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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 03-01-2012 , and ending 02-28-2013

Name of foundation THE APPLEBAUM FOUNDATION INC		<b>A Employer identification number</b>  59-1002714	
Number and street (or P O box number if mail is not delivered to street address) 11111 BISCAYNE BOULEVARD TOWER 3 NO 853		Room/suite	
City or town, state, and ZIP code NORTH MIAMI, FL 33181		<b>B Telephone number</b> (see instructions)  (305) 651-6478	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 46,420,683		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u>                    </u> (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	522,900			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	136,882	136,882		
	<b>4</b> Dividends and interest from securities. . . . .	1,165,714	1,165,714		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	1,922,499			
	<b>b</b> Gross sales price for all assets on line 6a <u>19,392,479</u>				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . . .		1,922,499		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	3,747,995	3,225,095		
	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	 11,000	5,500		5,500
	<b>c</b> Other professional fees (attach schedule) . . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	 49,396	7,169		0
	<b>19</b> Depreciation (attach schedule) and depletion . . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	 70,859	70,859		0
	<b>24 Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	131,255	83,528		5,500
	<b>25</b> Contributions, gifts, grants paid . . . . .	2,301,000			2,301,000
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	2,432,255	83,528		2,306,500
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	1,315,740			
	<b>b Net investment income</b> (if negative, enter -0-)		3,141,567		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	18,153	80,153	80,153
	2	Savings and temporary cash investments . . . . .	932,496	1,003,775	1,003,775
	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 page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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)	2,726,112	 1,547,232	1,624,350
	b	Investments—corporate stock (attach schedule) . . . . .	20,907,398	 23,703,586	41,752,452
	c	Investments—corporate bonds (attach schedule). . . . .	2,280,248	 1,844,252	1,958,727
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	 77	 1,226	 1,226	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	26,864,484	28,180,224	46,420,683	
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 (attach schedule) . . . . .			
	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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	26,864,484	28,180,224	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	26,864,484	28,180,224	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	26,864,484	28,180,224	

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) . . . . .	126,864,484
2	Enter amount from Part I, line 27a . . . . .	1,315,740
3	Other increases not included in line 2 (itemize) ▶ _____	0
4	Add lines 1, 2, and 3 . . . . .	28,180,224
5	Decreases not included in line 2 (itemize) ▶ _____	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	28,180,224

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a	See Additional Data Table			
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss)	<div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>	2	1,922,499
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,344,200	42,707,520	0 031475
2010	2,006,850	38,017,526	0 052787
2009	1,784,944	32,253,250	0 055342
2008	2,338,488	38,208,723	0 061203
2007	2,469,684	45,886,617	0 053821

2	Total of line 1, column (d).	2	0 254628
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 050926
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	44,277,216
5	Multiply line 4 by line 3.	5	2,254,862
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	31,416
7	Add lines 5 and 6.	7	2,286,278
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	2,306,500

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		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 instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	31,416
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	31,416
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	31,416
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	25,378	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	38,000	
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	63,378
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	187
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	31,775
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 31,775	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? <input checked="" type="checkbox"/> . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶LEILA APPLEBAUM Telephone no ▶(305) 651-6478 Located at ▶11111 BISCAYNE BLVD NORTH MIAMI FL ZIP +4 ▶33181			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
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		No
See 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? <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? ( <b>Exception.</b> 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 <b>any</b> 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		
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		No
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 <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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
See Additional Data Table				
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

**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		


<b>Total</b> number of others receiving over \$50,000 for professional services. . . . .	0
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## 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	
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
<b>1</b> NOT APPLICABLE	0
<b>2</b>	
All other program-related investments See page 24 of the instructions	
<b>3</b> 	0

<b>Total.</b> Add lines 1 through 3. . . . .	0
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**Part X**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	43,932,973
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	1,017,289
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	1,226
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	44,951,488
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	44,951,488
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	674,272
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	44,277,216
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	2,213,861

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	2,213,861
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	31,416
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	31,416
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	2,182,445
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	2,182,445
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	2,182,445

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	2,306,500
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,306,500
<b>5</b>	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). . . . .	<b>5</b>	31,416
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	2,275,084
<b>Note:</b> 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				2,182,445
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				
b From 2008. . . . .				
c From 2009. . . . .				142,962
d From 2010. . . . .				126,285
e From 2011. . . . .				
f Total of lines 3a through e. . . . .	269,247			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,306,500				
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. . . . .				2,182,445
e Remaining amount distributed out of corpus	124,055			
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	393,302			
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 instructions . . . . .			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	393,302			
10 Analysis of line 9				
a Excess from 2008. . . . .				
b Excess from 2009. . . . .				142,962
c Excess from 2010. . . . .				126,285
d Excess from 2011. . . . .				
e Excess from 2012. . . . .				124,055

Part XIV

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

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization 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) )

LEILA APPLEBAUM

b

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	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)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	2,301,000
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]

**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

**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 or fiduciary) is based on all information of which preparer has any knowledge.

\*\*\*\*\* 2013-08-06 \*\*\*\*\*

Signature of officer or trustee Date Title

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

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

**Paid  
Preparer  
Use  
Only**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN  P00362055
	HILTON SOKOL	HILTON SOKOL			
	Firm's name <input type="checkbox"/>	ROSEN SEYMOUR SHAPSS MARTIN & CO LLP		Firm's EIN <input type="checkbox"/> 13-5653927	
		757 THIRD AVENUE			
	Firm's address <input type="checkbox"/>	NEW YORK, NY 10017		Phone no (212) 303-1800	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
PREMIUMS WRITTEN-OFF UPON REDEMPTION	P	2012-02-28	2013-02-28
US TREASURY ONLY (STIP 1)	P	2011-10-17	2012-04-20
TRANSOCEAN LTD	P	2011-11-21	2012-07-20
US TREASURY ONLY (STIP 1)	P	2011-10-17	2012-07-20
US TREASURY ONLY (STIP 1)	P	2011-10-19	2012-07-20
US TREASURY ONLY (STIP 1)	P	2011-11-01	2012-07-20
US TREASURY ONLY (STIP 1)	P	2011-11-14	2012-07-20
US TREASURY ONLY (STIP 1)	P	2011-11-16	2012-07-20
US TREASURY ONLY (STIP 1)	P	2011-12-09	2012-07-20
US TREASURY ONLY (STIP 1)	P	2011-12-14	2012-07-20
US TREASURY ONLY (STIP 1)	P	2011-12-15	2012-07-20
US TREASURY ONLY (STIP 1)	P	2011-12-21	2012-07-20
US TREASURY ONLY (STIP 1)	P	2011-12-28	2012-07-20
US TREASURY ONLY (STIP 1)	P	2011-12-29	2012-07-20
US TREASURY ONLY (STIP 1)	P	2011-12-30	2012-07-20
US TREASURY ONLY (STIP 1)	P	2012-01-31	2012-07-20
US TREASURY ONLY (STIP 1)	P	2012-02-01	2012-07-20
US TREASURY ONLY (STIP 1)	P	2012-03-09	2012-07-20
US TREASURY ONLY (STIP 1)	P	2012-03-15	2012-07-20
US TREASURY ONLY (STIP 1)	P	2012-03-21	2012-07-20
US TREASURY ONLY (STIP 1)	P	2012-03-30	2012-07-20
US TREASURY ONLY (STIP 1)	P	2012-04-02	2012-07-20
US TREASURY ONLY (STIP 1)	P	2012-04-16	2012-07-20
US TREASURY ONLY (STIP 1)	P	2012-05-01	2012-07-20
US TREASURY ONLY (STIP 1)	P	2012-05-15	2012-07-20
US TREASURY ONLY (STIP 1)	P	2012-06-11	2012-07-20
US TREASURY ONLY (STIP 1)	P	2012-06-15	2012-07-20
US TREASURY ONLY (STIP 1)	P	2012-06-29	2012-07-20
DSW INC CL A	P	2011-08-15	2012-07-23
DSW INC CL A	P	2011-11-21	2012-07-23

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(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 )
DOVER CORP	P	2011-08-04	2012-07-23
DOVER CORP	P	2011-11-21	2012-07-23
METLIFE INC	P	2011-11-21	2012-07-23
SCHLUMBERGER LTD	P	2011-08-23	2012-07-23
SANOFI-AVENTIS SPONS ADR	P	2012-07-20	2012-08-10
UNILEVER PLC SPONS ADR NEW	P	2012-07-20	2012-08-10
US TREASURY ONLY (STIP 1)	P	2012-07-23	2012-08-13
US TREASURY ONLY (STIP 1)	P	2012-07-23	2012-08-16
WAL MART STORES INC	P	2012-07-20	2012-10-01
US TREASURY ONLY (STIP 1)	P	2012-07-23	2012-10-01
US TREASURY ONLY (STIP 1)	P	2012-07-23	2012-10-03
US TREASURY ONLY (STIP 1)	P	2012-07-23	2012-10-04
TJX COS INC NEW	P	2012-07-20	2012-10-22
TJX COS INC NEW	P	2012-10-03	2012-10-22
US TREASURY ONLY (STIP 1)	P	2012-07-23	2012-10-26
US TREASURY ONLY (STIP 1)	P	2012-07-23	2012-10-29
US TREASURY ONLY (STIP 1)	P	2012-07-23	2012-11-15
COMPANHIA ENERG DE MIN GER SPON ADR	P	2012-07-20	2012-12-03
COMPANHIA ENERG DE MIN GER SPON ADR	P	2012-10-04	2012-12-03
COMPANHIA ENERG DE MIN GER SPON ADR	P	2012-10-26	2012-12-03
PUBLIC STORAGE INC	P	2012-07-20	2012-12-03
PUBLIC STORAGE INC	P	2012-10-03	2012-12-03
PUBLIC STORAGE INC	P	2012-11-15	2012-12-03
US TREASURY ONLY (STIP 1)	P	2012-07-23	2012-12-03
US TREASURY ONLY (STIP 1)	P	2012-07-23	2012-12-12
US TREASURY ONLY (STIP 1)	P	2012-07-23	2012-12-13
DELUXE CORP	P	2012-07-20	2012-12-26
DELUXE CORP	P	2012-10-03	2012-12-26
DELUXE CORP	P	2012-10-26	2012-12-26
DELUXE CORP	P	2012-11-15	2012-12-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
US TREASURY ONLY (STIP 1)	P	2012-07-23	2012-12-28
US TREASURY ONLY (STIP 1)	P	2012-07-26	2012-12-28
US TREASURY ONLY (STIP 1)	P	2012-07-27	2012-12-28
US TREASURY ONLY (STIP 1)	P	2012-08-01	2012-12-28
US TREASURY ONLY (STIP 1)	P	2012-08-10	2012-12-28
US TREASURY ONLY (STIP 1)	P	2012-08-29	2012-12-28
US TREASURY ONLY (STIP 1)	P	2012-09-04	2012-12-28
US TREASURY ONLY (STIP 1)	P	2012-09-10	2012-12-28
US TREASURY ONLY (STIP 1)	P	2012-09-18	2012-12-28
US TREASURY ONLY (STIP 1)	P	2012-09-21	2012-12-28
US TREASURY ONLY (STIP 1)	P	2012-09-28	2012-12-28
US TREASURY ONLY (STIP 1)	P	2012-10-10	2012-12-28
US TREASURY ONLY (STIP 1)	P	2012-10-22	2012-12-28
WELLS FARGO & CO NEW	P	2012-12-28	2012-12-31
US TREASURY ONLY (STIP 1)	P	2012-10-22	2013-01-21
US TREASURY ONLY (STIP 1)	P	2012-10-22	2013-01-30
ABBOTT LABORATORIES	P	2012-07-20	2013-02-12
ABBOTT LABORATORIES	P	2012-10-03	2013-02-12
ABBOTT LABORATORIES	P	2012-10-26	2013-02-12
ABBOTT LABORATORIES	P	2012-11-15	2013-02-12
ABBOTT LABORATORIES	P	2012-12-28	2013-02-12
US TREASURY ONLY (STIP 1)	P	2012-10-22	2013-02-14
US TREASURY ONLY (STIP 1)	P	2012-11-28	2013-02-14
US TREASURY ONLY (STIP 1)	P	2012-12-10	2013-02-14
US TREASURY ONLY (STIP 1)	P	2012-12-14	2013-02-14
US TREASURY ONLY (STIP 1)	P	2012-12-21	2013-02-14
US TREASURY ONLY (STIP 1)	P	2012-12-26	2013-02-14
NRG ENERGY INC	P	2012-12-18	2012-12-18
AVAGO TECHNOLOGIES LTD	P	2011-05-31	2012-03-06
US TREASURY ONLY (STIP 1)	P	2012-02-23	2012-03-13

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(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 )
SANDISK CORP	P	2011-06-02	2012-03-28
SANDISK CORP	P	2012-02-24	2012-03-28
MEDCO HEALTH SOLUTION, INC	P	2011-04-19	2012-04-05
MEDCO HEALTH SOLUTION, INC	P	2011-09-20	2012-04-05
US TREASURY ONLY (STIP 1)	P	2012-02-23	2012-04-10
EXPRESS SCRIPTS INC CL A	P	2012-04-05	2012-04-10
US TREASURY ONLY (STIP 1)	P	2012-02-23	2012-04-16
US TREASURY ONLY (STIP 1)	P	2012-03-01	2012-04-16
US TREASURY ONLY (STIP 1)	P	2012-03-05	2012-04-16
TRAVELERS COS INC	P	2011-06-06	2012-04-23
TRAVELERS COS INC	P	2012-02-24	2012-04-23
BAYER AG SPONSORED ADR	P	2011-05-26	2012-04-24
US TREASURY ONLY (STIP 1)	P	2012-03-05	2012-04-24
ENERPLUS CORP	P	2012-02-24	2012-05-11
US TREASURY ONLY (STIP 1)	P	2012-03-05	2012-05-14
US TREASURY ONLY (STIP 1)	P	2012-03-05	2012-05-22
US TREASURY ONLY (STIP 1)	P	2012-03-05	2012-05-29
US TREASURY ONLY (STIP 1)	P	2012-03-09	2012-05-29
US TREASURY ONLY (STIP 1)	P	2012-03-12	2012-05-29
US TREASURY ONLY (STIP 1)	P	2012-03-15	2012-05-29
US TREASURY ONLY (STIP 1)	P	2012-03-15	2012-05-30
US TREASURY ONLY (STIP 1)	P	2012-03-16	2012-05-30
US TREASURY ONLY (STIP 1)	P	2012-03-22	2012-05-30
US TREASURY ONLY (STIP 1)	P	2012-03-27	2012-05-30
US TREASURY ONLY (STIP 1)	P	2012-03-28	2012-05-30
US TREASURY ONLY (STIP 1)	P	2012-03-30	2012-05-30
EMC CORP	P	2012-02-24	2012-06-12
HAIN CELESTIAL GROUP INC	P	2012-01-23	2012-06-12
HAIN CELESTIAL GROUP INC	P	2012-01-24	2012-06-12
MICROSOFT CORP	P	2011-10-13	2012-06-13

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(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 )
MICROSOFT CORP	P	2012-01-31	2012-06-13
US TREASURY ONLY (STIP 1)	P	2012-03-30	2012-06-27
US TREASURY ONLY (STIP 1)	P	2012-04-02	2012-06-27
US TREASURY ONLY (STIP 1)	P	2012-04-05	2012-06-27
US TREASURY ONLY (STIP 1)	P	2012-04-05	2012-06-28
DUKE ENERGY CORP	P	2011-09-28	2012-07-03
J P MORGAN CHASE & CO	P	2011-07-27	2012-07-10
J P MORGAN CHASE & CO	P	2012-01-19	2012-07-10
US TREASURY ONLY (STIP 1)	P	2012-04-05	2012-07-10
US TREASURY ONLY (STIP 1)	P	2012-04-06	2012-07-10
US TREASURY ONLY (STIP 1)	P	2012-04-12	2012-07-10
J P MORGAN CHASE & CO	P	2012-02-24	2012-07-12
DUKE ENERGY CORP	P	2012-07-03	2012-07-16
US TREASURY ONLY (STIP 1)	P	2012-04-12	2012-07-20
AETNA INC	P	2011-08-08	2012-07-30
ANALOG DEVICES INC	P	2012-02-24	2012-07-30
US TREASURY ONLY (STIP 1)	P	2012-04-12	2012-07-30
US TREASURY ONLY (STIP 1)	P	2012-04-18	2012-07-30
US TREASURY ONLY (STIP 1)	P	2012-04-19	2012-07-30
LAS VEGAS SANDS CORP	P	2012-04-10	2012-07-31
US TREASURY ONLY (STIP 1)	P	2012-04-19	2012-08-08
US TREASURY ONLY (STIP 1)	P	2012-04-23	2012-08-08
US TREASURY ONLY (STIP 1)	P	2012-04-27	2012-08-08
US TREASURY ONLY (STIP 1)	P	2012-04-30	2012-08-08
US TREASURY ONLY (STIP 1)	P	2012-05-11	2012-08-08
US TREASURY ONLY (STIP 1)	P	2012-05-15	2012-08-08
US TREASURY ONLY (STIP 1)	P	2012-05-18	2012-08-08
US TREASURY ONLY (STIP 1)	P	2012-05-24	2012-08-08
US TREASURY ONLY (STIP 1)	P	2012-05-24	2012-08-10
US TREASURY ONLY (STIP 1)	P	2012-05-31	2012-08-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
US TREASURY ONLY (STIP 1)	P	2012-06-01	2012-08-10
US TREASURY ONLY (STIP 1)	P	2012-06-11	2012-08-10
US TREASURY ONLY (STIP 1)	P	2012-06-12	2012-08-10
US TREASURY ONLY (STIP 1)	P	2012-06-12	2012-08-13
US TREASURY ONLY (STIP 1)	P	2012-06-13	2012-08-13
US TREASURY ONLY (STIP 1)	P	2012-06-15	2012-08-13
US TREASURY ONLY (STIP 1)	P	2012-06-18	2012-08-13
US TREASURY ONLY (STIP 1)	P	2012-06-29	2012-08-13
US TREASURY ONLY (STIP 1)	P	2012-07-03	2012-08-13
US TREASURY ONLY (STIP 1)	P	2012-07-09	2012-08-13
US TREASURY ONLY (STIP 1)	P	2012-07-09	2012-08-27
US TREASURY ONLY (STIP 1)	P	2012-07-12	2012-08-27
US TREASURY ONLY (STIP 1)	P	2012-07-16	2012-08-27
US TREASURY ONLY (STIP 1)	P	2012-07-25	2012-08-27
US TREASURY ONLY (STIP 1)	P	2012-07-31	2012-08-27
BIG LOTS INC	P	2012-03-30	2012-08-28
MCDONALDS CORP	P	2012-02-24	2012-08-28
US TREASURY ONLY (STIP 1)	P	2012-07-31	2012-08-29
SEVEN & I HLDG CO LTD UNSPN ADR	P	2011-09-30	2012-09-14
BCE INC	P	2012-01-05	2012-09-19
INTEL CORP	P	2012-01-25	2012-09-21
INTEL CORP	P	2012-05-14	2012-09-21
US TREASURY ONLY (STIP 1)	P	2012-07-31	2012-09-26
US TREASURY ONLY (STIP 1)	P	2012-08-01	2012-09-26
US TREASURY ONLY (STIP 1)	P	2012-08-01	2012-10-03
PENTAIR LTD	P	2012-10-04	2012-10-04
US TREASURY ONLY (STIP 1)	P	2012-08-01	2012-10-09
TIDEWATER INC	P	2012-05-14	2012-10-17
TIDEWATER INC	P	2012-05-29	2012-10-17
DUKE ENERGY CORP	P	2012-07-03	2012-10-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
LILLY ELLI & CO	P	2012-07-30	2012-10-22
US TREASURY ONLY (STIP 1)	P	2012-08-01	2012-10-22
US TREASURY ONLY (STIP 1)	P	2012-08-01	2012-10-29
US TREASURY ONLY (STIP 1)	P	2012-08-03	2012-10-29
US TREASURY ONLY (STIP 1)	P	2012-08-03	2012-11-05
PUBLIC SERVICE ENTERPRISE GROUP INC	P	2012-02-24	2012-11-06
US TREASURY ONLY (STIP 1)	P	2012-08-03	2012-11-09
US TREASURY ONLY (STIP 1)	P	2012-08-06	2012-11-09
US TREASURY ONLY (STIP 1)	P	2012-08-06	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-08-15	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-08-20	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-08-24	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-08-28	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-08-31	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-09-03	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-09-04	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-09-10	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-09-12	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-09-17	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-09-19	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-09-21	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-09-28	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-10-01	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-10-05	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-10-11	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-10-15	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-10-17	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-10-18	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-10-19	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-10-23	2012-11-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
US TREASURY ONLY (STIP 1)	P	2012-10-25	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-10-31	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-11-01	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-11-06	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-11-13	2012-11-20
US TREASURY ONLY (STIP 1)	P	2012-11-13	2012-11-21
US TREASURY ONLY (STIP 1)	P	2012-11-15	2012-11-21
CHEVRONTEXACO	P	2012-01-31	2012-11-30
DU PONT E I DE NEMOURS & CO	P	2012-01-31	2012-11-30
NEWFIELD EXPLORATION CO	P	2012-02-15	2012-12-03
PENTAIR LTD	P	2012-10-04	2012-12-03
TYCO INTERNATIONAL LTD NEW	P	2012-02-07	2012-12-03
TYCO INTERNATIONAL LTD NEW	P	2012-02-24	2012-12-03
ADT CORP	P	2012-10-04	2012-12-03
US TREASURY ONLY (STIP 1)	P	2012-11-28	2012-12-04
US TREASURY ONLY (STIP 1)	P	2012-11-29	2012-12-04
US TREASURY ONLY (STIP 1)	P	2012-11-30	2012-12-04
US TREASURY ONLY (STIP 1)	P	2012-12-03	2012-12-04
US BANCORP DEL COM NEW	P	2012-01-11	2012-12-07
US TREASURY ONLY (STIP 1)	P	2012-12-03	2012-12-07
US TREASURY ONLY (STIP 1)	P	2012-12-03	2012-12-19
US TREASURY ONLY (STIP 1)	P	2012-12-03	2012-12-27
US TREASURY ONLY (STIP 1)	P	2012-12-03	2013-01-21
DARDEN RESTAURANTS INC	P	2012-12-05	2013-02-01
MICROSOFT CORP	P	2012-09-26	2013-02-01
AMERICAN TOWER REIT INC	P	2012-08-29	2013-02-05
OCWEN FINANCIAL CORP	P	2012-05-30	2013-02-08
TENARIS SA ADR	P	2012-04-20	2013-02-08
US TREASURY ONLY (STIP 1)	P	2012-12-03	2013-02-08
US TREASURY ONLY (STIP 1)	P	2012-12-10	2013-02-08

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US TREASURY ONLY (STIP 1)	P	2012-12-11	2013-02-08
US TREASURY ONLY (STIP 1)	P	2012-12-13	2013-02-08
US TREASURY ONLY (STIP 1)	P	2012-12-14	2013-02-08
US TREASURY ONLY (STIP 1)	P	2012-12-17	2013-02-08
CONOCOPHILLIPS	P	2012-02-24	2013-02-12
CONOCOPHILLIPS	P	2012-02-27	2013-02-12
MERCK & CO INC	P	2012-02-24	2013-02-13
US TREASURY ONLY (STIP 1)	P	2012-12-17	2013-02-13
US TREASURY ONLY (STIP 1)	P	2012-12-18	2013-02-13
US TREASURY ONLY (STIP 1)	P	2012-12-20	2013-02-13
US TREASURY ONLY (STIP 1)	P	2012-12-24	2013-02-13
US TREASURY ONLY (STIP 1)	P	2012-12-31	2013-02-13
US TREASURY ONLY (STIP 1)	P	2013-01-03	2013-02-13
US TREASURY ONLY (STIP 1)	P	2013-01-08	2013-02-13
US TREASURY ONLY (STIP 1)	P	2013-01-11	2013-02-13
US TREASURY ONLY (STIP 1)	P	2013-01-15	2013-02-13
US TREASURY ONLY (STIP 1)	P	2013-01-25	2013-02-13
US TREASURY ONLY (STIP 1)	P	2013-02-01	2013-02-13
US TREASURY ONLY (STIP 1)	P	2013-02-12	2013-02-13
EXPRESS SCRIPTS INC CL A	P	2012-04-05	2013-02-14
EXPRESS SCRIPTS INC CL A	P	2012-04-16	2013-02-14
EXPRESS SCRIPTS INC CL A	P	2012-08-13	2013-02-14
NRG ENERGY INC	P	2012-10-22	2013-02-19
US TREASURY ONLY (STIP 1)	P	2013-02-14	2013-02-19
CENTURYLINK INC	P	2012-02-27	2013-02-20
US TREASURY ONLY (STIP 1)	P	2013-02-14	2013-02-21
US TREASURY ONLY (STIP 1)	P	2013-02-14	2013-02-25
NRG ENERGY INC	P	2012-12-17	2012-12-27
DB BREN EAFE 3/28/12	P	2012-04-20	2012-04-20
JPM QARN SPX 11 5% 2/13/2013	P	2012-02-01	2012-05-11

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(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 )
GS CONT BUFF EQ SPX 12 80%	P	2011-11-23	2012-09-26
BP PLC SPONSORED ADR	P	2010-11-16	2012-07-20
BP PLC SPONSORED ADR	P	2011-03-22	2012-07-20
BECTON DICKINSON & CO	P	2008-11-13	2012-07-20
BECTON DICKINSON & CO	P	2009-03-09	2012-07-20
CSX CORP	P	2011-06-13	2012-07-20
CSX CORP	P	2011-06-22	2012-07-20
CANADIAN NATIONAL RAILWAY	P	2009-10-01	2012-07-20
COVIDIEN PLC	P	2010-05-14	2012-07-20
TRANSOCEAN LTD	P	2010-11-16	2012-07-20
BECTON DICKINSON & CO 4 55% 4/15/2013	P	2010-03-25	2012-07-23
GENERAL ELECTRIC CAP CORP SR NT 5% 2/1/2013	P	2010-08-10	2012-07-23
GENERAL ELECTRIC CAP CORP SR NT 5% 2/1/2013	P	2010-09-30	2012-07-23
EXXON MOBIL CORP	P	1994-03-29	2012-07-23
EXXON MOBIL CORP	P	2011-03-22	2012-07-23
GOOGLE INC	P	2008-11-18	2012-07-23
MARKET VECTORS AGRIBUSINESS ETF	P	2011-03-22	2012-07-23
MCDONALDS CORP	P	2007-01-09	2012-07-23
METLIFE INC	P	2010-12-06	2012-07-23
METLIFE INC	P	2011-03-22	2012-07-23
ORACLE CORP	P	2008-03-05	2012-07-23
ORACLE CORP	P	2008-03-05	2012-07-23
SCHLUMBERGER LTD	P	2008-11-12	2012-07-23
VERIZON COMMUNICATIONS	P	2010-07-23	2012-07-23
WELLS FARGO & CO NEW	P	2010-06-11	2012-07-23
WELLS FARGO & CO NEW	P	2010-10-27	2012-07-23
ACCENTURE PLC	P	2006-06-13	2012-07-23
ACCENTURE PLC	P	2009-07-15	2012-07-23
BANK AMER CORP PFD 8 20% CALL	P	2011-03-31	2012-07-23
WELLS FARGO CAPITAL XII PFD 7 875%3/15/2068	P	2009-02-12	2012-07-23

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SPDR S&P MIDCAP ETF TRUST	P	2011-03-23	2012-07-23
GABELLI DVD & INC TRUST PFD 6 30%	P	2008-08-28	2012-07-25
GABELLI DVD & INC TRUST PFD 6 30%	P	2008-08-27	2012-07-25
GABELLI DVD & INC TRUST PFD 6 30%	P	2008-08-27	2012-07-26
GABELLI DVD & INC TRUST PFD 6 30%	P	2008-08-26	2012-07-27
GABELLI DVD & INC TRUST PFD 6 30%	P	2008-08-27	2012-07-27
SUNOCO INC	P	2005-12-02	2012-10-12
SUNOCO INC	P	2005-12-02	2012-10-12
ENERGY TRANFERS PARTNERS LP	P	2005-12-05	2012-10-30
A T & T INC	P	1999-10-13	2012-11-29
A T & T INC	P	2001-12-06	2012-11-29
A T & T INC	P	2005-11-28	2012-11-29
A T & T INC	P	2006-12-07	2012-11-29
ENERGY TRANFERS PARTNERS LP	P	2005-12-05	2012-11-29
FIRSTENERGY CORP	P	1994-03-29	2012-11-29
FRONTIER COMMUNICATION CORP	P	2010-07-09	2012-11-29
VERIZON COMMUNICATIONS	P	1994-03-31	2012-11-29
VERIZON COMMUNICATIONS	P	1994-03-31	2012-11-29
GENON ENERGY INC	P	1994-03-29	2012-12-18
GENON ENERGY INC	P	1995-12-13	2012-12-18
GENON ENERGY INC	P	1998-06-08	2012-12-18
GENON ENERGY INC	P	2006-12-07	2012-12-18
GENERAL ELECTRIC CAP CORP SR NT A 4/375% 3/3/2012	P	2009-06-02	2012-03-05
AVAGO TECHNOLOGIES LTD	P	2011-01-20	2012-03-06
VALE SA ADR	P	2007-03-12	2012-03-13
TORONTO DOMINION BK ONT NEW (CAD)	P	2009-12-29	2012-03-26
TORONTO DOMINION BK ONT NEW (CAD)	P	2010-04-29	2012-03-26
TIME WARNER INC	P	2011-01-11	2012-03-30
GENUINE PARTS CO	P	2010-10-26	2012-04-10
VORNADO RLTY TR	P	2003-12-30	2012-04-19

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VORNADO RLTY TR	P	2008-06-27	2012-04-19
VORNADO RLTY TR	P	2009-03-13	2012-04-19
VORNADO RLTY TR	P	2009-06-17	2012-04-19
PETROCHINA CO LTD SPONS ADR	P	2010-06-09	2012-04-20
PRECISION DRILLING CORP	P	2009-05-29	2012-04-20
ENERPLUS CORP	P	2003-08-25	2012-05-11
ENERPLUS CORP	P	2009-05-27	2012-05-11
ENERPLUS CORP	P	2010-04-06	2012-05-11
MICROCHIP TECHNOLOGY INC	P	2011-02-11	2012-05-14
MICROCHIP TECHNOLOGY INC	P	2011-03-30	2012-05-14
FEDERAL NATL MTGE ASSN 4 875% 5/18/2012	P	2007-06-19	2012-05-18
GOLDCORP INC NEW	P	2010-05-14	2012-05-21
ASSURANT INC	P	2010-05-18	2012-05-24
PETROLEO BRASILEIRO SA PETROBRAS SPONS ADR	P	2010-02-23	2012-05-24
ENERPLUS CORP	P	2009-05-27	2012-05-29
GENERAL DYNAMICS CORP	P	2010-10-12	2012-05-31
GENERAL DYNAMICS CORP	P	2011-02-07	2012-05-31
CATERPILLAR INC	P	2010-11-24	2012-06-01
SYMANTEC CORP	P	2011-03-10	2012-06-11
EMC CORP	P	2010-09-08	2012-06-12
QUALCOMM INC	P	2011-01-19	2012-06-12
QUALCOMM INC	P	2011-02-17	2012-06-12
ALASKA AIR GROUP INC	P	2010-06-16	2012-06-13
ALASKA AIR GROUP INC	P	2010-09-10	2012-06-13
UNITED STATES TREASURY NOTE 1 875% 6/15/2012	P	2009-06-16	2012-06-15
DR PEPPER SNAPPLE GROUP INC	P	2010-06-08	2012-06-28
DR PEPPER SNAPPLE GROUP INC	P	2011-04-18	2012-06-28
J P MORGAN CHASE & CO	P	2010-02-26	2012-07-10
J P MORGAN CHASE & CO	P	2010-10-18	2012-07-10
EMERSON ELECTRIC CO	P	2009-02-27	2012-07-10

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J P MORGAN CHASE & CO	P	2008-07-16	2012-07-12
J P MORGAN CHASE & CO	P	2009-04-21	2012-07-12
J P MORGAN CHASE & CO	P	2010-05-05	2012-07-12
AETNA INC	P	2010-08-30	2012-07-30
ANALOG DEVICES INC	P	2008-10-08	2012-07-30
ANALOG DEVICES INC	P	2011-06-30	2012-07-30
NEXEN INC	P	2011-02-01	2012-07-31
NEXEN INC	P	2011-06-27	2012-07-31
WELLS FARGO FINL INC NTS 5 5% 8/1/2012	P	2009-06-16	2012-08-01
HUMANA, INC	P	2009-05-21	2012-08-03
HUMANA, INC	P	2011-04-19	2012-08-03
UNION PACIFIC CORP	P	2010-03-17	2012-08-06
UNION PACIFIC CORP	P	2010-05-03	2012-08-06
PRINCIPAL FINL GROUP INC	P	2011-07-07	2012-08-13
COVIDIEN PLC	P	2011-03-16	2012-08-24
COVIDIEN PLC	P	2011-05-10	2012-08-24
ANNALY CAPITAL MANAGEMENT INC	P	2009-07-07	2012-08-29
SIMON PPTY GROUP INC NEW	P	2008-09-08	2012-08-29
M & T BANK CORP	P	2010-12-27	2012-08-30
M & T BANK CORP	P	2011-02-04	2012-08-30
UNILEVER NV NY NEW	P	2011-08-25	2012-09-14
BCE INC	P	2011-06-08	2012-09-19
UNITED PARCEL SVC INC CL B	P	2011-01-19	2012-09-26
NISSAN MTRS SPONS ADR	P	2009-08-31	2012-09-27
DIGITAL REALTY TRUST CO	P	2009-02-03	2012-10-03
NISSAN MTRS SPONS ADR	P	2009-08-31	2012-10-16
BAYER AG SPONSORED ADR	P	2011-05-11	2012-10-19
ISHARES LEHMAN MBS FIXED RATE BOND FUND	P	2011-10-17	2012-10-23
PUBLIC SERVICE ENTERPRISE GROUP INC	P	2011-05-17	2012-11-06
PITNEY BOWES INC SR NT 5 6% 3/15/2018	P	2010-05-04	2012-11-13

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DAVITA INC	P	2010-01-14	2012-11-21
DR PEPPER SNAPPLE GROUP INC	P	2010-06-08	2012-11-21
DR PEPPER SNAPPLE GROUP INC	P	2011-01-11	2012-11-21
CANADIAN IMPERIAL BK COMM TORONTO	P	2010-04-28	2012-11-28
FEDERAL HOME LN MTG CORP NT 3 75% 3/27/2019	P	2010-05-04	2012-11-28
UNITED STATES TREASURY NOTE 3 125% 4/30/17	P	2010-05-05	2012-11-28
COMPANHIA PARANAENSE DE ENERGIA ADR	P	2011-04-07	2012-11-29
COMPANHIA PARANAENSE DE ENERGIA ADR	P	2011-10-07	2012-11-29
ANALOG DEVICES INC	P	2006-10-11	2012-12-03
ANALOG DEVICES INC	P	2010-08-04	2012-12-03
TYCO INTERNATIONAL LTD NEW	P	2011-11-22	2012-12-03
ANALOG DEVICES INC	P	2006-10-11	2012-12-05
DAVITA INC	P	2010-01-14	2012-12-11
JOHN DEERE CAP CORP SR NT SER D 4 95% 12/17/2012	P	2009-06-15	2012-12-17
COSAN LIMITED CL A	P	2011-03-29	2012-12-20
MICROSOFT CORP	P	2009-05-11	2013-02-01
MICROSOFT CORP	P	2011-10-13	2013-02-01
AMERICAN TOWER REIT INC	P	2012-02-03	2013-02-05
BOSTON PPTYS INC	P	2002-09-18	2013-02-08
BOSTON PPTYS INC	P	2008-06-27	2013-02-08
ENTERTAINMENT PPTYS TRUST	P	2008-06-27	2013-02-08
EPR PROPERTIES	P	2009-07-07	2013-02-08
GROUPE CGI INC CL -A SUB VTG	P	2010-10-14	2013-02-08
IDACORP INC	P	2011-06-07	2013-02-08
IDACORP INC	P	2011-08-01	2013-02-08
IDACORP INC	P	2011-11-15	2013-02-08
INTEL CORP	P	2012-01-25	2013-02-08
ABBOTT LABORATORIES	P	2011-07-25	2013-02-08
MERCK & CO INC	P	2011-12-19	2013-02-13
CENTURYLINK INC	P	2009-07-07	2013-02-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
CENTURYLINK INC	P	2010-06-14	2013-02-20
VODAFONE GROUP	P	2007-05-09	2013-02-26
CAPITAL ONE FINANCIAL CORP	P	2009-08-19	2013-02-26
CAPITAL ONE FINANCIAL CORP	P	2009-08-27	2013-02-26
NOVARTIS AG SPONSORED ADR	P	2011-06-23	2013-02-26
AUSTRALIA & NEW ZEALAND BKG SPONS ADR	P	2004-10-28	2013-02-27
GENON ENERGY INC	P	1993-03-01	2012-12-17
GENON ENERGY INC	P	1997-08-20	2012-12-17
GENON ENERGY INC	P	2006-01-11	2012-12-17
JPMORGAN TAX AWARE DISCIPLINED FUND #1236	P	2010-03-23	2012-03-15
DB BREN EAFE 3/28/12	P	2011-03-16	2012-03-28
BARC BREN SPX 4/4/2012	P	2011-03-23	2012-04-04
CS BREN EAFE 5/2/12	P	2011-04-28	2012-05-02
BNP BREN ASIS BASKET 6/27/12	P	2011-06-15	2012-06-27
JPMORGAN ASIA EQUITY FUND	P	2010-06-09	2012-06-29
JPM INTL CURRENCY INCOME FD	P	2011-05-17	2012-06-29
JPMORGAN SHORT DURATION BOND FUND 3133	P	2010-03-23	2012-06-29
PROFESSIONALLY MANAGED PORTFOLIOS ( THE OSTERWEIS FUD)	P	2010-03-23	2012-06-29
DREYFUS/LAUREL FDS TR	P	2010-04-23	2012-06-29
DREYFUS/LAUREL FDS TR	P	2010-08-06	2012-06-29
PROFESSIONALLY MANAGED PORTFOLIOS ( THE OSTERWEIS FUD)	P	2010-03-23	2012-07-24
PROFESSIONALLY MANAGED PORTFOLIOS ( THE OSTERWEIS FUD)	P	2010-04-23	2012-07-24
THORNBURG VALUE FUND	P	2010-03-23	2012-07-24
THORNBURG VALUE FUND	P	2010-04-23	2012-07-24
JPM BREN EAFE 9/26/12	P	2011-09-14	2012-09-26
BLACKROCK US OPPORTUNITIES PORTFOLIO	P	2011-05-17	2012-09-26
BLACKROCK US OPPORTUNITIES PORTFOLIO	P	2011-08-15	2012-09-26
T ROWE PRICE OVERSEAS STOCK FUND	P	2011-02-09	2012-09-26
VANGUARD EMERGING MARKETS ETF	P	2010-09-14	2012-09-28
DB BREN SPX 10/11/12	P	2011-09-28	2012-10-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
BARC BREN FX CURRENCY 11/9/12	P	2011-05-11	2012-11-13
HSBC BREN EEM 11/15/12	P	2011-11-02	2012-11-15
BNP BREN ASIA BASKET 11/16/12	P	2011-05-16	2012-11-16
JPMORGAN HIGH YIELD BOND FUND 3580	P	2010-03-23	2012-11-16
JPMORGAN HIGH YIELD BOND FUND 3580	P	2010-09-10	2012-11-16
GS CONT BUFF EQPX 9/26/12	P	2011-09-14	2012-12-05
JPMORGAN TAX AWARE DISCIPLINED FUND #1236	P	2010-03-23	2013-02-21
JPMORGAN TAX AWARE DISCIPLINED FUND #1236	P	2010-04-23	2013-02-21
SPDR S&P 500 ETF TRUST	P	2011-08-17	2013-02-25
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		11,615	-11,615
1,000		1,000	0
92,575		98,379	-5,804
108,500		108,500	0
191,000		191,000	0
275,500		275,500	0
279,000		279,000	0
3,000		3,000	0
4,000		4,000	0
5,000		5,000	0
5,500		5,500	0
6,500		6,500	0
253,500		253,500	0
6,500		6,500	0
4,000		4,000	0
80,000		80,000	0
18,000		18,000	0
5,000		5,000	0
5,500		5,500	0
4,000		4,000	0
4,000		4,000	0
3,000		3,000	0
3,000		3,000	0
8,000		8,000	0
4,500		4,500	0
5,500		5,500	0
5,500		5,500	0
6,000		6,000	0
187,697		157,504	30,193
143,533		122,734	20,799

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
112,805		132,356	-19,551
117,933		128,774	-10,841
61,220		64,758	-3,538
67,273		74,299	-7,026
111,260		99,147	12,113
99,565		93,484	6,081
88,500		88,500	0
72,500		72,500	0
107,145		104,766	2,379
28,000		28,000	0
435,000		435,000	0
40,000		40,000	0
62,170		65,360	-3,190
6,454		6,764	-310
527,000		527,000	0
59,000		59,000	0
592,000		592,000	0
58,119		95,974	-37,855
5,880		6,352	-472
7,308		7,817	-509
76,107		78,886	-2,779
7,824		7,707	117
19,205		19,694	-489
69,000		69,000	0
90,000		90,000	0
4,000		4,000	0
67,036		59,674	7,362
6,463		6,648	-185
8,567		8,283	284
8,718		8,902	-184

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
112,500		112,500	0
8,000		8,000	0
10,500		10,500	0
8,000		8,000	0
211,500		211,500	0
4,000		4,000	0
5,000		5,000	0
3,000		3,000	0
3,000		3,000	0
4,000		4,000	0
4,000		4,000	0
3,000		3,000	0
15,500		15,500	0
114,543		115,080	-537
500		500	0
9,000		9,000	0
57,923		53,866	4,057
5,827		5,672	155
7,369		6,701	668
7,198		6,534	664
3,599		3,300	299
44,000		44,000	0
3,000		3,000	0
4,500		4,500	0
6,000		6,000	0
5,500		5,500	0
84,000		84,000	0
		1	-1
7,474		6,897	577
84,000		84,000	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
39,497		36,726	2,771
48,877		47,316	1,561
25,271		18,835	6,436
70,610		47,495	23,115
10,500		10,500	0
51		51	0
12,500		12,500	0
9,000		9,000	0
6,000		6,000	0
17,862		18,573	-711
5,954		5,944	10
17,258		19,766	-2,508
1,000		1,000	0
10,788		15,472	-4,684
43,000		43,000	0
24,500		24,500	0
2,500		2,500	0
4,000		4,000	0
4,000		4,000	0
2,500		2,500	0
7,500		7,500	0
3,000		3,000	0
5,000		5,000	0
3,500		3,500	0
30,000		30,000	0
1,500		1,500	0
37,635		41,989	-4,354
53,674		36,216	17,458
57,357		39,322	18,035
12,923		11,613	1,310

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
294		296	-2
12,000		12,000	0
6,500		6,500	0
33,500		33,500	0
6,000		6,000	0
99,425		99,425	0
10,380		12,632	-2,252
1,730		1,777	-47
1,500		1,500	0
3,500		3,500	0
500		500	0
40,212		46,313	-6,101
45		40	5
1,500		1,500	0
10,587		11,831	-1,244
14,494		15,777	-1,283
1,000		1,000	0
4,000		4,000	0
16,500		16,500	0
12,055		19,480	-7,425
8,500		8,500	0
4,500		4,500	0
4,000		4,000	0
8,000		8,000	0
26,000		26,000	0
4,500		4,500	0
26,500		26,500	0
17,000		17,000	0
19,500		19,500	0
28,000		28,000	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,500		4,500	0
10,000		10,000	0
23,000		23,000	0
21,000		21,000	0
12,500		12,500	0
57,500		57,500	0
3,500		3,500	0
5,500		5,500	0
3,500		3,500	0
2,500		2,500	0
3,000		3,000	0
11,000		11,000	0
8,500		8,500	0
3,500		3,500	0
500		500	0
52,574		81,843	-29,269
83,804		95,478	-11,674
16,500		16,500	0
17,121		16,903	218
21,943		20,872	1,071
3,739		4,190	-451
17,525		20,412	-2,887
2,000		2,000	0
5,000		5,000	0
4,500		4,500	0
10		2	8
11,500		11,500	0
18,447		20,094	-1,647
9,223		9,247	-24
107,963		99,385	8,578

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
16,025		12,954	3,071
18,500		18,500	0
44,000		44,000	0
51,000		51,000	0
18,500		18,500	0
50,049		49,607	442
34,500		34,500	0
43,500		43,500	0
17,500		17,500	0
13,500		13,500	0
3,000		3,000	0
27,000		27,000	0
10,500		10,500	0
3,500		3,500	0
6,500		6,500	0
3,500		3,500	0
8,000		8,000	0
5,000		5,000	0
9,000		9,000	0
4,500		4,500	0
3,000		3,000	0
8,000		8,000	0
4,000		4,000	0
3,500		3,500	0
3,000		3,000	0
7,000		7,000	0
4,000		4,000	0
3,000		3,000	0
17,500		17,500	0
76,500		76,500	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,500		4,500	0
6,000		6,000	0
9,000		9,000	0
172,000		172,000	0
16,000		16,000	0
17,500		17,500	0
7,500		7,500	0
61,513		63,235	-1,722
30,659		35,755	-5,096
75,748		121,790	-46,042
34,803		6,297	28,506
16,612		15,114	1,498
27,963		25,762	2,201
66,619		69,177	-2,558
12,500		12,500	0
25,000		25,000	0
95,000		95,000	0
38,000		38,000	0
22,032		19,480	2,552
1,000		1,000	0
11,500		11,500	0
82,500		82,500	0
1,500		1,500	0
13,761		15,872	-2,111
19,282		21,601	-2,319
11,431		10,420	1,011
132,684		52,288	80,396
18,624		16,241	2,383
65,500		65,500	0
135,500		135,500	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,000		3,000	0
3,500		3,500	0
3,500		3,500	0
39,500		39,500	0
17,856		17,443	413
20,160		19,731	429
17,264		16,103	1,161
42,500		42,500	0
5,000		5,000	0
14,000		14,000	0
3,000		3,000	0
6,000		6,000	0
3,500		3,500	0
3,500		3,500	0
4,500		4,500	0
7,500		7,500	0
4,000		4,000	0
10,500		10,500	0
3,000		3,000	0
57,447		58,678	-1,231
32,795		33,629	-834
90,793		99,265	-8,472
108,322		104,658	3,664
6,500		6,500	0
26,695		31,449	-4,754
22,500		22,500	0
35,000		35,000	0
10		16	-6
24,273		24,322	-49
30,863		30,863	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
36,000		30,000	6,000
124,663		128,608	-3,945
124,663		133,065	-8,402
74,957		70,318	4,639
59,966		52,018	7,948
135,860		148,301	-12,441
135,860		148,290	-12,430
259,128		148,036	111,092
256,309		217,866	38,443
138,862		205,241	-66,379
102,860		108,289	-5,429
204,724		204,724	0
204,724		204,724	0
299,090		20,519	278,571
51,273		48,431	2,842
113,812		57,508	56,304
134,260		142,515	-8,255
138,409		65,348	73,061
165,295		212,457	-47,162
48,976		68,521	-19,545
269,066		170,795	98,271
29,896		18,977	10,919
58,864		42,097	16,767
233,335		136,748	96,587
169,857		136,298	33,559
203,829		156,577	47,252
36,715		16,960	19,755
119,471		67,595	51,876
256,360		264,170	-7,810
38,749		33,601	5,148

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
171,565		171,029	536
13,618		12,467	1,151
2,739		2,530	209
5,337		5,010	327
2,645		2,500	145
7,909		7,491	418
29,300		42,052	-12,752
37,956		37,956	0
31		44	-13
324,167		34,864	289,303
44,127		49,628	-5,501
58,214		18,371	39,843
203,970		206,559	-2,589
26,389		37,912	-11,523
416,222		143,370	272,852
19,976		23,864	-3,888
242,769		36,837	205,932
44,435		31,285	13,150
34,414		30,254	4,160
34,414			34,414
12,263		16,775	-4,512
14,989		49,052	-34,063
75,000		75,000	0
7,474		5,774	1,700
23,155		17,372	5,783
33,430		24,793	8,637
8,357		7,682	675
92,478		83,479	8,999
25,145		19,024	6,121
23,971		15,866	8,105

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
83		90	-7
583		224	359
333		192	141
7,152		5,355	1,797
12,227		6,778	5,449
1,686		2,492	-806
3,540		4,513	-973
5,057		7,023	-1,966
12,820		14,975	-2,155
8,653		10,299	-1,646
25,000		25,000	0
19,720		27,748	-8,028
103,149		108,189	-5,040
13,229		27,291	-14,062
18,240		28,131	-9,891
57,404		57,171	233
79,728		95,111	-15,383
23,036		20,894	2,142
52,552		63,264	-10,712
48,459		38,293	10,166
8,794		7,768	1,026
90,872		90,740	132
31,142		22,610	8,532
55,363		37,426	17,937
50,000		50,000	0
14,961		13,092	1,869
4,275		3,831	444
13,840		16,012	-2,172
12,110		13,999	-1,889
16,002		10,153	5,849

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
16,896		16,816	80
25,682		24,998	684
23,654		29,888	-6,234
74,112		56,934	17,178
2,230		1,520	710
14,866		15,292	-426
16,641		15,623	1,018
16,641		13,646	2,995
75,000		75,000	0
82,571		42,080	40,491
21,407		24,902	-3,495
115,735		68,681	47,054
12,183		7,620	4,563
20,897		24,458	-3,561
1,134		1,043	91
24,382		23,672	710
15,424		13,716	1,708
7,861		4,785	3,076
13,504		12,858	646
13,504		13,065	439
23,996		23,054	942
18,871		16,883	1,988
14,338		14,398	-60
16,833		14,675	2,158
17,357		8,744	8,613
19,178		16,876	2,302
17,385		16,092	1,293
75,456		74,665	791
121,993		130,877	-8,884
107,183		107,183	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
50,879		27,811	23,068
4,243		3,740	503
14,850		12,813	2,037
19,955		19,163	792
92,835		92,835	0
55,541		55,541	0
11,785		26,220	-14,435
12,440		16,603	-4,163
34,958		26,091	8,867
38,533		28,789	9,744
40,146		33,730	6,416
16,220		11,859	4,361
79,373		46,352	33,021
75,000		75,000	0
14,153		11,028	3,125
2,375		1,697	678
279		264	15
11,431		9,470	1,961
6,235		2,305	3,930
9,352		8,467	885
474		531	-57
14,214		6,306	7,908
20,204		11,861	8,343
92,681		78,431	14,250
50,974		43,827	7,147
50,974		44,388	6,586
60,562		74,627	-14,065
27,159		20,064	7,095
40,283		34,962	5,321
23,392		14,842	8,550

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,005		5,116	-111
22,095		26,140	-4,045
81,420		55,191	26,229
22,899		16,523	6,376
13,369		12,103	1,266
34,389		17,551	16,838
57,177		35,779	21,398
9,562		14,167	-4,605
2,437		19,230	-16,793
15,000		12,965	2,035
24,322		25,000	-678
27,858		25,000	2,858
22,364		25,000	-2,636
13,888		15,000	-1,112
7,914		8,146	-232
16,250		17,347	-1,097
32,500		32,265	235
46,750		44,651	2,099
2,972		3,030	-58
14,528		15,000	-472
6,048		5,682	366
17,952		16,866	1,086
30,700		35,245	-4,545
14,682		16,855	-2,173
30,159		25,000	5,159
41,739		50,000	-8,261
9,929		10,000	-71
18,992		20,000	-1,008
6,275		6,417	-142
29,125		25,000	4,125

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,884		10,000	-116
15,000		15,000	0
14,139		15,000	-861
27,380		26,832	548
5,120		5,017	103
34,949		30,000	4,949
20,230		15,974	4,256
20,633		16,293	4,340
15,124		11,840	3,284
1,603			1,603

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

[illegible]

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-19,551
			-10,841
			-3,538
			-7,026
			12,113
			6,081
			0
			0
			2,379
			0
			0
			0
			-3,190
			-310
			0
			0
			0
			-37,855
			-472
			-509
			-2,779
			117
			-489
			0
			0
			0
			7,362
			-185
			284
			-184

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			-537
			0
			0
			4,057
			155
			668
			664
			299
			0
			0
			0
			0
			0
			0
			-1
			577
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,771
			1,561
			6,436
			23,115
			0
			0
			0
			0
			0
			-711
			10
			-2,508
			0
			-4,684
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			-4,354
			17,458
			18,035
			1,310

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

[illegible]

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			-29,269
			-11,674
			0
			218
			1,071
			-451
			-2,887
			0
			0
			0
			8
			0
			-1,647
			-24
			8,578

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

[illegible]

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			0
			0
			0
			0
			0
			0
			0
			-1,722
			-5,096
			-46,042
			28,506
			1,498
			2,201
			-2,558
			0
			0
			0
			0
			2,552
			0
			0
			0
			0
			-2,111
			-2,319
			1,011
			80,396
			2,383
			0
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			0
			0
			0
			0
			413
			429
			1,161
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			-1,231
			-834
			-8,472
			3,664
			0
			-4,754
			0
			0
			-6
			-49
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6,000
			-3,945
			-8,402
			4,639
			7,948
			-12,441
			-12,430
			111,092
			38,443
			-66,379
			-5,429
			0
			0
			278,571
			2,842
			56,304
			-8,255
			73,061
			-47,162
			-19,545
			98,271
			10,919
			16,767
			96,587
			33,559
			47,252
			19,755
			51,876
			-7,810
			5,148

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			536
			1,151
			209
			327
			145
			418
			-12,752
			0
			-13
			289,303
			-5,501
			39,843
			-2,589
			-11,523
			272,852
			-3,888
			205,932
			13,150
			4,160
			34,414
			-4,512
			-34,063
			0
			1,700
			5,783
			8,637
			675
			8,999
			6,121
			8,105

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-7
			359
			141
			1,797
			5,449
			-806
			-973
			-1,966
			-2,155
			-1,646
			0
			-8,028
			-5,040
			-14,062
			-9,891
			233
			-15,383
			2,142
			-10,712
			10,166
			1,026
			132
			8,532
			17,937
			0
			1,869
			444
			-2,172
			-1,889
			5,849

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			80
			684
			-6,234
			17,178
			710
			-426
			1,018
			2,995
			0
			40,491
			-3,495
			47,054
			4,563
			-3,561
			91
			710
			1,708
			3,076
			646
			439
			942
			1,988
			-60
			2,158
			8,613
			2,302
			1,293
			791
			-8,884
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			23,068
			503
			2,037
			792
			0
			0
			-14,435
			-4,163
			8,867
			9,744
			6,416
			4,361
			33,021
			0
			3,125
			678
			15
			1,961
			3,930
			885
			-57
			7,908
			8,343
			14,250
			7,147
			6,586
			-14,065
			7,095
			5,321
			8,550

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-111
			-4,045
			26,229
			6,376
			1,266
			16,838
			21,398
			-4,605
			-16,793
			2,035
			-678
			2,858
			-2,636
			-1,112
			-232
			-1,097
			235
			2,099
			-58
			-472
			366
			1,086
			-4,545
			-2,173
			5,159
			-8,261
			-71
			-1,008
			-142
			4,125

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-116
			0
			-861
			548
			103
			4,949
			4,256
			4,340
			3,284
			1,603

Form 990PF Part VIII Line 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
LEILA APPLEBAUM	DIRECTOR, CEO, TREASURER 0 00	0	0	0
11111 BISCAYNE BLVD NORTH MIAMI,FL 33181				
WARREN WEISS ESQ	DIRECTOR, PRESIDENT 0 00	0	0	0
441 WEST END AVE NEW YORK,NY 10024				
ALAN T APPLEBAUM	DIRECTOR, V P , SECRETARY 0 00	0	0	0
131 EAST 78TH STREET NEW YORK,NY 10021				
JUDY BORGER	DIRECTOR, V P 0 00	0	0	0
21403 NE 38TH AVENUE AVENTURA,FL 33180				
JANE WEISS	DIRECTOR 0 00	0	0	0
441 WEST END AVENUE NEW YORK,NY 10024				

Form 990PF Part XV Line 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)				
<b>a</b> Paid during the year				
92ND STREET Y 1395 LEXINGTON AVE NEW YORK,NY 10128	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	15,000
AISH JERUSALEM FELLOWSHIP 28 PARK AVE FAIRMONT,NY 10952	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	2,500
AMERICAN CANCER SOCIETY 3363 W COMMERCIAL BLVD FT LAUDERDALE,FL 33309	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	5,000
AMERICAN FRIENDS OF THE TORAH LEADERSHIP INSTITUTE 752 WASHBURN ST TEANECK,NJ 07066	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	20,000
AMERICAN FRIENDS OF BEITH ISSIE SHAPIRO 18900 NE 25 AVE MIAMI,FL 33180	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	2,500
AMERICAN SOCIETY FOR TECHNION 55 E 59TH ST NEW YORK,NY 10022	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	5,000
ANTI DEFAMATION LEAGUE 605 3RD AVENUE NEW YORK,NY 10158	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	30,000
BAR ILAN UNIVERSITY 160 E 56 ST NEW YORK,NY 10022	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	1,000
BAYITH LEPLETOT GIRLS TOWN 1362 E 21ST BROOKLYN,NY 11210	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	1,000
BETH OLOTH GIRLS HOME PO BOX 5257 JERUSALEM IS	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	1,000
BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL,MA 02467	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	10,000
BOYS TOWN JERUSALEM 1 PENN PLAZA NEW YORK,NY 10119	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	15,000
CANCER RESEARCH & TREATMENT CENTER 500 E 77 ST NEW YORK,NY 10162	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	15,000
CHILDREN'S CANCER CARING CENTER PO BOX 630218 MIAMI,FL 33163	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	5,000
COLLEGE OF WILLIAM & MARY PO BOX 8795 WILLIAMSBURG,PA 23187	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	75,000

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
FUND FOR MEDICINE 654 W 170 ST NEW YORK,NY 10032	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	50,000
GIFT OF LIFE-BONE MARROW FOUNDATION 800 YAMATO RD BOCA RATON,FL 33431	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	15,000
HADASSAH HOSPITAL 50 W 58 ST NEW YORK,NY 10019	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	5,000
HEBREW BURIAL FREE ASSOCIATION 224 W 35 ST ROOM 300 NEW YORK,NY 10019	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	2,000
HOLOCAUST DOCUMENTATION & RESEARCH CENTER 2031 HARRISON ST HOLLYWOOD,FL 33020	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	20,000
HOLTZ CHILDREN HOSP AT JACKSON 901 NW 17TH ST STE G MIAMI,FL 33136	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	1,000
JACKSON'S CHILDREN HOSPITAL 901 NW 17TH ST STE G MIAMI,FL 33136	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	1,000
JEWISH ADOPTION & FOSTER CARE 4200 N UNIVERSITY DR SUNRISE,FL 33351	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	5,000
JEWISH CHILD CARE ASSOC OF N Y 120 WALL ST NEW YORK,NY 10005	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	5,000
JEWISH MUSEUM 301 WASHINGTON AVE MIAMI BEACH,FL 33139	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	30,000
JOE DIMAGGIO CHILDRENS'S HOSPITAL 3711 GARFIELD ST HOLLYWOOD,FL 33021	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	5,000
JUVENILE DIABETES FOUNDATION 200 SOUTH PARK RD STE 100 HOLLYWOOD,FL 33021	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	2,500
KEHILAT JESHURUN 120 E 85TH ST NEW YORK,NY 10028	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	90,000
LEAP 441 WEST END AVE NEW YORK,NY 10024	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	10,000
LINCOLN SQUARE SYNAGOGUE 180 AMSTERDAM AVE NEW YORK,NY 10008	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	10,000


Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
MATZAH MITZVAH & MORE FUND 735 NE 125TH ST NORTH MIAMI,FL 33161	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	500
MATZAH MITZVAH & MORE FUND 735 NE 125TH ST NORTH MIAMI,FL 33161	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	500
METROPOLITAN COUNCIL OF JEWISH POVERTY 80 MAIDEN LANE NEWYORK,NY 10038	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	20,000
MIAMI CHILDREN'S HOSPITAL FOUNDATION 3000 SW 62 AVE MIAMI,FL 33155	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	5,000
MIAMI JEWISH HOME & HOSPITAL 5200 NE 2ND AVE MIAMI,FL 33137	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	30,000
MOUNT SINAI MEDICAL SCHOOL ONE GUSTAVE LEVY PL NEWYORK,NY 10029	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	25,000
NATIONAL JEWISH OUTREACH 989 6TH AVE NEWYORK,NY 10018	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	25,000
NATIONAL YIDDISH BOOK CENTER 1021 WEST ST AMHERST,MA 01002	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	20,000
NATIONAL PARKINSON FOUNDATION INC 1501 NW 9TH AVE MIAMI,FL 33150	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	40,000
NEWYORK CITY CENTER 130 W 56 ST NEWYORK,NY 10019	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	25,000
OHR TORAH STONE 49 W 45 ST STE 701 NEWYORK,NY 10036	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	600,000
OHR SOMAYACH INTERNATIONAL 1399 CONEY ISLAND AVE BROOKLYN,NY 11230	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	30,000
PROJECT MEDISHARE PO BOX 381208 MIAMI,FL 33238	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	5,000
RABBI JACOB JOSEPH SCHOOL 3495 RICHMOND RD STATEN ISLAND,NY 10306	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	340,000
RADY CHILDREN HOSPITAL SAN DIEGO 3020 CHILDRENS WAY SAN DIEGO,CA 92123	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	5,000

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
SCRIPPS HEALTH PO BOX 2669 LAJOLLA,CA 92038	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	5,000
SHAARE ZEDEK HOSPITAL 49 W 45TH ST STE 1100 NEWYORK,NY 10025	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	7,500
SYMPHONY SPACE 2537 BROADWAY NEWYORK,NY 10025	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	15,000
TALMUDIC UNIVERSITY 4000 ALTON RD MIAMI BEACH,FL 33146	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	30,000
TEMPLE SHALOM 122 KENT RD NEW MILFORD,CT 16776	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	11,000
THE SOUTHERN POWERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY,AL 36104	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	5,000
THE VICTORY SCHOOL 18900 NE 25 AVE NORTH MIAMI BEACH,FL 33180	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	1,000
TORAH SCHOOLS FOR ISRAEL 40 EXCHANGE PL NEWYORK,NY 10005	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	500
TORAH SCHOOLS FOR ISRAEL 40 EXCHANGE PL NEWYORK,NY 10005	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	500
UM DEPT OF MEDICINE ADVANCED CARING 1600 NW 10TH AVE MIAMI,FL 33131	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	5,000
UM DEPT OF MEDICINE 1600 NW 10TH AVE MIAMI,FL 33131	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	15,000
UM DEPT OF NEUROLOGYALZHEIMER RESEARCH 1600 NW 10TH AVE MIAMI,FL 33131	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	25,000
UM DEPT OF MEDICINE OBGYN 1600 NW 10TH AVE MIAMI,FL 33131	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	5,000
UM PEDIATRIC DEPARTMENT 1600 NW 10TH AVE MIAMI,FL 33131	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	355,000
UM THE JAY WEISS CENTER 1600 NW 10TH AVE MIAMI,FL 33131	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	50,000

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
UNITED WAY OF DADE COUNTY 3250 SW 3RD AVE MIAMI,FL 33129	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	25,000
UNTOLD NEWS 900 FIFTH AVE 2A NEW YORK,NY 10021	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	20,000
WEILL CORNELL MEDICAL 1300 YORK AVE BOX 123 NEW YORK,NY 10065	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	50,000
WESLEYAN UNIVERSITY 222 CHURCH ST MIDDLETOWN,CT 06459	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	10,000
YESHIVA ELEMENTARY 7902 CARLYLE AVE MIAMI BEACH,FL 33141	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	30,000
YESHIVA UNIVERSITY 500 W 185 ST NEW YORK,NY 10033	NONE	501(C)(3)	CHARITABLE CONTRIBUTIONS	10,000
<b>Total . . . . .</b>  <b>3a</b>				2,301,000

Schedule B  
(Form 990, 990-EZ, or 990-PF)  
Department of the Treasury  
Internal Revenue Service

Schedule of Contributors  
  
▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047  
  
2012

Name of the organization THE APPLEBAUM FOUNDATION INC	Employer identification number 59-1002714
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

<b>Name of organization</b> THE APPLEBAUM FOUNDATION INC	<b>Employer identification number</b> 59-1002714
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<b>Part I</b>	<b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed		
<b>(a)</b> <b>No.</b>	<b>(b)</b> <b>Name, address, and ZIP + 4</b>	<b>(c)</b> <b>Total contributions</b>	<b>(d)</b> <b>Type of contribution</b>
<u>1</u>	LEILA APPLEBAUM 11111 BISCAYNE BLVD TOWER 3 APT 853  NORTH MIAMI, FL 33181	\$ 120,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>2</u>	LEILA APPLEBAUM 11111 BISCAYNE BLVD TOWER 3 APT 853  NORTH MIAMI, FL 33181	\$ 402,900	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )



<b>Name of organization</b> THE APPLEBAUM FOUNDATION INC	<b>Employer identification number</b> 59-1002714
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<b>Part III</b>	<b>Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.</b> Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of <b>\$1,000 or less</b> for the year (Enter this information once See instructions ) ▶ \$ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	

TY 2012 Accounting Fees Schedule

**Name:** THE APPLEBAUM FOUNDATION INC

**EIN:** 59-1002714

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROSEN, SEYMOUR, SHAPSS, MARTIN & CO LLP	11,000	5,500		5,500

TY 2012 All Other Program  
Related Investments Schedule

**Name:** THE APPLEBAUM FOUNDATION INC  
**EIN:** 59-1002714

Category	Amount
NONE	0

**TY 2012 ExplanOfLegisPoliticalActvts****Name:** THE APPLEBAUM FOUNDATION INC**EIN:** 59-1002714**Explanation:** NOT APPLICABLE

TY 2012 Investments Corporate

Bonds Schedule

Name: THE APPLEBAUM FOUNDATION INC

EIN: 59-1002714

Name of Bond	End of Year Book Value	End of Year Fair Market Value
750 SHARES ANHEUSER-BUSCH INBEV WORLDWIDE SR NT 4.375% 2/15/2021	88,412	86,187
100 SHARES AT&T INC SR BD 6.55% 2/15/2039	9,944	12,610
1000 SHARES BANK AMER CORP SR NT 5.75% 12/1/2017	102,129	115,870
10000 SHARES BARC 93% PPN BRIC BASKET 9/19/13	10,000	9,687
150 SHARES BARC BREN ASIA BASKET 7/10/13	15,000	17,103
300 SHARES BNP CONT BUFF EQ SPX 5/30/13 13.76%	30,000	33,313
300 SHARES BNP DELTA ONE NDDUWI 6/19/13	30,000	37,164
1000 SHARES BOEING CO SR NT 4.875% 2/15/2020	104,132	118,325
1000 SHARES BP CAP MKTS PLC SR NT 4.75% 3/10/2019	117,288	115,990
1000 SHARES CISCO SYS INC SR NT 4.45% 1/15/2020	100,850	115,542
100 SHARES COCA COLA ENTERPRISES INC SR NT 4.25% 3/1/2015	10,026	10,692
750 SHARES COMCAST CORP SR NT 5.3% 1/15/2014	76,099	78,160
150 SHARES CS REN HSCEI 2/20/14	15,000	13,710
250 SHARES DB BREN SPX 4/17/13	25,000	27,149
150 SHARES DB MARKET PLUS SX5E 3/19/14	15,000	15,416
250 SHARES DIAGEO FINANCE BV NT 5.3% 10/28/15	21,998	27,967
750 SHARES EMERSON ELEC CO 5.25% 10/15/2018	78,552	89,973
750 SHARES GENERAL ELECTRIC CAP CORP SR NT 4.65% 10/17/2021	81,529	84,825
750 SHARES GOLDMAN SACHS GROUP INC SR NT 6% 5/1/2014	76,260	79,420
750 SHARES HEWLETT PACKARD CO NT 4.5% 3/1/2013	77,918	75,000
750 SHARES HOME DEPOT INC.SR NT. 5.4% 3/1/2016	83,633	85,234
750 SHARES HONEYWELL INTL INC SR NT 5.4% 3/15/2016	79,223	85,268
750 SHARES J P MORGAN CHASE & CO SR NT 4.75% 5/2013	76,598	75,519
350 SHARES JPM BREN EAFE 10/09/13	35,000	36,411
300 SHARES JPM BREN EAFE 5/15/13 13.10%	30,000	32,997
750 SHARES KELLOGG CO SR NT 4% 12/15/2020	84,902	83,697
500 SHARES LOWE'S COS INC SR NT 3.75% 4/15/2021 CALL	53,750	54,719
30 SHARES MO PAC RR CO INC 5%, DUE 1/1/45	1,538	2,640
250 SHARES NATIONAL RURAL UTILS CORP NT 5.5% 7/1/2013	25,599	25,416
100 SHARES NOVARTIS SECS INVEST SR BD 5.125% 2/10/2019	10,244	11,976

Name of Bond	End of Year Book Value	End of Year Fair Market Value
100 SHARES PROCTER & GAMBLE CO NT 4.7% 2/15/2019	9,846	11,828
100 SHARES SHELL INTERNATIONAL FIN SR BD 6.375% 12/15/2038	9,775	13,872
750 SHARES SIMON PPTY GROUP LP SR NT CALL 4.125% 12/1/2021	83,600	82,945
100 SHARES SNAP ON INC NT 6.7% 3/1/2019	9,983	12,183
120 SHARES UBS BRENT CBEN 7/12/13	12,000	13,248
750 SHARES US BANCORP SR NT 4.2% 5/15/2014	74,991	78,399
750 SHARES WYETH SR NT 5.45% 4/1/2017	78,433	88,272

TY 2012 Investments Corporate  
Stock Schedule

**Name:** THE APPLEBAUM FOUNDATION INC  
**EIN:** 59-1002714

Name of Stock	End of Year Book Value	End of Year Fair Market Value
31050 SHARES A T & T INC	468,364	1,115,006
1650 SHARES ABB LTD SPONS ADR	35,011	37,488
3550 SHARES ABBOTT LABORATORIES	94,198	119,955
7890 SHARES ABBVIE INC	248,690	291,299
6395 SHARES ACCENTURE LTD CLASS A	433,063	446,160
1540 SHARES ACCENTURE PLC	48,226	143,887
1420 SHARES ACE LTD	104,575	121,254
7 SHARES AES CORP. COMMON STOCK PURCHASE WARRANTS	0	0
6180 SHARES AES CORPORATION	19,000	71,812
300 SHARES AGRIUM INC	29,134	31,035
1000 SHARES ALLIANCE DATA SYSTEMS CORP	134,673	158,690
6250 SHARES ALTRIA GROUP, INC	183,927	209,688
5700 SHARES AMEREN CORP	186,782	192,603
2930 SHARES AMERICAN ELECTRIC POWER	124,113	137,095
2850 SHARES AMERICAN INTERNATIONAL GROUP INC.	106,239	108,329
200 SHARES AMERICAN TOWER REIT INC	12,627	15,520
1030 SHARES AMERIPRISE FINANCIAL INC	51,938	70,689
3410 SHARES ANALOG DEVICES INC	82,818	154,200
1755 SHARES APPLE INC	779,268	774,657
8850 SHARES ARES CAPITAL CORP	148,424	163,858
1000 SHARES AVAGO TECHNOLOGIES LTD	32,480	34,220
2855 SHARES BANK OF MONTREAL QUE (USD)	160,767	177,666
300 SHARES BASF A G SPONS ADR	27,658	28,263
2800 SHARES BAXTER INTERNATIONAL INC.	182,589	189,280
800 SHARES BAYERISCHE MOTOREN WERKE A G ADR UNSP	24,352	24,648
1750 SHARES BB&T CORP	49,088	53,130
470 SHARES BCE INC	17,600	21,183
1780 SHARES BHP BILLITON LIMITED SPONS ADR	116,220	133,251
550 SHARES BIOGEN IDEC INC	90,400	91,487
1720 SHARES BNP PARIBAS SPONS ADR	39,316	48,332

Name of Stock	End of Year Book Value	End of Year Fair Market Value
180 SHARES BOSTON PPTYS INC	6,913	18,698
6715 SHARES BP PLC SPONSORED ADR	230,488	271,286
2720 SHARES BRISTOL-MYERS SQUIBB CO	75,074	100,558
400 SHARES CANADIAN IMPERIAL BK COMM TORONTO	30,662	32,264
2050 SHARES CAPITAL ONE FINANCIAL CORP	78,341	104,611
4450 SHARES CARDINAL HEALTH INC	143,462	205,634
1700 SHARES CASEYS GENERAL STORES INC	59,890	96,203
1450 SHARES CATERPILLAR INC	121,641	133,936
32900 SHARES CENTERPOINT ENERGY INC.	310,578	705,047
2545 SHARES CENTURYLINK INC	104,099	88,235
700 SHARES CHECK POINT SOFTWARE TECH LTD	40,348	36,757
15592 SHARES CHEVRONTEXACO	633,952	1,826,603
13590 SHARES CISCO SYSTEMS INC	232,992	283,352
4650 SHARES CITIGROUP INC.	145,531	195,161
2750 SHARES CMS ENERGY CORP	46,996	73,177
1275 SHARES COLGATE PALMOLIVE CO	134,091	145,898
14434 SHARES COMCAST CORP CL A	320,186	574,329
1750 SHARES COMPAGNIE FINANCIERE RICHMONT SA	13,749	13,983
2520 SHARES COMPANHIA DE BEBIDAS SPONS ADR REPS PFD	94,873	111,838
5300 SHARES CONAGRA FOODS INC	136,267	180,783
6165 SHARES CONOCOPHILLIPS	351,491	357,262
13688 SHARES CONSOLIDATED EDISON INC	89,834	807,592
800 SHARES COOPER COS INC	78,330	84,848
2050 SHARES COSAN LIMITED CL A	26,598	42,148
580 SHARES COVIDIEN PLC	24,565	36,871
900 SHARES CREDIT SUISSE GROUP SPONS ADR	24,290	24,084
250 SHARES CREDITCORP LTD	29,682	37,495
1245 SHARES CUMMINS INC	110,365	144,258
3160 SHARES CVS CORP	150,439	161,539
300 SHARES DEERE & CO	20,652	26,349

Name of Stock	End of Year Book Value	End of Year Fair Market Value
220 SHARES DIAGEO PLC SPONSORED ADR NEW	15,467	26,336
250 SHARES DIGITAL REALTY TRUST CO	8,744	16,745
670 SHARES DOW CHEMICAL CO	20,811	21,252
2235 SHARES DR PEPPER SNAPPLE GROUP INC	100,495	97,491
7470 SHARES DU PONT E I DE NEMOURS & CO PFD 4.5 SER B	333,884	357,813
8160 SHARES DUKE REALTY CORP	119,617	131,866
1650 SHARES EATON CORP	85,384	102,251
7030 SHARES EMC CORP	93,082	161,760
720 SHARES ENSCO PLC CL A	31,205	43,301
200 SHARES ESSEX PROPERTY TRUST INC	15,740	29,798
3150 SHARES EXTRA SPACE STORAGE INC	97,932	117,936
24305 SHARES EXXON MOBIL CORP.	377,884	2,176,513
351 SHARES FAIRPOINT COMMUNICATIONS INC.	1,789	4
400 SHARES FOMENTO ECONOMICO MEXICANO SAB SPON ADR	26,337	44,696
700 SHARES FRESENIUS MED CARE AG & CO SPONS ADR	20,188	23,954
19110 SHARES GENERAL ELECTRIC CO.	384,493	443,734
3810 SHARES GLAXOSMITHKLINE PLC SPONSORED ADR	172,350	167,754
3050 SHARES GNC HOLDINGS INC	113,221	125,050
210 SHARES GOOGLE INC	85,627	168,252
1000 SHARES GROUPE CGI INC CL -A SUB VTG	15,815	26,350
700 SHARES GRUPO FINANCIERO BANORTE SAB DE CV	19,964	25,907
9160 SHARES HARTFORD FINANCIAL SERV GROUP INC.	81,274	216,268
3230 SHARES HCP INC	147,378	157,882
450 SHARES HDFC BK LTD ADR REPSTG 3 SHS	18,161	17,123
350 SHARES HEALTH CARE REIT INC	13,728	22,449
6575 SHARES HOME DEPOT INC.	272,186	450,388
970 SHARES HONEYWELL INTL INC	26,971	67,997
700 SHARES HSBC HOLDINGS PLC ADR	35,907	38,808
2150 SHARES HUMANA, INC	164,167	146,759
9750 SHARES HUNTINGTON BANCSHARES INC	63,025	68,543

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1275 SHARES HUTCHISON WHAMPOA LTD ADR	17,374	27,604
300 SHARES IMPERIAL TOBACCO GROUP PLC ADR	19,887	21,816
4250 SHARES INGREDION INC	157,997	281,350
6180 SHARES INTEL CORP.	150,575	128,854
10600 SHARES INTERNATIONAL PAPER CO.	268,809	466,506
3130 SHARES INTUIT INC	136,163	201,822
3700 SHARES INVESCO LIMITED	91,823	99,123
1000 SHARES INVESCO MORTGAGE CAPITAL	21,754	21,020
4580 SHARES ITT CORP NEW	7,145	120,591
9160 SHARES ITT EXELIS	9,249	94,531
7765 SHARES J P MORGAN CHASE & CO	261,376	379,864
2610 SHARES JARDEN CORP (USD)	89,900	162,107
13290 SHARES KIMBERLY-CLARK CORP.	275,354	1,252,981
1000 SHARES KIMCO REALTY CORP	15,578	21,770
950 SHARES KONINKLIJKE PHILIPS ELECTRS NV SPONSORED ADR	26,439	26,885
350 SHARES L. BRANDS	17,081	15,932
1600 SHARES LAS VEGAS SANDS CORP	73,909	82,384
2990 SHARES LILLY ELLI & CO	131,562	163,433
1150 SHARES LVMH MOET HENNESSEY LOUIS SA ADR	26,471	39,640
560 SHARES M & T BANK CORP	45,570	57,170
2545 SHARES MAGNA INTL INC CL A	106,886	135,445
56176 SHARES MARATHON OIL CORPORATION	451,463	1,881,896
28088 SHARES MARATHON PETROLEUM CORP	301,111	2,327,933
315 SHARES MASTERCARD INC CLASS A	112,504	163,113
2170 SHARES MATTEL INC	52,789	88,427
300 SHARES MCCORMICK & CO INC NON VTG	11,838	20,181
2885 SHARES MCDONALDS CORP	226,971	276,671
3440 SHARES MEDTRONIC INC.	136,717	154,662
10797 SHARES MERCK & CO INC	371,719	461,356
1550 SHARES METLIFE INC	53,569	54,932

Name of Stock	End of Year Book Value	End of Year Fair Market Value
5640 SHARES MICROSOFT CORP.	158,049	156,792
1120 SHARES MITSUBISHI CORP SPONSORED ADR	24,418	44,654
2200 SHARES MTN GROUP LTD SPON ADR	43,162	43,230
28400 SHARES MURPHY OIL CORP.	196,082	1,728,992
2100 SHARES NATIONAL OILWELL VARCO INC	124,099	143,073
438 SHARES NEENAH PAPER, INC	1,772	12,790
6341 SHARES NEWMONT MINING CORP.	158,924	255,479
2214 SHARES NOVARTIS AG SPONSORED ADR	145,081	150,109
4592 SHARES NRG ENERGY INC	165,238	110,208
5900 SHARES NV ENERGY INC	114,437	116,584
250 SHARES OIL CO LUKOIL ADR	16,844	16,125
14000 SHARES PEPSCO HOLDING INC COM	272,310	284,060
36000 SHARES PERKINELMER INC	630,553	1,230,120
150 SHARES PETROCHINA CO LTD SPONS ADR	16,066	20,547
2100 SHARES PHILIP MORRIS INTERNATIONAL INC	147,962	192,675
2390 SHARES PHILLIPS 66	85,209	150,474
1300 SHARES PNC FINANCIAL SERVICES GROUP INC	80,552	81,107
3800 SHARES PORTLAND GENERAL ELECTRIC CO	90,065	112,822
3915 SHARES PPL CORPORATION	112,550	120,660
450 SHARES PROLOGIS SH BEN INT	18,068	17,523
2155 SHARES PRUDENTIAL FINL INC	108,460	119,753
1080 SHARES PRUDENTIAL PLC SPONS ADR	28,383	32,238
4705 SHARES QUALCOMM INC	268,853	308,790
450 SHARES RAYONIER INC	17,917	25,142
750 SHARES ROCHE HOLDING LTD ADR	36,053	43,028
7358 SHARES ROYAL DUTCH PLC ADR	252,907	483,053
7752 SHARES SCANA CORP.	103,600	378,608
3190 SHARES SCHLUMBERGER LTD	195,760	248,342
2625 SHARES SEAGATE TECHNOLOGY	72,412	84,420
260 SHARES SEVEN & I HLDG CO LTD UNSPN ADR	15,155	15,184

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1295 SHARES SIEMENS AG SPONSORED ADR	114,758	134,395
345 SHARES SIMON PPTY GROUP INC NEW	28,952	54,807
12000 SHARES SOUTHERN CO.	85,170	540,120
250 SHARES SOVRAN SELF STORAGE INC	16,576	15,210
3680 SHARES STATOILHYDRO ASA SPONS ADR	88,301	91,742
6950 SHARES SUMITOMO MITSUI FIN 1 ADR REP	40,815	55,600
621 SHARES SUNCOKE ENERGY, INC.	16,137	10,240
1000 SHARES SUNCOR ENERGY INC	31,875	30,250
6825 SHARES TAIWAN SEMICONDUCTOR MFG CO SPON ADR	93,078	124,556
4305 SHARES TARGET CORP	267,742	271,043
600 SHARES TATA MOTORS LIMITED ADR	18,189	16,284
33438 SHARES THE WILLIAMS COMPANIES, INC.	133,616	1,160,633
4400 SHARES TIME WARNER INC	150,332	233,948
1620 SHARES TOTAL SA SPD ADR	76,384	81,032
36 SHARES TRANSCO EXPLORATION PARTNERS LTD DEPOSITORY UNIT	497	0
2280 SHARES TRAVELERS COS INC	118,100	183,358
1200 SHARES UDR INC	31,016	28,632
670 SHARES UNILEVER NV NY NEW	21,359	26,076
975 SHARES UNION PACIFIC CORP	115,921	133,682
1295 SHARES UNITED PARCEL SVC INC CL B	94,328	107,032
5617 SHARES UNITED STATES STEEL CORPORATION	126,441	117,058
1750 SHARES UNITED TECHNOLOGIES COPR	127,919	158,463
2325 SHARES UNITEDHEALTH GROUP INC	123,993	124,271
1350 SHARES US BANCORP DEL COM NEW	35,954	45,873
600 SHARES VENTAS INC	37,969	42,468
13750 SHARES VERIZON COMMUNICATIONS	366,412	639,788
550 SHARES VODAFONE GROUP	15,653	13,827
12087 SHARES VODAFONE GROUP PLC SPONSORED ADR	191,966	303,868
1150 SHARES VOLVO AKTIEBOLAGET ADR CL B	13,308	17,273
4090 SHARES WASTE MANAGEMENT INC DEL	133,284	152,638

Name of Stock	End of Year Book Value	End of Year Fair Market Value
8970 SHARES WELLS FARGO & CO NEW	285,745	314,668
550 SHARES WEYERHAUSER CO	14,614	16,176
450 SHARES WINDHAM WORLDWIDE CORP	23,155	27,108
11146 SHARES WPX ENERGY, INC.	30,290	158,162
2435 SHARES XLINX INC	77,616	90,752
9160 SHARES XYLEM INC.	21,411	251,900
24169.184 SHARES ALTEGRIS MACRO STRATEGY FUND CL I	240,000	212,930
4811.727 SHARES AMERICAN CENTURY EQUITY INCOME FUND 123	36,000	39,745
1885.598 SHARES DODGE COX INTERNATIONAL STOCK	61,834	67,335
5415.191 SHARES DOUBLELINE FDS TR TTL RTN BD	61,000	61,462
3746.127 SHARES DREYFUS A BONDS PLUS INC.	46,192	52,814
861.9 SHARES DREYFUS/LAUREL FDS TR	12,170	13,256
5637.813 SHARES EATON VANCE MUT FDS TR	49,500	51,642
9316.77 SHARES FORWARD TACTICAL GROWTH FUND	240,000	240,186
14253.136 SHARES HARDING LOEVNER INSTITUTIONAL	250,000	245,582
1425.398 SHARES HIGHBRIDGE DYNAMIC COMM STRF FD -SEL	30,000	19,442
400 SHARES ISHARES MSCI EMERGING MKT INDEX FD	16,112	17,282
683 SHARES ISHARES S&P MIDCAP 400 INDEX FUND	67,246	75,150
400 SHARES ISHARES TR MSCI EAFE INDEX FD	20,848	23,286
2200.151 SHARES JPM EM MKTS EQUITY FD	50,500	52,166
1096.415 SHARES JPM INTL CURRENCY INCOME FD	12,653	12,247
3635.372 SHARES JPM TRI GROWTH ADVANTAGE FD -SEL	32,500	38,717
8883.362 SHARES JPMORGAN HIGH YIELD BOND FUND 3580	70,079	72,844
17880.876 SHARES JPMORGAN SHORT DURATION BOND FUND 3133	195,092	196,332
4057.169 SHARES JPMORGAN TAX AWARE DISCIPLINED FUND #1236	67,854	85,641
4297.344 SHARES JPMORGAN TR I FUND 992	43,102	45,122
4245.283 SHARES JPMORGN STRATEGIC INCOME FUND 3844	49,500	50,561
2929.659 SHARES MATTHEWS PACIFIC TIGER INSTL FUND	62,358	73,857
2784.095 SHARES MFS INTL VALUE-I	71,500	82,354
2862.718 SHARES PARANASUS FD EQTY INCM INST	81,250	90,695

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2494.692 SHARES PIMCO COMMODITIES PLUS STRATEGY	23,500	27,267
1829.315 SHARES PRUDENTIAL JENNISON MID-CAP CL Z	60,750	62,892
1750 SHARES SPDR GOLD TRUST	201,644	267,680
205 SHARES SPDR GOLD TRUST	27,097	31,365
565 SHARES SPDR S&P 500 ETF TRUST	78,160	85,660
4563.895 SHARES VANGUARD FIXED INCOME SECS F	45,000	46,962

**TY 2012 Investments Government  
Obligations Schedule****Name:** THE APPLEBAUM FOUNDATION INC**EIN:** 59-1002714**US Government Securities - End of****Year Book Value:**

1,547,232

**US Government Securities - End of****Year Fair Market Value:**

1,624,350

**State & Local Government  
Securities - End of Year Book****Value:**

0

**State & Local Government  
Securities - End of Year Fair****Market Value:**

0

TY 2012 Other Assets Schedule

**Name:** THE APPLEBAUM FOUNDATION INC

**EIN:** 59-1002714

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INTEREST RECEIVABLE	77	1,226	1,226

## TY 2012 Other Expenses Schedule

**Name:** THE APPLEBAUM FOUNDATION INC

**EIN:** 59-1002714

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	625	625		0
CUSTODIAL FEES	70,234	70,234		0

**TY 2012 Taxes Schedule****Name:** THE APPLEBAUM FOUNDATION INC**EIN:** 59-1002714

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	7,169	7,169		0
FEDERAL EXCISE TAX	42,227	0		0