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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 , and ending

Name of foundation JOSEPH AND RAE GANN CHARITABLE FOUNDATION		A Employer identification number 65-6043241
Number and street (or P.O. box number if mail is not delivered to street address) 10185 COLLINS AVENUE		B Telephone number (see instructions)
City or town, state, and ZIP code BAL HARBOUR FL 33154		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) \$ 33,998,023		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input 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	967,367	967,367		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-543,004			
	b Gross sales price for all assets on line 6a 1,466,306				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	-38,464	-38,464			
12 Total. Add lines 1 through 11	385,899	928,903	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	8,900	8,900		
	c Other professional fees (attach schedule)	7,207	7,207		
	17 Interest	4	4		
	18 Taxes (attach schedule) (see instructions)	4,941	4,941		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	395	395		
	24 Total operating and administrative expenses. Add lines 13 through 23	21,447	21,447	0	0
	25 Contributions, gifts, grants paid	1,498,114			1,498,114
26 Total expenses and disbursements. Add lines 24 and 25	1,519,561	21,447	0	1,498,114	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,133,662				
b Net investment income (if negative, enter -0-)		907,456			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	21,508	34,596	34,596
	2 Savings and temporary cash investments			321,165
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	50,691	39,402	39,402
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	38,969,747	37,810,957	33,602,860
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis			
Liabilities	Less accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	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)	39,041,946	37,884,955	33,998,023
	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 MARGIN BALANCE)	30,605		
	23 Total liabilities (add lines 17 through 22)	30,605	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	39,011,341	37,884,955	
	30 Total net assets or fund balances (see instructions)	39,011,341	37,884,955	
	31 Total liabilities and net assets/fund balances (see instructions)	39,041,946	37,884,955	

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	39,011,341
2 Enter amount from Part I, line 27a	2	-1,133,662
3 Other increases not included in line 2 (itemize) CAPITAL GAIN INCOME	3	
4 Add lines 1, 2, and 3	4	37,877,679
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	37,877,679

Part IV Capital Gains and Losses for Tax on Investment Income

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

(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			0
b			0
c			0
d			0
e			0

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

(i) FMV 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			0
b			0
c			0
d			0
e			0

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	-543,004
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	17,637

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,390,076	30,343,937	0.045811
2010	1,170,980	28,384,393	0.041254
2009	1,911,794	23,934,697	0.079875
2008	1,926,809	39,052,166	0.049339
2007			0.000000

2 Total of line 1, column (d)	2	0.216279
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	0.054070
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	0

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

1 a 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	18,149	
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	18,149	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	18,149	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	36,166		
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	36,166		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,017		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 18,017 Refunded	11	0		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ MELVIN GOOBER, CPA Located at ▶ 55 PRESTON PLACE NORTH EASTON MA Telephone no ▶ (508) 230-8399 ZIP+4 ▶ 02356			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	
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? <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)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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** N/A

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** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☐ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
NONE				

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

▶

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		

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 (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 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	33,560,497
b	Average of monthly cash balances	1b	462,853
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	34,023,350
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	34,023,350
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	510,350
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,513,000
6	Minimum investment return. Enter 5% of line 5	6	1,675,650

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	1,675,650
2a	Tax on investment income for 2012 from Part VI, line 5	2a	18,149
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,149
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,657,501
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,657,501
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,657,501

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,498,114
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,498,114
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,498,114

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				1,657,501
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,491,540	
b Total for prior years 20 <u>08</u> , 20 <u>09</u> , 20 <u>10</u>		4,430,751		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ <u>1,498,114</u>				
a Applied to 2011, but not more than line 2a			1,491,540	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				6,574
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		4,430,751		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		4,430,751		
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				1,650,927
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a <i>Paid during the year</i> SEE ATTACHED LIST					1,498,114
Total					▶ 3a 1,498,114
b <i>Approved for future payment</i>					
Total					▶ 3b 0

Charitable Foundation
December 31, 2012
Annual Charitable Donations
65-6043241

All charitable contributions made to all organizations listed are Charitable Organizations recognized as such by IRS Section 503(c)(3) for religious, charitable, educational, scientific, literary, prevention of cruelty to children or animals purposes.

Hebrew College	200,000.00
Combined Jewish Philanthropies Of Greater Boston	150,000.00
Beth Menachem Chabad	100,500.00
Jewish Community Day School	73,400.00
Solomon Schechter Day School	68,000.00
American Friends Of Mosdos Boston In Israel	60,000.00
Shaloh House	59,050.00
Chelsea Jewish Nursing Home Foundation, Inc.	50,000.00
Gann Academy - New Jewish High School	50,000.00
Rashi School, Inc.	50,000.00
Temple Emanuel	27,122.00
AMIT	22,027.00
Combined Jewish Philanthropies	22,000.00
ROFEH International	20,000.00
Boston Jewish Film Festival	19,600.00
Touro Synagogue Foundation	17,200.00
Torah Academy	16,800.00
Congregation Beth El-Atereth Israel	15,460.00
Bais Yaakov Of Boston, Inc.	15,000.00
Friends Of Lithuanian Jewry	15,000.00
International Assocation Of Jewish Genealogical Societies	15,000.00
JINSA	14,500.00
New England Friends Of The IDF	14,000.00
Chabad Jewish Center	13,500.00
American Friends Of Magen David Adom	12,500.00
New England Hebrew Academy	11,000.00
Gateways Access To Jewish Education, Inc.	10,500.00
New Center For Arts & Culture	10,320.00
Aish Campus	10,000.00
American Jewish Historical Society	10,000.00
American Technion Society	10,000.00
Americans For Peace & Tolerance	10,000.00
Beth El Joseph & Rae Gann Preschool	10,000.00
Chabad House	10,000.00
Congregation Ohr Torah	10,000.00
Jewish Community Center Of Greater Boston	10,000.00
Kollel Of Greater Boston, Inc.	10,000.00
Mesivta Of Greater Boston	10,000.00
Metrowest Jewish Day School	10,000.00
Yeshiva Toras Chaim Emes	10,000.00
Young Israel Programs - CYIR	10,000.00
Middle East Media Research Institute	7,000.00

Charitable Foundation
December 31, 2012
Annual Charitable Donations
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Massachusetts General Hospital Fund	6,600.00
Hadassah The Women's Zionist Organization Of America	5,600.00
Boston Center For Jewish Heritage	5,500.00
Jewish Big Brother & Big Sister Association Of Greater Boston	5,500.00
Jewish Vocational Service	5,500.00
American Committee For Shaare Zedek Hospital In Jerusalem, Inc	5,100.00
Boston Children's Hospital	5,000.00
Boston Youth Moves	5,000.00
Chabad Lubavitch Of Greater Boynton	5,000.00
Congregation Agudas Achim Anshei Sfard Of Newton	5,000.00
Congregation Agudas Shalom	5,000.00
Friends Of JCHE	5,000.00
Jewish Community Center For Elderly Housing	5,000.00
Jewish Community Housing For The Elderly	5,000.00
Jewish Family And Children Service	5,000.00
Johns Hopkins University	5,000.00
Kehillah Schechter Academy	5,000.00
Newton-Wellesley Hosital Charitable Foundation	5,000.00
Sephardic Congregation Of Newton	5,000.00
Sha'arei Shalom	5,000.00
Simmons College	5,000.00
Vilna Shul	5,000.00
Yeshiva Torah Vodaath	5,000.00
C.A.M.E.R.A	3,860.00
Hide & Seek Foundation For Lysosomal Disease Research	3,500.00
The Shul Of Bal Harbour	3,150.00
Judaic Research Institute	3,000.00
Anti-Defamation League	2,500.00
Joslin Diabetes Center	2,500.00
United Way Of Massachusetts Bay	2,500.00
American Friends Lithuanian - Latvian Jews	2,000.00
Americans For Oxford, Inc.	2,000.00
B'Nos Menachem	2,000.00
Boys & Girls Clubs Of Boston	2,000.00
JEM	2,000.00
Jewish Family Service Of The North Shore	2,000.00
JewishGen, Inc.	2,000.00
Middle East Forum	2,000.00
The Rivers School	2,000.00
Hebrew Academy	1,800.00
The Aleph Institute	1,800.00
The Schechter Institutes, Inc.	1,800.00
United States Holocaust Memorial Museum	1,800.00
Jimmy Fund	1,700.00
Museum Of Jewish Heritage	1,600.00
Union Of Orthodox Jewish Congregations Of America	1,200.00
Camp Yavneh	1,000.00

Charitable Foundation
December 31, 2012
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Dana-Farber Cancer Institute	1,000.00
Friends Of Israel Disabled Veterans	1,000.00
Friends Of The International Institute Of Jewish Genealogy	1,000.00
Jewish Alliance For Law And Social Action	1,000.00
Litvak SIG	1,000.00
Lowe Center for Thoracic Oncology	1,000.00
Mayyim Hayyim Living Waters	1,000.00
B'Nai B'rith International	800.00
Museum Of Fine Arts	750.00
Friends Of The IDF	700.00
Congregation Agudath Shalom	665.00
Friends Of Yad Sarah	600.00
Friends Of Yemin Orde	600.00
Yad L'Achim	600.00
National Alliance On Mental Illness	560.00
WGBH	505.00
American Committee For Weizmann Institute Of Science	500.00
American Friends Of ALYN Hospital	500.00
American Friends Of Beit Hatfutsot	500.00
Center For Jewish History	500.00
Chabad Lubavitch Of Cape Cod	500.00
Chabad Lubavitch Of Chestnut Hill	500.00
Chai Center East	500.00
Gush Etzion Foundation	500.00
Hebrew Free Loan Association	500.00
Hillel	500.00
Hillel At Brandeis	500.00
Hillel House At Boston University	500.00
Lahey Clinic Foundation	500.00
MIT	500.00
ORT America	500.00
Risa S. Rosengard Foundation, Inc.	500.00
Slabodka Yeshiva	500.00
The David Project	500.00
Perkins School For The Blind	450.00
The Salvation Army	400.00
Carroll Center For The Blind	350.00
American Diabetes Association	300.00
Avon Walk For Breast Cancer	300.00
Chi Institute	300.00
Harvard Magazine	300.00
Historic Highfield	300.00
Jewish Federation Of Cape Cod	300.00
MADD	300.00
Massachusetts Horticultural Society	300.00
Northeast Animal Shelter	300.00
Pine Street Inn	300.00

Charitable Foundation
December 31, 2012
Annual Charitable Donations
65-6043241

United Synagogue Of Conservative Judaism	300.00
Alley Cat Allies	250.00
American Red Cross	250.00
ASPCA	250.00
Berklee College Of Music	250.00
Charles River Watershed Association	250.00
DJC Foundation	250.00
Eldridge Street Project	250.00
Hebrew Immigrant Aid Society	250.00
Little Brothers - Friends Of The Elderly	250.00
Mass Audubon	250.00
MSPCA	250.00
National Wildlife Federation	250.00
Rosie's Place	250.00
Yivo Institute For Jewish Research	250.00
Alzheimer's Association	200.00
American Friends Of Yeshim Kol Banayeth	200.00
Animal Rescue League Of Boston	200.00
Association To Preserve Cape Cod	200.00
Biblical Archaeology Society	200.00
Colonial Williamsburg Foundation	200.00
Diskin Orphan Home Of Israel, Inc.	200.00
General Israel Orphans' Home For Girls, Jerusalem	200.00
Greater Boston Food Bank	200.00
Heritage House	200.00
M.S. Society	200.00
Newton Free Library	200.00
Project Bread	200.00
THE 300 Committee	200.00
USC Shoah Foundation	200.00
Yad Chessed Charity Fund	180.00
Newton Historical Society	150.00
A.F.O. Kindness & Charity	100.00
Adam S. Friedman Memorial Fund	100.00
ADI	100.00
AIDS Action Committee	100.00
Alef Bet Academy	100.00
American Freinds Of Yeshivat Ateret Hatora	100.00
American Friends Of Hatzola Darom	100.00
American Friends Of Michkane Meir	100.00
Beth Medrash Govoha	100.00
Bullough's Pond Association	100.00
Camp Menorah	100.00
Congregation AIM Habanim	100.00
Congregation Birchas Mordchai	100.00
Congregation Oseh Tzedoko Vochessed	100.00
Congregation Pshemishel	100.00

Charitable Foundation
December 31, 2012
Annual Charitable Donations
65-6043241

David Horowitz Freedom Center	100.00
Friends Of Harim	100.00
G'Mach Chasdei Yitzchok	100.00
Hadras Yerushalayim	100.00
HIAS	100.00
Independent Reviewers Of New England	100.00
Israel Guide Dog Center For The Blind	100.00
Jewish Federation Of Philadelphia	100.00
Jewish War Veterans Of The USA	100.00
Karmanos Cancer Institute	100.00
Kollel Torah Vochessed	100.00
March Of Dimes	100.00
Mesorah Heritage Foundation	100.00
Multiple Myeloma Research Foundation	100.00
National Yiddish Book Center	100.00
Nature Conservancy	100.00
Newton Community Service Center	100.00
Ohel Malka	100.00
Paralyzed Veterans Of America	100.00
Progeria Research Foundation	100.00
Rodef Chesed	100.00
Shriner's Hospital For Children	100.00
Simon Wiesenthal Center	100.00
St. Jude Hospital	100.00
Synagogue For Russian Jews	100.00
The Heritage Foundation	100.00
The USO	100.00
Tiferes Achim	100.00
Tufts Medical Center	100.00
UTA Of KJ	100.00
Yad Ezra	100.00
Yeshiva Haichal Hatera	100.00
Yeshiva Ohel Simcha	100.00
Greater Boston Eruv Corporation	90.00
Shearith Hapleta	50.00
K-1 Investments - Donations from K-1	75.00
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	1,498,114.00

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals										Amount	
Capital Gains/Losses										-2	
Other sales											
Gross Sales										1,466,306	
Cost, Other Basis and Expenses										2,009,310	
Net Gain or Loss										-543,004	
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Part I, Line 11 (990-PF) - Other Income

		-38,464	-38,464	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	ORDINARY BUSINESS INCOME K-1	-20,522	-20,522	
2	OPTIONS ACTIVITY	-15,525	-15,525	
3	SECTION 1231 LOSS FROM K-1 INVESTMENT	-2,415	-2,415	
4	LONG TERM CAPITAL LOSS FROM K-1 INVESTMENT	-2	-2	

Part I, Line 16b (990-PF) - Accounting Fees

		8,900	8,900	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MELVIN GOOBER, CPA	8,900	8,900		

Part I, Line 16c (990-PF) - Other Professional Fees

		7,207	7,207	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	BROKER FEES	7,207	7,207		

Part I, Line 18 (990-PF) - Taxes

		4,941	4,941	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income				
3	Income tax				
4	FOREIGN TAXES PAID	4,941	4,941		

Part I, Line 23 (990-PF) - Other Expenses

		395	395	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Fund Raising				
2	SUPPLIES	82	82		
3	POST OFFICE BOX	180	180		
4	BANK AND BROKERAGE CHARGES	133	133		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num Shares/ Face Value	38,969,747		37,810,957	30,526,640		33,602,860
			Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year		
1	UBS MANAGED ACCOUNT		950,320	996,117	1,001,822	1,092,870		
2	SIGNATURE GROUP HOLDINGS		23,584,707	23,584,707	223,040	337,440		
3	TRI CONTINENTAL CORPORATION		4,553,867	3,149,590	2,291,030	1,781,550		
4	US BANCORP		2,953,510	2,953,510	19,976,425	22,358,000		
5	UIL HOLDINGS		435,608	435,608	589,476	596,809		
6	ROUNDING		1	2				
7	AT&T INC		229,779	229,779	276,696	308,447		
8	ENTERPRISE PRODUCTS PARTNER			495,014		495,792		
9	IE DU PONT DE NEMOURS		475,105	475,105	1,039,206	1,021,001		
10	WINDSTREAM CORPORATION		95,748	95,748	117,400	82,800		
11	ALTRIA GROUP		398,402	398,402	593,000	628,800		
12	AMERICAN ELECTRIC POWER		343,079	343,079	413,100	426,800		
13	CELLCOM ISRAEL LTD		357,305	357,305	169,000	82,800		
14	CENTURYLINK, INC		336,898	336,898	372,000	391,200		
15	ENERPLUS RESOURCES FD TR		231,780	231,780	253,200	129,600		
16	KAYNE ANDERSON MLP		237,062	512,876	303,700	574,665		
17	LEGACY RESERVES, LP		215,831	220,054	282,400	238,000		
18	MICROCHIP TECHNOLOGY		248,326	234,306	366,300	325,900		
19	NYSE EURONEXT		277,890		261,000			
20	PITNEY BOWES, INC		423,320	423,320	370,800	212,800		
21	PPL GROUP		290,600	290,600	294,200	286,300		
22	ASTRAZENECA		571,058	571,058	511,505	522,334		
23	NUSTAR ENERGY		213,245	176,582	226,640	169,920		
24	PLAINS ALL AMERICAN PIPELINE		239,683	216,855	293,800	361,920		
25	VERIZON COMMUNICATIONS		258,980	258,980	300,900	324,525		
26	UNSETTLED TRADES		1,047,643	323,677	0			
27	PIMCO HIGH YIELD FUND CLA			500,005		531,422		
28	UBS MONEY MARKET - TEMPORARY					321,165		

Part II, Line 22 (990-PF) - Other Liabilities

		30,605	0
Description		Beginning Balance	Ending Balance
1	MARGIN BALANCE	30,605	

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount		Long Term CG Distributions	Short Term CG Distributions	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	-2	0															
Description of Property Sold																	
1	19000 TRI-CONTINENTAL CORP		D	5/29/1998	8/3/2012		298,940					535,809	-236,869	0	0	0	-236,869
2	31000 TRI-CONTINENTAL CORP		D	5/29/1998	9/25/2012		504,337					868,468	-364,131	0	0	0	-364,131
3	10000 NYSE EURONEXT		P	3/11/2010	12/20/2012		315,858					285,378	30,480	0	0	0	30,480
4	225 MCDONALDS		P	10/6/2011	1/13/2012		22,565					20,018	2,547	0	0	0	2,547
5	600 KRAFT FOODS		P	10/11/2011	2/23/2012		22,876					20,512	2,364	0	0	0	2,364
6	750 PPL CORPORATION		P	1/18/2012	4/24/2012		20,136					20,930	-794	0	0	0	-794
7	2100 PFIZER INC		P	10/6/2011	5/11/2012		44,099					38,060	6,039	0	0	0	6,039
8	425 JP MORGAN CHASE		P	4/19/2012	5/16/2012		15,746					18,480	-2,734	0	0	0	-2,734
9	765 ABBOTT LABS		P	10/6/2011	7/13/2012		46,224					38,982	7,242	0	0	0	7,242
10	435 KELLOGG CO		P	2/17/2012	8/7/2012		21,001					22,756	-1,755	0	0	0	-1,755
11	390 HJ HEINZ CO		P	9/27/2011	8/23/2012		21,259					19,732	1,527	0	0	0	1,527
12	600 WASTE MANAGEMENT		P	12/1/2011	8/20/2012		20,463					18,548	1,915	0	0	0	1,915
13	20 APPLE		P	5/17/2012	8/28/2012		13,500					10,750	2,750	0	0	0	2,750
14	5 IBM		P	9/7/2012	9/13/2012		1,029					992	37	0	0	0	37
15	20 APPLE		P	11/13/2012	12/4/2012		11,800					11,386	414	0	0	0	414
16	525 AMERICAN ELECTRIC POWER		P	10/6/2011	11/13/2012		22,081					19,894	2,187	0	0	0	2,187
17	875 INTEL CORP		P	9/26/2011	11/13/2012		18,461					19,353	-892	0	0	0	-892
18	555 KIMBERLY CLARK		P	10/6/2011	12/12/2012		45,933					39,262	6,671	0	0	0	6,671