



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**Department of the Treasury
Internal Revenue Service

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

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

Name of foundation CHESED FOUNDATION		A Employer identification number 88-0397119
Number and street (or P.O. box number if mail is not delivered to street address) 1261 S ARVILLE STREET		B Telephone number (see the instructions) (702) 259-0770
City or town LAS VEGAS	State ZIP code NV 89102	C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial Return of a former public charity <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,102,072.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc. received (att sch)					
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B					
3 Interest on savings and temporary cash investments		11.			
4 Dividends and interest from securities		9,887.	9,898.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain/(loss) from sale of assets not on line 10		59,207.	L-6a Stmt		
b Gross sales price for all assets on line 6a		59,207.			
7 Capital gain net income (from Part IV, line 2)					
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/(loss) (att sch)					
11 Other income (attach schedule) Miscellaneous Income		300.			
12 Total. Add lines 1 through 11		69,405.	9,898.		
13 Compensation of officers, directors, trustees, etc.		57,087.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach sch)		3,600.			
c Other prof fees (attach sch)		135.			
17 Interest					
18 Taxes (attach schedule) (see instrs) INITIAL TAX ON SE		1,000.			
19 Depreciation (attach B 03 2014 sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) See Line 23 Stmt		2,460.			
24 Total operating and administrative expenses. Add lines 13 through 23		64,282.			
25 Contributions, gifts, grants paid		44,850.			
26 Total expenses and disbursements. Add lines 24 and 25		109,132.			
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-39,727.			
b Net investment income (if negative, enter -0-)			9,898.		
c Adjusted net income (if negative, enter -0-)					

SCANNED FEB 06 2014

REVENUE
ADMINISTRATIVE
EXPENSES

5

3

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		16,130.	12,309.	12,309.
	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 (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)				
	b	Investments — corporate stock (attach schedule)				
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) L-13 Stmt		852,385.	817,479.	791,659.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe L-15 Stmt)		298,104.	298,104.	298,104.	
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		1,166,619.	1,127,892.	1,102,072.	
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. X					
	27	Capital stock, trust principal, or current funds		0.		
	28	Paid-in or capital surplus, or land, building, and equipment fund		0.		
	29	Retained earnings, accumulated income, endowment, or other funds		1,166,619.	1,127,892.	
	30	Total net assets or fund balances (see instructions)		1,166,619.	1,127,892.	
	31	Total liabilities and net assets/fund balances (see instructions)		1,166,619.	1,127,892.	

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	1,166,619.
2	Enter amount from Part I, line 27a	2	-39,727.
3	Other increases not included in line 2 (itemize) INITIAL TAX ON SELF DEALINGS	3	1,000.
4	Add lines 1, 2, and 3	4	1,127,892.
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	1,127,892.

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				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).

If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8

2

3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes

☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	75,005.	1,193,857.	0.062826
2010	75,750.	1,275,890.	0.059370
2009	81,000.	1,259,618.	0.064305
2008	70,833.	1,497,312.	0.047307
2007	105,830.	2,088,056.	0.050684

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4

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

2

3

4

5

6

7

8

0.284492

0.056898

0.

0.

99.

99.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		1	198.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	198.
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	198.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a		
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	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		198.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>RABBI SHEA HARLIG</u> Telephone no <u>(702) 259-0770</u> Located at <u>1261 S ARVILLE</u> <u>LAS VEGAS</u> <u>NV</u> ZIP + 4 <u>89102</u>			
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 <u>15</u>			
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 <u></u>				

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1 b	
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? If 'Yes,' list the years <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	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)**5 a** 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)?

5 b

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)

6 a 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?

6 b

If 'Yes' to 6b, file Form 8870

X

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

7 b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**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
RENE FEINSTEIN 1261 S ARVILLE STREET LAS VEGAS NV 89102	TRUSTEE & PRESIDENT 10.00	25,000.	0.	0.
ALAN FEINSTEIN 1261 S ARVILLE STREET LAS VEGAS NV 89102	TRUSTEE & VICE PRESIDENT 10.00	27,087.	0.	0.
RABBI SHEA HARLIG 1261 S ARVILLE STREET LAS VEGAS NV 89102	TRUSTEE & RABBINICAL AD 10.00	5,000.	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 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	1 a	
b Average of monthly cash balances	1 b	
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	0.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	0.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	0.
6 Minimum investment return. Enter 5% of line 5	6	0.

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	0.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	198.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b		2 c	198.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	0.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	0.
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	0.

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	1 a	
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	0.

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

BAA

Form 990-PF (2012)

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				0.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	3,767.			
b From 2008	0.			
c From 2009	18,019.			
d From 2010	11,955.			
e From 2011	15,312.			
f Total of lines 3a through e	49,053.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				
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	49,053.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	3,767.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	45,286.			
10 Analysis of line 9				
a Excess from 2008	0.			
b Excess from 2009	18,019.			
c Excess from 2010	11,955.			
d Excess from 2011	15,312.			
e Excess from 2012	0.			

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

N/A

- [illegible]

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

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

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

- a** The name, address, and telephone number 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				
AISH HATORAH AISH HATORAH LAS VEGAS NV 89145	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	4,500.
CENTRAL FUND FOR ISRAEL 980 6TH AVE, 3RD FLOOR NEW YORK NY 10018	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	3,000.
KBY 1418 AVENUE N, STE 1 BROOKLYN NY 11230		PUBLIC CHARITY	CHARITABLE CONTRIBUTION	3,000.
CHABAD OF EAST BAY 2730 TELEGRAPH AVE BERKELEY CA 94705		PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000.
CHABAD OF NAPA 18 LODESTAR LN NAPA CA 94558		PUBLIC CHARITY	CHARITABLE CONTRIBUTION	3,000.
CHABAD OF SOUTHERN NEVADA 1261 ARVILLE ST LAS VEGAS NV 89102		PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000.
DESERT TORAH ACADEMY 1312 VISTA DR LAS VEGAS NV 89102		PRIVATE PRESCHOOL	CHARITABLE CONTRIBUTION	10,500.
FIELD OF DREAMS 3500 LAS VEGAS BLVD S #F19 LAS VEGAS NV 89109		PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000.
HAZZAN JOANNA DULKIN 829 NO. HANLEY RD UNIVERSITY CITY MO 63130		PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,500.
See Line 3a statement				14,350.
Total			3a	44,850.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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) Exclu- sion 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	11.	
4 Dividends and interest from securities			14		
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			1	59,207.	
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)				59,218.	
13 Total. Add line 12, columns (b), (d), and (e)				13	59,218.

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

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

[illegible]

**Form 990-PF
Part I, Line 6a****Net Gain or Loss From Sale of Assets****2012**

Name CHESED FOUNDATION	Employer Identification Number 88-0397119
-------------------------------	---

Asset Information:

Description of Property <u>AMERICAN FUNDS</u>	
Date Acquired <u>Various</u>	How Acquired <u>Purchased</u>
Date Sold <u>Various</u>	Name of Buyer _____
Sales Price <u>59,207.</u>	Cost or other basis (do not reduce by depreciation) <u>0.</u>
Sales Expense _____	Valuation Method <u>Fair Market Value</u>
Total Gain (Loss) <u>59,207.</u>	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 _____

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 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BANK SERVICE CHARGES	610.			
MISCELLANEOUS	650.			
PAINTINGS	1,200.			

Total 2,460.

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

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
JERUSALEM FELLOWSHIPS 28 PARK AVENUE AIRMONT NY 10952		PUBLIC CHARITY	CHARITABLE CONTRIBUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
JUSTICE NOW 1322 WEBSTER ST SUITE #120 OAKLAND CA 94612		PUBLIC CHARITY	CHARITABLE CONTRIBUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
MASORTI FOUNDATION 475 RIVERSIDE DR NEW YORK NY 10115		PUBLIC CHARITY	CHARITABLE CONTRIBUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 7,000.
NATHAN ADELSON HOSPICE 4141 SWENSON ST LAS VEGAS NV 89169		PUBLIC CHARITY	CHARITABLE CONTRIBUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 200.
SAFE NEST 2915 W CHARLESTON BLVD LAS VEGAS NV 89102		PUBLIC CHARITY	CHARITABLE CONTRIBUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 150.
TEMPLE TORAH YISRAEL 1251 MIDDLE ROAD EAST GREENWICH RI 02818		PUBLIC CHARITY	CHARITABLE CONTRIBUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,500.
THE WILCOX FAMILY MEMORIAL FUND 6377 CARDENO DRIVE LA JOLLA CA 92037		PUBLIC CHARITY	CHARITABLE CONTRIBUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
WHITTIER ELEMENTARY SCHOOL 1800 WHITTIER AVE COSTA MESA CA 92627		PUBLIC CHARITY	CHARITABLE CONTRIBUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
YMCA 4141 MEADOWS LN LAS VEGAS NV 89107		PUBLIC CHARITY	CHARITABLE CONTRIBUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.

Total

14,350.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
AMERICAN FUNDS GROUP, ACCOUNT #63136725	461,479.	495,959.
AMERICAN LEGACY, ANNUITIES	268,000.	207,700.
NEW ENGLAND LIFE INSURANCE CO	88,000.	88,000.
Total	<u>817,479.</u>	<u>791,659.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
OTHER ASSETS	298,104.	298,104.	298,104.
Total	<u>298,104.</u>	<u>298,104.</u>	<u>298,104.</u>

CORRECTION AGREEMENT

THIS CORRECTION AGREEMENT ("Agreement") is entered into on November 20, 2013, by and among YEHOSHUA HARLIG, RENE FEINSTEIN, ALAN FEINSTEIN, and the CHESED FOUNDATION (the "Foundation"), a Nevada nonprofit corporation.

WHEREAS, YEHOSHUA HARLIG, RENE FEINSTEIN, and ALAN FEINSTEIN are the trustees and officers of the Foundation, a private foundation described in Sections 501(c)(3) and 509(a) of the Internal Revenue Code (the "Code");

WHEREAS, as a private foundation, the Foundation and disqualified persons with respect to the Foundation are subject to the taxes and restrictions set forth in Sections 4940-4946 of the Code;

WHEREAS, Article IV(H) of the Articles of Incorporation of the Foundation states:

Notwithstanding any provision contained in these Articles or in any other governing instrument of this corporation, this corporation is required to distribute its income for each taxable year at such times and in such manner as not to subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1986. In addition, this corporation shall not, during any period and to the extent that it is a private foundation described in Section 509 of such Code, (a) engage in any act of self-dealing (as defined in Section 4941(d) of said Code); (b) retain any excess business holdings (as defined in Section 4943(c) of said Code); (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of said Code; or (d) make any taxable expenditures (as defined in Section 4945(d) of said Code).

WHEREAS, in June 2013, ALAN FEINSTEIN informed the Foundation that he engaged in transactions which were previously unknown to the other officers and trustees and which the Foundation has determined to be self-dealing within the meaning of the Code (the "Self-Dealing Transactions");

WHEREAS, ALAN FEINSTEIN and the Foundation desire to correct the Self-Dealing Transactions by undoing such transactions to the extent possible and placing the Foundation in a financial position not worse than that in which it would have been if ALAN FEINSTEIN had been dealing under the highest fiduciary standards;

WHEREAS, ALAN FEINSTEIN has reimbursed the Foundation the sum of \$10,000.00, which were paid as follows:

\$5,000.00 payment on June 25, 2013
\$5,000.00 payment on September 25, 2013

WHEREAS, the undersigned wish to adopt procedural safeguards to prevent the recurrence of any self-dealing;

NOW THEREFORE, the parties hereto agree as follows:

1. Correction. As soon as practicable, ALAN FEINSTEIN agrees to take all such actions necessary to make the Foundation whole and to correct the Self-Dealing Transactions within the meaning of Section 4941(e)(3) of the Code, including but not limited to the following actions:

- (a) Paying the Foundation the sum of Six Thousand Dollars (\$6,000), to compensate the Foundation for the bracelet he negligently lost, which payment the Foundation acknowledges it has received as set forth above.
- (b) Paying the Foundation the sum of Four Thousand Dollars (\$4,000) he received for jewelry belonging to the Foundation and sold by ALAN FEINSTEIN in or about July 2012, and which he did not promptly remit to the Foundation, which payment the Foundation acknowledges it has received as set forth above.
- (c) Paying the Foundation for (i) the shipment and insurance costs incurred by the Foundation in obtaining possession of the artwork consigned by ALAN FEINSTEIN to Canvassed LLC without authorization and (ii) any loss of or damage to the artwork incurred between the time the artwork left the possession of ALAN FEINSTEIN and the time the Foundation recovers possession of it.
- (d) Paying the Foundation for all legal and accounting fees incurred by the Foundation arising from or related to (i) the Self-Dealing Transactions and (ii) the unauthorized consignment of the artwork to Canvassed LLC.
- (e) Subject to the provisions set forth in this Agreement, ALAN FEINSTEIN shall continue to serve as a Trustee of the Foundation. ALAN FEINSTEIN shall not serve as an officer of the Foundation, other than Secretary, pursuant to the terms of this Agreement. ALAN FEINSTEIN shall execute, in his capacity as Secretary, any and all documents approved of by a majority of the board of Trustees or otherwise required by law or the Bylaws of the Foundation within 10 days that such documents are approved by the board or otherwise presented to Alan for signature. ALAN FEINSTEIN's failure to comply with this provision shall result in his automatic removal as Secretary of the Foundation.
- (f) ALAN FEINSTEIN will permanently remove himself as a signatory to all bank accounts of the Foundation. ALAN FEINSTEIN will promptly execute any documents deemed necessary to effectuate this provision.

The parties understand and agree that the failure of ALAN FEINSTEIN to promptly correct the Self-Dealing Transactions and comply with this Agreement to the satisfaction of the Foundation shall constitute grounds for his automatic removal as a Trustee and officer of the Foundation. ALAN FEINSTEIN agrees that he shall be deemed to have resigned, without any additional action by him, effective upon (1) the mailing of notice from the Foundation, to his address of

record on the books of the Foundation, specifying his failure to fulfill his obligations under this Agreement, and (2) his failure to cure within 10 days of mailing of such notice.

The parties understand and agree that if, subsequent to this Agreement, ALAN FEINSTEIN engages in any act of self-dealing, as defined in Section 4941 of the Code, or if he engages in any criminal or fraudulent conduct, or breaches his fiduciary duty to any organization or entity with which he is or may be a fiduciary, such act shall constitute automatic removal as a Trustee and officer of the Foundation. ALAN FEINSTEIN agrees that he shall be deemed to have resigned, without any additional action by him, effective upon the mailing of notice from the Foundation, to his address of record on the books of the Foundation, specifying his act of self-dealing, criminal or fraudulent conduct, or breach of fiduciary duty.

2. Reporting. The parties acknowledge and agree that the Foundation and ALAN FEINSTEIN will report the Self-Dealing Transactions on the IRS Form 990-PF for the Foundation and on IRS Form 4720. The parties further acknowledge and agree that the Foundation shall cause such Forms to be prepared and to contain such disclosures of the Self-Dealing Transactions as the Foundation determines are required by law. ALAN FEINSTEIN agrees to sign such Forms where appropriate and timely pay any and all taxes, penalties, and interest as may be assessed against him.

3. Responsibility for Taxes. ALAN FEINSTEIN understands and acknowledges that taxes, penalties, and interest for self-dealing are his sole personal responsibility, and that the Foundation shall not reimburse him for such taxes, penalties, and interest.

4. Written Consent and Amendment of Articles and Bylaws. Contemporaneously herewith, the parties shall execute the Written Consent of the Board of Trustees and exhibits thereto, attached as Exhibit A.

5. Covenants. The parties agree to execute any and all additional documentation the Foundation determines is necessary or appropriate to effectuate the purposes of this Agreement, which purposes expressly include the following:

- (i) The correction of the Self-Dealing Transactions, within the meaning of Section 4941(e)(3).
- (ii) The prevention of any future transaction that may trigger excise taxes under Sections 4941-4945 of the Code.
- (iii) The preservation of the Foundation's qualification for exemption from federal income tax under Section 501(c)(3) of the Code.

6. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Nevada, and all rights and obligations of the Parties under this Agreement shall be governed by and determined under Nevada law.

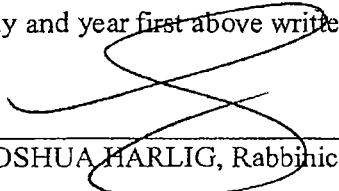
7. Binding Effect. This Agreement shall be binding upon the Parties and their respective heirs, successors, assigns, and legal representatives. No other party shall have any rights to enforce any of the provisions of this Agreement.

8. Representation. The parties hereby acknowledge that (i) Solomon Dwiggins & Freer, Ltd. (the "Firm") has represented the Foundation in connection with the drafting of this Agreement, and (ii) that each of the other parties hereto has been advised to seek independent tax and legal counsel in connection with the matters addressed in this Agreement

9. Counterparts. This Agreement may be executed in any number of counterparts and by each of the parties hereto in separate counterparts, each of which when so executed will be deemed to be an original and all of which together will constitute one and the same agreement.

10. Entire Agreement. This Agreement contains the entire agreement and understanding of the Parties, and there are no representations, warranties, covenants or understandings other than those expressly set forth herein. This Agreement may not be amended except by an instrument in writing signed by the Parties.

IN WITNESS WHEREOF, the Parties hereto have each executed this Agreement as of the day and year first above written.



YEHOShUA HARLIG, Rabbinical Advisor and Trustee

11/20/2013

DATE

RENE FEINSTEIN, President and Trustee

DATE

ALAN FEINSTEIN, Individually and as Secretary,
Treasurer, and Trustee

DATE

7. Binding Effect. This Agreement shall be binding upon the Parties and their respective heirs, successors, assigns, and legal representatives. No other party shall have any rights to enforce any of the provisions of this Agreement.

8. Representation. The parties hereby acknowledge that (i) Solomon Dwiggins & Freer, Ltd. (the "Firm") has represented the Foundation in connection with the drafting of this Agreement, and (ii) that each of the other parties hereto has been advised to seek independent tax and legal counsel in connection with the matters addressed in this Agreement.


9. Counterparts. This Agreement may be executed in any number of counterparts and by each of the parties hereto in separate counterparts, each of which when so executed will be deemed to be an original and all of which together will constitute one and the same agreement.

10. Entire Agreement. This Agreement contains the entire agreement and understanding of the Parties, and there are no representations, warranties, covenants or understandings other than those expressly set forth herein. This Agreement may not be amended except by an instrument in writing signed by the Parties.

IN WITNESS WHEREOF, the Parties hereto have each executed this Agreement as of the day and year first above written.

YEHOASHUA HARLIG, Rabbinical Advisor and Trustee

DATE



RENE FEINSTEIN, President and Trustee

11/15/13

DATE

ALAN FEINSTEIN, Individually and as Secretary,
Treasurer, and Trustee

DATE

7. Binding Effect. This Agreement shall be binding upon the Parties and their respective heirs, successors, assigns, and legal representatives. No other party shall have any rights to enforce any of the provisions of this Agreement.

8. Representation. The parties hereby acknowledge that (i) Solomon Dwiggins & Freer, Ltd. (the "Firm") has represented the Foundation in connection with the drafting of this Agreement, and (ii) that each of the other parties hereto has been advised to seek independent tax and legal counsel in connection with the matters addressed in this Agreement.

9. Counterparts. This Agreement may be executed in any number of counterparts and by each of the parties hereto in separate counterparts, each of which when so executed will be deemed to be an original and all of which together will constitute one and the same agreement.

10. Entire Agreement. This Agreement contains the entire agreement and understanding of the Parties, and there are no representations, warranties, covenants or understandings other than those expressly set forth herein. This Agreement may not be amended except by an instrument in writing signed by the Parties.

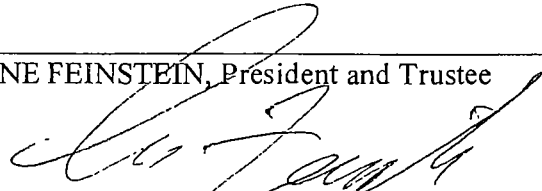
IN WITNESS WHEREOF, the Parties hereto have each executed this Agreement as of the day and year first above written.

YEHOSHUA HARLIG, Rabbinical Advisor and Trustee

DATE

RENE FEINSTEIN, President and Trustee

DATE



ALAN FEINSTEIN, Individually and as Secretary,
Treasurer, and Trustee

DATE

11-14-13