12	21,913.40	73.04	4,012.60	552 00	2.1%
DOLLAR GENERAL CORP COM	DG	3,150	44 09	138,883 50	01/10/12	148,789 28	47.23	(9,905.78)	-	-
EXELON CORPORATION COM	EXC	1,350	29.74	40,149 00	01/17/12	53,508 94	39 64	(13,359.94)	2,835.00	7 1%
FAMILY DOLLAR STORES INC COM	FDO	350	63.41	22,193 50	01/06/12	18,884.10	53 95	3,309.40	294 00	1 3%
FEDEX CORPORATION COM	FDX	160	91 72	14,675 20	11/30/10	14,800.30	92.50	(125 10)	89.60	0 6%
FIRST CASH FINANCIAL SERVICES COM	FCFS	392	49 62	19,451 04	11/30/10	11,648.52	29.72	7,802 52	-	-

Statement for Account # 862-115664
12/01/12 - 12/31/12

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Estimated Yield
Stocks - Cash										
FORD MOTOR COM	F	500	12 95	6,475.00	01/06/11	9,104 50	18.21	(2,629.50)	100 00	1 5%
G-III APPAREL GROUP LTD COM	GIII	2,100	34.23	71,883 00	01/12/11	60,927.48	29.01	10,955.52	-	-
GENERAL DYNAMICS CORP COM	GD	380	69.27	26,322 60	11/30/10	26,530 15	69.82	(207 55)	775 20	2 9%
GLOBAL X FUNDS FTSE COLOMBIA 20 ETF	GXG	800	22.24	17,792.00	12/21/10	16,733.00	20 92	1,059.00	360.00	2.0%
GOLDMAN SACHS GROUP INC COM	GS	256	127 56	32,655 36	11/30/10	41,344 47	161 50	(8,689.11)	512.00	1.6%
ISHARES FTSE CHINA 25 INDEX FUND	FXI	185	40.45	7,483 25	12/09/10	8,022.13	43.36	(538.88)	173.35	2.3%
ISHARES CORE S&P 500 ETF	IVV	276	143.14	39,506.64	11/30/10	33,556 13	121 58	5,950 51	828 00	2.1%
ISHARES RUSSELL 2000 GROWTH IND	IWO	200	95.31	19,062.00	01/06/11	17,797 00	88.99	1,265.00	279.00	1 5%
ISHARES S&P EUROPE 350 INDEX FUND	IEV	200	39.30	7,860.00	11/30/10	7,551 94	37 76	308 06	238 00	3 0%
ISHARES MSCI ALL PERU CAPPEND INDEX FD	EPU	175	45.8801	8,029 02	12/21/10	8,719.98	49 83	(690 96)	284 38	3 5%
ISHARES MSCI AUSTRALIA	EWA	200	25 14	5,028 00	01/06/11	4,951 00	24.76	77 00	270.20	5.4%
ISHARES MSCI SINGAPORE	EWS	400	13 69	5,476.00	12/09/10	5,502.29	13.76	(26.29)	216.80	4 0%
ISHARES MSCI UNITED KINGDOM	EWU	1,200	17 94	21,528 00	11/30/10	20,053 88	16.71	1,474.12	769.20	3 6%
ISHARES MSCI MSCI JAPAN IND FD	EWJ	3,000	9.75	29,250 00	03/15/11	30,238.40	10 08	(988.40)	567.00	1.9%

Statement for Account # 862-115664

12/01/12 - 12/31/12

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Estimated Yield
Stocks - Cash										
ISHARES MSCI ITALY	EWI	300	13.45	4,035 00	01/06/11	4,967 00	16.56	(932.00)	95.10	2 4%
JOHNSON & JOHNSON COM	JNJ	240	70 10	16,824 00	11/30/10	14,831.59	61 80	1,992 41	585.60	3.5%
JOS A BANK CLOTHIERS INC COM	JOSB	400	42 58	17,032.00	01/18/11	16,615 09	41 54	416 91	-	-
JP MORGAN CHASE & CO COM	JPM	1,200	43 9691	52,762 92	11/30/10	43,454 32	36 21	9,308.60	1,440.00	2.7%
LORILLARD INC COM	LO	200	116.67	23,334 00	12/21/10	15,924.98	79.62	7,409 02	1,240 00	5 3%
MARKET VECTORS INDONESIA INDEX ETF	IDX	720	28 64	20,620.80	11/30/10	20,885 58	29.01	(264 78)	366.48	1 8%
MASTERCARD INC COM	MA	80	491.28	39,302.40	06/20/11	21,284.20	266.05	18,018 20	96.00	0 2%
MICROSOFT CORP COM	MSFT	1,000	26 7097	26,709.70	08/12/11	24,916 10	24.92	1,793 60	920 00	3.4%
MWI VETERINARY SUPPLY INC COM	MWIV	400	110 00	44,000 00	05/13/11	29,765 80	74 41	14,234 20	-	-
NIKE INC CL B	NKE	300	51 60	15,480.00	12/23/10	12,864 49	42.88	2,615 51	126 00	0 8%
NOBLE CORP COM	NE	672	34 82	23,399.04	11/30/10	22,874 06	34 04	524.98	364.22	1.6%
PAYCHEX INC COM	PAYX	500	31.10	15,550 00	01/12/12	15,504.40	31 01	45 60	660.00	4.2%
PEPSICO INC COM	PEP	240	68 43	16,423.20	12/01/10	15,525.19	64.69	898.01	516.00	3 1%
PLAINS ALL AMERICAN PIPELINE COM LP	PAA	180	45 24	8,143 20	12/01/10	5,535 02	30.75	2,608.18	390 60	4.8%
POWERSHARES QQQ	QQQ	5,660	65 1301	368,636.37	11/30/10	305,809 03	54.03	62,827 34	4,658.18	1.3%

Statement for Account # 862-115664
12/01/12 - 12/31/12

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Estimated Yield
Stocks - Cash										
POWERSHARES ETF	PKOL	1,500	19 7601	29,640.15	06/13/12	28,096.90	18.73	1,543 25	711 00	2 4%
PPL CORPORATION COM	PPL	1,000	28.63	28,630 00	06/08/12	27,934 90	27 93	695 10	1,440.00	5 0%
PROCTER GAMBLE CO COM	PG	300	67 89	20,367.00	01/17/12	19,954.64	66.52	412 36	674 40	3 3%
REYNOLDS AMERICAN INC COM	RAI	750	41 43	31,072 50	01/17/12	31,174.10	41 57	(101.60)	1,770 00	5.7%
SOUTHERN COPPER CORP COM	SCCO	758	37 86	28,697 88	01/12/12	24,784.11	32 70	3,913.77	2,812.18	10 2%
SPDR EMERGING LATIN AMER ETF	GML	620	74.30	46,066.00	11/30/10	49,341.86	79.58	(3,275.86)	874 20	1 9%
SPDR DOW JONES INDUSTRIAL AVE ETF TRUST	DIA	150	130 58	19,587.00	04/06/11	18,624.26	124 16	962.74	496.65	2.5%
SPDR TR S&P 500 ETF TRUST	SPY	695	142 41	98,974.95	02/23/11	90,816.14	130.67	8,158.81	2,156 59	2 2%
SPROTT PHYSICAL GOLDT TRUST	PHYS	9,500	14.21	134,995.00	08/11/11	132,659.47	13.96	2,335 53	-	-
STURM RUGER & CO INC COM	RGR	700	45.40	31,780.00	01/12/11	16,513.75	23 59	15,266 25	1,069.60	3.4%
TAL INTERNATIONAL GROUP INC COM	TAL	1,000	36.38	36,380.00	06/06/12	32,994.00	32.99	3,386.00	2,480 00	6 8%
TEMPUR-PEDIC INTERNATIONAL COM	TPX	100	31 49	3,149 00	05/10/12	7,736 34	77 36	(4,587.34)	-	-
TOTAL S A SPONSORED ADR	TOT	1,495	52.01	77,754 95	04/02/12	77,730 26	51 99	24.69	3,747.97	4.8%
TRINA SOLAR LTD-SPON ADR	TSL	650	4.34	2,821.00	03/01/11	17,700.81	27 23	(14,879.81)	-	-

Statement for Account # 862-115664
12/01/12 - 12/31/12

Account Positions										
Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Yield
Stocks - Cash										
TUPPERWARE BRANDS CORP COM	TUP	400	64 10	25,640 00	12/10/10	19,074 60	47 69	6,565.40	576 00	2 2%
VANGUARD HIGH DIVIDEND YIELD ETF	VYM	2,000	49 38	98,760.00	01/17/12	92,217.93	46.11	6,542 07	3,186 00	3.2%
VERIZON COMMUNICATIONS COM	VZ	700	43 27	30,289 00	12/22/10	24,624.93	35 18	5,664 07	1,442 00	4.8%
VIACOM INC COM	VIA	500	54 27	27,135 00	10/08/12	28,554.20	57.11	(1,419.20)	550.00	2.0%
VODAFONE GROUP PLC ADR	VOD	400	25 19	10,076 00	01/18/11	11,516.80	28.79	(1,440.80)	600.00	6.0%
VOLKSWAGEN A G SPONS ADR	VLKAY	1,000	43.47	43,470.00	05/22/12	31,585 00	31.59	11,885 00	1,064 00	2 4%
WALGREEN CO COM	WAG	1,890	37 01	69,948 90	12/09/10	67,379 51	35.65	2,569 39	2,079 00	3 0%
Total Stocks				**$2,866,919.64**		**$2,611,309.50**		**$255,610.14**	**$61,255.02**	**2.1%**
Options - Cash										
BEACON ROOFING SUPPLY INC BECN Jan 19 13 30.0 P	-	16	$ 0 10	$ 160.00	09/14/12	$ 3,322 26	$ 2 08	$ (3,162.26)	$ -	-
Total Options				**$160.00**		**$3,322.26**		**$(3,162.26)**	**$0.00**	**0.0%**
Short Options - Cash										
POWERSHARES QQQ Mar 28 13 70 0 C	-	10-	$ 0 5842	$ (584.24)	06/13/12	$ (1,852 34)	$ 1 85	$ 1,268 10	$ -	-
POWERSHARES QQQ Mar 28 13 71 0 C	-	15-	0 3973	(595 91)	06/19/12	(2,528.52)	1.69	1,932 61	-	-
Total Short Options				**$(1,180.15)**		**$(4,380.86)**		**$3,200.71**	**$0.00**	**0.0%**

Statement for Account # 862-115664

12/01/12 - 12/31/12

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Estimated Yield
Mutual Funds - Cash										
ICON FUNDS MATERIALS S	ICBMX	870 322	$ 11.19	$ 9,738.90	12/22/10	$ 10,000.00	$ 11.49	$ (261.10)	$ -	-
SATUIT CAP MGMT TR MICRO CAP FD CL A	SATMX	1,542.258	31.15	48,041.34	12/22/10	50,000 00	32 42	(1,958 66)	-	-
Total Mutual Funds				**$57,780.24**		**$60,000.00**		**$(2,219.76)**	**$0.00**	**0.0%**
Other - Cash										
BANK OF AMERICA CORP WARRANT EXP 10/28/2018	BAC WSB	500	$ 0 77	$ 385 00	12/22/10	$ 1,372 00	$ 2 74	$ (987 00)	$ -	-
Total Other				**$385.00**		**$1,372.00**		**$(987.00)**	**$0.00**	**0.0%**
Total Cash Account				**$2,924,064.73**		**$2,671,622.90**		**$252,441.83**	**$61,255.02**	**2.1%**

Account Activity

Trade Date	Settle Date	Acct Type	Transaction/ Cash Activity*	Description	Symbol/ CUSIP	Quantity	Price	Amount	Balance
Opening Balance									**$ 0.00**
12/03/12	12/03/12	Cash	Div/Int - Income	FORD MOTOR COM Payable 12/03/2012 QUALIFIED DIVIDENDS 25.00	F	-	$ 0 00	$ 25.00	25.00
12/03/12	12/03/12	Cash	Div/Int - Income	CLIFFS NATURAL RESOURCES INC COM Payable· 12/03/2012 QUALIFIED DIVIDENDS 187.50	CLF	-	0.00	187.50	212.50
12/03/12	12/03/12	Cash	Journal - Other	PURCHASE FDIC INSURED DEPOSIT ACCOUNT	-	-	0 00	(212 50)	0 00
12/07/12	12/07/12	Cash	Div/Int - Income	BOEING CO COM Payable· 12/07/2012 QUALIFIED DIVIDENDS 308 00	BA	-	0.00	308 00	308.00
12/07/12	12/07/12	Cash	Journal - Other	PURCHASE FDIC INSURED DEPOSIT ACCOUNT	-	-	0 00	(308 00)	0.00

Statement for Account # 785-146881
12/01/12 - 12/31/12

Online Cash Services Summary

Description	Current	Year To Date
CREDITS		
Checks Deposited	$ -	$ 5,000 00
Subtotal	0 00	5,000.00
TOTAL	**0.00**	5,000 00

Income Summary Detail*

Description	Current	Year to Date
Ordinary Dividends	$ 4,194 65	$ 5,730 67
Interest Income Credit Balance	0.70	6 47
Margin Interest Charged	0.00	(495.33)
Short Term Capital Gains	0.00	381 25
Long Term Capital Gains	0 00	3,500 95
Return Of Capital	0 00	3,045 18
Foreign Dividend Tax Withheld	(257.51)	(2,618.18)
Qualified Dividends	2,909.91	21,170.84

*This section displays current and year to date taxation values for this account The current totals may not equate to the total payments listed on this statement as corrections to tax reporting may also be included These corrections can include changes made to previous payments and removal of payments reportable in a previous tax year (spillover dividends) The year to date totals will accurately reflect your cumulative amount for the year

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Estimated Yield
Stocks - Margin										
AMERICAN INTL GROUP INC COM	AIG	1,000	$ 35.30	$ 35,300.00	12/21/12	$ 34,544.90	$ 34.54	$ 755.10	$ -	-
APPLE INC COM	AAPL	700	532 1729	372,521 03	10/23/12	398,129 63	568.76	(25,608 60)	7,420 00	2 0%
BEZEQ ISRAELI TELECOMMUNI COMMON	BZQIF	1,859	1.13	2,100.67	02/14/12	2,942 01	1 58	(841.34)	-	-
BIOSANTE PHARMACEUTICALS COM	BPAX	17,500	1.23	21,525.00	10/05/12	25,695 00	1 47	(4,170 00)	-	-
BROADCOM CORP COM CL A	BRCM	1,000	33 21	33,210 00	09/25/12	33,763.30	33.76	(553 30)	400 00	1 2%

Statement for Account # 785-146881

12/01/12 - 12/31/12

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Estimated Yield
Stocks - Margin										
CHINA XD PLASTICS COMPANY LTD COM	CXDC	5,000	3 82	19,100.00	08/13/12	22,105 00	4 42	(3,005.00)	-	-
GOOGLE INC CL A	GOOG	100	707.38	70,738 00	11/12/12	66,618 34	666.18	4,119.66	-	-
GUIDEWIRE SOFTWARE INC COM	GWRE	2,000	29 72	59,440 00	09/27/12	61,050.58	30 53	(1,610.58)	-	-
INTL BUSINESS MACHINES COM	IBM	300	191 55	57,465.00	11/23/12	57,663.98	192 21	(198.98)	1,020 00	1 8%
ISHARES MSCI EMERGING MKTS	EEM	2,000	44.35	88,700.00	11/23/12	82,919.80	41.46	5,780.20	1,490 00	1.7%
MARKET VECTORS VIETNAM ETF	VNM	10,000	18.00	180,000 00	09/11/12	203,317 18	20.33	(23,317 18)	3,670.00	2 0%
MITSUBISHI UFJ FINANCIAL GROUP COM	MTU	7,500	5.42	40,650 00	02/08/12	37,598 75	5.01	3,051 25	1,005.00	2 5%
MITSUI O.S.K. LINES LTD COMMON	MSLOF	5,000	2 47	12,350.00	03/20/12	22,955.00	4 59	(10,605.00)	-	-
MIZUHO FINANICAL GROUP INC COM	MFG	7,500	3.66	27,450 00	02/24/12	23,407 62	3 12	4,042.38	1,020 00	3.7%
UBS AG ORDINARY	UBS	2,500	15 74	39,350 00	09/18/12	32,254 75	12.90	7,095 25	270.00	0 7%
VESTAS WIND SYSTEMS COM	VWDRY	12,000	1 885	22,620 00	11/04/11	45,907 75	3.83	(23,287 75)	-	-
VIMPELCOM LTD SPONSORED ADR	VIP	5,000	10.49	52,450 00	07/21/11	60,983 43	12 20	(8,533 43)	3,300.00	6 3%
YANDEX NV COM	YNDX	3,000	21 54	64,620 00	07/25/12	61,395 62	20.47	3,224 38	-	-
Total Stocks				**$1,199,589.70**		**$1,273,252.64**		**$(73,662.94)**	**$19,595.00**	**1.6%**
Total Margin Account				**$1,199,589.70**		**$1,273,252.64**		**$(73,662.94)**	**$19,595.00**	**1.6%**

Account Number: XXXX-0291

Statement Period : November 1, 2012 - December 31, 2012

Account Type: CORPORATION - C CORPORATION

ending basis from 2011 = 107,014
cost basis of 2012 sales = <122,157>
ytd purchaes = 124,250

107,014.00 +
124,250.00 +
122,157.00 -
109,107.00 *

ACCOUNT HOLDINGS

CASH & CASH EQUIVALENTS (1.31% of Holdings)

DESCRIPTION	OPENING BALANCE			AVG BALANCE
Extended Insurance Sweep Deposit Account				
E*TRADE Bank	2,003.43	1,521.64		7,176.26
Extended Insurance Sweep Deposit Account Total	**2,003.43**	**1,521.64**	**1.31**	**7,176 26**

The Extended Insurance Sweep Deposit Account (ESDA) program is comprised of deposit accounts with E*TRADE Bank and up to four other depository institutions The ESDA account at each bank is FDIC-insured up to $250,000.00 but is not covered by SIPC.

TOTAL CASH & CASH EQUIVALENTS	**$2,003.43**	**$1,521.64**	**1.31%**
TOTAL CASH & CASH EQUIVALENTS YTD INTEREST (SWEEP ONLY)	**$0.82**		

STOCKS, OPTIONS & EXCHANGE-TRADED FUNDS (98.69% of Holdings)

DESCRIPTION	SYMBOL/ CUSIP	ACCT TYPE	QUANTITY	PRICE	TOTAL MKT VALUE	PORTFOLIO (%)	EST. ANNUAL INCOME	EST. ANNUAL YIELD (%)
CISCO SYSTEMS INC	CSCO	Cash	1,000	19.6494	19,649.40	16.97	560.00	2.85%
ETFS GOLD TR SH	SGOL	Cash	125	165 1700	20,646 25	17.83		
FORD MOTOR CO PAR $0.01	F	Cash	1,000	12.9500	12,950.00	11.19	200.00	1.54%
ISHARES TR RUSSELL MIDCAP GROWTH INDEX FD	IWP	Cash	300	62.8000	18,840.00	16.27	248 00	1 32%
ISHARES TRUST RUSSELL 2000 INDEX FD.	IWM	Cash	500	84.3178	42,158.90	36.42	844.00	2.00%
TOTAL STOCKS, OPTIONS & ETF					**$114,244.55**	**98.69%**	**$1,852.00**	**1.62%**

TOTAL PRICED PORTFOLIO HOLDINGS (ON 12/31/12)	**$115,766.19**
TOTAL ESTIMATED ACCOUNT HOLDINGS ANNUAL INCOME	**$1,852.00**

Goldman Sachs

SEGAL FAMILY FOUNDATION INC.

Performance

Period Ended December 31, 2012

PERFORMANCE ANALYSIS

	Market Value as of Dec 31 12	Percentage of Portfolio	Current Month (%)	Year to Date (%)	Inception to Date (%)	Inception Date
CASH, DEPOSITS & MONEY MARKET FUNDS						
CASH	0 03	0 00				
DEPOSITS & MONEY MARKET FUNDS						
MONEY MARKET FUNDS	0 15	0.00				
TOTAL DEPOSITS & MONEY MARKET FUNDS	0.15	0 00	0 00	0 00	0 00	JUL 16 12
TOTAL CASH, DEPOSITS & MONEY MARKET FUNDS	**0.18**	**0.00**				
ALTERNATIVE INVESTMENTS						
PRIVATE EQUITY						
VINTAGE FUND VI[1]	25,000 00	11 77				
ANCHORAGE ILLIQUID OPPORTUNITIES III ACCESS FUND[1]	187,381 00	88 23				
TOTAL PRIVATE EQUITY	212,381 00	100 00				
TOTAL PORTFOLIO	**212,381.18**	- **100.00**	**0.00**	**0.00**	**0.00**	**MAR 21 12**
COMPARATIVE INDICES						
BARCLAYS CAPITAL 1-10 YEAR BLEND MUNICIPAL BOND TOTAL RETURN INDEX IN USD			*(0 77)*	*3 59*	*3 59*	*MAR 21 12*
MSCI EAFE UNHEDGED CURRENCY TOTAL RETURN INDEX IN USD			*3 21*	*6 11*	*6 11*	*MAR 21 12*
S&P 500 TOTAL RETURN INDEX IN USD			*0 91*	*3 49*	*3 49*	*MAR 21 12*

[1] This position is not included in performance calculation

The information in this statement may include assets not held by Goldman Sachs Performance history for each mutual fund investment is available as of the date set forth in the inception date column Total asset class returns may reflect previous mutual fund investments and may not equal the sum of the returns at a product level Returns may include closed strategies

Auction Rate Securities are debt or preferred securities with an interest or dividend rate reset periodically in an auction Although there may be daily, weekly and monthly resets, there is no guarantee that there will be liquidity If an auction agent does not receive bids lower than the maximum rate for the total par amount, the result may be a failed auction In a failed auction, there is no assurance that a secondary market will develop or that the security will continue to trade at par Given market conditions, the price noted may change