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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
HARRY KRAMER MEMORIAL FUND

A Employer identification number
59-6644290

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1 WEST 4TH STREET D4000-041

B Telephone number (see instructions)
(336) 747-8628

City or town, state, and ZIP code
WINSTON SALEM, NC 27101

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ 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)* ▶$ 5,790,976

J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2	2		
	4	Dividends and interest from securities	161,883	160,767		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	178,394			
	b	Gross sales price for all assets on line 6a 1,788,352				
	7	Capital gain net income (from Part IV, line 2)		178,394		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	340,279	339,163		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	138,749	60,932		77,817
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)	300	0	0	300
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	10,256	2,442		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	149,305	63,374	0	78,117
	25	Contributions, gifts, grants paid	236,500			236,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	385,805	63,374	0	314,617
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-45,526			
	b	**Net investment income** (if negative, enter -0-)		275,789		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash—non-interest-bearing	33,039	6,282	6,282
2	Savings and temporary cash investments	132,055	364,990	364,990
3	Accounts receivable ▶ ________ Less allowance for doubtful accounts ▶ ________		0	0
4	Pledges receivable ▶ ________ Less allowance for doubtful accounts ▶ ________			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ ________ Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	646,561	423,118	439,276
b	Investments—corporate stock (attach schedule)	815,050	2,897,606	3,306,195
c	Investments—corporate bonds (attach schedule)	659,531	507,954	529,649
11	Investments—land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	3,010,624	1,049,227	1,144,584
14	Land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
15	Other assets (describe ▶ ________)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,296,860	5,249,177	5,790,976
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ ________)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	5,296,860	5,249,177	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	5,296,860	5,249,177	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,296,860	5,249,177	

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	5,296,860
2	Enter amount from Part I, line 27a	2	-45,526
3	Other increases not included in line 2 (itemize) ▶ ________	3	1,084
4	Add lines 1, 2, and 3	4	5,252,418
5	Decreases not included in line 2 (itemize) ▶ ________	5	3,241
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,249,177

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

	(i) 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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	178,394
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	234,379	5,757,455	0 040709
2010	292,882	5,545,174	0 052817
2009	259,094	4,046,503	0 064029
2008	314,276	5,954,235	0 052782
2007	292,200	6,808,009	0 04292

2	**Total** of line 1, column (d).	2	0 253257
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 050651
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	5,683,710
5	Multiply line 4 by line 3.	5	287,886
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,758
7	Add lines 5 and 6.	7	290,644
8	Enter qualifying distributions from Part XII, line 4.	8	314,617

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	2,758
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	2,758
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	2,758
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,781		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	5,781
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
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	3,023
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	2,760	**Refunded** ▶	11	263

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b		No
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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

Website address ▶

14 The books are in care of ▶WELLS FARGO BANK NA Telephone no ▶(336) 747-8628

Located at ▶1 W 4TH ST 6TH FLOOR WINSTON SALEM NC ZIP+4 ▶271013818

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Wells Fargo Bank NA 1525 W WT Harris Blvd D1114-044 Charlotte, NC 282881161	CO-TRUSTEE 4	81,242		
LESLIE J AUGUST 8005 WATERVIEW BLVD BRADENTON, FL 34202	CO-TRUSTEE 40	57,507		

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	5,417,774
b	Average of monthly cash balances		1b	352,490
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	5,770,264
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	5,770,264
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	86,554
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5,683,710
6	**Minimum investment return.** Enter 5% of line 5		6	284,186

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	284,186
2a	Tax on investment income for 2012 from Part VI, line 5	2a: 2,758		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b:		
c	Add lines 2a and 2b		2c	2,758
3	Distributable amount before adjustments Subtract line 2c from line 1		3	281,428
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	281,428
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	281,428

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	314,617
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	314,617
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,758
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	311,859

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					281,428
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				2,974	
b Total for prior years 2010 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	0				
b From 2008.	0				
c From 2009.	0				
d From 2010.	0				
e From 2011.	0				
f **Total** of lines 3a through e.		0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 314,617					
a Applied to 2011, but not more than line 2a				2,974	
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.					281,428
e Remaining amount distributed out of corpus		30,215			
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		30,215			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		30,215			
10 Analysis of line 9					
a Excess from 2008. . . .	0				
b Excess from 2009. . . .	0				
c Excess from 2010. . . .	0				
d Excess from 2011. . . .	0				
e Excess from 2012. . . .	30,215				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				236,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	2	
4 Dividends and interest from securities. . . .			14	161,883	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	178,394	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				340,279	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 340,279

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

****** | 2013-04-19 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☑	PTIN
JOSEPH J CASTRIANO	JOSEPH J CASTRIANO			

Firm's name ▶ PRICEWATERHOUSECOOPERS LLP | Firm's EIN ▶

Firm's address ▶ 600 GRANT STREET Pittsburgh, PA 152192777 | Phone no (412) 355-6000

TY 2012 Explanation of Non-Filing with Attorney General Statement

Name: HARRY KRAMER MEMORIAL FUND

EIN: 59-6644290

Statement: FL does not require a 990PF to be filed with the AG

TY 2012 Investments Corporate Bonds Schedule

Name: HARRY KRAMER MEMORIAL FUND

EIN: 59-6644290

Name of Bond	End of Year Book Value	End of Year Fair Market Value
025816AQ2 AMERICAN EXPRESS	99,329	102,327
00206RAV4 AT&T INC	50,428	52,129
06051GEC9 BANK OF AMERICA CORP	26,012	29,641
22541LAC7 CREDIT SUISSE FB 6.5		
24702RAK7 DELL INC	49,943	50,273
459200BA8 IBM CORP 4.750		
78387GAP8 SBC COMMUNICATIONS	75,416	80,565
913017BH1 UNITED TECHNOLOGIES	101,362	109,815
38143UAB7 GOLDMAN SACHS GROUP	53,537	52,146
464287176 ISHARES BARCLAYS TIP		
46625HHR4 JPMORGAN CHASE & CO	51,927	52,753
4812C0803 JPMORGAN HIGH YIELD		
693390882 PIMCO FOREIGN BD FD		
693391559 PIMCO EMERG MKTS BD-		
722005220 PIMCO FOREIGN BOND (		

TY 2012 Investments Corporate Stock Schedule

Name: HARRY KRAMER MEMORIAL FUND

EIN: 59-6644290

Name of Stock	End of Year Book Value	End of Year Fair Market Value
345370860 FORD MOTOR COMPANY		
364760108 GAP INC		
437076102 HOME DEPOT INC	7,373	19,668
654106103 NIKE INC CL		
778296103 ROSS STORES INC	4,823	16,227
126650100 CVS/CAREMARK CORPORA	12,130	20,984
742718109 PROCTER & GAMBLE CO		
902494103 TYSON FOODS INC		
931142103 WAL MART STORES INC	17,003	22,789
166764100 CHEVRON CORP	13,183	18,925
171798101 CIMAREX ENERGY		
20825C105 CONOCOPHILLIPS		
30231G102 EXXON MOBIL CORPORAT	2,651	15,319
406216101 HALIBURTON CO		
674599105 OCCIDENTAL PETE CORP		
03076C106 AMERIPRISE FINL INC		
172967101 CITIGROUP INC		
46625H100 JPMORGAN CHASE & CO	18,875	19,698
693475105 PNC FINANCIAL SEVICE		
91529Y106 UNUM GROUP		
031162100 AMGEN INC	13,182	20,171
110122108 BRISTOL MYERS SQUIBB		
14149Y108 CARDINAL HEALTH INC		
345838106 FOREST LABS		
478160104 JOHNSON & JOHNSON	15,100	17,104
58155Q103 MCKESSON CORP	14,172	22,592
58405U102 MEDCO HEALTH SOLUTIO		
235851102 DANAHER CORP		
369604103 GENERAL ELECTRIC CO	16,366	22,459
907818108 UNION PACIFIC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
913017109 UNITED TECHNOLOGIES		
88579Y101 3M CO		
037833100 APPLE INC	9,371	19,690
17275R102 CISCO SYSTEMS INC	20,340	21,713
219350105 CORNING INC		
428236103 HEWLETT PACKARD CO		
44919P508 IAC/INTERACTIVECORP	11,241	21,542
458140100 INTEL CORP		
459200101 IBM COR		
594918104 MICROSOFT CORP	10,992	17,415
68389X105 ORACLE CORPORATION	16,339	23,557
882508104 TEXAS INSTRUMENTS		
459506101 INTERN. FLAVORS & FR		
81211K100 SEALED AIR CORP		
92343V104 VERIZON COMMUNICATIO	17,859	23,149
210371100 CONSTELLATION ENERGY		
H0023R105 ACE LIMITED	13,558	20,828
G6852T105 PARTNERRE LTD		
H8912P106 TYCO ELECTRONICS		
H89128104 TYCO INTERNATIONAL L		
464287176 ISHARES BARCLAYS TIP		
4812C0803 JPMORGAN HIGH YIELD		
693391559 PIMCO EMERGING MKTS		
722005220 PIMCO FOREIGN BOND		
693390882 PIMCO FOREIGN BOND		
025083320 AMER CENT SMALL CAP	102,047	141,744
411511801 HARBOR INTERN. GROWT		
780905451 ROYCE PREMIER FUND		
784924425 SSGA EMERGING MARKET	238,638	232,525
04315J837 ARTIO INTERN. EQ		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
246248306 DELAWARE POOLED TR I	81,020	96,981
256206103 DODGE & COX INT'L ST	18,861	19,925
26852M105 EII INTERNATIONAL PR	228,768	209,399
722005667 PIMCO COMMODITY REAL	313,665	263,323
779919109 T ROWE PRICE REAL ES	95,918	212,105
464287499 ISHARES TR RUSSELL M	171,687	291,459
921943858 VANGUARD MSCI EAFE E	420,736	392,815
124857202 CBS CORP		
20030N101 COMCAST CORP CLASS A	13,828	21,557
344849104 FOOT LOCKER INC	13,691	20,268
92927K102 WABCO HOLDINGS INC	19,474	20,665
20825C104 CONOCOPHILLIPS	10,374	21,108
637071101 NATIONAL OILWELL VAR		
064058100 BANK NEW YORK MELLON		
316773100 FIFTH THIRD BANCORP	18,849	23,454
59156R108 METLIFE INC	25,280	20,390
754730109 RAYMOND JAMES FINL		
151020104 CELGENE CORP COM	18,666	22,913
91324P102 UNITEDHEALTH GROUP I	19,834	20,557
00846U101 AGILENT TECHNOLOGIES		
018581108 ALLIANCE DATA SYS CO	14,414	20,266
268648102 E M C CORP MASS	15,947	17,862
871503108 SYMANTEC CORP		
774415103 ROCKWOOD HLDGS INC		
26441C105 DUKE ENERGY HOLDINGS		
002824100 ABBOTT LABS	20,014	19,912
020002101 ALLSTATE CORP	20,204	19,804
04314H204 ARTISAN INTERNATIONA	125,000	141,387
127387108 CADENCE DESIGN SYSTE	18,821	23,183
167250109 CHICAGO BRIDGE & IRO	20,077	24,426

Name of Stock	End of Year Book Value	End of Year Fair Market Value
254687106 WALT DISNEY CO	20,563	19,368
26441C204 DUKE ENERGY HOLDING	17,858	19,587
31428X106 FEDEX CORPORATION	19,863	20,637
343412102 FLUOR CORP NEW	20,330	21,146
36191G107 GNC HOLDINGS INC	20,997	21,266
38141G104 GOLDMAN SACHS GROUP	19,811	21,175
38388F108 W. R. GRACE & CO COM	18,940	22,119
436106108 HOLLYFRONTIER CORP	20,403	20,901
718546104 PHILLIPS 66	17,905	20,231
747525103 QUALCOMM INC	19,627	18,372
84763R101 SPECTRUM BRANDS HOLD	16,995	20,398
867914103 SUNTRUST BANKS INC	20,880	20,440
872540109 TJX COS INC NEW	19,417	19,867
88019R641 TEMPLETON FRONTIER M	100,000	111,855
880779103 TEREX CORP NEW	16,795	21,560
883556102 THERMO FISHER SCIENT	19,590	20,473
902973304 US BANCORP DEL NEW	19,549	22,166
922042858 VANGUARD MSCI EMERGI	79,951	87,323
949921845 WF FDS TR ADV S/C VA	90,000	85,425
G1151C101 ACCENTURE PLC	19,907	19,751
G4412G101 HERBALIFE LTD	17,854	10,277

TY 2012 Investments Government Obligations Schedule

Name:	HARRY KRAMER MEMORIAL FUND
EIN:	59-6644290
US Government Securities - End of Year Book Value:	423,118
US Government Securities - End of Year Fair Market Value:	439,276
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2012 Investments - Other Schedule

Name: HARRY KRAMER MEMORIAL FUND

EIN: 59-6644290

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
464287176 ISHARES BARCLAYS TIP	AT COST	203,654	247,919
4812C0803 JPMORGAN HIGH YIELD	AT COST	292,837	284,911
693391559 PIMCO EMERG MKTS BD-	AT COST	163,323	207,070
722005220 PIMCO FOREIGN BOND (	AT COST	153,800	155,965
693390882 PIMCO FOREIGN BD FD	AT COST	160,613	169,525
025083320 AMERICAN CENTURY SMA			
464287499 ISHARESN TR RUSSELL			
780905451 ROYCE PREMIER FUND			
246248306 DELAWARE POOLED TR			
256206103 DODGE & COX INTERNAT			
784924425 SSGA EMERGING MKT			
921943858 VANGUARD MSCI EAFE			
26852M105 EII INTERNATIONAL PR			
722005667 PIMCO COMMODITY RTN			
779919109 T ROWE PRICE RE			
H0023R105 ACE LIMITED			
G2554F113 COVIDIEN PLC			
G4412G101 HERBALIFE LTD			
H89128104 TYCO INTERNATIONAL			
261980494 DREYFUS EMG MKT DEBT	AT COST	55,000	58,307
61744J747 M/S INS FD EMERG MKT	AT COST	20,000	20,887

TY 2012 Legal Fees Schedule

Name: HARRY KRAMER MEMORIAL FUND

EIN: 59-6644290

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NON-ALLOCABLE LEGAL FEES	300			300

TY 2012 Other Decreases Schedule

Name: HARRY KRAMER MEMORIAL FUND

EIN: 59-6644290

Description	Amount
ROC ADJUSTMENT	2,591
MUTUL FUND TIMING DIFFERENCE	650

TY 2012 Other Increases Schedule

Name: HARRY KRAMER MEMORIAL FUND

EIN: 59-6644290

Description	Amount
COST BASIS ADJUSTMENT	1,084

TY 2012 Taxes Schedule

Name: HARRY KRAMER MEMORIAL FUND

EIN: 59-6644290

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	8	8		0
FEDERAL TAX PAYMENT - PRIOR YE	2,914	0		0
FEDERAL ESTIMATES - PRINCIPAL	4,900	0		0
FOREIGN TAXES ON QUALIFIED FOR	2,051	2,051		0
FOREIGN TAXES ON NONQUALIFIED	383	383		0

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
479 AGILENT TECHNOLOGIES INC COM		2011-05-27	2012-03-14
20 ALLIANCE DATA SYSTEMS CORP COM		2011-11-07	2012-03-07
14 ALLIANCE DATA SYSTEMS CORP COM		2011-11-07	2012-07-30
22 ALLIANCE DATA SYSTEMS CORP COM		2011-11-07	2012-10-26
2934 272 AMER CENT SMALL CAP GRWTH INST #336		2006-10-30	2012-07-30
463 AMERIPRISE FINANCIAL INC		2010-02-09	2012-02-21
20 AMGEN INC COM W/RTS ATTACHED EXP 03/21/2007		2008-12-15	2012-07-30
26 APPLE COMPUTER INC COM		2010-07-12	2012-03-07
3 APPLE COMPUTER INC COM		2010-07-12	2012-07-30
3 APPLE COMPUTER INC COM		2010-07-12	2012-09-24
924 BANK NEW YORK MELLON CORP COM		2011-08-25	2012-01-09
54 BRISTOL-MYERS SQUIBB CO COM		2008-01-24	2012-07-30
652 BRISTOL-MYERS SQUIBB CO COM		2008-10-15	2012-10-26
136 CBS CORP CL B COM		2011-04-20	2012-03-07
117 CBS CORP CL B COM		2011-04-20	2012-06-13
50 CBS CORP CL B COM		2011-04-20	2012-07-30
601 CBS CORP CL B COM		2011-04-20	2012-09-24
109 CVS CORP COM		2010-08-26	2012-03-07
39 CVS CORP COM		2010-08-26	2012-07-30
26 CVS CORP COM		2010-08-26	2012-10-09
143 CADENCE DESIGN SYS INC COM RTS EXP 02/09/2006		2012-07-12	2012-07-30
41 CARDINAL HLTH INC COM		2010-03-18	2012-07-30
493 CARDINAL HLTH INC COM		2010-08-27	2012-08-09
24 CELGENE CORP COM		2011-11-07	2012-07-30
56 CHEVRONTEXACO CORP COM		2007-08-27	2012-03-07
16 CHEVRONTEXACO CORP COM		2007-08-27	2012-07-30
14 CHEVRONTEXACO CORP COM		2007-08-27	2012-10-09
92 CISCO SYS INC COM W/RIGHTS ATTACHED EXPIRING 6/10/2008		2009-06-03	2012-07-30
132 COMCAST CORP NEW CL A		2011-02-11	2012-03-07
60 COMCAST CORP NEW CL A		2011-02-11	2012-07-30

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
135 COMCAST CORP NEW CL A		2011-02-11	2012-09-25
30 CONOCOPHILLIPS COM		2012-05-14	2012-07-30
50000 CREDIT SUISSE FIRST BOSTON USA NT DTD 1/11/2002 6 5% 01/15/2012		2002-04-17	2012-01-15
437 DANAHER CORP COM		2010-11-04	2012-05-14
7593 925 DELAWARE POOLED TR INTL EQUITY PORTFOLIO		2009-01-13	2012-03-06
3098 373 DELAWARE POOLED TR INTL EQUITY PORTFOLIO		2009-01-13	2012-10-01
85 DENBURY RESOURCES INC COM		2012-03-14	2012-07-30
1018 DENBURY RESOURCES INC COM		2012-03-14	2012-11-13
1864 573 DODGE & COX INT'L STOCK FD # 1048		2009-10-16	2012-07-30
333 DUKE ENERGY HOLDING CORP COM		2011-09-15	2012-07-13
26 DUKE ENERGY HOLDING CORP COM		2011-09-15	2012-07-30
1502 404 EII INTERNATIONAL PROPERTY-I #30		2007-06-11	2012-07-30
101 E M C CORP MASS COM		2011-09-15	2012-03-07
59 E M C CORP MASS COM		2011-09-15	2012-07-30
15 EXXON MOBIL CORP COM		1994-03-14	2012-07-30
100000 FED FARM CREDIT BK 2 000% 1/17/12		2009-10-22	2012-01-17
25000 FED HOME LN BK 1 625% 11/21/12		2009-10-29	2012-11-21
100000 FEDERAL HOME LN MTG CORP BD DTD 07/16/2002 5 125% 07/15/2012		2004-10-14	2012-07-15
75000 FED NATL MTG ASSN 1 250% 7/18/14		2011-08-03	2012-01-18
75000 FED NATL MTG ASSN 1 050% 8/24/15		2011-08-24	2012-08-24
19 FEDEX CORP COM		2012-04-16	2012-07-30
129 FIFTH THIRD BANCORP COM		2011-11-07	2012-07-30
139 FOOT LOCKER INC COM		2011-09-15	2012-03-07
70 FOOT LOCKER INC COM		2011-09-15	2012-06-13
53 FOOT LOCKER INC COM		2011-09-15	2012-07-30
53 GNC HOLDINGS INC		2012-02-21	2012-07-30
89 GENERAL ELEC CO COM		2010-05-25	2012-07-30
28 GRACE W R & CO DEL NEW COM		2012-05-14	2012-07-30
33 HALLIBURTON CO COM W/RIGHTS EXP 12/15/2005		2010-11-04	2012-07-30
391 HALLIBURTON CO COM W/RIGHTS EXP 12/15/2005		2010-11-04	2012-10-26

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
131 HOME DEPOT INC COM		2009-03-30	2012-03-07
77 HOME DEPOT INC COM		2009-03-30	2012-06-13
31 HOME DEPOT INC COM		2009-03-30	2012-07-30
55 HOME DEPOT INC COM		2009-03-30	2012-11-15
38 IAC/INTERACTIVECORP		2010-08-26	2012-07-30
67 INTEL CORP COM		2007-10-17	2012-07-30
800 INTEL CORP COM		2010-08-27	2012-10-09
39 INTL BUSINESS MACHINES CORP COM		2000-02-11	2012-03-07
9 INTL BUSINESS MACHINES CORP COM		2000-02-11	2012-07-30
104 INTL BUSINESS MACHINES CORP COM		2008-10-15	2012-10-26
100000 IBM CORPORATION 4 750% 11/29/12		2005-05-27	2012-11-29
117 ISHARES MIDCAP INDEX FD		2008-09-23	2012-10-01
37 JP MORGAN CHASE & CO COM		2006-08-11	2012-07-30
20 JOHNSON & JOHNSON COM		2002-03-07	2012-07-30
494 438 JPMORGAN HIGH YIELD FUND SS #3580		2007-06-11	2012-10-01
37 LINCOLN ELEC HLDS INC COM		2012-07-12	2012-07-30
446 LINCOLN ELEC HLDS INC COM		2012-07-12	2012-10-09
19 MCKESSON HBOC INC COM		2009-10-19	2012-07-30
52 METLIFE INC COM		2011-05-27	2012-07-30
54 MICROSOFT CORP COM		2008-10-15	2012-07-30
21 NATIONAL OILWELL INC COM		2011-03-08	2012-07-30
247 NATIONAL OILWELL INC COM		2011-03-08	2012-12-12
41 OCCIDENTAL PETE CORP COM		2007-07-26	2012-03-07
17 OCCIDENTAL PETE CORP COM		2007-07-26	2012-07-30
204 OCCIDENTAL PETE CORP COM		2008-10-15	2012-08-09
59 ORACLE CORP COM		2010-07-12	2012-07-30
2329 916 PIMCO FOREIGN BOND FUND-INST		2010-08-25	2012-03-06
4090 909 PIMCO FOREIGN BOND FUND-INST		2006-08-15	2012-07-30
143 PHILLIPS 66		2008-10-15	2012-05-14
5 PHILLIPS 66		2003-06-16	2012-05-22

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
59 PHILLIPS 66		2012-10-26	2012-12-12
2297 794 PIMCO FOREIGN BOND (UNHEDGED) #1853		2011-07-21	2012-03-06
4065 041 PIMCO FOREIGN BOND (UNHEDGED) #1853		2011-07-21	2012-07-30
25 QUALCOMM INC COM W/RTS ATTACHED		2012-04-16	2012-07-30
37 QUESTCOR PHARMACEUTICALS INC		2012-01-09	2012-07-30
444 QUESTCOR PHARMACEUTICALS INC		2012-01-09	2012-09-24
44 RAYMOND JAMES FINL INC COM		2011-03-08	2012-07-30
524 RAYMOND JAMES FINL INC COM		2011-03-08	2012-10-26
35 ROCKWOOD HLDGS INC		2011-04-20	2012-07-30
310 ROCKWOOD HLDGS INC		2011-04-20	2012-09-04
110 ROCKWOOD HLDGS INC		2011-04-20	2012-09-05
87 ROSS STORES INC COM		2008-05-09	2012-01-13
36 ROSS STORES INC COM		2008-05-09	2012-03-07
62 ROSS STORES INC COM		2008-05-09	2012-06-13
25 ROSS STORES INC COM		2008-05-09	2012-07-30
1529 052 ROWE T PRICE REAL ESTATE FD COM		2009-01-13	2012-03-06
1134 752 ROWE T PRICE REAL ESTATE FD COM		2009-01-13	2012-07-30
1062 699 ROYCE PREMIER FUND W CLASS #566		2008-09-23	2012-07-30
507 614 ROYCE PREMIER FUND W CLASS #566		2008-09-23	2012-10-01
4416 907 ROYCE PREMIER FUND W CLASS #566		2009-01-13	2012-11-06
85 SPECTRUM BRANDS HOLDINGS INC		2012-09-05	2012-10-26
1219 SYMANTEC CORP COM W/RTS EXP 8/12/2008		2011-05-27	2012-07-12
175 TEREX CORP NEW COM		2012-08-09	2012-12-13
239 3M CO COM		2009-11-09	2012-01-09
95 TIBCO SOFTWARE INC COM		2012-01-09	2012-03-07
781 TIBCO SOFTWARE INC COM		2012-01-09	2012-04-16
58 US BANCORP DEL COM NEW W/RIGHTS ATTACHED EXP 2/27/2011		2012-01-09	2012-07-30
17 UNION PAC CORP COM		2010-11-10	2012-03-07
198 UNION PAC CORP COM		2010-11-10	2012-04-16
35 UNITED TECHNOLOGIES CORP COM		2008-10-15	2012-03-07

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
21 UNITED TECHNOLOGIES CORP COM		2002-11-08	2012-07-30
246 UNITED TECHNOLOGIES CORP COM		2002-11-08	2012-08-09
32 UNITEDHEALTH GRP INC COM		2011-07-13	2012-07-30
45 VERIZON COMMUNICATIONS COM		2010-11-04	2012-07-30
26 WABCO HOLDINGS INC		2011-01-18	2012-07-30
28 WAL MART STORES INC COM		2010-06-23	2012-07-30
396 COVIDIEN PLC		2011-09-15	2012-01-09
26 HERBALIFE LTD		2011-09-15	2012-07-30
22 ACE LIMITED		2006-03-28	2012-07-30
80 TYCO INTERNATIONAL LTD NEW		2009-09-24	2012-03-07
434 TYCO INTERNATIONAL LTD NEW		2009-09-24	2012-07-12

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
21,472		23,650	-2,178
2,408		2,059	349
1,845		1,441	404
3,132		2,265	867
25,000		22,412	2,588
26,041		17,527	8,514
1,669		1,157	512
13,912		6,782	7,130
1,784		783	1,001
2,061		783	1,278
19,082		18,773	309
1,920		1,246	674
21,869		14,303	7,566
3,986		3,352	634
3,696		2,883	813
1,673		1,232	441
22,322		14,811	7,511
4,895		3,059	1,836
1,762		1,095	667
1,252		730	522
1,743		1,568	175
1,774		1,459	315
19,797		16,980	2,817
1,670		1,534	136
6,075		4,885	1,190
1,756		1,396	360
1,654		1,221	433
1,457		1,769	-312
3,815		3,163	652
1,928		1,438	490

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
4,960		3,235	1,725
1,645		1,585	60
50,000		49,926	74
23,340		19,553	3,787
95,000		80,951	14,049
40,000		33,029	6,971
1,314		1,658	-344
14,757		19,857	-5,100
57,000		61,139	-4,139
22		19	3
1,769		1,512	257
25,000		37,440	-12,440
2,818		2,281	537
1,548		1,333	215
1,310		225	1,085
100,000		101,613	-1,613
25,000		24,885	115
100,000		105,715	-5,715
75,000		75,215	-215
75,000		75,000	
1,725		1,677	48
1,806		1,576	230
4,114		3,016	1,098
2,127		1,519	608
1,774		1,150	624
2,079		1,742	337
1,847		1,379	468
1,582		1,612	-30
1,103		1,084	19
12,680		12,839	-159

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
6,107		3,037	3,070
3,975		1,785	2,190
1,648		719	929
3,383		1,275	2,108
2,016		940	1,076
1,721		1,778	-57
17,500		18,964	-1,464
7,716		4,538	3,178
1,767		1,047	720
20,060		11,335	8,725
100,000		101,651	-1,651
12,967		10,405	2,562
1,335		1,622	-287
1,387		1,270	117
4,000		4,267	-267
1,496		1,567	-71
17,034		18,887	-1,853
1,722		1,165	557
1,590		2,277	-687
1,594		1,041	553
1,549		1,669	-120
16,712		19,627	-2,915
4,101		2,452	1,649
1,515		1,017	498
18,522		11,126	7,396
1,792		1,377	415
25,000		24,902	98
45,000		42,095	2,905
4,466		1,867	2,599
16		6	10

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,139		2,773	366
25,000		25,712	-712
45,000		45,488	-488
1,475		1,652	-177
1,394		1,571	-177
8,937		18,852	-9,915
1,501		1,709	-208
19,983		20,353	-370
1,531		1,711	-180
14,427		15,158	-731
5,202		5,379	-177
4,464		1,522	2,942
1,966		630	1,336
4,012		1,085	2,927
1,673		437	1,236
30,000		23,960	6,040
24,000		10,781	13,219
20,000		18,491	1,509
10,000		8,533	1,467
90,900		63,452	27,448
3,825		3,196	629
16,259		23,669	-7,410
4,599		3,832	767
20,000		18,322	1,678
2,673		2,208	465
25,600		18,153	7,447
1,954		1,634	320
1,822		1,539	283
21,404		17,930	3,474
2,876		1,283	1,593

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,574		670	904
18,903		7,849	11,054
1,701		1,675	26
2,018		1,502	516
1,431		1,597	-166
2,094		1,425	669
17,880		18,953	-1,073
1,335		1,488	-153
1,616		1,174	442
4,116		2,705	1,411
22,127		14,676	7,451

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-2,178
			349
			404
			867
			2,588
			8,514
			512
			7,130
			1,001
			1,278
			309
			674
			7,566
			634
			813
			441
			7,511
			1,836
			667
			522
			175
			315
			2,817
			136
			1,190
			360
			433
			-312
			652
			490

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,725
			60
			74
			3,787
			14,049
			6,971
			-344
			-5,100
			-4,139
			3
			257
			-12,440
			537
			215
			1,085
			-1,613
			115
			-5,715
			-215
			48
			230
			1,098
			608
			624
			337
			468
			-30
			19
			-159

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			3,070
			2,190
			929
			2,108
			1,076
			-57
			-1,464
			3,178
			720
			8,725
			-1,651
			2,562
			-287
			117
			-267
			-71
			-1,853
			557
			-687
			553
			-120
			-2,915
			1,649
			498
			7,396
			415
			98
			2,905
			2,599
			10

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			366
			-712
			-488
			-177
			-177
			-9,915
			-208
			-370
			-180
			-731
			-177
			2,942
			1,336
			2,927
			1,236
			6,040
			13,219
			1,509
			1,467
			27,448
			629
			-7,410
			767
			1,678
			465
			7,447
			320
			283
			3,474
			1,593

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			904
			11,054
			26
			516
			-166
			669
			-1,073
			-153
			442
			1,411
			7,451

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN SUPPORTERS OF YEDID 429C CEDAR LANE 335 TEANECK, NJ 07666	NONE	EXEMPT	YEDID -COMMUNITY	5,000
JEWISH FEDERATION OF NORTH AMERICA 25 BROADWAY NEW YORK, NY 10004	NONE	EXEMPT	GENERAL SUPPORT	9,000
FRIENDS OF ELIYA- USA INC 22647 VENTURA BLVD WOODLAND HILLS, CA 91364	NONE	EXEMPT	GENERAL SUPPORT	8,650
SERTOMA CAMP ENDEAVOR INC PO BOX 910 DUNDEE, FL 33838	NONE	EXEMPT	GENERAL SUPPORT	5,700
CATHOLIC CHARITIES OF THE ARCHDIOCESE OF MIAMI 1503 NE 26TH ST WILTON MANORS, FL 33305	NONE	EXEMPT	GENERAL SUPPORT	9,600
CHAPMAN PARTNERSHIPS INC 1550 N MIAMI AVE MIAMI, FL 33136	NONE	EXEMPT	GENERAL SUPPORT	10,000
TEMPLE SHALOM 13563 COUNTY ROAD 101 OXFORD, FL 34484	NONE	EXEMPT	GENERAL SUPPORT	4,600
MIAMI CHILDREN'S HOSPITAL 3100 SW 62ND AVE MIAMI, FL 33155	NONE	EXEMPT	GENERAL SUPPORT	2,500
AMERICAN FRIENDS OF THE JAFFA INSTITIUTE 171-06 76TH AVE FLUSHING, NC 11366	NONE	EXEMPT	SUPPORT BUILDING BETTER	5,000
MIAMI COALITION OF CHRISTIANS AND JEWS 150 SE 2ND AVE MIAMI, FL 33156	NONE	EXEMPT	SUPPORT INTERFAITH CLERGY	4,600
CENTER FOR RELIGIOUS TOLERANCE 520 RALPH ST SARASOTA, FL 34242	NONE	EXEMPT	SUPPORT 2 DAY RETREAT	2,100
THE SCHECHTER INSTITUTES INC PO BOX 8500 PHILADELPHIA, PA 19178	NONE	EXEMPT	GENERAL SUPPORT	5,000
AMERICAN FRIENDS OF ISRAEL ELWYN PO BOX 828284 PHILADELPHIA, PA 19182	NONE	PUBLIC CHARITY	SUPPORT FREE FLOW HEALING	5,000
FLORIDA INTERNATIONAL UNIV 11200 SW 8TH ST MIAMI, FL 33199	NONE	EXEMPT	GENERAL SUPPORT	7,000
CHAMAH 27 WILLIAM ST - ROOM 613 NEW YORK, NY 10005	NONE	EXEMPT	SUPPORT SUMMMER DAY CAMP	5,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALZHEIMER'S COMUNITY CARE 800 NORTHPOINT PRKWAY STE 101B WEST PALM BEACH, FL 33407	NONE	EXEMPT	SUPPORT FAMILY NURSE	15,000
AMERICAN FRIENDS OF PTACH 919 E 24 STREET BROOKLYN, NY 11210	NONE	PUBLIC CHARITY	SUPPORT WOMEN EDUCATION	5,000
ST THOMAS UNIVERSITY INC 16401 NW 37TH AVE MIAMI GARDES, FL 33054	NONE	PUBLIC CHARITY	SUPPORT PRATICUM LAB	7,000
DIABETES RESEARCH INSTITUTE 200 SOUTH PARK ROAD STE 100 HOLLYWOOD, FL 33021	NONE	EXEMPT	SUPPORT PEP (PARENTS	10,000
FAMILY RESOURCES CENTER OF SOUTH FL 155 S MIAMI AVE STE 400 MIAMI, FL 33130	NONE	PUBLIC CHARITY	SUPPORT FAMILY RESOURCES	7,000
INFORMED FAMILIES THE FL FAMILY PARTNERSHIP 2490 CORAL WAY MIAMI, FL 33145	NONE	PUBLIC CHARITY	POWER OF PREVENTION PROGRAM	9,600
DAVE AND MARY ALPER JEWISH COMMUNITY CENTER 11155 SW 112TH AVE MIAMI, FL 33176	NONE	EXEMPT	SUPPORT CROSS-GENERATIONAL	4,500
YOUTH FOR CHRIST USA INC 9350 SW 79 AVE MIAMI, FL 33156	NONE	EXEMPT	GENERAL BUDGET SUPPORT	4,600
SUNRISE COMMUNITY 9040 SUNSET DRIVE MIAMI, FL 33173	NONE	EXEMPT	SUPPORT INDIVIDUALS WITH	7,500
GATEWAY COMMUNITY OUTREACH 291 SE 1ST TERRACE DEERFIELD BEACH, FL 33441	NONE	EXEMPT	GENERAL SUPPORT	9,600
SHAKE A LEG MIAMI 2620 S BISCAYNE DR COCONUT GROVE, FL 33037	NONE	EXEMPT	GENERAL OPERATING SUPPORT	10,000
ISLAND DOLPHIN CARE 150 LOVELANE PLACE KEY LARGO, FL 33037	NONE	EXEMPT	SUPPORT FOR TIME OUT	12,000
HAND IN HAND AMERICAN FRIENDS OF THE CENTER PO BOX 80102 PORTLAND, OR 97280	NONE	PUBLIC CHARITY	SUPPORT SHARE COMM PROGRAM	5,000
NEW ISRAEL FUND 2100 M STREET SUITE 619 WASHINGTON, DC 20037	NONE	EXEMPT	GENERAL SUPPORT	8,650
PEF - ISRAEL ENDOWMENT ASSOC FBO BINA CENTER FOR JEWISH IDENTITY 317 MADISON AVE NEW YORK, NY 10017	NONE	EXEMPT	SUPPORT THE ENRICHED	32,300
Total . . . . ▶ **3a**				236,500