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**

**For calendar year 2012, or tax year beginning , 2012, and ending ,**

Name of foundation: Fifth Avenue Foundation
Number and street (or P O box number if mail is not delivered to street address): 600 W. 6th Street
Room/suite: 300
City or town: Fort Worth
State: TX
ZIP code: 76102

A Employer identification number: 75-1659424
B Telephone number (see the instructions): (817) 877-2800
C If exemption application is pending, check here ► ☐
D 1 Foreign organizations, check here ► ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 1,059,777.

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

| **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 (att sch) | | | | |
| 2 | Ck ► ☒ if the foundn is not req to att Sch B | | | | |
| 3 | Interest on savings and temporary cash investments | 7,679. | 7,679. | 7,679. | |
| 4 | Dividends and interest from securities | 15,217. | 15,217. | 15,217. | |
| 5 a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6 a | Net gain/(loss) from sale of assets not on line 10 | 7,276. | L-6a Stmt | | |
| b | Gross sales price for all assets on line 6a 653,895. | | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 7,276. | | |
| 8 | Net short-term capital gain | | | 7,276. | |
| 9 | Income modifications | | | | |
| 10 a | Gross sales less returns and allowances | | | | |
| b | Less Cost of goods sold | | | | |
| c | Gross profit/(loss) (att sch) | | | | |
| 11 | Other income (attach schedule) Oil Royalties | 510. | 510. | 510. | |
| 12 | **Total.** Add lines 1 through 11 | 30,682. | 30,682. | 30,682. | |
| 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 sch) L-16b Stmt | 2,450. | 2,450. | 2,450. | |
| c | Other prof fees (attach sch) L-16c Stmt | 8,081. | 8,081. | 8,081. | |
| 17 | Interest | | | | |
| 18 | Taxes (attach schedule)(see instrs) See Line 18 Stmt | 1,773. | 1,773. | 1,773. | |
| 19 | Depreciation (attach sch) and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel, conferences, and meetings | 254. | 254. | 254. | |
| 22 | Printing and publications | | | | |
| 23 | Other expenses (attach schedule) | | | | |
| 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 12,558. | 12,558. | 12,558. | |
| 25 | Contributions, gifts, grants paid | 53,000. | | | 53,000. |
| 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 65,558. | 12,558. | 12,558. | 53,000. |
| 27 | Subtract line 26 from line 12: | | | | |
| a | **Excess of revenue over expenses and disbursements** | -34,876. | | | |
| b | **Net investment income** (if negative, enter -0-) | | 18,124. | | |
| c | **Adjusted net income** (if negative, enter -0-) | | | 18,124. | |

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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 | | | |
| | 2 | Savings and temporary cash investments | 3,591. | 1,116. | 1,116. |
| | 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 sch) ▶ | | | |
| | | 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 (attach schedule) L-10a Stmt | 174,525. | 174,525. | 202,093. |
| | b | Investments – corporate stock (attach schedule) L-10b Stmt | 514,480. | 506,369. | 698,329. |
| | c | Investments – corporate bonds (attach schedule) L-10c Stmt | 183,741. | 159,451. | 158,239. |
| | 11 | Investments – land, buildings, and equipment basis ▶ | | | |
| | | 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) | 876,337. | 841,461. | 1,059,777. |
| LIABILITIES | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, & other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶ ) | | | |
| | 23 | **Total liabilities** (add lines 17 through 22) | | | |
| NET ASSETS OR FUND BALANCES | | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | **Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.** | | | |
| | 27 | Capital stock, trust principal, or current funds | | | |
| | 28 | Paid-in or capital surplus, or land, building, and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 876,337. | 841,461. | |
| | 30 | **Total net assets or fund balances** (see instructions) | 876,337. | 841,461. | |
| | 31 | **Total liabilities and net assets/fund balances** (see instructions) | 876,337. | 841,461. | |

## 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 | 876,337. |
| 2 | Enter amount from Part I, line 27a | 2 | -34,876. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 841,461. |
| 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 | 841,461. |

## 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 shares MLC Company) | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|---|---|---|---|---|
| 1 a | See Attached Sheet - Short Term | P | various | various |
| b | See Attached Sheet - Long Term | P | various | various |
| 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 | 270,707. | | 296,194. | -25,487. |
| b | 383,188. | | 350,425. | 32,763. |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | (l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|---|---|---|---|
| a | | | | -25,487. |
| b | 0. | 0. | 0. | 32,763. |
| 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 | 7,276. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | 3 | 7,276. |

## 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 (column (b) divided by column (c)) |
|---|---|---|---|
| 2011 | 52,250. | 1,060,163. | 0.049285 |
| 2010 | 42,000. | 963,703. | 0.043582 |
| 2009 | 37,250. | 865,591. | 0.043034 |
| 2008 | 73,000. | 996,343. | 0.073268 |
| 2007 | 43,500. | 1,156,720. | 0.037606 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.246775 |
| 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 | 0.049355 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 1,059,552. |
| 5 | Multiply line 4 by line 3 | 5 | 52,294. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 181. |
| 7 | Add lines 5 and 6 | 7 | 52,475. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 53,000. |

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)

| | | | | |
|---|---|---|---|---|
| 1 a | Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1<br>Date of ruling or determination letter ________ (attach copy of letter if necessary – see instrs) | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b | | 1 | 181. |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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 | 181. |
| 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 | 181. |
| 6 | Credits/Payments | | | |
| a | 2012 estimated tax pmts and 2011 overpayment credited to 2012 | 6 a 2,000. | | |
| b | Exempt foreign organizations – tax withheld at source | 6 b | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6 c | | |
| d | Backup withholding erroneously withheld | 6 d | | |
| 7 | Total credits and payments Add lines 6a through 6d | | 7 | 2,000. |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached | | 8 | |
| 9 | Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed | ► | 9 | |
| 10 | Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | ► | 10 | 1,819. |
| 11 | Enter the amount of line 10 to be Credited to 2013 estimated tax ► 400. Refunded | ► | 11 | 1,419. |

## 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? | 1 a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? | 1 b | | 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? | 1 c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>**(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?<br>*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 |
| 4 a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4 a | | X |
| b | If 'Yes,' has it filed a tax return on **Form 990-T** for this year? | 4 b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>*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<br>• By language in the governing instrument, or<br>• 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, column (c), and Part XV* | 7 | X | |
| 8 a | Enter the states to which the foundation reports or with which it is registered (see instructions) ►<br>TX - Texas | | | |
| 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* | 8 b | 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 |

## 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 ► Harry Bartel Telephone no ► (817) 877-2800

Located at ► 600 W 6th Street Fort Worth TX ZIP + 4 ► 76102

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

| | | | 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

| **File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.** | | | Yes | No |
|---|---|---|---|---|
| **1 a** 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)? | | 1 b | | |
| 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? | | 1 c | | 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?<br>If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ | ☐ Yes ☒ No | | | |
| **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 ) | | 2 b | | |
| **c** If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here<br>► 20__ , 20__ , 20__ , 20__ | | | | |
| **3 a** 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 )* | | 3 b | | |
| **4 a** Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4 a | | 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? | | 4 b | | 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**

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

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

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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 |
|---|---|---|---|---|
| Harry E. Bartel<br>600 W 6th Street<br>Fort Worth TX 76102 | Pres/Treas<br>1.00 | 0. | 0. | 0. |
| Michael G. Appleman<br>600 W 6th Street<br>Fort Worth TX 76102 | Sec/Asst Treas<br>2.00 | 0. | 0. | 0. |
| Dale Harper<br>600 W 6th Street<br>Fort Worth TX 76102 | VP/Asst Sec<br>1.00 | 0. | 0. | 0. |
| | | | | |

**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 ► None

## 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 ► | | None |

## Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|---|
| 1 | |
| 2 | |
| 3 | |
| 4 | |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|---|---|
| 1 | |
| 2 | |
| All other program-related investments See instructions<br>3 | |
| **Total.** Add lines 1 through 3 ► | |

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

| | | |
|---|---|---|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes | | |
| a Average monthly fair market value of securities | 1a | 1,047,829. |
| b Average of monthly cash balances | 1b | 10,268. |
| c Fair market value of all other assets (see instructions) | 1c | 17,590. |
| d **Total** (add lines 1a, b, and c) | 1d | 1,075,687. |
| 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 | 1,075,687. |
| 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 16,135. |
| 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 1,059,552. |
| 6 **Minimum investment return.** Enter 5% of line 5 | 6 | 52,978. |

## 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 | 52,978. |
| 2a Tax on investment income for 2012 from Part VI, line 5 | 2a | 181. | | |
| b Income tax for 2012 (This does not include the tax from Part VI ) | 2b | | | |
| c Add lines 2a and 2b | | | 2c | 181. |
| 3 Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 52,797. |
| 4 Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 Add lines 3 and 4 | | | 5 | 52,797. |
| 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 | 52,797. |

## 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 | 53,000. |
| 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 | 53,000. |
| 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 | 181. |
| 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 52,819. |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|---|---|---|---|---|---|
| **1** Distributable amount for 2012 from Part XI, line 7 | | | | | 52,797. |
| **2** Undistributed income, if any, as of the end of 2012 | | | | | |
| **a** Enter amount for 2011 only | | | | 3,480. | |
| **b** Total for prior years 20 ___ , 20 ___ , 20 ___ | | | | | |
| **3** Excess distributions carryover, if any, to 2012 | | | | | |
| **a** From 2007 | 11,453. | | | | |
| **b** From 2008 | 23,580. | | | | |
| **c** From 2009 | 0. | | | | |
| **d** From 2010 | 0. | | | | |
| **e** From 2011 | 0. | | | | |
| **f** **Total** of lines 3a through e | | 35,033. | | | |
| **4** Qualifying distributions for 2012 from Part XII, line 4 ► $ 53,000. | | | | | |
| **a** Applied to 2011, but not more than line 2a | | | | 3,480. | |
| **b** Applied to undistributed income of prior years (Election required — see instructions) | | | | | |
| **c** Treated as distributions out of corpus (Election required — see instructions) | | 0. | | | |
| **d** Applied to 2012 distributable amount | | | | | 49,520. |
| **e** Remaining amount distributed out of corpus | | 0. | | | |
| **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 | | 35,033. | | | |
| **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 | | | | | |
| **d** Subtract line 6c from line 6b Taxable amount — see instructions | | | 0. | | |
| **e** Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions | | | | 0. | |
| **f** Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | | 3,277. |
| **7** Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | 0. | | | |
| **8** Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | | 11,453. | | | |
| **9** **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a | | 23,580. | | | |
| **10** Analysis of line 9 | | | | | |
| **a** Excess from 2008 | 23,580. | | | | |
| **b** Excess from 2009 | 0. | | | | |
| **c** Excess from 2010 | 0. | | | | |
| **d** Excess from 2011 | 0. | | | | |
| **e** Excess from 2012 | 0. | | | | |

## 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 | | | |
|---|---|---|---|---|---|
| | (a) 2012 | (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<br>a 'Assets' alternative test – enter<br>(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<br>(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) )

N/A

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

N/A

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

Harry Bartel
600 W 6th Street
Fort Worth TX 76102 (817) 877-2800

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

Letter with information specifying need and proof of status as recognized charitable organization.

c Any submission deadlines

None

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

Grants limited to arts organizations and programs operating primarily in the Dallas/Fort Worth area.

**Part XV** **Supplementary Information** (continued)

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

| Recipient<br>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* | | | | |
| Amphibian Productions<br>2429 Colonial Parkway<br>Fort Worth TX 76109 | | 501(c)3 | To Support Charitable Purpose | 2,500. |
| Artes de la Rosa<br>1440 N. Main Street<br>Fort Worth TX 76164 | | 501(c)3 | To Support Charitable Purpose | 1,000. |
| Arts Fifth Avenue<br>1628 5th Avenue<br>Fort Worth TX 76104 | | 501(c)3 | To Support Charitable Purpose | 1,500. |
| Casa Manana<br>3101 W. Lancaster St.<br>Fort Worth TX 76107 | | 501(c)3 | To Support Charitable Purpose | 4,000. |
| Chamber Music Society of FW<br>2501 Parkview Drive, Suite 620<br>Fort Worth TX 76102 | | 501(c)3 | To Support Charitable Purpose | 2,000. |
| Jubilee Theatre<br>506 Main Street<br>Fort Worth TX 76102 | | 501(c)3 | To Support Charitable Purpose | 2,000. |
| Lone Star Film Society<br>2501 Forest Park Blvd<br>Fort Worth TX 76110 | | 501(c)3 | To Support Charitable Purpose | 1,500. |
| Mayfest<br>3228 Camp Bowie Blvd<br>Fort Worth TX 76107 | | 501(c)3 | To Support Charitable Purpose | 1,000. |
| Modern Art Museum<br>3200 Darnell Street<br>Fort Worth TX 76107 | | 501(c)3 | To Support Charitable Purpose | 2,500. |
| See Line 3a statement | | | | 35,000. |
| **Total** | | | ► 3a | 53,000. |
| **b** *Approved for future payment* | | | | |
| **Total** | | | ► 3b | |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions ) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 7,679. | |
| 4 Dividends and interest from securities | | | 14 | 15,217. | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | | | 7,276. |
| 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) | | | | 22,896. | 7,276. |
| 13 **Total.** Add line 12, columns (b), (d), and (e) | | | | 13 | 30,172. |

(See worksheet in line 13 instructions to verify calculations )

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

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

## 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 | 1 a (1) | | X |
| (2) Other assets | 1 a (2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1 b (1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1 b (2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1 b (3) | | X |
| (4) Reimbursement arrangements | 1 b (4) | | X |
| (5) Loans or loan guarantees | 1 b (5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1 b (6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1 c | | 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 |
|---|---|---|---|
| | | | |
| | | | |
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| | | | |

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

b If 'Yes,' complete the following schedule

| **(a)** Name of organization | **(b)** Type of organization | **(c)** Description of relationship |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |

**Sign Here**

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

Harry E. Bartel
Signature of officer or trustee

5.14.2013
Date

President
Title

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| T. Field Lange, CPA | T Field Lange, CPA | 5/16/13 | | P00174565 |

Firm's name ► Lange & Associates, P.C.
Firm's EIN ► 75-2858189
Firm's address ► 6300 Ridglea Place, Suite 500
Fort Worth TX 76116
Phone no (817) 335-3800

**Form 990-PF**
**Part I, Line 6a**

# Net Gain or Loss From Sale of Assets

**2012**

Name: Fifth Avenue Foundation

Employer Identification Number: 75-1659424

## Asset Information:

Description of Property: Short Term Capital Transactions
Date Acquired: various
How Acquired: Purchased
Date Sold: various
Name of Buyer:
Sales Price: 270,707.
Cost or other basis (do not reduce by depreciation): 296,194.
Sales Expense:
Valuation Method:
Total Gain (Loss): -25,487.
Accumulation Depreciation:

Description of Property: Long Term Capital Transactions
Date Acquired: various
How Acquired: Purchased
Date Sold: various
Name of Buyer:
Sales Price: 383,188.
Cost or other basis (do not reduce by depreciation):
Sales Expense: 350,425.
Valuation Method:
Total Gain (Loss): 32,763.
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

| Taxes | Rev/Exp Book | Net Inv Inc | Adj Net Inc | Charity Disb |
|---|---|---|---|---|
| Property Taxes | 71. | 71. | 71. | |
| Federal Income Tax | 1,660. | 1,660. | 1,660. | |
| Severance Taxes | 1. | 1. | 1. | |
| Foreign Taxes Paid | 41. | 41. | 41. | |
| Total | 1,773. | 1,773. | 1,773. | |

Form 990-PF, Page 11, Part XV, line 3a

**Line 3a statement**

| Recipient<br>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 | Person or Business Checkbox<br>Amount |
|---|---|---|---|---|
| a *Paid during the year* | | | | |
| Fort Worth Symphony Orchestra<br>330 E. 4th Street<br>Fort Worth TX 76102 | | 501(c)3 | To Support Charitable Purpose | Person or ☐<br>Business ☒<br>10,000. |
| Fort Worth Opera<br>1300 Gendy Street<br>Fort Worth TX 76107 | | 501(c)3 | To Support Charitable Purpose | Person or ☐<br>Business ☒<br>7,500. |
| Circle Theatre<br>230 W. 4th Street<br>Fort Worth TX 76102 | | 501(c)3 | To Support Charitable Purpose | Person or ☐<br>Business ☒<br>2,000. |
| Texas Christian University<br>TCU Box 297500<br>Fort Worth TX 76129 | | 501(c)3 | To Support Charitable Purpose | Person or ☐<br>Business ☒<br>1,500. |
| Van Cliburn Foundation<br>2525 Ridgmar Blvd, Ste 307<br>Fort Worth TX 76116 | | 501(c)3 | To Support Charitable Purpose | Person or ☐<br>Business ☒<br>2,500. |
| Fort Worth Country Day School<br>4200 Country Day Lane<br>Fort Worth TX 76109 | | 501(c)3 | To Support Charitable Purpose | Person or ☐<br>Business ☒<br>1,500. |
| Ballet Concerto<br>3803 Camp Bowie Blvd<br>Fort Worth TX 76107 | | 501(c)3 | To Support Charitable Purpose | Person or ☐<br>Business ☒<br>1,000. |
| Hip Pocket Theatre<br>1950 Silver Creek Rd.<br>Fort Worth TX 76136 | | 501(c)3 | To Support Charitable Purpose | Person or ☐<br>Business ☒<br>2,500. |
| Trinity Valley School<br>7500 Dutch Branch Rd<br>Fort Worth TX 76132 | | 501(c)3 | To Support Charitable Purpose | Person or ☐<br>Business ☒<br>3,000. |
| Stage West, Inc.<br>821 W. Vickery<br>Fort Worth TX 76104 | | 501(c)3 | To Support Charitable Purpose | Person or ☐<br>Business ☒<br>2,500. |
| North Central Texas Academy<br>3846 N Hwy 144<br>Granbury TX 76048 | | 501(c)3 | To Support Charitable Purpose | Person or ☐<br>Business ☒<br>1,000. |

Form 990-PF, Page 11, Part XV, line 3a Continued

**Line 3a statement**

| Recipient<br>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 | Person or Business Checkbox<br>Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| Total | | | | 35,000. |

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

| Name of Provider | Type of Service Provided | Amount Paid Per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|---|
| Lange & Associates, | Tax | 2,450. | 2,450. | 2,450. | |
| Total | | 2,450. | 2,450. | 2,450. | |

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

| Name of Provider | Type of Service Provided | Amount Paid Per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|---|
| Charles Schwab | Brokerage Fees | 8,081. | 8,081. | 8,081. | |
| Total | | 8,081. | 8,081. | 8,081. | |

Form 990-PF, Page 2, Part II, Line 10a

**L-10a Stmt**

| | End of Year | | End of Year | |
|---|---|---|---|---|
| **Line 10a - Investments - US and State Government Obligations:** | **State and Local Obligations Book Value** | **State and Local Obligations FMV** | **US Government Obligations Book Value** | **US Government Obligations FMV** |
| See Attached Statement | | | 174,525. | 202,093. |
| Total | | | 174,525. | 202,093. |

Form 990-PF, Page 2, Part II, Line 10b
**L-10b Stmt**

| Line 10b - Investments - Corporate Stock: | End of Year<br>Book Value | <br>Fair Market Value |
|---|---|---|
| See Attached Statement | 506,369. | 698,329. |
| Total | 506,369. | 698,329. |

Form 990-PF, Page 2, Part II, Line 10c
**L- 10c Stmt**

| Line 10c - Investments - Corporate Bonds: | End of Year<br>Book Value | <br>Fair Market Value |
|---|---|---|
| See Attached Statement | 159,451. | 158,239. |
| Total | 159,451. | 158,239. |

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10a and 10c

| Corporate Bonds | Balance 12/31/11 | Purchases | Sale/ Redemption | Interest Inc/(Loss) | Balance 12/31/12 | FMV 12/31/12 |
|---|---|---|---|---|---|---|
| Express Scripts 5 25% Due 6/15/12 | 54,217.75 | - | 50,000 00 | 4,217.75 | - | - |
| Enterprise Prod 4.6% Due 8/1/12 | 62,945.20 | | 60,000.00 | (2,945.20) | - | - |
| Caterpillar Inc 1.375% Due 5/27/14 | | 50,975.14 | | | 50,975.14 | 50,649.75 |
| Express Scripts 3 125% Due 5/15/16 | | 41,897 76 | | | 41,897.76 | 42,188 92 |
| JP Morgan Chase 2.05% Due 1/24/14 | 25,326.50 | | | | 25,326.50 | 25,375 50 |
| Prudential Finl 2.75% Due 1/14/13 | 41,252.08 | - | - | - | 41,252.08 | 40,024 96 |
| Total Corporate Bonds | 183,741.53 | 92,872.90 | 110,000.00 | 1,272.55 | 159,451.48 | 158,239 13 |
| U S. Treasury Bonds | | | | | | |
| US Treasury Bill Due 07/15/20 | 49,789.60 | - | - | - | 49,789.60 | 62,870 75 |
| UST INFL IDX 0.5% Due 4/15/15 | 124,735.08 | - | - | - | 124,735.08 | 139,222 00 |
| Total U.S. Treasury Bonds | 174,524.68 | - | - | - | 174,524.68 | 202,092.75 |
| Total Bonds | 358,266.21 | 92,872 90 | 110,000 00 | 1,272.55 | 333,976.16 | 360,331.88 |

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10b

| Stocks | Date of Acquisition | Beg # of Shares | Cost 12/31/2011 | Change Shares | Cost Purchased | Date of Sale | Basis of Sold | Basis 12/31/2012 | # Shares 12/31/2012 | FMV 12/31/2012 | Sale Proceeds |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Equities | | | | | | | | | | | |
| A T & T, Inc | 2/4/2005 | 100 | 2,407 50 | | | | | 2,407 50 | 100 | 3,371 00 | |
| A T & T Inc | 7/1/2011 | 200 | 6,334 55 | (200) | | 2/1/2012 | 6,334 55 | - | | | 5,931 34 |
| Abbot Laboratories | 11/12/1999 | 300 | 10,219 17 | | | | | 10,219 17 | 300 | 19 650 00 | |
| Abercrombie & Fitch | 7/1/2009 | 300 | 7,648 65 | (300) | | 7/2/2012 | 7,648 65 | - | - | | 10,080 72 |
| Acxiom Corp | 12/3/2012 | | | 200 | 3,486 35 | | | 3,486 35 | 200 | 3 492 00 | |
| Adobe Systems, Inc | 7/1/2011 | 100 | 3,161 75 | (100) | | 2/1/2012 | 3,161 75 | - | - | | 3,133 09 |
| Agilent Technologies Inc | 12/1/2010 | 100 | 3,601 75 | | | | | 3,601 75 | 100 | 4 094 00 | |
| Alaska Air Group | 12/3/2012 | | | 100 | 4,247 35 | | | 4,247 35 | 100 | 4 309 00 | |
| Air Prod & Chemicals Inc | 7/1/2011 | 100 | 9,645 55 | (100) | | 2/1/2012 | 9,645 55 | - | - | | 8,941 88 |
| American Express Company | 7/1/2011 | 100 | 5,240 75 | (100) | | 2/1/2012 | 5,240 75 | - | - | | 5 077 15 |
| Ashland Inc New | 2/1/2012 | | | | 6,414 75 | 12/3/2012 | 6,414 75 | - | - | | 7 029 39 |
| Atwood Oceanics Inc | 7/2/2012 | | | 200 | 7,558 95 | | | 7,558 95 | 200 | 9 158 00 | |
| Avon Products | 7/2/2012 | | | | 3,162 35 | 12/3/2012 | 3,162 35 | - | - | | 2,787 39 |
| Autodesk, Inc | 4/1/2003 | 200 | 1,588 00 | | | | | 1,588 00 | 200 | 7 070 00 | |
| B&G Foods Inc | 7/2/2012 | | | 200 | 5,355 75 | | | 5,355 75 | 200 | 5 662 00 | |
| Babcock & Wilcox Co | 7/2/2012 | | | | 2,509 85 | 12/3/2012 | 2,509 85 | - | - | | 2,485 19 |
| Borg Warner | 12/1/2009 | 100 | 3,077 30 | | | | | 3,077 30 | 100 | 7,162 00 | |
| Bruker Corporation | 7/2/2012 | | | | 10,831 35 | 12/3/2012 | 10,831 35 | - | - | | 11,567 59 |
| Camden Property Trust | 12/1/2009 | 100 | 3,914 80 | (100) | | 2/1/2012 | 3,914 80 | - | - | | 6,438 03 |
| Catalyst Health Sols Inc | 12/1/2009 | 300 | 10 447 74 | (300) | | 6/14/2012 | 10 447 74 | | - | | 26,863 16 |
| CBS Corporation | 7/2/2012 | | | 300 | 9,881 05 | | | 9,881 05 | 300 | 11 415 00 | |
| Celanese Corp | 12/3/2012 | | | 200 | 8,208 55 | | | 8,208 55 | 200 | 8 906 00 | |
| Cisco Systems Inc | 2/1/2012 | | | | 3,988 95 | 7/2/2012 | 3,988 95 | | - | | 3,403 37 |
| Chevron/Texaco | 9/3/2003 | 100 | 3,743 50 | | | | | 3,743 50 | 100 | 10 814 00 | |
| Coca Cola Company | 7/1/2009 | 200 | 9,859 80 | 200 | | | | 9,859 80 | 400 | 14 500 00 | |
| Comerica Incorporated | 2/1/2012 | | | | 2,824 75 | 7/2/2012 | 2,824 75 | | - | | 3 090 28 |
| Corelogic Inc | 7/2/2012 | | | 600 | 11,299 75 | | | 11,299 75 | 600 | 16,152 00 | |
| Corning Inc | 7/2/2012 | | | 700 | 9,023 97 | | | 9,023 97 | 700 | 8,834 00 | |
| Corning Inc | 12/3/2012 | | | 800 | 9,728 15 | | | 9,728 15 | 800 | 10 096 00 | |
| Corp Executive Board | 2/1/2012 | | | 400 | 16,135 35 | | | 16,135 35 | 400 | | |
| Corp Executive Board | | | | (100) | | | 4,034 00 | (4,034 00) | (100) | | 4,105 36 |
| Corp Executive Board | | | | (300) | | | 12,101 35 | (12,101 35) | (300) | | 12,841 56 |
| Cree Inc | 12/3/2012 | | | 200 | 6,426 35 | | | 6,426 35 | 200 | 6 796 00 | |
| Corrections CP Amer New CXW | 12/1/2010 | 400 | 9,808 15 | (400) | | 2/1/2012 | 9,808 15 | - | | | 9,507 27 |
| Cytec Industries Inc | 2/1/2012 | | | 100 | 5,602 75 | | | 5,602 75 | 100 | 6 883 00 | |
| D R Horton Co | 7/1/2011 | 800 | 9,407 35 | (800) | | 7/2/2012 | 9,407 35 | - | - | | 14,784 40 |
| D S T Systems Inc | 7/1/2011 | 100 | 5,342 85 | (100) | | 2/1/2012 | 5,342 85 | - | | | 4,985 05 |
| Dean Foods Co New | 12/1/2010 | 700 | 5,194 55 | (700) | | 2/1/2012 | 5,194 55 | | | | 7 636 30 |
| Discover Financial Svcs | 12/1/2010 | 200 | 3,782 75 | | | | | 3,782 75 | 200 | 7 710 00 | |
| Duke Energy Corp New | 12/3/2012 | | | 100 | 6,422 82 | | | 6,422 82 | 100 | 6 380 00 | |
| Energen Corp | 12/5/2008 | 200 | 5,321 95 | | | | | 5,321 95 | 200 | 9 018 00 | |
| Entergy Corp New | 7/1/2011 | 200 | 13,682 55 | (200) | | 7/2/2012 | 13,682 55 | | - | | 13,693 34 |
| Exxon Mobil Corporation | 2/4/2005 | 200 | 12,871 70 | | | | | 12 871 70 | 200 | 17 310 00 | |
| Finish Line Inc | 7/2/2012 | | | | 10,177 95 | 12/3/2012 | 10,177 95 | | - | | 10,321 82 |
| Firstmerit Corp | 2/1/2012 | | | | 1,631 75 | 7/2/2012 | 1,631 75 | | - | | 1,634 11 |
| Fortinet Inc | 7/2/2012 | | | 200 | 11,808 45 | 12/3/2012 | 7,085 07 | 4,723 38 | 200 | 4 204 00 | 5,889 22 |
| Foster Wheeler AG | 7/2/2012 | | | 100 | 1,694 95 | | | 1,694 95 | 100 | 2,432 00 | |
| F5 Networks Inc | 2/1/2012 | | | | 12,220 35 | 7/2/2012 | 12,220 35 | - | - | | 9 715 13 |
| Garmin, Ltd | 12/5/2008 | 100 | 1,595 15 | (100) | | 7/2/2012 | 1,595 15 | - | | | 3,801 16 |
| GATX Corp | 12/3/2012 | | | 100 | 4,220 45 | | | 4,220 45 | 100 | 4,330 00 | |
| General Dynamics Corp | 12/5/2008 | 100 | 4,918 05 | | | | | 4,918 05 | 100 | 6,927 00 | |
| General Electric Company | 12/1/2010 | 100 | 1,632 85 | | | | | 1,632 85 | 100 | 2 099 00 | |
| General Electric Company | 2/1/2012 | | | 100 | 1,907 75 | | | 1,907 75 | 100 | 2 099 00 | |
| Goldman Sachs Group Inc | 7/2/2012 | | | | 9,674 35 | 12/3/2012 | 9,674 35 | - | - | | 11,914 88 |
| Graco Incorporated | 12/1/2009 | 200 | 5,707 80 | | | | | 5,707 80 | 200 | 10,298 00 | |
| Guess Inc | 7/1/2011 | 100 | 4,242 75 | (100) | | 2/1/2012 | 4,242 75 | - | - | | 3 214 19 |
| Hanover Insurance Group | 7/2/2012 | | | 200 | 11,726 38 | 12/3/2012 | 3 908 79 | 7,817 59 | 200 | 7,748 00 | 3 658 57 |
| Helmerich & Payne Inc | 12/1/2009 | 100 | 3,771 10 | | | | | 3,771 10 | 100 | 5,601 00 | |
| Hershey Company | 2/1/2012 | | | 100 | 6,073 75 | | | 6,073 75 | 100 | 7 222 00 | |
| Hewlett Packard | 9/4/2002 | 200 | 2,570 00 | (200) | | 12/3/2012 | 2,570 00 | | - | | 2,575 39 |
| Hewlett Packard | 2/1/2012 | | | | 11,544 15 | 7/2/2012 | 11,544 15 | | - | | 8,019 79 |
| Hill Rom Holdings Inc | 7/1/2011 | 100 | 4,756 55 | (100) | | 2/1/2012 | 4,756 55 | | - | | 3,378 08 |
| Hologic Inc | 2/1/2012 | | | | 12,487 75 | 7/2/2012 | 12,487 75 | | - | | 10,983 82 |
| Home Depot Inc | 12/1/2010 | 500 | 15,828 15 | (200) | | 2/1/2012 | 6,331 26 | 9,496 89 | 300 | 18,555 00 | 9,426 30 |
| HSBC Hldgs PLC | 12/3/2012 | | | 300 | 15,392 35 | | | 15,392 35 | 300 | 15,921 00 | |
| HSN INC | 7/2/2012 | | | 200 | 8,102 35 | | | 8,102 35 | 200 | 11,016 00 | |
| Huntington Ingalls Inds | 12/3/2012 | | | 100 | 4,030 15 | | | 4,030 15 | 100 | 4,334 00 | |
| IAC/Interactive Corp New | 7/1/2011 | 200 | 7,500 75 | (100) | | 2/1/2012 | 3,750 38 | 3,750 37 | 100 | 4,724 20 | 4,702 16 |
| Intel Corp | 5/3/2010 | 200 | 4,686 75 | (200) | | 12/3/2012 | 4,686 75 | | - | | 3,895 36 |
| Intel Corp | 4/1/2003 | 100 | 1,666 00 | | | | | 1,666 00 | 100 | 2,062 00 | |
| Intl Business Machines | 7/2/2012 | | | 100 | 19,539 95 | | | 19,539 95 | 100 | 19,155 00 | |
| JDA Software Group Inc | 7/2/2012 | | | | 2,969 85 | 11/30/2012 | 2,969 85 | - | - | | 4,455 95 |
| JDS Uniphase Corp New | 2/1/2012 | | | | 1,317 75 | 7/2/2012 | 1,317 75 | - | - | | 1 080 03 |
| Jefferies Group Inc | 2/1/2012 | | | | 10,683 25 | 7/2/2012 | 10,683 25 | | - | | 8,973 25 |
| Johnson & Johnson | 7/2/2012 | | | 100 | 6,803 75 | | | 6,803 75 | 100 | 7,010 00 | |
| Johnson & Johnson | 4/7/2008 | 100 | 5,415 00 | | | | | 5,415 00 | 100 | 7,010 00 | |
| Johnson & Johnson | | | 1,178 95 | | | | | 1,178 95 | - | | |
| JP Morgan Chase & Co | 10/28/1999 | 264 | 7,507 50 | (64) | | 3/27/2012 | 2,169 54 | 5,337 96 | 200 | 8,794 00 | 2,945 45 |
| JP Morgan Chase & Co | 7/1/2009 | 100 | 3,389 90 | | | | | 3,389 90 | 100 | 4,396 73 | |
| JP Morgan Chase & Co (fka Bank One) | 7/1/2004 | 36 | 1,385 87 | (36) | | 3/27/2012 | 1,385 87 | - | - | | 1,656 82 |
| J2 Global Inc | 12/3/2012 | | | 500 | 15,101 85 | | | 15,101 85 | 500 | 15 300 00 | |
| Kimco Realty Corp | 7/2/2012 | | | 200 | 3,778 75 | | | 3,778 75 | 200 | 3,864 00 | |
| Legg Mason Inc | 12/1/2010 | 300 | 10,073 35 | (300) | | 2/1/2012 | 10,073 35 | | - | | 7,842 35 |
| Liberty Interactive | 7/2/2012 | | | | 4,675 17 | 12/3/2012 | 4,675 17 | - | - | | 5,754 52 |
| Liberty Interactive Ventures | 7/2/2012 | | | | 617 41 | 9/26/2012 | 617 41 | - | | | 722 16 |
| Liberty Interactive 12RTRights | 7/2/2012 | | | | 59 01 | 9/26/2012 | 59 01 | - | | | 61 40 |
| Lifetime Fitness | 7/2/2012 | | | | 4,765 85 | 12/3/2012 | 4,765 85 | - | - | | 4 653 95 |
| Lincoln National Corp | 12/3/2012 | | | 100 | 2,520 75 | | | 2,520 75 | 100 | 2,590 00 | |
| McDonalds Corp | 4/7/2008 | 200 | 11,388 95 | | | | | 11,388 95 | 200 | 17,642 00 | |

*Fifth Avenue Foundation*
EIN 75 1659424
Attachment to Part II, Line 10b

| Stocks | Date of Acquisition | Beg # of Shares | Cost 12/31/2011 | Change Shares | Cost Purchased | Date of Sale | Basis of Sold | Basis 12/31/2012 | # Shares 12/31/2012 | FMV 12/31/2012 | Sale Proceeds |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Equities | | | | | | | | | | | |
| Medtronic Inc | 12/1/2009 | 200 | 8,525 10 | (200) | | 12/3/2012 | 8,525 10 | | - | | 8,143 33 |
| *Merck & Co, Inc* | *12/5/2008* | *200* | *5,198 95* | | | | | *5,198 95* | *200* | *8,188 00* | |
| Merck & Co, Inc | 7/1/2011 | 100 | 3,556 75 | (100) | | 7/2/2012 | 3,556 75 | - | - | | 4,169 26 |
| Metlife Inc | 2/1/2012 | | | | 7,298 55 | 7/2/2012 | 7,298 55 | - | - | | 6,075.51 |
| Microsemi Corporation | 7/2/2012 | | | | 1,858 85 | 12/3/2012 | 1,858 85 | - | - | | 1,934 21 |
| Microsoft Corp | 5/3/2010 | 300 | 9,300 41 | (300) | | 7/2/2012 | 9,300 41 | - | - | | 9,138 24 |
| Microsoft Corporation | 12/5/2008 | 100 | 1,884 85 | | | | | 1,884 85 | 100 | 2,670 97 | |
| Microsoft Corp | 2/1/2012 | | | | 3,007 75 | 12/3/2012 | 3,007 75 | - | - | | 2,641 19 |
| NII Holdings Inc | 7/2/2012 | | | | 4,196 55 | 12/3/2012 | 4,196 55 | - | - | | 2,055 80 |
| *Neustar Inc Class A* | 7/2/2012 | | | | 3,406 85 | 12/3/2012 | 3,406 85 | - | - | | 4,012 36 |
| Newfield Exploration Co | 7/1/2011 | 100 | 6,878 47 | (100) | | 2/1/2012 | 6,878 47 | - | - | | 3,776 08 |
| Norfolk Southern | 4/4/2003 | 200 | 3,743 00 | (100) | | 7/2/2012 | 1,871 50 | 1,871 50 | 100 | 6,184 00 | 7,113 49 |
| Nu Skin Enterprises CL A | 12/1/2010 | 100 | 3,216 75 | (100) | | 12/3/2012 | 3,216 75 | - | - | | 4,467 75 |
| Nucor Corp | 2/1/2012 | | | | 9,068 55 | 7/2/2012 | 9,068 55 | - | - | | 7,551 48 |
| Occidental Pete Corp | 7/1/2009 | 100 | 6,519 90 | (100) | | 12/3/2012 | 6,519 90 | - | - | | 7,423 08 |
| Omnicare Inc | 12/1/2010 | 400 | 9,048 15 | (100) | | 2/1/2012 | 2 262 04 | 6,786 11 | 300 | 10,830 00 | 3 311 09 |
| Open Text Corp | 12/5/2008 | 100 | 2,636 18 | | | | | 2,636 18 | 100 | 5 588 77 | |
| Open Text Corp | 12/3/2012 | | | 100 | 5,708 35 | | | 5,708 35 | 100 | 5 588 77 | |
| Oracle Corporation | 7/2/2012 | | | 600 | 17,809 75 | | | 17,809 75 | 600 | 19,992 00 | |
| Oshkosh Corp | 2/1/2012 | | | | 2,562 85 | 7/2/2012 | 2,562 85 | - | - | | 2,026 20 |
| P S S World Medical Inc | 12/1/2010 | 200 | 4,198 75 | (200) | | 2/1/2012 | 4,198 75 | - | - | | 4,975 35 |
| Penske Automotive Group | 12/3/2012 | | | 200 | 5,872 15 | | | 5,872 15 | 200 | 6,018 00 | |
| Petroleo Brasileiro ADRF | 2/1/2012 | | | | 15,813 45 | 7/2/2012 | 15,813 45 | - | - | | 9,117 90 |
| Perrigo Co | 5/3/2010 | 100 | 6,317 35 | | | | | 6,317 35 | 100 | 10,403 00 | |
| PNM Resources Inc | 12/1/2010 | 300 | 3,650 56 | | | | | 3,650 56 | 300 | 6,153 00 | |
| PNM Resources Inc | 7/2/2012 | | | 200 | 7,932 35 | 12/3/2012 | 3,966 18 | 3,966 17 | 200 | 4,102 00 | 4,221 96 |
| Polyone Corp | 7/1/2011 | 500 | 7,878 25 | (500) | | 2/1/2012 | 7,878 25 | - | - | | 7,411 41 |
| Pool Corporation | 7/1/2011 | 100 | 3,065 65 | (100) | | 7/2/2012 | 3,065 65 | - | - | | 4,001 06 |
| Principal Financial Grp | 12/5/2008 | 500 | 6,074 97 | | | | | 6,074 97 | 500 | 14,260 00 | |
| Procter & Gamble | 9/5/2001 | 200 | 6,846 81 | | | | | 6,846 81 | 200 | 13,578 00 | |
| Proctor & Gamble | 12/1/2010 | 100 | 6,233 75 | (100) | | 2/1/2012 | 6,233 75 | - | - | | 6,329 13 |
| Progressive Corp Ohio | 5/3/2010 | 200 | 4,074 61 | (200) | | 2/1/2012 | 4,074 61 | - | | | 4,126 51 |
| Progressive Corp Ohio | 12/1/2009 | 100 | 1,696 80 | (100) | | 12/3/2012 | 1,696 80 | - | | | 2,113 50 |
| Prudential Financial Inc | 7/1/2011 | 100 | 6,467 75 | (100) | | 2/1/2012 | 6,467 75 | - | | | 5,866 14 |
| Public Service Enterprise Group | | 400 | 5,395 00 | | | | | 5,395 00 | 400 | 12,240 00 | |
| Qualcomm Inc | 2/1/2012 | | | | 5 965 85 | 7/2/2012 | 5,965 85 | | - | | 5,552 13 |
| Redhat Inc | 12/3/2012 | | | 100 | 4,953 75 | | | 4,953 75 | 100 | 5,296 00 | |
| Reinsurance GP Amer New | 12/3/2012 | | | 100 | 5,141 35 | | | 5,141 35 | 100 | 5,352 00 | |
| Royal Dutch Shell | 7/2/2012 | | | 100 | 6,786 79 | | | 6,786 79 | 100 | 6,895 00 | |
| Royal Dutch Shell | 12/3/2012 | | | 100 | 6,696 95 | | | 6,696 95 | 100 | 6,895 00 | |
| S P X Corp | 2/4/2005 | 100 | 4,208 95 | | | | | 4,208 95 | 100 | 7,015 00 | |
| SAIC Inc | 7/1/2011 | 200 | 3,394 55 | (200) | | 7/2/2012 | 3,394 55 | - | - | | 2,397 69 |
| SAIC Inc | 2/1/2012 | | | | 6,567 95 | 7/2/2012 | 6,567 95 | - | - | | 5,994 22 |
| Scandisk Corp | 7/1/2011 | 400 | 17,128 15 | (300) | | 7/2/2012 | 12,846 11 | 4,282 04 | 100 | | 11,025 40 |
| Scandisk Corp | | | | (100) | | 2/1/2012 | 4,282 04 | (4,282 04) | (100) | | 4,667 06 |
| Sara Lee Corp | 12/1/2009 | 300 | 3,697 65 | (300) | | 6/26/2012 | 3,697 65 | - | - | | 5,631 25 |
| Schlumberger Ltd | 12/1/2009 | 100 | 6,520 80 | (100) | | 7/2/2012 | 6,520 80 | - | - | | 6,469 90 |
| Scripps Ntwk Interactiv | 12/1/2010 | 200 | 10,267 57 | (200) | | 2/1/2012 | 10,267 57 | - | - | | 8,719 30 |
| Semtech Corp | 7/2/2012 | | | 400 | 9,756 15 | | | 9,756 15 | 400 | 11,580 00 | |
| Sigma Aldrich Group | 9/6/2005 | 200 | 6,159 58 | | | | | 6,159 58 | 200 | 14,716 00 | |
| Simon PPTY Group | 4/1/2003 | 100 | 3,649 33 | | | | | 3,649 33 | 100 | 15,809 00 | |
| Solarwinds Inc | 12/3/2012 | | | 200 | 11,065 35 | | | 11,065 35 | 200 | 10,490 00 | |
| Sonoco Products Co | 4/1/2003 | 400 | 8,168 00 | | | | | 8,168 00 | 400 | 11,892 00 | |
| Spirit Aerosystems Hldgs | 2/1/2012 | | | | 2,383 85 | 12/3/2012 | 2 383 85 | - | | | 1,539 22 |
| St Jude Medical Inc | 12/3/2012 | | | 200 | 6,790 55 | | | 6,790 55 | 200 | 7,228 00 | |
| Starwod Htls & Rsts New | 12/3/2012 | | | 100 | 5,345 75 | | | 5,345 75 | 100 | 5,736 00 | |
| Steel Dynamics | 7/2/2012 | | | 200 | 2 404 71 | | | 2,404 71 | 200 | 2,746 00 | |
| Suntrust Banks Inc | 7/2/2012 | | | | 4,920 35 | 12/3/2012 | 4,920 35 | - | - | | 5,349 93 |
| Tupperware Brands Corp | 12/3/2012 | | | 100 | 6,463 45 | | | 6,463 45 | 100 | 6,410 00 | |
| U R S Corp New | 12/1/2010 | 100 | 4,072 75 | (100) | | 2/1/2012 | 4,072 75 | - | - | | 4,206 17 |
| United Health Group, Inc (Oxford Hea | 4/4/2001 | 100 | 1,447 80 | | | | | 1,447 80 | 100 | 5,424 00 | |
| Valley National Bancorp | 7/1/2011 | 700 | 9,695 55 | (700) | | 2/1/2012 | 9,695 55 | - | - | | 8 489 52 |
| Valueclick Inc | 7/1/2011 | 200 | 3,402 75 | (200) | | 2/1/2012 | 3,402 75 | - | - | | 3,543 18 |
| Verifone Systems Inc | 7/1/2011 | 400 | 17,643 35 | | | | | 17,643 35 | 400 | | |
| Verifone Systems Inc | | | | (100) | | 2/1/2012 | 4,410 84 | (4,410 84) | (100) | | 4,370 07 |
| Verifone Systems Inc | | | | (300) | | 7/2/2012 | 13,232 51 | (13,232 51) | (300) | | 9,730 03 |
| Verisign Inc | 5/3/2010 | 100 | 3,822 17 | (100) | | 2/1/2012 | 3,822 17 | - | - | | 3,737 18 |
| VF Corp | 9/3/2003 | 100 | 4,106 00 | | | | | 4,106 00 | 100 | 15 097 00 | |
| Vodafone Group New | 7/31/2006 | 262 | 4,483 73 | (262) | | 12/3/2012 | 4,483 73 | - | - | | 6,754 50 |
| Vodafone Group New | 11/1/2007 | 38 | 648 31 | (38) | | 12/3/2012 | 648 31 | | - | | 979 66 |
| Vodafone Group New ADR F | 5/3/2010 | 100 | 2,261 85 | (100) | | 12/3/2012 | 2 261 85 | - | - | | 2 578 06 |
| Visteon Corp | 12/3/2012 | | | 100 | 5,027 15 | | | 5,027 15 | | 5,382 00 | |
| Wal-mart Stores Inc | 12/1/2010 | 100 | 5,470 75 | | | | | 5,470 75 | 100 | 6,823 00 | |
| Washington Federal Inc | 12/1/2010 | 700 | 10,536 25 | (700) | | 12/3/2012 | 10,536 25 | - | - | | 11,269 20 |
| Wells Fargo & Co New | 2/1/2012 | | | 200 | 6,010 55 | | | 6,010 55 | 200 | 6,836 00 | |
| Whole Foods Market, Inc | 12/5/2008 | 100 | *982 88* | | | | | *982 88* | *100* | *9,116 00* | |
| Wiley John & Son CL A | 12/3/2012 | | | 300 | 12,637 33 | | | 12,637 33 | 300 | 11,679 00 | |
| Xilinx Inc | 7/1/2011 | 400 | 14,784 15 | (400) | | 7/2/2012 | 14,784 15 | - | - | | 13,231 55 |
| Totals | | | 514,479 71 | | 522,089 19 | | 530,200 28 | 506,368 62 | | 698,329 44 | 543,894 97 |

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part IV
Short-Term Capital Gain/Loss

| Shares | Stocks | Date of Acquisition | Date of Sale | Sale Proceeds | Basis of Sold | Gain/ (Loss) |
|---|---|---|---|---|---|---|
| 200 | AT&T INC NEW | 7/1/2011 | 2/1/2012 | 5,931 34 | 6,334 55 | (403) |
| 100 | ADOBE SYSTEMS INC | 7/1/2011 | 2/1/2012 | 3,133 09 | 3,161 75 | (29) |
| 100 | AIR PROD & CHEMICALS INC | 7/1/2011 | 2/1/2012 | 8,941 88 | 9,645 55 | (704) |
| 100 | AMERICAN EXPRESS COMPANY | 7/1/2011 | 2/1/2012 | 5,077 15 | 5,240 75 | (164) |
| 100 | ASHLAND INC NEW | 2/1/2012 | 12/3/2012 | 7,029 39 | 6,414 75 | 615 |
| 200 | AVON PRODUCTS INC | 7/2/2012 | 12/3/2012 | 2,787.39 | 3,162.35 | (375) |
| 100 | BABCOCK & WILCOX CO | 7/2/2012 | 12/3/2012 | 2,485 19 | 2,509.85 | (25) |
| 800 | BRUKER CORPORATION | 7/2/2012 | 12/3/2012 | 11,567 59 | 10,831 35 | 736 |
| 200 | CISCO SYSTEMS INC | 2/1/2012 | 7/2/2012 | 3,403 37 | 3,988 95 | (586) |
| 100 | COMERICA INCORPORATED | 2/1/2012 | 7/2/2012 | 3,090 28 | 2,824 75 | 266 |
| 100 | CORP EXECUTIVE BOARD CO | 2/1/2012 | 7/2/2012 | 4,105.36 | 4,033 84 | 72 |
| 300 | CORP EXECUTIVE BOARD CO | 2/1/2012 | 12/3/2012 | 12,841 56 | 12,101 51 | 740 |
| 100 | DST SYSTEMS INC | 7/1/2011 | 2/1/2012 | 4,985 05 | 5,342 85 | (358) |
| 500 | FINISH LINE INC | 7/2/2012 | 12/3/2012 | 10,321.82 | 10,177 95 | 144 |
| 100 | FIRSTMERIT CORP | 2/1/2012 | 7/2/2012 | 1,634.11 | 1,631 75 | 2 |
| 300 | FORTINET INC | 7/2/2012 | 12/3/2012 | 5,889 22 | 7,085 07 | (1,196) |
| 100 | F5 NETWORKS INC | 2/1/2012 | 7/2/2012 | 9,715 13 | 12,220 35 | (2,505) |
| 100 | GOLDMAN SACH GROUP INC | 7/2/2012 | 12/3/2012 | 11,914.88 | 9,674 35 | 2,241 |
| 100 | GUESS INC | 7/1/2011 | 2/1/2012 | 3,214 19 | 4,242 75 | (1,029) |
| 100 | HANOVER INSURANCE GROUP | 7/2/2012 | 12/3/2012 | 3,658 57 | 3,908 79 | (250) |
| 400 | HEWLETT-PACKARD COMPANY | 2/1/2012 | 7/2/2012 | 8,019 79 | 11,544 15 | (3,524) |
| 100 | HILL ROM HOLDINGSINC | 7/1/2011 | 2/1/2012 | 3,378.08 | 4,756 55 | (1,378) |
| 600 | HOLOGIC INC | 2/1/2012 | 7/2/2012 | 10,983 82 | 12,487.75 | (1,504) |
| 100 | IAC/INTERACTIVE CORP NEW | 7/1/2011 | 2/1/2012 | 4,702 16 | 3,750.38 | 952 |
| 100 | JDA SOFTWARE GROUP INC | 7/2/2012 | 11/30/2012 | 4,455.95 | 2,969 85 | 1,486 |
| 100 | JDS UNIPHASE CORP | 2/1/2012 | 7/2/2012 | 1,080 03 | 1,317 75 | (238) |
| 700 | JEFFERIES GROUP INC | 2/1/2012 | 7/2/2012 | 8,973 25 | 10,683 25 | (1,710) |
| 300 | LIBERTY INTERACTIVE A SERIES | 7/2/2012 | 12/3/2012 | 5,754 52 | 4,675 17 | 1,079 |
| 15 | LIBERTY INTERACTIVE CP ASER A | 7/2/2012 | 9/26/2012 | 722 16 | 617 41 | 105 |
| 5 | LIBERTY INTERACTIVE 12RTRIGHTS | 7/2/2012 | 9/26/2012 | 61 40 | 59 01 | 2 |
| 100 | LIFETIME FITNESS | 7/2/2012 | 12/3/2012 | 4,653 95 | 4,765 85 | (112) |
| 200 | METLIFE INC | 2/1/2012 | 7/2/2012 | 6,075 51 | 7,298 55 | (1,223) |
| 100 | MICROSEMI CORPORATION | 7/2/2012 | 12/3/2012 | 1,934 21 | 1,858 85 | 75 |
| 100 | MICROSOFT CORP | 2/1/2012 | 12/3/2012 | 2,641.19 | 3,007 75 | (367) |
| 400 | NII HOLDINGS INC NEW | 7/2/2012 | 12/3/2012 | 2,055.80 | 4,196 55 | (2,141) |
| 100 | NEUSTAR INC CLASS A | 7/2/2012 | 12/3/2012 | 4,012 36 | 3,406 85 | 606 |
| 100 | NEWFIELD EXPLORATION CO | 7/1/2011 | 2/1/2012 | 3,776.08 | 6,878 47 | (3,102) |
| 200 | NUCOR CORP | 2/1/2012 | 7/2/2012 | 7,551 48 | 9,068 55 | (1,517) |
| 100 | OSHKOSH CORP | 2/1/2012 | 7/2/2012 | 2,026 20 | 2,562.85 | (537) |
| 100 | PETROLEO BRASILEIRO ADRF SPONS | 2/1/2012 | 7/2/2012 | 1,890 21 | 3,162 69 | (1,272) |
| 400 | PETROLEO BRASILEIRO ADRF SPONS | 2/1/2012 | 12/3/2012 | 7,227 69 | 12,650 76 | (5,423) |
| 200 | PNM RESOURCES INC | 7/2/2012 | 12/3/2012 | 4,221 96 | 3,966 18 | 256 |
| 500 | POLYONE CORP | 7/1/2011 | 2/1/2012 | 7,411.41 | 7,878 25 | (467) |
| 100 | PRUDENTIAL FINANCIAL INC | 7/1/2011 | 2/1/2012 | 5,866 14 | 6,467 75 | (602) |
| 100 | QUALCOMM INC | 2/1/2012 | 7/2/2012 | 5,552.13 | 5,965 85 | (414) |
| 500 | SAIC INC | 2/1/2012 | 7/2/2012 | 5,994.22 | 6,567 95 | (574) |
| 100 | SANDISK CORP | 7/1/2011 | 2/1/2012 | 4,667 06 | 4,282 04 | 385 |
| 100 | SPIRIT AEROSYSTEMS HOLDGS | 2/1/2012 | 12/3/2012 | 1,539.22 | 2,383 85 | (845) |
| 200 | SUNTRUST BANKS INC | 7/2/2012 | 12/3/2012 | 5,349 93 | 4,920 35 | 430 |
| 700 | VALLEY NATIONAL BANCORP | 7/1/2011 | 2/1/2012 | 8,489 52 | 9,695.55 | (1,206) |
| 200 | VALUECLICK INC | 7/1/2011 | 2/1/2012 | 3,543 18 | 3,402 75 | 140 |
| 100 | VERIFONE SYSTEMS INC | 7/1/2011 | 2/1/2012 | 4,370 07 | 4,410 84 | (41) |
| Totals | | | | 270,707.24 | 296,194 16 | (25,486 92) |

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part IV
Long-Term Capital Gain/Loss

| Shares | Stocks | Date of Acquisition | Date of Sale | Sale Proceeds | Basis of Sold | Gain/ (Loss) |
|---|---|---|---|---|---|---|
| 300 | ABERCROMBIE & FITCH | 7/1/2009 | 7/2/2012 | $10,080.72 | $7,648.65 | 2,432 |
| 100 | CAMDEN PROPERTY TRUST REIT | 12/1/2009 | 2/1/2012 | $6,438.03 | $3,914 80 | 2,523 |
| 300 | CATALYST HEALTH SOLS INC | 12/1/2009 | 6/14/2012 | $26,863.16 | $10,447.74 | 16,415 |
| 400 | CORRECTIONS CP AMER NEW | 12/1/2010 | 2/1/2012 | $9,507.27 | $9,808.15 | (301) |
| 800 | D R HORTON CO | 7/1/2011 | 7/2/2012 | $14,784.40 | $9,407.35 | 5,377 |
| 700 | DEAN FOODS CO | 12/1/2010 | 2/1/2012 | $7,636.30 | 5,194.55 | 2,442 |
| 200 | ENTERGY CORP NEW | 7/1/2011 | 7/2/2012 | $13,693.34 | $13,682 55 | 11 |
| 60000 | ENTERPRISE PROD | 1/24/2011 | 8/1/2012 | $60,000.00 | $62,945.20 | (2,945) |
| 50000 | EXPRESS SCRIPTS | 9/22/2010 | 6/15/2012 | $50,000.00 | $53,474 00 | (3,474) |
| 100 | GARMIN LTD NEW | 12/2/2008 | 7/2/2012 | $3,801.16 | $1,595.15 | 2,206 |
| 200 | HEWLETT-PACKARD COMPANY | 4/29/2004 | 12/3/2012 | $2,575 39 | $2,570 00 | 5 |
| 100 | HOME DEPOT INC | 12/1/2010 | 2/1/2012 | $4,446.16 | $3,165.63 | 1,281 |
| 100 | HOME DEPOT INC | 12/1/2010 | 5/14/2012 | $4,980.14 | $3,165.63 | 1,815 |
| 200 | INTE CORP | 5/3/2010 | 12/3/2012 | $3,895 36 | $4,686 75 | (791) |
| 36 | JPMORGAN CHASE & CO | 7/1/2004 | 3/27/2012 | $1,656.82 | $1,385.87 | 271 |
| 64 | JPMORGAN CHASE & CO | 7/1/2009 | 3/27/2012 | $2,945.45 | $2,169.54 | 776 |
| 300 | LEGG MASON INC | 12/1/2010 | 2/1/2012 | $7,842.35 | $10,073 35 | (2,231) |
| 100 | MEDTRONIC INC | 12/1/2009 | 2/1/2012 | $3,942.17 | $4,262.55 | (320) |
| 100 | MEDTRONIC INC | 12/1/2009 | 12/3/2012 | $4,201.16 | $4,262.55 | (61) |
| 100 | MERCK & CO INC NEW | 7/1/2011 | 7/2/2012 | $4,169.26 | $3,556.75 | 613 |
| 300 | MICROSOFT CORP | 5/3/2010 | 7/2/2012 | $9,138.24 | $9,300.41 | (162) |
| 100 | NORFOLK SOUTHERN CORP | 4/29/2004 | 7/2/2012 | $7,113.49 | $1,871.50 | 5,242 |
| 100 | NU SKIN ENTERPRISES CL | 12/1/2010 | 12/3/2012 | $4,467 75 | $3,216.75 | 1,251 |
| 100 | OCCIDENTAL PETE CORP | 7/1/2009 | 12/3/2012 | $7,423.08 | $6,519.90 | 903 |
| 100 | OMNICARE INC | 12/1/2010 | 2/1/2012 | $3,311 09 | $2,262 04 | 1,049 |
| 200 | PSS WORLD MEDICAL INC | 12/1/2010 | 2/1/2012 | $4,975 35 | 4,198 75 | 777 |
| 100 | POOL CORPORATION | 7/1/2011 | 7/2/2012 | $4,001.06 | $3,065.65 | 935 |
| 100 | PROCTOR & GAMBLE | 12/1/2010 | 2/1/2012 | $6,329.13 | $6,233.75 | 95 |
| 100 | PROGRESSIVE CORP OHIO | 5/3/2010 | 2/1/2012 | $2,066.21 | $2,037.31 | 29 |
| 100 | PROGRESSIVE CORP OHIO | 5/3/2010 | 7/2/2012 | $2,060.30 | $2,037.30 | 23 |
| 100 | PROGRESSIVE CORP OHIO | 12/1/2009 | 12/3/2012 | $2,113.50 | $1,696.80 | 417 |
| 200 | SAIC INC | 7/1/2011 | 7/2/2012 | $2,397 69 | $3,394.55 | (997) |
| 300 | SANDISK CORP | 7/1/2011 | 7/2/2012 | $11,025.40 | $12,846.11 | (1,821) |
| 300 | SARA LEE CORP | 12/1/2009 | 6/26/2012 | $5,631.25 | $3,697 65 | 1,934 |
| 100 | SCHLUMBERGER LTD | 12/1/2009 | 7/2/2012 | $6,469.90 | $6,520.80 | (51) |
| 200 | SCRIPPS NTWK INTERACTIV CLASS A | 12/1/2010 | 2/1/2012 | $8,719.30 | $10,267.57 | (1,548) |
| 100 | URS CORP NEW | 12/1/2010 | 2/1/2012 | $4,206 17 | $4,072.75 | 133 |
| 300 | VERIFONE SYSTEMS INC | 7/1/2011 | 7/2/2012 | $9,730 03 | $13,232.51 | (3,502) |
| 100 | VERISIGN INC | 5/3/2010 | 2/1/2012 | $3,737.18 | 3,822.17 | (85) |
| 262 | VODAFONE GROUP NEW ADR | 4/29/2004 | 12/3/2012 | $6,754.50 | $4,483.73 | 2,271 |
| 38 | VODAFONE GROUP NEW ADR | 11/1/2007 | 12/3/2012 | $979.66 | $648.31 | 331 |
| 100 | VODAFONE GROUP NEW ADR | 5/3/2010 | 12/3/2012 | $2,578.06 | $2,261 85 | 316 |
| 700 | WASHINGTON FEDERAL INC SEATTLE | 12/1/2010 | 12/3/2012 | $11,269.20 | $10,536 25 | 733 |
| 400 | XILINX INC | 7/1/2011 | 7/2/2012 | $13,231.55 | $14,784.15 | (1,553) |
| Totals | | | | $383,187.73 | $350,425 32 | 32,762 41 |

Fifth Avenue Foundation
EIN 75-1659424
Calculations for Form 990-PF, Page 8

| | Cash | Bonds | Equities | Other | Total |
|---|---|---|---|---|---|
| Jan | 5,527.69 | 376,600.72 | 671,516.00 | 20,036.00 | 1,073,680.41 |
| Feb | 3,067.24 | 376,268.24 | 705,926.00 | 13,548.00 | 1,098,809.48 |
| Mar | 5,358.23 | 375,055.33 | 717,732.00 | 14,568.00 | 1,112,713.56 |
| Apr | 2,730.42 | 376,372.97 | 711,287.50 | 15,560.00 | 1,105,950.89 |
| May | 4,838.69 | 375,815.03 | 647,750.00 | 14,752.00 | 1,043,155.72 |
| Jun | 32,976.53 | 366,598.87 | 636,711.00 | 15,566.00 | 1,051,852.40 |
| Jul | 11,495.89 | 368,901.16 | 662,719.00 | 19,947.00 | 1,063,063.05 |
| Aug | 12,004.02 | 360,179.91 | 676,442.85 | 19,934.00 | 1,068,560.78 |
| Sep | 10,182.69 | 360,821.66 | 694,998.48 | 19,302.70 | 1,085,305.53 |
| Oct | 11,986.85 | 360,765.95 | 676,767.36 | 19,125.00 | 1,068,645.16 |
| Nov | 11,297.35 | 360,763.31 | 674,969.00 | 19,065.00 | 1,066,094.66 |
| Dec | 11,753.43 | 360,331.88 | 678,656.44 | 19,673.00 | 1,070,414.75 |
| Averages | 10,268.25 | 368,206.25 | 679,622.97 | 17,589.73 | |
| | | | | 1,075,687.20 | |