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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                                |                                                                                                                                                 |                                                                                                                                                                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>ABRAHAM &amp; SONIA ROCHLIN FOUNDATION</b>                                                                                                                                                                                                                                            |                                                                                                                                                 | A Employer identification number<br><b>94-1696244</b>                                                                                                                       |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>3690 GRANT DRIVE</b>                                                                                                                                                                                                    | Room/suite<br><b>I-2</b>                                                                                                                        | B Telephone number<br><b>775-329-1611</b>                                                                                                                                   |
| City or town, state, and ZIP code<br><b>RENO, NV 89509</b>                                                                                                                                                                                                                                                     |                                                                                                                                                 | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                  |
| G Check all that apply<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |                                                                                                                                                 | D 1 Foreign organizations, check here <input type="checkbox"/><br>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<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                               |                                                                                                                                                 | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                               |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16)<br>\$ <b>46,232,372.</b>                                                                                                                                                                                                    | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                            |

| Part I Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) |                                                                                             | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|----------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1                                                                                                                                                  | Contributions, gifts, grants, etc., received                                                | 0.                                 |                           | N/A                     |                                                             |
| 2                                                                                                                                                  | Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |                                                             |
| 3                                                                                                                                                  | Interest on savings and temporary cash investments                                          |                                    |                           |                         |                                                             |
| 4                                                                                                                                                  | Dividends and interest from securities                                                      | 1,639,552.                         | 1,639,552.                |                         | STATEMENT 1                                                 |
| 5a                                                                                                                                                 | Gross rents                                                                                 |                                    |                           |                         |                                                             |
| b                                                                                                                                                  | Net rental income or (loss)                                                                 |                                    |                           |                         |                                                             |
| 6a                                                                                                                                                 | Net gain or (loss) from sale of assets not on line 10                                       | 520,160.                           |                           |                         |                                                             |
| b                                                                                                                                                  | Gross sales price for all assets on line 6a                                                 | 7,509,488.                         |                           |                         |                                                             |
| 7                                                                                                                                                  | Capital gain net income (from Part IV, line 2)                                              |                                    | 520,160.                  |                         |                                                             |
| 8                                                                                                                                                  | Net short-term capital gain                                                                 |                                    |                           |                         |                                                             |
| 9                                                                                                                                                  | Income modifications                                                                        |                                    |                           |                         |                                                             |
| 10a                                                                                                                                                | Gross sales less returns and allowances                                                     |                                    |                           |                         |                                                             |
| b                                                                                                                                                  | Less Cost of goods sold                                                                     |                                    |                           |                         |                                                             |
| c                                                                                                                                                  | Gross profit or (loss)                                                                      |                                    |                           |                         |                                                             |
| 11                                                                                                                                                 | Other income                                                                                | 75,542.                            | 24,649.                   |                         | STATEMENT 2                                                 |
| 12                                                                                                                                                 | Total Add lines 1 through 11                                                                | 2,235,254.                         | 2,184,361.                |                         |                                                             |
| 13                                                                                                                                                 | Compensation of officers, directors, trustees, etc                                          | 0.                                 | 0.                        |                         | 0.                                                          |
| 14                                                                                                                                                 | Other employee salaries and wages                                                           |                                    |                           |                         |                                                             |
| 15                                                                                                                                                 | Pension plans, employee benefits                                                            |                                    |                           |                         |                                                             |
| 16a                                                                                                                                                | Legal fees                                                                                  |                                    |                           |                         |                                                             |
| b                                                                                                                                                  | Accounting fees STMT 3                                                                      | 12,128.                            | 9,096.                    |                         | 3,032.                                                      |
| c                                                                                                                                                  | Other professional fees STMT 4                                                              | 128,435.                           | 36,959.                   |                         | 91,476.                                                     |
| 17                                                                                                                                                 | Interest                                                                                    | 175.                               | 175.                      |                         | 0.                                                          |
| 18                                                                                                                                                 | Taxes STMT 5                                                                                | 34,176.                            | 20,176.                   |                         | 0.                                                          |
| 19                                                                                                                                                 | Depreciation and depletion                                                                  | 11,750.                            | 11,750.                   |                         |                                                             |
| 20                                                                                                                                                 | Occupancy                                                                                   | 1,148.                             | 967.                      |                         | 181.                                                        |
| 21                                                                                                                                                 | Travel, conferences, and meetings                                                           | 4,727.                             | 2,363.                    |                         | 2,364.                                                      |
| 22                                                                                                                                                 | Printing and publications                                                                   |                                    |                           |                         |                                                             |
| 23                                                                                                                                                 | Other expenses STMT 6                                                                       | 12,109.                            | 3,724.                    |                         | 1,820.                                                      |
| 24                                                                                                                                                 | Total operating and administrative expenses. Add lines 13 through 23                        | 204,648.                           | 85,210.                   |                         | 98,873.                                                     |
| 25                                                                                                                                                 | Contributions, gifts, grants paid                                                           | 2,150,145.                         |                           |                         | 2,150,145.                                                  |
| 26                                                                                                                                                 | Total expenses and disbursements Add lines 24 and 25                                        | 2,354,793.                         | 85,210.                   |                         | 2,249,018.                                                  |
| 27                                                                                                                                                 | Subtract line 26 from line 12                                                               | -119,539.                          |                           |                         |                                                             |
| a                                                                                                                                                  | Excess of revenue over expenses and disbursements                                           |                                    |                           |                         |                                                             |
| b                                                                                                                                                  | Net investment income (if negative, enter -0-)                                              |                                    | 2,099,151.                |                         |                                                             |
| c                                                                                                                                                  | Adjusted net income (if negative, enter -0-)                                                |                                    |                           | N/A                     |                                                             |

**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

|                                                                     |                                                                                           | Beginning of year | End of year    |                       |
|---------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                                                                     |                                                                                           | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>                                                       | 1 Cash - non-interest-bearing                                                             | 202,868.          | 247,007.       | 247,007.              |
|                                                                     | 2 Savings and temporary cash investments                                                  |                   |                |                       |
|                                                                     | 3 Accounts receivable ▶                                                                   |                   |                |                       |
|                                                                     | Less allowance for doubtful accounts ▶                                                    |                   |                |                       |
|                                                                     | 4 Pledges receivable ▶                                                                    |                   |                |                       |
|                                                                     | Less allowance for doubtful accounts ▶                                                    |                   |                |                       |
|                                                                     | 5 Grants receivable                                                                       |                   |                |                       |
|                                                                     | 6 Receivables due from officers, directors, trustees, and other disqualified persons      |                   |                |                       |
|                                                                     | 7 Other notes and loans receivable ▶                                                      |                   |                |                       |
|                                                                     | Less allowance for doubtful accounts ▶                                                    |                   |                |                       |
|                                                                     | 8 Inventories for sale or use                                                             |                   |                |                       |
|                                                                     | 9 Prepaid expenses and deferred charges                                                   |                   |                |                       |
|                                                                     | 10a Investments - U S and state government obligations                                    |                   |                |                       |
|                                                                     | b Investments - corporate stock STMT 7                                                    | 18,080,967.       | 18,999,630.    | 37,388,537.           |
|                                                                     | c Investments - corporate bonds STMT 8                                                    | 9,606,119.        | 8,523,778.     | 8,596,828.            |
| 11 Investments - land, buildings, and equipment basis ▶             |                                                                                           |                   |                |                       |
| Less accumulated depreciation ▶                                     |                                                                                           |                   |                |                       |
| 12 Investments - mortgage loans                                     |                                                                                           |                   |                |                       |
| 13 Investments - other                                              |                                                                                           |                   |                |                       |
| 14 Land, buildings, and equipment basis ▶                           |                                                                                           |                   |                |                       |
| Less accumulated depreciation ▶                                     |                                                                                           |                   |                |                       |
| 15 Other assets (describe ▶)                                        |                                                                                           |                   |                |                       |
| 16 <b>Total assets</b> (to be completed by all filers)              | 27,889,954.                                                                               | 27,770,415.       | 46,232,372.    |                       |
| <b>Liabilities</b>                                                  | 17 Accounts payable and accrued expenses                                                  |                   |                |                       |
|                                                                     | 18 Grants payable                                                                         |                   |                |                       |
|                                                                     | 19 Deferred revenue                                                                       |                   |                |                       |
|                                                                     | 20 Loans from officers, directors, trustees, and other disqualified persons               |                   |                |                       |
|                                                                     | 21 Mortgages and other notes payable                                                      |                   |                |                       |
|                                                                     | 22 Other liabilities (describe ▶)                                                         |                   |                |                       |
| 23 <b>Total liabilities</b> (add lines 17 through 22)               | 0.                                                                                        | 0.                |                |                       |
| <b>Net Assets or Fund Balances</b>                                  | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>                   |                   |                |                       |
|                                                                     | and complete lines 24 through 26 and lines 30 and 31.                                     |                   |                |                       |
|                                                                     | 24 Unrestricted                                                                           |                   |                |                       |
|                                                                     | 25 Temporarily restricted                                                                 |                   |                |                       |
|                                                                     | 26 Permanently restricted                                                                 |                   |                |                       |
|                                                                     | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> |                   |                |                       |
|                                                                     | and complete lines 27 through 31.                                                         |                   |                |                       |
|                                                                     | 27 Capital stock, trust principal, or current funds                                       | 0.                | 0.             |                       |
| 28 Paid-in or capital surplus, or land, bldg, and equipment fund    | 10,722,209.                                                                               | 10,722,209.       |                |                       |
| 29 Retained earnings, accumulated income, endowment, or other funds | 17,167,745.                                                                               | 17,048,206.       |                |                       |
| 30 <b>Total net assets or fund balances</b>                         | 27,889,954.                                                                               | 27,770,415.       |                |                       |
| 31 <b>Total liabilities and net assets/fund balances</b>            | 27,889,954.                                                                               | 27,770,415.       |                |                       |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 27,889,954. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | -119,539.   |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.          |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 27,770,415. |
| 5 Decreases not included in line 2 (itemize) ▶                                                                                                                  | 5 | 0.          |
| 6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30                                                  | 6 | 27,770,415. |

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) |                                            | (b) How acquired<br>P - Purchase<br>D - Donation                                                                                                                                                                                                                                                                                                                                                | (c) Date acquired<br>(mo., day, yr.)                                                            | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------------------------|
| 1a                                                                                                                                |                                            |                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                 |                                  |
| b SEE ATTACHED STATEMENTS                                                                                                         |                                            |                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                 |                                  |
| c                                                                                                                                 |                                            |                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                 |                                  |
| d                                                                                                                                 |                                            |                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                 |                                  |
| e                                                                                                                                 |                                            |                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                 |                                  |
| (e) Gross sales price                                                                                                             | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale                                                                                                                                                                                                                                                                                                                                                 | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                    |                                  |
| a                                                                                                                                 |                                            |                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                 |                                  |
| b                                                                                                                                 |                                            |                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                 |                                  |
| c                                                                                                                                 |                                            |                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                 |                                  |
| d                                                                                                                                 |                                            |                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                 |                                  |
| e 7,509,488.                                                                                                                      |                                            | 6,989,328.                                                                                                                                                                                                                                                                                                                                                                                      | 520,160.                                                                                        |                                  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                       |                                            |                                                                                                                                                                                                                                                                                                                                                                                                 | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                  |
| (i) FMV as of 12/31/69                                                                                                            | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any                                                                                                                                                                                                                                                                                                                                                 |                                                                                                 |                                  |
| a                                                                                                                                 |                                            |                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                 |                                  |
| b                                                                                                                                 |                                            |                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                 |                                  |
| c                                                                                                                                 |                                            |                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                 |                                  |
| d                                                                                                                                 |                                            |                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                 |                                  |
| e                                                                                                                                 |                                            |                                                                                                                                                                                                                                                                                                                                                                                                 | 520,160.                                                                                        |                                  |
| 2 Capital gain net income or (net capital loss)                                                                                   |                                            | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2           <div style="border-left: 1px solid black; padding-left: 10px;">520,160.</div> </div> </div>        |                                                                                                 |                                  |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)                                                    |                                            | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c)<br/>           If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3           <div style="border-left: 1px solid black; padding-left: 10px;">N/A</div> </div> </div> |                                                                                                 |                                  |

**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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                           | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2011                                                                                                                                                                           | 2,108,553.                               | 46,046,018.                                  | .045792                                                     |
| 2010                                                                                                                                                                           | 1,722,637.                               | 40,960,190.                                  | .042056                                                     |
| 2009                                                                                                                                                                           | 1,982,840.                               | 35,855,723.                                  | .055301                                                     |
| 2008                                                                                                                                                                           | 2,050,115.                               | 43,030,377.                                  | .047643                                                     |
| 2007                                                                                                                                                                           | 1,940,425.                               | 50,912,867.                                  | .038113                                                     |
| 2 Total of line 1, column (d)                                                                                                                                                  |                                          |                                              | 2 .228905                                                   |
| 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 .045781                                                   |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5                                                                                                 |                                          |                                              | 4 46,622,429.                                               |
| 5 Multiply line 4 by line 3                                                                                                                                                    |                                          |                                              | 5 2,134,421.                                                |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   |                                          |                                              | 6 20,992.                                                   |
| 7 Add lines 5 and 6                                                                                                                                                            |                                          |                                              | 7 2,155,413.                                                |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                         |                                          |                                              | 8 2,249,018.                                                |

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

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

|    |                                                                                                                                                                                                                                   |    |         |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions) |    |         |
| b  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                        | 1  | 20,992. |
| c  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                                                                            |    |         |
| 2  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                         | 2  | 0.      |
| 3  | Add lines 1 and 2                                                                                                                                                                                                                 | 3  | 20,992. |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                       | 4  | 0.      |
| 5  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                    | 5  | 20,992. |
| 6  | <b>Credits/Payments</b>                                                                                                                                                                                                           |    |         |
| a  | 2012 estimated tax payments and 2011 overpayment credited to 2012                                                                                                                                                                 | 6a | 27,201. |
| b  | Exempt foreign organizations - tax withheld at source                                                                                                                                                                             | 6b |         |
| c  | Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                               | 6c |         |
| d  | Backup withholding erroneously withheld                                                                                                                                                                                           | 6d |         |
| 7  | Total credits and payments. Add lines 6a through 6d                                                                                                                                                                               | 7  | 27,201. |
| 8  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                               | 8  | 10.     |
| 9  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                              | 9  |         |
| 10 | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. <b>STATEMENT 11</b>                                                                                                             | 10 | 6,199.  |
| 11 | Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <b>6,166.</b> <b>Refunded</b>                                                                                                                             | 11 | 0.      |

**Part VII-A Statements Regarding Activities**

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

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

|    |                                                                                                                                                                                                                                                                                                                                  |    |     |         |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)                                                                                                                                          | 11 |     | X       |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)                                                                                                                                         | 12 |     | X       |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► N/A                                                                                                                                                                                     | 13 | X   |         |
| 14 | The books are in care of ► HEIDEMARIE ROCHLIN Telephone no ► 775-329-1611<br>Located at ► 3690 GRANT DR., STE. I-2, RENO, NV ZIP+4 ► 89509                                                                                                                                                                                       |    |     |         |
| 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<br>► 15 N/A                                                                                                                                  |    |     |         |
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ► | 16 | Yes | No<br>X |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Yes                                                                 | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|----|
| 1a During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                             | <input checked="" type="checkbox"/> Yes <input 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)?<br>Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>                                                                                                                                                          | 1b                                                                  | X  |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?                                                                                                                                                                                                                                                                                                        | 1c                                                                  | X  |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))                                                                                                                                                                                                                                                                                                                  |                                                                     |    |
| a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?<br>If "Yes," list the years ►                                                                                                                                                                                                                                                                                                                | <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)                                                                                                                                                                                       | N/A                                                                 | 2b |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here<br>►                                                                                                                                                                                                                                                                                                                                                                           |                                                                     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) | N/A                                                                 | 3b |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                               |                                                                     | 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?                                                                                                                                                                                                                                                              |                                                                     | X  |

Form 990-PF (2012)

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

**5b**

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

X

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address      | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| HEIDEMARIE ROCHLIN        | PRESIDENT                                                 |                                           |                                                                       |                                       |
| 3690 GRANT DR., SUITE I-2 |                                                           |                                           |                                                                       |                                       |
| RENO, NV 89509            | 20.00                                                     | 0.                                        | 0.                                                                    | 0.                                    |
| JOSEPH SCHONWALD          | VICE - PRESIDENT                                          |                                           |                                                                       |                                       |
| 3690 GRANT DR., SUITE I-2 |                                                           |                                           |                                                                       |                                       |
| RENO, NV 89509            | 20.00                                                     | 45,738.                                   | 0.                                                                    | 0.                                    |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |

**2** Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| NONE                                                          |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

**Total** number of other employees paid over \$50,000

0





**Part 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 | 46,822,872. |
| b | Average of monthly cash balances                                                                            | 1b | 509,543.    |
| c | Fair market value of all other assets                                                                       | 1c | 0.          |
| d | <b>Total</b> (add lines 1a, b, and c)                                                                       | 1d | 47,332,415. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1e | 0.          |
| 2 | Acquisition indebtedness applicable to line 1 assets                                                        | 2  | 0.          |
| 3 | Subtract line 2 from line 1d                                                                                | 3  | 47,332,415. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 709,986.    |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5  | 46,622,429. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | 6  | 2,331,121.  |

**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  | 2,331,121. |
| 2a | Tax on investment income for 2012 from Part VI, line 5                                                    | 2a | 20,992.    |
| b  | Income tax for 2012 (This does not include the tax from Part VI)                                          | 2b | 6,722.     |
| c  | Add lines 2a and 2b                                                                                       | 2c | 27,714.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 2,303,407. |
| 4  | Recoveries of amounts treated as qualifying distributions                                                 | 4  | 0.         |
| 5  | Add lines 3 and 4                                                                                         | 5  | 2,303,407. |
| 6  | Deduction from distributable amount (see instructions)                                                    | 6  | 0.         |
| 7  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 2,303,407. |

**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 | 2,249,018. |
| b | Program-related investments - total from Part IX-B                                                                                | 1b | 0.         |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | 2  |            |
| 3 | Amounts set aside for specific charitable projects that satisfy the                                                               |    |            |
| a | Suitability test (prior IRS approval required)                                                                                    | 3a |            |
| b | Cash distribution test (attach the required schedule)                                                                             | 3b |            |
| 4 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | 4  | 2,249,018. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 20,992.    |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                             | 6  | 2,228,026. |

**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 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2012 from Part XI, line 7                                                                                                                       |               |                            |             | 2,303,407.  |
| <b>2</b> Undistributed income, if any, as of the end of 2012                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2011 only                                                                                                                                               |               |                            | 126,052.    |             |
| <b>b</b> Total for prior years                                                                                                                                                    |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2012                                                                                                                          |               |                            |             |             |
| <b>a</b> From 2007                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2008                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2009                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2010                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2011                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 0.            |                            |             |             |
| <b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,249,018.                                                                                                  |               |                            |             |             |
| <b>a</b> Applied to 2011, but not more than line 2a                                                                                                                               |               |                            | 126,052.    |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2012 distributable amount                                                                                                                                     |               |                            |             | 2,122,966.  |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)                                        | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | 0.            |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |               | 0.                         |             |             |
| <b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions                                                                                                          |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr                                                                                   |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013                                                                |               |                            |             | 180,441.    |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a                                                                                              | 0.            |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                      |               |                            |             |             |
| <b>a</b> Excess from 2008                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2009                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2010                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2011                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2012                                                                                                                                                         |               |                            |             |             |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling



b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

HEIDEMARIE ROCHLIN

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

| Recipient<br>Name and address (home or business)                                                    | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount               |
|-----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------------------|
| <b>a Paid during the year</b>                                                                       |                                                                                                                    |                                      |                                     |                      |
| FROM K-1: ALLIANCEBERNSTEIN<br>HOLDINGS, L.P.<br>1345 AVE OF THE AMERICAS<br>NEW YORK, NY 10105     | NONE                                                                                                               | PUBLIC CHARITY                       | VARIOUS                             | 99.                  |
| FROM K-1: BUCKEYE PARTNERS, L.P.<br>P.O. BOX 56169<br>HOUSTON, TX 77256                             | NONE                                                                                                               | PUBLIC CHARITY                       | VARIOUS                             | 46.                  |
| WOMEN'S & CHILDREN'S CENTER OF THE<br>SIERRA<br>3905 NEIL ROAD, SUITE 2<br>RENO, NV 89502           | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 30,000.              |
| THE AMERICAN JEWISH JOINT<br>DISTRIBUTION COMMITTEE, INC.<br>711 THIRD AVENUE<br>NEW YORK, NY 10017 | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 596,000.             |
| AMERICAN FRIENDS OF IDC<br>116 EAST 16TH STREET, 11TH FLOOR<br>NEW YORK, NY 10003                   | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 30,000.              |
| <b>Total</b>                                                                                        | <b>SEE CONTINUATION SHEET(S)</b>                                                                                   |                                      |                                     | <b>3a</b> 2,150,145. |
| <b>b Approved for future payment</b>                                                                |                                                                                                                    |                                      |                                     |                      |
| NONE                                                                                                |                                                                                                                    |                                      |                                     |                      |
|                                                                                                     |                                                                                                                    |                                      |                                     |                      |
|                                                                                                     |                                                                                                                    |                                      |                                     |                      |
| <b>Total</b>                                                                                        |                                                                                                                    |                                      |                                     | <b>3b</b> 0.         |





| FORM 990-PF                                 | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 6 |
|---------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| DUES & SUBSCRIPTIONS                        | 2,009.                       | 1,005.                            |                               | 1,004.                        |   |
| MISCELLANEOUS EXPENSES FROM<br>INVESTMENTS  | 1,632.                       | 816.                              |                               | 816.                          |   |
| COMMUNICATION EXPENSES                      | 1,903.                       | 1,903.                            |                               | 0.                            |   |
| NON-DEDUCTABLE EXPENSES FROM<br>INVESTMENTS | 6,565.                       | 0.                                |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 23                 | 12,109.                      | 3,724.                            |                               | 1,820.                        |   |

| FORM 990-PF                             | CORPORATE STOCK |  | STATEMENT            | 7 |
|-----------------------------------------|-----------------|--|----------------------|---|
| DESCRIPTION                             | BOOK VALUE      |  | FAIR MARKET<br>VALUE |   |
| CORPORATE STOCK                         | 18,999,630.     |  | 37,388,537.          |   |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 18,999,630.     |  | 37,388,537.          |   |

| FORM 990-PF                             | CORPORATE BONDS |  | STATEMENT            | 8 |
|-----------------------------------------|-----------------|--|----------------------|---|
| DESCRIPTION                             | BOOK VALUE      |  | FAIR MARKET<br>VALUE |   |
| CORPORATE BONDS                         | 8,523,778.      |  | 8,596,828.           |   |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 8,523,778.      |  | 8,596,828.           |   |

**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,<br>2-story brick warehouse, or common stock, 200 shs MLC Co |                                                   | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                 | CHARLES SCHWAB - CAPITAL GAIN DIST., SEE ATTACHME | P                                                |                                      |                                  |
| b                                                                                                                                  | MORGAN STANLEY 8210 - CAPITAL GAIN DIST., SEE ATT | P                                                |                                      |                                  |
| c                                                                                                                                  | MORGAN STANLEY 8602 - CAPITAL GAIN DIST., SEE ATT | P                                                |                                      |                                  |
| d                                                                                                                                  | WELLS FARGO ADVISORS - CAPITAL GAIN DIST., SEE AT | P                                                |                                      |                                  |
| e                                                                                                                                  | ALLIANCEBERNSTEIN HOLDING L.P. - ST GAIN, SEE ATT | P                                                |                                      |                                  |
| f                                                                                                                                  | ALLIANCEBERNSTEIN HOLDING L.P. - LT GAIN, SEE ATT | P                                                |                                      |                                  |
| g                                                                                                                                  | BUCKEYE PARTNERS, L.P. - NET SECTION 1231 GAIN, S | P                                                |                                      |                                  |
| h                                                                                                                                  | MORGAN STANLEY (CITI) ACCOUNT 1361 - ST GAINS/LOS | P                                                |                                      |                                  |
| i                                                                                                                                  | WELLS FARGO ADVISORS - ST GAINS/LOSSES, SEE ATTAC | P                                                |                                      |                                  |
| j                                                                                                                                  | MORGAN STANLEY ACCOUNT 8602 - ST GAINS/LOSSES, SE | P                                                |                                      |                                  |
| k                                                                                                                                  | MORGAN STANLEY ACCOUNT 8210 - ST GAINS/LOSSES, SE | P                                                |                                      |                                  |
| l                                                                                                                                  | MORGAN STANLEY (CITI) ACCOUNT 1361 - LT GAINS/LOS | P                                                |                                      |                                  |
| m                                                                                                                                  | WELLS FARGO ADVISORS - LT GAINS/LOSSES, SEE ATTAC | P                                                |                                      |                                  |
| n                                                                                                                                  | MORGAN STANLEY ACCOUNT 8602 - LT GAINS/LOSSES, SE | P                                                |                                      |                                  |
| o                                                                                                                                  | CHARLES SCHWAB - LT GAINS/LOSSES, SEE ATTACHMENT  | P                                                |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 5,236.              |                                            |                                                 | 5,236.                                       |
| b 8,185.              |                                            |                                                 | 8,185.                                       |
| c 8,559.              |                                            |                                                 | 8,559.                                       |
| d 5,378.              |                                            |                                                 | 5,378.                                       |
| e 2,629.              |                                            |                                                 | 2,629.                                       |
| f 7,265.              |                                            |                                                 | 7,265.                                       |
| g 1,188.              |                                            |                                                 | 1,188.                                       |
| h 794,027.            |                                            | 802,303.                                        | -8,276.                                      |
| i 150,000.            |                                            | 150,008.                                        | -8.                                          |
| j 657,059.            |                                            | 655,159.                                        | 1,900.                                       |
| k 2,637.              |                                            | 2,637.                                          | 0.                                           |
| l 308,796.            |                                            | 303,212.                                        | 5,584.                                       |
| m 2,735,698.          |                                            | 2,206,843.                                      | 528,855.                                     |
| n 1,389,727.          |                                            | 1,323,068.                                      | 66,659.                                      |
| o 776,352.            |                                            | 900,908.                                        | -124,556.                                    |

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

| (i) FMV as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any | (l) Losses (from col (h))<br>Gains (excess of col (h) gain over col (k),<br>but not less than "-0-") |
|------------------------|--------------------------------------|-----------------------------------------------|------------------------------------------------------------------------------------------------------|
| a                      |                                      |                                               | 5,236.                                                                                               |
| b                      |                                      |                                               | 8,185.                                                                                               |
| c                      |                                      |                                               | 8,559.                                                                                               |
| d                      |                                      |                                               | 5,378.                                                                                               |
| e                      |                                      |                                               | 2,629.                                                                                               |
| f                      |                                      |                                               | 7,265.                                                                                               |
| g                      |                                      |                                               | 1,188.                                                                                               |
| h                      |                                      |                                               | -8,276.                                                                                              |
| i                      |                                      |                                               | -8.                                                                                                  |
| j                      |                                      |                                               | 1,900.                                                                                               |
| k                      |                                      |                                               | 0.                                                                                                   |
| l                      |                                      |                                               | 5,584.                                                                                               |
| m                      |                                      |                                               | 528,855.                                                                                             |
| n                      |                                      |                                               | 66,659.                                                                                              |
| o                      |                                      |                                               | -124,556.                                                                                            |

|                                                                                                                                                                                   |   |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|--|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                             | 2 |  |
| 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)<br>If (loss), enter "-0-" in Part I, line 8 } | 3 |  |



**Part IV** Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co |                                                   | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo, day, yr) | (d) Date sold<br>(mo, day, yr) |
|---------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|--------------------------------------------------|------------------------------------|--------------------------------|
| 1a                                                                                                                              | MORGAN STANLEY ACCOUNT 8210 - LT GAINS/LOSSES, SE | P                                                |                                    |                                |
| b                                                                                                                               | OTHER - LT GAINS/LOSSES, SEE ATTACHMENT A         | P                                                |                                    |                                |
| c                                                                                                                               |                                                   |                                                  |                                    |                                |
| d                                                                                                                               |                                                   |                                                  |                                    |                                |
| e                                                                                                                               |                                                   |                                                  |                                    |                                |
| f                                                                                                                               |                                                   |                                                  |                                    |                                |
| g                                                                                                                               |                                                   |                                                  |                                    |                                |
| h                                                                                                                               |                                                   |                                                  |                                    |                                |
| i                                                                                                                               |                                                   |                                                  |                                    |                                |
| j                                                                                                                               |                                                   |                                                  |                                    |                                |
| k                                                                                                                               |                                                   |                                                  |                                    |                                |
| l                                                                                                                               |                                                   |                                                  |                                    |                                |
| m                                                                                                                               |                                                   |                                                  |                                    |                                |
| n                                                                                                                               |                                                   |                                                  |                                    |                                |
| o                                                                                                                               |                                                   |                                                  |                                    |                                |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 656,111.            |                                            | 645,190.                                        | 10,921.                                      |
| b 641.                |                                            |                                                 | 641.                                         |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |
| f                     |                                            |                                                 |                                              |
| g                     |                                            |                                                 |                                              |
| h                     |                                            |                                                 |                                              |
| i                     |                                            |                                                 |                                              |
| j                     |                                            |                                                 |                                              |
| k                     |                                            |                                                 |                                              |
| l                     |                                            |                                                 |                                              |
| m                     |                                            |                                                 |                                              |
| n                     |                                            |                                                 |                                              |
| o                     |                                            |                                                 |                                              |

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

| (i) FMV as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any | (l) Losses (from col (h))<br>Gains (excess of col (h) gain over col (k),<br>but not less than "-0-") |
|------------------------|--------------------------------------|-----------------------------------------------|------------------------------------------------------------------------------------------------------|
| a                      |                                      |                                               | 10,921.                                                                                              |
| b                      |                                      |                                               | 641.                                                                                                 |
| c                      |                                      |                                               |                                                                                                      |
| d                      |                                      |                                               |                                                                                                      |
| e                      |                                      |                                               |                                                                                                      |
| f                      |                                      |                                               |                                                                                                      |
| g                      |                                      |                                               |                                                                                                      |
| h                      |                                      |                                               |                                                                                                      |
| i                      |                                      |                                               |                                                                                                      |
| j                      |                                      |                                               |                                                                                                      |
| k                      |                                      |                                               |                                                                                                      |
| l                      |                                      |                                               |                                                                                                      |
| m                      |                                      |                                               |                                                                                                      |
| n                      |                                      |                                               |                                                                                                      |
| o                      |                                      |                                               |                                                                                                      |

|                                                                                                                                                                                   |   |          |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|----------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                             | 2 | 520,160. |
| 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)<br>If (loss), enter "-0-" in Part I, line 8 } | 3 | N/A      |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                                      | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount            |
|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-------------------|
| ISRAEL SPECIAL KIDS FUND<br>505 EIGHTH AVENUE<br>NEW YORK, NY 10018                                   | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 15,000.           |
| THE SCHECHTER INSTITUTE, INC.<br>BOX #3566, PO BOX 8500<br>PHILADELPHIA, PA 19178-3566                | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 40,000.           |
| P.E.F. ISRAEL ENDOWMENT FUNDS, INC.<br>317 MADISON AVENUE #607<br>NEW YORK, NY 10017-5269             | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 896,500.          |
| KNPB CHANNEL 5 PUBLIC BROADCASTING<br>1670 NORTH VIRGINIA STREET<br>RENO, NV 89503                    | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 10,000.           |
| RENOWN HEALTH FOUNDATION<br>1155 MILL STREET O2<br>RENO, NV 89502                                     | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 30,000.           |
| JEWISH HOME FOR THE AGING<br>7150 TAMPA AVE<br>RESEDA, CA 91335                                       | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 25,000.           |
| ALZHEIMER'S ASSOCIATION NORTHERN NV<br>CHAPTER<br>1301 CORDONE AVENUE, SUITE 180<br>RENO, NV 89502    | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 20,000.           |
| NATIONAL JEWISH HEALTH<br>1400 JACKSON ST<br>DENVER, CO 80206                                         | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 25,000.           |
| JEWISH BRAILLE INSTITUTE<br>INTERNATIONAL<br>110 EAST 30TH STREET<br>NEW YORK, NY 10016               | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 2,500.            |
| AMERICAN COMMITTEE FOR THE WEIZMANN<br>INSTITUTE OF SCIENCE<br>633 THIRD AVENUE<br>NEW YORK, NY 10017 | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 125,000.          |
| <b>Total from continuation sheets</b>                                                                 |                                                                                                                    |                                      |                                     | <b>1,494,000.</b> |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                                                          | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|---------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| TIKVA CHILDREN'S HOME<br>501 10TH AVE. 7TH FLOOR<br>NEW YORK, NY 10018                                                    | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 20,000.  |
| LIVE OAK INSTITUTE<br>1328 SIXTH STREET, SUITE 4<br>BERKELEY, CA 94710                                                    | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 25,000.  |
| AMERICAN FRIENDS OF LIVNOT<br>U'LEHIBANOT<br>P.O. BOX 811715<br>BOCA RATON, FL 33481                                      | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 30,000.  |
| AMERICAN ASSOCIATES BEN-GURION<br>UNIVERSITY OF THE NEGEV<br>1001 AVENUE OF THE AMERICAS 19TH FLOOR<br>NEW YORK, NY 10018 | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 15,000.  |
| THE AMERICAN TECHNION SOCIETY<br>575 WILSHIRE BLVD., SUITE 535<br>LOS ANGELES, CA 90036                                   | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 100,000. |
| SHALOM HARTMAN INSTITUTE NORTH<br>AMERICA<br>ONE PENNSYLVANIA PLAZA, SUITE 1606<br>NEW YORK, NY 10119                     | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 30,000.  |
| CENTRAL FUND OF ISRAEL<br>980 AVE OF THE AMERICAS FRNT 3<br>NEW YORK, NY 10018                                            | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 20,000.  |
| AMERICAN FRIENDS OF HERZOG HOSPITAL<br>136 EAST 57TH STREET, SUITE 803<br>NEW YORK, NY 10022                              | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 25,000.  |
| FRIENDS OF ISRAEL SCI-TECH SCHOOLS<br>25 WEST 45TH STREET, SUITE 1405<br>NEW YORK, NY 10036                               | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 20,000.  |
| UNR ARTS FOUNDATION<br>1664 N VIRGINIA STREET<br>RENO, NV 89557                                                           | NONE                                                                                                               | PUBLIC CHARITY                       | ORGANIZATIONAL MISSION              | 20,000.  |
| Total from continuation sheets                                                                                            |                                                                                                                    |                                      |                                     |          |

| FORM 990-PF                                    | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT                  | 1                    |
|------------------------------------------------|----------------------------------------|----------------------------|----------------------|
| SOURCE                                         | GROSS AMOUNT                           | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
| CHARLES SCHWAB & CO., INC -<br>DIVIDENDS       | 172,441.                               | 0.                         | 172,441.             |
| CHARLES SCHWAB & CO., INC -<br>INTEREST        | 5,733.                                 | 0.                         | 5,733.               |
| K-1 ALLIANCEBERNSTEIN HOLDING<br>L.P DIVIDENDS | 662.                                   | 0.                         | 662.                 |
| K-1 ALLIANCEBERNSTEIN HOLDING<br>L.P INTEREST  | 705.                                   | 0.                         | 705.                 |
| K-1 BUCKEYE PARTNERS, L.P.<br>DIVIDENDS        | 272.                                   | 0.                         | 272.                 |
| K-1 BUCKEYE PARTNERS, L.P.<br>INTEREST         | 176.                                   | 0.                         | 176.                 |
| MISC. DIVIDENDS                                | 1,018.                                 | 0.                         | 1,018.               |
| MISC. DIVIDENDS - ROUSE<br>PROPERTIES, INC.    | 1,670.                                 | 0.                         | 1,670.               |
| MORGAN STANLEY 1316 - DIVIDENDS                | 41,315.                                | 0.                         | 41,315.              |
| MORGAN STANLEY 1316 - INTEREST                 | 194,839.                               | 0.                         | 194,839.             |
| MORGAN STANLEY 8210 - DIVIDENDS                | 143,172.                               | 0.                         | 143,172.             |
| MORGAN STANLEY 8602 - DIVIDENDS                | 39,748.                                | 0.                         | 39,748.              |
| MORGAN STANLEY 8602 - INTEREST                 | 186,491.                               | 0.                         | 186,491.             |
| MORGAN STANLEY SMITH 8210 -<br>INTEREST        | 66,052.                                | 0.                         | 66,052.              |
| MV OIL TRUST - INTEREST                        | 16,967.                                | 0.                         | 16,967.              |
| STIFEL NICOLAUS - DIVIDENDS                    | 3,019.                                 | 0.                         | 3,019.               |
| STIFEL NICOLAUS - INTEREST                     | 1.                                     | 0.                         | 1.                   |
| WELLS FARGO ADVISORS - DIVIDENDS               | 632,459.                               | 0.                         | 632,459.             |
| WELLS FARGO ADVISORS - INTEREST                | 132,812.                               | 0.                         | 132,812.             |
| TOTAL TO FM 990-PF, PART I, LN 4               | 1,639,552.                             | 0.                         | 1,639,552.           |

| FORM 990-PF                           | OTHER INCOME                | STATEMENT                         | 2                             |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
| K-1 ALLIANCE CAPITAL MANAGEMENT       | 12,961.                     | 0.                                |                               |
| K-1 BUCKEYE PARTNERS, L.P.            | 37,932.                     | 0.                                |                               |
| PERMIAN BASIN ROYALTY TRUST           | 24,649.                     | 24,649.                           |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 75,542.                     | 24,649.                           |                               |

| FORM 990-PF                                      | ACCOUNTING FEES              |                                   |                               | STATEMENT                     | 3 |
|--------------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                                      | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| ACCOUNTING FEES - J.A.<br>SOLARI & PARTNERS, LLC | 12,128.                      | 9,096.                            |                               | 3,032.                        |   |
| TO FORM 990-PF, PG 1, LN 16B                     | 12,128.                      | 9,096.                            |                               | 3,032.                        |   |

| FORM 990-PF                            | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT                     | 4 |
|----------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                            | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| MANAGEMENT FEES - JOSEPH<br>SCHONWALD  | 45,738.                      | 0.                                |                               | 45,738.                       |   |
| MANAGEMENT FEES - DAVID<br>RIECKERS    | 36,000.                      | 36,000.                           |                               | 0.                            |   |
| MANAGEMENT FEES - ROLINDA<br>SCHONWALD | 45,738.                      | 0.                                |                               | 45,738.                       |   |
| TRUST ADMINSTATIVE EXPENSE             | 959.                         | 959.                              |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 16C           | 128,435.                     | 36,959.                           |                               | 91,476.                       |   |

| FORM 990-PF                             | TAXES                        |                                   |                               | STATEMENT                     | 5 |
|-----------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                             | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| FOREIGN TAX WITHHOLDING ON<br>DIVIDENDS | 19,184.                      | 19,184.                           |                               | 0.                            |   |
| OTHER TAXES                             | 992.                         | 992.                              |                               | 0.                            |   |
| INCOME TAX EXPENSE                      | 14,000.                      | 0.                                |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18             | 34,176.                      | 20,176.                           |                               | 0.                            |   |

| SECURITY                                  | FACE OR<br>SHARES | DATE<br>ACQ | DATE<br>SOLD | SALES<br>PROCEEDS | COST             | GAIN/<br>(LOSS) |
|-------------------------------------------|-------------------|-------------|--------------|-------------------|------------------|-----------------|
| <b>SHORT-TERM TRANSACTIONS</b>            |                   |             |              |                   |                  |                 |
| MORGAN STANLEY (CITI) ACCOUNT 1361        |                   |             |              |                   |                  |                 |
| FREDDIE MAC SER.3844 CL. JA 4.5% 10/15/39 | 500000            | 04 15 2011  | 03.15.2012   | 3,575             | 2,950            | 625             |
| BARCLAYS BANK PLC                         | 100000            | 04.27.2011  | 04.13.2012   | 100,000           | 99,381           | 619             |
| FACEBOOK INC.- A                          | 1500              | 05.17 2012  | 05.29.2012   | 43,453            | 57,000           | (13,547)        |
| BANK OF AMERICA CORP.5.375% 6/30/2025     | 100000            | 09.08.2011  | 06.28.2012   | 100,000           | 99,576           | 424             |
| BANK OF AMERICA CORP. 5.9% 12/28/2025     | 252000            | 08 16.2011  | 06.28.2012   | 252,000           | 248,396          | 3,604           |
| FEDERAL NAT MTG ASSOCIATION               | 295000            | VARIOUS     | 01 06.2012   | 295,000           | 295,000          | 0               |
|                                           |                   |             |              | <b>794,027</b>    | <b>802,303</b>   | <b>(8,276)</b>  |
| <b>WELLS FARGO ADVISORS</b>               |                   |             |              |                   |                  |                 |
| BANK OF AMERICA CORP. 3.35% 2/16/2016     | 150000            | 02.08.2012  | 08 10.2012   | 150,000           | 150,008          | (8)             |
|                                           |                   |             |              | <b>150,000</b>    | <b>150,008</b>   | <b>(8)</b>      |
| <b>MORGAN STANLEY ACCOUNT 8602</b>        |                   |             |              |                   |                  |                 |
| MORGAN STANLEY STEP-UP 5% 7/9/2025        | 215000            | 11 10.2011  | 10.29.2012   | 215,000           | 213,925          | 1,075           |
| MORGAN STANLEY STEP-UP 5% 7/9/2025        | 165000            | 01 03.2012  | 10 29.2012   | 165,000           | 164,175          | 825             |
| CHASE 2005-S3 A7 5500 *35NVRG             | 75496.19          | VARIOUS     | VARIOUS      | 75,496            | 75,496           | 0               |
| CMSC 2006-7 3A7 6500 *36AURG              | 7041 17           | VARIOUS     | VARIOUS      | 7,041             | 7,041            | 0               |
| CSMC 2006-2 4A3 6000 *36MHRG              | 21086 54          | VARIOUS     | VARIOUS      | 21,087            | 21,087           | 0               |
| GNMA 11-102 CP 4000 41MHRG                | 142024 29         | VARIOUS     | VARIOUS      | 142,024           | 142,024          | 0               |
| WFMB 2006-11 A12 6000 *36SPRG             | 31411 03          | VARIOUS     | VARIOUS      | 31,411            | 31,411           | 0               |
|                                           |                   |             |              | <b>657,059</b>    | <b>655,159</b>   | <b>1,900</b>    |
| <b>MORGAN STANLEY ACCOUNT 8210</b>        |                   |             |              |                   |                  |                 |
| GNMA POOL 0178466 9000 16SPI5             | 1198.29           | VARIOUS     | VARIOUS      | 1,198             | 1,198            | 0               |
| PS BUSINESS PARK 7.0000% SER              | 1438.88           | VARIOUS     | 06.15 2012   | 1,439             | 1,439            | 0               |
|                                           |                   |             |              | <b>2,637</b>      | <b>2,637</b>     | <b>0</b>        |
| <b>TOTAL SHORT-TERM TRANSACTIONS</b>      |                   |             |              | <b>1,603,724</b>  | <b>1,610,107</b> | <b>(6,383)</b>  |

| SECURITY                                  | FACE OR<br>SHARES | DATE<br>ACQ    | DATE<br>SOLD | SALES<br>PROCEEDS | COST             | GAIN/<br>(LOSS) |
|-------------------------------------------|-------------------|----------------|--------------|-------------------|------------------|-----------------|
| LONG-TERM TRANSACTIONS                    |                   |                |              |                   |                  |                 |
| MORGAN STANLEY (CITI) ACCOUNT 1361        |                   |                |              |                   |                  |                 |
| CITIGROUP INC, 5.25% 2/27/2012            | 300000            | 01.08.2009     | 02.27.2012   | 300,000           | 296,928          | 3,072           |
| KERZNER INT'L (FORMER SUN INT'L HOTEL)    | 0                 | 06.17.1994     | 03.08.2012   | 13                | 0                | 13              |
| GINNIE MAE SERIES 2010-55 4.5% 10/20/2039 | 400000            | 04.21.2010     | 04.20.2012   | 2,013             | 13               | 2,000           |
| BANK OF AMERICA MTG SER.2004-5 6%/6/25/34 | 200000            | 05.11.2004     | 05.29.2012   | 6,771             | 6,271            | 500             |
|                                           |                   |                |              | <b>308,796</b>    | <b>303,212</b>   | <b>5,585</b>    |
| WELLS FARGO ADVISORS                      |                   |                |              |                   |                  |                 |
| GOLDMAN SACHS GRP.STEP-UP 4%12/22/17      | 200000            | 12.17.2010     | 03.22.2012   | 200,000           | 200,000          | 0               |
| CHESAPEAKE ENERGY CORP                    | 6000              | 01.21./25.2005 | 04.20.2012   | 107,354           | 102,353          | 5,001           |
| NATIONAL CITY CAP IV 8% 9/15/2047         | 4000              | 08.24.2007     | 07.30.2012   | 100,000           | 100,000          | 0               |
| ROYAL BANK OF SCOTLAND 7.25%PREF.         | 3339              | 09.20.2007     | 08.27.2012   | 75,252            | 83,475           | (8,223)         |
| ROYAL BANK OF SCOTLAND 7.25%PREF.         | 4661              | 09.20.2007     | 08.28.2012   | 105,049           | 116,525          | (11,476)        |
| FIFTH THIRD CAP. 7.25% 11/15/67           | 6000              | 10.23.2007     | 08.08.2012   | 150,000           | 150,000          | 0               |
| BARCLAYS BANK PLC MED.TERM 3.25%/2/7/18   | 100000            | 02.03.2011     | 08.07.2012   | 100,000           | 99,508           | 493             |
| COLGATE- PALMOLIVE CO                     | 1000              | VARIOUS        | 09.11.2012   | 103,040           | 16,138           | 86,902          |
| PRAXAIR INC                               | 5000              | VARIOUS        | 09.11.2012   | 535,031           | 78,872           | 456,158         |
| ROYAL BANK OF SCOTLAND 4.5% 3/22/11       | 100000            | 03.17.2011     | 09.24.2012   | 200,000           | 200,000          | 0               |
| PRIMUS GUARANTY 7% SR.NT 12/27/2011       | 10000             | 12.19.2006     | 09.27.2012   | 250,000           | 250,000          | 0               |
| GOLDMAN SAHS GROUP INC.3.25% 09/28/18     | 200000            | 09.17.2010     | 09.28.2012   | 200,000           | 200,000          | 0               |
| AMER.FINL. GROUP 7.125% 2/3/2034          | 8000              | 02.03.2004     | 09.28.2012   | 200,000           | 200,000          | 0               |
| GOLDMAN SACHS GROUP INC.4% 08/16/2020     | 200000            | 08.11.2011     | 11.16.2012   | 200,000           | 200,000          | 0               |
| CITIGROUP CAP. 7.857% 12/15/2067          | 200000            | 11.19.2007     | 12.17.2012   | 200,000           | 200,000          | 0               |
| MV OIL TRUST                              | 7500              | VARIOUS        | 01.25.2012   | 2,600             | 2,600            | 0               |
| MV OIL TRUST                              | 7500              | VARIOUS        | 04.25.2012   | 2,416             | 2,416            | 0               |
| MV OIL TRUST                              | 7500              | VARIOUS        | 07.25.2012   | 2,450             | 2,450            | 0               |
| MV OIL TRUST                              | 7500              | VARIOUS        | 10.25.2012   | 2,508             | 2,508            | 0               |
|                                           |                   |                |              | <b>2,735,698</b>  | <b>2,206,843</b> | <b>528,855</b>  |

| SECURITY                                | FACE OR<br>SHARES | DATE<br>ACQ     | DATE<br>SOLD | SALES<br>PROCEEDS | COST             | GAIN/<br>(LOSS) |
|-----------------------------------------|-------------------|-----------------|--------------|-------------------|------------------|-----------------|
| LONG-TERM TRANSACTIONS (CONTINUED)      |                   |                 |              |                   |                  |                 |
| MORGAN STANLEY ACCOUNT 8602             |                   |                 |              |                   |                  |                 |
| GTE CORP DEBENTURES 6.84% 4/15/2018     | 200000            | 08/29/2002      | 08/31/2012   | 250,846           | 191,505          | 59,341          |
| GABELLI UTILITY TRUST                   | 2909              | 7/15/99/9/25/03 | 08/30/2012   | 23,816            | 18,035           | 5,781           |
| LOS ANGELES MUNI IMPT.BD.6.49% 9/1/2019 | 15000             | 12/03/2009      | 09/01/2012   | 15,000            | 15,000           | 0               |
| GOLDMAN SACHS GROUP INC.5% 07/29/2026   | 200000            | 07/28/2011      | 10/29/2012   | 200,000           | 198,500          | 1,500           |
| KRAFT FOODS GROUP INC., COM             | C.I.L.            | 6/12/01/5/8/09  | 10/01/2012   | 33                | 0                | 33              |
| MORGAN STANLEY SEN.STEP-UP 5%8/31/25    | 300000            | 08/26/2010      | 11/30/2012   | 300,000           | 300,000          | 0               |
| GABELLI EQUITY TRUST                    | 0.6894            | MISC 1986/2004  | 12/27/2012   | 4                 | 4                | 0               |
| KAYNE ANDERSON ENERGY TOTAL RETURN      | 0.9051            | MISC.2005/2006  | 12/27/2012   | 22                | 20               | 2               |
| KAYNE ANDERSON MLP INVT.CO              | 0/2031            | 09/27/2004      | 12/27/2012   | 6                 | 4                | 2               |
| M.S. STEP-UP NOTES 5% 6/11/2025         | 300000            | 06/08/2010      | 12/11/2012   | 300,000           | 300,000          | 0               |
| HARTFORD LIFE INS 2990 12AU15           | 200000            | 08/11/2008      | 08/15/2012   | 200,000           | 200,000          | 0               |
| CITIGROUP CAP XIX 7250 *67AU15          | 4000              | 08/08/2007      | 08/15/2012   | 100,000           | 100,000          | 0               |
|                                         |                   |                 |              | <b>1,389,727</b>  | <b>1,323,068</b> | <b>66,659</b>   |
| MORGAN STANLEY ACCOUNT 8210             |                   |                 |              |                   |                  |                 |
| ROUSE PROPERTIES INC                    | C.I.L             | VARIOUS         | 01/12/2012   | 10                | 0                | 10              |
| NEW GERMANY FUND                        | C.I.L             | VARIOUS         | 01/27/2012   | 10                | 0                | 10              |
| GMAC 7% 01/02/2012                      | 100000            | 11/02/2005      | 02/01/2012   | 100,000           | 98,255           | 1,745           |
| FHLMC 9.5% 8/1/2019                     | 0                 | 02/09/1990      | 03/15/2012   | 7                 | 0                | 7               |
| FHLMC 9.5% 8/1/2019                     | 0                 | 02/09/1990      | 04/15/2012   | 7                 | 0                | 7               |
| TENN.VALLEY AUTH. 8.25% 4/15/2042       | 100000            | 04/09/1992      | 04/16/2012   | 106,000           | 96,935           | 9,065           |
| FHLMC 9.5% 8/1/2019                     | 0                 | 02/09/1990      | 05/15/2012   | 7                 | 0                | 7               |
| USB CAPITAL XI 6.6% 9/15/2066           | 4000              | 08/22/2006      | 05/18/2012   | 100,000           | 100,000          | 0               |
| FHLMC 9.5% 8/1/2019                     | 0                 | 02/09/1990      | 06/15/2012   | 7                 | 0                | 7               |
| PS BUSINESS PARKS 7% PFD                | 4000              | 01/20/2004      | 06/15/2012   | 100,000           | 100,000          | 0               |
| FHLMC 9.5% 8/1/2019                     | 0                 | 02/09/1990      | 07/15/2012   | 7                 | 0                | 7               |
| FHLMC 9.5% 8/1/2019                     | 0                 | 02/09/1990      | 08/15/2012   | 7                 | 0                | 7               |
| CITIGROUP CAP.XIX 7.25% 8/15/67         | 4000              | 08/07/2007      | 08/15/2012   | 100,000           | 100,000          | 0               |
| FIFTH THIRD CAP V 7.25% 8/1/67          | 6000              | 08/01/2007      | 08/15/2012   | 150,000           | 150,000          | 0               |
| FHLMC 9.5% 8/1/2019                     | 0                 | 02/09/1990      | 09/15/2012   | 7                 | 0                | 7               |
| FHLMC 9.5% 8/1/2019                     | 0                 | 02/09/1990      | 10/15/2012   | 7                 | 0                | 7               |
| FHLMC 9.5% 8/1/2019                     | 0                 | 02/09/1990      | 11/15/2012   | 7                 | 0                | 7               |
| FHLMC 9.5% 8/1/2019                     | 0                 | 02/09/1990      | 12/15/2012   | 29                | 0                | 29              |
|                                         |                   |                 |              | <b>656,111</b>    | <b>645,190</b>   | <b>10,921</b>   |



| SECURITY                           | FACE OR<br>SHARES | DATE<br>ACQ | DATE<br>SOLD | SALES<br>PROCEEDS   | COST                | GAIN/<br>(LOSS)   |
|------------------------------------|-------------------|-------------|--------------|---------------------|---------------------|-------------------|
| LONG-TERM TRANSACTIONS (CONTINUED) |                   |             |              |                     |                     |                   |
| CHARLES SCHWAB                     |                   |             |              |                     |                     |                   |
| AGIC EQUITY & CONV. INC. FD        | 1100              | 02.22.2007  | 08.27.2012   | 19,098              | 27,500              | (8,402)           |
| BT GROUP PLC ADR                   | 3900              | 11.19.2001  | 08.27.2012   | 132,939             | 169,169             | (36,230)          |
| COHEN & STEERS REIT                | 263               | 06.24.2003  | 08.27.2012   | 4,567               | 6,758               | (2,190)           |
| KAYNE ANDERSON ENERGY TOTAL RETURN | 237               | 06.27.2005  | 08.27.2012   | 6,286               | 5,206               | 1,080             |
| PIONEER FLOATING RATE TR.          | 7500              | 12.22.2004  | 08.27.2012   | 98,619              | 149,604             | (50,985)          |
| AGIC EQUITY & CONV. INC. FD        | 2900              | 02.22.2007  | 08.28.2012   | 50,363              | 72,500              | (22,137)          |
| COHEN & STEERS REIT                | 7737              | 06.24.2003  | 08.28.2012   | 134,612             | 198,794             | (64,182)          |
| KAYNE ANDERSON ENERGY TOTAL RETURN | 5763              | 06.27.2005  | 08.28.2012   | 153,053             | 122,949             | 30,104            |
| OWENS ILLINOIS INC. NEW            | 949               | 05.14.1998  | 09.04.2012   | 16,238              | 50,000              | (33,762)          |
| ROUSE PPTYS INC                    | 147               | 01.13.2012  | 09.07.2012   | 2,099               | 1,670               | 429               |
| HOWARD HUGHES CORP                 | 377               | 11.09.2010  | 09.07.2012   | 24,820              | 9,282               | 15,538            |
| OLIN CORP                          | 6000              | 01.29.2002  | 09.07.2012   | 133,608             | 87,425              | 46,183            |
| GNMA POOL 178466                   | 500000            | VARIOUS     | 12.17.2012   | 51                  | 51                  | 0                 |
|                                    |                   |             |              | <b>776,352</b>      | <b>900,908</b>      | <b>(124,556)</b>  |
| OTHER                              |                   |             |              |                     |                     |                   |
| FHLMC 9.5% 8/1/2019                | 0                 | 02.09.1990  | 01.15.2012   | 7                   | 0                   | 7                 |
| FHLMC 9.5% 8/1/2019                | 0                 | 02.09.1990  | 02.15.2012   | 7                   | 0                   | 7                 |
| GOV'T NATIONAL MTG 2011-102 4%     | 0                 | 07.14.2011  | 11.20.2012   | 625                 | 0                   | 625               |
|                                    |                   |             |              | <b>638</b>          | <b>0</b>            | <b>638</b>        |
| TOTAL LONG-TERM TRANSACTIONS       |                   |             |              | <b>5,867,323.74</b> | <b>5,379,221.04</b> | <b>488,102.70</b> |

CAPITAL GAIN DISTRIBUTION TRANSACTIONS

|                             |  |  |  |              |          |              |
|-----------------------------|--|--|--|--------------|----------|--------------|
| WELLS FARGO ADVISORS        |  |  |  |              |          |              |
| HCP INC                     |  |  |  | 402          | 0        | 402          |
| HEALTH CARE REIT            |  |  |  | 611          | 0        | 611          |
| KIMCO REALTY CORP           |  |  |  | 254          | 0        | 254          |
| PROLOGIS INC. 6.75% S PFD   |  |  |  | 4,111        | 0        | 4,111        |
|                             |  |  |  | <b>5,378</b> | <b>0</b> | <b>5,378</b> |
| MORGAN STANLEY ACCOUNT 8602 |  |  |  |              |          |              |
| GABELLI UTILITY TRUST       |  |  |  | 514          | 0        | 514          |
| MACERICH COMPANY            |  |  |  | 8,045        | 0        | 8,045        |
|                             |  |  |  | <b>8,559</b> | <b>0</b> | <b>8,559</b> |

| SECURITY | FACE OR<br>SHARES | DATE<br>ACQ | DATE<br>SOLD | SALES<br>PROCEEDS | COST | GAIN/<br>(LOSS) |
|----------|-------------------|-------------|--------------|-------------------|------|-----------------|
|----------|-------------------|-------------|--------------|-------------------|------|-----------------|

CAPITAL GAIN DISTRIBUTION TRANSACTIONS (CONTINUED)

|                                    |  |  |  |              |          |              |
|------------------------------------|--|--|--|--------------|----------|--------------|
| MORGAN STANLEY ACCOUNT 8210        |  |  |  |              |          |              |
| BRE PROPERTIES                     |  |  |  | 4,512        | 0        | 4,512        |
| GENERAL GROWTH PROPERTIES          |  |  |  | 573          | 0        | 573          |
| WEYERHAEUSER CO                    |  |  |  | 3,100        | 0        | 3,100        |
|                                    |  |  |  | <u>8,185</u> | <u>0</u> | <u>8,185</u> |
| CHARLES SCHWAB                     |  |  |  |              |          |              |
| ALLIANCEBERNSTEIN GLOBAL           |  |  |  | 1,275        | 0        | 1,275        |
| BRE PROPERTIES                     |  |  |  | 1,504        | 0        | 1,504        |
| THE GOLD FUND                      |  |  |  | 329          | 0        | 329          |
| KAYNE ANDERSON ENERGY TOTAL RETURN |  |  |  | 332          | 0        | 332          |
| WESTERN ASSETT EMG.FD.             |  |  |  | 1,796        | 0        | 1,796        |
|                                    |  |  |  | <u>5,236</u> | <u>0</u> | <u>5,236</u> |

TOTAL CAPITAL GAIN DISTRIBUTION TRANSACTIONS      27,358      0      27,358

PASS-THOUGH GAIN/LOSS TRANSACTIONS

|                                |  |  |  |              |          |              |
|--------------------------------|--|--|--|--------------|----------|--------------|
| ALLIANCEBERNSTEIN HOLDING L.P. |  |  |  |              |          |              |
| SHORT-TERM GAIN                |  |  |  | 2,629        | 0        | 2,629        |
| LONG-TERM GAIN                 |  |  |  | 7,265        | 0        | 7,265        |
|                                |  |  |  | <u>9,894</u> | <u>0</u> | <u>9,894</u> |
| BUCKEYE PARTNERS, L P          |  |  |  |              |          |              |
| NET SECTION 1231 GAIN          |  |  |  | 1,188        | 0        | 1,188        |
|                                |  |  |  | <u>1,188</u> | <u>0</u> | <u>1,188</u> |

TOTAL PASS-THOUGH GAIN/LOSS TRANSACTIONS      11,082      0      11,082

GRAND TOTAL(S)      7,509,488      6,989,328      520,160

TAXPAYER NAME: ABRAHAM & SONIA ROCHLIN FOUNDATION  
TAXPAYER EIN: 94-1696244

ATTACHMENT B  
PAGE 1 OF 2

**INFORMATION STATEMENT PURSUANT TO TREASURY REGULATIONS SECTION 1.355-5(b) BY A SIGNIFICANT DISTRIBUTE**

On January 1, 2013, Abbott Laboratories, an Illinois corporation ("Abbott"), distributed (the "Distribution") the outstanding shares of common stock of AbbVie Inc., a Delaware corporation ("AbbVie"), to the holders of record of Abbott common shares as of 5 00 p.m. Eastern Time on December 12, 2012 (the "Record Date"). As a result of the Distribution, each holder of record of Abbott common shares as of the Record Date was entitled to receive one share of AbbVie common stock for each outstanding Abbott common share held by such shareholder as of the Record Date.

1. Name, address and employer identification number of the distributing corporation

Abbott Laboratories  
100 Abbott Park Road  
Abbott Park, Illinois 60064  
EIN: 36-0698440

2. Name, address and employer identification number of the controlled corporation

AbbVie Inc.  
1 North Waukegan Road  
North Chicago, Illinois 60064  
EIN: 32-0375147

3. The undersigned was a shareholder owning Abbott common shares as of the Record Date and received shares of AbbVie common stock, par value \$0.01 per share, in the Distribution. [The undersigned also received cash in lieu of a fractional share of AbbVie common stock, which fractional shares were aggregated and sold by the distribution agent.]<sup>1</sup> The aggregate fair market value of the AbbVie common stock [and cash in lieu of a fractional share]<sup>2</sup> received by the shareholder was \$ 57,672.20

4. The undersigned did not surrender any stock or securities in Abbott in connection with the Distribution

5. The Distribution is a transaction that is described under Section 355 of the Internal Revenue Code of 1986, as amended.

ABRAHAM & SONIA  
ROCHLIN FOUNDATION

Shareholder's Name (please print)

  
Shareholder's Signature

*Pres. Rochlin*

<sup>1</sup> If applicable

<sup>2</sup> If applicable

TAXPAYER NAME: ABRAHAM & SONIA ROCHLIN FOUNDATION  
TAXPAYER EIN: 94-1696244

ATTACHMENT B  
PAGE 2 OF 2

94-1696244  
Taxpayer Identification Number  
or Social Security Number

THIS STATEMENT SHOULD BE ATTACHED TO YOUR 2012 U S. FEDERAL  
INCOME TAX RETURN.