



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



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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

THE HAROLD EDELSTEIN FOUNDATION
100 W. BROADWAY #600
GLENDALE, CA 91210

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis) --
 ► \$ 16,387,041.

A Employer identification number
 95-4814292

B Telephone number (see the instructions)
 818-409-3034

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 ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Cr ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	968.	968.		
	4 Dividends and interest from securities	1,024,405.	1,024,405.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-49,669.			
	b Gross sales price for all assets on line 6a	5,645,037.			
	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/(loss) (att sch)					
11 Other income (attach schedule)	AUG 19 2013	791.	791.		
SEE STATEMENT 1					
12 Total. Add lines 1 through 11	976,495.	1,026,164.	0.	120,696.	
13 Compensation of officers, directors, trustees, etc	241,392.				
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach sch) SEE ST 2	16,285.	8,143.		8,142.	
c Other prof fees (attach sch)					
17 Interest					
18 Taxes (attach schedule) (see instrs) SEE STM 3	13,554.	173.		172.	
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) SEE STATEMENT 4	140,346.	70,174.		70,172.	
24 Total operating and administrative expenses. Add lines 13 through 23	411,577.	199,186.		199,182.	
25 Contributions, gifts, grants paid PART XV	1,478,025.			1,478,025.	
26 Total expenses and disbursements. Add lines 24 and 25	1,889,602.	199,186.	0.	1,677,207.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-913,107.				
b Net investment income (if negative, enter -0)		826,978.			
c Adjusted net income (if negative, enter -0)			0.		

1604

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year
			(a) Book Value	(b) Book Value
ASSETS	1	Cash – non-interest-bearing		
	2	Savings and temporary cash investments	352,937.	1,958,805.
	3	Accounts receivable		
		Less, allowance for doubtful accounts ▶		
	4	Pledges receivable		
		Less allowance for doubtful accounts ▶		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		
	7	Other notes and loans receivable (attach sch) ▶		
		Less allowance for doubtful accounts ▶		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments – U.S. and state government obligations (attach schedule)		
	b	Investments – corporate stock (attach schedule) STATEMENT 5	727,067.	759,173.
	c	Investments – corporate bonds (attach schedule) STATEMENT 6	5,187,434.	4,890,276.
	11	Investments – land, buildings, and equipment basis		
	Less, accumulated depreciation (attach schedule) ▶			
12	Investments – mortgage loans			
13	Investments – other (attach schedule) STATEMENT 7	10,848,458.	8,594,535.	
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	17,115,896.	16,202,789.	
			16,387,041.	
LIABILITIES	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, & other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶)		
	23	Total liabilities (add lines 17 through 22)	0.	0.
NET ASSETS/RESOURCES	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶	<input type="checkbox"/>	
	25			
	26			
	27	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶	<input checked="" type="checkbox"/>	
	28			
	29			
	30	Capital stock, trust principal, or current funds	17,115,896.	16,202,789.
	31	Paid-in or capital surplus, or land, building, and equipment fund		
		Retained earnings, accumulated income, endowment, or other funds		
		Total net assets or fund balances (see instructions)	17,115,896.	16,202,789.
	Total liabilities and net assets/fund balances (see instructions)	17,115,896.	16,202,789.	

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	17,115,896.
2	Enter amount from Part I, line 27a	2	-913,107.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,202,789.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	16,202,789.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)	
1 a SEE ATTACHED - WF (#1723) SHORT TERM			P	VARIOUS	VARIOUS	
b SEE ATTACHED - WF (#1723) LONG TERM			P	VARIOUS	VARIOUS	
c TAXABLE PRINCIPAL PAYMENT			P	VARIOUS	VARIOUS	
d CAPITAL GAIN DIVIDENDS						
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	3,493,620.		3,491,354.	2,266.		
b	2,142,359.		2,203,352.	-60,993.		
c	8,287.			8,287.		
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a				2,266.		
b				-60,993.		
c				8,287.		
d				771.		
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	-49,669.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	1,615,323.	17,672,305.	0.091404
2010	1,401,919.	17,683,695.	0.079277
2009	1,177,486.	16,949,160.	0.069472
2008	1,261,321.	17,462,793.	0.072229
2007	1,166,157.	18,239,387.	0.063936

- 2 Total of line 1, column (d) 2 0.376318
- 3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.075264
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 16,716,350.
- 5 Multiply line 4 by line 3 5 1,258,139.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 8,270.
- 7 Add lines 5 and 6 7 1,266,409.
- 8 Enter qualifying distributions from Part XII, line 4 8 1,677,207.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1.	
Date of ruling or determination letter: (attach copy of letter if necessary – see instrs)		
1 b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 8,270.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2 0.
3	Add lines 1 and 2	3 8,270.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4 0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5 8,270.
6	Credits/Payments	
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 13,435.
b	Exempt foreign organizations – tax withheld at source	6 b
c	Tax paid with application for extension of time to file (Form 8868)	6 c 2,000.
d	Backup withholding erroneously withheld	6 d
7	Total credits and payments Add lines 6a through 6d	7 15,435.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9 0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 7,165.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 7,165. <input type="checkbox"/> Refunded	11 0.

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1 a	X	

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

	Yes	No
1 b	X	

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

	Yes	No
1 c	X	

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

	Yes	No
2	X	

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

	Yes	No
3	X	

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

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

	Yes	No
4 a	X	

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

If 'Yes,' attach the statement required by General Instruction T

	Yes	No
4 b	N/A	

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?

	Yes	No
6	X	

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

	Yes	No
7	X	

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

	Yes	No
8 a	X	

CA DE

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

	Yes	No
8 b	X	

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

	Yes	No
9	X	

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

	Yes	No
10	X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address	► WWW.GUIDESTAR.ORG	
14	Telephone no	818-409-3034
Located at	ZIP + 4	91210
15	N/A	► <input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-221. If 'Yes,' enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		
1 a	During the year did the foundation (either directly or indirectly)	
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	► <input type="checkbox"/>
Organizations relying on a current notice regarding disaster assistance check here		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	► <input type="checkbox"/>
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __		
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)	► <input type="checkbox"/>
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 __ , 20 __ , 20 __ , 20 __	
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	► <input type="checkbox"/>
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	► <input type="checkbox"/>
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?	► <input type="checkbox"/>

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

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

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

 Yes No

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

 Yes No

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

 Yes No

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

 Yes No

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

 Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here N/A Yes No

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?

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN ROTHENBERG P.O. BOX 15867 BEVERLY HILLS, CA 90209	DIRECTOR 9.00	23,416.	0.	0.
FREDERICK L. SIMMONS 100 W. BROADWAY #600 GLENDALE, CA 91210	DIRECTOR 17.00	105,892.	0.	0.
MARVIN G. BURNS 10390 WILSHIRE BLVD, 4TH FLOOR LOS ANGELES, CA 90025	DIRECTOR 10.00	77,752.	0.	0.
MARVIN ROTHENBERG P.O. BOX 15867 BEVERLY HILLS, CA 90209	DIRECTOR 9.00	34,332.	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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 (see instructions)

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

Amount

1	N/A
2	

All other program-related investments. See instructions

3 _____

Total. Add lines 1 through 3

Form 990-PF (2012)

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	16,700,239.
b Average of monthly cash balances	1b	270,675.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	16,970,914.
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	16,970,914.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	254,564.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,716,350.
6 Minimum investment return. Enter 5% of line 5	6	835,818.

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	835,818.
2a Tax on investment income for 2012 from Part VI, line 5	2a	8,270.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	8,270.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	827,548.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	827,548.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	827,548.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes	1a	1,677,207.
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
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	1,677,207.
b Cash distribution test (attach the required schedule)	5	8,270.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	1,668,937.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		
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

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				827,548.
2 Undistributed income, if any, as of the end of 2012:			0.	
a Enter amount for 2011 only		0.		
b Total for prior years: 20 20 20				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 267,400.				
b From 2008 400,123.				
c From 2009 348,050.				
d From 2010 545,552.				
e From 2011 757,838.				
f Total of lines 3a through e 2,318,963.				
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,677,207.				
a Applied to 2011, but not more than line 2a 0.			0.	
b Applied to undistributed income of prior years (Election required – see instructions) 0.			0.	
c Treated as distributions out of corpus (Election required – see instructions) 0.				
d Applied to 2012 distributable amount 849,659.				827,548.
e Remaining amount distributed out of corpus 0.				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).) 0.				0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 3,168,622.				
b Prior years' undistributed income Subtract line 4b from line 2b 0.			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed 0.			0.	
d Subtract line 6c from line 6b Taxable amount – see instructions 0.			0.	
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions 0.				0.
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 0.				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) 0.				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) 267,400.				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 2,901,222.				
10 Analysis of line 9				
a Excess from 2008 400,123.				
b Excess from 2009 348,050.				
c Excess from 2010 545,552.				
d Excess from 2011 757,838.				
e Excess from 2012 849,659.				

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

N/A

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

⌚ Any submission deadlines

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

Part XV: Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 8				
Total			► 3a	1,478,025.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	968.	
4 Dividends and interest from securities			14	1,024,405.	
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				771.	-50,440.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a PARTNERSHIP INCOME			14	791.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,026,935.	-50,440.
13 Total. Add line 12, columns (b), (d), and (e)				13	976,495.
(See worksheet in line 13 instructions to verify calculations.)					

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

2012

FEDERAL STATEMENTS

PAGE 1

THE HAROLD EDELSTEIN FOUNDATION

95-4814292

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	\$ 791.	\$ 791.	\$ 0.
TOTAL	<u>\$ 791.</u>	<u>\$ 791.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GELLER EPERTHENER & MCCONNELL	\$ 16,285.	\$ 8,143.	\$ 0.	\$ 8,142.
TOTAL	<u>\$ 16,285.</u>	<u>\$ 8,143.</u>	<u>\$ 0.</u>	<u>\$ 8,142.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
990PF TAXES AND LICENSES	\$ 13,209. 345.	\$ 173.	\$ 0.	\$ 172.
TOTAL	<u>\$ 13,554.</u>	<u>\$ 173.</u>	<u>\$ 0.</u>	<u>\$ 172.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKAGE FEES	\$ 112.	\$ 56.	\$ 56.	\$ 56.
DUES AND SUBSCRIPTIONS	695.	348.		347.
INSURANCE	2,200.	1,100.		1,100.
OFFICE EXPENSE	572.	286.		286.
OFFICE RENT AND ADMINISTRATIVE SUPPORT	136,767.	68,384.		68,383.
TOTAL	<u>\$ 140,346.</u>	<u>\$ 70,174.</u>	<u>\$ 0.</u>	<u>\$ 70,172.</u>

THE HAROLD EDELSTEIN FOUNDATION

95-4814292

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO #1723 - 1271	MKT VAL	\$ 759,173.	\$ 795,350.
	TOTAL	<u>\$ 759,173.</u>	<u>\$ 795,350.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO #1723 - 1271	MKT VAL	\$ 4,890,276.	\$ 5,036,130.
	TOTAL	<u>\$ 4,890,276.</u>	<u>\$ 5,036,130.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER INVESTMENTS</u>	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
KWK PARTNERS LTD	MKT VAL	\$ 7,994,535.	\$ 7,994,535.
TRANSAMERICA ANNUITY	MKT VAL	500,000.	512,076.
ALLIANZ ANNUITY	MKT VAL	100,000.	90,145.
	TOTAL	<u>\$ 8,594,535.</u>	<u>\$ 8,596,756.</u>

STATEMENT 8
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
JEWISH FAMILY SERVICE OF LA 3580 WILSHIRE BLVD, #700 LOS ANGELES, CA 90010	NONE	PAID	SOCIAL SERVICES	\$ 135,000.
JEWISH HOME FOR THE AGING 7150 TAMPA AVENUE RESEDA, CA 91335	NONE	PAID	SOCIAL SERVICES	140,935.
COVENANT HOUSE CALIFORNIA 1325 NORTH WESTERN AVE HOLLYWOOD, CA 90027	NONE	PAID	SOCIAL SERVICES	2,500.

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ST VINCENT MEALS ON WHEELS 2200 WEST THIRD STREET, SUITE 200 LOS ANGELES, CA 90057	NONE	PAID	SOCIAL SERVICES	\$ 55,000.
CHILDRENS HOSPITAL LOS ANGELES 4650 SUNSET BLVD. #29 LOS ANGELES, CA 90027	NONE	PAID	SOCIAL SERVICES	70,000.
LAS FAMILIAS DEL PUEBLO 307 E. SEVENTH STREET LOS ANGELES, CA 90014	NONE	PAID	SOCIAL SERVICES	50,000.
EL NIDO 10200 SEPULVEDA BLVD, #350 MISSION HILLS, CA 91345	NONE	PAID	SOCIAL SERVICES	115,000.
ONE GENERATION 17400 VICTORY BLVD VAN NUYS, CA 91406	NONE	PAID	SOCIAL SERVICES	105,000.
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291	NONE	PAID	SOCIAL SERVICES	16,000.
COMMUNITIES IN SCHOOLS 3720 HOWARD HUGHS PARKWAY LAS VEGAS, NV 89169	NONE	PAID	SOCIAL SERVICES	15,000.
FOOTHILL FAMILY SHELTER 1501 W. NINTH ST. #D UPLAND, CA 91786	NONE	PAID	SOCIAL SERVICES	70,000.
RAINBOW SERVICES 453 W. 7TH ST SAN PEDRO, CA 90731	NONE	PAID	SOCIAL SERVICES	25,000.
RAFT, INC. PO BOX 83328 LOS ANGELES, CA 90083	NONE	PAID	SOCIAL SERVICES	12,000.
MY FRIENDS PLACE P.O. BOX 3867 HOLLYWOOD, CA 90078	NONE	PAID	SOCIAL SERVICES	50,000.
HABITAT FOR HUMANITY 21031 VENTURA BLVD WOODLAND HILLS, CA 91364	NONE	PAID	SOCIAL SERVICE	13,500.

2012

FEDERAL STATEMENTS

PAGE 4

THE HAROLD EDELSTEIN FOUNDATION

95-4814292

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
LAKE AVENUE COMMUNITY FOUNDATION 712 E. VILLA STREET PASADENA, CA 91101	NONE	PAID	SOCIAL SERVICES	\$ 837.
NATIONAL HEALTH FOUNDATION 515 S. FIGUEROA STREET, STE 1300 LOS ANGELES, CA 90071	NONE	PAID	SOCIAL SERVICES	175,603.
THE SURVIVOR MITZVAH PROJECT 2658 GRIFFITH PARK BLVD. STE 299 LOS ANGELES, CA 90039	NONE	PAID	SOCIAL SERVICES	35,000.
JEWISH BIG BROTHER BIG SISTER 6505 WILSHIRE BLVD #600 LOS ANGELES, CA 90048	NONE	PAID	SOCIAL SERVICES	37,000.
INTERNATIONAL FELLOWSHIP OF CHRISTIANS 30 NORTH LASALLE STREET STE 2600 CHICAGO, IL 60602	NONE	PAID	SOCIAL SERVICES	85,000.
ASSISTANCE LEAGUE OF FOOTHILL COMMUNITY P.O. BOX 927 UPLAND, CA 91785	NONE	PAID	SOCIAL SERVICES	10,000.
AVIVA 7120 FRANKLIN AVENUE LOS ANGELES, CA 90046	NONE	PAID	SOCIAL SERVICES	25,000.
FAMILY PROMISE OF SANTA CLARITA 18565 SOLEDAD CANYON ROAD #133 CANYON COUNTRY, CA 91351	NONE	PAID	SOCIAL SERVICES	90,000.
HAVEN HILLS, INC. P.O. BOX 260 CANOGA PARK, CA 91305	NONE	PAID	SOCIAL SERVICES	45,000.
REACH OUT 1126 W. FOOTHILL BLVD, SUITE 150 UPLAND, CA 91786	NONE	PAID	SOCIAL SERVICES	10,000.

2012

FEDERAL STATEMENTS

PAGE 5

THE HAROLD EDELSTEIN FOUNDATION

95-4814292

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
THE SALVATION ARMY 320 WEST WINDSOR ROAD GLENDALE, CA 91204	NONE	PAID	SOCIAL SERVICES	\$ 8,000.
JEWISH LIFE FOUNDATION 16501 VENTURA BLVD., #504 ENCINO, CA 91436	NONE	PAID	SOCIAL SERVICES	25,000.
LATINO HEALTH COLLABORATIVE 1800 N. WESTERN AVENUE SAN BERNARDINO, CA 92408	NONE	PAID	SOCIAL SERVICES	5,000.
WESTSIDE FOOD BANK 1710 22ND STREET SANTA MONICA, CA 90404	NONE	PAID	SOCIAL SERVICES	9,500.
A PLACE CALLED HOME 2830 SOUTH CENTRAL AVENUE LOS ANGELES, CA 90011	NONE	PAID	SOCIAL SERVICES	12,000.
CALIFORNIA COALITION FOR YOUTH 1220 H STREET, SUITE 103 SACRAMENTO, CA 95814	NONE	PAID	SOCIAL SERVICES	150.
ST. BARNABAS SENIOR SERVICES 675 SOUTH CARONDELET STREET LOS ANGELES, CA 90057	NONE	PAID	SOCIAL SERVICES	15,000.
UPWARD BOUND HOUSE 1104 WASHINGTON AVENUE SANTA MONICA, CA 90403	NONE	PAID	SOCIAL SERVICES	15,000.
				TOTAL \$ 1,478,025.

EXCEPTIONS TO SELF-DEALING (FORM 990-PF, PART VII-B):

1.A. (4) THERE WAS COMPENSATION PAID TO FOUR DIRECTORS OF THE CHARITABLE FOUNDATION FOR DIRECTOR AND LEGAL SERVICES. THEIR COMPENSATION WAS BASED ON THEIR STANDARD BILLING RATE AND WAS REASONABLE AND NECESSARY.

Capital Gains

1/1/12 Through 12/31/12

8/13/13

Page 1

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
SHORT TERM						
Windstream Corp	1,200,000	12/12/11	1/3/12	14,068.94	14,050.09	18.85
Windstream Corp	800,000	12/12/11	1/3/12	9,379.29	9,375.73	3.56
McDonalds Corp	200,000	12/7/11	1/4/12	19,719.44	19,421.22	298.22
Paccar Inc	400,000	12/15/11	1/5/12	15,787.51	14,983.45	804.06
Paccar Inc	300,000	1/3/12	1/5/12	11,840.63	11,831.01	9.62
TJX COS Inc	300,000	12/5/11	1/10/12	19,235.86	19,357.49	-121.63
Johnson Controls, Inc.	300,000	12/14/11	1/12/12	10,184.81	9,012.06	1,172.75
Chesapeake Energy Corporation	700,000	1/3/12	1/13/12	14,973.08	16,886.17	-1,913.09
Chesapeake Energy Corporation	300,000	1/4/12	1/13/12	6,417.04	7,276.92	-859.88
ConocoPhillips	300,000	10/21/11	1/13/12	20,762.69	21,717.80	-955.11
Cheniere Energy Partners LP	500,000	12/27/11	1/17/12	9,628.51	9,066.86	561.65
Johnson Controls, Inc.	300,000	12/14/11	1/17/12	10,312.19	9,012.06	1,300.13
Johnson Controls, Inc.	50,000	1/4/12	1/17/12	1,718.70	1,667.61	51.09
Aviva PLC 8.25% 12/1/41	2,000,000	11/18/11	1/18/12	50,716.42	50,000.00	716.42
Johnson Controls, Inc.	350,000	1/4/12	1/18/12	12,086.62	11,673.29	413.33
Cheniere Energy Partners LP	1,000,000	12/27/11	1/19/12	20,118.86	18,133.72	1,985.14
Masco Corp	1,000,000	1/12/12	1/19/12	12,288.04	12,202.47	85.57
Masco Corp	1,000,000	1/13/12	1/19/12	12,288.04	12,304.45	-16.41
Navios Maritime Partners LP	1,500,000	12/21/11	1/23/12	23,505.24	22,479.85	1,025.39
Netgear Inc	100,000	11/23/11	1/23/12	3,979.68	3,458.43	521.25
Netgear Inc	400,000	11/30/11	1/23/12	15,918.73	15,469.78	448.95
SPDR S&P 500 Trust ETF	200,000	12/21/11	1/23/12	26,073.50	24,883.00	1,190.50
SPDR S&P 500 Trust ETF	50,000	12/21/11	1/23/12	6,518.37	6,219.50	298.87
Dollar General Corp	250,000	12/5/11	1/24/12	10,208.09	10,345.80	-137.71
Sandridge Mississippian TR I	400,000	1/9/12	1/24/12	12,781.25	12,254.04	527.21
Sandridge Mississippian TR I	100,000	1/9/12	1/24/12	3,196.57	3,063.51	133.06
Tractor Supply Company	200,000	11/15/11	1/24/12	15,838.76	15,073.24	765.52
Tractor Supply Company	100,000	11/15/11	1/24/12	7,919.38	7,545.04	374.34
Ross Stores Inc	500,000	12/13/11	1/25/12	25,613.06	23,895.60	1,717.46
Capital Product Partners LP	800,000	1/10/12	1/26/12	5,979.83	5,781.62	198.21
Capital Product Partners LP	600,000	1/10/12	1/26/12	4,480.46	4,336.21	144.25
Capital Product Partners LP	570,000	1/10/12	1/26/12	4,255.64	4,119.40	136.24
Capital Product Partners LP	30,000	1/10/12	1/26/12	223.98	218.58	5.40
Schlumberger Ltd	300,000	12/23/11	1/26/12	22,487.85	20,930.16	1,557.69
Schlumberger Ltd	100,000	12/23/11	1/26/12	7,490.55	6,976.72	513.83
Southern Copper Corp	300,000	1/5/12	1/31/12	10,234.20	9,609.47	624.73
Southern Copper Corp	200,000	1/5/12	1/31/12	6,822.80	6,406.29	416.51
Southern Copper Corp	100,000	1/5/12	1/31/12	3,412.20	3,208.13	204.07
Southern Copper Corp	100,000	1/5/12	1/31/12	3,412.20	3,202.64	209.56
Southern Copper Corp	165,000	1/18/12	1/31/12	5,630.14	5,997.75	-367.61
Southern Copper Corp	135,000	1/18/12	1/31/12	4,606.48	4,904.54	-298.06
Tsakos Energy Navigation LTD	2,500,000	1/20/12	1/31/12	16,416.54	15,980.95	435.59
Tsakos Energy Navigation LTD	2,200,000	1/23/12	1/31/12	14,446.56	14,422.98	23.58
Tsakos Energy Navigation LTD	600,000	1/23/12	1/31/12	3,940.91	3,933.54	7.37
Tsakos Energy Navigation LTD	100,000	1/23/12	1/31/12	657.74	655.59	2.15
Tsakos Energy Navigation LTD	100,000	1/23/12	1/31/12	657.64	655.59	2.05
Broadcom Corp CL A	700,000	1/19/12	2/1/12	25,465.66	24,410.72	1,054.94
Dollar General Corp	100,000	12/5/11	2/1/12	4,157.09	4,136.12	20.97
Dollar General Corp	250,000	12/7/11	2/1/12	10,392.71	10,077.36	315.35
The Hain Celestial Group	300,000	12/20/11	2/2/12	12,024.00	11,511.86	512.14
The Hain Celestial Group	100,000	12/20/11	2/2/12	4,002.91	3,834.71	168.20
The Hain Celestial Group	100,000	12/20/11	2/2/12	4,008.89	3,834.71	174.18
Oracle Corp	500,000	12/29/11	2/2/12	14,189.56	13,164.91	1,024.65
Oracle Corp	500,000	12/30/11	2/2/12	14,189.56	13,164.10	1,025.46
Seadrill LTD	377,000	12/20/11	2/3/12	13,934.45	12,727.90	1,206.55
Seadrill LTD	123,000	12/20/11	2/3/12	4,546.25	4,157.56	388.69
Seadrill LTD	199,000	12/30/11	2/3/12	7,350.30	6,811.95	538.35
Seadrill LTD	101,000	12/30/11	2/3/12	3,733.84	3,457.32	276.52
Bristol Myers Squibb Co	700,000	12/16/11	2/9/12	22,061.34	24,431.23	-2,369.89
Bristol Myers Squibb Co	200,000	2/3/12	2/9/12	6,303.24	6,621.84	-318.60
Bristol Myers Squibb Co	100,000	2/3/12	2/9/12	3,151.62	3,316.33	-164.71

Capital Gains

1/1/12 Through 12/31/12

8/13/13

Page 2

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
Elan PLC ADR	1,000,000	1/26/12	2/9/12	12,840.39	14,332.33	-1,491.94
Elan PLC ADR	500,000	2/1/12	2/9/12	6,420.19	7,227.90	-807.71
Mako Surgical Corporation	300,000	1/18/12	2/10/12	9,649.58	10,992.63	-1,343.05
Mako Surgical Corporation	200,000	1/18/12	2/10/12	6,433.05	7,331.38	-898.33
Mako Surgical Corporation	250,000	1/19/12	2/10/12	8,041.31	9,253.89	-1,212.58
Sandridge Mississippian TR I	300,000	1/10/12	2/10/12	10,388.34	9,398.63	989.71
Sandridge Mississippian TR I	300,000	1/17/12	2/10/12	10,388.34	9,992.68	395.66
Sandridge Mississippian TR I	200,000	2/2/12	2/10/12	6,925.56	6,918.50	7.06
Sandridge Mississippian TR I	200,000	2/2/12	2/10/12	6,914.66	6,918.50	-3.84
Broadcom Corp CL A	500,000	2/3/12	2/13/12	18,078.38	19,278.08	-1,199.70
Chesapeake Granite Wash Trust	800,000	1/23/12	2/13/12	21,060.58	19,336.68	1,723.90
Chesapeake Granite Wash Trust	200,000	1/25/12	2/13/12	5,265.14	4,993.63	271.51
Chesapeake Granite Wash Trust	41,000	1/25/12	2/13/12	1,076.72	1,023.70	53.02
Chesapeake Granite Wash Trust	100,000	1/25/12	2/13/12	2,626.14	2,495.05	131.09
Chesapeake Granite Wash Trust	59,000	1/25/12	2/13/12	1,549.42	1,473.35	76.07
Lulapelemon Athletica Inc	300,000	1/10/12	2/14/12	19,234.56	18,462.77	771.79
Lockheed Martin Corp	250,000	1/23/12	2/15/12	21,436.71	20,936.50	500.21
Procter & Gamble Co	350,000	12/29/11	2/15/12	22,192.73	23,791.80	-1,599.07
Abbott Laboratories	400,000	1/17/12	2/16/12	21,870.39	22,850.92	-980.53
Johnson & Johnson	350,000	12/29/11	2/16/12	22,369.91	23,447.67	-1,077.76
Pfizer Inc	1,000,000	12/19/11	2/16/12	20,927.16	21,731.10	-803.94
Pfizer Inc	500,000	2/1/12	2/16/12	10,463.58	10,941.71	-478.13
Seabridge Gold, Inc.	600,000	2/2/12	2/17/12	14,179.85	13,747.19	432.66
Seabridge Gold, Inc.	400,000	2/2/12	2/17/12	9,453.24	9,160.65	292.59
Silver Wheaton Corp	300,000	1/26/12	2/17/12	10,592.79	10,604.59	-11.80
Silver Wheaton Corp	200,000	1/26/12	2/17/12	7,061.86	7,075.74	-13.88
Silver Wheaton Corp	300,000	1/27/12	2/17/12	10,592.79	10,900.92	-308.13
Uil Holdings Corporation	700,000	1/26/12	2/17/12	24,699.11	24,668.54	30.57
American Electric Power Inc	600,000	1/23/12	2/21/12	23,548.14	24,954.24	-1,406.10
Coca Cola Co	300,000	1/12/12	2/21/12	20,309.45	20,637.47	-328.02
Coca Cola Co	100,000	1/12/12	2/21/12	6,764.42	6,879.16	-114.74
Commonwealth Reit 8.75%	700,000	1/25/12	2/21/12	14,461.67	13,983.66	478.01
Commonwealth Reit 8.75%	300,000	1/25/12	2/21/12	6,197.86	6,000.26	197.60
Commonwealth Reit 8.75%	500,000	1/31/12	2/21/12	10,329.77	9,992.96	336.81
General Mills Inc	100,000	12/9/11	2/21/12	3,756.56	4,138.10	-381.54
General Mills Inc	359,000	12/12/11	2/21/12	13,486.04	14,651.55	-1,165.51
General Mills Inc	41,000	12/12/11	2/21/12	1,540.19	1,678.30	-138.11
McDonalds Corp	50,000	12/7/11	2/21/12	4,966.92	4,855.31	111.61
McDonalds Corp	150,000	12/9/11	2/21/12	14,900.76	14,882.90	17.86
Wal-Mart Stores Inc	200,000	1/17/12	2/21/12	11,826.51	12,174.68	-348.17
Wal-Mart Stores Inc	200,000	1/20/12	2/21/12	11,826.51	12,436.47	-609.96
Allergan Inc	275,000	2/3/12	2/22/12	23,441.07	23,927.06	-485.99
Apache Corp Common	250,000	2/1/12	2/22/12	27,327.63	25,302.50	2,025.13
Becton Dickinson & Co	300,000	1/17/12	2/22/12	22,762.00	23,049.92	-287.92
Chevron Corp	150,000	12/8/11	2/22/12	15,981.36	15,606.44	374.92
Chevron Corp	100,000	12/23/11	2/22/12	10,654.24	10,795.48	-141.24
Chevron Corp	50,000	1/13/12	2/22/12	5,327.12	5,310.41	16.71
Chevron Corp	100,000	1/13/12	2/22/12	10,656.06	10,620.81	35.25
Genesee & Wyoming Inc	300,000	12/6/11	2/22/12	17,506.82	18,654.73	-1,147.91
Genesee & Wyoming Inc	100,000	12/13/11	2/22/12	5,835.61	6,117.90	-282.29
Genesee & Wyoming Inc	100,000	12/13/11	2/22/12	5,831.59	6,117.90	-286.31
Keegan Resources Inc	1,200,000	2/2/12	2/22/12	5,858.55	5,734.97	123.58
Keegan Resources Inc	800,000	2/2/12	2/22/12	3,905.70	3,820.04	85.66
Bankrate Inc	650,000	1/24/12	2/23/12	15,313.62	15,389.55	-75.93
Bankrate Inc	350,000	1/24/12	2/23/12	8,245.80	8,289.19	-43.39
Doubleline Opportunistic CR FD	500,000	1/27/12	2/27/12	12,944.83	12,500.00	444.83
Doubleline Opportunistic CR FD	200,000	1/27/12	2/27/12	5,211.63	5,000.00	211.63
Doubleline Opportunistic CR FD	200,000	1/27/12	2/27/12	5,182.03	5,000.00	182.03
Doubleline Opportunistic CR FD	100,000	1/27/12	2/27/12	2,601.80	2,500.00	101.80
Doubleline Opportunistic CR FD	100,000	1/27/12	2/27/12	2,603.84	2,500.00	103.84
Doubleline Opportunistic CR FD	100,000	1/27/12	2/27/12	2,602.85	2,500.00	102.85
Doubleline Opportunistic CR FD	100,000	1/27/12	2/27/12	2,600.88	2,500.00	100.88
Doubleline Opportunistic CR FD	100,000	1/27/12	2/27/12	2,599.89	2,500.00	99.89
Doubleline Opportunistic CR FD	100,000	1/27/12	2/27/12	2,597.92	2,500.00	97.92

Capital Gains

1/1/12 Through 12/31/12

8/13/13

Page 3

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
Doubleline Opportunistic CR FD	100.000	1/27/12	2/27/12	2,596.93	2,500.00	96.93
Doubleline Opportunistic CR FD	100.000	1/27/12	2/27/12	2,594.96	2,500.00	94.96
Doubleline Opportunistic CR FD	100.000	1/27/12	2/27/12	2,593.97	2,500.00	93.97
Doubleline Opportunistic CR FD	100.000	1/27/12	2/27/12	2,592.00	2,500.00	92.00
Doubleline Opportunistic CR FD	100.000	1/27/12	2/27/12	2,589.03	2,500.00	89.03
Microsoft Corp	700.000	1/5/12	2/28/12	21,860.33	19,594.12	2,266.21
Microsoft Corp	300.000	1/5/12	2/28/12	9,368.71	8,394.18	974.53
Intel Corp	1,000.000	12/15/11	2/29/12	26,485.11	23,873.40	2,611.71
Goldman Sachs 10.5% 6/6/26	50,000.000	5/31/11	3/22/12	44,808.00	50,000.00	-5,192.00
Goldman Sachs 10.5% 6/6/26	50,000.000	6/13/11	3/22/12	44,808.00	50,005.00	-5,197.00
San Fran CA City & 9% 8/1/41	50,000.000	3/28/11	3/22/12	55,687.00	52,042.50	3,644.50
Nasdaq Omx Group 5.55% 1/15/20	100,000.000	4/27/11	3/23/12	101,470.00	100,297.00	1,173.00
Qwest Corp 7%	800.000	3/22/12	5/2/12	20,161.23	20,000.00	161.23
Qwest Corp 7%	600.000	3/22/12	5/2/12	15,115.00	15,000.00	115.00
Qwest Corp 7%	300.000	3/22/12	5/2/12	7,566.39	7,500.00	66.39
Qwest Corp 7%	200.000	3/22/12	5/2/12	5,040.25	5,000.00	40.25
Qwest Corp 7%	100.000	3/22/12	5/2/12	2,521.14	2,500.00	21.14
Vanguard Msci Emerging Market	600.000	3/5/12	6/5/12	21,932.17	26,992.74	-5,060.57
Prudential Short Dura HY Fund	2,350.000	4/26/12	6/6/12	45,177.12	47,000.00	-1,822.88
Prudential Short Dura HY Fund	100.000	4/26/12	6/6/12	1,915.95	2,000.00	-84.05
Prudential Short Dura HY Fund	50.000	4/26/12	6/6/12	961.96	1,000.00	-38.04
Corporate Office7.375% 6/27/17	2,000.000	6/20/12	7/9/12	50,693.85	50,000.00	693.85
Powershares DB Commodity Index	800.000	2/14/12	7/10/12	20,613.30	23,230.38	-2,617.08
Powershares DB Commodity Index	200.000	2/14/12	7/10/12	5,153.32	5,806.14	-652.82
Qwest Corp 7%	2,000.000	6/14/12	7/19/12	51,293.21	50,000.00	1,293.21
Select Sector SPDR Utilities	700.000	2/21/12	7/27/12	26,164.84	24,947.92	1,216.92
Sector SPDR Tech Select Sector	700.000	2/28/12	7/27/12	19,816.62	20,664.04	-847.42
Financial Select Sector SPDR	1,700.000	2/23/12	7/27/12	24,389.20	25,359.52	-970.32
Industrial Select Sector SPDR	675.000	2/23/12	7/27/12	23,704.41	25,630.07	-1,925.66
Energy Selector Sector SPDR	250.000	2/28/12	7/27/12	17,055.29	19,338.90	-2,283.61
Select Sector SPDR Materials	400.000	2/22/12	7/27/12	13,663.78	15,245.29	-1,581.51
Select Sector SPDR Materials	300.000	2/22/12	7/27/12	10,241.40	11,433.97	-1,192.57
Select Sector SPDR Con Discre	600.000	2/21/12	7/27/12	25,942.58	26,299.42	-356.84
Stanley Blck&Dck 5.75% 7/25/52	2,000.000	7/18/12	7/31/12	50,835.58	50,000.00	835.58
Stanley Blck&Dck 5.75% 7/25/52	2,000.000	7/18/12	8/22/12	51,093.84	50,000.00	1,093.84
Ishares Iboxx Invest GR COR FD	450.000	12/9/11	8/23/12	53,345.79	50,729.27	2,616.52
Ishares Iboxx Invest GR COR FD	200.000	1/20/12	8/24/12	23,738.49	23,129.52	608.97
Ishares Iboxx Invest GR COR FD	225.000	3/12/12	8/24/12	26,705.80	26,518.08	187.72
Nuveen Preferred & Inc TF	1,200.000	7/27/12	8/31/12	30,089.32	30,000.00	89.32
Nuveen Preferred & Inc TF	700.000	7/27/12	8/31/12	17,529.60	17,500.00	29.60
Nuveen Preferred & Inc TF	100.000	7/27/12	8/31/12	2,504.95	2,500.00	4.95
JP Morgan Chase 5.5% 8/27/17	1,000.000	8/20/12	9/5/12	25,006.94	25,000.00	6.94
JP Morgan Chase 5.5% 8/27/17	1,000.000	8/20/12	9/5/12	25,011.94	25,000.00	11.94
Nuveen Preferred & Inc TF	1,680.000	7/27/12	9/7/12	42,153.30	42,000.00	153.30
Nuveen Preferred & Inc TF	320.000	7/27/12	9/7/12	8,033.74	8,000.00	33.74
PS Business Parks Inc 5.75%	2,000.000	9/5/12	9/18/12	49,173.89	50,000.00	-826.11
American Fin 5.75% 8/25/42	980.000	8/28/12	9/20/12	24,516.50	24,500.00	16.50
American Fin 5.75% 8/25/42	1,020.000	8/28/12	9/21/12	25,047.31	25,500.00	-452.69
Pimco Dynamic Income FD	2,000.000	5/25/12	9/27/12	55,455.28	50,000.00	5,455.28
Pimco Dynamic Income FD	800.000	5/25/12	9/27/12	22,160.58	20,000.00	2,160.58
Pimco Dynamic Income FD	400.000	5/25/12	9/27/12	11,088.09	10,000.00	1,088.09
Pimco Dynamic Income FD	400.000	5/25/12	9/27/12	11,084.13	10,000.00	1,084.13
Pimco Dynamic Income FD	400.000	5/25/12	9/27/12	11,080.17	10,000.00	1,080.17
Glimcher Realty 7.5% 8/10/17	2,000.000	8/1/12	10/1/12	50,513.86	50,000.00	513.86
Ishares NASDAQ Biotech Fund	100.000	2/15/12	10/3/12	14,326.74	12,301.55	2,025.19
Ishares JP Morgan ETF Emerging	200.000	6/5/12	10/3/12	23,935.54	22,321.12	1,614.42
Ishares Barclays Tips Bond Fun	200.000	12/16/11	10/3/12	24,126.31	23,616.94	509.37
Select Sector SPDR Con Staples	750.000	2/21/12	10/3/12	26,706.39	25,174.82	1,531.57
ETFS Platinum Trust	200.000	2/24/12	10/16/12	31,793.30	34,026.86	-2,233.56
Ishares Barclays Tips Bond Fun	200.000	12/16/11	10/26/12	23,917.31	23,616.94	300.37
Ares Capital 5.875% 10/1/22	1,500.000	9/20/12	11/7/12	36,959.17	37,500.00	-540.83
Ares Capital 5.875% 10/1/22	200.000	9/20/12	11/7/12	4,928.89	5,000.00	-71.11
Ares Capital 5.875% 10/1/22	200.000	9/20/12	11/7/12	4,928.09	5,000.00	-71.91
Ares Capital 5.875% 10/1/22	100.000	9/20/12	11/7/12	2,464.94	2,500.00	-35.06

Capital Gains
1/1/12 Through 12/31/12

8/13/13

Page 4

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
Goldman Sachs 5.95% 11/10/17	1,336.000	10/18/12	11/7/12	32,945.02	33,400.00	-454.98
Goldman Sachs 5.95% 11/10/17	664.000	10/18/12	11/7/12	16,375.51	16,600.00	-224.49
Private Bancorp 7.125% 10/30/42	1,827.000	10/12/12	11/19/12	45,997.82	45,675.00	322.82
Private Bancorp 7.125% 10/30/42	173.000	10/12/12	11/20/12	4,224.22	4,325.00	-100.78
Apollo Investment Corp 5.75%	50,000.000	4/3/12	11/20/12	51,109.00	50,127.50	981.50
Ares Capital 5.125% 6/1/16	50,000.000	9/7/12	11/27/12	52,225.00	52,940.00	-715.00
Solar Capital 6.75% 11/15/42	1,000.000	11/8/12	12/12/12	22,606.91	25,000.00	-2,393.09
Solar Capital 6.75% 11/15/42	800.000	11/8/12	12/12/12	18,072.61	20,000.00	-1,927.39
Solar Capital 6.75% 11/15/42	200.000	11/8/12	12/12/12	4,519.43	5,000.00	-480.57
Babson Cap Global Short H/Y	2,000.000	10/26/12	12/14/12	50,018.88	50,000.00	18.88
Pennsylvania 7.375% 10/11/17	1,300.000	10/1/12	12/17/12	32,187.27	32,500.00	-312.73
Pennsylvania 7.375% 10/11/17	500.000	10/1/12	12/17/12	12,389.72	12,500.00	-110.28
Pennsylvania 7.375% 10/11/17	200.000	10/1/12	12/17/12	4,955.89	5,000.00	-44.11
Cedar Rlty TR Inc 7.25%	2,000.000	9/11/12	12/19/12	48,093.91	47,873.20	220.71
Ishares Gold Trust	2,000.000	2/17/12	12/20/12	31,394.57	34,112.76	-2,718.19
Ishares Gold Trust	900.000	2/22/12	12/20/12	14,127.55	15,762.79	-1,635.24
Entergy Arkansas 4.9% 12/1/52	1,974.000	12/6/12	12/21/12	48,894.82	49,350.00	-455.18
Entergy Arkansas 4.9% 12/1/52	26.000	12/6/12	12/21/12	644.59	650.00	-5.41
Prudential Finl 5.75% 12/15/52	2,000.000	11/28/12	12/26/12	50,158.88	50,000.00	158.88
Babson Cap Global Short H/Y	1,000.000	10/26/12	12/31/12	23,859.46	25,000.00	-1,140.54
TOTAL SHORT TERM				3,493,620.45	3,491,353.90	2,266.55
LONG TERM						
Goldman Sachs 6.6% 1/15/12	50,000.000	2/16/07	1/17/12	50,000.00	53,271.00	-3,271.00
Verizon NJ Inc 5.875% 1/17/12	50,000.000	4/26/07	1/17/12	50,000.00	51,639.25	-1,639.25
CIT Group Inc 7% 5/1/15	10,622.000	4/13/07	1/23/12	10,622.00	18,617.48	-7,995.48
Gen Elec Cap 6%, 02/13/19	50,000.000	12/3/10	2/13/12	50,000.00	50,405.00	-405.00
Amerenenergy Gen 7% 4/15/18	100,000.000	9/22/10	3/1/12	98,512.00	101,000.00	-2,488.00
CIT Group Inc 7% 5/1/17	24,786.000	4/13/07	3/9/12	24,786.00	19,112.47	5,673.53
CIT Group Inc 7% 5/1/16	17,704.000	4/13/07	3/9/12	9,416.60	19,294.29	-9,877.69
South Gate CA CTFS 7% 9/1/24	50,000.000	4/28/10	3/16/12	42,600.00	51,102.50	-8,502.50
South Gate CA CTFS 7% 9/1/24	50,000.000	4/29/10	3/16/12	42,600.00	51,355.00	-8,755.00
CA ST Pub WKS 8% 3/1/35	100,000.000	4/7/10	3/22/12	108,850.00	98,392.00	10,458.00
Morgan Stanley 0.0% 8/31/30	50,000.000	8/25/10	3/22/12	45,535.00	49,255.00	-3,720.00
Morgan Stanley 5% 6/11/25	100,000.000	6/8/10	3/22/12	97,795.00	100,000.00	-2,205.00
San Joaquin REGL 7.643% 5/1/30	50,000.000	11/8/10	3/22/12	52,967.00	51,180.00	1,787.00
San Joaquin REGL 7.643% 5/1/30	50,000.000	11/9/10	3/22/12	52,967.00	51,180.00	1,787.00
Axis Sepcialty Fin 5.875% 6/20	100,000.000	9/8/10	4/3/12	103,446.00	101,967.00	1,479.00
CA ST GO BE 6.2% 10/01/19	50,000.000	12/22/09	4/18/12	58,607.50	49,760.05	8,847.45
Household Finance 7% 05/15/12	50,000.000	3/24/08	5/15/12	50,000.00	53,052.75	-3,052.75
Centurytel Inc	50,000.000	3/18/10	6/8/12	52,597.50	52,439.50	158.00
Genworth Financial 6.515% 5/22	75,000.000	10/26/10	6/8/12	71,343.25	79,389.75	-8,046.50
Centurytel Inc	50,000.000	8/17/10	6/14/12	52,200.00	52,435.00	-235.00
Donnelley R 8.6% 8/15/16	100,000.000	1/29/10	6/19/12	104,706.00	113,941.30	-9,235.30
CBS Corp 8.200% 05/15/14	100,000.000	6/18/09	7/11/12	113,104.00	103,015.25	10,088.75
Bank of America 5.42% 3/15/17	100,000.000	4/20/10	7/18/12	104,772.00	100,674.00	4,098.00
Merrill Lynch & Co 5.7% 5/2/17	100,000.000	10/27/10	8/24/12	105,497.00	103,314.00	2,183.00
Arcelormittal SR 6.125% 6/1/18	100,000.000	8/24/11	8/31/12	98,302.00	103,090.00	-4,788.00
Reynolds Amer Inc 7.25% 6/1/13	50,000.000	7/1/09	12/3/12	51,628.99	52,094.75	-465.76
National City PRF 12% 12/31/49	50,000.000	8/19/09	12/21/12	50,001.50	55,250.94	-5,249.44
National City PRF 12% 12/31/49	50,000.000	11/19/09	12/21/12	50,001.50	58,001.17	-7,999.67
TOTAL LONG TERM				1,802,857.84	1,844,229.45	-41,371.61
SUPER LONG TERM						
Genl Motors Acc 9.00% 7/15/20	100,000.000	7/6/05	3/23/12	98,056.00	100,000.00	-1,944.00
AT & T Corp	50,000.000	2/20/07	4/17/12	52,252.00	52,280.00	-28.00
Alltel Corp DE	100,000.000	4/30/07	7/2/12	100,000.00	106,842.25	-6,842.25
SLM Corp 0.00% 5/3/19	100,000.000	5/3/04	9/6/12	89,193.00	100,000.00	-10,807.00
TOTAL SUPER LONG TERM				339,501.00	359,122.25	-19,621.25

Capital Gains
1/1/12 Through 12/31/12

8/13/13

Page 5

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain
OVERALL TOTAL				5,635,979.29	5,694,705.60	-58,726.31