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

**2012**

Department of the Treasury  
Internal Revenue Service

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

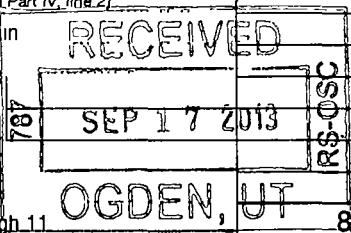
Open to public inspection

For calendar year 2012 or tax year beginning **FEB 1, 2012**, and ending **JAN 31, 2013**

Name of foundation <b>FRANKFURTH CHARITABLE FOUNDATION</b>		A Employer identification number <b>65-1066569</b>
Number and street (or P O box number if mail is not delivered to street address) <b>126 BEDELL PLACE</b>	Room/suite	B Telephone number <b>631-673-3556</b>
City or town, state, and ZIP code <b>MELVILLE, NY 11747</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>598,379.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	14,139.	14,139.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	66,354.			
b Gross sales price for all assets on line 6a	431,149.			
7 Capital gain net income (from Part IV, line 2)		66,354.		
8 Net short-term capital gain			N/A	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total Add lines 1 through 11	80,493.	80,493.	0.	
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees	6,609.	6,609.	0.	0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	15,530.	0.	0.	15,530.
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	22,139.	6,609.	0.	15,530.
25 Contributions, gifts, grants paid	30,925.			30,925.
26 Total expenses and disbursements. Add lines 24 and 25	53,064.	6,609.	0.	46,455.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	27,429.			
b Net investment income (if negative, enter -0-)		73,884.		
c Adjusted net income (if negative, enter -0-)			0.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		16,018.	61,682.	61,982.	
	2	Savings and temporary cash investments					
	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 3		488,782.	470,547.	536,397.
	c	Investments - corporate bonds					
11	Investments - land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment: basis ▶						
	Less accumulated depreciation ▶						
15	Other assets (describe ▶)						
	<b>16 Total assets (to be completed by all filers)</b>			<b>504,800.</b>	<b>532,229.</b>	<b>598,379.</b>	
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					
	22	Other liabilities (describe ▶)					
	<b>23 Total liabilities (add lines 17 through 22)</b>			<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	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 <input checked="" type="checkbox"/>						
	and complete lines 27 through 31						
	27	Capital stock, trust principal, or current funds			504,800.	532,229.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			0.	0.		
	<b>30 Total net assets or fund balances</b>			<b>504,800.</b>	<b>532,229.</b>		
	<b>31 Total liabilities and net assets/fund balances</b>			<b>504,800.</b>	<b>532,229.</b>		

**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	504,800.
2	Enter amount from Part I, line 27a	2	27,429.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	532,229.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	532,229.

**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 CITIGROUP (SEE ATTACHED)	P	01/01/10	12/31/12
b CITIGROUP (SEE ATTACHED)	P	01/01/10	12/31/12
c UBS (SEE ATTACHED)	P	01/01/10	12/31/12
d UBS (SEE ATTACHED)	P	01/01/10	12/31/12
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 3,294.		2,538.	756.
b 48,396.		40,760.	7,636.
c 26,186.		26,463.	-277.
d 353,273.		295,034.	58,239.
e			

(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			756.
b			7,636.
c			-277.
d			58,239.
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	66,354.
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	479.

**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	47,846.	605,129.	.079067
2010	55,908.	597,868.	.093512
2009	53,986.	555,074.	.097259
2008	44,236.	638,414.	.069290
2007	63,710.	819,899.	.077705

2 Total of line 1, column (d)	2	.416833
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	.083367
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	593,330.
5 Multiply line 4 by line 3	5	49,464.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	739.
7 Add lines 5 and 6	7	50,203.
8 Enter qualifying distributions from Part XII, line 4	8	46,455.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,478.
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	1,478.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	1,478.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
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	0.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	33.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	1,511.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.	
2		X
If "Yes," attach a detailed description of the activities		
3		X
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		
4a		X
4b		
N/A		
5		X
If "Yes," attach the statement required by General Instruction T		
6		X
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?		
7	X	
If "Yes," complete Part II, col. (c), and Part XV.		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>FL</u>	
8b	X	
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		
9		X
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		
10		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

**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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ <b>JILL MCDERMOTT</b> Telephone no. ▶ <b>631-673-3556</b> Located at ▶ <b>126 BEDELL PLACE, MELVILLE, NY</b> ZIP+4 ▶ <b>11747</b>			
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 ▶		Yes	No
		16		X

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

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

		Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

**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  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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). N/A

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

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

**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
THOMAS FRANKFURTH 17529 EDINBURGH DR TAMPA, FL 33647	CO-TRUSTEE 0.00	0.	0.	0.
JILL MCDERMOTT 126 BEDELL PLACE MELVILLE, NY 11747	CO-TRUSTEE 0.00	0.	0.	0.
PAUL FRANKFURTH 13093 SE GREEN TURTLE WAY TEQUESTA, FL 33469	CO-TRUSTEE 0.00	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	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	563,365.
b	Average of monthly cash balances	1b	39,000.
c	Fair market value of all other assets	1c	0.
d	<b>Total</b> (add lines 1a, b, and c)	1d	602,365.
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	602,365.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,035.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	593,330.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	29,667.

**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	29,667.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,478.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,478.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	28,189.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	28,189.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	28,189.

**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	46,455.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	46,455.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	46,455.

**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				28,189.
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	23,295.			
b From 2008	12,503.			
c From 2009	26,326.			
d From 2010	26,673.			
e From 2011	4,665.			
f Total of lines 3a through e	93,462.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 46,455.				
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				28,189.
e Remaining amount distributed out of corpus	18,266.			
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:	111,728.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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	23,295.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	88,433.			
10 Analysis of line 9:				
a Excess from 2008	12,503.			
b Excess from 2009	26,326.			
c Excess from 2010	26,673.			
d Excess from 2011	4,665.			
e Excess from 2012	18,266.			

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

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

**1 Information Regarding Foundation Managers:**

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

**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 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
<i>a Paid during the year</i>				
THE RETREAT				2,250.
UCPN				1,250.
CANCER CENTER OF AMERICA				500.
WHARTON HS				350.
EPILEPSY SERVICES FOUNDATION				460.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>30,925.</b>
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>				<b>0.</b>





**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
ST MARK THE EVANGELIST				5,000.
STEVE NASH FOUNDATION				1,050.
PETER A SIRACUSE FOUNDATION				3,000.
ST. ELIZABETH				275.
SWIM ACROSS AMERICA				100.
PROJECT PURPLE				100.
SCHOOL BUSINESS PARTNERSHIP OF LI				1,000.
CT SOLUTIONS				150.
THE LIGHTHOUSE ART CENTER				1,000.
LEUKEMIA LYM SOCIETY				1,185.
<b>Total from continuation sheets</b>				<b>26,115.</b>

**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
ALIS ALLIANCE				370.
JMCF				125.
MUSCULAR DYSTROPHY ASSOCIATION				360.
OPERATION HELPING HAND				500.
MUSCULAR DYSTROPHY ASSOCIATION				100.
JESUIT HS				1,000.
GFWC NEW TAMPA JR WOMENS CL				3,500.
CURE ON WHEELS				500.
ST MARK THE EVANGELIST				800.
ST MARK THE EVANGELIST				5,000.
<b>Total from continuation sheets</b>				



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**FORM 990-PF**                      **DIVIDENDS AND INTEREST FROM SECURITIES**                      **STATEMENT**    **1**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CITIBANK	4,256.	0.	4,256.
UBS	9,883.	0.	9,883.
TOTAL TO FM 990-PF, PART I, LN 4	14,139.	0.	14,139.

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**FORM 990-PF**                      **OTHER PROFESSIONAL FEES**                      **STATEMENT**    **2**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	6,609.	6,609.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	6,609.	6,609.	0.	0.

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**FORM 990-PF**                      **CORPORATE STOCK**                      **STATEMENT**    **3**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UBS	470,547.	536,397.
TOTAL TO FORM 990-PF, PART II, LINE 10B	470,547.	536,397.

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## Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

*Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868*

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

<b>Type or print</b>	Name of exempt organization or other filer, see instructions <b>FRANKFURTH CHARITABLE FOUNDATION</b>	Employer identification number (EIN) or <b>65-1066569</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions <b>126 BEDELL PLACE</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>MELVILLE, NY 11747</b>	

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-T (corporation)	07
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

**JILL MCDERMOTT**

- The books are in the care of ▶ **126 BEDELL PLACE - MELVILLE, NY 11747**  
 Telephone No. ▶ **631-673-3556** FAX No ▶ \_\_\_\_\_
- 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.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **SEPTEMBER 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year \_\_\_\_\_ or  
 ▶  tax year beginning **FEB 1, 2012**, and ending **JAN 31, 2013**

**2** If the tax year entered in line 1 is for less than 12 months, check reason  Initial return  Final return  Change in accounting period

<b>3a</b> 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.	<b>3a</b>	\$	0.
<b>b</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.	<b>3b</b>	\$	0.
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

THE FRANKFURTH FAMILY FOUNDATION  
 2012 LONG TERM GAIN (LOSS) SCHEDULE

Security Description	Shares	Purchase Date	Sales Date	Sales Amount	Cost Basis
ADT CORP COM	32.5	VARIOUS	10/1/2012	1354.53	0
AKAMAI TECHNOLOGIES INC	103	VARIOUS	7/9/2012	3098.53	2068.46
ALLIED WORLD ASSURN CHF	45	VARIOUS	5/31/2012	3425.32	1800.92
AMAZON.COM INC	33	4/2//2005	7/9/2012	7422.19	1071.82
AMC NETWORKS INC CLA	15	2/16/2001	7/9/2012	581.74	135.9
AMGEN INC	31	VARIOUS	8/16/2012	2572.63	1360.32
ANHEUSER BUSCH INBEV	11	1/10/2011	12/26/2012	959.29	623.15
APACHE CORP	53	VARIOUS	11/1/2012	4327.88	5670.41
APPLIED MATERIALS INC	367	VARIOUS	7/9/2012	4045.52	5519.23
ASML HOLDING NV NY REG	37	VARIOUS	11/20/2012	2066.4	714.52
ATLAS COPCO AB NEW SER 8	60	10/7/2009	7/9/2012	1124.37	690
AUTODESK INC	50	VARIOUS	7/9/2012	1569.5	1169.26
AXA ADR	100	VARIOUS	5/31/2012	1124.97	2276.45
BARCLAYS PLC ADR	69	3/18/2011	7/9/2012	703.11	1268.54
BASF SE SPON ADR	25	1/20/2005	11/8/2012	2016.45	844.5
BED BATH & BEYOND INC	75	VARIOUS	7/9/2012	4593.64	2973.79
BHP BILLITON LTD SPON ADR	33	VARIOUS	11/15/2012	2269.35	2493.19
BIOGEN IDEC INC	112	1/2/2001	VARIOUS	16001.1	6804
BLACKROCK INC	39	VARIOUS	7/9/2012	6686.4	5765.11
BOEING COMPANY	55	VARIOUS	7/9/2012	4067.16	4147.17
BROADCOM CORP CL A	148	VARIOUS	12/9/2012	4728.24	4730.87
CABLEVISION SYSTEMS CORP	75	2/16/2001	7/11/2012	971.97	420.56
CANON INC ADR JAPAN SPON	40	1/20/2005	7/9/2012	1531.16	1357.6
CARNIVAL CORP NEW	55	VARIOUS	7/11/2012	1808.4	1346.43
CELGENE CORP	32	VARIOUS	VARIOUS	2438.94	1632.27
CHUB CORP	5	1/20/2005	12/26/2012	375.34	188.7
CISCO SYSTEMS INC	463	VARIOUS	7/11/2012	7664.37	9302.02
CITRIX SYSTEMS INC	20	10/15/2012	7/9/2012	1534.56	1180.72
CME GROUP INC	50	VARIOUS	11/28/2012	2753.43	2986.37
COCA COLA CO COM	80	7/23/2001	12/31/2012	2865.54	2915.94
COMCAST CORP NEW SPEC	219	VARIOUS	5/31/2012	6291.87	5720.84
CREE INC	48	VARIOUS	7/9/2012	1155.84	1010.35
CRH PLC IRELAND SPON ADR	100	VARIOUS	8/16/2012	1776.49	2334.73
CVS CAREMARK CORP	48	10/23/2008	11/19/2012	2167.15	1395.36
DANONE SPON ADR	100	1/20/2005	8/16/2012	1224.97	888.5
DEERE AND CO	29	12/3/2009	12/18/2012	2520.91	1576.73
DEVON ENERGY CORP NEW	55	VARIOUS	11/12/2012	2968.28	3483.77
DOLBY LABORATORIES INC	38	VARIOUS	8/16/2012	1323.89	1148.11
DOVER CORP	28	VARIOUS	7/9/2012	1459.13	1510.4
EATON CORP	80	VARIOUS	12/3/2012	4132.4	3623.96
EBAY INC	256	VARIOUS	5/31/2012	9986.97	6069.49
ELSTER GROUP SE SPON ADR	38	VARIOUS	7/9/2012	775.18	591.66
EMC CORP MASS	124	VARIOUS	7/11/2012	2930.48	3009.67
EMCOR GROUP INC	17	9/16/2010	7/9/2012	476.49	403.75
EMERSON ELECTRIC CO	12	2/22/2005	12/18/2012	637.55	396.6
ERICSSON SEK 10 NEW 2002	296	VARIOUS	11/2/2012	2690.57	2932.45
FLUOR CORP NEW	14	11/20/2008	12/18/2012	828.92	426.58

FOREST LABORATORIES	100	1/24/2001	8/16/2012	3385.24	3006.25
FRANKLIN RESOURCES INC	25	3/24/2009	5/31/2012	2657.94	1334.74
FREEMPORT-MCMORAN COPPEI	26	VARIOUS	7/11/2012	844.98	456.91
GAP INC	80	VARIOUS	5/31/2012	2106.35	1357.05
GENERAL ELECTRIC CO	219	1/2/2001	7/11/2012	4312.78	9772.87
GLAXO SMITHKLINE PLC ADR	50	VARIOUS	11/14/2012	2104.95	2139.87
GOOGLE INC CL A	11	VARIOUS	7/9/2012	6438.92	4924.32
GREENHILL & CO INC	41	VARIOUS	7/9/2012	1413.64	1920.34
GRUPO TELEVISIA SA DE CV	60	4/15/2005	8/16/2012	1409.36	809.41
HALLIBURTON CO	46	10/7/2009	9/6/2012	1522.56	1289.84
HESS CORP	70	VARIOUS	11/12/2012	3533.52	3802.52
HOME DEPOT INC	146	VARIOUS	VARIOUS	9013.51	3200.32
HONDA MOTOR CO ADR	50	3/31/2005	11/7/2012	1523.46	1252
HONEYWELL INTL INC	75	1/20/2005	5/31/2012	4159.4	2631
HONG KONG & CHINA GAS LTD	605	7/9/2007	8/16/2012	1379.36	887.66
HSBC HOLDINGS PLC NEW	24	VARIOUS	5/31/2012	946.29	1658.52
HUMAN GENOME SCIENCES IN	126	VARIOUS	9/5/2012	1795.5	2318.46
HUTCHISON WHAMPOA LTD	62	10/7/2009	11/1/2012	1231.91	856.59
ICON PLC SPON ADR	57	VARIOUS	8/16/2012	1332.63	1508.4
IMMUNOGEN INC	70	VARIOUS	8/16/2012	976.96	548.06
ING GROEP N V NL SPON	140	VARIOUS	5/31/2012	806.7	1482.55
ISIS PHARMACEUTICALS INC	60	VARIOUS	7/9/2012	818.38	563.32
JACOBS ENGINEERING GROUF	22	VARIOUS	7/9/2012	824.1	1021.94
JOHNSON & JOHNSON	122	1/24/2001	VARIOUS	8588.57	5535.14
JONES LANG LASALLE INC	30	7/6/2009	5/31/2012	2159.05	965.98
JP MORGAN CHASE & CO	140	VARIOUS	7/9/2012	4732.35	4827.09
JUNIPER NETWORKS INC	135	VARIOUS	8/25/1905	2064.15	2052.12
KEYCORP NEW	225	VARIOUS	7/9/2012	1717.45	1254.94
L-3 COMMUNICATIONS HOLD	40	1/24/2001	7/9/2012	2894.33	1528.75
LIBERTY INTERACTIVE CORP	100	1/2/2001	8/16/2012	1794.4	1977.4
LIBERTY MEDIA CORP	25	1/30/2009	8/16/2012	2494.69	137.41
LIBERTY VENTURES SER A	5	VARIOUS	8/16/2012	212.7	0
MERCK & CO INC NEW COM	125	4/29/2009	VARIOUS	5512.34	2995.88
METTLER-TOLEDO INTL	3	1/20/2005	12/26/2012	575.24	15.48
MICROSOFT CORP	118	12/27/1990	VARIOUS	3308.28	124.25
MITSUBISHI UFJ FINANCIAL GP	267	VARIOUS	5/31/2012	1140.67	1955.41
MORGAN STANLEY	175	VARIOUS	7/9/2012	2431.13	5203.86
NASDAQ OMX GROUP	67	VARIOUS	8/16/2012	1567.76	1341.06
NAT-OILWELL VARCO INC	20	1/13/2009	7/9/2012	1337.76	526.64
NETAPP INC	59	VARIOUS	7/9/2012	1725.16	2968.01
NEWS CORP INC DELA CL A	64	1/20/2005	5/31/2012	1245.42	1105.92
NIKE INC CL B	23	6/7/2011	7/11/2012	2093	1879.51
NOVARTIS AG SPON ADR	110	VARIOUS	12/6/2012	6745.52	5198.05
NOVO NORDISK ADR DENMARI	10	1/20/2005	11/7/2012	1491.46	247.4
NUCOR CORP	95	VARIOUS	7/11/2012	3599.46	4073.48
ORACLE CORP	98	VARIOUS	7/11/2012	2842	2744.49
ORIX CORP SPON ADR	39	VARIOUS	5/31/2012	1665.65	2184.4
OSHKOSH CORP	67	VARIOUS	7/9/2012	1384.18	2305.74
PALL CORP	40	1/26/2005	7/9/2012	2134.35	1051.78
PENTAIR LTD	0.596	VARIOUS	10/1/2012	25.7	0
PEPSICO INC	66	1/24/2001	12/7/2012	4604.17	2821.5
PETROLEO BRASILEIRO SA	32	VARIOUS	7/11/2012	605.1	1027.18

PROCTER & GAMBLE CO	32	3/14/2001	12/17/2012	2242.51	1016 64
SAFEWAY INC	200	VARIOUS	5/31/2012	3854	4027 03
SANDISK CORP	45	2/27/2004	7/9/2012	1634.81	1150.52
SAP AG SPON ADR	30	2/3/2005	7/9/2012	1653.97	1153 2
SCHLUMBERGER LTD	91	VARIOUS	7/9/2012	6002 36	5262 34
SCHWAB CHARLES CORP NEV	225	2/19/2009	7/11/2012	2803 93	3022 87
SEAGATE TECHNOLOGY PLC	175	VARIOUS	7/9/2012	4536.33	3405 91
SMITH & NEPHEW PLC NEW	25	1/20/2005	11/29/2012	1319 22	1236.98
SUNCOR ENERGY INC	30	9/1/2009	7/11/2012	849 28	920 2
SYMANTEC CORP	97	VARIOUS	7/11/2012	1339 55	1838 39
TE CONNECTIVITY LTD CHF	75	VARIOUS	7/9/2012	2340.69	3042 51
TELEFONICA S A SPON ADR	45	1/20/2005	7/11/2012	555.44	756 06
TEVA PHARMACEUTICALS IND	25	3/31/2011	12/18/2012	964 23	1305.4
TEXAS INSTRUMENTS	257	2/4/2003	5/31/2012	7307.24	3970 65
TOTAL SA FRANCE SPON ADR	25	1/24/2007	7/11/2012	1104 81	1705
TREND MICRO INC NEW SPON	45	VARIOUS	7/9/2012	1265 37	1468
TYCO INTL LTD	65	VARIOUS	11/6/2012	1842.7	3704 07
UBS AG REGS ORD	85	VARIOUS	5/29/2012	929.46	2604 9
UNILEVER PLC AMER SHS	76	4/1/2005	12/17/2012	2970 01	1676 56
UNITED PARCEL SERVICE INC	53	VARIOUS	7/11/2012	4170.47	3881 28
UNITED STATES STEEL CORP	81	VARIOUS	7/11/2012	1655.6	4045 73
UNITED HEALTH GROUP	15	1/24/2001	12/26/2012	814 03	224 25
UNTD OVERSEAS BK LTD	60	VARIOUS	5/31/2012	1633 16	1718 14
US TRY NOTE 01 375% DUE					
		11/15/2012	11/15/2012	10000	10137 85
10000 VARIOUS					
VERTEX PHARMACEUTICAL INI	35	VARIOUS	11/9/2012	1575.66	946 12
VISA INC CL A	53	VARIOUS	5/31/2012	6126.13	3948 4
VODAFONE GROUP PLC	111	VARIOUS	11/12/2012	2940.32	2222.69
WALMART DE MEXICO SAB	40	3/29/2006	11/13/2012	1169 17	524
WALT DISNEY CO	98	1/2/2001	7/11/2012	4670 87	2682 26
WEATHERFORD INTL LTD	149	VARIOUS	8/16/2012	1830 03	1707.28
WEYERHAEUSER CO	175	VARIOUS	7/9/2012	3913	2956 54
TOTALS				353273 95	295034 75

#### 2012 SHORT TERM GAIN (LOSS)

AUTODESK INC	8	8/10/2011	7/9/2012	251 08	229 55
AXIS CAPITAL HOLDINGS LTD	54	VARIOUS	7/9/2012	1799 78	1818 3
BARCLAYS PLC ADR	28	8/4/2011	7/9/2012	285 29	360.89
BROADCOM CORP CL A	24	12/9/2011	12/6/2012	791 43	720 72
CARNIVAL CORP NEW	21	11/2/2011	7/11/2012	690 42	711 89
CHEVRON CORP	27	VARIOUS	11/14/2012	2800.1	2857 43
COMCAST CORP NEW SPEC	106	7/14/2011	8/31/2012	3046 63	2543 99
CREE INC	14	4/18/2012	7/9/2012	337 08	415 69
ENSCO PLC CL A	3	1/26/2012	12/6/2012	175.64	163 2
FIRST REP BANK	31	7/1/2011	5/31/2012	973.37	972.26
GUESS INC	15	4/3/2012	7/9/2012	433.34	475.39
HEWLETT PACKARD CO	32	VARIOUS	7/9/2012	619 18	904 89
JUNIPER NETWORKS INC	63	9/9/2011	7/9/2012	963.2	1347 71
KLA-TENCOR CORP	30	VARIOUS	7/9/2012	1365 26	1188.66

KOMATSU LTD SPON ADR	43	4/17/2012	7/11/2012	975 21	1223.6
NETAPP INC	13	VARIOUS	7/9/2012	380 08	471 25
NEWFIELD EXPLORATIONS CO	14	4/12/2012	7/11/2012	404 17	671
NIKE INC CL B	8	8/5/2011	7/11/2012	728 24	671
ORACLE CORP	35	11/8/2011	7/11/2012	1026.08	1174 05
PEBBLEBROOK HOTEL TR	69	VARIOUS	5/31/2012	1495 89	1392 13
PLANTRONICS INC NEW	13	8/17/2011	7/9/2012	435 75	440.18
REGIONS FINANCIAL CORP	299	VARIOUS	5/31/2012	1845.5	1895.39
SAFEWAY INC	42	7/21/2011	5/31/2012	809 76	919 63
SCHLUMBERGER LTD	26	11/8/2011	7/9/2012	1715 17	919.63
SOTHEBYS	11	VARIOUS	7/9/2012	359 47	347 5
SOUTHWESTERN ENERGY CO	34	VARIOUS	7/11/2012	1053.97	1265.92
WEYERHAEUSER CO	19	8/2/2011	7/9/2012	425 23	360 99
TOTALS				26186.32	26462.84