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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE ELEANOR M. AND HERBERT D. KATZ FAMILY FOUNDATION, INC.		A Employer identification number 59-2320940
Number and street (or P.O. box number if mail is not delivered to street address) C/O THOMAS O. KATZ, 2255 GLADES RD	Room/suite 240W	B Telephone number 561-910-5700
City or town, state, and ZIP code Boca Raton, FL 33431		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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: ☒ 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) \$ 12,477,286.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2,815.	2,815.		Statement 1
4 Dividends and interest from securities		217,217.	217,142.		Statement 2
5a Gross rents		29.	29.		Statement 3
b Net rental income or (loss) 29.					
6a Net gain or (loss) from sale of assets not on line 10		87,595.			
b Gross sales price for all assets on line 6a 3,062,177.					
7 Capital gain net income (from Part IV, line 2)			87,595.		
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		2,640.	2,640.		Statement 4
12 Total. Add lines 1 through 11		310,296.	310,221.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 5		15,593.	12,474.		3,119.
b Accounting fees					
c Other professional fees					
17 Interest		789.	789.		0.
18 Taxes Stmt 6		5,931.	3,753.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		75,380.	75,380.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		97,693.	92,396.		3,119.
25 Contributions, gifts, grants paid		1,066,612.			1,066,612.
26 Total expenses and disbursements. Add lines 24 and 25		1,164,305.	92,396.		1,069,731.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-854,009.			
b Net investment income (if negative, enter -0-)			217,825.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	903,880.	318,623.	318,623.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock Stmt 11	10,525,143.	10,243,134.	11,493,487.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other Stmt 12	467,129.	477,622.	665,176.	
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	11,896,152.	11,039,379.	12,477,286.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	0.	0.		
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.	27 Capital stock, trust principal, or current funds	14,250,024.	14,247,260.	
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	-2,353,872.	-3,207,881.	
		30 Total net assets or fund balances	11,896,152.	11,039,379.	
	31 Total liabilities and net assets/fund balances	11,896,152.	11,039,379.		

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	11,896,152.
2 Enter amount from Part I, line 27a	2	-854,009.
3 Other increases not included in line 2 (itemize) ▶ See Statement 9	3	3,064.
4 Add lines 1, 2, and 3	4	11,045,207.
5 Decreases not included in line 2 (itemize) ▶ See Statement 10	5	5,828.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,039,379.

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 Statement			
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 3,062,177.		2,974,582.	87,595.

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			87,595.

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	87,595.
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	1,036,426.	12,735,563.	.081380
2010	1,154,679.	12,901,069.	.089503
2009	345,307.	13,000,801.	.026560
2008	1,690,063.	15,046,864.	.112320
2007	786,635.	16,273,824.	.048337

2 Total of line 1, column (d)	2	.358100
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	.071620
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,768,239.
5 Multiply line 4 by line 3	5	842,841.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,178.
7 Add lines 5 and 6	7	845,019.
8 Enter qualifying distributions from Part XII, line 4	8	1,069,731.

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.

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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	2,178.
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	2,178.
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	2,178.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,952.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	9,952.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,774.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 7,774. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>THOMAS O. KATZ</u> Telephone no. ► <u>561-910-5700</u> Located at ► <u>2255 GLADES ROAD SUITE 240W, BOCA RATON, FL</u> ZIP+4 ► <u>33431</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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	
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

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? ☐ Yes ☒ No **N/A** 5b

Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No **N/A**

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? ☐ Yes ☒ No 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? ☐ Yes ☒ No **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 13		0.	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
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A

Summary of Direct Charitable Activities

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

Expenses

1	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		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,300,760.
b	Average of monthly cash balances	1b	646,691.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	11,947,451.
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	11,947,451.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	179,212.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,768,239.
6	Minimum investment return. Enter 5% of line 5	6	588,412.

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	588,412.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,178.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,178.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	586,234.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	586,234.
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	586,234.

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	1,069,731.
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	1,069,731.
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	2,178.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,067,553.

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				586,234.
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				
b From 2008				
c From 2009				
d From 2010	438,623.			
e From 2011	407,824.			
f Total of lines 3a through e	846,447.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,069,731.				
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				586,234.
e Remaining amount distributed out of corpus	483,497.			
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	1,329,944.			
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,329,944.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	438,623.			
d Excess from 2011	407,824.			
e Excess from 2012	483,497.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 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).)

None

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

None

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

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

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

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

- c Any submission deadlines:**

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ADAS ISRAEL CONGREGATION 2850 QUEBEC STREET NW WASHINGTON, DC 20008	NONE	PUBLIC CHARITY	ANNUAL FUND	1,000.
AISH HATORAH 4010 N 46 AVENUE HOLLYWOOD, FL 33021	NONE	PUBLIC CHARITY	ANNUAL FUND	18,000.
AMERICAN ISRAEL CULTURAL FOUNDATION 1140 BROADWAY, SUITE 304 NEW YORK, NY 10001	NONE	PUBLIC CHARITY	ANNUAL FUND	1,800.
AMERICAN RED CROSS P.O. BOX 4002018 DES MOINES, IA 50340-2018	NONE	PUBLIC CHARITY	ANNUAL FUND	1,000.
AMERICAN UNIVERSITY CENTER FOR ISRAEL STUDIES 4400 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20016	NONE	PUBLIC CHARITY	ANNUAL FUND	2,000.
Total			See continuation sheet(s)	▶ 3a 1,066,612.
b Approved for future payment				
None				
Total			▶ 3b	0

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE		P		
b SEE ATTACHED SCHEDULE		P		
c SEE ATTACHED SCHEDULE-PASS THROUGH FROM PARTNERSH		P		
d SEE ATTACHED SCHEDULE-PASS THROUGH FROM PARTNERSH		P		
e SECTION 1231 LOSS FROM PASS THROUGH ENTITIES		P		
f SECTION 1256 LOSS FROM PASS THROUGH ENTITIES		P		
g SECTION 1256 LOSS FROM PASS THROUGH ENTITIES		P		
h Capital Gains Dividends				
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 695,980.		832,522.	-136,542.
b 2,308,035.		2,140,037.	167,998.
c		85.	-85.
d		1,655.	-1,655.
e		265.	-265.
f		7.	-7.
g		11.	-11.
h 58,162.			58,162.
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			-136,542.
b			167,998.
c			-85.
d			-1,655.
e			-265.
f			-7.
g			-11.
h			58,162.
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	87,595.
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

The Eleanor M. and Herbert D. Katz Family Foundation, Inc.

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Page 3, Part IV-Schedule of Capital Gains

Security	Shares	Date		How	Proceeds	Basis	Gain/(Loss)
		Purchased	Sold				
SHORT TERM							
ACME PACKET INC	44	9/28/2011	5/8/2012	Purchase	1,244	1,971	(727)
ACME PACKET INC	11	9/29/2011	5/8/2012	Purchase	311	497	(186)
ACME PACKET INC	25	10/4/2011	5/8/2012	Purchase	707	1,077	(370)
AEROVIRONMENT INC	16	12/19/2011	11/21/2012	Purchase	308	491	(183)
AEROVIRONMENT INC	8	12/20/2011	11/21/2012	Purchase	154	248	(94)
AEROVIRONMENT INC	9	12/21/2011	11/21/2012	Purchase	173	283	(110)
AEROVIRONMENT INC	7	12/22/2011	11/21/2012	Purchase	135	217	(82)
AEROVIRONMENT INC	13	1/11/2012	11/21/2012	Purchase	250	389	(139)
AEROVIRONMENT INC	12	1/12/2012	11/21/2012	Purchase	231	362	(131)
AEROVIRONMENT INC	14	2/28/2012	11/21/2012	Purchase	269	401	(132)
AEROVIRONMENT INC	13	2/29/2012	11/21/2012	Purchase	250	374	(124)
AEROVIRONMENT INC	12	3/1/2012	11/21/2012	Purchase	231	341	(111)
AEROVIRONMENT INC	6	3/2/2012	11/21/2012	Purchase	115	169	(54)
AEROVIRONMENT INC	12	4/18/2012	11/21/2012	Purchase	231	315	(84)
AEROVIRONMENT INC	3	4/18/2012	11/21/2012	Purchase	59	79	(19)
AEROVIRONMENT INC	11	4/19/2012	11/21/2012	Purchase	218	285	(67)
AEROVIRONMENT INC	16	8/17/2012	11/21/2012	Purchase	317	380	(63)
AEROVIRONMENT INC	59	8/17/2012	11/23/2012	Purchase	1,181	1,403	(222)
AEROVIRONMENT INC	49	8/17/2012	11/26/2012	Purchase	983	1,165	(182)
AEROVIRONMENT INC	41	8/17/2012	11/27/2012	Purchase	821	975	(154)
AEROVIRONMENT INC	18	8/17/2012	11/29/2012	Purchase	367	428	(61)
AEROVIRONMENT INC	180	9/22/2011	5/14/2012	Purchase	7,586	7,398	187
Aetna, Inc	10	11/1/2011	5/14/2012	Purchase	421	410	11
Aetna, Inc.	190	11/1/2011	8/3/2012	Purchase	6,901	7,794	(894)
Aetna, Inc.	260	12/20/2011	8/3/2012	Purchase	4,922	5,916	(995)
ALERE INC	120	4/5/2012	8/3/2012	Purchase	2,271	3,121	(850)
ALERE INC	110	9/1/2011	8/3/2012	Purchase	3,905	4,101	(196)
ALTERA CORP	30	9/26/2011	8/22/2012	Purchase	2,699	1,329	1,371
Amercigroup Corp.	10	9/26/2011	8/24/2012	Purchase	900	443	457
Amercigroup Corp.	20	10/17/2011	8/24/2012	Purchase	1,800	864	936

The Eleanor M. and Herbert D. Katz Family Foundation, Inc.
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Page 3, Part IV-Schedule of Capital Gains, continued
SHORT TERM, continued

Security	Shares	Purchased	Sold	Acquired	Proceeds	Basis	Gain/(Loss)
Amercigroup Corp.	27	10/27/2011	8/24/2012	Purchase	2,430	1,312	1,118
Amercigroup Corp.	19	10/27/2011	8/31/2012	Purchase	1,726	923	802
Amercigroup Corp.	15	11/1/2011	8/31/2012	Purchase	1,362	756	606
Amercigroup Corp.	13	11/2/2011	8/31/2012	Purchase	1,181	712	469
Amercigroup Corp.	8	11/2/2011	9/4/2012	Purchase	726	438	288
Amercigroup Corp.	9	11/3/2011	9/4/2012	Purchase	817	512	305
Amercigroup Corp.	30	3/26/2012	9/4/2012	Purchase	2,723	1,934	789
ATWOOD OCEANICS INC	30	9/8/2011	6/20/2012	Purchase	1,153	1,221	(68)
ATWOOD OCEANICS INC	5	9/9/2011	6/20/2012	Purchase	192	197	(5)
BARRETT BILL CORP	31	2/14/2011	1/19/2012	Purchase	938	1,212	(275)
BARRETT BILL CORP	29	2/28/2011	1/19/2012	Purchase	877	1,115	(238)
BE AEROSPACE INC	60	8/2/2012	8/3/2012	Purchase	2,356	2,339	17
BORG WARNER INC.	90	8/2/2012	8/3/2012	Purchase	6,025	6,067	(42)
CERAGON NETWORKS LTD SEDOL # 2616148ISIN IL0010851660	12	7/20/2011	7/9/2012	Purchase	102	155	(53)
CERAGON NETWORKS LTD SEDOL # 2616148ISIN IL0010851660	12	7/21/2011	7/9/2012	Purchase	102	154	(52)
CERAGON NETWORKS LTD SEDOL # 2616148ISIN IL0010851660	10	7/22/2011	7/9/2012	Purchase	85	134	(49)
CERAGON NETWORKS LTD SEDOL # 2616148ISIN IL0010851660	9	7/25/2011	7/9/2012	Purchase	76	121	(45)
CERAGON NETWORKS LTD SEDOL # 2616148ISIN IL0010851660	12	7/26/2011	7/9/2012	Purchase	102	163	(62)
CERAGON NETWORKS LTD SEDOL # 2616148ISIN IL0010851660	27	8/12/2011	7/9/2012	Purchase	229	264	(35)
CERAGON NETWORKS LTD SEDOL # 2616148ISIN IL0010851660	27	8/15/2011	7/9/2012	Purchase	229	269	(40)
CERAGON NETWORKS LTD SEDOL # 2616148ISIN IL0010851660	11	8/16/2011	7/9/2012	Purchase	93	112	(19)
CERAGON NETWORKS LTD SEDOL # 2616148ISIN IL0010851660	19	8/17/2011	7/9/2012	Purchase	161	195	(34)
CERAGON NETWORKS LTD SEDOL # 2616148ISIN IL0010851660	6	8/18/2011	7/9/2012	Purchase	51	63	(12)
CERAGON NETWORKS LTD SEDOL # 2616148ISIN IL0010851660	80	8/29/2011	7/9/2012	Purchase	678	822	(143)
CERAGON NETWORKS LTD SEDOL # 2616148ISIN IL0010851660	270	5/21/2012	8/3/2012	Purchase	9,714	10,662	(948)
Chicago Bridge & Iron	130	7/31/2012	8/3/2012	Purchase	6,478	7,810	(1,332)
Coach, Inc.	17	8/26/2011	8/2/2012	Purchase	828	710	117
Coinstar, Inc.	23	9/16/2011	9/11/2012	Purchase	1,203	1,045	158
Coinstar, Inc.	12	9/16/2011	9/12/2012	Purchase	623	545	78
Coinstar, Inc.	20	9/20/2011	9/12/2012	Purchase	1,038	960	79
Coinstar, Inc.	7	9/21/2011	9/12/2012	Purchase	363	334	29
Coinstar, Inc.	13	9/21/2011	9/17/2012	Purchase	673	621	52
Coinstar, Inc.	12	9/26/2011	9/17/2012	Purchase	621	527	93

The Eleanor M. and Herbert D. Katz Family Foundation, Inc.

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Page 3, Part IV-Schedule of Capital Gains, continued

SHORT TERM, continued

Security	Shares	Purchased	Sold	Acquired	Proceeds	Basis	Gain/(Loss)
Coinstar, Inc.	8.00	9/26/2011	9/18/2012	Purchase	409	352	57
Coinstar, Inc.	11.00	10/11/2011	9/18/2012	Purchase	562	495	66
Coinstar, Inc.	18.00	10/11/2011	9/19/2012	Purchase	951	811	140
Coinstar, Inc.	18.00	11/1/2011	9/19/2012	Purchase	951	987	(36)
Commvault Systems, Inc.	15.00	9/23/2011	2/2/2012	Purchase	718	548	170
Commvault Systems, Inc.	43.00	9/23/2011	8/2/2012	Purchase	1,947	1,571	376
CONTANGO OIL & GAS	23.00	2/15/2012	12/5/2012	Purchase	943	1,439	(495)
CONTANGO OIL & GAS	2.00	5/8/2012	12/5/2012	Purchase	82	110	(28)
CONTANGO OIL & GAS	3.00	5/8/2012	12/6/2012	Purchase	123	166	(43)
CONTANGO OIL & GAS	8.00	5/9/2012	12/6/2012	Purchase	328	436	(107)
CONTANGO OIL & GAS	3.00	5/10/2012	12/6/2012	Purchase	123	165	(42)
CONTANGO OIL & GAS	1.00	8/17/2012	12/6/2012	Purchase	41	59	(18)
CONTANGO OIL & GAS	14.00	8/17/2012	12/7/2012	Purchase	572	832	(260)
CONTANGO OIL & GAS	24.00	8/17/2012	12/10/2012	Purchase	977	1,426	(450)
CONTANGO OIL & GAS	16.00	8/17/2012	12/11/2012	Purchase	614	951	(337)
CONTANGO OIL & GAS	24.00	8/17/2012	12/12/2012	Purchase	921	1,426	(505)
CONTANGO OIL & GAS	130.00	4/26/2011	1/31/2012	Purchase	1,645	2,641	(997)
CORNING INC	320.00	7/7/2011	1/31/2012	Purchase	4,049	5,978	(1,929)
CORNING INC	220.00	1/5/2012	8/3/2012	Purchase	5,271	4,865	407
CREE, INC.	230.00	5/25/2012	8/3/2012	Purchase	5,511	6,265	(754)
CREE, INC.	330.00	8/18/2011	8/3/2012	Purchase	1,567	3,780	(2,212)
DENDREON CORP	30.82	1/3/2012	11/9/2012	Purchase	552	523	28
DIAMOND HILL LONG-SHORT FUND CL I	34.00	8/17/2012	10/17/2012	Purchase	700	745	(45)
East West Bancorp	160.00	8/17/2012	10/19/2012	Purchase	3,191	3,505	(315)
East West Bancorp	47.00	8/17/2012	10/22/2012	Purchase	951	1,030	(79)
East West Bancorp	100.00	7/3/2012	8/3/2012	Purchase	9,864	8,553	1,311
EOG RES INC	4.00	8/17/2012	10/11/2012	Purchase	121	134	(13)
FORWARD AIR CORP	14.00	8/17/2012	10/11/2012	Purchase	423	469	(46)
FORWARD AIR CORP	33.00	8/17/2012	10/12/2012	Purchase	992	1,105	(112)
FORWARD AIR CORP	20.00	8/17/2012	10/15/2012	Purchase	599	669	(70)
FORWARD AIR CORP	248.00	Various	6/26/2012	Purchase	1,446	2,630	(1,184)
Global Geophysical Services	39.00	5/4/2012	8/3/2012	Purchase	3,952	4,529	(577)
Goldman Sachs & Co	200.00	7/25/2012	8/3/2012	Purchase	6,642	6,250	392
HALLIBURTON CO	60.00	4/30/2012	8/3/2012	Purchase	2,641	2,735	(94)
LIFE TECHNOLOGIES CORP							

The Eleanor M. and Herbert D. Katz Family Foundation, Inc.
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Page 3, Part IV-Schedule of Capital Gains, continued
SHORT TERM, continued

Security	Shares	Purchased	Sold	Acquired	Proceeds	Basis	Gain/(Loss)
MDC Holdings, Inc.	41	3/22/2012	7/16/2012	Purchase	1,273	1,090	183
MERU NETWORKS INC	102	Various	2/2/2012	Purchase	428	1,893	(1,465)
MERU NETWORKS INC	19	Various	2/3/2012	Purchase	77	420	(343)
MERU NETWORKS INC	39	Various	2/6/2012	Purchase	150	857	(706)
MERU NETWORKS INC	33	Various	2/8/2012	Purchase	120	715	(595)
MERU NETWORKS INC	56	Various	2/9/2012	Purchase	207	1,176	(969)
MERU NETWORKS INC	39	Various	2/10/2012	Purchase	143	768	(625)
MERU NETWORKS INC	76	Various	2/13/2012	Purchase	294	1,270	(976)
Molycorp, Inc.	230	6/25/2012	8/3/2012	Purchase	4,055	5,256	(1,201)
National Oilwell Varco, Inc.	20	8/17/2011	8/3/2012	Purchase	1,450	1,342	108
National Oilwell Varco, Inc.	120	10/7/2011	8/3/2012	Purchase	8,700	6,030	2,669
National Oilwell Varco, Inc.	80	4/30/2012	8/3/2012	Purchase	5,800	6,028	(228)
Nestle S.A.	180	11/17/2011	8/3/2012	Purchase	11,099	10,118	980
Nestle S.A.	100	2/8/2012	8/3/2012	Purchase	6,166	5,801	365
OVERSEAS SHIPHOLDING GROUP INC	3	6/30/2011	2/15/2012	Purchase	31	80	(49)
OVERSEAS SHIPHOLDING GROUP INC	43	7/1/2011	2/15/2012	Purchase	441	1,148	(707)
OVERSEAS SHIPHOLDING GROUP INC	8	7/5/2011	2/15/2012	Purchase	82	218	(136)
OVERSEAS SHIPHOLDING GROUP INC	25	7/20/2011	2/15/2012	Purchase	256	652	(396)
OVERSEAS SHIPHOLDING GROUP INC	32	7/21/2011	2/15/2012	Purchase	328	835	(507)
OVERSEAS SHIPHOLDING GROUP INC	15	7/29/2011	2/15/2012	Purchase	154	378	(224)
OVERSEAS SHIPHOLDING GROUP INC	24	8/1/2011	2/15/2012	Purchase	246	593	(347)
OVERSEAS SHIPHOLDING GROUP INC	26	8/1/2011	2/16/2012	Purchase	263	642	(380)
OVERSEAS SHIPHOLDING GROUP INC	35	1/18/2012	2/16/2012	Purchase	354	477	(123)
PIMCO COMMODITY REAL RETURN STRATEGY FUND INSTITUT	37,878.79	5/4/2011	5/4/2012	Purchase	250,000	379,545	(129,545)
Red Robin Gourmet Burgers	5	7/28/2011	7/26/2012	Purchase	150	183	(33)
Red Robin Gourmet Burgers	16	7/28/2011	7/27/2012	Purchase	466	584	(118)
Red Robin Gourmet Burgers	4	7/28/2011	7/30/2012	Purchase	113	146	(33)
Red Robin Gourmet Burgers	10	7/29/2011	7/30/2012	Purchase	282	371	(89)
Red Robin Gourmet Burgers	27	8/10/2011	7/31/2012	Purchase	757	885	(128)
Red Robin Gourmet Burgers	5	7/29/2011	7/31/2012	Purchase	140	186	(45)
Red Robin Gourmet Burgers	3	8/10/2011	8/1/2012	Purchase	84	98	(14)
Roche Holding Ltd. Sponsored ADR	250	3/14/2012	8/3/2012	Purchase	11,100	10,818	282
Roche Holding Ltd. Sponsored ADR	130	4/23/2012	8/3/2012	Purchase	5,772	5,792	(21)
ROYAL GOLD INC	16	1/30/2012	8/28/2012	Purchase	1,356	1,144	212

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Page 3, Part IV-Schedule of Capital Gains, continued
SHORT TERM, continued

Security	Shares	Purchased	Sold	Acquired	Proceeds	Basis	Gain/(Loss)
ROYAL GOLD INC	18	1/31/2012	8/28/2012	Purchase	1,525	1,345	180
ROYAL GOLD INC	7	1/31/2012	8/29/2012	Purchase	593	523	70
ROYAL GOLD INC	10	2/15/2012	8/29/2012	Purchase	847	701	146
ROYAL GOLD INC	23	4/18/2012	8/29/2012	Purchase	1,948	1,468	479
ROYAL GOLD INC	36	5/8/2012	8/29/2012	Purchase	3,049	2,132	917
ROYAL GOLD INC	14	5/16/2012	8/29/2012	Purchase	1,186	883	302
ROYAL GOLD INC	2	5/22/2012	8/29/2012	Purchase	169	128	41
ROYAL GOLD INC	10	5/22/2012	8/30/2012	Purchase	847	641	206
ROYAL GOLD INC	14	8/17/2012	8/30/2012	Purchase	1,185	1,060	126
ROYAL GOLD INC	17	8/17/2012	8/31/2012	Purchase	1,435	1,287	148
ROYAL GOLD INC	17	8/17/2012	9/4/2012	Purchase	1,430	1,287	144
ROYAL GOLD INC	18	8/17/2012	9/5/2012	Purchase	1,515	1,362	153
Schlumberger Ltd.	50	4/26/2012	8/3/2012	Purchase	3,583	3,605	(22)
Stanwood Hotels & Resorts Worldwide, Inc.	120	9/2/2011	8/3/2012	Purchase	6,519	5,240	1,280
Stanwood Hotels & Resorts Worldwide, Inc.	110	10/7/2011	8/3/2012	Purchase	5,976	4,151	1,825
Successfactors, Inc	100	10/24/2011	1/11/2012	Purchase	3,979	2,476	1,503
Successfactors, Inc.	81	10/27/2011	1/11/2012	Purchase	3,223	2,104	1,119
Successfactors, Inc.	24	10/28/2011	1/11/2012	Purchase	955	616	339
Successfactors, Inc.	21	11/8/2011	1/11/2012	Purchase	836	574	262
Successfactors, Inc.	8	11/9/2011	1/11/2012	Purchase	318	218	100
Successfactors, Inc.	33	11/14/2011	1/11/2012	Purchase	1,313	889	424
Successfactors, Inc.	85	11/15/2011	1/11/2012	Purchase	3,383	2,303	1,080
Successfactors, Inc.	26	11/16/2011	1/11/2012	Purchase	1,035	731	304
TEREX CORP NEW	18	6/28/2011	6/4/2012	Purchase	318	471	(153)
TEREX CORP NEW	19	6/29/2011	6/4/2012	Purchase	336	501	(165)
TEREX CORP NEW	32	10/12/2011	6/4/2012	Purchase	565	382	183
TEREX CORP NEW	186	10/12/2011	6/5/2012	Purchase	3,088	2,221	867
TEREX CORP NEW	58	10/13/2011	6/5/2012	Purchase	963	693	270
TEREX CORP NEW	30	10/13/2011	6/5/2012	Purchase	498	370	128
TEREX CORP NEW	29	10/14/2011	6/5/2012	Purchase	482	367	115
UMB FINL CORP	12	8/17/2012	11/27/2012	Purchase	496	584	(88)
UMB FINL CORP	25	8/17/2012	11/29/2012	Purchase	1,067	1,216	(149)
UMB FINL CORP	17	8/17/2012	11/30/2012	Purchase	723	827	(104)
UMB FINL CORP	21	8/17/2012	12/3/2012	Purchase	886	1,021	(135)

The Eleanor M. and Herbert D. Katz Family Foundation, Inc.

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Page 3, Part IV-Schedule of Capital Gains, continued

SHORT TERM, continued

Security	Shares	Purchased	Sold	Acquired	Proceeds	Basis	Gain/(Loss)
UMB FINL CORP	23	8/17/2012	12/4/2012	Purchase	980	1,118	(139)
UNITED THERAPEUTICS CORP DEL	15	11/23/2011	10/29/2012	Purchase	687	618	69
UNITED THERAPEUTICS CORP DEL	10	11/25/2011	10/29/2012	Purchase	458	407	51
UNITED THERAPEUTICS CORP DEL	28	1/4/2012	10/29/2012	Purchase	1,283	1,325	(42)
UNITED THERAPEUTICS CORP DEL	70	8/17/2012	10/29/2012	Purchase	3,207	3,929	(723)
VARIAN MEDICAL SYSTEMS INC	60	2/24/2012	8/3/2012	Purchase	3,281	3,984	(703)
VASCO DATA SECURITY INTL	17	5/2/2011	5/2/2012	Purchase	131	219	(88)
WADDLE & REED FINL, INC.	83	1/11/2012	12/3/2012	Purchase	2,669	2,169	500
WEBSense INC	46	8/17/2012	11/14/2012	Purchase	591	725	(135)
WEBSense INC	24	8/17/2012	11/14/2012	Purchase	313	378	(66)
WEBSense INC	44	8/17/2012	11/15/2012	Purchase	573	694	(121)
WEBSense INC	69	8/17/2012	11/15/2012	Purchase	896	1,088	(192)
Westlake Chemical Corp.	18	1/18/2012	1/23/2012	Purchase	1,016	921	95
Westlake Chemical Corp.	1	11/2/2011	1/24/2012	Purchase	55	43	12
Westlake Chemical Corp.	6	1/18/2012	1/24/2012	Purchase	331	307	24
Westlake Chemical Corp.	16	10/20/2011	8/8/2012	Purchase	1,057	615	443
Westlake Chemical Corp.	10	10/20/2011	8/17/2012	Purchase	666	384	282
Westlake Chemical Corp.	13	10/21/2011	8/17/2012	Purchase	866	500	366
Westlake Chemical Corp.	7	10/31/2011	8/17/2012	Purchase	466	272	194
Westlake Chemical Corp.	15	10/31/2011	8/20/2012	Purchase	999	583	417
Westlake Chemical Corp.	10	11/1/2011	8/20/2012	Purchase	666	424	242
Westlake Chemical Corp.	5	11/1/2011	9/5/2012	Purchase	343	212	131
Westlake Chemical Corp.	11	11/2/2011	9/5/2012	Purchase	755	472	283
Westlake Chemical Corp.	1	11/3/2011	9/5/2012	Purchase	69	42	26
Westlake Chemical Corp.	1	12/8/2011	9/5/2012	Purchase	69	42	26
Westlake Chemical Corp.	17	10/19/2011	9/6/2012	Purchase	1,169	660	509
Westlake Chemical Corp.	8	10/20/2011	9/6/2012	Purchase	550	307	243
Westlake Chemical Corp.	2	11/3/2011	9/6/2012	Purchase	138	84	53
Westlake Chemical Corp.	27	12/8/2011	9/7/2012	Purchase	1,865	1,140	725
Westlake Chemical Corp.	18	12/9/2011	9/7/2012	Purchase	1,243	767	476
Westlake Chemical Corp.	10	12/9/2011	9/10/2012	Purchase	692	426	266
Westlake Chemical Corp.	23	12/12/2011	9/10/2012	Purchase	1,591	970	621
Westlake Chemical Corp.	8	12/13/2011	9/10/2012	Purchase	553	333	220
Westlake Chemical Corp.	2	12/13/2011	9/11/2012	Purchase	142	83	59

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Page 3, Part IV-Schedule of Capital Gains, continued
SHORT TERM, continued

Security	Shares	Purchased	Sold	Acquired	Proceeds	Basis	Gain/(Loss)
Westlake Chemical Corp.	17	8/17/2012	9/11/2012	Purchase	1,206	1,139	67
Westlake Chemical Corp.	7	12/8/2011	9/18/2012	Purchase	519	296	223
Westlake Chemical Corp.	16	8/17/2012	9/18/2012	Purchase	1,186	1,072	114
Westlake Chemical Corp.	3	11/3/2011	9/19/2012	Purchase	226	127	99
Westlake Chemical Corp.	6	12/7/2011	9/19/2012	Purchase	452	249	203
Westlake Chemical Corp.	8	12/8/2011	9/19/2012	Purchase	602	338	265
Westlake Chemical Corp.	59	8/17/2012	9/19/2012	Purchase	4,442	3,952	490
XILINX, INC.	330	7/30/2012	8/3/2012	Purchase	10,725	10,345	380
ZILLOW, INC.	18	5/14/2012	12/19/2012	Purchase	487	777	(290)
ZILLOW, INC.	26	5/14/2012	12/20/2012	Purchase	686	1,122	(436)
ZILLOW, INC.	21	5/15/2012	12/20/2012	Purchase	554	885	(331)
ZILLOW, INC.	20	5/25/2012	12/21/2012	Purchase	542	740	(198)
ZILLOW, INC.	22	5/29/2012	12/21/2012	Purchase	597	854	(257)
ZILLOW, INC.	1	5/30/2012	12/21/2012	Purchase	27	41	(14)
Renaissance Holdings Ltd.	150	2/13/2012	8/9/2012	Purchase	10,890	11,612	(722)
Gardner Denver, Inc.	450	2/8/2012	8/13/2012	Purchase	26,930	34,723	(7,793)
Gardner Denver, Inc.	200	6/18/2012	8/13/2012	Purchase	11,969	10,245	1,724
Gardner Denver, Inc.	375	6/18/2012	12/24/2012	Purchase	28,383	19,210	9,173
Polydore International Inc.	700	4/10/2012	8/16/2012	Purchase	23,748	25,901	(2,153)
K12, Inc.	450	5/15/2012	8/28/2012	Purchase	9,860	9,241	619
Ultra Petroleum Corp.	200	9/7/2011	8/29/2012	Purchase	4,262	6,723	(2,461)
Ultra Petroleum Corp.	500	12/9/2011	8/29/2012	Purchase	10,655	17,412	(6,757)
K12, Inc.	50	5/15/2012	9/13/2012	Purchase	1,185	1,027	158
WPX Energy, Inc.	0.33	10/18/2011	1/3/2012	Purchase	6	5	1
WPX Energy, Inc.	33	10/18/2011	1/11/2012	Purchase	574	518	56
Subtotal of Short-term Capital Gains from Sales of Securities					695,980	832,522	(136,542)
Pass through from Partnerships:							
CMS Gen NX 360 Capital Fund							(133)
HarbourVest Partners VI-BuyOut Partnership Fund L.P.							44
HarbourVest Partners VI-Partnership Fund							4
Subtotal Short Term Pass-Through from Partnerships							(85)
Total Short-term Capital Gains, Net - Excluding Section 1256 Losses							\$ (136,627)

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Page 3, Part IV-Schedule of Capital Gains, continued

LONG TERM	Security	Shares	Purchased	Sold	Acquired	Proceeds	Basis	Gain/(Loss)
	AARON S INC CLASS A	24	12/31/2010	2/24/2012	Purchase	671	480	191
	AARON S INC CLASS A	11	12/31/2010	2/27/2012	Purchase	307	220	87
	AARON S INC CLASS A	24	12/31/2010	2/28/2012	Purchase	666	480	186
	AARON S INC CLASS A	16	12/31/2010	2/29/2012	Purchase	442	320	122
	AARON S INC CLASS A	59	12/31/2010	3/8/2012	Purchase	1,572	1,181	391
	AARON S INC CLASS A	69	12/31/2010	3/9/2012	Purchase	1,790	1,381	409
	AARON S INC CLASS A	55	12/31/2010	3/12/2012	Purchase	1,415	1,101	314
	AARON S INC CLASS A	78	12/31/2010	3/13/2012	Purchase	2,025	1,561	464
	AARON S INC CLASS A	36	12/31/2010	3/14/2012	Purchase	949	720	228
	AARON S INC CLASS A	14	2/10/2011	3/14/2012	Purchase	369	281	88
	AARON S INC CLASS A	37	2/10/2011	3/15/2012	Purchase	969	743	226
	ACME PACKET INC	25	10/4/2011	12/17/2012	Purchase	540	1,077	(537)
	ACME PACKET INC	27	10/11/2011	12/17/2012	Purchase	583	1,044	(461)
	ACME PACKET INC	20	10/26/2011	12/17/2012	Purchase	432	638	(207)
	ADVISORY BOARD CO.	4	12/31/2010	5/31/2012	Purchase	379	193	186
	ADVISORY BOARD CO.	4	12/31/2010	6/1/2012	Purchase	381	193	188
	AEROVIRONMENT INC	10	1/20/2011	11/19/2012	Purchase	203	283	(80)
	AEROVIRONMENT INC	6	1/20/2011	11/20/2012	Purchase	120	170	(50)
	AEROVIRONMENT INC	8	1/21/2011	11/20/2012	Purchase	159	230	(71)
	AEROVIRONMENT INC	10	1/24/2011	11/20/2012	Purchase	199	286	(86)
	AEROVIRONMENT INC	4	1/25/2011	11/20/2012	Purchase	80	116	(36)
	AEROVIRONMENT INC	10	1/25/2011	11/21/2012	Purchase	192	290	(98)
	AEROVIRONMENT INC	86	3/14/2011	11/21/2012	Purchase	1,654	2,768	(1,114)
	AEROVIRONMENT INC	18	4/1/2011	11/21/2012	Purchase	346	619	(273)
	AEROVIRONMENT INC	12	4/4/2011	11/21/2012	Purchase	231	413	(182)
	AEROVIRONMENT INC	6	4/5/2011	11/21/2012	Purchase	115	207	(92)
	AEROVIRONMENT INC	20	5/5/2011	11/21/2012	Purchase	385	584	(200)
	AEROVIRONMENT INC	22	5/6/2011	11/21/2012	Purchase	423	642	(219)
	AEROVIRONMENT INC	13	5/24/2011	11/21/2012	Purchase	250	387	(137)
	AEROVIRONMENT INC	23	5/26/2011	11/21/2012	Purchase	442	670	(228)
	AEROVIRONMENT INC	3	6/14/2011	11/21/2012	Purchase	58	88	(30)
	AEROVIRONMENT INC	10	6/15/2011	11/21/2012	Purchase	192	292	(100)
	AEROVIRONMENT INC	7	6/16/2011	11/21/2012	Purchase	135	203	(69)

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Page 3, Part IV-Schedule of Capital Gains, continued

LONG TERM, continued

Security	Shares	Purchased	Sold	Acquired	Proceeds	Basis	Gain/(Loss)
AEROVIRONMENT INC	26	6/27/2011	11/21/2012	Purchase	500	882	(382)
ALERE INC	160	7/1/2011	8/3/2012	Purchase	3,029	5,542	(2,514)
ALTERA CORP	230	12/31/2010	8/3/2012	Purchase	8,165	8,246	(81)
American Tower Corp.	220	12/31/2010	8/3/2012	Purchase	15,818	11,187	4,631
American Tower Corp.	50	6/29/2011	8/3/2012	Purchase	3,595	2,600	995
ANALOGIC CORP NEW	10	12/31/2010	10/2/2012	Purchase	787	502	284
ANALOGIC CORP NEW	6	12/31/2010	10/3/2012	Purchase	467	301	166
APPLE INC	20	12/31/2010	8/3/2012	Purchase	12,227	6,509	5,718
APPLE INC	10	5/4/2011	8/3/2012	Purchase	6,113	3,499	2,615
APPLE INC	20	6/13/2011	8/3/2012	Purchase	12,227	6,665	5,562
ATHENAHEALTH INC	25	12/31/2010	3/26/2012	Purchase	1,865	1,035	830
ATHENAHEALTH INC	14	12/31/2010	5/31/2012	Purchase	1,070	580	490
ATHENAHEALTH INC	6	12/31/2010	6/1/2012	Purchase	456	248	207
ATHENAHEALTH INC	28	12/31/2010	8/10/2012	Purchase	2,699	1,159	1,540
ATHENAHEALTH INC	30	12/31/2010	10/2/2012	Purchase	2,679	1,242	1,437
ATHENAHEALTH INC	20	12/31/2010	3/28/2012	Purchase	952	736	215
ATWOOD OCEANICS INC	30	12/31/2010	4/20/2012	Purchase	1,287	1,105	182
ATWOOD OCEANICS INC	22	12/31/2010	6/13/2012	Purchase	864	810	54
ATWOOD OCEANICS INC	21	12/31/2010	6/14/2012	Purchase	820	773	46
ATWOOD OCEANICS INC	56	12/31/2010	6/15/2012	Purchase	2,164	2,062	102
ATWOOD OCEANICS INC	1	2/1/2011	6/15/2012	Purchase	39	39	(0)
ATWOOD OCEANICS INC	21	2/1/2011	6/18/2012	Purchase	805	819	(14)
ATWOOD OCEANICS INC	25	2/1/2011	6/19/2012	Purchase	963	975	(12)
ATWOOD OCEANICS INC	4	2/2/2011	6/19/2012	Purchase	154	158	(3)
ATWOOD OCEANICS INC	11	2/2/2011	6/20/2012	Purchase	423	433	(10)
ATWOOD OCEANICS INC	16	12/31/2010	1/19/2012	Purchase	494	356	139
BANK OF THE OZARKS	10	12/31/2010	1/20/2012	Purchase	304	222	82
BANK OF THE OZARKS	19	12/31/2010	1/23/2012	Purchase	569	422	147
BANK OF THE OZARKS	14	12/31/2010	1/31/2012	Purchase	399	311	88
BANK OF THE OZARKS	19	12/31/2010	2/1/2012	Purchase	534	422	112
BANK OF THE OZARKS	8	12/31/2010	2/2/2012	Purchase	223	178	46
BARRETT BILL CORP	30	12/31/2010	1/11/2012	Purchase	1,067	1,214	(147)
BARRETT BILL CORP	68	12/31/2010	1/18/2012	Purchase	2,151	2,752	(600)
BARRETT BILL CORP	19	12/31/2010	1/19/2012	Purchase	575	769	(194)

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Page 3, Part IV-Schedule of Capital Gains, continued

LONG TERM, continued

Security	Shares	Purchased	Sold	Acquired	Proceeds	Basis	Gain/(Loss)
BE AEROSPACE INC	130	1/25/2011	7/31/2012	Purchase	5,104	5,048	56
BE AEROSPACE INC	150	12/28/2010	7/31/2012	Purchase	5,889	5,523	366
BJ S RESTAURANTS, INC	34	12/31/2010	5/14/2012	Purchase	1,504	1,230	274
BORG WARNER INC.	75	12/31/2010	8/3/2012	Purchase	5,021	5,393	(371)
BORG WARNER INC.	75	1/10/2011	8/3/2012	Purchase	5,021	5,477	(456)
BRUKER CORP	650	12/31/2010	8/3/2012	Purchase	7,672	10,952	(3,280)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	12	4/15/2011	6/11/2012	Purchase	101	137	(36)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	17	4/18/2011	6/11/2012	Purchase	143	195	(52)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	15	4/19/2011	6/11/2012	Purchase	127	172	(46)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	22	4/20/2011	6/11/2012	Purchase	186	253	(68)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	20	4/21/2011	6/11/2012	Purchase	169	228	(59)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	4	4/25/2011	6/11/2012	Purchase	34	46	(12)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	15	4/25/2011	6/12/2012	Purchase	127	173	(46)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	22	4/26/2011	6/12/2012	Purchase	187	264	(78)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	16	4/27/2011	6/12/2012	Purchase	136	196	(61)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	15	4/28/2011	6/12/2012	Purchase	127	187	(60)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	6	4/29/2011	6/12/2012	Purchase	51	75	(24)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	1	5/2/2011	6/12/2012	Purchase	8	12	(4)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	42	5/2/2011	6/13/2012	Purchase	357	522	(164)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	19	5/3/2011	6/13/2012	Purchase	162	238	(76)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	4	5/3/2011	6/14/2012	Purchase	34	50	(16)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	21	5/3/2011	6/19/2012	Purchase	188	263	(75)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	62	5/3/2011	6/28/2012	Purchase	523	776	(254)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	29	5/3/2011	7/6/2012	Purchase	245	363	(119)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	104	5/4/2011	7/6/2012	Purchase	877	1,297	(420)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	1	5/4/2011	7/9/2012	Purchase	8	12	(4)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	13	5/5/2011	7/9/2012	Purchase	110	159	(49)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	12	5/6/2011	7/9/2012	Purchase	102	144	(42)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	8	5/9/2011	7/9/2012	Purchase	68	95	(27)
CERAGON NETWORKS LTD SEDOL # 26161481SIN IL0010851660	25	12/31/2010	3/23/2012	Purchase	1,142	808	334
Chicago Bridge & Iron	25	12/31/2010	3/26/2012	Purchase	1,138	808	330
Chicago Bridge & Iron	65	12/31/2010	3/30/2012	Purchase	2,925	2,101	824
Chicago Bridge & Iron	42	12/31/2010	6/13/2012	Purchase	1,503	1,357	146
Coinstar, Inc.	12	8/26/2011	9/11/2012	Purchase	627	501	126

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LONG TERM, continued

Security	Shares	Purchased	Sold	Acquired	Proceeds	Basis	Gain/(Loss)
COLFAX CORP	47	12/31/2010	9/5/2012	Purchase	1,502	873	630
COLFAX CORP	15	12/31/2010	9/6/2012	Purchase	483	279	205
COLFAX CORP	125	12/31/2010	10/12/2012	Purchase	4,582	2,321	2,261
COLONIAL PPTYS TR SH BEN INT REIT	45	12/31/2010	3/21/2012	Purchase	942	804	138
COLONIAL PPTYS TR SH BEN INT REIT	44	12/31/2010	3/22/2012	Purchase	932	786	146
COLONIAL PPTYS TR SH BEN INT REIT	192	12/31/2010	3/23/2012	Purchase	4,035	3,406	628
COLONIAL PPTYS TR SH BEN INT REIT	78	12/31/2010	3/26/2012	Purchase	1,636	1,393	243
COLONIAL PPTYS TR SH BEN INT REIT	54	12/31/2010	3/27/2012	Purchase	1,112	964	147
COLONIAL PPTYS TR SH BEN INT REIT	8	1/18/2011	3/27/2012	Purchase	165	146	19
COLONIAL PPTYS TR SH BEN INT REIT	32	12/31/2010	3/28/2012	Purchase	668	588	80
COLONIAL PPTYS TR SH BEN INT REIT	36	12/31/2010	3/29/2012	Purchase	758	677	81
COLONIAL PPTYS TR SH BEN INT REIT	53	12/31/2010	3/30/2012	Purchase	1,120	1,024	95
COLONIAL PPTYS TR SH BEN INT REIT	68	12/31/2010	12/7/2012	Purchase	1,084	1,684	(600)
COMSTOCK RESOURCES INC	39	12/31/2010	12/10/2012	Purchase	632	966	(333)
COMSTOCK RESOURCES INC	19	1/13/2011	12/10/2012	Purchase	308	465	(157)
COMSTOCK RESOURCES INC	9	2/22/2011	11/29/2012	Purchase	387	529	(142)
CONTANGO OIL & GAS	5	2/22/2011	11/30/2012	Purchase	205	294	(89)
CONTANGO OIL & GAS	5	2/23/2011	11/30/2012	Purchase	205	296	(91)
CONTANGO OIL & GAS	5	2/24/2011	11/30/2012	Purchase	205	296	(91)
CONTANGO OIL & GAS	16	2/28/2011	11/30/2012	Purchase	656	966	(310)
CONTANGO OIL & GAS	17	3/1/2011	11/30/2012	Purchase	697	1,039	(342)
CONTANGO OIL & GAS	6	3/2/2011	11/30/2012	Purchase	246	368	(122)
CONTANGO OIL & GAS	8	3/3/2011	11/30/2012	Purchase	328	489	(161)
CONTANGO OIL & GAS	4	3/4/2011	11/30/2012	Purchase	164	241	(77)
CONTANGO OIL & GAS	11	3/4/2011	12/4/2012	Purchase	448	664	(216)
CONTANGO OIL & GAS	6	3/7/2011	12/4/2012	Purchase	244	362	(118)
CONTANGO OIL & GAS	9	3/22/2011	12/4/2012	Purchase	366	511	(145)
CONTANGO OIL & GAS	3	3/23/2011	12/4/2012	Purchase	122	175	(53)
CONTANGO OIL & GAS	2	3/24/2011	12/4/2012	Purchase	81	119	(38)
CONTANGO OIL & GAS	7	3/25/2011	12/4/2012	Purchase	285	416	(132)
CONTANGO OIL & GAS	6	3/28/2011	12/4/2012	Purchase	244	353	(109)
CONTANGO OIL & GAS	7	3/29/2011	12/4/2012	Purchase	285	408	(123)
CONTANGO OIL & GAS	8	4/1/2011	12/4/2012	Purchase	325	479	(154)
CONTANGO OIL & GAS	3	4/4/2011	12/4/2012	Purchase	122	183	(61)

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LONG TERM, continued

Security	Shares	Purchased	Sold	Acquired	Proceeds	Basis	Gain/(Loss)
CONTANGO OIL & GAS	3	4/4/2011	12/4/2012	Purchase	122	183	(61)
CONTANGO OIL & GAS	4	4/5/2011	12/4/2012	Purchase	163	250	(87)
CONTANGO OIL & GAS	1	4/5/2011	12/5/2012	Purchase	41	62	(21)
CORPORATE EXECUTIVE BOARD CO	57	12/31/2010	9/6/2012	Purchase	2,636	2,185	452
COSTCO WHOLESALE CORP	70	12/31/2010	8/3/2012	Purchase	6,738	5,074	1,664
COSTCO WHOLESALE CORP	40	1/12/2011	8/3/2012	Purchase	3,850	2,830	1,020
CUMMINS INC	50	12/31/2010	2/9/2012	Purchase	5,993	5,483	511
CUMMINS INC	50	1/6/2011	8/3/2012	Purchase	4,825	5,582	(757)
CUMMINS INC	40	6/29/2011	8/3/2012	Purchase	3,860	3,908	(48)
CVS CAREMARK CORPORATION	270	12/31/2010	8/3/2012	Purchase	12,220	9,380	2,840
DEMANDTEC INC	448	12/31/2010	1/17/2012	Purchase	5,884	4,658	1,226
DENDREON CORP	330	12/31/2010	8/3/2012	Purchase	1,567	11,956	(10,388)
DIAMOND HILL LONG-SHORT FUND CL I	17,000	12/27/2010	11/9/2012	Purchase	304,300	277,610	26,690
DIAMOND HILL LONG-SHORT FUND CL I	5,478	1/3/2011	11/9/2012	Purchase	98	90	8
DOW CHEMICAL CO	320	12/31/2010	5/1/2012	Purchase	11,152	10,992	160
DOW CHEMICAL CO	130	4/26/2011	5/1/2012	Purchase	4,531	5,002	(472)
East West Bancorp	30	12/31/2010	1/19/2012	Purchase	641	594	47
East West Bancorp	85	12/31/2010	10/1/2012	Purchase	1,804	1,682	122
East West Bancorp	111	12/31/2010	10/2/2012	Purchase	2,363	2,197	167
East West Bancorp	75	12/31/2010	10/5/2012	Purchase	1,581	1,484	96
East West Bancorp	36	12/31/2010	10/9/2012	Purchase	762	712	49
East West Bancorp	88	12/31/2010	10/10/2012	Purchase	1,891	1,741	149
East West Bancorp	135	12/31/2010	10/16/2012	Purchase	2,881	2,671	210
East West Bancorp	6	12/31/2010	10/17/2012	Purchase	124	119	5
East West Bancorp	30	7/29/2011	10/17/2012	Purchase	618	591	27
EOG RES INC	80	6/8/2011	8/3/2012	Purchase	7,891	8,920	(1,029)
FMC CORPORATION NEW	60	12/31/2010	3/27/2012	Purchase	5,827	4,774	1,053
FMC CORPORATION NEW	160	12/31/2010	8/3/2012	Purchase	8,734	6,365	2,369
FORWARD AIR CORP	18	12/31/2010	2/28/2012	Purchase	594	524	70
FORWARD AIR CORP	10	12/31/2010	2/29/2012	Purchase	326	291	35
FORWARD AIR CORP	17	12/31/2010	3/1/2012	Purchase	545	495	50
FORWARD AIR CORP	18	12/31/2010	3/7/2012	Purchase	606	524	81
FORWARD AIR CORP	2	12/31/2010	3/8/2012	Purchase	67	58	9
FORWARD AIR CORP	16	12/31/2010	4/20/2012	Purchase	575	466	109

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FORWARD AIR CORP	10	12/31/2010	4/23/2012	Purchase	355	291	63
FORWARD AIR CORP	12	12/31/2010	4/25/2012	Purchase	422	350	72
FORWARD AIR CORP	14	12/31/2010	4/26/2012	Purchase	479	408	71
FORWARD AIR CORP	7	12/31/2010	6/13/2012	Purchase	228	204	24
FORWARD AIR CORP	5	12/31/2010	6/14/2012	Purchase	161	146	15
FORWARD AIR CORP	17	12/31/2010	6/15/2012	Purchase	543	495	48
FORWARD AIR CORP	12	12/31/2010	6/18/2012	Purchase	381	350	32
FORWARD AIR CORP	6	12/31/2010	6/19/2012	Purchase	193	175	18
FORWARD AIR CORP	23	12/31/2010	10/4/2012	Purchase	703	670	33
FORWARD AIR CORP	37	12/31/2010	10/5/2012	Purchase	1,106	1,078	28
FORWARD AIR CORP	41	12/31/2010	10/9/2012	Purchase	1,232	1,194	38
FORWARD AIR CORP	31	12/31/2010	10/10/2012	Purchase	934	903	31
FORWARD AIR CORP	36	12/31/2010	10/11/2012	Purchase	1,092	1,049	44
FORWARD AIR CORP	29	1/3/2011	3/30/2012	Purchase	1,492	1,155	338
FRANKLIN ELECTRIC INC	3	1/3/2011	4/2/2012	Purchase	148	119	28
FRANKLIN ELECTRIC INC	9	1/3/2011	4/3/2012	Purchase	446	358	88
FRANKLIN ELECTRIC INC	4	1/3/2011	4/5/2012	Purchase	200	159	41
FRANKLIN ELECTRIC INC	13	1/3/2011	4/20/2012	Purchase	668	518	151
FRANKLIN ELECTRIC INC	7	1/3/2011	4/23/2012	Purchase	349	279	70
FRANKLIN ELECTRIC INC	6	1/3/2011	4/24/2012	Purchase	294	239	55
Global Geophysical Services	21	2/18/2011	6/21/2012	Purchase	132	296	(164)
Global Geophysical Services	200	Various	6/26/2012	Purchase	1,166	2,862	(1,696)
Goldman Sachs & Co.	100	12/31/2010	8/3/2012	Purchase	10,134	16,932	(6,798)
Goldman Sachs & Co.	30	4/26/2011	8/3/2012	Purchase	3,040	4,601	(1,561)
GOOGLE INC-CL A	12	12/31/2010	8/3/2012	Purchase	7,606	7,206	400
GRAND CANYON EDUCATION INC	69	12/31/2010	11/13/2012	Purchase	1,623	1,300	323
GRAND CANYON EDUCATION INC	21	12/31/2010	11/14/2012	Purchase	480	396	84
GREENLIGHT CAPITAL RE LTD A ISIN KYG4095J1094 SEDOL B1X	200	12/31/2010	7/19/2012	Purchase	4,886	5,465	(579)
GREENLIGHT CAPITAL RE LTD A ISIN KYG4095J1094 SEDOL B1X	220	1/5/2011	7/19/2012	Purchase	5,374	5,914	(540)
HAIN CELESTIAL GROUP INC	120	12/31/2010	8/3/2012	Purchase	6,722	3,302	3,420
HAIN CELESTIAL GROUP INC	190	1/13/2011	8/3/2012	Purchase	10,644	4,900	5,743
HALLIBURTON CO	280	12/31/2010	8/3/2012	Purchase	9,299	11,094	(1,795)
HALLIBURTON CO	130	1/6/2011	8/3/2012	Purchase	4,317	5,368	(1,051)
HARBOR INTERNATIONAL FUND CLASS INS	465.376	12/28/2010	1/17/2012	Purchase	25,000	27,955	(2,955)

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HARBOR INTERNATIONAL FUND CLASS INS	1,727.41	12/28/2010	3/7/2012	Purchase	100,000	103,766	(3,766)
HARBOR INTERNATIONAL FUND CLASS INS	2,497.92	12/28/2010	3/29/2012	Purchase	150,000	150,050	(50)
HEALTH MANAGEMENT ASSOCIATES INC CLASS A	210	12/31/2010	12/27/2012	Purchase	1,908	1,996	(88)
IXIA	34	12/31/2010	10/31/2012	Purchase	472	578	(106)
JOHNSON & JOHNSON	270	12/31/2010	8/3/2012	Purchase	18,727	16,794	1,933
JP MORGAN RESEARCH MARKET NEUTRAL FUND INSTITUTION,	17,800	12/27/2010	5/4/2012	Purchase	262,550	275,366	(12,816)
LASALLE HOTEL PPTYS REIT	33	12/31/2010	7/24/2012	Purchase	913	878	35
LIFE TECHNOLOGIES CORP	190	12/31/2010	7/6/2012	Purchase	8,264	10,524	(2,261)
LIFE TECHNOLOGIES CORP	110	12/31/2010	8/3/2012	Purchase	4,841	6,093	(1,252)
Microsoft Corp.	300	12/31/2010	8/3/2012	Purchase	8,853	8,424	429
Microsoft Corp.	300	1/6/2011	8/3/2012	Purchase	8,853	8,418	435
Monsanto Co.	170	12/31/2010	8/3/2012	Purchase	14,548	11,450	3,099
MORNINGSTAR INC	7	12/31/2010	10/23/2012	Purchase	450	370	79
MORNINGSTAR INC	19	12/31/2010	10/24/2012	Purchase	1,204	1,005	199
MORNINGSTAR INC	9	12/31/2010	10/25/2012	Purchase	569	476	93
NETGEAR INC	11	12/31/2010	2/1/2012	Purchase	441	376	65
NETGEAR INC	4	12/31/2010	2/2/2012	Purchase	159	137	22
NETGEAR INC	33	12/31/2010	2/10/2012	Purchase	1,375	1,128	247
NETGEAR INC	60	12/31/2010	10/31/2012	Purchase	2,126	2,051	75
PRECISION DRILLING STOCK	81	12/31/2010	4/20/2012	Purchase	733	790	(56)
PRECISION DRILLING STOCK	47	12/31/2010	4/23/2012	Purchase	421	458	(37)
PRECISION DRILLING STOCK	286	12/31/2010	6/26/2012	Purchase	1,859	2,788	(930)
PRECISION DRILLING STOCK	144	12/31/2010	6/27/2012	Purchase	905	1,404	(498)
PROCTER & GAMBLE CO	260	12/31/2010	8/3/2012	Purchase	16,811	16,832	(21)
Qualcomm Inc.	220	12/31/2010	8/3/2012	Purchase	13,162	10,954	2,209
Qualcomm Inc.	110	1/28/2011	8/3/2012	Purchase	6,581	5,671	911
QUIMICA Y MINERA CHIL SPONSORED ADRSEDOL 909641 ISIN U	90	12/31/2010	8/1/2012	Purchase	5,407	4,900	507
RIGHTNOW TECHNOLOGIES INC	80	12/31/2010	1/17/2012	Purchase	3,417	1,792	1,625
ROYAL GOLD INC	13	12/31/2010	6/12/2012	Purchase	1,006	715	290
ROYAL GOLD INC	3	1/21/2011	6/12/2012	Purchase	232	143	89
ROYAL GOLD INC	9	1/21/2011	8/24/2012	Purchase	732	429	303
ROYAL GOLD INC	3	1/26/2011	8/24/2012	Purchase	244	138	106
ROYAL GOLD INC	8	1/26/2011	8/28/2012	Purchase	678	367	310
Schlumberger Ltd.	130	12/31/2010	8/3/2012	Purchase	9,317	10,735	(1,419)

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Schlumberger Ltd.	70	1/6/2011	8/3/2012	Purchase	5,017	5,905	(888)
SEACHANGE INTL INC	32	12/31/2010	3/5/2012	Purchase	222	281	(59)
SEACHANGE INTL INC	38	12/31/2010	3/6/2012	Purchase	261	333	(73)
SEACHANGE INTL INC	27	12/31/2010	3/9/2012	Purchase	184	237	(53)
SEACHANGE INTL INC	64	12/31/2010	3/12/2012	Purchase	440	561	(122)
SEACHANGE INTL INC	26	12/31/2010	3/13/2012	Purchase	179	228	(49)
SEACHANGE INTL INC	27	12/31/2010	3/14/2012	Purchase	186	237	(51)
SEACHANGE INTL INC	23	12/31/2010	3/26/2012	Purchase	188	202	(14)
SEACHANGE INTL INC	36	12/31/2010	3/27/2012	Purchase	293	316	(23)
SEACHANGE INTL INC	21	12/31/2010	3/30/2012	Purchase	172	184	(13)
SEACHANGE INTL INC	13	12/31/2010	4/3/2012	Purchase	104	114	(10)
SEACHANGE INTL INC	10	12/31/2010	4/5/2012	Purchase	80	88	(8)
SEACHANGE INTL INC	43	12/31/2010	4/11/2012	Purchase	348	377	(29)
SEACHANGE INTL INC	30	12/31/2010	4/12/2012	Purchase	242	263	(21)
SEACHANGE INTL INC	49	12/31/2010	4/17/2012	Purchase	396	430	(34)
SEACHANGE INTL INC	6	12/31/2010	4/18/2012	Purchase	49	53	(4)
SEACHANGE INTL INC	42	12/31/2010	4/20/2012	Purchase	350	368	(18)
SEACHANGE INTL INC	34	12/31/2010	4/27/2012	Purchase	280	298	(18)
SEACHANGE INTL INC	5	12/31/2010	4/30/2012	Purchase	42	44	(2)
SEACHANGE INTL INC	9	12/31/2010	4/30/2012	Purchase	74	79	(5)
SEACHANGE INTL INC	78	12/31/2010	5/4/2012	Purchase	658	684	(26)
SEACHANGE INTL INC	2	12/31/2010	5/7/2012	Purchase	17	18	(0)
SEACHANGE INTL INC	44	12/31/2010	5/8/2012	Purchase	374	386	(12)
SEACHANGE INTL INC	12	12/31/2010	5/15/2012	Purchase	102	105	(3)
SEACHANGE INTL INC	21	12/31/2010	5/17/2012	Purchase	170	184	(14)
SEACHANGE INTL INC	11	12/31/2010	5/21/2012	Purchase	89	96	(8)
SEACHANGE INTL INC	96	12/31/2010	5/22/2012	Purchase	748	842	(94)
SEACHANGE INTL INC	173	12/31/2010	3/15/2012	Purchase	4,685	4,639	46
SPDR KBW REGIONAL BANKING ETF	20	12/31/2010	2/6/2012	Purchase	731	837	(106)
STIFEL FINL CORP	330	12/31/2010	3/8/2012	Purchase	5,768	5,504	264
SYMANTEC CORP	340	1/6/2011	3/8/2012	Purchase	5,943	5,838	106
TEREX CORP NEW	30	12/31/2010	1/25/2012	Purchase	556	930	(374)
TEREX CORP NEW	28	12/31/2010	1/30/2012	Purchase	586	868	(282)
TEREX CORP NEW	12	12/31/2010	1/31/2012	Purchase	263	372	(109)

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TEREX CORP NEW	30	12/31/2010	3/7/2012	Purchase	731	930	(200)
TEREX CORP NEW	9	12/31/2010	6/4/2012	Purchase	159	279	(120)
Teva Pharmaceutical Inds Ltd	130	12/31/2010	6/12/2012	Purchase	5,089	6,743	(1,654)
Teva Pharmaceutical Inds Ltd	130	3/29/2011	6/12/2012	Purchase	5,089	6,601	(1,512)
TRACTOR SUPPLY CO	70	1/10/2011	8/3/2012	Purchase	6,387	3,376	3,011
TRACTOR SUPPLY CO	70	1/13/2011	8/3/2012	Purchase	6,387	3,343	3,043
TREEHOUSE FOODS INC WHEN ISS	70	12/31/2010	8/14/2012	Purchase	3,286	3,662	(376)
UMB FINL CORP	15	12/31/2010	6/7/2012	Purchase	692	634	58
UMB FINL CORP	32	12/31/2010	7/31/2012	Purchase	1,575	1,353	222
UMB FINL CORP	20	12/31/2010	8/1/2012	Purchase	985	846	139
UMB FINL CORP	1	1/14/2011	8/1/2012	Purchase	49	42	7
UMB FINL CORP	3	1/14/2011	8/2/2012	Purchase	147	127	20
UMB FINL CORP	16	1/14/2011	11/8/2012	Purchase	699	675	24
UMB FINL CORP	1	1/18/2011	11/8/2012	Purchase	44	42	1
UMB FINL CORP	3	1/18/2011	11/9/2012	Purchase	132	127	5
UMB FINL CORP	4	1/19/2011	11/9/2012	Purchase	176	170	6
UMB FINL CORP	4	1/20/2011	11/9/2012	Purchase	176	174	2
UMB FINL CORP	4	1/21/2011	11/9/2012	Purchase	176	175	1
UMB FINL CORP	9	1/24/2011	11/9/2012	Purchase	396	390	6
UMB FINL CORP	7	1/25/2011	11/9/2012	Purchase	308	301	7
UMB FINL CORP	5	1/26/2011	11/9/2012	Purchase	220	214	6
UMB FINL CORP	1	1/27/2011	11/9/2012	Purchase	44	43	1
UMB FINL CORP	4	1/27/2011	11/19/2012	Purchase	168	171	(2)
UMB FINL CORP	6	1/31/2011	11/19/2012	Purchase	253	248	5
UMB FINL CORP	7	2/1/2011	11/19/2012	Purchase	295	292	3
UMB FINL CORP	16	2/2/2011	11/19/2012	Purchase	674	657	17
UMB FINL CORP	8	2/10/2011	11/19/2012	Purchase	337	341	(4)
UMB FINL CORP	2	2/10/2011	11/20/2012	Purchase	82	85	(3)
UMB FINL CORP	6	2/11/2011	11/20/2012	Purchase	246	254	(9)
UMB FINL CORP	8	2/14/2011	11/20/2012	Purchase	327	337	(10)
UMB FINL CORP	8	2/16/2011	11/20/2012	Purchase	327	337	(10)
UMB FINL CORP	14	2/17/2011	11/20/2012	Purchase	573	588	(16)
UMB FINL CORP	2	2/18/2011	11/20/2012	Purchase	82	84	(2)
UMB FINL CORP	7	4/27/2011	11/20/2012	Purchase	286	272	15

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Security	Shares	Purchased	Sold	Acquired	Proceeds	Basis	Gain/(Loss)
UMB FINL CORP	4	4/27/2011	11/21/2012	Purchase	163	155	8
UMB FINL CORP	4	6/3/2011	11/21/2012	Purchase	163	170	(7)
UMB FINL CORP	9	6/6/2011	11/21/2012	Purchase	367	379	(12)
UMB FINL CORP	7	8/12/2011	11/21/2012	Purchase	285	257	29
UMB FINL CORP	21	8/12/2011	11/23/2012	Purchase	870	770	100
UMB FINL CORP	2	8/15/2011	11/23/2012	Purchase	83	73	10
UMB FINL CORP	1	8/15/2011	11/26/2012	Purchase	42	36	5
UMB FINL CORP	13	10/12/2011	11/26/2012	Purchase	545	450	95
UMB FINL CORP	2	10/13/2011	11/26/2012	Purchase	84	70	14
UMB FINL CORP	23	11/1/2011	11/26/2012	Purchase	964	864	101
UMB FINL CORP	2	11/1/2011	11/27/2012	Purchase	83	75	8
UNITED NAT FOODS INC	31	12/31/2010	9/5/2012	Purchase	1,770	1,179	591
UNITED NAT FOODS INC	39	12/31/2010	12/4/2012	Purchase	2,023	1,483	541
UNITED THERAPEUTICS CORP DEL	57	12/31/2010	10/29/2012	Purchase	2,611	3,613	(1,002)
UNITED THERAPEUTICS CORP DEL	20	8/8/2011	10/29/2012	Purchase	916	1,099	(182)
UNITED THERAPEUTICS CORP DEL	25	9/16/2011	10/29/2012	Purchase	1,145	1,096	49
UNITED THERAPEUTICS CORP DEL	10	9/19/2011	10/29/2012	Purchase	458	442	16
VANGUARD VALUE ETF	1,844	12/29/2010	1/19/2012	Purchase	98,966	98,924	42
VANGUARD VALUE ETF	2,658	12/29/2010	3/9/2012	Purchase	148,447	142,592	5,855
VANGUARD VALUE ETF	2,595	12/29/2010	4/2/2012	Purchase	149,366	139,212	10,154
VARIAN MEDICAL SYSTEMS INC	130	12/31/2010	7/10/2012	Purchase	7,980	9,156	(1,176)
VARIAN MEDICAL SYSTEMS INC	30	12/31/2010	8/3/2012	Purchase	1,641	2,113	(472)
VASCO DATA SECURITY INTL	687	12/31/2010	5/1/2012	Purchase	5,295	5,792	(497)
VASCO DATA SECURITY INTL	135	12/31/2010	5/2/2012	Purchase	1,041	1,138	(97)
VASCO DATA SECURITY INTL	13	2/2/2011	5/2/2012	Purchase	100	95	5
VASCO DATA SECURITY INTL	13	3/17/2011	5/2/2012	Purchase	100	125	(25)
VASCO DATA SECURITY INTL	24	3/18/2011	5/2/2012	Purchase	185	240	(55)
VASCO DATA SECURITY INTL	7	3/21/2011	5/2/2012	Purchase	54	75	(21)
VASCO DATA SECURITY INTL	42	5/3/2011	5/8/2012	Purchase	316	528	(211)
VASCO DATA SECURITY INTL	6	5/2/2011	5/3/2012	Purchase	46	77	(31)
VASCO DATA SECURITY INTL	36	5/3/2011	5/3/2012	Purchase	278	452	(174)
WABTEC CORP	11	12/31/2010	3/30/2012	Purchase	834	577	257
WABTEC CORP	10	12/31/2010	4/2/2012	Purchase	742	525	217
WABTEC CORP	9	12/31/2010	4/3/2012	Purchase	657	472	184

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WABTEC CORP		18	12/31/2010	4/20/2012	Purchase	1,427	945	482
WABTEC CORP		21	12/31/2010	5/14/2012	Purchase	1,573	1,102	470
WABTEC CORP		15	12/31/2010	5/15/2012	Purchase	1,109	787	322
WATERS CORP		140	12/31/2010	8/3/2012	Purchase	10,867	11,029	(163)
WEBSense INC		25	12/31/2010	4/30/2012	Purchase	532	530	2
WEBSense INC		11	12/31/2010	5/1/2012	Purchase	230	233	(3)
WEBSense INC		22	12/31/2010	10/30/2012	Purchase	292	466	(174)
WEBSense INC		15	12/31/2010	10/31/2012	Purchase	197	318	(121)
WEBSense INC		21	12/31/2010	11/5/2012	Purchase	278	445	(167)
WEBSense INC		71	12/31/2010	11/6/2012	Purchase	923	1,504	(581)
WEBSense INC		47	12/31/2010	11/7/2012	Purchase	616	996	(379)
WEBSense INC		19	12/31/2010	11/8/2012	Purchase	247	403	(156)
WEBSense INC		3	12/31/2010	11/8/2012	Purchase	39	64	(25)
WEBSense INC		110	12/31/2010	11/9/2012	Purchase	1,428	2,331	(902)
WEBSense INC		12	12/31/2010	11/13/2012	Purchase	155	254	(99)
WEBSense INC		77	12/31/2010	11/14/2012	Purchase	989	1,631	(643)
WEBSense INC		16	3/17/2011	11/14/2012	Purchase	205	327	(121)
WEBSense INC		16	3/18/2011	11/14/2012	Purchase	205	327	(121)
WEBSense INC		3	3/21/2011	11/14/2012	Purchase	39	62	(23)
Beacon Roofing Supply, Inc.		717	11/18/2010	1/10/2012	Purchase	15,030	11,223	3,807
Beacon Roofing Supply, Inc.		1,883	11/19/2010	1/10/2012	Purchase	39,473	29,366	10,107
Fastenal Co.		250	10/9/2002	1/12/2012	Purchase	11,229	1,817	9,412
II-VI, Inc.		350	2/24/2009	2/10/2012	Purchase	8,283	3,161	5,122
Roper Inds, Inc.		150	1/18/2008	3/20/2012	Purchase	14,829	7,643	7,185
Fastenal Co.		400	12/20/2000	4/10/2012	Purchase	21,207	2,750	18,457
Fastenal Co.		150	10/9/2002	4/10/2012	Purchase	7,953	1,090	6,863
Ultra Petroleum Corp.		200	11/22/2006	4/20/2012	Purchase	3,711	10,139	(6,428)
Ultra Petroleum Corp.		100	1/2/2007	4/20/2012	Purchase	1,856	4,701	(2,845)
Ultra Petroleum Corp.		100	7/2/2007	4/20/2012	Purchase	1,856	5,379	(3,523)
Ultra Petroleum Corp.		200	8/13/2008	4/20/2012	Purchase	3,711	13,011	(9,299)
Unit Corp		1,000	8/24/2010	4/23/2012	Purchase	39,714	35,944	3,770
American Tower Corp.		400	8/16/2002	6/18/2012	Purchase	26,320	599	25,721
LKQ CORP		600	1/14/2011	6/18/2012	Purchase	21,215	14,339	6,876
Celgene Corp		450	10/22/2010	6/25/2012	Purchase	30,185	26,614	3,571

The Eleanor M. and Herbert D. Katz Family Foundation, Inc.

Form 990PF

EIN 59-2320940

for the year ended December 31, 2012

Page 3, Part IV-Schedule of Capital Gains, continued

LONG TERM, continued

Security	Shares	Purchased	Sold	Acquired	Proceeds	Basis	Gain/(Loss)
Renaissance Hldgs Ltd	162	4/7/2011	8/9/2012	Purchase	11,761	11,526	235
Renaissance Hldgs Ltd	338	4/7/2011	8/10/2012	Purchase	24,685	24,048	637
Idexx Labs, Inc.	400	1/16/2009	8/10/2012	Purchase	35,923	12,273	23,650
Ultra Petroleum Corp	150	9/22/2006	8/14/2012	Purchase	3,397	6,860	(3,463)
Ultra Petroleum Corp.	100	1/2/2007	8/14/2012	Purchase	2,265	4,701	(2,436)
Ultra Petroleum Corp.	500	5/5/2010	8/14/2012	Purchase	11,324	23,335	(12,011)
Ultra Petroleum Corp.	350	9/22/2006	8/29/2012	Purchase	7,458	16,007	(8,549)
Ultra Petroleum Corp.	1,500	2/3/2010	9/13/2012	Purchase	35,546	29,903	5,643
K12, Inc.	100	1/18/2008	12/12/2012	Purchase	11,168	5,096	6,073
Roper Inds, Inc.	250	6/14/2005	12/31/2012	Purchase	23,409	7,082	16,328
Idexx Labs, Inc.	200	1/5/2011	1/10/2012	Purchase	12,408	9,807	2,601
Williams Partners, LP	150	11/21/2007	6/21/2012	Purchase	4,767	3,202	1,565
El Paso Pipeline Partners, L.P.	50	5/27/2009	6/21/2012	Purchase	1,589	1,020	569
El Paso Pipeline Partners, L.P.	100	5/21/2009	8/29/2012	Purchase	5,270	1,855	3,415
Enterprise Product Partners	100	10/8/2010	9/17/2012	Purchase	4,632	2,384	2,247
Oneok Inc.	0.1	2/27/2007	9/17/2012	Purchase	4	5	(1)
Suburban	0.115	8/15/2011	9/17/2012	Purchase	4	5	(1)
Suburban	175	5/14/2008	10/10/2012	Purchase	9,067	2,645	6,422
Western Gas Partners, L.P.	250	5/27/2009	12/28/2012	Purchase	9,042	5,159	3,883
El Paso Pipeline Partners, L.P.	100	7/27/2009	12/28/2012	Purchase	3,617	2,064	1,553
Subtotal of Long-term Capital Gains from Sales of Securities					2,308,035	2,140,037	167,998
Capital Gain Distributions							58,162
Pass through from partnerships							(315)
CMS/GEN NX 360 Capital Fund							457
Enterprise Products Partners LP							2,402
HarbourVest Partners VI-BuyOut Partnership Fund L.P.							3,621
HarbourVest Partners VI-Partnership Fund							(129)
Hudson Venture Partners II LP							8
Nustar GP Holdings, LLC							(228)
Teekay Lng Partners							(7,491)
Trimaran Fund II, LLC							20
Western Gas Partners							(1,655)
Subtotal: Long Term Pass-Through from Partnerships							
Total Long-term Capital Gains, Net - Excluding Section 1231 & Section 1256 Losses							\$ 224,505

**THE ELEANOR M. AND HERBERT D. KATZ
FAMILY FOUNDATION, INC.**

59-2320940

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ANN STORCK CENTER 1790 SW 43 WAY FORT LAUDERDALE, FL 33317	NONE	PUBLIC CHARITY	ANNUAL FUND	1,000.
BBOY, INC. 2020 K STREET NW, 7TH FLOOR WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	ANNUAL FUND	19,000.
CLAL 99 PARK AVENUE SUITE C - 300 NEW YORK, NY 10016	NONE	PUBLIC CHARITY	ANNUAL FUND	31,000.
CREATIVE ALLIANCE 3134 EASTERN AVENUE BALTIMORE, MD 21224	NONE	PUBLIC CHARITY	ANNUAL FUND	500.
FRIENDS OF MAGEN DAVID ADOM P.O. BOX 96402 WASHINGTON, DC 20090-6402	NONE	PUBLIC CHARITY	ANNUAL FUND	1,000.
FROM PASS-THROUGH ENTITY ALLIANCE HOLDING GP, L.P. P.O. BOX 22027 TULSA, OK 74121	NONE	PUBLIC CHARITY	MISC. DONATION	2.
FROM PASS-THROUGH ENTITY REGENCY ENERGY PARTNERS 2001 BRYAN STREET, STE 3700 DALLAS, TX 75201	NONE	PUBLIC CHARITY	MISC. DONATION	2.
FROM PASS-THROUGH ENTITY NUSTAR GP HOLDINGS, LLC PO BOX 781690 SAN ANTONIO, TX 78278	NONE	PUBLIC CHARITY	MISC. DONATION	8.
HILLEL OF BROWARD & PALM BEACH 777 GLADES RD, BLDG LY-3A BOCA RATON, FL 33439	NONE	PUBLIC CHARITY	ANNUAL FUND	19,000.
HILLEL OF GREATER PHILADELPHIA ATTN RABBI HOWARD ALPERT, 215 S 39TH ST PHILADELPHIA, PA 19104	NONE	PUBLIC CHARITY	ANNUAL FUND	25,000.
Total from continuation sheets				1,042,812.

THE ELEANOR M. AND HERBERT D. KATZ
FAMILY FOUNDATION, INC.

59-2320940

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JEWISH FEDERATION OF GREATER PHILADELPHIA 2100 ARCH STREET PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	ANNUAL FUND	11,000.
JEWISH FEDERATION OF GREATER WASHINGTON 6101 MONTROSE ROAD ROCKVILLE, MD 20852	NONE	PUBLIC CHARITY	ANNUAL FUND	11,000.
ISRAEL EDUCATION FUND 25 BROADWAY, SUITE 1700 NEW YORK, NY 10004	NONE	PUBLIC CHARITY	ANNUAL FUND	40,000.
JEWISH FAMILY SERVICE OF BROWARD COUNTY 100 SOUTH PINE ISLAND ROAD, STE 230 PLANTATION, FL 33324	NONE	PUBLIC CHARITY	ANNUAL FUND	1,000.
JOA DIMAGGIO CHILDREN'S HOSPITAL FOUNDATION, INC. 1005 JOE DIMAGGIO DRIVE HOLLYWOOD, FL 33021	NONE	PUBLIC CHARITY	ANNUAL FUND	10,000.
NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY INDEPENDENCE MALL EAST, 55 N 5 ST PHILADELPHIA, PA 19106	NONE	PUBLIC CHARITY	ANNUAL FUND	16,000.
NATIONAL PARKINSON FOUNDATION P.O. BOX 5018 HAGERSTOWN, MD 21741	NONE	PUBLIC CHARITY	ANNUAL FUND	25,000.
OCEAN REEF MEDICAL CENTER 50 BARRACUDA LANE KEY LARGO, FL 33037	NONE	PUBLIC CHARITY	ANNUAL FUND	300.
P.E.F. ISRAEL ENDOWMENT FUNDS 317 MADISON AVENUE, SUITE 607 NEW YORK, NY 10017	NONE	PUBLIC CHARITY	ANNUAL FUND	10,000.
PARKINSON'S ACTION NETWORK 300 NORTH LEE STREET, SUITE 500 ALEXANDRIA, VA 22314	NONE	PUBLIC CHARITY	ANNUAL FUND	1,000.
Total from continuation sheets				

**THE ELEANOR M. AND HERBERT D. KATZ
FAMILY FOUNDATION, INC.**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PANIM INSTITUTE OF BBYO 2020 K STREET NW, 7TH FLOOR WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	ANNUAL FUND	18,000.
PROJECT INTERCHANGE 1156 15 STREET, SUITE 1201 WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	ANNUAL FUND	5,000.
SOUTH PALM BEACH COUNTY JEWISH FEDERATION 9901 DONNA KLEIN BLVD. BOCA RATON, FL 33428	NONE	PUBLIC CHARITY	ANNUAL FUND	11,000.
UNITED JEWISH COMMUNITY OF BROWARD COUNTY DAVID POSNACK JEWISH COMMUNITY CENTER, 5850 S PINE ISLAND RD DAVIE, FL 33328	NONE	PUBLIC CHARITY	ANNUAL FUND	13,500.
UNITED WAY OF BROWARD COUNTY 1300 S. ANDREWS AVENUE FORT LAUDERDALE, FL 33312	NONE	PUBLIC CHARITY	ANNUAL FUND	2,500.
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT PHILADELPHIA, PA 19104	NONE	PUBLIC CHARITY	ANNUAL FUND	751,000.
WASHINGTON INST. FOR N. EAST POLICY 11710 HUNTERS LANE ROCKVILLE, MD 20852	NONE	PUBLIC CHARITY	ANNUAL FUND	18,000.
WPBT CHANNEL 2 P.O. BOX 610002 MIAMI, FL 33261-0002	NONE	PUBLIC CHARITY	ANNUAL FUND	2,000.
Total from continuation sheets				

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
SEE ATTACHED SCHEDULE	2,815.
Total to Form 990-PF, Part I, line 3, Column A	2,815.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
HAWTHORN/PNC IMA	58,162.	58,162.	0.
HAWTHORN/PNC IMA - NONDIVIDEND DISTRIBUTION	75.	0.	75.
SEE ATTACHED SCHEDULE	217,142.	0.	217,142.
Total to Fm 990-PF, Part I, ln 4	275,379.	58,162.	217,217.

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
FROM PASS-THROUGH ENTITY PENN VIRGINIA RESOURCE PTRS, L.P.	7	29.
Total to Form 990-PF, Part I, line 5a		29.

Form 990-PF Other Income Statement 4

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
OTHER PORTFOLIO INCOME FROM PASS-THROUGH ENTITY HARBOURVEST PARTNERS VI	9.	9.	
OTHER PORTFOLIO INCOME FROM PASS-THROUGH ENTITY HARBOURVEST PARTNERS BUYOUT	39.	39.	
FROM PASS-THROUGH ENTITY PENN VIRGINIA RESOURCE PTRS, L.P.	91.	91.	

The Eleanor M. & Herbert D. Katz Family Foundation, Inc.
Form 990PF
EIN 59-2320940
for the year ended December 31, 2012

Part I, Line 3-Interest on Savings & Temporary Cash Investments

CMS/GENX360 Capital Fund, L.P.	\$	1,861
El Paso Pipeline Partners		2
Energy Transfer Equity LP		81
Enterprise Products Partners LP		2
Evergreen Management LTd.		1
HarbourVest Partners VI-BuyOut Partnership Fund L.P.		19
HarbourVest Partners VI-Partnership Fund		134
Nustar GP Holdings, LLC		93
PNC Checking Account		5
PNC-Dent Account		15
Regency Energy Partners		15
Spectra Energy Partners		1
Suburban Propane Partners		4
Teekay Lng Partners		82
Trimaran Fund II		332
Western Gas Partners		168
Total	\$	<u>2,815</u>

The Eleanor M. & Herbert D. Katz Family Foundation, Inc.
Form 990PF
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for the year ended December 31, 2012

Part I, Line 4-Schedule of Dividends and Interest from Securities

PNC-Dent Account	\$	18,329
PNC-Hawthorne		183,629
UBS		1,752
Subtotal		203,710
Alliance Holdings GP, L.P.		9
CMS/GENX360 Capital Fund, L.P.		11,146
Energy Transfer Equity LP		516
Enterprise Products Partners LP		1
Evergreen Management Ltd.		28
HarbourVest Partners VI-BuyOut Partnership Fund L.P.		809
HarbourVest Partners VI-Partnership Fund		358
Inergy, L.P.		14
Nustar GP Holdings, LLC		5
Trimaran Fund II		530
Teekay Lng Partners		16
Total	\$	217,142

OTHER INCOME FROM PASS-THROUGH ENTITY CMS/GEN NX	386.	386.
OTHER GAIN FROM SALE OF PASS-THROUGH ENTITIES	9,513.	9,513.
OTHER INCOME FROM INVESTMENTS	1,479.	1,479.
OTHER INCOME FROM PASS-THROUGH ENTITY TEEKAY LNG	76.	76.
OTHER (LOSS) FROM PASS-THROUGH ENTITIES	-9,048.	-9,048.
FROM PASS-THROUGH ENTITY HARBOURVEST VI	-1.	-1.
OTHER INCOME FROM PASS-THROUGH ENTITY ENTERPRISE PRODUCTS PARTNERS	1.	1.
OTHER INCOME FROM PASS-THROUGH BLUE KNIGHT ENERGY PTRS A	95.	95.
Total to Form 990-PF, Part I, line 11	2,640.	2,640.

Form 990-PF	Legal Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL AND PROFESSIONAL FEES	15,593.	12,474.		3,119.
To Fm 990-PF, Pg 1, ln 16a	15,593.	12,474.		3,119.

Form 990-PF	Taxes	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES	3,658.	3,658.		0.
FEDERAL INCOME TAX	2,178.	0.		0.
FOREIGN TAXES, PASS-THROUGH ENTITY HARBOURVEST PARTNERS VI	5.	5.		0.
FOREIGN TAXES, PASS-THROUGH ENTITY HARBOURVEST PARTNERS	18.	18.		0.
FOREIGN TAXES, PASS-THROUGH ENTITY NUSTAR GP HOLDINGS, LLC	40.	40.		0.
FOREIGN TAXES, PASS-THROUGH ENTITY EVERGREEN PARTNERS DIRECT	30.	30.		0.

FOREIGN TAXES,
PASS-THROUGH ENTITY TEEKAY
LNG PARTNERS

	2.	2.	0.
To Form 990-PF, Pg 1, ln 18	5,931.	3,753.	0.

Form 990-PF Other Expenses Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK CHARGES	55.	55.		0.
DUES	695.	695.		0.
INVESTMENT FEES	61,565.	61,565.		0.
OFFICE	62.	62.		0.
FROM PASS-THROUGH ENTITY EVERGREEN PARTNERS DIRECT U.S. FD III LP	59.	59.		0.
FROM PASS-THROUGH ENTITY HUDSON VENTURE PARTNERS II, L.P.	2,441.	2,441.		0.
FROM PASS-THROUGH ENTITY HARBOURVEST PARTNERS VI - PARTNERSHIP FUND L.P.	612.	612.		0.
FROM PASS-THROUGH ENTITY HARBOURVEST PARTNERS VI - BUYOUT	470.	470.		0.
FROM PASS-THROUGH ENTITY TRIMARAN FUND II, LLC	711.	711.		0.
FROM PASS-THROUGH ENTITY CMS/GENNX360 CAPITAL FUND, L.P.	6,133.	6,133.		0.
OTHER DEDUCTION FROM PASS THROUGH ENTITY PENN VIRGINIA RESOURCE PTR	60.	60.		0.
OTHER INVESTMENT FEES	2,517.	2,517.		0.
To Form 990-PF, Pg 1, ln 23	75,380.	75,380.		0.

Footnotes

Statement 8

SECTION 751 STATEMENT

THE FOUNDATION HAS REPORTED ORDINARY INCOME UPON DISPOSITION
OF UNITS IN ENTERPRISE PRODUCTS PARTNERS, EL PASO
PIPELINE PARTNERS L.P. WILLIAMS PARTNERS, L.P.
AND WESTERN GAS PARTNERS AS PROVIDED BY THE
TAX MATTERS GENERAL PARTNERS. THE AMOUNTS

WERE DETERMINED IN ACCORDANCE WITH INTERNAL REVENUE
CODE SECTION 751 AND THE DETAILED INFORMATION IS
AVAILABLE IN THE OFFICES OF THE TAX MATTERS GENERAL
PARTNERS UPON REQUEST.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	9
Description	Amount		
BOOK/TAX DIFFERENCES FROM PASS-THROUGH ENTITY-TRIMARAN FUND II, LLC	2,847.		
BOOK/TAX DIFFERENCES FROM PASS-THROUGH ENTITIES	217.		
Total to Form 990-PF, Part III, line 3	3,064.		

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	10
Description	Amount		
BOOK/TAX DIFFERENCES FROM PASS-THROUGH ENTITY-EVERGREEN PARTNERS DIRECT	2,057.		
BOOK/TAX DIFFERENCES FROM PASS-THROUGH ENTITY-HARBOURVEST PARTNERS VI	1,932.		
BOOK/TAX DIFFERENCES FROM PASS-THROUGH ENTITY-HARBOURVEST PARTNERS VI-BUYOUT	1,555.		
NON DEDUCTIBLE EXPENSES FROM PASS-THROUGH ENTITIES	214.		
PENALTIES	70.		
Total to Form 990-PF, Part III, line 5	5,828.		

Form 990-PF	Corporate Stock	Statement	11
Description	Book Value	Fair Market Value	
CORPORATE STOCKS-SEE ATTACHED SCHEDULE	10,243,134.	11,493,487.	
Total to Form 990-PF, Part II, line 10b	10,243,134.	11,493,487.	

The Eleanor M. & Herbert D. Katz Family Foundation, Inc.
Form 990PF
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Page 2, Part II-Balance Sheet, Line 10b-Schedule of Investments-Corporate Stock

	Beginning of Year Cost	End of Year	
		Cost	Fair Market Value
3D Sys Corp Del	41,957	41,957	117,370
AARON S INC CLASS A	8,467	-	-
ACME PACKET INC	12,707	18,620	19,709
Adtran, Inc	45,958	45,958	28,333
ADVISORY BOARD CO.	8,248	13,696	21,711
AEROVIRONMENT INC	10,370	-	-
Aetna, Inc.	15,603	-	-
AFFYMAX, INC	-	7,738	6,362
ALERE INC	11,458	-	-
ALTERA CORP	12,346	-	-
Amercigroup Corp.	7,289	-	-
American Tower Corp.	15,434	1,048	54,089
ANALOGIC CORP NEW	10,518	15,082	20,730
Ansys, Inc.	66,282	66,282	134,680
APPLE INC	16,673	-	-
Aruba Networks, Inc.	-	16,184	16,675
ATHENAHEALTH INC	9,703	13,391	16,490
ATWOOD OCEANICS INC	9,328	-	-
BANK OF THE OZARKS	10,627	15,766	20,751
BARRETT BILL CORP	7,062	-	-
BE AEROSPACE INC	10,570	-	-
Beacon Roofing Supply, Inc.	40,589	-	-
BJ S RESTAURANTS, INC	8,177	13,080	11,844
BORG WARNER INC	10,870	-	-
BRUKER CORP	10,952	-	-
Cavium, Inc	-	11,040	10,018
CBRE CLARION LONG SHORT FUND	-	300,000	286,635
Celgene Corp	55,721	29,107	39,235
CERAGON NETWORKS LTD	8,312	-	-
Chicago Bridge & Iron	10,497	7,816	10,058
Chicos Fashions, Inc	-	17,415	20,786
Clean Harbors, Inc	-	36,308	35,757
Cloud Peak Energy, Inc	-	14,295	14,961
Coinstar, Inc	11,273	12,571	14,043
COLFAX CORP	9,564	14,038	22,798
COLONIAL PPTYS TR SH BEN INT REIT	9,974	-	-
Commvault Systems, Inc	9,426	11,279	18,391
Compugen Limited Ordinary Shares	1	1	1,188
COMSTOCK RESOURCES INC	13,577	19,535	15,332
Concho Resources, Inc	-	51,925	44,308
Concur Technologies, Inc.	32,260	32,260	54,016
CONTANGO OIL & GAS	8,684	-	-
CORNING INC	8,620	-	-
CORPORATE EXECUTIVE BOARD CO	12,494	16,457	19,079
Costar Group, Inc	32,985	32,985	58,091
COSTCO WHOLESALE CORP	7,905	-	-
Cott Corp Que	-	10,300	10,005
CUMMINS INC	14,972	-	-
CVS CAREMARK CORPORATION	9,380	-	-
Dealertrack Holdings, Inc.	27,164	27,164	48,824
DEMANDTEC INC	4,658	-	-
DENDREON CORP	15,736	-	-
DEXCOM, INC	-	11,473	14,473
DIAMOND HILL LONG-SHORT FUND CL I	277,700	-	-
DOW CHEMICAL CO	15,994	-	-
DRIEHAUS ACTIVE INCOME FUND FUND # 640	413,214	423,349	410,566
East West Bancorp	11,792	-	-
EATON VANCE FLOATING RATE FUND CLASS I	353,995	370,332	376,902
EATON VANCE GLOBAL MACRO ABSOLUTE RETURN FUNDCLASS I #88	511,319	531,021	509,753
Ecolab, Inc	42,143	42,143	57,520
EOG RES INC	8,920	-	-

The Eleanor M. & Herbert D. Katz Family Foundation, Inc.
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Page 2, Part II-Balance Sheet, Line 10b-Schedule of Investments-Corporate Stock, Continued

	Beginning of Year	End of Year	
	Cost	Cost	Fair Market Value
EW SCRIPPS CO CLASS A	10,713	10,713	11,275
Expeditors Intl Wash Inc	31,637	69,873	102,830
Fastenal Co	27,216	21,559	149,280
Financial Engines, Inc.	-	44,703	55,480
First Cash Financial Svcs, Inc	-	8,659	9,229
FMC CORPORATION NEW	11,138	-	-
FORWARD AIR CORP	9,671	-	-
FRANKLIN ELECTRIC INC	9,684	10,800	15,073
FRESH MARKET INC./THE	-	18,829	16,832
Gardner Denver, Inc	-	19,210	25,688
GLACIER BANCORP INC	7,299	17,658	18,358
Global Geophysical Services	3,702	-	-
Goldman Sachs & Co	21,533	-	-
GOOGLE INC-CL A	7,206	-	-
GRAND CANYON EDUCATION INC	10,489	16,090	20,043
GREENLIGHT CAPITAL RE LTD A ISIN KYG4095J1094 SEDOL B1XRCZ3	11,379	11,936	15,441
HAIR CELESTIAL GROUP INC	8,202	-	-
HALLIBURTON CO	16,461	-	-
HARBOR INTERNATIONAL FUND CLASS INS	1,058,263	792,822	823,904
HARDING LOEVNEREMERG MKTS	280,749	848,329	854,161
HARMAN INTERNATIONAL INDUSTRIES INC NEW	11,534	18,655	18,749
HEALTH MANAGEMENT ASSOCIATES INC CLASS A	9,701	14,164	17,643
HMS HLDGS CORP	-	19,875	18,274
IBERIBANK CORP	12,980	20,870	18,862
Idexx Labs, Inc	40,555	21,200	69,600
II-VI, Inc	18,062	14,901	30,080
Illumina, Inc	-	34,281	44,472
Innerworkings, Inc	-	35,712	37,895
Ishares Barclays Iboxx \$ Investop Investment Grade	797,097	797,097	941,060
IXIA	13,341	18,040	19,103
Jacobs Engineering Group, Inc	62,602	62,602	76,626
JOHNSON & JOHNSON	16,794	-	-
JP MORGAN RESEARCH MARKET NEUTRAL FUND INSTITUTIONALFD #1781	275,366	-	-
K12, Inc	29,903	-	-
Landstar Sys , Inc.	-	5,034	5,351
LASALLE HOTEL PPTYS REIT	11,677	17,499	18,027
LIFE TECHNOLOGIES CORP	16,617	-	-
LKQ CORP	47,766	33,427	59,080
Lufkin Inds., Inc	-	2,067	2,151
Markel Corp.	41,277	41,277	60,679
MDC Holdings, Inc	-	15,377	19,924
MERU NETWORKS INC	7,099	-	-
Microsoft Corp	40,101	23,259	21,367
Monro Muffler Brake, Inc.	-	12,822	12,773
Monsanto Co	11,450	-	-
MORNINGSTAR INC	10,951	13,984	16,084
Mosaic Co.	46,299	46,299	39,641
National AM Univ. Holdings	22,500	22,500	11,550
National Oilwell Varco, Inc	7,372	-	-
Nestle S A	10,118	-	-
NETGEAR INC	12,377	16,346	18,414
Northwest Natural Gas Co.	-	19,102	17,415
Oneok Inc	13,114	10,730	19,238
OVERSEAS SHIPHOLDING GROUP INC	4,546	-	-
PERSISTENT EDGE ASIA PARTNERS LTD CLASS BD NNI SERIES	550,000	550,000	597,306
PIMCO COMMODITY REAL RETURN STRATEGY FUND INSTITUTIONAL CL	603,324	232,522	180,663
PNC LIMITED MATURITY BOND FUND CLASS I FUND #413	1,500,000	1,500,000	1,498,531
Portfolio Recovery Associate	-	15,464	18,487
Potash Corp Saskatchewan, Inc.	39,822	51,806	64,290
Power Integrations, Inc	-	9,077	9,108

The Eleanor M. & Herbert D. Katz Family Foundation, Inc.
Form 990PF
EIN 59-2320940
for the year ended December 31, 2012

Page 2, Part II-Balance Sheet, Line 10b-Schedule of Investments-Corporate Stock, continued

	Beginning of Year Cost	End of Year	
		Cost	Fair Market Value
PRECISION DRILLING STOCK	9,433	8,682	8,197
PROCTER & GAMBLE CO	16,832	-	-
Qualcomm Inc	43,786	27,162	68,045
QUIMICA Y MINERA CHIL SPONSORED ADRSEDOL 909641 ISIN US83363510	4,900	-	-
Range Res. Corp	43,176	59,811	91,104
Realpage, Inc	-	33,073	33,434
Red Robin Gourmet Burgers	8,100	10,087	11,857
Redwood TR, Inc	-	16,440	19,559
Renaissance Hldgs Ltd	35,574	-	-
Resmed, Inc	39,478	39,478	72,748
RIGHTNOW TECHNOLOGIES INC	1,792	-	-
Roper Inds, Inc	30,573	17,834	39,018
ROYAL GOLD INC	1,793	-	-
Schlumberger Ltd	74,409	57,769	130,557
SEACHANGE INTL INC	7,009	-	-
SEI Investment Co	-	51,825	58,350
Southwestern Energy Co	-	35,791	38,422
SPDR KBW REGIONAL BANKING ETF	4,639	-	-
Starwood Hotels & Resorts Worldwide, Inc	9,390	-	-
Stencycle Inc	24,613	24,613	46,640
STIFEL FINL CORP	14,044	20,254	18,383
Successfactors, Inc	9,912	-	-
SYMANTEC CORP	11,342	-	-
T Rowe Pnce	23,004	23,004	65,117
Teekay Offshore Partners, L P	-	11,960	11,705
TELEFLEX INC	9,816	14,681	18,184
Tempur Sealy Int'l, Inc	-	10,578	11,431
TEREX CORP NEW	8,386	-	-
Teva Pharmaceutical Inds Ltd	13,344	-	-
TEXAS ROADHOUSE INC	10,156	17,731	17,153
Titan Int'l, Inc	-	12,768	12,967
Tootsie Roll Industries, Inc	-	10,545	10,264
TRACTOR SUPPLY CO	6,719	-	-
TREEHOUSE FOODS INC WHEN ISS	10,201	9,177	9,331
Tnmbie NAV, Ltd	26,239	26,239	89,670
Ultra Petroleum Corp.	108,266	-	-
UMB FINL CORP	12,277	-	-
Unit Corp	35,944	-	-
UNITED NAT FOODS INC	9,856	13,082	16,077
UNITED THERAPEUTICS CORP DEL	7,275	-	-
VAN ECK GLOBAL HARD ASSETS	-	250,000	240,116
VANGUARD VALUE ETF	1,642,655	1,510,032	1,636,286
VARIAN MEDICAL SYSTEMS INC	11,269	-	-
VASCO DATA SECURITY INTL	8,743	-	-
WABTEC CORP	7,926	5,650	8,229
WADDLE & REED FINL, INC	-	16,145	19,673
WATERS CORP	11,029	-	-
WEBSense INC	9,889	-	-
Westlake Chemical Corp	9,369	-	-
Williams Cos., Inc	2,830	13,947	17,189
ZILLOW, INC	-	15,990	12,266
TOTAL Investments	10,525,143	10,243,134	11,493,487

Form 990-PF	Other Investments	Statement	12
Description	Valuation Method	Book Value	Fair Market Value
OTHER INVESTMENTS-SEE ATTACHED SCHEDULE	COST	443,745.	631,299.
ACCRUED DIVIDENDS	COST	6,995.	6,995.
DUE FROM JOINT VENTURES	COST	18,759.	18,759.
DISTRIBUTIONS RECEIVABLE	COST	349.	349.
PREPAID FEDERAL TAXES	COST	7,774.	7,774.
Total to Form 990-PF, Part II, line 13		477,622.	665,176.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	13
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Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Expense Contrib Account
ELEANOR M. KATZ #404 21218 ST ANDREWS BLVD BOCA RATON, FL 33433	DIR/PRES 1.00	0.	0. 0.
THOMAS O. KATZ 800 S. OCEAN BLVD, APT LPH2 BOCA RATON, FL 33432	DIR/TR/SEC 6.00	0.	0. 0.
LAURA KATZ CUTLER 5307 ELLIOTT ROAD BETHESDA, MD 20816	DIRECTOR 0.00	0.	0. 0.
SALLY KATZ ONE INDEPENDENCE PL, 241 S 6TH ST, APT 1601 PHILADELPHIA, PA 191063733	DIRECTOR 0.00	0.	0. 0.
DANIEL KATZ 673 NW 110 AVENUE PLANTATION, FL 33324	DIRECTOR 0.00	0.	0. 0.
WALTER KATZ 714 N.W. 101 TERRACE PLANTATION, FL 33324	DIRECTOR 0.00	0.	0. 0.
Totals included on 990-PF, Page 6, Part VIII		0.	0. 0.

The Eleanor M. & Herbert D. Katz Family Foundation, Inc.
Form 990PF
EIN 59-2320940
for the year ended December 31, 2012

Page 2, Part II-Balance Sheet, Line 13-Other Investments

	Beginning of Year Cost	End of Year	
		Cost	Fair Market Value
Alliance Holdings GP L.P.	6,737	6,170	19,032
Blueknight Energy Partners, L.P.	3,851	3,362	1,645
Blue Knight Energy Ptrs A	878	877	1,161
Boardwalk Pipeline Partners, LP	-	10,185	9,960
Cedar Fair, L.P.	8,007	6,600	32,614
CMS Gen NX 360 Capital Fund, L.P.	118,395	164,506	164,506
El Paso Pipeline Partners, L.P.	6,707	-	-
Energy Transfer Equity, L.P.	13,804	10,098	36,384
Enterprise Product Partners	5,985	4,184	39,552
Evergreen Partners Direct U.S. Fund III LP	8,175	3,550	3,550
HarbourVest Partners VI-BuyOut Partnership Fund L.P.	26,694	21,818	21,818
HarbourVest Partners VI-Partnership Fund	29,410	23,651	23,651
Hudson Venture Partners II LP	61,252	51,611	51,611
Inergy, L.P.	20,915	26,903	25,466
Inergy Midstream LP	5,292	9,068	11,125
Nustar GP Holdings, LLC	12,454	10,197	22,152
Penn Virginia GP Holdings	-	-	-
Penn VA Resource Partners	14,359	17,254	31,176
Regency Energy Partners	14,710	17,427	30,352
Spectra Energy Partners, L.P.	12,864	10,750	23,423
Suburban Propane Partners LP	-	8,404	13,640
Teekay LNG Partners	5,467	4,366	13,223
Teekay Offshore Partners, L.P.	5,428	-	-
Tnmaran Fund II, LLC	33,034	26,681	26,681
Western Gas Partners, L.P.	9,731	6,081	28,578
Williams Partners L.P.	7,890	-	-
	<u>\$ 432,039</u>	<u>443,745</u>	<u>631,299</u>

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE ELEANOR M. AND HERBERT D. KATZ FAMILY FOUNDATION, INC.	59-2320940
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O SHELLY LAUGHLIN, CPA J.D. GILBERT & CO. CPA'S 3	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	DEERFIELD BEACH, FL 33442	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THOMAS O. KATZ

• The books are in the care of **2255 GLADES ROAD SUITE 240W - BOCA RATON, FL 33431**

Telephone No **561-910-5700**

FAX No. **561-910-5701**

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **November 15, 2013.**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension **See Statement 14**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	4,659.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	9,952.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title **CPA**

Date ☐

Form 8868 (Rev. 1-2013)

COPY

Form 8688

Explanation for Extension

Statement 14

Explanation

THE TAXPAYER IS AWAITING INFORMATION FROM THIRD PARTIES REQUIRED TO BE INCLUDED IN AN ACCURATELY FILED RETURN. IT IS EXPECTED TO BE RECEIVED IN THE NEXT 30 TO 60 DAYS TO ENABLE THE COMPLETION OF THE RETURN BY NOVEMBER 15, 2013.

COPY