Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning FEB 1, 2012 **, and ending** JAN 31, 2013

Name of foundation
THE DOROTHY AND MARSHALL M. REISMAN FOUNDATION

A Employer identification number
16-6353565

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 130

B Telephone number
(315)251-2900

City or town, state, and ZIP code
DEWITT, NY 13214

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 32,265,527.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7,971.	641.		STATEMENT 1
	4 Dividends and interest from securities	728,519.	728,519.		STATEMENT 2
	5a Gross rents	<135,466.>			STATEMENT 3
	b Net rental income or (loss) <135,466.>				
	6a Net gain or (loss) from sale of assets not on line 10	940,583.			
	b Gross sales price for all assets on line 6a 4,120,200.				
	7 Capital gain net income (from Part IV, line 2)		940,583.		
	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	1,345.	1,345.		STATEMENT 4
	12 **Total** Add lines 1 through 11	1,542,952.	1,671,088.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	149,266.	49,750.		99,516.
	14 Other employee salaries and wages	23,228.	7,743.		15,485.
	15 Pension plans, employee benefits	11,358.	3,786.		7,572.
	16a Legal fees STMT 5	1,916.	639.		1,277.
	b Accounting fees STMT 6	15,190.	5,063.		10,127.
	c Other professional fees STMT 7	175,874.	174,340.		1,534.
	17 Interest				
	18 Taxes STMT 8	50,654.	10,153.		0.
	19 Depreciation and depletion				
	20 Occupancy	27,806.	9,269.		18,537.
	21 Travel, conferences, and meetings	11,766.	3,922.		7,844.
	22 Printing and publications				
	23 Other expenses STMT 9	15,747.	5,249.		10,498.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	482,805.	269,914.		172,390.
	25 Contributions, gifts, grants paid	369,148.			369,148.
	26 **Total expenses and disbursements.** Add lines 24 and 25	851,953.	269,914.		541,538.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	690,999.			
	b **Net investment income** (if negative, enter -0-)		1,401,174.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

09410515 781828 REISMANFDN 2012.03050 THE DOROTHY AND MARSHALL M. REISMA21

5

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
Assets	1 Cash - non-interest-bearing		200.	200.
	2 Savings and temporary cash investments	1,647,432.	1,811,887.	1,811,925.
	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 10	27,251,741.	27,894,614.	30,156,536.
	c Investments - corporate bonds STMT 11	187,070.	187,070.	202,931.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	203,935.	93,935.	93,935.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)	6,529.	0.	0.
	16 **Total assets** (to be completed by all filers)	29,296,707.	29,987,706.	32,265,527.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	29,296,707.	29,987,706.	
	30 **Total net assets or fund balances**	29,296,707.	29,987,706.	
	31 **Total liabilities and net assets/fund balances**	29,296,707.	29,987,706.	

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	29,296,707.
2	Enter amount from Part I, line 27a	2	690,999.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	29,987,706.
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	29,987,706.

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	INVESTMENTS - MISC ACCOUNTS - SEE ATTACHMENT	P	VARIOUS	VARIOUS
b	INVESTMENTS - MISC ACCOUNTS - SEE ATTACHMENT	P	VARIOUS	VARIOUS
c	CAPITAL GAIN DISTRIBUTIONS-SEE ATTACHMENT	P	VARIOUS	VARIOUS
d	COLLECTIONS	P	VARIOUS	VARIOUS
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	1,107,820.		1,098,399.	9,421.
b	1,967,179.		1,957,324.	9,855.
c	940,713.			940,713.
d	104,488.		123,894.	<19,406.>
e				

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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				9,421.
b				9,855.
c				940,713.
d				<19,406.>
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	940,583.
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	3,811,675.	31,158,889.	.122330
2010	1,750,534.	31,824,512.	.055006
2009	1,257,373.	23,575,646.	.053334
2008	40,582.	773,185.	.052487
2007	57,076.	855,917.	.066684

2	**Total** of line 1, column (d)	2	.349841
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	.069968
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	30,011,273.
5	Multiply line 4 by line 3	5	2,099,829.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,012.
7	Add lines 5 and 6	7	2,113,841.
8	Enter qualifying distributions from Part XII, line 4	8	541,538.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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		1	28,023.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	28,023.
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	28,023.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 30,000.		
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	30,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,977.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,977. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • 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	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) STMT 13	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.REISMANFOUNDATION.ORG

14 The books are in care of ▶ ROBERT FALTER Telephone no. ▶ (315)251-2900
Located at ▶ PO BOX 130, DEWITT, NY ZIP+4 ▶ 13214

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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?	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? [ ] Yes [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? [ ] Yes [X] 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 [X] No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A [ ] Yes [ ] No

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT FALTER PO BOX 130 DEWITT, NY 13214	TRUSTEE 40.00	149,266.	0.	11,807.

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
HIRTLE, CALLAGHAN & CO - FIVE TOWER BRIDGE, 300 BARR HARBOR DRIVE, STE 500, WEST CONS	INVESTMENT ADVISOR	147,142.
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	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	27,311,390.
b	Average of monthly cash balances	1b	1,616,473.
c	Fair market value of all other assets	1c	1,540,434.
d	**Total** (add lines 1a, b, and c)	1d	30,468,297.
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	30,468,297.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	457,024.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,011,273.
6	**Minimum investment return** Enter 5% of line 5	6	1,500,564.

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	1,500,564.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 28,023.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	28,023.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,472,541.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,472,541.
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	1,472,541.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	541,538.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	541,538.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	541,538.

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				1,472,541.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 13,939.				
b From 2008 2,401.				
c From 2009 130,350.				
d From 2010 341,320.				
e From 2011 2,340,153.				
f **Total** of lines 3a through e	2,828,163.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 541,538.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				541,538.
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))	931,003.			931,003.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,897,160.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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	1,897,160.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 1,897,160.				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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:

SEE STATEMENT 14

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT A			PROGRAM SUPPORT	369,148.
Total			▶ 3a	369,148.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	900099	250.	14	7,721.	
4 Dividends and interest from securities			14	728,519.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property	531120	<135,466.>	41		
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,345.	
8 Gain or (loss) from sales of assets other than inventory			18	940,583.	
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)		<135,216.>		1,678,168.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 1,542,952.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
3	INTEREST INCOME EARNED IS USED TO DISTRIBUTE GRANTS AND CONTRIBUTIONS
3	THROUGHOUT THE YEAR AND TO PAY ADMINISTRATIVE EXPENSES.
4	DIVIDEND INCOME EARNED IS USED TO DISTRIBUTE GRANTS AND CONTRIBUTIONS
4	THROUGHOUT THE YEAR AND TO PAY ADMINISTRATIVE EXPENSES.
5B	RENTAL INCOME PASSED THROUGH FROM S CORP INVESTMENT.
7	OTHER INVESTMENT INCOME EARNED IS USED TO DISTRIBUTE GRANTS AND
7	CONTRIBUTIONS THROUGHOUT THE YEAR AND TO PAY ADMINISTRATIVE EXPENSES.
8	OTHER INVESTMENT INCOME EARNED IS USED TO DISTRIBUTE GRANTS AND
8	CONTRIBUTIONS THROUGHOUT THE YEAR AND TO PAY ADMINISTRATIVE EXPENSES.

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Robert S Falter | 5-20-13 | Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOSEPH L. CHARLES	JOSEPH L. CHARLES	5/20/13		P00301340

Firm's name ▶ FUST CHARLES CHAMBERS LLP — Firm's EIN ▶ 16-1226221

Firm's address ▶ 5784 WIDEWATERS PARKWAY SYRACUSE, NY 13214 — Phone no. 315-446-3600

990PF, PART XV, LINE 3 - GRANTS & CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

The Dorothy and Marshall M. Reisman Foundation

FY 2/1/2012 - 1/31/2013

EIN: 16-6353565

DONEE and ADDRESS	FUND/EVENT	AMOUNT	CHECK NO	CHECK DATE
Catholic Charities 1654 West Onondaga Street Syracuse, NY 13204	Grant - carpeting & Furniture neighborhood ctr	5,000 00	1494	2/1/12
Temple Concord 910 Madison Street Syracuse, NY 13210	Grant - lighting and plaques	5,336.00	1497	2/14/12
F O.C.U S Greater Syracuse 201 E. Washington Street City Hall Commons Syracuse, NY 13202	Sponsorship - Wisdom Keepers	1,000.00	1509	3/6/12
Vera House, Inc. 6181 Thompson Road, Ste 100 Syracuse, NY 13206	Grant - Youth Ed Program	5,000.00	1514	3/15/12
Syracuse Opera Company, Inc. PO Box 1223 Syracuse, NY 13201	Grant - Madama Butterfly production	5,000 00	1515	3/20/12
Near Westside Initiative The Warehouse/350 W Fayette St. Syracuse, NY 13244	Grant - Juan Cruz art supplies	4,500.00	1516	2/20/12
McMahon/Ryan Child Advocacy Site 601 East Genesee Street Syracuse, NY 13202	Grant - outreach coordinator position	6,000.00	1517	2/21/12
Grantmakers Forum of New York 75 College Avenue Rochester, NY 14607	Grant	2,900.00	1520	2/27/12
Jewish Federation of Central New York c/o M&T Bank, Department 922 PO Box 8000 Buffalo, NY 14267-0002	2012 Pledge	2,500 00	1521	2/27/12
The Foundation at Menorah Park Hodes Way, 4101 East Genesee Street Syracuse, NY 13214	Shining Star Event	1,000.00	1524	4/3/12

United Way of Central New York 518 James Street Syracuse, NY 13220	For the benefit of Literacy Coalition of Onondaga Co.	14,000.00	1529	4/4/12
Association of Small Foundations 1720 N. Street, NW Washington, DC 20036	Grant - operating exopenses	750.00	1533	4/24/12
St Joseph's Hospital HC Foundation 973 James Street, Ste 250 Syracuse, NY 13203	Grant - Generations Capital Campaign	50,000.00	1537	5/1/12
On Point for College 1654 West Onondaga Street Syracuse, NY 13204	Grant - "Off to College" benefit	5,000 00	1538	5/1/12
Jewish Community Center of Syracuse 5655 Thompson Road Dewitt, NY 13214	Grant - Open Heart Theatre	1,400.00	1543	5/3/12
Philanthropy Roundtable 1730 M St, NW, Suite 601 Washington, DC 10077	Contribution	500.00	1544	5/8/12
ProLiteracy 1320 Jamesville Avenue Syracuse, NY 13210	Grant - Colvin Center Adult Literacy	25,000.00	1545	5/8/12
Council on Foundations PO Box 75661 Baltimore, MD 21275	Contribution	880.00	1548	5/24/12
Syracuse Children's Chorus 753 James Street Syracuse, NY 13203	Grant - scholarship program	4,500 00	1547	5/24/12
ENABLE 1603 Court Street Syrcuse, NY 13208	Grant - Preschool Renovation	5,000.00	1558	6/5/12
Red House Arts Center 201 South West Street Syracuse, NY 13204	Grant - Theater Experience Program	10,000.00	1559	6/5/12
The Boys & Girls Clubs of Syracuse c/o The Salvation Army 677 South Salina Street Syracuse, NY 13202	Grant - summer program support	30,000.00	1571	7/3/12

GiGi's Playhouse - Syracuse PO Box 3734 Syracuse, NY 13220	Grant - start up costs	7,000 00	1572	7/3/12
Central New York Community Foundation 431 E Fayette Street, Ste 100 Syracuse, NY 13202	Grant - IDEAS project fund	50,000.00	1575	7/24/12
Syracuse University PAL Project The Warehouse Syracuse, NY 13202	Grant - PAL project	3,000 00	1574	7/24/12
The Museum of Science & Technology 500 South Franklin Street Syracuse, NY 13202	Grant - Ice Age Mammoths & More	12,000.00	1584	3/14/12
Onondaga Historical Association 321 Montgomery Street Syracuse, NY 13202	Grant - Syracuse Stage production exhibits	9,000 00	1587	8/21/12
Jewish Community Center of Syracuse 5655 Thompson Road Dewitt, NY 13214	Grant - Toddler's Playground 1st payment	6,170.00	1588	8/27/12
The Foundation at Menorah Park Hodes Way 4101 East Genesee Street Syracuse, NY 13214	Donation - Centennial Celebration	1,912.00	1596	9/5/12
Central New York Community Foundation 431 East Fayette Street, Ste 100 Syracuse, NY 13202	Grant - Dewitt Rotary Project Fund, bench sponsor	2,500.00	1601	9/20/12
Central New York Community Foundation 431 East Fayette Street, Ste 100 Syracuse, NY 13202	Grant - Say Yes	75,000 00	1609	10/16/12
Onondaga Historical Association 321 Montgomery Street Syracuse, NY 13202	Grant - Glorious Workplaces	300.00	1610	10/16/12
Crouse Health Foundation 736 Irving Avenue Syracuse, NY 13210	Grant - Phillips Cardiac Monitor	10,000.00	1622	11/20/12
Arc of Onondaga Foundation 600 South Wilbur Avenue Syracuse, NY 13204	Grant - general support	1,000 00	1623	11/29/12

The Samaritan Center 210 Montgomery Street Syracuse, NY 13202	Grant - general support	1,000.00	1624	11/29/12
Rescue Mission 155 Gifford Street Syracuse, NY 13202	Grant- general support	1,000.00	1625	11/29/12
The Salvation Army 677 South Salina Street Syracuse, NY 13202	Grant - general support	1,000.00	1626	11/29/12
The WRVO Stations Penfield - SUNY Oswego 7060 State Route 104 Oswego, NY 13126	Grant - general support	2,000.00	1627	11/29/12
Assumption Church Food Pantry 808 North Salina Street Syracuse, NY 13208	Grant - general support	1,000.00	1633	12/4/12
		369,148.00		

THE DOROTHY AND MARSHALL M. REISMAN FOUNDATION

EIN: 16-6353565

INVESTMENTS & CAPITAL GAIN DISTRIBUTIONS - MISC ACCOUNTS - PART IV - LINE 1A, 1B & 1C

Trade Date	CUSIP	Security Description	Quantity	Proceeds	Cost	Gain/Loss	Purchase Date
3/28/2012	40415H867	Jennison | SSgA | SG Advisers | SSgA | PIMCO INSTL	350.086	5412.33	5345.82	$ 66.51	3/15/2012
3/28/2012	40415H792	Inst. Cap | SSgA | AB | PIMCO | SSgA | SSgA INSTL	1838.355	24008.92	23861.85	$ 147.07	3/15/2012
3/28/2012	40415H107	State Street | Boston Companies	1274.86	25000	28225.4	$ (3,225.40)	5/18/2011
3/28/2012	40415H792	Inst. Cap | SSgA | AB | PIMCO | SSgA | SSgA INSTL	877.106	11455	11384.84	$ 70.16	3/15/2012
3/28/2012	40415H826	Frontier | Ironbridge | Pzena | SSgA | SSgA | Cupps INSTL	1227.337	17550.93	16986.34	$ 564.59	5/18/2011
3/28/2012	40415H842	CapGuardian | Artisan | Causeway | Lazard INSTL	15306.36	156277.96	169900.62	$ (13,622.66)	5/18/2011
4/27/2012	40415H107	State Street | Boston Companies	550.443	10551.99	12186.81	$ (1,634.82)	5/18/2011
6/1/2012	40415H594	Mellon	126 424	1336.3	1312.28	$ 24.02	5/1/2012
6/1/2012	40415H594	Mellon	10380.92	109726.31	107546.32	$ 2,179.99	10/27/2011
6/1/2012	40415H578	Seix Advisors	277.982	2949.39	2885.45	$ 63.94	4/2/2012
6/1/2012	40415H578	Seix Advisors	326.153	3460.48	3372.43	$ 88.05	1/3/2012
6/1/2012	40415H578	Seix Advisors	255.018	2705.74	2677.69	$ 28.05	5/1/2012
6/1/2012	40415H578	Seix Advisors	219.729	2331.32	2318.14	$ 13.18	3/1/2012
6/1/2012	40415H578	Seix Advisors	256.102	2717.25	2707	$ 10.25	6/1/2012
6/1/2012	40415H552	BlackRock	328.559	3364.44	3364.44	$ -	6/1/2012
6/1/2012	40415H578	Seix Advisors	190.841	2024.82	2000.02	$ 24.80	2/1/2012
6/1/2012	40415H735	Wellington	288.612	2987.13	2808.2	$ 178.93	12/29/2011
6/1/2012	40415H594	Mellon	163.562	1728.86	1701.04	$ 27.82	1/3/2012
6/1/2012	40415H578	Seix Advisors	3109.974	32996.83	32063.83	$ 933.00	10/27/2011
6/1/2012	922031737	Vanguard - TIPS	6254.467	181942.43	175000	$ 6,942.43	3/28/2012
6/1/2012	40415H552	BlackRock	8895.162	91086.46	90908.55	$ 177.91	3/28/2012
6/1/2012	40415H552	BlackRock	227.156	2326.08	2323.8	$ 2.28	2/1/2012
6/1/2012	922031737	Vanguard - TIPS	218.528	6356.98	6110.05	$ 246.93	3/30/2012
6/1/2012	40415H578	Seix Advisors	4789.272	50814.17	50000	$ 814.17	3/28/2012
6/1/2012	40415H594	Mellon	110.161	1164.4	1141.27	$ 23.13	3/1/2012
6/1/2012	40415H594	Mellon	820.951	8677.45	8431.17	$ 246.28	3/28/2012
6/1/2012	40415H594	Mellon	95.172	1005.97	993.59	$ 12.38	2/1/2012
6/1/2012	40415H552	BlackRock	314 748	3223.02	3223 02	$ -	5/1/2012
6/1/2012	40415H594	Mellon	128.733	1360.71	1354.27	$ 6.44	6/1/2012

9/7/2012	40415H867	Jennison | SG Advisers | SSgA | PIMCO INSTL	1200.579	19101.21	15775.6	$ 3,325.61	12/16/2011
9/7/2012	40415H867	Jennison | SG Advisers | SSgA | PIMCO INSTL	1059.724	16860.21	15588.54	$ 1,271.67	6/15/2012
1/30/2013	40415H867	Jennison | SG Advisers | SSgA | PIMCO INSTL	9022.716	128303.02	122618.71	$ 5,684.31	12/14/2012
1/30/2013	40415H792	Inst. Cap | AB | SSgA INSTL	1744.907	23311.96	23277.07	$ 34.89	9/14/2012
1/30/2013	40415H842	CapGuardian | Artisan | Causeway | Lazard INSTL | SSgA	1977.854	21815.73	20708.14	$ 1,107.59	12/14/2012
1/30/2013	40415H867	Jennison | SG Advisers | SSgA | PIMCO INSTL	407.227	5790.77	5534.22	$ 256 55	12/14/2012
1/30/2013	40415H842	CapGuardian | Artisan | Causeway | Lazard INSTL | SSgA	7082.759	78122.83	74439.79	$ 3,683.04	12/28/2012
1/30/2013	40415H867	Jennison | SG Advisers | SSgA | PIMCO INSTL	1118.58	15906.21	17886.09	$ (1,979.88)	9/14/2012
1/30/2013	40415H842	CapGuardian | Artisan | Causeway | Lazard INSTL | SSgA	2907.069	32064.97	30437.02	$ 1,627.95	12/14/2012
				1,107,820.58	1,098,399.42	**$ 9,421.16**	

Trade Date	CUSIP	Security Description	Quantity	Proceeds	Cost	Gain/Loss	Purchase Date
3/28/2012	40415H826	Frontier | Ironbridge | Pzena | SSgA | SSgA | Cupps INSTL	2266.307	32408.19	30255.2	$ 2,152.99	3/18/2011
3/28/2012	40415H842	CapGuardian | Artisan | Causeway | Lazard INSTL	9179.436	93722.04	96016.9	$ (2,294.86)	3/18/2011
3/28/2012	40415H792	Inst. Cap | SSgA | AB | PIMCO | SSgA | SSgA INSTL	4941.507	64536.08	62460.65	$ 2,075.43	3/18/2011
3/28/2012	40415H867	Jennison | SSgA | SG Advisers | SSgA | PIMCO INSTL	12586.53	194587.67	166897.32	$ 27,690.35	3/18/2011
3/28/2012	40415H826	Frontier | Ironbridge | Pzena | SSgA | SSgA | Cupps INSTL	2 859	40.88	38.39	$ 2.49	3/16/2011
4/27/2012	40415H107	State Street | Boston Companies	492.854	9448.01	10463.29	$ (1,015.28)	3/18/2011
6/1/2012	40415H735	Wellington	7892 66	81689.03	100000	$ (18,310.97)	1/26/2010
6/1/2012	40415H735	Wellington	2589.433	26800.63	42984.59	$ (16,183.96)	3/18/2011
6/1/2012	40415H503	Seix Advisors	20920.5	150000	154393.3	$ (4,393.30)	3/18/2011
6/1/2012	40415H867	Jennison | SG Advisers | SSgA | PIMCO INSTL	7022.472	100000	93117.98	$ 6,882.02	1/1/1902
6/1/2012	922031737	Vanguard - TIPS	975.106	28365.83	25606.28	$ 2,759.55	3/18/2011
6/1/2012	40415H735	Wellington	9873.618	102191.95	125000	$ (22,808.05)	1/28/2010
6/1/2012	922031737	Vanguard - TIPS	1145.918	33334.76	30298.07	$ 3,036.69	5/18/2011
6/1/2012	40415H735	Wellington	8341.184	86331.26	106266.68	$ (19,935.42)	1/25/2010
9/7/2012	40415H842	CapGuardian | Artisan | Causeway | Lazard INSTL | SSgA	27417.75	275000	286789.63	$ (11,789.63)	3/18/2011
9/7/2012	40415H867	Jennison | SG Advisers | SSgA | PIMCO INSTL	15024.42	239038.58	199223.86	$ 39,814.72	3/18/2011
1/30/2013	40415H792	Inst. Cap | AB | SSgA INSTL	9482.638	126688.04	119860.54	$ 6,827.50	3/18/2011
1/30/2013	40415H628	Wellington | PIMCO | Wellington | SSgA	444.444	5000	6088.88	$ (1,088.88)	4/27/2011
1/30/2013	40415H842	CapGuardian | Artisan | Causeway | Lazard INSTL | SSgA	28830.14	317996.47	301563.29	$ 16,433.18	3/18/2011
				1,967,179.42	1,957,324.85	**$ 9,854.57**	

CAPITAL GAIN DISTRIBUTIONS **$ 940,713.00**

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

SOURCE	AMOUNT
OTHER INTEREST	641.
SUPA K-1	250.
TAX EXEMPT INTEREST	7,080.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,971.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME-DEUTSCHE	728,519.	0.	728,519.
TOTAL TO FM 990-PF, PART I, LN 4	728,519.	0.	728,519.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
SUPA K-1	1	<135,466.>
TOTAL TO FORM 990-PF, PART I, LINE 5A		<135,466.>

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	1,345.	1,345.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,345.	1,345.	

FORM 990-PF — LEGAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,916.	639.		1,277.
TO FM 990-PF, PG 1, LN 16A	1,916.	639.		1,277.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	15,190.	5,063.		10,127.
TO FORM 990-PF, PG 1, LN 16B	15,190.	5,063.		10,127.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES - OTHER	173,573.	173,573.		0.
PAYROLL FEES	2,301.	767.		1,534.
TO FORM 990-PF, PG 1, LN 16C	175,874.	174,340.		1,534.

FORM 990-PF — TAXES — STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	39,751.	0.		0.
NYS FILING FEE	750.	0.		0.
PAYROLL TAXES	10,153.	10,153.		0.
TO FORM 990-PF, PG 1, LN 18	50,654.	10,153.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER EXPENSE	12,065.	4,022.		8,043.
INSURANCE	1,333.	444.		889.
EQUIPMENT RENTAL & MAINTENANCE	497.	166.		331.
DUES & OTHER OUTSIDE SERVICES	1,852.	617.		1,235.
TO FORM 990-PF, PG 1, LN 23	15,747.	5,249.		10,498.

FORM 990-PF | CORPORATE STOCK | STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS	27,894,614.	30,156,536.
TOTAL TO FORM 990-PF, PART II, LINE 10B	27,894,614.	30,156,536.

FORM 990-PF | CORPORATE BONDS | STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	187,070.	202,931.
TOTAL TO FORM 990-PF, PART II, LINE 10C	187,070.	202,931.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ARTWORK	FMV	75,600.	75,600.
COIN COLLECTION	FMV	18,335.	18,335.
TOTAL TO FORM 990-PF, PART II, LINE 13		93,935.	93,935.

FORM 990-PF LIST OF CONTROLLED ENTITIES STATEMENT 13
PART VII-A, LINE 11

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
S.U.P.A., INC.	16-0906994

ADDRESS

P.O. BOX 130
DEWITT, NY 13214

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROBERT FALTER
PO BOX 130
DEWITT, NY 13214

TELEPHONE NUMBER

315-251-2900

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE SUBMITTED IN LETTER FORMAT. INFORMATION INCLUDED SHOULD ENCOMPASS BACKGROUND INFORMATION ON REQUESTING ORGANIZATION AND PRINCIPALS INVOLVED, PURPOSE, AMOUNT OF FUNDS REQUESTED, CURRENT FINANCIAL STATEMENTS AND PROOF OF TAX EXEMPT STATUS.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE