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
DAN & GLORIA SCHUSTERMAN
CHARITABLE FOUNDATION

A Employer identification number
73-1495727

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2121 SOUTH COLUMBIA, SUITE 650

B Telephone number
918-743-4300

City or town, state, and ZIP code
TULSA, OK 74114

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,500,416.

J Accounting method: [X] 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))

		(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	250,646.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	30,271.	29,659.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	411,624.			
	b Gross sales price for all assets on line 6a 897,745.				
	7 Capital gain net income (from Part IV, line 2)		411,624.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	692,541.	441,283.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	8,100.	0.		0.
	c Other professional fees STMT 3	16,368.	16,368.		0.
	17 Interest				
	18 Taxes STMT 4	2,619.	360.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	27,087.	16,728.		0.
	25 Contributions, gifts, grants paid	673,325.			673,325.
	26 **Total expenses and disbursements.** Add lines 24 and 25	700,412.	16,728.		673,325.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<7,871.>			
	b **Net investment income** (if negative, enter -0-)		424,555.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED AUG 2 ... 2013 IRS-OSC OGDEN, UT

SCANNED AUG 2 8 2013

9-14

18

Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	17,196.	153,175.	153,175.
	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 5	1,031,422.	887,572.	1,347,241.
	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 ▶)			
	16 **Total assets** (to be completed by all filers)	1,048,618.	1,040,747.	1,500,416.
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 ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	399,855.	399,855.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	648,763.	640,892.	
	30 **Total net assets or fund balances**	1,048,618.	1,040,747.	
	31 **Total liabilities and net assets/fund balances**	1,048,618.	1,040,747.	

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	1,048,618.
2 Enter amount from Part I, line 27a	2	<7,871.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,040,747.
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	1,040,747.

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	D		
b	SEE ATTACHED STATEMENT	D		
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	178,942.		142,825.	36,117.
b	718,803.		343,296.	375,507.
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				36,117.
b				375,507.
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	411,624.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	73,765.	1,544,437.	.047762
2010	241,575.	1,461,191.	.165327
2009	261,339.	1,312,063.	.199182
2008	274,500.	1,943,496.	.141240
2007	495,467.	2,620,715.	.189058

2 Total of line 1, column (d)	2	.742569
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	.148514
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,656,408.
5 Multiply line 4 by line 3	5	246,000.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,246.
7 Add lines 5 and 6	7	250,246.
8 Enter qualifying distributions from Part XII, line 4	8	673,325.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	4,246.
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	4,246.
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	4,246.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,120.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 7,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	8,120.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	3.
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	3,871.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 3,871. **Refunded** ▶		11	0.

Part VII-A | Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

223531
12-05-12

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

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

Website address ▶ N/A

14 The books are in care of ▶ PAUL D. WILSON Telephone no. ▶ 918-743-4300

Located at ▶ 2121 S. COLUMBIA, SUITE 650, TULSA, OK, TULSA, OK ZIP+4 ▶ 74114

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

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GLORIA SCHUSTERMAN 2121 S. COLUMBIA, SUITE 650 TULSA, OK 74114	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

223551
12-05-12

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.

223561
12-05-12

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	1,553,619.
b	Average of monthly cash balances		1b	128,013.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,681,632.
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	1,681,632.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	25,224.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,656,408.
6	**Minimum investment return.** Enter 5% of line 5		6	82,820.

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	82,820.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 4,246.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	4,246.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	78,574.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	78,574.
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	78,574.

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	673,325.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	673,325.
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	4,246.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	669,079.

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				78,574.
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 374,177.				
b From 2008 179,744.				
c From 2009 198,458.				
d From 2010 172,953.				
e From 2011				
f **Total** of lines 3a through e	925,332.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 673,325.				
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				78,574.
e Remaining amount distributed out of corpus	594,751.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,520,083.			
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	374,177.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	1,145,906.			
10 Analysis of line 9:				
a Excess from 2008 179,744.				
b Excess from 2009 198,458.				
c Excess from 2010 172,953.				
d Excess from 2011				
e Excess from 2012 594,751.				

223581
12-05-12

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

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

1 **Information Regarding Foundation Managers:**

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

GLORIA SCHUSTERMAN

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 ▶ [X] 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
a Paid during the year				
PEF ISRAEL ENDOWMENT FUNDS, INC. 317 MADISON AVE., SUITE 607 NEW YORK, NY 10017	NONE	501(C)(3)	ASSISTANCE	462,000.
JBI INTERNATIONAL 110 EAST 30TH STREET NEW YORK, NY 10016	NONE	501(C)(3)	ASSISTANCE	35,325.
AMERICAN FRIENDS OF ORR SHALOM 11831 MINNETONKA BLVD. MINNEAPOLIS, MN 55305	NONE	501(C)(3)	ASSISTANCE	25,000.
AMERICAN FRIENDS OF THE BE'ER SHEVA FOUNDATION 4711 WEST GOLF ROAD SKOKIE , IL 60076	NONE	501(C)(3)	ASSISTANCE	40,000.
AMERICAN FRIENDS OF TECHNODA, INC. P O BOX 4253 WARREN, NJ 07049	NONE	501(C)(3)	ASSISTANCE	50,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	673,325.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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					
4 Dividends and interest from securities			14	30,271.	
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			14		
8 Gain or (loss) from sales of assets other than inventory			18	411,624.	
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)		0.		441,895.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 441,895.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Gloria Schusterman | 8/14/2013 | DIRECTOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT C. VAUGHT	Robert C Vaught	8/9/13		P00168903
Firm's name ▶ HOGANTAYLOR LLP			Firm's EIN ▶ 73-1413977	
Firm's address ▶ 2200 S. UTICA PL., SUITE 400 TULSA, OK 74114-7000			Phone no. (918) 745-2333	

223622 12-05-12

Dan & Gloria Schusterman Charitable Foundation 2012
SHORT-TERM GAIN (LOSS)
COVERED SECURITIES
ACCT. 424
SCHEDULE D

STOCKS SOLD	SALES PROCEEDS	COST	GAIN (LOSS)	DATE PURCHASE	DATE SOLD
Rolls Royce-Redemption	213.19	213.19	0.00	11/10/2011	1/6/2012
Telephone & Data-Cash in Lieu	6.31	4.84	1.47	10/25/2011	1/25/2012
El Paso Corp-1,000	29,797.33	25,550.00	4,247.33	12/20/2011	4/11/2012
Liberty Global Inc. Series A-400	19,208.48	16,108.00	3,100.48	12/20/2011	4/12/2012
Liberty Global Inc. Series C-400	18,383.58	15,652.00	2,731.58	12/20/2011	4/12/2012
Thomas & Betts-600	43,200.00	32,100.00	11,100.00	12/20/2011	5/17/2012
Rolls Royce-Redemption	329.07	329.07	0.00	5/15/2012	7/5/2012
Janus Capital Group-3,000	24,454.25	21,405.60	3,048.65	5/22/2012	11/30/2012
Smart Balance Inc-500	6,226.45	3,001.85	3,224.60	5/31/2012	12/6/2012
Liberty Global Inc. Series A-200	12,024.73	8,054.00	3,970.73	12/20/2011	12/10/2012
Liberty Global Inc. Series C-200	11,274.74	7,826.00	3,448.74	12/20/2011	12/10/2012
Post Holding Inc-400	13,823.69	12,580.80	1,242.89	4/23/2012	12/10/2012
TOTAL STOCKS SOLD	178,941.82	142,825.35	36,116.47		

Dan & Gloria Schusterman Charitable Foundation 2012
LONG-TERM GAIN (LOSS)
NONCOVERED SECURITIES
ACCT. 425
SCHEDULE D

STOCKS SOLD	SALES PROCEEDS	COST	GAIN (LOSS)	DATE PURCHASE	DATE SOLD
Telephone & Data-Cash in Lieu	15 73	20 55	(4.82)	Various	1/25/2012
Northeast Utilities-Cash in Lieu	14.35	0 00	14 35	9/3/2003	4/10/2012
Gencorp Inc-1,000	6,719.84	10,404 20	(3,684.36)	10/4/1999	4/11/2012
Griffon Corp-1,000	9,679 78	11,785.40	(2,105.62)	2/4/2010	4/11/2012
Midas Group Inc-1,000	11,459.74	16,134 20	(4,674 46)	10/31/2007	4/11/2012
Northeast Utilities-2,074	73,956.77	15,198 82	58,757 95	Various	4/11/2012
Omnova Solutions Inc-1,000	7,100 84	3,120 30	3,980 54	8/17/2000	4/11/2012
Rollins Inc-1,000	20,510.53	4,035 91	16,474 62	6/8/1998	4/11/2012
SL Industries Inc-300	5,480.87	3,303 15	2,177.72	9/8/1998	4/11/2012
Scripps Networks-300	14,011 69	3,619.50	10,392.19	1/19/2001	4/11/2012
Sprint Nextel Corp-4,111	11,164.39	16,103 62	(4,939 23)	Various	4/11/2012
Vivendi-1,200	20,488.82	14,449 44	6,039 38	9/3/2003	4/11/2012
National Fuel Gas-600	26,986.91	32,260.96	(5,274.05)	Various	4/12/2012
Thomas & Betts-400	28,800 00	7,840 48	20,959 52	2/22/2001	5/17/2012
Telephone & Data-521	10,441.59	18,679.19	(8,237.60)	Various	5/22/2012
Westar Energy Inc-500	13,855 68	5,403 57	8,452 11	11/25/2002	5/22/2012
Omnova Solutions Inc-3,000	23,253 97	9,360 90	13,893 07	Various	7/2/2012
Directv-600	32,006.54	11,677.69	20,328.85	Various	9/7/2012
American Express-300	16,790 62	1,728.00	15,062.62	5/30/1997	11/30/2012
Archer-Daniels-500	13,329.70	3,935 85	9,393 85	12/7/1998	11/30/2012
CNH Global-200	9,568 94	4,020 00	5,548 94	5/24/2004	11/30/2012
Danone Sponsored-1,000	12,759.71	10,082 10	2,677 61	11/28/2005	11/30/2012
Grupo Televisa-700	16,544.96	7,318.04	9,226.92	8/6/2001	11/30/2012
Kaman Corp-900	32,581 24	4,500 00	28,081 24	Various	11/30/2012
Rollins Inc-600	13,590.71	2,421.55	11,169.16	6/8/1998	11/30/2012
Southwest Gas Corp-400	16,685 30	3,096 00	13,589 30	6/5/1997	11/30/2012
Watts Water Tech-200	8,106 91	2,547 60	5,559 31	7/11/2000	11/30/2012
ZEP Inc-600	7,397.29	12,036 78	(4,639 49)	12/21/2010	11/30/2012
Kaman Corp-1,500	53,707 64	7,500 00	46,207 64	Various	12/3/2012
Ryman Hospitality-500	17,666.10	7,023 00	10,643 10	Various	12/6/2012
SL Industries Inc-200	3,565 72	2,202 10	1,363 62	9/8/1998	12/6/2012
Scripps Networks-200	11,289.74	2,413 00	8,876.74	1/19/2001	12/6/2012
Telephone & Data-400	8,853.80	14,418 47	(5,564 67)	9/3/2008	12/6/2012
Time Warner Inc-400	18,484 30	10,120 87	8,363 43	Various	12/6/2012
United States Cellular-400	13,933.68	22,665.41	(8,731.73)	Various	12/6/2012
Dish Network Corp-400	14,838.66	4,697 72	10,140 94	1/7/2009	12/10/2012
Flowserve Corp-200	28,579 63	3,388 74	25,190.89	Various	12/10/2012
Legg Mason Inc-400	10,223.77	9,548 20	675 57	6/5/2009	12/10/2012
News Corp Inc-500	12,388 87	4,316.02	8,072 85	8/11/2000	12/10/2012
Rollins Inc-600	13,562.81	2,421.54	11,141 27	6/8/1998	12/10/2012
Ryman Hospitality-500	18,492.58	7,023.00	11,469 58	7/27/2000	12/10/2012
SL Industries Inc-200	3,513 92	1,249 54	2,264 38	1/4/2002	12/10/2012
Watts Water Tech-300	12,158 00	3,821 40	8,336 60	7/11/2000	12/10/2012
Westar Energy Inc-500	14,240 58	5,403.57	8,837 01	11/25/2002	12/10/2012
TOTAL STOCKS SOLD	718,803 22	343,296 38	375,506 84		

DAN & GLORIA SCHUSTERMAN CHARITABLE FOUNDATION 73-1495727

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
EZER MIZION, INC. 1281-49 STREET BROOKLYN, NY 11219	NONE	501(C)(3)	ASSISTANCE	25,000.
FRIENDS OF ELYIA-USA, INC. 1104 WATERWHEEL PL. WESTLAKE VILLAGE, CA 91361	NONE	501(C)(3)	ASSISTANCE	36,000.
Total from continuation sheets				61,000.

223631
05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GABELLI & CO	30,271.	0.	30,271.
TOTAL TO FM 990-PF, PART I, LN 4	30,271.	0.	30,271.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,900.	0.		0.
OVERHEAD MANAGEMENT FEE	6,200.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	8,100.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	16,368.	16,368.		0.
TO FORM 990-PF, PG 1, LN 16C	16,368.	16,368.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX EXPENSE	360.	360.		0.
FEDERAL INCOME TAXES	2,259.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,619.	360.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN EXPRESS, 200 SHARES	1,152.	11,496.
CTS CORP, 500 SHARES	1,665.	5,315.
SPRINT PCS, 2111 SHARES	0.	0.
CABLEVISION SYS CORP, 1000 SH	11,827.	14,940.
NEWS CORP LTD 500 SHARES	4,316.	12,755.
ENERGIZER HOLDINGS, 300 SHARES	4,849.	23,994.
FORTUNE BRANDS, INC., 200 SHARES	873.	5,844.
GAYLORD ENTERTAINMENT, 1000 SHARES	0.	0.
NAVISTAR INTL, 1000 SHARES	25,109.	21,770.
NORTHEAST UTILS, 500 SHARES	0.	0.
OMNOVA SOLUTIONS, 2000 SHARES	0.	0.
THOMAS & BETTS CORP, 400 SHARES	0.	0.
UNITED STATES CELLULAR, 400 SHARES	13,934.	14,096.
WATTS INDS INC., 300 SHARES	3,821.	12,897.
SCRIPPS NETWORK INTERACTIVE, 500 SH	6,033.	28,960.
WESTAR ENERGY, INC., 1000 SHARES	0.	0.
CHEMED CORP, 300 SHARES	7,503.	20,577.
VIVENDI UNIVERSAL, 1200 SHARES	0.	0.
INTERACTIVE, 750 SHARES	8,138.	35,432.
SENSIENT TECHNOLOGIES, 500 SHARES	11,106.	17,780.
CNH GLOBAL, 200 SHARES	0.	0.
800 SH GRUPO TELEVISA SA DE	7,582.	21,264.
500 SH ARCHER DANIELS MIDLAND	0.	0.
1000 SH GRIFFIN LAND & NURSERY	12,338.	27,000.
800 SH ROLLINS INC	2,704.	17,632.
200 SH FLOWSERVICE CORP	3,389.	29,360.
1000 SH GENCORP INC	8,682.	9,150.
2400 SH KAMAN CORP	0.	0.
800 SH SL INDUSTRIES	5,802.	14,400.
1200 SH NSTAR	0.	0.
400 SH SOUTHWEST GAS	3,099.	16,964.
2000 SH ROLLS ROYCE	13,466.	28,000.
1000 SH GROUPE DANONE	10,345.	13,390.
806 SH DISCOVERY HOLDING(SPINOFF LIB MEDIA)	1,093.	49,158.
500 SH INTERNATIONAL FLAVOR & FRAGRANCES	23,035.	33,270.
5000 SH FURMANITE CORP	15,989.	26,850.
200 SH GATX CORP	8,558.	8,660.
600 SH DIRECT TV	0.	0.
500 SH MOOG INC	2,652.	20,515.
1000 SH MIDAS GROUP	0.	0.
40 SH ASCENT MEDIA CORP	662.	2,478.
500 SH GRAFTECH INTL	2,974.	4,695.
2000 SH OMNOVA SOLUTIONS	0.	0.
1220 SH DR PEPPER SNAPPLE	49,305.	53,900.
600 SH TELEPHONE & DATA SYSTEMS	15,158.	13,284.
1600 SH DISH NETWORK	42,837.	58,240.
800 SH LEGG MASON INC	21,619.	20,576.

200 SH NAT'L FUEL GAS	0.	0.
2000 SH SPRINT NEXTEL	0.	0.
400 SH TIME WARNER	0.	0.
400 SH VIACOM INC	9,073.	21,708.
1000 SH GRIFFON CORP	0.	0.
500 SH MADISON SQ GARDEN	1,119.	22,175.
300 SH NORTHERN TRUST CO	16,332.	15,048.
500 SH STATE STREET CORP	22,982.	23,505.
400 SH ZEP INC	4,013.	5,776.
800 SH GATX CORP	25,612.	34,640.
400 SH TIME WARNER	12,381.	19,132.
400 SH NATIONAL FUEL	0.	0.
250 SH AMC NETWORKS	938.	12,375.
200 SH BEAM, INC.	2,882.	12,218.
600 SH THOMAS & BETTS	0.	0.
532 SH LIBERTY GLOBAL CLASS A	31,296.	40,497.
400 SH LIBERTY GLOBAL CLASS C	15,652.	23,500.
2500 SH DIRECTV	107,738.	125,400.
300 SH NORTHERN TRUST CO	12,026.	15,048.
600 SH ZEP	11,846.	8,664.
200 SH MILLICOM INT'L CELLULAR	17,538.	17,120.
2500 SH INTERNAP NETWORK	18,604.	17,315.
500 SH SNYDERS-LANCE INC	10,538.	12,060.
500 SH BRINKS INC	12,891.	14,265.
1000 SH ELPASO CORP	0.	0.
300 SH CH ENERGY	19,590.	19,566.
1000 SH WALT DISNEY	50,220.	49,790.
250 SH MADISON SQUARE GARDEN	11,198.	11,087.
600 SH POST HOLDINGS INC.	17,871.	20,550.
500 SH BANK NEW YORK MELLON	11,272.	12,850.
250 SH AMC NETWORKS INC	12,650.	12,375.
500 SH SMART BALANCE INC.	3,002.	6,450.
500 SH LAYNE CHRISTENSON CO	9,631.	12,135.
831 SH RYMAN HOSPITALITY PPTYS	31,322.	31,960.
1000 SH CONSTELLATION BRANDS	35,740.	35,390.
TOTAL TO FORM 990-PF, PART II, LINE 10B	887,572.	1,347,241.