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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2012

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

THE STANLEY AND JOYCE BLACK
FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

433 NORTH CAMDEN DRIVE

Room/suite

1070

A Employer identification number

95-4259961

City or town, state, and ZIP code

BEVERLY HILLS, CA 90210

B Telephone number

(310) 278-5333

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

► \$ 33,336,685. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		889,890.		N/A	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2,725,999.	2,622,499.		STATEMENT 1
4 Dividends and interest from securities		290,177.	290,177.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
Gross sales price for all assets on line 6a		22,145,018.			
7 Capital gain net income (from Part IV, line 2)				0.	
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		<26,926.>	<26,926.>		STATEMENT 3
12 Total. Add lines 1 through 11		3,801,074.	2,834,610.		
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 4	17,500.	8,750.		8,750.
c Other professional fees	STMT 5	91,113.	91,113.		0.
17 Interest					
18 Taxes	STMT 6	12,324.	1,526.		10.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 7	150,603.	150,603.		0.
24 Total operating and administrative expenses Add lines 13 through 23		271,540.	251,992.		8,760.
25 Contributions, gifts, grants paid		2,153,654.			2,153,654.
26 Total expenses and disbursements Add lines 24 and 25		2,425,194.	251,992.		2,162,414.
27 Subtract line 26 from line 12:		1,375,880.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			2,582,618.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Assets	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
			STMT 9	STMT 10	
1	Cash - non-interest-bearing		333.	333.	333.
2	Savings and temporary cash investments		80,886.	579,598.	579,598.
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 9	8,813,196.	3,991,815.	4,123,453.
c	Investments - corporate bonds	STMT 10	26,439,589.	32,214,307.	28,633,301.
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment, basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers)		35,334,004.	36,786,053.	33,336,685.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
Net Assets or Fund Balances	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31			
	25	Unrestricted			
	26	Temporarily restricted			
	27	Permanently restricted			
	28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31			
	29	Capital stock, trust principal, or current funds	0.	0.	
	30	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	31	Retained earnings, accumulated income, endowment, or other funds	35,334,004.	36,786,053.	
	30	Total net assets or fund balances	35,334,004.	36,786,053.	
	31	Total liabilities and net assets/fund balances	35,334,004.	36,786,053.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	35,334,004.
2	Enter amount from Part I, line 27a	2	1,375,880.
3	Other increases not included in line 2 (itemize) ►	3	76,169.
4	Add lines 1, 2, and 3	4	36,786,053.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,786,053.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE				VARIOUS	VARIOUS
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 22,145,018.		22,171,944.	<26,926. >		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			<26,926. >		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	<26,926. >	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,660,078.	25,156,440.	.065990
2010	1,392,591.	21,632,551.	.064375
2009	884,794.	12,447,233.	.071084
2008	916,120.	13,895,715.	.065928
2007	1,009,168.	15,318,705.	.065878

2 Total of line 1, column (d)

2 **.333255**

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 **.066651**

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

4 **31,098,213.**

5 Multiply line 4 by line 3

5 **2,072,727.**

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

6 **25,826.**

7 Add lines 5 and 6

7 **2,098,553.**

8 Enter qualifying distributions from Part XII, line 4

8 **2,162,414.**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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 20,800.

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 20,800.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8 4.

9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 11 ►

9 5,030.

10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►

10

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►

Refunded ►

11

Part VII-A Statements Regarding Activities

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?

Yes No

1a

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b

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

1c

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

2

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

N/A

4a

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6

7 Did the foundation have at least \$5,000 in assets at any time during the year?

7

If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

8b

CA

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

9

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

10

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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Part VII-A Statements Regarding Activities (continued)

11	11	X
12	12	X
13	13	X
Website address ► N/A		
14	The books are in care of ► STANLEY BLACK	
Located at ► 433 N. CAMDEN DR #1070, BEVERLY HILLS, CA		
Telephone no. ► (310) 278-5333		
ZIP+4 ► 90210		
15	15	► [] N/A
16	16	Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c X	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a X	
4b X		

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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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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?

Yes No

6b



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?

Yes No

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
SEE STATEMENT 14		0.	0.	0.

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

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

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



0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

► 0

Part IX-A **Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3	
All other program-related investments. See instructions.	
Total. Add lines 1 through 3	► 0.

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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	31,312,244.
b	Average of monthly cash balances	1b	259,546.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	31,571,790.
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	31,571,790.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	473,577.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,098,213.
6	Minimum investment return Enter 5% of line 5	6	1,554,911.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,554,911.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	25,826.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	25,826.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,529,085.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,529,085.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,529,085.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	2,162,414.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	2,162,414.
b	Cash distribution test (attach the required schedule)	5	25,826.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	2,136,588.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,529,085.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010	204,989.			
e From 2011	1,680,877.			
f Total of lines 3a through e	1,885,866.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 2,162,414.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	2,162,414.			
d Applied to 2012 distributable amount	0.		0.	
e Remaining amount distributed out of corpus	1,529,085.			1,529,085.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	2,519,195.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	2,519,195.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	356,781.			
e Excess from 2012	2,162,414.			

** SEE STATEMENT 15

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE 433 NORTH CAMDEN DRIVE 1070 BEVERLY HILLS, CA 90210	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,153,654.
Total			► 3a	2,153,654.
b Approved for future payment				
NONE				
Total			► 3b	0.

THE STANLEY AND JOYCE BLACK
FAMILY FOUNDATION

Form 990-PF (2012)

95-4259961 Page 12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:

a _____
b _____
c _____
d _____
e _____
f _____

g Fees and contracts from government agencies

2 Membership dues and assessments

3 Interest on savings and temporary cash
investments

4 Dividends and interest from securities

5 Net rental income or (loss) from real estate:

a Debt-financed property
b Not debt-financed property

6 Net rental income or (loss) from personal
property

7 Other investment income

8 Gain or (loss) from sales of assets other
than inventory

9 Net income or (loss) from special events

10 Gross profit or (loss) from sales of inventory

11 Other revenue:

a _____
b _____
c _____
d _____
e _____

12 Subtotal. Add columns (b), (d), and (e)

13 Total Add line 12, columns (b), (d), and (e)

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

	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1				
2				
3				
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Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No. 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012**Name of the organization****THE STANLEY AND JOYCE BLACK
FAMILY FOUNDATION****Employer identification number****95-4259961****Organization type (check one)****Filers of:**

Form 990 or 990-EZ

Section:

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Form 990-PF

Check if your organization is covered by the General Rule or a Special Rule.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year

► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization

THE STANLEY AND JOYCE BLACK
FAMILY FOUNDATION

Employer identification number

95-4259961

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STANLEY BLACK 433 NORTH CAMDEN DRIVE #1070 BEVERLY HILLS, CA 90210	\$ 889,890.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE STANLEY AND JOYCE BLACK
FAMILY FOUNDATION

Employer identification number

95-4259961

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS PUBLICLY TRADED SECURITIES. DETAILED CONTRIBUTION SCHEDULES MAINTAINED BY THE ORGANIZATION.	\$ 889,890.	12/27/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

THE STANLEY AND JOYCE BLACK
FAMILY FOUNDATION

Employer identification number

95-4259961

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year* Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively religious, charitable, etc., contributions of \$1,000 or less* for the year. (Enter this information once) ► \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE STANLEY AND JOYCE BLACK FAMILY FOUND

95-4259961

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN CORPORATE BONDS (DETAILED SCHEDULE MAINTAINED)	32,214,307.	28,633,301.
TOTAL TO FORM 990-PF, PART II, LINE 10C	32,214,307.	28,633,301.

Stanley and Joyce Black Family Foundation**Realized Gain Loss Information****12/31/2012**

Quantity	Description	Close Date	Net Proceeds	Net Cost	Realized Gain/Loss
Realized Gain Loss Information for Stock Sold Unknown by the Broker					
128,000.00	Albertsons Inc	5/10/2012	96,957.24	97,114.00	(156.76)
0.036	Atlas Resource Partners LP	3/13/2012	1.01	-	1.01
0.056	Dynegy Inc	10/4/2012	1.07	-	1.07
2,437.00	Dynegy Inc	10/8/2012	44,710.29	51,787.63	(7,077.34)
100,000.00	Dynegy Inc Sr Nt 7.5%	10/3/2012	4,923.35	100,000.00	(95,076.65)
230.00	WTS General Motors Company	3/5/2012	3,823.02	4,887.50	(1,064.48)
230.00	WTS General Motors Company	3/15/2012	2,528.65	4,887.50	(2,358.85)
			152,944.63	258,676.63	(105,732.00)
Short Term	See attached Schedule		8,942,538.99	8,730,351.66	212,187.33
Long Term	See attached Schedule		13,049,534.33	13,182,915.51	(133,381.18)
Total Realized Gains and Losses			22,145,017.95	22,171,943.80	(26,925.85)

STANLEY AND JOYCE BLACK FAMILY
FOUNDATION
STE 1070
433 N CAMDEN DRIVE
BEVERLY HILLS CA 90210-4434

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CORRECTED COPY: April 26, 2013

Schedule of Realized Gains and Losses

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year. RBC provides the following Schedule of Realized Gains and Losses as a service to its clients; the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information.

Please see Form 1099-B for information reported to the IRS.

Term Unknown

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
128,000.000	ALBERTSONS INC SR DEB M-W +20BP 7.450% DUE 08/01/2029 CUSIP: 013104AF1 SEE FOOTNOTES: A	<input checked="" type="checkbox"/>	N/A	05/10/12	96,957.24	N/A	N/A
0.036	ATLAS RESOURCE PARTNERS L P COM UNIT REPSTG LTD PARTNER INTERESTS SYMBOL: ARP, CUSIP: 04941A101 SEE FOOTNOTES: A	<input checked="" type="checkbox"/>	N/A	03/13/12	1.01	N/A	N/A
0.056	DYNEGY INC SYMBOL: DYN, CUSIP: 26817R108 SEE FOOTNOTES: A	<input checked="" type="checkbox"/>	N/A	10/04/12	1.07	N/A	N/A
2,437.000	DYNEGY INC SYMBOL: DYN, CUSIP: 26817R108 SEE FOOTNOTES: A	<input checked="" type="checkbox"/>	N/A	10/08/12	44,710.29	N/A	N/A
100,000.000	DYNEGY INC SR NT 7.5%15 7.500% DUE 06/01/2015 CUSIP: 26816LAX0 SEE FOOTNOTES: A	<input checked="" type="checkbox"/>	N/A	10/03/12	4,923.35	N/A	N/A
230.000	WTS GENERAL MOTORS COMPANY SYMBOL: GMWSA, CUSIP: 37045V118 SEE FOOTNOTES: A	<input checked="" type="checkbox"/>	N/A	03/15/12	3,823.02	N/A	N/A
230.000	WTS GENERAL MOTORS COMPANY SYMBOL: GMWSB, CUSIP: 37045V126 SEE FOOTNOTES: A	<input checked="" type="checkbox"/>	N/A	03/15/12	2,528.65	N/A	N/A
Term Unknown Subtotal					152,944.63		0.00

Short-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
100,000.000	ALBERTSONS INC	<input checked="" type="checkbox"/>	08/30/11	05/10/12	75,747.84	81,743.00	-5,995.16

STANLEY AND JOYCE BLACK FAMILY
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STE 1070
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CORRECTED COPY: April 26, 2013

Schedule of Realized Gains and Losses (cont)

QUANTITY	DESCRIPTION	Short-Term (cont)			NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
		NON-COVERED	OPEN DATE	CLOSE DATE			
	SR DEB M-W +20BP 7.450% DUE 08/01/2029 CUSIP. 013104AF1						
50,000.000	ALBERTSONS INC SR DEB M-W +20BP 7.450% DUE 08/01/2029 CUSIP 013104AF1	<input checked="" type="checkbox"/>	11/04/11	05/10/12	37,873.92	42,537.50	-4,663.58
1,000.000	AMERICAN FIRST TAX EXEMPT INVSL P-BEN UNIT CTF SYMBOL: ATAX, CUSIP: 02364V107	<input type="checkbox"/>	05/31/12	09/27/12	5,968.96	5,060.00	908.96
100,000.000	BANK AMER CORP SUB INTNTS BE C ALL6.125%091536 6.125% DUE 09/15/2036 CUSIP. 06050XYB3	<input checked="" type="checkbox"/>	08/22/11	03/08/12	96,494.00	94,433.00	2,061.00
700,000.000	BON TON DEPT STORES INC SR NT 10.25%14 10.25% DUE 03/15/2014 CUSIP 09776NAB8	<input checked="" type="checkbox"/>	10/26/11	09/12/12	667,181.90	624,231.00	42,950.90
250,000.000	CHRYSLER GROUP LLC / CG CO-ISSUER INC SECD SR NT 8.250% DUE 06/15/2021 ORIGINAL COST. 250,631.00, PREMIUM AMORTIZED. 10.81, ORIGINAL PRICE 100 250 CUSIP 17121EAD9	<input checked="" type="checkbox"/>	01/27/12	03/27/12	250,619.00	250,620.19	-1.19
100,000.000	CINCINNATI BELL INC SENIOR SUBORDINATED NOTES 8.750% DUE 03/15/2018 CUSIP: 171871AM8	<input checked="" type="checkbox"/>	09/27/11	09/19/12	101,999.00	90,770.83	11,228.17
150,000.000	CLEAR CHANNEL COMMUNICATIONS NT 9%21 9.000% DUE 03/01/2021 CUSIP. 184502BG6	<input checked="" type="checkbox"/>	03/30/12	10/04/12	132,748.76	140,256.00	-7,507.20
450,000.000	CLEAR CHANNEL COMMUNICATIONS NT 9%21 9.000% DUE 03/01/2021 CUSIP: 184502BG6	<input checked="" type="checkbox"/>	01/30/12	10/04/12	398,246.28	404,443.50	-6,197.10
50,000.000	CLEAR CHANNEL COMMUNICATIONS NT 9%21 9.000% DUE 03/01/2021 CUSIP: 184502BG6	<input checked="" type="checkbox"/>	04/23/12	10/04/12	44,249.59	46,253.00	-2,003.40
100.000	COUNTRYWIDE CAP V 7% GTD CAP SECS DUE 11/01/36 SYMBOL: CFC-B, CUSIP: 222388209	<input checked="" type="checkbox"/>	10/04/11	04/25/12	2,405.37	1,838.00	567.37
100.000	COUNTRYWIDE CAP V	<input checked="" type="checkbox"/>	10/04/11	04/25/12	2,405.37	1,833.00	572.37

STANLEY AND JOYCE BLACK FAMILY
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Schedule of Realized Gains and Losses (cont)

Short-Term (cont)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	7% GTD CAP SECS DUE 11/01/36 SYMBOL: CFC-B, CUSIP: 222388209						
200.000	COUNTRYWIDE CAP V 7% GTD CAP SECS DUE 11/01/36 SYMBOL: CFC-B, CUSIP: 222388209	<input checked="" type="checkbox"/>	10/04/11	04/25/12	4,810.75	3,669.00	1,141.75
2,200.000	COUNTRYWIDE CAP V 7% GTD CAP SECS DUE 11/01/36 SYMBOL: CFC-B, CUSIP: 222388209	<input checked="" type="checkbox"/>	10/04/11	04/25/12	52,918.20	40,348.00	12,570.20
2,400.000	COUNTRYWIDE CAP V 7% GTD CAP SECS DUE 11/01/36 SYMBOL: CFC-B, CUSIP: 222388209	<input checked="" type="checkbox"/>	10/04/11	04/25/12	57,728.95	44,136.00	13,592.95
5,000.000	COUNTRYWIDE CAP V 7% GTD CAP SECS DUE 11/01/36 SYMBOL: CFC-B, CUSIP: 222388209	<input checked="" type="checkbox"/>	09/12/11	04/25/12	120,268.65	104,105.00	16,163.65
375,000.000	FOREST OIL CORP SR NT 7.250% DUE 06/15/2019 CUSIP: 346091AZ4	<input checked="" type="checkbox"/>	05/31/12	08/09/12	364,306.50	351,568.50	12,738.00
500,000.000	GAP INC/THE SR UNSECURED 5.950% DUE 04/12/2021 CUSIP: 364760AK4	<input checked="" type="checkbox"/>	08/23/11	02/23/12	491,244.00	477,506.00	13,738.00
482,000.000	GENERAL MOTORS ACCEPTANCE CORP SMARTNOTES 6.250% DUE 04/15/2019 CUSIP: 3704A0KD3	<input checked="" type="checkbox"/>	12/08/11	01/30/12	430,179.00	415,128.50	15,050.50
500,000.000	GOODYEAR TIRE & RUBBER CO NTS 7.000% DUE 03/15/2028 ORIGINAL COST: 518,756.00, PREMIUM AMORTIZED: 98.08, ORIGINAL PRICE: 103.750 CUSIP: 382550AD3	<input checked="" type="checkbox"/>	10/12/12	12/04/12	498,744.00	518,657.92	-19,913.92
150,000.000	LEVI STRAUSS & CO NEW SR NT 7.625% DUE 05/15/2020 ORIGINAL COST: 155,706.00, PREMIUM AMORTIZED: 327.79, ORIGINAL PRICE: 103.800 CUSIP: 52736RBB7	<input checked="" type="checkbox"/>	08/01/11	01/23/12	154,496.40	155,378.21	-881.81
150,000.000	LEVI STRAUSS & CO NEW SR NT 7.625% DUE 05/15/2020 ORIGINAL COST: 155,703.60, PREMIUM AMORTIZED: 344.22, ORIGINAL PRICE: 103.800 CUSIP: 52736RBB7	<input checked="" type="checkbox"/>	07/21/11	01/23/12	154,494.00	155,359.38	-865.38
100,000.000	LEVI STRAUSS & CO NEW SR NT 7.625% DUE 05/15/2020 ORIGINAL COST: 103,806.00, PREMIUM AMORTIZED: 228.09, ORIGINAL PRICE: 103.800 CUSIP: 52736RBB7	<input checked="" type="checkbox"/>	07/22/11	01/23/12	102,997.60	103,577.91	-580.31

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QUANTITY	DESCRIPTION	Short-Term (cont)			NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
		NON-COVERED	OPEN DATE	CLOSE DATE			
100,000.000	LEVI STRAUSS & CO NEW SR NT 7.625% DUE 05/15/2020 ORIGINAL COST: 103,802.40, PREMIUM AMORTIZED: 229.48, ORIGINAL PRICE: 103.800 CUSIP: 52736RBB7	<input checked="" type="checkbox"/>	07/21/11	01/23/12	102,994.00	103,572.92	-579.00
250,000.000	LEVI STRAUSS & CO NEW SR NT 7.625% DUE 05/15/2020 CUSIP: 52736RBB7	<input checked="" type="checkbox"/>	08/16/11	02/08/12	257,494.00	245,631.00	11,863.00
250,000.000	LIBERTY MEDIA CORP SR NOTE 8.500% DUE 07/15/2029 ORIGINAL COST: 255,631.00, PREMIUM AMORTIZED: 5,631.00, ORIGINAL PRICE: 102.250 CUSIP: 530715AD3	<input checked="" type="checkbox"/>	07/14/11	05/31/12	251,872.27	250,000.00	1,872.27
50,000.000	MIRANT AMERICAS SENIOR NOTES 9.125% DUE 05/01/2031 CUSIP: 60467PAJ3	<input checked="" type="checkbox"/>	04/25/12	07/23/12	48,812.20	44,752.00	4,060.20
300,000.000	MIRANT AMERICAS SENIOR NOTES 9.125% DUE 05/01/2031 CUSIP: 60467PAJ3	<input checked="" type="checkbox"/>	02/23/12	07/23/12	292,873.20	276,756.00	16,117.20
5,000.000	MORGAN STANLEY CAP TR VIII GTD CAP SECS 6.45% 4/15/67 PFD SHS SYMBOL: MSK, CUSIP: 61753R200	<input checked="" type="checkbox"/>	10/04/11	02/23/12	121,969.38	97,605.00	24,364.38
130,000.000	NISKA GAS STORAGE US LLC / FIN CORP / CDA ULC / CDA FIN CORP 8.875% DUE 03/15/2018 CUSIP: 654679AB5	<input checked="" type="checkbox"/>	03/08/12	05/21/12	123,498.66	127,081.00	-3,582.34
200,000.000	NISKA GAS STORAGE US LLC / FIN CORP / CDA ULC / CDA FIN CORP 8.875% DUE 03/15/2018 CUSIP: 654679AB5	<input checked="" type="checkbox"/>	02/07/12	05/21/12	189,997.93	189,406.00	591.93
250,000.000	NISKA GAS STORAGE US LLC / FIN CORP / CDA ULC / CDA FIN CORP 8.875% DUE 03/15/2018 CUSIP: 654679AB5	<input checked="" type="checkbox"/>	02/08/12	05/21/12	237,497.41	231,756.00	5,741.41
10,000.000	NUVEEN PREFERRED AND INCOME TERM FUND SYMBOL: JPI, CUSIP: 67075A106	<input type="checkbox"/>	07/26/12	08/28/12	257,888.22	250,000.00	7,888.22
10,650.000	PIMCO DYNAMIC INCOME FUND SHS SYMBOL: PDI, CUSIP: 72201Y101	<input type="checkbox"/>	05/24/12	10/26/12	299,503.86	266,250.00	33,253.86
100,000.000	R R DONNELLEY & SONS CO	<input checked="" type="checkbox"/>	12/14/11	03/27/12	104,994.00	101,903.47	3,090.53

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	NT						
	8 600% DUE 08/15/2016						
	ORIGINAL COST: 102,006.00, PREMIUM AMORTIZED: 102.53, ORIGINAL PRICE: 102.000						
	CUSIP: 257867AV3						
200,000.000	RADIOSHACK CORP SR NT 6.75%19 6.750% DUE 05/15/2019 CUSIP: 750438AE3	<input checked="" type="checkbox"/>	01/31/12	12/03/12	121,994.00	172,502.40	-50,508.40
155,000.000	SEARS HLDGS CORP SR SECD 6.625%18 6.625% DUE 10/15/2018 CUSIP: 812350AE6	<input checked="" type="checkbox"/>	12/13/11	02/23/12	132,519.00	128,656.00	3,863.00
150,000.000	SOLO CUP CO SR SUB NT 8.500% DUE 02/15/2014 CUSIP: 834260AB7	<input checked="" type="checkbox"/>	06/16/11	03/26/12	149,059.50	138,756.00	10,303.50
150,000.000	SOLO CUP CO SR SUB NT 8.500% DUE 02/15/2014 CUSIP: 834260AB7	<input checked="" type="checkbox"/>	06/16/11	03/26/12	149,059.50	138,756.00	10,303.50
100,000.000	SPRINT CAPITAL CORP 6.875% DUE 11/15/2028 CUSIP: 852060AD4	<input checked="" type="checkbox"/>	09/28/12	10/11/12	100,748.91	95,256.00	5,492.91
450,000.000	SPRINT CAPITAL CORP 6.875% DUE 11/15/2028 CUSIP: 852060AD4	<input checked="" type="checkbox"/>	09/24/12	10/11/12	453,370.09	435,381.00	17,989.09
100,000.000	SPRINT NEXTEL CORP 8.375% DUE 08/15/2017 CUSIP: 852061AF7	<input checked="" type="checkbox"/>	10/17/11	04/30/12	95,498.80	95,806.00	-307.20
100,000.000	SPRINT NEXTEL CORP 8.375% DUE 08/15/2017 CUSIP: 852061AF7	<input checked="" type="checkbox"/>	11/16/11	04/30/12	95,498.80	91,756.00	3,742.80
150,000.000	SPRINT NEXTEL CORP 8.375% DUE 08/15/2017 CUSIP: 852061AF7	<input checked="" type="checkbox"/>	11/15/11	04/30/12	143,248.20	138,006.00	5,242.20
150,000.000	SPRINT NEXTEL CORP 8.375% DUE 08/15/2017 CUSIP: 852061AF7	<input checked="" type="checkbox"/>	12/05/11	04/30/12	143,248.20	138,006.00	5,242.20
460,000.000	TOYS R US 7.375% DUE 10/15/2018 CUSIP: 892335AL4	<input checked="" type="checkbox"/>	03/09/12	10/03/12	409,394.19	427,805.81	-18,411.33
100,000.000	UNITED STS STL CORP SENIOR NOTES 7.375% DUE 04/01/2020 CUSIP: 912909AF5	<input checked="" type="checkbox"/>	09/15/11	03/19/12	100,998.00	99,556.00	1,442.00
100,000.000	UNITED STS STL CORP	<input checked="" type="checkbox"/>	09/15/11	03/19/12	100,998.00	99,556.00	1,442.00

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	SENIOR NOTES 7.375% DUE 04/01/2020 CUSIP: 912909AF5						
100,000.000	UNITED STS STL CORP SENIOR NOTES 7.375% DUE 04/01/2020 CUSIP: 912909AF5	<input checked="" type="checkbox"/>	08/30/11	03/19/12	100,998.00	98,506.00	2,492.00
0.260	UTS MOTORS LIQUIDATION COMPANY GUC TR UNITS OF BENEFICIAL INTEREST SYMBOL: MTLQU, CUSIP: 62010U101	<input checked="" type="checkbox"/>	06/12/12	07/03/12	3.20	0.00	3.20
0.320	UTS MOTORS LIQUIDATION COMPANY GUC TR UNITS OF BENEFICIAL INTEREST SYMBOL: MTLQU, CUSIP: 62010U101	<input checked="" type="checkbox"/>	06/12/12	07/03/12	3.94	0.00	3.94
0.410	UTS MOTORS LIQUIDATION COMPANY GUC TR UNITS OF BENEFICIAL INTEREST SYMBOL: MTLQU, CUSIP: 62010U101	<input checked="" type="checkbox"/>	06/12/12	07/03/12	5.04	0.00	5.04
0.420	UTS MOTORS LIQUIDATION COMPANY GUC TR UNITS OF BENEFICIAL INTEREST SYMBOL: MTLQU, CUSIP: 62010U101	<input checked="" type="checkbox"/>	06/12/12	07/03/12	5.17	0.00	5.17
0.620	UTS MOTORS LIQUIDATION COMPANY GUC TR UNITS OF BENEFICIAL INTEREST SYMBOL: MTLQU, CUSIP: 62010U101	<input checked="" type="checkbox"/>	06/12/12	07/03/12	7.63	0.00	7.63
0.650	UTS MOTORS LIQUIDATION COMPANY GUC TR UNITS OF BENEFICIAL INTEREST SYMBOL: MTLQU, CUSIP: 62010U101	<input checked="" type="checkbox"/>	06/12/12	07/03/12	8.00	0.00	8.00
0.770	UTS MOTORS LIQUIDATION COMPANY GUC TR UNITS OF BENEFICIAL INTEREST SYMBOL: MTLQU, CUSIP: 62010U101	<input checked="" type="checkbox"/>	06/12/12	07/03/12	9.47	0.00	9.47
2,500.000	WESTERN ASSET MORTGAGE CAPITAL CORPORATION SYMBOL: WMC, CUSIP: 95790D105	<input type="checkbox"/>	05/10/12	09/27/12	57,632.70	50,000.00	7,632.70
1,000,000	WESTERN GAS PARTNERS LP COM UNIT REPSTG LTD PARTNER SYMBOL: WES, CUSIP: 958254104	<input type="checkbox"/>	06/19/12	09/25/12	50,707.48	43,880.00	6,827.48
Short-Term Subtotal					8,942,538.99		212,187.33

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200,000.000	AMBAC INC DEB 9.375% DUE 08/01/2011 CUSIP: 023139AA6	<input checked="" type="checkbox"/>	05/27/08	05/11/12	36,394.00	196,761.50	-160,367.50
3,017.000	ATLAS ENERGY LP SYMBOL: ATLS, CUSIP: 04930A104	<input checked="" type="checkbox"/>	02/18/11	10/17/12	105,830.91	47,970.30	57,860.61
500,000.000	BON TON DEPT STORES INC SR NT 10.25%14 10.250% DUE 03/15/2014 ORIGINAL COST: 515,006.00, PREMIUM AMORTIZED: 15,006.00, ORIGINAL PRICE: 103.000 CUSIP: 09776NAB8	<input checked="" type="checkbox"/>	07/11/11	09/12/12	476,558.50	500,000.00	-23,441.50
300,000.000	BON TON DEPT STORES INC SR NT 10.25%14 10.250% DUE 03/15/2014 CUSIP: 09776NAB8	<input checked="" type="checkbox"/>	08/23/10	09/12/12	285,935.10	294,906.00	-8,970.90
300,000.000	BON TON DEPT STORES INC SR NT 10.25%14 10.250% DUE 03/15/2014 CUSIP: 09776NAB8	<input checked="" type="checkbox"/>	08/26/10	09/12/12	285,935.10	291,906.00	-5,970.90
200,000.000	BON TON DEPT STORES INC SR NT 10.25%14 10.250% DUE 03/15/2014 CUSIP: 09776NAB8	<input checked="" type="checkbox"/>	01/26/10	09/12/12	190,623.40	189,506.00	1,117.40
100,000.000	BURGER KING CORP SR NT 9.875% DUE 10/15/2018 ORIGINAL COST: 107,500.00, PREMIUM AMORTIZED: 1,358.25, ORIGINAL PRICE: 107.500 CUSIP: 121207AA2	<input checked="" type="checkbox"/>	04/28/11	06/25/12	112,748.80	106,141.75	6,607.05
400,000.000	BURGER KING CORP SR NT 9.875% DUE 10/15/2018 ORIGINAL COST: 431,504.80, PREMIUM AMORTIZED: 5,737.70, ORIGINAL PRICE: 107.875 CUSIP: 121207AA2	<input checked="" type="checkbox"/>	04/19/11	06/25/12	450,995.20	425,767.10	25,228.10
400,000.000	BURGER KING CORP SR NT 9.875% DUE 10/15/2018 ORIGINAL COST: 431,506.00, PREMIUM AMORTIZED: 5,751.68, ORIGINAL PRICE: 107.875 CUSIP: 121207AA2	<input checked="" type="checkbox"/>	04/19/11	06/28/12	451,494.00	425,754.32	25,739.68
100,000.000	BURGER KING CORP SR NT 9.875% DUE 10/15/2018 ORIGINAL COST: 107,876.20, PREMIUM AMORTIZED: 1,998.51, ORIGINAL PRICE: 107.875 CUSIP: 121207AA2	<input checked="" type="checkbox"/>	04/19/11	12/05/12	113,998.80	105,877.69	8,121.11
100,000.000	BURGER KING CORP SR NT 9.875% DUE 10/15/2018 ORIGINAL COST: 107,500.00, PREMIUM AMORTIZED: 1,896.22, ORIGINAL PRICE: 107.500 CUSIP: 121207AA2	<input checked="" type="checkbox"/>	04/28/11	12/05/12	113,998.80	105,603.78	8,395.02

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300,000.000	BURGER KING CORP SR NT 9.875% DUE 10/15/2018 ORIGINAL COST: 308,706.00, PREMIUM AMORTIZED: 1,681.36, ORIGINAL PRICE: 102.900 CUSIP: 121207AA2	<input checked="" type="checkbox"/>	10/05/11	12/05/12	341,996.40	307,024.64	34,971.76
100,000.000	CENTURYLINK INC SR UNSECURED 7.600% DUE 09/15/2039 ORIGINAL COST: 101,806.00, PREMIUM AMORTIZED: 29.27, ORIGINAL PRICE: 101.800 CUSIP: 156700AM8	<input checked="" type="checkbox"/>	07/19/11	12/03/12	103,375.45	101,776.73	1,598.72
500,000.000	CENTURYLINK INC SR UNSECURED 7.600% DUE 09/15/2039 ORIGINAL COST: 510,006.00, PREMIUM AMORTIZED: 169.88, ORIGINAL PRICE: 102.000 CUSIP: 156700AM8	<input checked="" type="checkbox"/>	07/07/11	12/03/12	516,877.27	509,836.12	7,041.15
500,000.000	CENTURYLINK INC SR UNSECURED 7.600% DUE 09/15/2039 ORIGINAL COST: 510,006.00, PREMIUM AMORTIZED: 169.88, ORIGINAL PRICE: 102.000 CUSIP: 156700AM8	<input checked="" type="checkbox"/>	07/07/11	12/03/12	516,877.27	509,836.12	7,041.15
100,000.000	CINCINNATI BELL INC SENIOR SUBORDINATED NOTES 8.750% DUE 03/15/2018 CUSIP: 171871AM8	<input checked="" type="checkbox"/>	05/18/10	07/23/12	96,498.80	97,856.00	-1,357.20
100,000.000	CINCINNATI BELL INC SENIOR SUBORDINATED NOTES 8.750% DUE 03/15/2018 CUSIP: 171871AM8	<input checked="" type="checkbox"/>	06/22/10	07/23/12	96,498.80	96,756.00	-257.20
100,000.000	CINCINNATI BELL INC SENIOR SUBORDINATED NOTES 8.750% DUE 03/15/2018 CUSIP: 171871AM8	<input checked="" type="checkbox"/>	05/28/10	07/23/12	96,498.80	96,631.00	-132.20
100,000.000	CINCINNATI BELL INC SENIOR SUBORDINATED NOTES 8.750% DUE 03/15/2018 CUSIP: 171871AM8	<input checked="" type="checkbox"/>	05/25/10	07/23/12	96,498.80	95,756.00	742.80
100,000.000	CINCINNATI BELL INC SENIOR SUBORDINATED NOTES 8.750% DUE 03/15/2018 CUSIP: 171871AM8	<input checked="" type="checkbox"/>	06/07/10	07/23/12	96,498.80	94,006.00	2,492.80
300,000.000	CINCINNATI BELL INC SENIOR SUBORDINATED NOTES 8.750% DUE 03/15/2018 CUSIP: 171871AM8	<input checked="" type="checkbox"/>	11/02/10	08/07/12	293,998.20	299,331.00	-5,332.80
250,000.000	CINCINNATI BELL INC SENIOR SUBORDINATED NOTES	<input checked="" type="checkbox"/>	10/26/10	08/07/12	244,998.50	250,006.00	-5,007.50

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	8.750% DUE 03/15/2018 CUSIP: 171871AM8						
100,000.000	CINCINNATI BELL INC SENIOR SUBORDINATED NOTES 8.750% DUE 03/15/2018 CUSIP: 171871AM8	<input checked="" type="checkbox"/>	11/02/10	08/07/12	97,999.40	99,781.00	-1,781.60
100,000.000	CINCINNATI BELL INC SENIOR SUBORDINATED NOTES 8.750% DUE 03/15/2018 CUSIP: 171871AM8	<input checked="" type="checkbox"/>	12/02/10	08/07/12	97,999.40	96,301.00	1,698.40
150,000.000	CINCINNATI BELL INC SENIOR SUBORDINATED NOTES 8.750% DUE 03/15/2018 CUSIP: 171871AM8	<input checked="" type="checkbox"/>	06/22/10	08/07/12	146,999.10	145,131.00	1,868.10
100,000.000	CINCINNATI BELL INC SENIOR SUBORDINATED NOTES 8.750% DUE 03/15/2018 CUSIP: 171871AM8	<input checked="" type="checkbox"/>	07/07/10	08/07/12	97,999.40	95,256.00	2,743.40
500,000.000	CINCINNATI BELL INC SENIOR SUBORDINATED NOTES 8.750% DUE 03/15/2018 CUSIP: 171871AM8	<input checked="" type="checkbox"/>	12/02/10	09/19/12	509,995.00	481,505.00	28,490.00
100,000.000	CLEAR CHANNEL COMMUNICATIONS NT 9%21 9.000% DUE 03/01/2021 CUSIP: 184502BG6	<input checked="" type="checkbox"/>	09/08/11	10/04/12	88,499.17	84,156.00	4,343.20
200,000.000	COOPER TIRE & RUBBER CO NOTE 7.625% DUE 03/15/2027 CUSIP: 216831AB3	<input checked="" type="checkbox"/>	11/04/10	12/07/12	205,997.00	199,306.00	6,691.00
200,000.000	COOPER TIRE & RUBBER CO NOTE 7.625% DUE 03/15/2027 CUSIP: 216831AB3	<input checked="" type="checkbox"/>	11/05/10	12/07/12	205,997.00	197,506.00	8,491.00
200,000.000	EDISON MISSION ENERGY SR NT 7.75% 7.750% DUE 06/15/2016 CUSIP: 281023AR2	<input checked="" type="checkbox"/>	09/27/11	10/26/12	94,594.00	147,006.00	-52,412.00
1,600.000	FRONTLINE LTD SYMBOL: FRO, CUSIP: G3682E127	<input checked="" type="checkbox"/>	10/21/04	03/15/12	9,707.82	79,280.20	-69,572.38
2,000.000	FRONTLINE LTD SYMBOL: FRO, CUSIP: G3682E127	<input checked="" type="checkbox"/>	12/22/08	03/15/12	12,134.78	56,336.80	-44,202.02
1,000.000	FRONTLINE LTD SYMBOL: FRO, CUSIP: G3682E127	<input checked="" type="checkbox"/>	11/02/04	03/15/12	6,067.39	48,872.00	-42,804.61
800.000	FRONTLINE LTD SYMBOL: FRO, CUSIP: G3682E127	<input checked="" type="checkbox"/>	07/28/04	03/15/12	4,853.91	29,789.60	-24,935.69

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200.000	FRONTLINE LTD SYMBOL: FRO, CUSIP: G3682E127	<input checked="" type="checkbox"/>	07/28/04	03/15/12	1,213.48	7,450.40	-6,236.92
400.000	FRONTLINE LTD SYMBOL: FRO, CUSIP: G3682E127	<input checked="" type="checkbox"/>	12/30/04	03/15/12	2,426.96	0.00	2,426.96
100,000.000	GENERAL MOTORS ACCEPTANCE CORP BDS 7 000% DUE 02/01/2012 CUSIP: 370425SC5	<input checked="" type="checkbox"/>	05/01/08	02/01/12	100,000.00	84,006.00	15,994.00
100,000.000	GENERAL MOTORS ACCEPTANCE CORP NOTE 6.750% DUE 12/01/2014 CUSIP: 370425SL5	<input checked="" type="checkbox"/>	05/01/08	03/19/12	102,994.00	78,506.00	24,488.00
10,000.000	GENERAL MOTORS ACCEPTANCE CORP SMARTNOTES 6.500% DUE 07/15/2012 CUSIP: 37042GZJ8	<input checked="" type="checkbox"/>	03/30/05	07/16/12	10,000.00	8,930.00	1,070.00
12,000.000	GENERAL MOTORS ACCEPTANCE CORP SMARTNOTES 6.750% DUE 07/15/2012 CUSIP: 37042GZU3	<input checked="" type="checkbox"/>	03/30/05	07/16/12	12,000.00	10,700.00	1,300.00
910.000	GENESIS ENERGY LP UNITS LTD PARTNERSHIP INT SYMBOL: GEL, CUSIP: 371927104	<input checked="" type="checkbox"/>	07/15/11	08/14/12	28,089.03	23,933.00	4,156.03
950.000	GENESIS ENERGY LP UNITS LTD PARTNERSHIP INT SYMBOL: GEL, CUSIP: 371927104	<input checked="" type="checkbox"/>	07/15/11	08/14/12	29,323.71	24,985.00	4,338.71
59,000.000	GOODYEAR TIRE & RUBR CO SR NT 10 500% DUE 05/15/2016 ORIGINAL COST: 59,298.93, PREMIUM AMORTIZED: 124.42, ORIGINAL PRICE: 100.500 CUSIP: 382550AZ4	<input checked="" type="checkbox"/>	05/22/09	03/29/12	64,390.98	59,174.51	5,216.47
300,000.000	HARRAHS OPER INC 2PRI SR NT 10%12 10.000% DUE 12/15/2018 CUSIP: 413627BM1	<input checked="" type="checkbox"/>	03/25/10	10/03/12	192,369.00	258,006.00	-65,637.00
500,000.000	HOVNANIAN K ENTERPRISES INC GTD SR NT 8.625% DUE 01/15/2017 CUSIP: 442488BA9	<input checked="" type="checkbox"/>	04/20/10	09/05/12	414,372.00	433,756.00	-19,384.00
200,000.000	HOVNANIAN K ENTERPRISES INC GTD SR NT 8.625% DUE 01/15/2017 CUSIP: 442488BA9	<input checked="" type="checkbox"/>	01/24/11	09/05/12	165,748.80	156,566.00	9,182.80
300,000.000	HOVNANIAN K ENTERPRISES INC GTD SR NT	<input checked="" type="checkbox"/>	03/28/11	09/05/12	248,623.20	237,753.00	10,870.20

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Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	8.625% DUE 01/15/2017 CUSIP: 442488BA9						
80,000.000	KAWeah DELTA HEALTH CARE DIST CALIF REV SER B 6.000% DUE 06/01/2033 CUSIP: 486375CM8	<input checked="" type="checkbox"/>	06/09/08	08/02/12	80,000.00	73,405.50	6,594.50
5,000.000	KAYNE ANDERSON MIDSTREAM ENERGY FD INC SYMBOL: KMF, CUSIP: 48661E108	<input checked="" type="checkbox"/>	11/23/10	04/09/12	138,025.40	125,000.00	13,025.40
400,000.000	LIBERTY MEDIA CORP SR NOTE 8.500% DUE 07/15/2029 CUSIP: 530715AD3	<input checked="" type="checkbox"/>	04/23/10	04/20/12	402,994.00	391,006.00	11,988.00
100,000.000	LIBERTY MEDIA CORP SR NOTE 8.500% DUE 07/15/2029 ORIGINAL COST: 101,256.00, PREMIUM AMORTIZED: 1,256.00, ORIGINAL PRICE: 101.250 CUSIP: 530715AD3	<input checked="" type="checkbox"/>	04/07/11	05/30/12	100,747.00	100,000.00	747.00
100,000.000	LIBERTY MEDIA CORP SR NOTE 8.500% DUE 07/15/2029 ORIGINAL COST: 101,256.00, PREMIUM AMORTIZED: 1,256.00, ORIGINAL PRICE: 101.250 CUSIP: 530715AD3	<input checked="" type="checkbox"/>	04/07/11	05/30/12	100,747.00	100,000.00	747.00
300,000.000	LIBERTY MEDIA CORP SR NOTE 8.500% DUE 07/15/2029 ORIGINAL COST: 303,756.00, PREMIUM AMORTIZED: 3,756.00, ORIGINAL PRICE: 101.250 CUSIP: 530715AD3	<input checked="" type="checkbox"/>	04/07/11	05/31/12	302,246.73	300,000.00	2,246.73
35,000.000	LIMITED BRANDS INC 6.950% DUE 03/01/2033 CUSIP: 532716AK3	<input checked="" type="checkbox"/>	06/22/10	01/31/12	33,162.02	31,935.04	1,226.98
400,000.000	LIMITED BRANDS INC 6.950% DUE 03/01/2033 CUSIP: 532716AK3	<input checked="" type="checkbox"/>	04/22/10	01/31/12	378,994.48	376,006.00	2,988.48
1,120.000	MACYS INC SYMBOL: M, CUSIP: 55616P104	<input checked="" type="checkbox"/>	02/03/94	02/23/12	41,359.93	26,678.85	14,681.08
122,000.000	MICHAELS STORES INC SUB DISC NT STEPPED 13.000% DUE 11/01/2016 CUSIP: 594087AP3	<input checked="" type="checkbox"/>	04/27/10	11/01/12	127,286.26	116,818.49	10,467.77
87,000.000	MICHAELS STORES INC P/C 11/01/12 @ 100 13.000% DUE 00/00/0000 CUSIP: 594087AP3	<input checked="" type="checkbox"/>	04/27/10	05/01/12	87,000.02	83,304.99	3,695.03
1,000.000	MICHAELS STORES INC	<input checked="" type="checkbox"/>	04/27/10	11/01/12	1,000.00	957.53	42.47

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Long-Term (cont)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	P/C 11/01/12 @ 100 13 000% DUE 00/00/0000 CUSIP: 594087AP3						
100,000.000	MIRANT AMERICAS SENIOR NOTES 9.125% DUE 05/01/2031 ORIGINAL COST: 106,006.00, PREMIUM AMORTIZED: 151.36, ORIGINAL PRICE: 106.000 CUSIP: 60467PAJ3	<input checked="" type="checkbox"/>	04/27/11	07/23/12	97,624.40	105,854.64	-8,230.24
150,000.000	MIRANT AMERICAS SENIOR NOTES 9.125% DUE 05/01/2031 CUSIP: 60467PAJ3	<input checked="" type="checkbox"/>	10/27/10	07/23/12	146,436.60	148,506.00	-2,069.40
100,000.000	MIRANT AMERICAS SENIOR NOTES 9.125% DUE 05/01/2031 CUSIP: 60467PAJ3	<input checked="" type="checkbox"/>	10/27/10	07/23/12	97,624.40	99,006.00	-1,381.60
200,000.000	MIRANT AMERICAS SENIOR NOTES 9.125% DUE 05/01/2031 CUSIP: 60467PAJ3	<input checked="" type="checkbox"/>	01/20/10	07/23/12	195,248.80	193,006.00	2,242.80
100,000.000	MIRANT AMERICAS SENIOR NOTES 9.125% DUE 05/01/2031 CUSIP: 60467PAJ3	<input checked="" type="checkbox"/>	09/11/09	07/23/12	97,624.40	79,756.00	17,868.40
100,000.000	NEIMAN MARCUS GROUP INC NT 10. 375%15 10.375% DUE 10/15/2015 CUSIP: 640204AH6	<input checked="" type="checkbox"/>	09/25/08	12/31/12	101,729.00	95,256.00	6,473.00
200,000.000	NEIMAN MARCUS GROUP INC NT 10. 375%15 10.375% DUE 10/15/2015 CUSIP: 640204AH6	<input checked="" type="checkbox"/>	08/12/09	12/31/12	203,458.00	163,006.00	40,452.00
150,000.000	OVERSEAS SHIPHOLDING GROUP INC SR NT 8.125% DUE 03/30/2018 CUSIP: 690368AH8	<input checked="" type="checkbox"/>	05/02/11	10/24/12	44,994.00	148,881.00	-103,887.00
2,900.000	PIMCO GLOBAL STOCKPLUS & INCOME FUND SYMBOL: PGP, CUSIP: 722011103	<input checked="" type="checkbox"/>	10/16/06	05/01/12	60,439.07	75,446.39	-15,007.32
2,000.000	PIMCO GLOBAL STOCKPLUS & INCOME FUND SYMBOL: PGP, CUSIP: 722011103	<input checked="" type="checkbox"/>	05/25/05	05/01/12	41,682.12	48,911.99	-7,229.87
100.000	PIMCO GLOBAL STOCKPLUS & INCOME FUND SYMBOL: PGP, CUSIP: 722011103	<input checked="" type="checkbox"/>	10/16/06	05/01/12	2,084.11	2,604.11	-520.00

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Long-Term (cont)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
0.119	PIMCO GLOBAL STOCKPLUS & INCOME FUND SYMBOL PGP, CUSIP 722011103	<input checked="" type="checkbox"/>	11/13/08	05/01/12	2.48	1.61	0.87
65.000	PIMCO GLOBAL STOCKPLUS & INCOME FUND SYMBOL. PGP, CUSIP 722011103	<input checked="" type="checkbox"/>	11/13/08	05/01/12	1,354.67	879.71	474.96
10,000.000	PIMCO HIGH INCOME FUND SYMBOL PHK, CUSIP: 722014107	<input checked="" type="checkbox"/>	12/30/04	05/03/12	131,734.36	149,411.61	-17,677.26
3,000.000	PIMCO HIGH INCOME FUND SYMBOL. PHK, CUSIP. 722014107	<input checked="" type="checkbox"/>	11/28/06	05/03/12	39,520.31	46,779.00	-7,258.69
4,000.000	PIMCO HIGH INCOME FUND SYMBOL. PHK, CUSIP: 722014107	<input checked="" type="checkbox"/>	09/29/04	05/03/12	52,693.74	59,289.66	-6,595.92
3,000.000	PIMCO HIGH INCOME FUND SYMBOL PHK, CUSIP 722014107	<input checked="" type="checkbox"/>	12/18/03	05/03/12	39,520.31	43,808.50	-4,288.19
100,000.000	REALOGY CORP SR NT 10 5%14 10.500% DUE 04/15/2014 ORIGINAL COST: 91,606 00, DISCOUNT ACCRETED: 8,394 00, ORIGINAL PRICE: 91.600 CUSIP: 75605EAT7	<input checked="" type="checkbox"/>	10/21/10	11/16/12	102,625.00	100,000.00	2,625.00
100,000.000	RITE AID CORP SR NT 8.625% DUE 03/01/2015 CUSIP: 767754BM5	<input checked="" type="checkbox"/>	04/08/08	02/07/12	99,994.00	81,006.00	18,988.00
100,000.000	RITE AID CORP SR NT 9.5%17 9.500% DUE 06/15/2017 ORIGINAL COST: 85,006 00, DISCOUNT ACCRETED: 3,358.85, ORIGINAL PRICE: 85.000 CUSIP 767754BT0	<input checked="" type="checkbox"/>	08/10/10	09/19/12	103,244.00	88,364.85	14,879.15
100,000.000	RITE AID CORP SR NT 9.5%17 9.500% DUE 06/15/2017 ORIGINAL COST: 90,156.00, DISCOUNT ACCRETED: 1,319 65, ORIGINAL PRICE: 90 150 CUSIP: 767754BT0	<input checked="" type="checkbox"/>	09/08/11	09/20/12	103,248.50	91,475.65	11,772.85
100,000.000	RITE AID CORP SR NT 9.5%17 9.500% DUE 06/15/2017 ORIGINAL COST: 85,006.00, DISCOUNT ACCRETED: 3,363.84, ORIGINAL PRICE: 85.000 CUSIP: 767754BT0	<input checked="" type="checkbox"/>	08/10/10	09/20/12	103,248.50	88,369.84	14,878.66
200,000.000	RITE AID CORP SR NT 9.5%17 9.500% DUE 06/15/2017 ORIGINAL COST: 182,006.00, DISCOUNT ACCRETED: 2,873.07, ORIGINAL PRICE: 91.000 CUSIP: 767754BT0	<input checked="" type="checkbox"/>	06/15/11	09/20/12	206,497.00	184,879.07	21,617.93
40,000.000	TOYS R US 7.375% DUE 10/15/2018 CUSIP: 892335AL4	<input checked="" type="checkbox"/>	10/26/10	10/03/12	35,599.49	39,527.47	-3,927.95
100,000.000	WENDY'S INTERNATIONAL INC DEB 7.000% DUE 12/15/2025 CUSIP: 950590AG4	<input checked="" type="checkbox"/>	01/20/11	03/09/12	88,994.00	88,251.00	743.00

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Long-Term (cont)

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150,000.000	WENDY'S INTERNATIONAL INC DEB 7 000% DUE 12/15/2025 CUSIP: 950590AG4	<input checked="" type="checkbox"/>	01/20/11	03/09/12	133,494.00	132,376.50	1,117.50
250,000.000	WENDY'S INTERNATIONAL INC DEB 7 000% DUE 12/15/2025 CUSIP: 950590AG4	<input checked="" type="checkbox"/>	01/20/11	03/09/12	222,494.00	220,628.00	1,866.00
150,000.000	WENDY'S INTERNATIONAL INC DEB 7 000% DUE 12/15/2025 CUSIP: 950590AG4	<input checked="" type="checkbox"/>	01/24/11	07/24/12	137,244.00	134,254.50	2,989.50
50,000.000	WENDY'S INTERNATIONAL INC DEB 7.000% DUE 12/15/2025 CUSIP: 950590AG4	<input checked="" type="checkbox"/>	01/24/11	12/06/12	48,999.40	44,751.50	4,247.90
250,000.000	WENDY'S INTERNATIONAL INC DEB 7 000% DUE 12/15/2025 CUSIP: 950590AG4	<input checked="" type="checkbox"/>	06/06/11	12/06/12	244,997.00	230,506.00	14,491.00
200,000.000	WENDY'S INTERNATIONAL INC DEB 7.000% DUE 12/15/2025 CUSIP: 950590AG4	<input checked="" type="checkbox"/>	02/16/11	12/06/12	195,997.60	180,006.00	15,991.60
Long-Term Subtotal					13,049,534.33		-133,381.18
Total Gains and Losses					22,145,017.95		78,806.15
Short-Term							212,187.33
Long-Term							-133,381.18
Term Unknown							0.00

A Certain cost basis information is not available for this tax lot; therefore, gain/loss and term are not known. Please contact your Financial Advisor for more information.

Stanley and Joyce Black Family Foundation
Contributions Given
12/31/2012

Date	Check #	Name	Amount
10/08/2012	6433	Cedars-Sinai	100,000 00
11/06/2012	6461	JETS (Jewish Educational Trade School)	100,000 00
07/11/2012	6374	The Amer Comm for the Tel Aviv Found	75,000 00
09/12/2012	6408	Amer Comm for the Tel Aviv Found	75,000 00
01/11/2012	6215	Yeshiva Gedolah of Los Angeles	50,000 00
06/06/2012	6343	Anti Defamation League	50,000 00
04/30/2012	6309	JETS	36,000 00
05/08/2012	6323	FELNET (Friends of Elnet)	35,000 00
09/12/2012	6410	W Annenberg Ctr for Performing Arts	30,000 00
01/11/2012	6216	Beit T'Shuva	25,000 00
01/17/2012	6217	Chabad of California	25,000 00
01/18/2012	6220	Temple Beth Am	25,000 00
01/18/2012	6222	JEM Center	25,000 00
01/23/2012	6225	JETS	25,000 00
01/23/2012	6226	Neuro Muscular Disease Foundation	25,000 00
02/01/2012	6232	This World The Values Network	25,000 00
02/01/2012	6233	Maccabi USA	25,000 00
02/15/2012	6238	Israel Air Force Center Foundation	25,000 00
02/15/2012	6240	JETS	25,000 00
02/15/2012	6241	Neuro Muscular Disease Foundation	25,000 00
03/05/2012	6256	Chabad of California	25,000 00
03/06/2012	6264	LANLT	25,000 00
03/15/2012	6269	Israel Air Force Center Foundation	25,000 00
03/20/2012	6278	U C Regents	25,000 00
03/26/2012	6279	Hadassah	25,000 00
03/27/2012	6284	Brandeis University	25,000 00
04/16/2012	6306	The Jewish Federation	25,000 00
04/17/2012	6307	JFLA	25,000 00
05/01/2012	6310	The Jewish Federation	25,000 00
05/09/2012	6324	Los Angeles ORT College	25,000 00
06/06/2012	6347	Cedars-Sinai Medical Center	25,000 00
06/06/2012	6349	Los Angeles Museum of the Holocaust	25,000 00
06/14/2012	6360	Int'l Raoul Wallenberg Foundation	25,000 00
07/25/2012	6376	UC Regents	25,000 00
08/15/2012	6383	Jewish Family Service of Los Angeles	25,000 00
08/15/2012	6384	Museum of Tolerance	25,000 00
10/02/2012	6432	Dignity Charity	25,000 00
10/11/2012	6443	Jewish National Fund	25,000 00
10/26/2012	6454	JFLA	25,000 00
11/02/2012	6460	Brandeis University	25,000 00
11/07/2012	6464	Hadassah	25,000 00

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Date	Check #	Name	Amount
11/13/2012	6469	JEM Center	25,000 00
11/14/2012	6475	ORT America	25,000 00
11/15/2012	6476	City of Beverly Hills/Beverly Gardens Pk	25,000 00
08/21/2012	6387	Vista Del Mar	20,000 00
11/21/2012	6486	P E F Israel Endowment Funds, Inc	20,000 00
01/27/2012	6228	The Chai Center	18,000 00
06/06/2012	6344	Hillel at UCLA	17,000 00
05/16/2012	6328	CRAEF	16,666 68
03/16/2012	6275	Friends of Jewish Renewal in Poland	15,000 00
03/07/2012	6266	American Friends of Meir Panim	12,000 00
02/01/2012	6235	IAPA	10,000 00
03/02/2012	6255	PEF Israel Endowment Funds, Inc	10,000 00
03/06/2012	6263	American Friends of IDC	10,000 00
03/09/2012	6268	Amer Friends of Tel Aviv University	10,000 00
03/15/2012	6270	American Friends of IDC	10,000 00
04/10/2012	6296	JVS	10,000 00
04/11/2012	6299	American Friends of IDC	10,000 00
05/03/2012	6316	American Friends of IDC	10,000 00
05/16/2012	6326	Yeshiva Gedolah of Los Angeles	10,000 00
05/16/2012	6327	Jewish National Fund	10,000 00
06/04/2012	6341	Nancy Davis Foundation for MS	10,000 00
06/06/2012	6353	American Friends of IDC	10,000 00
06/12/2012	6359	Exceptional Children's Foundation	10,000 00
06/28/2012	6368	Friends of Jewish Renewal in Poland	10,000 00
08/15/2012	6386	Jewish Life	10,000 00
08/30/2012	6400	The Chai Center	10,000 00
09/12/2012	6407	Gateways Hospital	10,000 00
09/12/2012	6409	New Los Angeles Charter School	10,000 00
09/19/2012	6419	Beverly Hills Jewish Community	10,000 00
09/27/2012	6425	Neuro Muscular Disease Foundation	10,000 00
10/23/2012	6450	Friends of the Israel Defense Forces	10,000 00
11/09/2012	6467	Israel Film Festival	10,000 00
11/26/2012	6489	Friends of the Israel Defense Forces	10,000 00
12/04/2012	6497	American Associates of the Haifa Found	10,000 00
08/29/2012	6394	Jewish Life	7,500 00
10/11/2012	6439	Los Angeles Museum of the Holocaust	7,500 00
10/11/2012	6442	University Kidney Research Organization	7,500 00
03/06/2012	6257	The Chai Center	7,000 00
06/06/2012	6348	Jewish National Fund	7,000 00
07/30/2012	6377	Ostrow School of Dentistry	7,000 00
03/15/2012	6273	Jews for Judaism	6,500 00

Stanley and Joyce Black Family Foundation**Contributions Given****12/31/2012**

Date	Check #	Name	Amount
08/29/2012	6395	Temple of the Arts	6,450 00
05/07/2012	6320	David Lynch Foundation	6,000 00
06/06/2012	6354	Beverly Hills Police Officers Association	5,500 00
11/14/2012	6470	Los Angeles Philharmonic Association	5,500 00
01/18/2012	6218	JVS	5,000 00
02/01/2012	6234	ISEF	5,000 00
02/15/2012	6243	Operation Smile	5,000 00
02/15/2012	6244	March of the Living	5,000 00
02/15/2012	6245	Stop Cancer	5,000 00
03/06/2012	6265	Shane's Inspiration	5,000 00
03/15/2012	6271	Jewish Life	5,000 00
04/10/2012	6292	Iranian American Jewish Fed of NY	5,000 00
04/13/2012	6300	Inner Torah Institute	5,000 00
04/16/2012	6302	LINK	5,000 00
04/24/2012	6308	The Chai Center	5,000 00
05/03/2012	6315	Jewish Life	5,000 00
05/03/2012	6317	City of Hope	5,000 00
05/30/2012	6333	USC Shoah Foundation Institute	5,000 00
06/12/2012	6357	OPCC	5,000 00
06/12/2012	6358	Jewish Life	5,000 00
06/18/2012	6361	The Chai Center	5,000 00
06/19/2012	6362	Marvin D Iannone B H Police Foundation	5,000 00
06/21/2012	6365	Jewish Life	5,000 00
06/21/2012	6366	Jewish Life	5,000 00
08/23/2012	6389	Crisis Response Team	5,000 00
08/23/2012	6391	The Los Angeles Police Museum	5,000 00
09/28/2012	6427	Jewish Life	5,000 00
10/11/2012	6435	Cedars-Sinai Medical Center	5,000 00
10/24/2012	6452	The Foundation for Camp Max Straus	5,000 00
11/26/2012	6488	Jewish Life	5,000 00
11/29/2012	6492	SACC	5,000 00
12/04/2012	6496	The Chai Center	5,000 00
12/05/2012	6499	David Lynch Foundation	5,000 00
12/10/2012	6501	Vision Mexico dba Centro Fox	5,000 00
12/14/2012	6504	Jewish Life	5,000 00
12/14/2012	6505	Jewish Life	5,000 00
02/15/2012	6247	Los Angeles Philharmonic Association	4,080 00
06/01/2012	6339	Beit T'Shuva	4,000 00
06/06/2012	6352	ORT America	3,150 00
09/18/2012	6418	USC CAMM	3,000 00
09/27/2012	6426	International Heart of Variety	3,000 00

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Date	Check #	Name	Amount
01/04/2012	6211	BJE	2,500 00
04/05/2012	6291	National Jewish Medical Center	2,500 00
04/13/2012	6301	The Thalians Presidents Club	2,500 00
05/25/2012	6331	West Coast Care	2,500 00
05/30/2012	6334	Aviva Family and Children's Services	2,500 00
07/30/2012	6378	Charity Navigator	2,500 00
09/14/2012	6417	New Directions, Inc	2,500 00
11/09/2012	6468	Vista Del Mar	2,500 00
11/16/2012	6480	AJC	2,500 00
05/23/2012	6329	Keshev	2,000 00
06/01/2012	6338	ORT America	2,000 00
09/05/2012	6406	Temple Beth Am	2,000 00
09/12/2012	6413	The Chai Center	2,000 00
09/13/2012	6414	Global Kindness	2,000 00
09/13/2012	6415	Keshev	2,000 00
10/11/2012	6441	Eagle & Badge Foundation	2,000 00
10/23/2012	6449	Keshev	2,000 00
11/21/2012	6482	Keshev	2,000 00
11/27/2012	6490	Jewish World Watch	1,800 00
01/04/2012	6210	Young Musicians Foundation	1,500 00
04/10/2012	6297	The Guardians	1,500 00
04/10/2012	6298	Cedars-Sinai	1,500 00
09/19/2012	6420	Career Transition for Dancers	1,500 00
10/24/2012	6451	City of Hope	1,500 00
11/09/2012	6466	Make a Wish Foundation	1,500 00
06/28/2012	6367	Concern Foundation	1,400 00
03/27/2012	6283	Beverly Hills Jewish Community	1,341 70
03/15/2012	6274	Friends of Julia Ann Singer	1,200 00
10/12/2012	6444	Hirshberg Foundation	1,200 00
01/06/2012	6212	Yeshiva Gedolah of Los Angeles	1,000 00
01/09/2012	6213	Beverly Hills Jewish Community	1,000 00
01/11/2012	6214	Israel Fest Foundation Inc	1,000 00
01/18/2012	6219	Children's Burn Foundation	1,000 00
01/18/2012	6221	Avon Walk for Breast Cancer	1,000 00
01/18/2012	6223	ABC's	1,000 00
01/19/2012	6224	Verdugo Woodlands PTA	1,000 00
01/23/2012	6227	Chatsworth Baseball	1,000 00
02/01/2012	6236	JVS	1,000 00
02/09/2012	6248	Stop Cancer	1,000 00
02/15/2012	6249	Israel Cancer Research Fund	1,000 00
02/15/2012	6250	Pelotonia	1,000 00

Stanley and Joyce Black Family Foundation
Contributions Given
12/31/2012

Date	Check #	Name	Amount
03/07/2012	6267	Bnai Zion Foundation, Inc	1,000 00
03/15/2012	6272	The Guardians	1,000 00
03/26/2012	6280	Holocaust Survivors Foundation - USA	1,000 00
03/27/2012	6282	Temple Emanuel	1,000 00
03/27/2012	6285	Magbit Foundation	1,000 00
03/28/2012	6287	Camp Ramah	1,000 00
04/10/2012	6293	The Lone Soldier Center	1,000 00
04/16/2012	6303	HSA Council	1,000 00
05/08/2012	6321	Oaks Christian School	1,000 00
05/08/2012	6322	Aish Los Angeles	1,000 00
05/11/2012	6325	Eastern Maine Healthcare Charities	1,000 00
05/23/2012	6330	Global Kindness	1,000 00
05/30/2012	6332	Beit T'Shuva	1,000 00
06/06/2012	6351	Caribbean Heritage	1,000 00
06/20/2012	6363	National Center For Jewish Films	1,000 00
07/11/2012	6375	The Volen Center	1,000 00
08/22/2012	6388	Airport Marina Counseling Service	1,000 00
08/23/2012	6390	CECI	1,000 00
08/29/2012	6397	Music Center	1,000 00
08/29/2012	6399	Brent Shapiro Found for Drug Awareness	1,000 00
09/04/2012	6404	The Rape Foundation	1,000 00
09/05/2012	6405	StandWithUs	1,000 00
09/12/2012	6412	The Chai Center	1,000 00
09/19/2012	6421	Los Angeles Jewish Home	1,000 00
09/28/2012	6428	Chatsworth Baseball	1,000 00
10/19/2012	6447	Stop Cancer	1,000 00
10/26/2012	6453	Jews for Judaism	1,000 00
11/07/2012	6465	Marvin D Iannone B H Police Foundation	1,000 00
11/14/2012	6474	The Giving Spirit	1,000 00
11/15/2012	6479	Ava's Heart	1,000 00
11/21/2012	6483	Global Kindness	1,000 00
11/27/2012	6491	PBBC Under The Radar, Inc	1,000 00
12/11/2012	6502	Epilepsy Foundation of San Diego County	1,000 00
12/11/2012	6503	City of Hope	1,000 00
10/31/2012	6456	Stop Cancer	900 00
07/31/2012	6382	Chabad of the Valley	800 00
10/11/2012	6436	Temple of the Arts	750 00
10/17/2012	6446	Leora Group Hadassah	750 00
06/07/2012	6355	Zimmer Children's Museum	720 00
04/10/2012	6294	LACPCA	675 00
08/29/2012	6396	Congregation Beth Israel	650 00

**Stanley and Joyce Black Family Foundation
Contributions Given
12/31/2012**

Date	Check #	Name	Amount
01/04/2012	6209	The Guardians	600 00
08/27/2012	6392	Friends of Israel Defense Forces	600 00
02/01/2012	6242	ABC's	500 00
03/28/2012	6286	Beth Shirah	500 00
04/16/2012	6304	Get on The Bus	500 00
05/02/2012	6314	L A Charter School	500 00
08/29/2012	6393	Philanthropy Round Table	500 00
10/11/2012	6434	Cedars-Sinai Medical Center	500 00
10/19/2012	6448	UCSD Foundation	500 00
10/31/2012	6455	Beverly Hills Firemen's Association	500 00
11/14/2012	6471	Red Cross	500 00
11/14/2012	6472	Amer Comm for the Tel Aviv Found	500 00
11/21/2012	6484	Happy Trails for Kids	500 00
11/26/2012	6487	Rotary Club of Beverly Hills	500 00
04/10/2012	6295	Friends of Robinson Gardens	400 00
04/16/2012	6305	The Jewish Federation	300 00
09/25/2012	6424	Nami-Walk	250 00
10/11/2012	6440	Saint Sophia Foundation	250 00
06/08/2012	6356	Share our Strength	220 00
11/19/2012	6481	The Jewish Federation	216 00
05/04/2012	6318	Beit T'Shuva	200 00
07/02/2012	6373	Saint Sophia Cathedral	200 00
10/11/2012	6437	The Guardians	200 00
12/04/2012	6498	Saint Sophia Cathedral	200 00
03/20/2012	6277	Dr Sylvia and Jack Arian Foundation	180 00
11/14/2012	6473	Children's Burn Foundation	180 00
03/27/2012	6281	American Heart Association	150 00
06/06/2012	6350	United States Holocaust Memorial Museum	130 00
02/15/2012	6246	Torah Fund	120 00
08/29/2012	6398	Disabled Veterans National Foundation	100 00
11/21/2012	6485	Project Hope	100 00
10/11/2012	6438	The USO	25 00
Total Donations:			2,153,654.38

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
AMERICA FIRST TAX EXEMPT INVESTORS	3.
ATLAS ENERGY	189.
BOARDWALK PIPELINE PARTNERS	9.
CHENIERE ENERGY PARTNERS	1.
ENERGY TRANSFER PARTNERS	518.
KINDER MORGAN ENERGY	275.
LINN ENERGY	87.
MARKWEST ENERGY PARTNERS	93.
NUSTAR ENERGY	8.
NUVEEN LONG/SHORT CTR FUND	56.
RBC	2,724,026.
STONEMOR PARTNERS	686.
WESTERN GAS PARTNERS	48.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,725,999.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ENERGY TRANSFER PARTNERS	1,222.	0.	1,222.
KINDER MORGAN ENERGY	144.	0.	144.
MARKWEST ENERGY PARTNERS	392.	0.	392.
NUSTAR ENERGY	2.	0.	2.
PVR PARTNERS	10.	0.	10.
RBC	288,391.	0.	288,391.
STONEMOR PARTNERS	16.	0.	16.
TOTAL TO FM 990-PF, PART I, LN 4	290,177.	0.	290,177.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMERICA FIRST TAX EXEMPT INVESTORS	<9. >	<9. >	
ATLAS ENERGY	<4,545. >	<4,545. >	
ATLAS RESOURCE PARTNERS	<643. >	<643. >	
BOARDWALK PIPELINE PARTNERS	<4,762. >	<4,762. >	
BREITBURN ENERGY PARTNERS	243.	243.	

CHENIERE ENERGY PARTNERS	<383.>	<383.>
COPANO ENERGY	<922.>	<922.>
CRESTWOOD MIDSTREAM PARTNERS	<2,816.>	<2,816.>
ENBRIDGE ENERGY PARTNERS	<6,755.>	<6,755.>
ENERGY TRANSFER PARTNERS	<8,373.>	<8,373.>
KINDER MORGAN ENERGY PARTNERS	<12,812.>	<12,812.>
LINN ENERGY	<13,272.>	<13,272.>
MARKWEST ENERGY PARTNERS	<8,513.>	<8,513.>
MARTIN MIDSTREAM PARTNERS	<984.>	<984.>
MID-CON ENERGY PARTNERS	<157.>	<157.>
NUSTAR ENERGY	<703.>	<703.>
NUVEEN LONG/SHORT CTR FUND	<11,530.>	<11,530.>
PVR PARTNERS	<539.>	<539.>
STONEMOR PARTNERS	1,571.	1,571.
TARGA RESOURCES PARTNERS	<1,286.>	<1,286.>
WESTERN GAS PARTNERS	<876.>	<876.>
TOTAL TO FORM 990-PF, PART I, LINE 11	<78,066.>	<78,066.>

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCOUNTING/PROFESSIONAL FEES	17,500.	8,750.	8,750.
TO FORM 990-PF, PG 1, LN 16B	17,500.	8,750.	8,750.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CONSULTING FEES	91,113.	91,113.	0.
TO FORM 990-PF, PG 1, LN 16C	91,113.	91,113.	0.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTERNAL REVENUE SERVICE	10,788.	0.		0.
FRANCHISE TAX BOARD	10.	0.		10.
FOREIGN TAX	1,526.	1,526.		0.
TO FORM 990-PF, PG 1, LN 18	12,324.	1,526.		10.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	149,494.	149,494.		0.
MISCELLANEOUS	1,045.	1,045.		0.
INVESTMENT EXPENSE	64.	64.		0.
TO FORM 990-PF, PG 1, LN 23	150,603.	150,603.		0.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

8

DESCRIPTION	AMOUNT
BASIS ADJUSTMENT BASED UPON K-1 ACTIVITY	76,169.
TOTAL TO FORM 990-PF, PART III, LINE 3	76,169.

FORM 990-PF

CORPORATE STOCK

STATEMENT

9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN CORPORATE STOCK (DETAILED SCHEDULE MAINTAINED)	3,991,815.	4,123,453.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,991,815.	4,123,453.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STANLEY BLACK 433 NORTH CAMDEN DR. #1070 BEVERLY HILLS, CA 90210	DIRECTOR PART TIME 1.00	0.	0.	0.
JOYCE BLACK 433 NORTH CAMDEN DR. #1070 BEVERLY HILLS, CA 90210	DIRECTOR PART TIME 1.00	0.	0.	0.
JANIS GOLDMAN 433 NORTH CAMDEN DR. #1070 BEVERLY HILLS, CA 90210	DIRECTOR PART TIME 1.00	0.	0.	0.
JACK BLACK 433 NORTH CAMDEN DR. #1070 BEVERLY HILLS, CA 90210	DIRECTOR PART TIME 1.00	0.	0.	0.
JILL ZALBEN 433 NORTH CAMDEN DR. #1070 BEVERLY HILLS, CA 90210	DIRECTOR PART TIME 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 15

PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE ABOVE REFERENCED FOUNDATION HEREBY ELECTS TO TREAT \$1,680,877 OF CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

Application for Extension of Time To File an
Exempt Organization Return

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE STANLEY AND JOYCE BLACK FAMILY FOUNDATION	Employer identification number (EIN) or 95-4259961
	Number, street, and room or suite no. If a P O box, see instructions C/O NSBN LLP - 9454 WILSHIRE BLVD 4TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BEVERLY HILLS, CA 90212	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STANLEY BLACK

- The books are in the care of ► **433 N. CAMDEN DR #1070 - BEVERLY HILLS, CA 90210**
Telephone No ► **(310)278-5333** FAX No ►
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2012** or

► tax year beginning and ending

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return

Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 30,481.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 20,481.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 10,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE STANLEY AND JOYCE BLACK FAMILY FOUNDATION	Employer identification number (EIN) or 95-4259961
	Number, street, and room or suite no. If a P.O. box, see instructions C/O NSBN LLP - 9454 WILSHIRE BLVD 4TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions BEVERLY HILLS, CA 90212	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

STANLEY BLACK

- The books are in the care of ► **433 N. CAMDEN DR #1070 - BEVERLY HILLS, CA 90210**

Telephone No. ► **(310) 278-5333**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until **NOVEMBER 15, 2013**
- For calendar year **2012**, or other tax year beginning _____, and ending _____
- If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period
- State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO OBTAIN THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	30,481.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	30,481.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►

Title ►

CPA

Date ►

8/13/13

Form 8868 (Rev. 1-2013)

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